

SmithKline Beecham Senior Executive Pension Plan Trustee Limited
(Registered Number 3425313)

Directors' Report and Financial Statements

For the Year Ended 31st December 2003

Registered office address:

980 Great West Road
Brentford
Middlesex
TW8 9GS



SmithKline Beecham Senior Executive Pension Plan Trustee Limited

Directors' Report and Financial Statements

For the Year Ended 31st December 2003

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SmithKline Beecham Senior Executive Pension Plan Trustee Limited

Directors' Report for the Year Ended 31st December 2003

The Directors submit their report and the audited financial statements for the year ended 31st December 2003.

Principal activities and business review

The Company did not trade during the year. The Company's principal activity is to act as a Trustee for the SmithKline Beecham Senior Executive Pension Plan. The Directors do not envisage any change to the nature of the business in the foreseeable future.

Results and dividends

The Directors do not recommend payment of a dividend (2002 - £nil) . There was no transfer to reserves (2002 - £nil).

Directors and their interests

The Directors of the Company who served during the year are as follows:

I C Borland
T A Houston
W M Reilly (Resigned 8th April 2003)
P D Hudson
S-J Chilver-Stainer (Appointed 21st November 2003)

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business.

Save as disclosed, no arrangements to which the Company was a party existed at the end of the year, or at any time during the year which would enable the Directors or their families to acquire benefits through the acquisition of shares, or debentures of the Company or any body corporate within the Group.

At 31st December 2003, none of the Directors have beneficial interests in the shares of any other Group company, other than GlaxoSmithKline plc.

The following interests of the Directors in office at the year end in the shares of the ultimate parent undertaking, GlaxoSmithKline plc have been notified to the Company.

Directors' Interests

Name	Shares	
	At 31.12.03	*At 31.12.02
I C Borland	22,552	24,433
P D Hudson	12,164	11,830
T A Houston	46,884	42,854
S-J Chilver-Stainer	1,941	1,919

Ordinary Share Options	*At 31.12.02	Granted	Exercised	Lapsed	At 31.12.03
I C Borland	28,040	-	-	(28,040)	-
P D Hudson	146,334	22,500	-	-	168,834
T A Houston	81,254	13,500	-	-	94,754
S-J Chilver-Stainer	81,034	-	-	-	81,034

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Directors' Report for the Year Ended 31st December 2003

Performance Share Plan	*At 31.12.02	Granted	Vested	Lapsed	At 31.12.03
P D Hudson	6,000	2,000	-	-	8,000
T A Houston	3,000	1,000	-	-	4,000
S-J Chilver-Stainer	4,900	-	-	-	4,900

Mid-Term Incentive Plan	*Vested and deferred participations at 31.12.02	Participations granted in 2003	Dividends reinvested in 2003	Vested and deferred participations at 31.12.03	*Unvested participations at 31.12.02	Participations vested in 2003	Unvested participations at 31.12.03
P D Hudson	4,826	2732	-	7,558	2,732	(2,732)	-
T A Houston	-	-	-	-	1,912	(1,912)	-

* or date of appointment if later

The details of the above mentioned schemes are disclosed in the Report and Accounts of GlaxoSmithKline plc.

Statement of directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss for that year.

In preparing the financial statements the Directors are required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgements and estimates that are reasonable and prudent.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

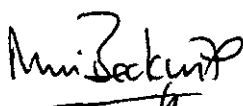
The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

Auditors

The Company, having not traded during the year, satisfied the conditions for exemption from audit as specified in Section 249AA of the Companies Act 1985 for the year ended 31st December 2003.

By order of the Board



Moira Beckwith
Secretary
4th March 2004

SmithKline Beecham Senior Executive Pension Plan Trustee Limited

Balance Sheet

As at 31st December 2003

	Notes	2003 £	2002 £
Debtors	2	2	2
Net current assets		2	2
Total assets less current liabilities		2	2
Capital and reserves			
Called up share capital	3	2	2
Shareholders' funds - equity interests	4	2	2

During the financial year and the preceding financial year the Company undertook no significant accounting transactions. Consequently the Company made neither a profit, a loss nor any other recognised gains and losses during the year and therefore has not prepared a profit and loss account or a separate statement of total recognised gains and losses.

For the year ended 31st December 2003 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985. Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- i. Ensuring that the Company keeps accounting records which comply with section 221; and
- ii. Preparing accounts which give a true and fair view of the state of the affairs of the Company as at the end of the financial year, and of its profit and loss for the year, in accordance with the requirements of section 226; and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The accounts on pages 3-5 were approved by the Board of Directors on 4th March 2004 and were signed on its behalf by:



Director

The notes on pages 4 to 5 form part of these financial statements

SmithKline Beecham Senior Executive Pension Plan Trustee Limited

Notes to the Financial Statements for the Year Ended 31st December 2003

1 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below.

Basis of accounting

These financial statements are prepared using the historical cost convention, and have been drawn up in accordance with UK generally accepted accounting principles and with UK accounting presentation.

Debtors

Debtors represent intercompany balances with other Group undertakings and accordingly are valued in line with the corresponding agreements.

2 Debtors

	2003 £	2002 £
Amount due after one year		
Amounts owed by group undertakings	2	2
	<u>2</u>	<u>2</u>

3 Called up share capital - equity interests

	2003 Number of shares	2002 Number of shares	2003 £	2002 £
Authorised				
Ordinary Shares of £1 each	1,000	1,000	1,000	1,000
Issued and fully paid				
Ordinary Shares of £1 each	2	2	2	2

4 Reconciliation of movement in shareholders' funds

	2003 £	2002 £
Opening and closing shareholders' funds – equity interests	2	2

5 Employees

In 2003, no employees were directly employed by the Company (2002: nil). There were no wages and salaries, social securities, or other pension costs incurred (2002: £nil).

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Notes to the Financial Statements for the Year Ended 31st December 2003

6 Directors' Remuneration

During the year the Directors of the Company, with the exception of Ian Borland, were remunerated as executives of the GlaxoSmithKline Group. They received no remuneration in respect of their services to the Company (2002 - £nil).

7 Cash flow statement

A cash flow statement has been included in the consolidated financial statements of GlaxoSmithKline plc, the ultimate parent undertaking. As a wholly owned subsidiary of the ultimate parent undertaking, advantage has been taken of the exemption afforded by Financial Reporting Standard 1 (Revised 1996) not to prepare a cash flow statement.

8 Ultimate parent undertaking

GlaxoSmithKline plc, registered in England and Wales, is the Company's ultimate parent undertaking. The largest and smallest group of undertakings for which group financial statements are prepared and which include the results of the Company, are the consolidated financial statements of GlaxoSmithKline plc. Copies of the consolidated financial statements can be obtained from The Secretary, GlaxoSmithKline plc, 980 Great West Road, Brentford, Middlesex TW8 9GS. The immediate parent undertaking is SmithKline Beecham plc.

9 Related party transactions

As a wholly owned subsidiary of the ultimate parent company, GlaxoSmithKline plc, advantage has been taken of the exemption afforded by Financial Reporting Standard 8 not to disclose any related party transactions within the Group. There are no other related party transactions.