

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 Wednesday 8 May 2024 as a virtual meeting broadcast from the Company's London offices, the following resolutions (being resolutions passed by Haleon plc other than resolutions concerning ordinary business) were proposed and passed on a poll:

Resolution 17: Authority to make political donations

- 17.** To authorise, for the purposes of Part 14 of the Companies Act 2006 (the Act), the Company and all companies which are its subsidiaries at any time, during the period for which this resolution has effect, to:
- a) make donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - b) make donations to political organisations other than political parties not exceeding £50,000 in total; and
 - c) incur political expenditure not exceeding £50,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing of this resolution and expiring at the end of the Company's AGM to be held in 2025 (or, if earlier, at the close of business on 30 June 2025).

Words, terms and expressions defined in Part 14 of the Act shall have the same meaning in this Resolution.

Resolution 18: Authority to allot shares

- 18.** To authorise the Directors generally and unconditionally 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) to an aggregate nominal amount of £30,440,000 (representing 3,044,000,000 ordinary shares); and
 - (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £60,880,000, representing approximately 6,088,000,000 ordinary shares (including within such limit the nominal value of any shares issued or rights granted under paragraph (a) above) in connection with an offer to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) 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.
 - (iii) These authorities shall apply until the end of the Company's AGM to be held in 2025 (or, if earlier, at the close of business on 30 June 2025) 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 19: General authority to disapply pre-emption rights

- 19.** If Resolution 18 is passed, the Directors be authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 18 as if section 561(1) of the Act did not apply to any such allotment, provided that the authority:
- a) Shall be limited to:
 - (i) The allotment of equity securities in connection with an offer of 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 arising in connection with such offer; and
- (ii) in the case of the authority granted under Resolution 18 (a), the allotment of equity securities (otherwise than under paragraph (a) (i) and (iii) of this Resolution) up to an aggregate nominal amount of £9,130,000 (representing 913,000,000 ordinary shares); and
 - (iii) when an allotment of equity securities has been made pursuant to paragraph (a)(ii) of this Resolution (a paragraph (a) (ii) allotment), the allotment of additional equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (a) (ii) allotment, provided that any allotment pursuant to this paragraph (a)(iii) shall be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022;
- b) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words "under the authority given by Resolution 18" were omitted; and
 - c) shall expire at the end of the Company's next AGM (or, if earlier, at the close of business on 30 June 2025) 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 Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

Resolution 20: Additional authority to disapply pre-emption rights

- 20.** If Resolutions 18 and 19 are passed, the Directors be authorised, in addition to any authorisation granted under Resolution 19, pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority granted under Resolution 18 as if section 561(1) of the Act did not apply to any such allotment, provided that the authority:
- a) in the case of the authority given under Resolution 18 (a), shall be limited to:
 - (i) the allotment of equity securities (otherwise than pursuant to paragraph (a)(ii) below) up to an aggregate nominal amount of £9,130,000 (representing 913,000,000 ordinary shares), such authority to be 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 Directors determine to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and
 - (ii) when any allotment of equity securities is or has been made pursuant to paragraph (a)(i) of this Resolution 20 (a paragraph (a)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (a)(i) allotment, provided that any allotment pursuant to this paragraph (a)(ii) shall be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022;
 - b) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as in the first paragraph of this Resolution the words "under the authority given by Resolution 18" were omitted; and
 - c) such authority to apply until the end of the Company's next AGM (or, if earlier, at the close of business on 30 June 2025) but, in each case, 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 authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

Resolution 21: Notice of general meetings

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

Resolution 22: Purchase of own shares

- 22.** To authorise 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 (the On-Market Buyback Authority) provided that:
- a) the maximum number of ordinary shares which may be purchased is 913,000,000 which represents approximately 10% of the issued ordinary share capital of the Company on the last practicable date;
 - b) the minimum price (excluding stamp duty and expenses) which may be paid for each such share is the nominal value of such share;
 - c) the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - (i) an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the relevant share is purchased; and
 - (ii) 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
 - d) the authority hereby conferred shall apply until the conclusion of the 2025 AGM (or, if earlier, at the close of business on 30 June 2025) (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 23: Authority to make off-market purchases of own shares from Pfizer

- 23.** That the terms of the contract proposed to be entered into between the Company and Pfizer Inc. (Pfizer) (the 2024 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 2024 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:
- a) the authority hereby conferred shall, unless previously varied, revoked or renewed, apply until the conclusion of the 2025 AGM (or, if earlier, at the close of business on 30 June 2025); and
 - b) 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.