

Company Number: 6270876

THE COMPANIES ACT 2006

**RESOLUTIONS
OF**

RECKITT BENCKISER GROUP PLC

In accordance with LR 9.6.2R, Reckitt Benckiser Group plc (the "Company") confirms that the resolutions listed below relating to special business were passed at the Annual General Meeting of the Company held at No. 11 Cavendish Square, London W1G 0AN on Thursday 5 May 2016 at 11.15 am. Resolutions 18 and 19 were passed as ordinary resolutions and resolutions 20, 21 and 22 were passed as special resolutions. The full text of each of the resolutions is below:

"18. To authorise the Company and any UK registered company which is or becomes a subsidiary of the Company during the period to which this resolution relates in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act") to:

- a) make political donations to political parties and/or independent election candidates up to a total aggregate amount of £50,000;**
- b) make political donations to political organisations other than political parties up to a total aggregate amount of £50,000; and**
- c) incur political expenditure up to a total aggregate amount of £50,000 during the period from the date of this resolution until the conclusion of the next AGM of the Company in 2017, provided that the total aggregate amount of all such donations and expenditure incurred by the Company and its UK subsidiaries in such period shall not exceed £50,000.**

For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in section 363 to section 365 of the Act.

19. To authorise the Directors generally and unconditionally in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares of the Company:

- a) up to a nominal amount of £23,500,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum);**
- b) comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £47,000,000 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:**
 - i) to Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,**
and so that the Directors may impose any limits or restrictions and make any arrangements which it may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 4 August 2017), but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for

or convert securities into shares under any such offer or agreement as if the authority had not ended:

- c) that, subject to paragraph (d), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
- d) that paragraph (c) shall be without prejudice to the continuing authority of the Directors to allot shares and to grant rights to subscribe for or convert any security into shares (or relevant securities), pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

20. To renew, subject to the passing of Resolution 19, the power conferred on the Directors to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 19, by way of a rights issue only):

- i) to Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- ii) to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) in the case of the authority granted under paragraph (a) of this resolution and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £7,000,000.

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 4 August 2017) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

21. To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:

- a) the maximum number of ordinary shares which may be purchased is 69,000,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 22 March 2016;
- b) the maximum price at which ordinary shares may be purchased is an amount equal to the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and (ii) the price of the last independent trade and the highest current bid as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulations 2003 (No. 2273/2003) or, from 3 July 2016, the Commission-adopted Regulatory Technical Standards pursuant to article 5(6) or

the Market Abuse Regulation; and the minimum price is 10 pence per ordinary share, in both cases exclusive of expenses;

- c) the authority to purchase conferred by this resolution shall expire on the earlier of 4 November 2017 or on the date of the AGM of the Company in 2017 save that the Company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchase will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of ordinary shares in pursuance of any such contract; and
 - d) all ordinary shares purchased pursuant to the said authority shall be either:
 - i) cancelled immediately upon completion of the purchase; or
 - ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.
22. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice."


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CHRISTINE LOGAN
COMPANY SECRETARY