

**Company Number: 6270876**

**THE COMPANIES ACT 2006**  
**RESOLUTIONS**  
**OF**  
**RECKITT BENCKISER GROUP PLC**

FRIDAY



**Passed at the Annual General Meeting held on 3 May 2018**

**ORDINARY RESOLUTIONS**

1. To receive and adopt the Company's accounts and the reports of the Directors and the Auditor for the year ended 31 December 2017.
2. To receive and adopt the Director's Remuneration Report for the year ended 31 December 2017.
3. To declare the final dividend recommended by the Directors of 97.7 pence per ordinary share for the year ended 31 December 2017 payable on 24 May 2018 to all Shareholders on the register at the close of business on 13 April 2018.
4. To re-elect Nicandro Durante as a Director.
5. To re-elect Mary Harris as a Director.
6. To re-elect Adrian Hennah as a Director.
7. To re-elect Rakesh Kapoor as a Director.
8. To re-elect Pamela Kirby as a Director.
9. To re-elect Andre Lacroix as a Director.
10. To re-elect Chris Sinclair as a Director.
11. To re-elect Warren Tucker as a Director.
12. To appoint KPMG LLP as the Auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.
14. To authorise the Company and any UK registered company which is or becomes a subsidiary of the Company during the period to which this resolution relates in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act") to:
  - a) make political donations to political parties and/or independent election candidates up to a total aggregate amount of £50,000;
  - b) make political donations to political organisations other than political parties up to a total aggregate amount of £50,000; and

- c) incur political expenditure up to a total aggregate amount of £50,000, during the period from the date of this resolution until the conclusion of the next year's AGM (or, if earlier, until the close of business on 30 June 2019), 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 £50,000.

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.

- 15.** To authorise the Directors generally and unconditionally in accordance with section 551 of the Act 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 £23,478,000 (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 £46,956,000 (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, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2019), but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors 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 ended;

- c) that, subject to paragraph (d), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
- d) that paragraph (c) shall be without prejudice to the continuing authority of the Directors to allot shares and to grant rights to subscribe for or convert any security into shares (or relevant securities), pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

## SPECIAL RESOLUTIONS

16. To authorise the Directors, subject to the passing of Resolution 15, such authority to apply until the conclusion of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, 30 June 2019, 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 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 £3,521,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 19 March 2018, being the latest practicable date prior to the publication of this Notice.

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 2019, but in each case, prior to the 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.

17. To authorise the directors, subject to the passing of Resolution 15 and in addition to any authority granted under Resolution 16 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 £3,521,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 19 March 2018, being the latest practicable date prior to the publication of this Notice; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 2019, 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.

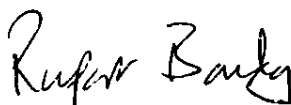
18. To generally and unconditionally authorise the Company for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:

- a) the maximum number of ordinary shares which may be purchased is 69,000,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 19 March 2018;
- b) the maximum price at which ordinary shares may be purchased is an amount equal to the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the

five business days preceding the date of purchase; and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and the minimum price is 10 pence per ordinary share, in both cases exclusive of expenses;

- c) the authority to purchase conferred by this resolution shall expire on the earlier of 30 June 2019 or on the date of the AGM of the Company in 2019 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; and
- d) all ordinary shares purchased pursuant to the said authority shall be either:
  - i. cancelled immediately upon completion of the purchase; or
  - ii. held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

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



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**RUPERT BONDY**  
COMPANY SECRETARY