



# Notice of Annual General Meeting

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**THIS DOCUMENT IS IMPORTANT  
AND REQUIRES YOUR IMMEDIATE  
ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Reckitt Benckiser Group plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## CHAIRMAN'S LETTER

**Dear Shareholder**

The thirteenth Annual General Meeting (the 'AGM') of the Company will be held at the Company's registered office address, 103-105 Bath Road, Slough, Berkshire, SL1 3UH on Tuesday, 12 May 2020 commencing at 3.00pm. Details of the resolutions to be voted upon and explanatory notes are set out in the enclosed Notice of Annual General Meeting (the 'Notice').

**Directors**

This has been a busy year for the Board, with significant changes to the Board's composition, particularly to its Executive Directors.

In January 2019, we announced that Rakesh Kapoor intended to retire as Chief Executive Officer (CEO) and Executive Director of RB by the end of 2019, after more than 32 years with the Company. A significant part of the Board's focus in the succeeding months was on the appointment of his successor. Following an extensive search, this was announced as Laxman Narasimhan in June 2019 and Laxman joined the Company in the following month, with his appointment as CEO becoming effective at the beginning of September.

Rakesh retired from the Board in September 2019 and left the Group at the end of December. I would like to acknowledge the enormous contribution and leadership that Rakesh provided to RB over the past three decades.

In October 2019, we announced that Adrian Hennah, Chief Financial Officer (CFO) and Executive Director, had signalled his intention to retire from the business on 21 October 2020. Jeff Carr was announced as Adrian's successor and will assume the role of CFO and Executive Director on 9 April 2020. Adrian will be stepping down as CFO and Executive Director on the same day but will remain with the Company until his retirement date to ensure a seamless transition. Accordingly, Adrian Hennah will not be standing for re-election at this year's AGM. I would like to thank Adrian for his excellent leadership and for his contribution to the Board over the past 7 years.

In addition to the Executive Director changes, throughout the year, the skills and experience of the Non-Executive Board members have been reviewed and in July 2019, we strengthened the Board with the appointment of Sara Mathew as a new Non-Executive Director and member of the Audit Committee. The Board also appointed Mary Harris as designated Non-Executive Director for engagement with the Company's workforce.

Having served as a Board member for over 9 years, Warren will not stand for re-election at this year's AGM and accordingly will retire from both the Board and Audit Committee at the conclusion of the AGM. On behalf of the Board, I would like to extend our gratitude to Warren for his excellent service and wish him well in his future endeavours.

In accordance with the UK Corporate Governance Code 2018 (the 'Code'), all Directors, with the exception of Warren Tucker and Adrian Hennah, will stand for election or re-election at the AGM. Accordingly, as part of the ordinary business of meeting, Resolutions 4 to 13 inclusive are to elect and re-elect Directors. Biographical details of the Directors together with the importance of their contribution to the long-term success of the Company and the reasons for their election or re-election are included on pages 11 to 15 this Notice.

**E-Communications**

We continue to encourage all Shareholders to receive electronic copies of the Annual Report and Financial Statements as part of our commitment to reduce our environmental footprint. If you have not already opted to receive an electronic copy of the Annual Report and Financial Statements, please visit [www.investorcentre.co.uk/ecomms](http://www.investorcentre.co.uk/ecomms).

**COVID-19**

The Coronavirus (COVID-19) pandemic is a rapidly changing and fluid situation from a public health perspective. The safety of our shareholders is of the greatest importance to us. **On 23 March 2020 the UK Government instructed that people should not leave their homes, except in very limited circumstances. We therefore strongly recommend that shareholders refrain from attending the AGM in person.**

We also strongly encourage Shareholders to register their vote online or submit their proxy form no later than 3.00pm on 7 May 2020.

For more information on proxy voting and attending the AGM, please refer to pages 8 and 10, respectively, of the Notice.

**Recommendation**

My fellow Directors and I believe that all the proposals to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the long-term success of the Company. We therefore recommend that you vote in favour of all the proposed resolutions set out on pages 3 to 4 as we intend to do in respect of our own holdings, representing 0.01% of the voting capital of Reckitt Benckiser Group plc.

Shareholders can vote ahead of the AGM by registering a proxy appointment. We are encouraging shareholders to do so online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Please ensure you have your Shareholder Reference Number (SRN), PIN and Control Number to hand. These are shown on the proxy form or the email notification of this Notice (if we communicate with you electronically). Alternatively, complete the enclosed proxy form, in accordance with the instructions printed thereon and return it to our Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ using the pre-paid envelope provided. Proxy appointments, by whichever method you choose, must be received so as to arrive no later than 3.00pm on 7 May 2020.

Completion and return of the proxy form will not preclude you from attending the AGM and voting in person. However as mentioned above, given the COVID-19 pandemic and the UK Government's recent travel advice, we are recommending that shareholders refrain from attending the AGM in person this year.

Please note that voting on all resolutions will be by way of a poll whereby each member has one vote for each share owned, which the Company believes is the fairest and most democratic method of voting. Once the polls have been completed, the voting results will be announced as soon as practicable via the Regulatory Information Service and published on the Company's website.

Please stay safe during this time and we look forward to receiving your vote.

Yours sincerely

**Chris Sinclair**  
Chairman

6 April 2020

Registered office:  
103-105 Bath Road, Slough,  
Berkshire, SL1 3UH  
Registered in England and Wales, No. 6270876

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that the thirteenth Annual General Meeting (the 'AGM') of Reckitt Benckiser Group plc (the 'Company') will be held at 103-105 Bath Road, Slough, Berkshire, SL1 3UH on Tuesday, 12 May 2020 at 3.00pm in order to transact the following business:**

**To consider and, if thought fit, pass the resolutions set out below. Resolutions 18 to 21 will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.**

### Ordinary resolutions

#### Annual Report and Financial Statements

- 1 To receive and adopt the Company's Annual Report and Financial Statements for the year ended 31 December 2019.

#### Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2019.

#### Final Dividend

- 3 To declare the final dividend recommended by the Directors of 101.6 pence per ordinary share for the year ended 31 December 2019 payable on 28 May 2020 to all Shareholders on the register at the close of business on 17 April 2020.

#### Re-election and election of directors.

- 4 To re-elect Andrew Bonfield as a Director.
- 5 To re-elect Nicandro Durante as a Director.
- 6 To re-elect Mary Harris as a Director.
- 7 To re-elect Mehmood Khan as a Director.
- 8 To re-elect Pam Kirby as a Director.
- 9 To re-elect Chris Sinclair as a Director.
- 10 To re-elect Elane Stock as a Director.
- 11 To elect Jeff Carr as a Director.
- 12 To elect Sara Mathew as a Director.
- 13 To elect Laxman Narasimhan as a Director.

#### External Auditor's Re-Appointment and Remuneration

- 14 To re-appoint KPMG LLP as the External Auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 15 To authorise the Audit Committee to determine the remuneration of the External Auditor of the Company.

#### Political Donations

- 16 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 £100,000;

- b) make political donations to political organisations other than political parties up to a total aggregate amount of £100,000; and
- c) incur political expenditure up to a total aggregate amount of £100,000,

during the period from the date of this resolution until the conclusion of next year's AGM (or, if earlier, until the close of business on 30 June 2021), 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 £100,000.

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.

#### Authority to Allot Shares

- 17 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 £23,663,000 (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 £47,326,000 (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 2021), 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.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

**Special resolutions****Disapplication of Pre-Emption Rights**

18 To authorise the Directors, subject to the passing of Resolution 17, 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 2021, 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 £3,549,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 26 March 2020, 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 2021, 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.

19 To authorise the Directors, subject to the passing of Resolution 17 and in addition to any authority granted under Resolution 18 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 £3,549,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 26 March 2020, 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 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 2021, 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.

**Purchase of Own Shares**

20 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 70,000,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 26 March 2020;
- 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; 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 2021 or on the date of the AGM of the Company in 2021 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.

**Notice of General Meetings Other Than AGMs**

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

**Voting on all resolutions will be by way of a poll.**

By Order of the Board

**Rupert Bondy**  
Company Secretary

6 April 2020

Registered Office:  
103-105 Bath Road, Slough,  
Berkshire, SL1 3UH

Registered in England and Wales, No. 6270876

## EXPLANATORY NOTES

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 18 to 21 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### **Resolution 1 – to receive and adopt the Annual Report and Financial Statements**

This is a standard resolution, common to all Annual General Meetings, whereby Shareholders are asked to receive and adopt the report of the Directors, the report of the External Auditor, and the Financial Statements for the year ended 31 December 2019.

#### **Resolutions 2 – to approve the Directors' Remuneration Report**

Under UK legislation, listed companies are required to put forward their Directors' Remuneration Report to Shareholders. The Directors' Remuneration Report can be found on pages 117 to 137 of the 2019 Annual Report and sets out details of the Directors' Remuneration during 2019.

The vote on this Resolution is advisory in nature and therefore not binding on the Company.

The Company is separately required to seek Shareholders' approval of its policy on the remuneration of the Directors (the 'Directors' Remuneration Policy') at least every three years, unless during that time it is to be changed. The Directors' Remuneration Policy was last approved at the AGM in May 2019 and is set out on pages 97 to 106 of the 2018 Annual Report. No changes are proposed to the Remuneration Policy at this year's AGM.

#### **Resolution 3 – to approve the Final Dividend**

Resolution 3 seeks Shareholders' approval of the final dividend of 101.6 pence per ordinary share recommended by the Directors for the year ended 31 December 2019. An interim dividend of 73 pence per ordinary share was paid on 26 September 2019, bringing the total dividend for 2019 to 174.6 pence per ordinary share.

#### **Resolutions 4 to 13 inclusive – election or re-election of Directors**

These are standard resolutions. In accordance with the Code, all existing Directors, with the exception of Warren Tucker and Adrian Henna who have served since the Company's 2019 AGM, will stand for election or re-election as a Director of the Company.

The Nomination Committee is responsible for identifying, evaluating and recommending candidates to be appointed. The skills, experience and knowledge held by the Directors continues to be the focus in reviewing the Board and its diversity. Having evaluated individual performance and reviewed external commitments, the Chairman of the Board and the Board are satisfied that the Directors standing for election or re-election continue to provide outside knowledge and experience that will serve to benefit the Board and the Company as a whole.

The Board is committed to ensuring that the Non-Executive Directors exercise independent judgment and are free from any material interference that may impede their ability to offer an independent perspective. The Nomination Committee reviewed the independence of the Directors that stand for election or re-election and believe that, notwithstanding their external commitments, they can sufficiently fulfil their duties to RB.

Biographical details of those Directors seeking election or re-election including an explanation of the importance of their contribution to the Board and the reasons for their election or re-election, can be found on pages 11 to 13 of this Notice.

#### **Resolution 14 – to re-appoint KPMG LLP ("KPMG") as the Company's External Auditor**

The External Auditor of Company is subject to re-appointment at each Annual General Meeting where the accounts are presented.

The Audit Committee are responsible for recommending an external auditor for appointment to the Board. Resolution 14 proposes the re-appointment of KPMG as the Company's External Auditor to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts will be presented before Shareholders again.

#### **Resolution 15 – to authorise the Audit Committee to agree the External Auditor's remuneration**

Resolution 15 is a standard resolution which proposes to authorise the Audit Committee to negotiate and agree the remuneration of the Company's External Auditor.

In Accordance with the Statutory Audit Services Order 2014, issued by the UK Competitions and Markets Authority, the Board delegates the authority to determine the external auditor's remuneration to the Audit Committee.

#### **Resolution 16 – to renew authority for political expenditure**

Resolution 16 seeks to renew the authority from Shareholders to enable the Company or its UK subsidiaries to make political donations or incur political expenditure in accordance with the requirements of Part 14 of the Act.

The Company has no intention of changing its or its UK subsidiaries' current practice of not making political donations. However, the definitions in the Act are broad and it is possible that they may include, for example, bodies concerned with policy review and law reform, with the representation of the business community or sections of it or with the representation of other UK special interest groups which may be in the Company's or its UK subsidiaries' interest to support.

In order to allow such activities to continue and avoid inadvertently contravening the Act, the Company considers that the authority sought under this resolution to allow it or its UK subsidiaries to incur this type of expenditure up to a total aggregate limit of £100,000 is advisable. This authority is sought for the duration of a year until the next general meeting.

No political donations or expenditure of the type requiring disclosure under the Act were made in the year ended 31 December 2019 nor are any contemplated but (on a precautionary basis) the Directors believe it is appropriate to request this authority.

#### **Resolution 17 – to authorise the Directors to allot shares**

This resolution seeks to renew the Directors' authority to allot shares.

Under the Act, the Directors may not allot shares unless authorised to do so by the Shareholders in a general meeting. If passed, paragraph (a) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £23,663,000. This amount represents 236,630,000 ordinary shares of 10 pence each and approximately one third of the nominal amount of the issued share capital, excluding treasury shares, as at 26 March 2020, being the latest practicable date prior to publication of this Notice.

## EXPLANATORY NOTES CONTINUED

In accordance with the Investment Association Share Capital Management Guidelines issued in July 2016 (the 'Guidelines'), paragraph (b) of this resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £47,326,000 (representing 473,260,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital, excluding treasury shares, as at 26 March 2020, being the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 30 June 2021 or conclusion of the AGM of the Company to be held in 2021.

The Directors have no present intention to exercise the authority sought under this resolution. In the event of any exercise of the authority, the Directors intend to follow the Guidelines concerning its use including as regards the Directors standing for re-election. As at 26 March 2020, being the latest practicable date before publication of this notice, the Company held 26,615,586 ordinary shares in treasury, which represents 3.749% of the Company's issued ordinary share capital (excluding treasury shares).

#### **Resolutions 18 and 19 – to approve the disapplication of pre-emption rights**

Resolutions 18 and 19 are proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. If the Company issues new shares, or sells treasury shares, for cash (other than in connection with an employee share scheme), it must first offer them to existing Shareholders in proportion to their existing holdings. In accordance with investor guidelines, approval is sought by the Directors to issue a limited number of ordinary shares, or sell treasury shares, for cash without offering them to existing Shareholders.

In 2015, the Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised Statement of Principles for the disapplication of pre-emption rights (the Principles). The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 5% of the Company's issued ordinary share capital, without restriction as to the use of proceeds of those allotments, should be treated as routine. This general authority, which the Directors have sought and received in previous years, is dealt with under Resolution 18.

Subject to the passing of Resolution 17, Resolution 18 seeks to authorise the Directors to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital without application of pre-emption rights pursuant to section 561 of the Act. Other than in connection with a rights, or other similar pre-emptive issue, the authority contained in this Resolution 18 would be limited to a maximum nominal amount of £3,549,000.

This amount represents 35,490,000 ordinary shares of 10 pence each in the capital of the Company, which is approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 26 March 2020 (being the latest practicable date prior to the publication of this Notice).

The Pre-Emption Group further provides that the Company may, as a routine, seek to disapply pre-emption rights over the equivalent of approximately an additional 5% of the issued ordinary share capital of the Company, to be used only in connection with an acquisition or specified capital investment. The Principles define 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to Shareholders to enable them to reach an assessment of the potential return.

Subject to the passing of Resolution 17, in addition to any authority granted by Resolution 18, Resolution 19 seeks to authorise the Directors to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital without application of pre-emption rights pursuant to section 561 of the Act, provided that this authority will only be used for the purpose of:

- (a) an acquisition; or
- (b) a specified capital investment (as defined above), which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authority contained in Resolution 19 would be limited to a maximum nominal amount of £3,549,000. This amount represents 35,490,000 ordinary shares of 10 pence each in the capital of the Company, which is approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 26 March 2020, (being the latest practicable date prior to the publication of this Notice).

The authorities would, unless previously renewed, revoked or varied by Shareholders, expire at the conclusion of the AGM of the Company to be held in 2021 or on 30 June 2021, if earlier.

The Directors consider the renewal of the authorities sought by Resolutions 17, 18 and 19 appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. In addition, and in line with best practice, the Company has not issued more than 7.5% of its issued share capital on a non-pro rata basis over the last three years. The limit also applies to shares issued from treasury. A renewal of these authorities will be proposed at each subsequent AGM and the Board confirms its intention to follow best practice set out in the Principles which provides that usage of this authority in excess of 7.5% of the Company's issued share capital in a rolling three-year period would not take place without prior consultation with Shareholders.

#### **Resolution 20 – to authorise the Company to purchase its own shares**

Resolution 20 is proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. Authority was given to the Directors at the 2019 AGM to make market purchases (within the meaning of section 693(4) of the Act) of the Company's ordinary shares, subject to certain conditions, and such authority to expire on the date of the AGM to be held in 2020. No shares were repurchased in 2019. Resolution 20 seeks Shareholders' consent to the purchase by the Company of up to a maximum of 70,000,000 ordinary shares (representing less than 10% of the Company's issued ordinary share capital as at 26 March 2020 excluding treasury shares) for a period up to the date of the Company's AGM in 2021, or 30 June 2021 if earlier.

## EXPLANATORY NOTES CONTINUED

The total number of warrants and options to subscribe for ordinary shares outstanding as at 26 March 2020 was 17,693,674 (representing approximately 2.49% of the issued ordinary share capital of the Company at that date). If the authority to repurchase shares under this resolution was exercised in full, the total number of warrants and options to subscribe for ordinary shares outstanding at 26 March 2020 would, assuming no further ordinary shares are issued after that date, represent 2.76% of the issued ordinary share capital, excluding shares held in treasury.

The Directors have no present intention of exercising the authority to make market purchases, however the authority provides the flexibility to allow them to do so in the future. The authority will only be exercised in circumstances where the Directors expect that such purchases will result in an improvement in earnings per share and will be in the best interests of Shareholders generally.

**Resolution 21 – Notice of General Meetings other than AGMs**

Resolution 21 seeks to renew the approval of Shareholders to allow the Company to call a general meeting other than an AGM on 14 clear days' notice.

As in previous years, it is intended that the Company will only ever use this authority where it is merited by the purpose of the meeting and in the best interests of the Company and Shareholders as a whole. The approval of this resolution will be effective until the Company's AGM in 2021, when it is expected that a similar resolution will be proposed.

## IMPORTANT INFORMATION

### Voting

- 1 Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names.
- 2 As soon as practicable following the meeting, the results of the voting will be announced via the Regulatory Information Service and also placed on the Company's website.

### Appointment of Proxies

- 3 Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Reckitt Benckiser Shareholder helpline on telephone number 03707030118 or [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus). In accordance with section 333A of the Act, a Shareholder may appoint a proxy electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To access the service, you will need the Control Number, your Shareholder Reference Number (SRN) and Personal Identification Number (PIN) that appears on your proxy form.
- 4 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar in each case no later than 3.00pm on 7 May 2020. CREST and internet voting are the only acceptable electronic forms of receiving proxy information.
- 5 No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- 6 The proxy form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 7 In the case of joint holdings, any one holder may sign the proxy form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding (the first-named being the most senior).
- 8 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 13 and 14 below) will not prevent a Shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.

### Nominated Persons

- 9 Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between

him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

- 10 The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.

### Voting Record Date

- 11 To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 6.00 p.m. on 7 May 2020 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Total Voting Rights

- 12 As at 26 March 2020 (being the latest practicable business day prior to the publication of this Notice) the Company's issued share capital consisted of 736,535,179 ordinary shares, 26,615,586 of which were held as treasury shares. Therefore, the total voting rights in the Company as at 26 March 2020 are 709,919,593.

### Appointment of proxies through CREST

- 13 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [euroclear.com](http://euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 14 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 15 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI does not make



## IMPORTANT INFORMATION CONTINUED

available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 16 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### Corporate Representatives

- 17 Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if more than one, they do not do so in relation to the same shares.

#### Audit Concerns

- 18 Shareholders should note that it is possible that, pursuant to requests made by Shareholders of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
- the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or
  - any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.
- 19 The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with section 527 or section 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- 20 In order to be able to exercise the Shareholders' right to require the Company to publish audit concerns (see note 19), the relevant request must be made by either a Shareholder or Shareholders having a right to vote at the meeting and holding at least 5% of total voting rights of the Company, or at least 100 Shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

#### Inspection of Documents

- 21 The following documents will be available for inspection at the Company's registered office at 103-105 Bath Road, Slough, Berkshire, SL1 3UH during normal business hours on any weekday (excluding public holidays) from the date of this Notice until the

date of the AGM for a period of 15 minutes prior to the AGM and during the meeting:

- copies of the current service agreements of the Executive Directors;
- the current terms and conditions of appointment of the Non-Executive Directors;
- the Register of Directors' Interests;
- Deed poll of indemnity dated 28 July 2009; and
- a copy of the Articles of Association of the Company.

#### Published Information

- 22 If you would like to receive this Notice and/or a copy of the 2019 Annual Report and Financial Statements in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact the Company Secretariat, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH.
- 23 The Company's 2019 Annual Report and Financial Statements, and a copy of this Notice and other information required by section 311A of the Act are available from the Company's website at [www.rb.com](http://www.rb.com).

#### Data Protection Statement

- 24 Your personal data includes all data the Company holds which relates to you as a Shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the Shareholder rights you exercise. A copy of the Company's privacy policy can be found <https://www.rb.com/privacy-policy/>.

#### General Queries

- 25 Except as provided above, Shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- calling our Shareholder helpline on telephone number 0370 703 0118; or
  - writing to  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ; or
  - contacting our Registrar at  
<https://www-uk.computershare.com/Investor/contactus/>.
- 26 You may not use any electronic address provided either in this Notice or any related documents (including the Chairman's Letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

## THE AGM

**Venue arrangements**

- 1 The AGM will start promptly at 3.00pm on 12 May 2020. Registration will be open from 2.00pm. The location of the AGM is the Company's registered office address, 103-105 Bath Road, Slough, Berkshire, SL1 3UH.
- 2 No refreshments will be provided at the AGM.
- 3 Your safety is of the utmost importance to us. As such, we will continue to monitor COVID-19 and may have to implement additional precautionary safety measures. This may include, but is not limited to, social distancing being enforced at the AGM venue. In the circumstance where we think it in the best interest of our shareholders and employees to postpone the AGM, the change of time and location will be posted on our website, [www.rb.com](http://www.rb.com), and notified to the market via the Regulatory Information Service as soon as possible.
- 4 It is our current intention to live-stream the AGM so that Shareholders will be able to follow the meeting remotely. Details of the web-access link to the meeting will be available at [www.rb.com/investors/your-shareholding/agma/](http://www.rb.com/investors/your-shareholding/agma/).

**Attending the AGM**

- 5 **We strongly advise you not to attend the AGM in person and adhere to the most recent UK Government advice regarding COVID-19, found at [www.gov.uk](http://www.gov.uk). Please refrain from all non-essential travel.**
- 6 If you still choose to attend the AGM, you may also be asked to provide proof of identity.
- 7 If you are attending on behalf of a registered holder of shares, you must bring photographic proof of identification and evidence of your appointment to represent that Shareholder, such as your Power of Attorney or Proxy letter, as well as the Shareholder's admission card, if possible.
- 8 No guests will be permitted entry to the AGM. However, anyone accompanying a Shareholder in need of assistance will be admitted to the AGM. If any Shareholder with a disability has any questions regarding attendance at the AGM, please contact the Company Secretariat, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH by 30 April 2020.

**Questions**

- 9 Shareholders, proxies and appointed representatives have a right to ask questions at the AGM in accordance with Section 319A of the Act. This year, we would encourage Shareholders who wish to ask a question to submit their questions in advance of the AGM. If you have any such questions, please send them either by post to Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or by e-mail to [companysecretary@rb.com](mailto:companysecretary@rb.com) to be received no later than 5 May 2020, the fifth business day preceding the date of the AGM. Please ensure that your shareholder details are included with your communication. We will endeavour to answer a representative selection of any questions received in advance at the AGM.

DIRECTORS' BIOGRAPHIES



**Laxman Narasimhan**  
Chief Executive Officer



**Nationality** American      **Board tenure** 9 months

**Appointment**

Appointed as CEO-Designate in July 2019 and appointed as CEO on 1 September 2019.

**Career**

Prior to joining RB, Laxman held various senior roles at PepsiCo from 2012 to 2019, including, Global Chief Commercial Officer, Chief Executive Officer of Latin America, Europe and Sub-Saharan Africa operations, where he ran the Company's food and beverage businesses across the regions and Chief Executive Officer of Latin America. Prior to PepsiCo, Laxman served as a Director of McKinsey & Company and held various roles from 1993 to 2012. He was also an Advisory Board member of the Jay H. Baker Retailing Centre at The Wharton School of The University of Pennsylvania.

Laxman holds a degree in Mechanical Engineering from the College of Engineering, University of Pune, India. He has an MA in German and International Studies from The Lauder Institute at The University of Pennsylvania and an MBA in Finance from The Wharton School of The University of Pennsylvania.

**Contributions and reasons for election**

Laxman is an outstanding leader who brings wide experience across the consumer goods sector, both operationally and at scale. Laxman has exceptional strategic capabilities and consumer insight with a proven track record in developing purpose-led brands and driving consumer-centric and digital innovation. He has previously led complex operational businesses and inspired teams across developed and emerging markets to achieve market-leading performance. This, combined with his excellent people engagement and leadership skills, makes him well qualified for the role.

**Current external appointments**

Trustee of Brookings Institution

Member of the Council on Foreign Relations



**Chris Sinclair**  
Chairman of the Board



**Nationality** American      **Board tenure** 5 years, 2 months

**Appointment**

Appointed as a Non-Executive Director in February 2015 and appointed as Chairman of the Board in May 2018.

**Career**

Chris is the former Chair and CEO of Mattel, Inc. Previously, he served as CEO for various private-equity backed companies, including Caribiner International and Quality Food Centers (now part of the Kroger Co.). Earlier in his career, Chris held a number of senior positions at PepsiCo, including Chair and CEO of Pepsi-Cola Co. (worldwide beverages), and CEO of PepsiCo Foods and Beverages International. He was also a Director of Foot Locker, Inc. and Perdue Farms, Inc.

Chris graduated with a degree in Marketing from the University of Kansas and received an MBA from the Tuck School of Business at Dartmouth College.

**Contributions and reasons for re-election**

Chris brings strong leadership skills to the Board through his experience as CEO and Chair for other major companies. He also has a strong understanding of international consumer-focused businesses.

**Key**

	<b>COMMITTEES</b>			
		<b>Remuneration</b>		<b>Audit</b>
		<b>Nominations</b>		<b>Corporate Responsibility, Sustainability, Ethics and Compliance</b>

## DIRECTORS' BIOGRAPHIES CONTINUED

**Jeff Carr**

Chief Financial Officer

**Nationality**

British

**Appointment**

Jeff Carr will join RB as Chief Financial Officer and an Executive Committee member on 9 April 2020.

**Career**

Prior to joining RB, Jeff was Chief Financial Officer and Management Board member at Ahold Delhaize, the Dutch retailer operating across Europe and the USA. Before joining Ahold Delhaize, Jeff held the role of Chief Financial Officer at First Group plc and easyJet plc and held senior finance roles at Associated British Foods and RB. Jeff started his career as a graduate trainee at Unilever.

Jeff holds a degree in Chemical Engineering from the University of Exeter and is a Chartered Management Accountant.

**Contributions and reasons for election**

Jeff brings extensive experience across consumer and retail companies and is also an alumnus of RB. Jeff has a record of transformational strategic and operational leadership, consistent performance delivery, strong capital allocation discipline and with building strong teams; all of which lead to long-term shareholder value creation.

**Current external appointments**

Chairman of the Audit Committee and Non-Executive Director of Kingfisher plc

**Nicandro Durante**

Senior Independent Director

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**Nationality**

Brazilian/Italian

**Board tenure**

6 years, 4 months

**Appointment**

Appointed as a Non-Executive Director in December 2013 and appointed as Senior Independent Director in January 2019.

**Career**

Nicandro started his career working in finance in Brazil and joined British American Tobacco plc (BAT) in 1981. Whilst at BAT, Nicandro worked in the UK, Hong Kong and Brazil and held a number of senior positions including Regional Director for Africa and the Middle East, Chief Operating Officer and, from 2011 to 2019, as Chief Executive Officer.

Nicandro holds a degree in Business administration from PUC-Pontificie Universidade Católica and has obtained post graduation qualifications in Finance and Economics.

**Contributions and reasons for re-election**

Nicandro has strong leadership skills, developed in various senior positions held throughout his career which is of great benefit to the Board. He has a strong background in the consumer goods industry and has strong international business experience, bringing a global perspective to his role.

**Current external appointments**

Chairman of TIM Participações S.A.

DIRECTORS' BIOGRAPHIES CONTINUED



**Mary Harris**

Designated Non-Executive Director for engagement with the Company's workforce



**Nationality**

British/Dutch

**Board tenure**

5 years, 2 months

**Appointment**

Appointed as a Non-Executive Director in February 2015, as Chair of the Remuneration Committee in November 2017 and as Designated NED for engagement with the Company's workforce in July 2019.

**Career**

Mary is currently a Non-Executive Director of ITV plc, where she is also a member of the Audit & Risk Committee, the Nomination Committee and Chair of the Remuneration Committee. Mary is also vice-Chair of the Supervisory Board and Chair of the Remuneration Committee of Unibail-Rodamco-Westfield S.E. She is also a member of the Remuneration Committee of St. Hilda's College, Oxford. Mary was previously a Partner at McKinsey & Company. She also held the position of Member of the Supervisory Board of TNT NV, Scotch and Soda NV and TNT Express NV. She was formerly a Non-Executive Director and Chair of the Remuneration Committee of J. Sainsburys plc.

Mary graduated from the University of Oxford with an MA in Politics, Philosophy and Economics and completed her MBA at Harvard Business School.

**Contributions and reasons for re-election**

Mary has substantial experience in consumer and retail businesses across China, South East Asia and Europe. She brings to the Board a top-level strategic outlook, with international and consumer focus. Her previous experience in other Non-Executive Director roles and as Chair of other Remuneration Committees, is invaluable in allowing her to effectively Chair the Remuneration Committee.

**Current external appointments**

Non-Executive Director of ITV plc

Member of the Supervisory Board of Unibail-Rodamco-Westfield SE

Member of the Remuneration Committee of St. Hilda's College, Oxford University



**Andrew Bonfield**

Non-Executive Director



**Nationality**

British

**Board tenure**

1 year, 9 months

**Appointment**

Appointed as a Non-Executive Director in July 2018 and Chair of the Audit Committee in January 2019.

**Career**

Andrew has been Chief Financial Officer of Caterpillar Inc. since September 2018. He was previously Group CFO of National Grid plc from 2010 to 2018. Prior to this, he held the position of Chief Financial Officer at Cadbury plc and also served as Executive Vice President & Chief Financial Officer at Bristol-Myers Squibb.

Andrew is a Chartered Accountant and holds a Bachelor of Commerce degree from the University of KwaZulu-Natal in Durban, South Africa.

**Contributions and reasons for re-election**

Andrew brings more than three decades of financial expertise to the Board. He is a strong leader and has a history of driving strong financial performance in the UK and globally. These skills are valuable to Andrew's membership of the Board and to his role as Chair of the Audit Committee.

**Current external appointments**

Chief Financial Officer of Caterpillar Inc.

## DIRECTORS' BIOGRAPHIES CONTINUED

**Mehmood Khan**

Non-Executive Director

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**Nationality**

American/British

**Board tenure**

1 year, 9 months

**Appointment**

Appointed as a Non-Executive Director in July 2018.

**Career**

Mehmood has been Chief Executive Officer of Life Biosciences Inc. since April 2019. He was previously Vice Chairman and Chief Scientific Officer, Global Research and Development, at PepsiCo Inc. Mehmood previously held the position of President, Global Research & Development Centre at Takeda Pharmaceutical Company. He was a faculty member at the Mayo Clinic and Mayo Medical School in Rochester, Minnesota, serving as Consultant Endocrinologist and Director of the Diabetes, Endocrine and Nutritional Trials Unit in the endocrinology division.

Mehmood has a Medical degree from the University of Liverpool, is a Fellow of the Royal College of Physicians, London and of the American College of Endocrinology and holds two ad honorem PhDs in Humanities and International Law.

**Contributions and reasons for re-election**

Mehmood is a highly skilled medical practitioner and researcher. He brings to the Board extensive experience in both developing and developed markets, adding value to the CRSEC Committee through his knowledge of creating sustainable initiatives and past experiences of leading R&D efforts to create breakthrough innovations.

**Current external appointments**

CEO of Life Biosciences Inc.

Director of CorMedix Inc.

Director of Indigo Agriculture Inc.

**Pam Kirby**

Non-Executive Director

C

N

A

**Nationality**

British

**Board tenure**

5 years, 2 months

**Appointment**

Appointed as a Non-Executive Director in February 2015 and Chair of the CRSEC Committee in July 2016.

**Career**

Pam served as Chairman of SCYNEXIS, Inc. until June 2015. She was formerly CEO of Quintiles Transnational Corporation and held senior positions in the international healthcare industry at AstraZeneca plc and Hoffman-La Roche.

Pam holds a first class BSc honours degree and a PhD in Clinical Pharmacology from the University of London.

**Contributions and reasons for re-election**

Pam brings to the Board extensive knowledge of the healthcare sector and a wealth of pharmaceutical experience. These skills are highly valuable to her role as Chair of the CRSEC Committee.

**Current external appointments**

Non-Executive Director of DCC plc

Non-Executive Director of Hikma Pharmaceuticals plc

Member of the Supervisory Board of AkzoNobel N.V.

DIRECTORS' BIOGRAPHIES CONTINUED



**Elane Stock**

Non-Executive Director



**Nationality**

American

**Board tenure**

1 year, 7 months

**Appointment**

Appointed as a Non-Executive Director in September 2018.

**Career**

Elane was previously Group President at Kimberly-Clark International where she was responsible for business operations in EMEA, Asia Pacific and Latin America. Prior to this, Elane was Global President at Kimberly-Clark Professional with responsibility for the division selling workplace hygiene and safety products. In her earlier career, Elane was a Partner at McKinsey & Company in the US and Ireland.

Elane holds a BA in Political Science from the University of Illinois and an MBA in Finance from The Wharton School of The University of Pennsylvania.

**Contributions and reasons for re-election**

Elane brings great sector-relevant experience and insight of consumer goods products to the Board, particularly in personal care and wellness. She also brings wide experience of emerging markets and the changing channels of trade and consumer preferences.

**Current external appointments**

Director of Yum! Brands, Inc.

Director of Equifax Inc.



**Sara Mathew**

Non-Executive Director



**Nationality**

American

**Board tenure**

9 months

**Appointment**

Appointed as a Non-Executive Director in July 2019

**Career**

Sara was previously Chair and Chief Executive Officer of Dun & Bradstreet. In this role, she led the transformation of the Company into an innovative digital enterprise. Prior to her role as Chair and Chief Executive Officer, she also served as President and Chief Operating Officer, and Chief Financial Officer where she initiated and managed the redesign of the Company's accounting processes and controls. Prior to her career at Dun & Bradstreet, Sara spent 18 years at Procter & Gamble serving as CFO of the Baby Care and Pamper Products businesses and Vice President of Finance in Asia. Previously, she served on the boards of Shire Pharmaceuticals Limited, Campbell Soup Company and Avon.

Sara received her undergraduate degree from the University of Madras in Chennai, India and holds an MBA in Marketing and Finance from Xavier University in Cincinnati, Ohio.

**Contributions and reasons for election**

Sara has extensive Board experience across a number of industries including healthcare, consumer products and financial services. She has experience with consumer goods products and digital technologies and has led strategic and digital transformations. She brings great insight to the Board through her previous positions and demonstrates valuable leadership qualities.

**Current external appointments**

Chair of Freddie Mac

Director of State Street Corporation

