

**Company No. 13691224**

**HALEON PLC  
(THE "COMPANY")  
PUBLIC COMPANY LIMITED BY SHARES**

At the Annual General Meeting ("AGM") of the Company, duly convened and held at 3.00pm on Thursday 20 April 2023 at the Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY, the following resolutions (being resolutions passed by HALEON PLC other than resolutions concerning ordinary business) were proposed and passed on a poll:

**Resolution 3: Approval of the Directors' Remuneration Policy**

- 3.** To approve the Directors' Remuneration Policy, as set out on pages 86 to 94 of the Company's Annual Report and Accounts 2022, such Directors' Remuneration Policy to take effect from the date of the AGM.

**Resolution 18: Authority to make political donations**

- 18.** This Resolution seeks authority from Shareholders for the Company and its subsidiaries to make donations to UK or EU political parties, other political organisations or independent electoral candidates, or to incur UK or EU political expenditure. It is the Company's policy not to make donations to political parties and the Company has no intention of altering this policy. However, the definitions in the Act of "political donation", "political organisation" and "political expenditure" are broadly drafted. In particular, they may extend to bodies such as those concerned with policy review, law reform, representation of the business community and special interest groups, which the Company and its subsidiaries may wish to support. Accordingly, the Company is seeking this authority to ensure that it does not inadvertently commit any breaches of the Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations. The aggregate amount of expenditure permitted by this authority will be capped at £100,000.

**Resolution 19: Authority to allot shares**

- 19.** To authorise the Directors, in accordance with section 551 of the Act, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
- (i) up to an aggregate nominal amount of £30,780,000; and
  - (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £61,560,000 (including within such limit the nominal value of any shares issued or rights granted under paragraph (i) above) in connection with an offer to:
    - a. holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - b. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, 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 matter whatsoever. These authorities shall apply until the end of the Company's annual general meeting to be held in 2024 (or, if earlier, 30 June 2024), but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority expires and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**Resolution 20: General authority to disapply pre-emption rights**

- 20.** If Resolution 19 is passed, to authorise the Directors in substitution for all subsisting authorities, pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares of £0.01 each in the capital of the Company 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 the power shall be limited to:
- (i) 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 to:

- a) holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, 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 matter whatsoever; and
- (ii) in the case of the authority granted under Resolution 19 (i), the allotment (otherwise than under paragraph (i) above) of equity securities or sale of Treasury Shares for cash up to an aggregate nominal amount of £4,610,000, such power to expire at the end of the Company's annual general meeting to be held in 2024 (or, if earlier, 30 June 2024), 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 power ends, and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 21: Additional authority to disapply pre-emption rights**

- 21.** If Resolution 19 is passed, and in addition to the power granted to them under Resolution 20, to authorise the Directors pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash, pursuant to the authority conferred by Resolution 19 as if section 561 of the Act did not apply to the allotment, provided that the power shall,
- (i) in the case of the authority granted under Resolution 19(i):
    - a) be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £4,610,000; and
    - b) be used only for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-Emption Group in 2015; and
  - (ii) apply until the end of the Company's annual general meeting to be held in 2024 (or, if earlier, 30 June 2024) 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 (and sell Treasury Shares) under any such offer or agreement as if the authority conferred hereby had not expired.

#### **Resolution 22: Notice of general meetings**

- 22.** To authorise the Directors to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.

#### **Resolution 23: Approval of the Haleon plc Performance Share Plan 2023**

- 20.** To approve the adoption of the Haleon plc Performance Share Plan 2023 (the "PSP"), the principal features of which are summarised in Part 6 of this document and the rules of which have been signed for the purposes of identification by the Chair and authorise the Directors to:
- a. do whatever may be necessary or expedient to carry the PSP into effect, including making such modifications to the PSP as they may consider appropriate to take account of the requirements of the Financial Conduct Authority and best practice; and
  - b. establish further plans for the benefit of employees outside the UK, based on the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against the limits on individual and overall participation contained in the PSP.

#### **Resolution 24: Approval of the Haleon plc Share Value Plan 2023**

- 21.** To approve the adoption of the Haleon plc Share Value Plan 2023 (the "SVP"), the principal features of which are summarised in Part 6 of this document and the rules of which have been signed for the purposes of identification by the Chair, and authorise the Directors to:
- a. do whatever may be necessary or expedient to carry the SVP into effect, including making such modifications to the SVP as they may consider appropriate to take account of the requirements of the Financial Conduct Authority and best practice; and

- b. establish further plans for the benefit of employees outside the UK, based on the SVP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against any limits on individual and overall participation contained in the SVP.

#### **Resolution 25: Approval of the Haleon plc Deferred Annual Bonus Plan 2023**

- 22.** To approve the adoption of the Haleon plc Deferred Annual Bonus Plan 2023 (the "DABP"), the principal features of which are summarised in Part 6 of this document and the rules of which have been signed for the purposes of identification by the Chair, and authorise the Directors to:
- a. do whatever may be necessary or expedient to carry the DABP into effect, including making such modifications to the DABP as they may consider appropriate to take account of the requirements of the Financial Conduct Authority and best practice; and
  - b. establish further plans for the benefit of employees outside the UK, based on the DABP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against any limits on individual and overall participation contained in the DABP.

#### **Resolution 26: Purchase of Own Shares**

- 26.** To authorise, conditional on the passing of Resolution 29, the Company generally and unconditionally pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares provided that:
- (i) the maximum number of Ordinary Shares which may be purchased is 923,000,000 which represents approximately 10% of the issued ordinary share capital of the Company on 10 March 2023;
  - (ii) the minimum price (excluding stamp duty and expenses) which may be paid for each such share is the nominal value of such share;
  - (iii) the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
    - a) an amount equal to 5% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and
    - b) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out; and
  - (iv) the authority hereby conferred shall apply until the end of the Company's annual general meeting to be held in 2024 (or, if earlier, 20 July 2024) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

#### **Resolution 27: Authority to make off-market purchases of own shares from Pfizer**

- 27.** That, conditional on the passing of Resolution 28, the terms of the contract proposed to be entered into between the Company and Pfizer Inc. (a copy of which has been produced to the Meeting and made available at the Company's registered office for not less than 15 days ending with the date of the Meeting) (the "Pfizer Off-Market Buyback Contract") providing for off-market purchases from Pfizer (or its nominee(s)) of Ordinary Shares at such times and at such prices and in such numbers and otherwise on the other terms and conditions set out in the Pfizer Off-Market Buyback Contract, be and are hereby approved and authorised for the purposes of section 694 of the Act and the Company be and is hereby authorised to make, such off-market purchases from Pfizer (or its nominee(s)), on a consensual basis, provided that:
- (i) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next annual general meeting of the Company, or 20 July 2024 (whichever is earlier); and
  - (ii) where the Company concludes a contract to purchase Ordinary Shares pursuant to the authority hereby conferred prior to the expiry of such authority (which will or may be executed wholly or partly after such expiry), it may make a purchase of Ordinary Shares pursuant to such contract as if the authority had not expired.

#### **Resolution 28: Authority to make off-market purchases of own shares from GSK Shareholders**

- 28.** That, conditional on the passing of Resolutions 27 and 29, the terms of the contract proposed to be entered into between the Company and Glaxo Group Limited, GSK (No.1) Scottish Limited Partnership, GSK (No.2) Scottish Limited Partnership and GSK (No.3) Scottish Limited Partnership

(together, the "GSK Shareholders") (a copy of which has been produced to the Meeting and made available at the Company's registered office for not less than 15 days ending with the date of the Meeting) (the "GSK Off-Market Buyback Contract") providing for off-market purchases from the relevant GSK Shareholder(s) (or their respective nominee(s)) of Ordinary Shares at such times and at such prices and in such numbers and otherwise on the other terms and conditions set out in the GSK Off-Market Buyback Contract, be and are hereby approved and authorised for the purposes of section 694 of the Act and the Company be and is hereby authorised to make, such off-market purchases from any of the GSK Shareholders (or its or their nominee(s)) on a consensual basis, provided that:

- (i) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next annual general meeting of the Company, or 20 July 2024 (whichever is earlier); and
- (ii) where the Company concludes a contract to purchase Ordinary Shares pursuant to the authority hereby conferred prior to the expiry of such authority (which will or may be executed wholly or partly after such expiry), it may make a purchase of Ordinary Shares pursuant to such contract as if the authority had not expired.

**Resolution 29: Approval of waiver of Rule 9 Offer obligation**

**29.** To approve the waiver granted by the Takeover Panel of the obligation that would otherwise arise on Pfizer or any persons acting in concert with Pfizer, both individually and collectively, to make an offer to Shareholders pursuant to Rule 9 of the Takeover Code as a result of on-market purchases of Ordinary Shares by the Company pursuant to Resolution 26 and/or off-market purchases of Ordinary Shares by the Company pursuant to Resolution 28, as described in the Company's circular to Shareholders of which this Notice forms part, provided that such approval shall expire at the end of the Company's annual general meeting to be held in 2024 (or, if earlier, 20 July 2024).



**Amanda Mellor**  
Company Secretary  
20 April 2023