

Company Number: 06270876

THE COMPANIES ACT 2006

**RESOLUTIONS
OF
RECKITT BENCKISER GROUP PLC
(the "Company")**

Passed at the Annual General Meeting (AGM) held on 8 May 2025

In accordance with UKLR 6.4.2, the Company confirms that the resolutions listed below relating to special business were passed at the Annual General Meeting of the Company held at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN on Thursday 8 May 2025 at 2pm. Resolutions 19, 20, 21 and 22 were passed as ordinary resolutions and resolutions 23, 24, 25 and 26 were passed as special resolutions. The full text of each of the resolutions is below:

ORDINARY RESOLUTIONS

19. In accordance with sections 366 and 367 of the Companies Act 2006 (the Act), to authorise, the Company and any companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company to:

- a) make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
- b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- c) incur political expenditure not exceeding £100,000 in total,

during the period from the date of this resolution until the conclusion of next year's AGM (or, if earlier, until the close of business on 30 June 2026), 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 £100,000.

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.

20. a) That the Reckitt Benckiser Group plc 2025 Long-Term Incentive Plan (the "LTIP"), summarised in Appendix 1 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the LTIP; and

b) That the Board be authorised to adopt further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the LTIP.

21. a) That the Reckitt Benckiser Group plc Sharesave Plan 2025 (the "Sharesave"), summarised in Appendix 2 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the Sharesave; and

b) That the Board be authorised to adopt further plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave.

22. To authorise the Directors generally and unconditionally, in accordance with section 551 of the Act, in substitution of all subsisting authorities, 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 £22,803,000 (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 £45,606,000 (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. This authority will expire at the conclusion of the Company's AGM to be held in 2026 or, the close of business on 30 June 2026, whichever is the earlier, provided that the Directors shall be entitled to make such offers and enter into agreements that would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of the authority, and the Company 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 expired.

SPECIAL RESOLUTIONS

23. THAT, in substitution for all existing authorities and subject to the passing of Resolution 22, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 22 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, provided that such authority be limited:

- a) to allotments for rights issues and other pre-emptive issues; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,420,000;

such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 30 June 2026, but in each case, prior to its expiry 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

24. THAT, subject to the passing of Resolution 22, the Directors be authorised, in addition to any authority granted under Resolution 23, 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 authority to be:

- a) limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £3,420,000; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, on 30 June 2026, but in each case, prior to its expiry 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

25. 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 68,400,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 March 2025, being the latest practicable date prior to the publication of this Notice;
- b) the maximum price (exclusive of expenses) at which ordinary shares may be purchased is an amount equal to the higher of:
 - i. 5% above the average market value of ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days preceding the date of purchase; and
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- c) the minimum price (exclusive of expenses) at which ordinary shares may be purchased is 10 pence per ordinary share, such authority to expire on the earlier of the date of the AGM of the Company in 2026 or 30 June 2026, 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.

26. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

Signed by:



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CATHERYN O'ROURKE
COMPANY SECRETARY