

SUPPLEMENT DATED 13th March, 2020 TO THE PROSPECTUS DATED 2nd AUGUST, 2019



GlaxoSmithKline plc

(incorporated in England and Wales with limited liability under registered number 3888792)

GlaxoSmithKline Capital plc

(incorporated in England and Wales with limited liability under registered number 2258699)

GSK Capital K.K.

(incorporated with limited liability in Japan under registered number 0110-01-117664)

£20,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed in the case of Notes issued by

GlaxoSmithKline Capital plc and by GSK Capital K.K. by

GlaxoSmithKline plc

(incorporated in England and Wales with limited liability under registered number 3888792)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 2nd August, 2019 (the "**Prospectus**", which definition includes the Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and is prepared in connection with the £20,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of GlaxoSmithKline plc ("**GSK plc**"), GlaxoSmithKline Capital plc ("**GSK Capital plc**") and GSK Capital K.K. ("**GSK Capital K.K.**", and, together with GSK plc and GSK Capital plc, the "**Issuers**" and each an "**Issuer**"). The payment of all amounts owing in respect of Notes issued under the Programme by GSK Capital plc and GSK Capital K.K. will be unconditionally and irrevocably guaranteed by GSK plc (the "**Guarantor**").

Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom's Financial Conduct Authority, in its capacity as competent authority for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), as a supplement to the Prospectus. The Prospectus comprises a base prospectus for the purposes of Article 8 of the Prospectus Regulation.

Each Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of each Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect the import of such information. No other person has authorised or is responsible for the whole or any part of this Supplement or has any liability with respect to it.

This Supplement is supplemental to, updates, must be read in conjunction with, and forms part of, the Prospectus and any other supplements to the Prospectus issued by the Issuers and the Guarantor.

Other than in relation to the documents which are deemed to be incorporated by reference, the information on the websites to which this Supplement refers does not form part of this Supplement and has not been scrutinised or approved by the FCA.

The purpose of this Supplement is to incorporate by reference into the Prospectus the Group's Annual Report 2019 (as defined below).

Document Incorporated by Reference

The audited consolidated annual financial statements for the financial year ended 31st December, 2019, of the Group, the notes thereto and the audit report prepared in connection therewith (the “**Group’s Annual Report 2019**”, which can be accessed from the following hyperlink: <https://www.gsk.com/media/5894/annual-report.pdf>) found on pages 152 to 251 of the Group’s Annual Report 2019, which has been previously published, or is published simultaneously with this Supplement and has been filed with the United Kingdom’s Financial Conduct Authority, shall be deemed to be incorporated in, and to form part of, this Supplement and, by virtue of this Supplement, shall be deemed to be incorporated in, and to form part of, the Prospectus.

Any documents themselves incorporated by reference in the Group’s Annual Report 2019 shall not form part of this Supplement.

Copies of this Supplement and the Group’s Annual Report 2019 incorporated by reference herein have been filed with Morningstar plc (appointed by the United Kingdom’s Financial Conduct Authority to act as the National Storage Mechanism) and are available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

The paragraph under the subheading “Significant or Material Change” on page 92 of the Prospectus shall be deemed to be deleted in its entirety and replaced with the following text:

“There has been no significant change in the financial performance of GSK plc and/or GSK Capital plc and/or the Group since 31st December, 2019.

There has been no significant change in the financial position of GSK plc and/or GSK Capital plc and/or the Group since 31st December, 2019 and there has been no material adverse change in the prospects of GSK plc and/or GSK Capital plc and/or the Group since 31st December, 2019.

There has been no significant change in the financial performance and the financial position of GSK Capital K.K. since 31st December, 2019 and there has been no material adverse change in the prospects of GSK Capital K.K. since 31st December, 2019.”

The two paragraphs under the subheading “Litigation” on page 92 of the Prospectus shall be deemed to be deleted in their entirety and replaced with the following text:

“References in this section “General Information – Litigation” to the “Financial Statements” mean the financial statements in the Group’s Annual Report 2019.

Save as disclosed in Note 14, “Taxation”, to the Financial Statements set out on pages 189 to 191 of the Group’s Annual Report 2019, Note 46, “Legal proceedings”, to the Financial Statements set out on pages 247 to 251 of the Group’s Annual Report 2019 there are no governmental, legal or arbitration proceedings, including any which are pending or threatened, of which the Issuers or the Guarantor are aware, which may have, or have had during the 12 months prior to the date of this Prospectus, a significant effect on the financial position or profitability of any of GSK plc and/or GSK Capital plc and/or GSK Capital K.K. and/or the Group. As at 31st December, 2019, the Group had £0.2 billion of provisions for legal and other disputes and other matters, including amounts relating to legal and administrative proceedings, principally product liability, intellectual property, tax, anti-trust and governmental investigations as well as related private litigation but excluding tax matters disclosed in Note 14, “Taxation”, to the Financial Statements set out on pages 189 to 191 of the Group’s Annual Report 2019. Legal provisions are disclosed in detail in Note 31, “Other provisions”, to the Financial Statements set out on pages 214 to 215 of the Group’s Annual Report 2019.”

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the Prospectus, neither the Issuers nor the Guarantor is aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting an informed assessment by investors of Notes issued under the Programme since the publication of the Prospectus.