



NOTICE OF ANNUAL GENERAL MEETING 2025

Reckitt Benckiser Group plc's
Annual General Meeting will be held at the London
Heathrow Marriott Hotel, Bath Road, Hayes, UB3 5AN
Commencing at 2pm on Thursday 8 May 2025

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

If you are in any doubt as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or if you reside elsewhere, other appropriately authorised financial adviser.

If you have recently sold or transferred all your shares in Reckitt Benckiser Group plc, please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

YOUR VOTE IS IMPORTANT: You are strongly encouraged to vote on all resolutions in advance of the AGM by appointing the Chair of the meeting as your proxy. A valid proxy appointment must be received by 2pm on Tuesday 6 May 2025. Further details on how shareholders can appoint a proxy are set out in this document.

CHAIR'S LETTER

Dear Shareholder

I am pleased to invite you to our Annual General Meeting (AGM), which will be held on Thursday 8 May 2025 at 2pm at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN. The AGM is a significant event in our corporate calendar which provides the Board with an opportunity to update you on the Group's performance and strategic priorities and listen and respond to your questions.

We look forward to welcoming you in person to this year's AGM. In the event you are unable to attend in person, we would encourage you to submit a proxy vote in advance of the AGM. Further details, including the timeframes for submitting such a proxy vote, are set out in further detail in this Notice.

Board changes

During 2024 we have made good progress in strengthening the Board. Marybeth Hays and Fiona Dawson joined the Board and of course, I took over as Chair from Chris Sinclair. I want to thank Chris for his nine years of service.

Following on from that, in 2025, the Board was bolstered further with the appointments of Mahesh Madhavan and Stefan Oschmann, who both have many years of experience as CEOs of global businesses. I know their insight and experience, as well as that from other Board members, will serve our Group well.

Biographical details for each of the Board members standing for election or re-election at the AGM can be found in Appendix 3 on pages 16 to 19 of this Notice.

Dividend

Your Board is recommending a final dividend of 121.7 pence per ordinary share for the year ended 31 December 2024. Shareholders are asked to approve the dividend, as recommended by the Board.

The Company operates a Dividend Reinvestment Plan (DRIP) through Computershare, our Registrars, and shareholders who elect for the DRIP will automatically receive shares for all future dividends. Shareholders who wish to join or cancel their participation in the DRIP must provide instructions to Computershare by 7 May 2025.

Further details on the DRIP can be found on Computershare's website: www-uk.computershare.com/Investor.

Voting

Your votes are important to us and all shareholders are encouraged to vote either in advance or on the day. At the meeting, voting on all resolutions will be conducted by way of 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. If you will not be participating in the meeting in person you may vote by appointing a proxy in advance of the AGM, as further detailed in this Notice. Please note that completion and return of the proxy form will not preclude you from attending the AGM and voting in person.

Recommendation

The Board believes all proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of all the proposed resolutions.

Voting results

The voting results will be announced through a Regulatory Information Service and will be published on our website at www.reckitt.com/investors/annual-general-meetings as soon as possible following the AGM.

On behalf of your Board, I would like to thank you for your continued support and look forward to welcoming you to our AGM.

Yours sincerely

Sir Jeremy Darroch

Chair

5 March 2025

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the eighteenth Annual General Meeting (the AGM) of Reckitt Benckiser Group plc (the Company) will be held at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN on Thursday 8 May 2025 at 2pm to consider and, if thought fit, pass the resolutions set out below.

Resolutions 1 to 22 will be proposed as ordinary resolutions, and resolutions 23 to 26 will be proposed as special resolutions. Explanations of the resolutions can be found on pages 6 to 8 of this Notice.

Ordinary Resolutions

Annual Report and Financial Statements

- To receive the Annual Report and Financial Statements for the year ended 31 December 2024.

Directors' Remuneration Report

- To approve the Directors' Remuneration Report for the year ended 31 December 2024 as set out on pages 96 to 133 of the 2024 Annual Report and Financial Statements (excluding the Directors' Remuneration Policy set out on pages 103 to 109).

Directors' Remuneration Policy

- To approve the Directors' Remuneration Policy for the year ended 31 December 2024 as set out on pages 103 to 109 of the 2024 Annual Report and Financial Statements.

Final dividend

- To declare a final dividend of 121.7 pence per ordinary share for the year ended 31 December 2024.

Re-election of Directors.

- To re-elect Andrew Bonfield as a Director.
- To re-elect Margherita Della Valle as a Director.
- To re-elect Mehmood Khan as a Director.
- To re-elect Elane Stock as a Director.
- To re-elect Sir Jeremy Darroch as a Director.
- To re-elect Tamara Ingram OBE as a Director.
- To re-elect Kris Licht as a Director.
- To re-elect Shannon Eisenhardt as a Director.
- To re-elect Marybeth Hays as a Director.

Election of Directors

- To elect Fiona Dawson, CBE as a Director.
- To elect Stefan Oschmann as a Director.
- To elect Mahesh Madhavan as a Director.

Re-appointment of Auditors

- To reappoint KPMG LLP as Auditor of the Company, to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor's remuneration

- To authorise the Audit Committee to determine the Auditor's remuneration.

Political donations

- In accordance with sections 366 and 367 of the Companies Act 2006 (the Act), to authorise, the Company and any companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company to:
 - make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
 - make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - incur political expenditure not exceeding £100,000 in total,

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 2026), 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.

Share plans

- That the Reckitt Benckiser Group plc 2025 Long-Term Incentive Plan (the "LTIP"), summarised in Appendix 1 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the LTIP; and
 - That the Board be authorised to adopt further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the LTIP.
- That the Reckitt Benckiser Group plc Sharesave Plan 2025 (the "Sharesave"), summarised in Appendix 2 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the Sharesave; and
 - That the Board be authorised to adopt further plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave.

Notice of Annual General Meeting continued

Ordinary Resolutions continued

Authority to allot shares

22. To authorise the Directors generally and unconditionally, in accordance with section 551 of the Act, in substitution of all subsisting authorities, 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 £22,803,000 (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 £45,606,000 (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. This authority will expire at the conclusion of the Company's AGM to be held in 2026 or, the close of business on 30 June 2026, whichever is the earlier, provided that the Directors shall be entitled to make such offers and enter into agreements that would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of the authority, and the Company 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 expired.

Special Resolutions

Disapplication of pre-emption rights

23. THAT, in substitution for all existing authorities and subject to the passing of Resolution 22, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 22 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, provided that such authority 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 £3,420,000;

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 2026, 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.

Additional disapplication of pre-emption rights

24. THAT, subject to the passing of Resolution 22, the Directors be authorised, in addition to any authority granted under Resolution 23, 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 £3,420,000; and
- b) 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 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 2026, 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

25. 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 68,400,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 March 2025, being the latest practicable date prior to the publication of this Notice;
- b) the maximum price (exclusive of expenses) at which ordinary shares may be purchased is an amount equal to the higher of:
 - i. 5% above the average market value of ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days preceding the date of purchase; and
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- c) the minimum price (exclusive of expenses) at which ordinary shares may be purchased is 10 pence per ordinary share,

such authority to expire on the earlier of the date of the AGM of the Company in 2026 or 30 June 2026, 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.

Notice of General Meetings

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

By Order of the Board

Catheryn O'Rourke

Company Secretary

5 March 2025

Registered Office:

103-105 Bath Road, Slough,
Berkshire, SL1 3UH

Registered in England and Wales, No. 6270876

EXPLANATORY NOTES

Resolutions 1 to 22 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 23 to 26 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 – Annual Report and Financial Statements

The Directors are required under the Act to present the reports of the Directors and the audited accounts of the Company for each financial year to shareholders at a general meeting. Shareholders are asked to receive the reports of the Directors and the Auditor, the Strategic Report, and the Financial Statements for the year ended 31 December 2024.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report sets out the pay and benefits received by each of the Directors for the year. The Company is required to seek shareholders' approval in respect of the contents of this report. In line with legislation, this vote is advisory. The Directors' Remuneration Report can be found on pages 96 to 133 of the 2024 Annual Report (excluding the Directors' Remuneration Policy set out on pages 103 to 109).

Resolution 3 – Directors' Remuneration Policy

The Directors' Remuneration Policy sets out the Company's proposed policy on remuneration and potential payments to Directors going forward. The policy is set out on pages 103 to 109 of the 2024 Annual Report. If approved, the new remuneration policy will take effect immediately for a period of up to three years. The vote is binding, which means payments cannot be made under the policy until it has been approved by shareholders.

Resolution 4 – Final dividend

Resolution 4 seeks shareholders' approval for the final dividend of 121.7 pence per ordinary share, which is recommended by the Directors for the year ended 31 December 2024. An interim dividend of 80.4 pence per ordinary share was paid on 13 September 2024, bringing the total dividend for 2024 to 202.1 pence per ordinary share. If approved at the AGM, the final dividend will be paid on 29 May 2025 to shareholders on the Register of Members by close of business on 11 April 2025.

The Company also operates a Dividend Reinvestment Plan (DRIP). Shareholders who elect for the DRIP will automatically receive shares for all future dividends. The last date for receipt of elections for the DRIP will be 7 May 2025.

Resolutions 5 to 16 inclusive – Re-election and election of Directors

In accordance with the UK Corporate Governance Code, all existing Directors will stand for election or re-election at the AGM, with the exception of Mary Harris who has already notified her intention not to stand for re-election at the AGM, having reached the end of her nine-year term.

The Board is satisfied that it continues to maintain an appropriate balance of skills, experience and knowledge. Following a process of formal performance evaluation, the Board has concluded that each Director standing for election or re-election makes an effective and valuable contribution to the Board and demonstrates commitment to the role, and that there are no

circumstances likely to impair any individual Non-Executive Director's independence or judgement, and hence the Board is recommending each Director's election or re-election.

Biographical details of the Directors seeking election or re-election, including an explanation of their contribution to the Board and the reasons for their election or re-election, can be found in Appendix 3 of this Notice, on pages 16 to 19.

Resolution 17 – Re-appointment of Auditor

The Auditor of the Company is subject to re-appointment at each AGM where the accounts are presented. On the recommendation of the Audit Committee, the Board proposes that KPMG LLP be re-appointed Auditor to the Company 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.

Resolution 18 – Auditor's remuneration

The Directors may set the remuneration of the Auditor if authorised to do so by the shareholders. Under the Competition and Markets Authority's Statutory Audit Service Order, the Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. This resolution seeks authority for the Audit Committee to set Auditor remuneration for the 2025 financial year.

Resolution 19 – Political donations

Resolution 19 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 cover activities including, for example, sponsorship, subscriptions, paid leave for employees fulfilling certain public duties and/or bodies concerned with policy review and law reform or with the representation of the business community 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. In addition, we refer to our Global Responsible Advocacy Policy and the importance we place on our employees and contractors conducting any advocacy activity in a transparent, ethical and responsible way, and consistent with our Code of Conduct and other policies.

No political donations or expenditure of the type requiring disclosure under the Act were made in the year ended 31 December 2024 nor are any contemplated but (on a precautionary basis) the Directors believe it is appropriate to request this authority.

Resolutions 20 and 21 – Share plans

The Reckitt Benckiser Group plc 2025 Long-Term Incentive Plan (the "LTIP") is a discretionary executive share plan designed to incentivise and retain the Group's executive directors and key employees through the grant of share awards and share options.

Subject to shareholder approval, the LTIP is intended to replace the Company's 2015 Long-Term Incentive Plan approved by shareholders at the 2015 AGM. It includes a sub-plan designed in accordance with HM Revenue & Customs requirements to deliver UK tax-favoured share options. A copy of the LTIP rules (incorporating the tax-approved sub-plan) will be available for inspection online by the Company's shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

The Sharesave is an all-employee savings-related share option plan designed in accordance with HM Revenue & Customs requirements to deliver tax-favoured share options. A copy of the Sharesave rules will be available for inspection by shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 22 – Authority 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 £22,803,000. This amount represents 228,030,000 ordinary shares of 10 pence each and approximately one third of the nominal amount of the issued share capital, excluding treasury shares, as at 3 March 2025, being the latest practicable date prior to publication of this Notice.

In accordance with the Investment Association Share Capital Management Guidelines issued in February 2023 (the Guidelines) on directors' authority to allot shares, 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 £45,606,000 (representing 456,060,000 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 3 March 2025, being the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire on the earlier of 30 June 2026 or conclusion of the AGM of the Company to be held in 2026.

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 election or re-election. As at 3 March 2025, being the latest practicable date before publication of this Notice, the Company held 52,435,986 ordinary shares in treasury, which represents 7.66% of the Company's issued ordinary share capital (excluding treasury shares).

Resolutions 23 and 24 – Disapplication of pre-emption rights

If the Company issues new shares, or sells treasury shares, for cash (other than in connection with an employee share scheme), the Act requires that these shares are first offered to existing shareholders in proportion to their existing holdings.

At last year's AGM, a special resolution was passed providing the Directors with authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. Resolution 23 proposes that this authority be renewed. If approved, the resolution will authorise the Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £3,420,000 which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. This aggregate nominal amount represents 34,200,000 ordinary shares, being approximately 5% of the ordinary share capital of the Company in issue as at 3 March 2025, the latest practicable date before the publication of this Notice.

The purpose of Resolution 24 is to seek authority for the Directors to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash for a further aggregate nominal value of £3,420,000 ordinary shares, being approximately 5% of the Company's issued ordinary share capital as at 3 March 2025 (being the latest practicable date prior to the publication of this Notice), without first being required to offer such securities to existing shareholders, provided that this authority will only be used for the purposes of:

- a) an acquisition; or
- b) a specified capital investment (as defined below),

which is announced contemporaneously with the issue or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. The Statement of 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.

The maximum nominal value of equity securities which could be allotted if both authorities were used would be £6,840,000 which represents approximately 10% of the issued share capital of the Company (excluding shares held in treasury), as at 3 March 2025 (being the latest practicable date prior to publication of this Notice).

The Directors do not have any present intention to exercise the disapplication authority, however, the Directors consider it is appropriate for them to seek the flexibility that the authority provides and that the authority sought in Resolutions 23 and 24 is in the best interests of the Company.

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 2026 or on 30 June 2026, if earlier.

Explanatory Notes continued

Resolution 25 – Purchase of own shares

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares, renewing the authority granted by the shareholders at previous AGMs.

Following the initial £1 billion share buyback programme announced on 25 October 2023 and which completed on 2 July 2024, the Company announced on 24 July 2024, consistent with its capital allocation framework, its second £1 billion share buyback programme to be carried out over 12 months (the 2024 Programme). On 26 July 2024, the Company announced the commencement of the first tranche of the 2024 Programme to return up to £250 million to shareholders, and which completed on 1 October 2024. On 24 September 2024, the Company announced the second tranche of the 2024 Programme to return a further up to £250 million to shareholders, which completed on 10 December 2024. On 9 December 2024, the Company announced the commencement of the third and final tranche of the 2024 Programme to return up to £500 million to shareholders, which commenced on 12 December 2024 and will end on or before 30 June 2025.

During the financial year ended 31 December 2024, the Company purchased in aggregate 28,488,957 ordinary shares of 10 pence each and subsequently transferred them to treasury. The total cost of the shares purchased during the financial year ended 31 December 2024 was £1,328 million. A further 3,010,976 ordinary shares have been purchased between 1 January and 3 March 2025, being the latest practicable date prior to the date of this Notice, at a total cost of £154 million excluding transaction costs. As at 3 March 2025 there are 52,435,986 ordinary shares held in treasury (representing 7.66% of the issued ordinary shares) for the purposes of satisfying the Company's obligations under employee equity incentive schemes. Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights.

Further details of treasury shares and the share buyback programme are set out on page 135 of the 2024 Annual Report. Any ordinary shares purchased by the Company pursuant to this authority would be held as treasury shares or cancelled. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority, reflecting the requirements of the Listing Rules.

The total number of warrants and options to subscribe for ordinary shares outstanding as at 3 March 2025 was 18,329,669 (representing approximately 2.68% 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 as at 3 March 2025 would, assuming no further ordinary shares are issued after that date, represent 2.98% of the issued ordinary share capital, excluding shares held in treasury.

Resolution 26 – Calling of general meetings on 14 days' notice

Resolution 26 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 2026, when it is expected that a similar resolution will be proposed.

NOTES TO THE NOTICE OF AGM

Appointment of Proxies

1. Shareholders can vote ahead of the AGM by registering a proxy appointment. We ask, and strongly encourage, all shareholders to utilise the option to vote by proxy in advance of the AGM and to do so online by visiting www.investorcentre.co.uk/eproxy.
2. 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 shareholder helpline on telephone number 0370 703 0118 or www.computershare.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.
3. 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 or by visiting the mobile site via the Quick Response Code. 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.
4. Proxy appointments, by whichever method you choose, must be received so as to arrive no later than 2pm on Tuesday, 6 May 2025.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. This platform allows for electronic registration and we are encouraging our institutional shareholders to use this option ahead of the AGM by visiting www.proxymity.io. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2pm on Tuesday, 6 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. 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 2pm on Tuesday, 6 May 2025. CREST, internet voting and the use of the Proxymity platform are the only acceptable electronic forms of receiving proxy information.
7. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
8. The proxy form must be signed and dated by the shareholder or their 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.
9. 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).
10. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 17 and 18 overleaf) will not prevent a shareholder attending the AGM and voting in person if they wish to do so. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.
11. 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.

Nominated Persons

12. 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 them and the shareholder by whom they were 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, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
13. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2, 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

14. 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 Tuesday 6 May 2025 (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

15. As at 3 March 2025 (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, 52,435,986 of which were held as treasury shares. Therefore, the total voting rights in the Company as at 3 March 2025 are 684,099,193.

Notes to the Notice of AGM continued

Appointment of proxies through CREST

16. 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 www.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.
17. 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.
18. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI does not make 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.
19. 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

20. 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

21. 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:
 - a) 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
 - b) 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.
22. 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.

Inspection of Documents

23. 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, and will also be available for a period of 15 minutes prior to the AGM and during the meeting:
 - a) copies of the current service agreements of the Executive Directors;
 - b) the current terms and conditions of appointment of the Non-Executive Directors;
 - c) the Register of Directors' Interests;
 - d) Deed poll of indemnity dated 28 July 2009;
 - e) a copy of the Articles of Association of the Company; and
 - f) copies of the LTIP and Sharesave rules.
24. If you wish to receive electronic copies of the documents, please contact the Company Secretariat by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or e-mail companysecretary@reckitt.com.

Published Information

25. If you would like to receive this Notice and/or a copy of the 2024 Annual Report and Financial Statements in an appropriate alternative format, such as large print or Braille, please contact by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or e-mail companysecretary@reckitt.com.
26. The Company's 2024 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.reckitt.com.

Questions

27. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if to do so would interfere unduly with the preparation for the meeting, or involve the disclosure of confidential information, if the answer has already been given on a website in the form of an answer to a question, or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
28. Shareholders who wish to ask a question may also submit their questions in advance of the AGM. If you have any such questions, please send them either by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire SL1 3UH or by email to companysecretary@reckitt.com to be received no later than 1 May 2025, 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 of the AGM. Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend, vote and speak at the AGM.

Data Protection Statement

29. 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 at www.reckitt.com/privacy-policy.

General queries

30. 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):
 - a) calling our shareholder helpline on telephone number 0370 703 0118;
 - b) contacting our Registrar at www.computershare.co.uk/contactus;
 - c) writing to
Computershare Investor Services PLC
The Pavilions
Bridgwater Road Bristol
BS99 6ZZ
31. You may not use any electronic address provided either in this Notice or any related documents (including the Chair's Letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Shareholders' right to give notice of a resolution

32. Shareholders meeting the threshold requirements under sections 338 and 338A of the Act have the right to require the Company: (i) to give shareholders (entitled to receive notice of the AGM) notice of a resolution which may properly be proposed and is intended to be proposed at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be proposed or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective; (b) it is defamatory of any person; (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company by 27 March 2025, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Physical participation

33. If you are attending the AGM in person, please bring your attendance card with you or a copy of the email notification of this Notice (if we communicate with you electronically). It authenticates your right to attend, speak and vote at the AGM and will speed up your admission. You may also be asked to provide proof of identity.

If you have been appointed as proxy for a shareholder, please let the admission staff know. You should bring proof of identity with you, and you will be asked to confirm the details of the shareholder you are representing.

The venue has good disabled access. 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, by emailing companysecretary@reckitt.com.

If you hold shares through a broker or nominee, you can attend the meeting if you have been appointed as a proxy or corporate representative. If the Company's Registrars have not been notified of your appointment as a proxy or you do not have a letter in respect of your corporate representation, you may be denied entry to the meeting and will be unable to vote.

Car parking is available on site. Your vehicle registration will need to be provided on arrival at the venue. Please note, that as the venue is within the Ultra Low Emission Zone (ULEZ), you will need to pay a £12.50 charge if your vehicle does not meet the ULEZ emissions standards.

APPENDIX 1 - SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE RECKITT BENCKISER GROUP PLC 2025 LONG-TERM INCENTIVE PLAN (THE "LTIP")

Introduction

The LTIP is a discretionary employee share plan which will be operated by the Company's board of directors or its delegate (the "Board") of Reckitt Benckiser Group plc (the "Company"). Any decision to be made by the Board in connection with any award granted to the Company's executive directors or members of the Company's executive committee will be made by the Board's remuneration committee.

Eligibility and form of awards

All employees (including executive directors) of the Company or any of its subsidiaries (the "Group") are eligible for selection to participate in the LTIP at the discretion of the Board to acquire ordinary fully paid shares in the Company ("Shares").

The Board may make awards as conditional awards of Shares or nil-cost options over Shares ("Free Share Awards") or "market value" options over Shares ("Market Value Options"). No payment is required for the grant of an award.

Individual limit

The maximum level of awards which may be granted to an eligible employee in respect of any financial year of the Company is Market Value Options over 300,000 Shares and Free Share Awards over 150,000 Shares, or any higher limit set for the Company's executive directors by the Company's shareholder-approved directors' remuneration policy from time to time.

Awards may however be granted under the LTIP in excess of the above limits to an eligible employee in connection with their recruitment solely to compensate them for any awards or entitlements the employee forfeited as a result of leaving their former employer.

Dilution limit

The LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market. The number of Shares which may be issued or transferred from treasury to satisfy options or awards granted in any ten-year rolling period under the LTIP and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. Shares transferred out of treasury will count towards this limit for so long as this is required under institutional shareholder guidelines. However, options over and awards of Shares which are relinquished or lapsed will be disregarded for the purposes of this limit.

Timing of awards

Awards will be made during the 42 days beginning on: (i) the day on which the Company holds a general meeting; (ii) the day after the announcement of the Company's results for any period; or (iii) any day when the Board determines that exceptional circumstances exist which justify the making of an award at that time. If the Company is restricted in making awards during these periods, it may make awards in the period of 42 days from when those restrictions are lifted. No awards may be granted after the tenth anniversary of the date on which the LTIP is approved by shareholders.

Performance conditions

The vesting of awards may (and, in the case of an award to an executive director of the Company, will, to the extent required by the shareholder-approved directors' remuneration policy in force from time to time) be subject to the satisfaction of performance conditions. The period over which any performance conditions are assessed will usually be three years.

Any performance condition may be amended in accordance with its terms or if the Board considers it reasonable and appropriate, provided that the Board considers that any amended performance condition would not be materially less or more challenging to satisfy.

Vesting, release and exercise of awards

Awards will normally vest on the normal vesting date set by the Board on the date the award is granted. The Board will determine the extent to which the awards will vest, taking into account the extent that any relevant performance conditions have been satisfied, the underlying performance of the Company and of the participant, whether the level of vesting is appropriate and such other factors the Board considers, in its opinion, relevant.

The Board may determine that awards are also subject to a holding period, during which the participant cannot sell the underlying Shares (other than to cover any tax liabilities arising in respect of the award).

Awards structured as options may then normally be exercised during the period from vesting (or if the award is subject to a holding period, the end of the holding period) until the tenth anniversary of the grant date.

Cash settlement

The Board may, in its discretion, decide to satisfy an award with a cash payment equal to the market value of the Shares that the participant would have received had the relevant award been satisfied with Shares.

Malus and clawback

The Board may, in its absolute discretion, invoke malus and/or clawback provisions within five years of the grant of an award if the Board determines there have been exceptional circumstances such as:

- a) a material misstatement in the financial results of any Group member;
- b) an error in assessing any performance condition applicable to an award or in the information or assumptions relating to the grant, vesting or release of an award;
- c) serious reputational damage to a Group member or business unit;
- d) a participant's gross misconduct or breach of their restrictive covenants; and
- e) a material corporate failure of any Group member or business unit.

Under these provisions, the Board may reduce or impose additional conditions on an award or require the participant to return some or all of the value received under any award.

Dividend equivalents

The Board may decide that participants will receive an amount (in cash or Shares) equal in value to any dividends that would have been paid on the Shares which vest under an award (other than under a Market Value Option) in respect of record dates which fall during the vesting period (and where relevant, the holding period). This amount may assume the reinvestment of dividends and exclude or include special dividends.

Cessation of employment

Unvested awards will normally lapse immediately when a participant ceases to be employed by the Group. However, if a participant ceases to be employed because of a "good leaver" reason (ill-health, injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group or other circumstances determined at the discretion of the Board) any unvested award will ordinarily continue to vest (and be released from any relevant holding period) on the date when it would have vested (or been released) as if the participant had not ceased to be employed by the Group.

The extent to which awards normally vest in these circumstances will be determined by the Board taking into account the satisfaction of any performance conditions applicable to awards measured over the original performance period, the underlying performance of the Company and the participant, whether the level of vesting is appropriate and such other factors the Board considers, in its opinion, relevant. The Board retains the discretion, however, to allow the award to vest (and be released from any relevant holding period) following the participant ceasing to be employed by the Group, taking into account any applicable performance conditions measured up to that point or, where the participant is a "good leaver" as a result of their employing company or business being sold out of the Group, to require that the award is exchanged for an equivalent award over shares in another company.

Unless the Board decides otherwise, the extent to which an award vests will also take into account the proportion of the performance period (or, in the case of an award not subject to performance conditions, the vesting period) which has elapsed when the participant ceases to be employed by the Group.

If a participant dies, their award will vest (and, in the case of an award subject to a holding period, be released) on the date of their death on the basis set out for other "good leavers" above unless the Board determines otherwise. Alternatively, the Board may decide that an unvested award will vest (and, in the case of an award subject to a holding period, be released) on the date it would have if the participant had not died on the basis set out for other "good leavers" above unless the Board determines otherwise.

If a participant ceases to be employed by the Group during a holding period in respect of an award for any reason other than summary dismissal, their award will normally be released at the end of the holding period, unless the Board determines that it should be released when the participant ceases to be employed by the Group. If a participant dies during the holding period, their award will normally be released on the date of the participant's death (unless the Board decides it will be released at the end of the holding period).

Awards granted as options which do not lapse may normally be exercised to the extent vested for a period of 12 months after vesting (or, where awards are subject to a holding period, the end of the holding period). Where options have already vested (and, where relevant, been released from any relevant holding period) on the date on which the participant ceases to be employed by the Group, those options may normally be exercised for a period of 12 months from the date of cessation. If a participant dies, a vested (and, where relevant, released) option may normally be exercised until the first anniversary of their death.

If a participant ceases to be employed by the Group other than as a "good leaver", any outstanding awards they hold will lapse immediately.

Corporate events

In the event of a change of control of the Company, unvested awards will vest early (and awards will be released from any holding periods). Awards granted as options will be exercisable, to the extent vested, for one month (or such other period as the Board may determine) from the date of the relevant event.

The proportion of any unvested awards which vest will be determined by the Board taking into account the extent to which any performance conditions applicable to awards have been satisfied, the underlying performance of the Company and the participant, whether the level of vesting is appropriate and such other factors the Board considers, in its opinion, relevant, and, unless the Board determines otherwise, the proportion of the performance period, or in the case of awards not subject to performance conditions, the vesting period, which has elapsed.

If a winding-up of the Company occurs, the Board will determine whether unvested awards will vest or lapse. In the event of a variation of capital of the Company, a demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares, the Board may determine that unvested awards will vest on the same basis as for a change of control.

Alternatively, awards may be exchanged for equivalent awards over shares in the acquiring company if there is an internal reorganisation of the Group or the Board decides that there will be an automatic exchange of awards.

Appendix 1 - Summary of the Principal Terms of the Rules of the Reckitt Benckiser Group plc 2025 Long-Term Incentive Plan (the "LTIP") continued

Adjustment of awards

In the event of a variation of the Company's share capital, a demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares, the Board may adjust the number of Shares subject to awards, the exercise price applicable to an option and/or the performance conditions applicable to awards in such manner as it determines.

Rights attached to Shares

Shares granted under the LTIP will not confer shareholder rights on a participant until that participant has received the underlying Shares. Any Shares issued will rank equally with other Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Amendments

The Board may, at any time, amend the LTIP rules in any respect. The prior approval of the Company's shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards granted under the LTIP, the adjustments that may be made in the event of any variation in the share capital of the Company and/or the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the LTIP, to take account of the provisions of any relevant legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or Group member.

Non-transferability

Awards are not transferable other than to the participant's personal representatives in the event of the participant's death.

Benefits not pensionable

Any benefits received under the LTIP are not pensionable.

Tax-approved option sub-plan

The Company has also established a sub-plan to the LTIP which has been designed in accordance with HM Revenue & Customs requirements and which permits the grant of UK tax-advantaged Market Value Options ("CSOP Options"). CSOP Options may be granted over Shares with a total market value (at grant) of up to the permitted statutory limit from time to time which is currently £60,000. CSOP Options may not be cash-settled.

APPENDIX 2 - SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE RECKITT BENCKISER GROUP PLC SHARES SAVE PLAN 2025 (THE "SHARESAVE")

Invitations to apply for options

The Sharesave will be operated by the board of directors, or any committee or person duly authorised by it (the "Board") of Reckitt Benckiser Group plc (the "Company"). Each time that the Board decides to issue an invitation to employees to participate in the Sharesave, all UK resident tax-paying employees and full time directors of the Company and its subsidiaries (the "Group") participating in the Sharesave must be offered the opportunity to participate. Other employees of the Group may be permitted to participate at the Board's discretion. Employees who are invited to participate must have completed a minimum qualifying period of employment (as determined by the Board in line with the relevant legislation governing the Sharesave) before they can participate.

Savings contract

Under the Sharesave, eligible employees may enter into a linked savings contract to make savings over a three or five-year period. Monthly savings by an employee under all savings contracts linked to options granted under any tax-advantaged savings-related share option plan may not exceed the statutory maximum, which is currently set at £500 per month. At the end of the three or five-year savings contract, employees may either withdraw their savings on a tax-free basis or use their savings to acquire ordinary fully paid shares in the Company ("Shares").

Exercise price

The proceeds of the savings contract can be used to exercise an option to acquire Shares at an exercise price per Share set when employees were invited to participate in the Sharesave. The exercise price may not be manifestly less than 80 per cent (or such other percentage as may be permitted by the relevant legislation governing the Sharesave) of the market value of a Share at the date of invitation.

The exercise price will normally be set using share prices taken from the 42-day period beginning on: (a) the first dealing day after the day on which the announcement is made of the Company's results for any period; (b) the day on which an announcement is made of an amendment to the relevant legislation governing the Sharesave or such legislation comes into force; (c) the day on which a new HMRC-approved savings contract is announced; or (d) to the extent that share dealing restrictions apply in any of the preceding periods, the dealing day on which such dealing restrictions are lifted, unless the Board determines that exceptional circumstances exist which justify the issue of invitations under the Sharesave at another time.

Overall limit

The Sharesave may operate over new issue Shares, treasury Shares or Shares purchased in the market. The number of Shares which may be issued or transferred from treasury to satisfy options or awards granted in any ten-year rolling period under the Sharesave and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. Shares transferred out of treasury will count towards this limit for so long as this is required under institutional shareholder guidelines. However, options over and awards of Shares which are surrendered or lapse will be disregarded for the purposes of this limit.

Exercise of options

Ordinarily, an option may be exercised within six months of the date that the savings contract matures. Options not exercised by participants before the end of the six-month period will lapse.

Cessation of employment

Options will normally lapse immediately when a participant ceases to be employed by the Group. However, if a participant ceases to be employed because of a "good leaver" reason (injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group), their option will not lapse and may be exercised early for a period of up to six months after the participant's cessation of employment. If a participant dies, their option may generally be exercised for 12 months after their death.

Corporate events

In the event of a change of control or winding-up of the Company, any outstanding options may be exercised early. Alternatively, the Board may permit options to be exchanged for equivalent options over shares in the acquiring company. If the change of control is an internal reorganisation of the Group, options will lapse unless the participants agree to exchange their outstanding options for equivalent options over shares in the new holding company.

Adjustments

In the event of a variation of the Company's share capital, the Board may adjust the number of Shares subject to options and/or the exercise price applicable to options in such manner as it considers appropriate.

Rights attached to Shares

Options granted under the Sharesave will not confer shareholder rights on a participant until that participant has exercised their option and received the underlying Shares. Any Shares issued will rank equally with other Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Amendments

The Board may, at any time, amend the Sharesave rules in any respect. The prior approval of the Company's shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, options granted under the Sharesave, the adjustments that may be made in the event of any variation in the share capital of the Company and/or the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the Sharesave, to take account of the provisions of any relevant legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Non-transferability

Options are not transferable other than to the participant's personal representatives in the event of the participant's death.

Benefits not pensionable

Any benefits received under the Sharesave are not pensionable.

APPENDIX 3 - DIRECTORS' BIOGRAPHIES



Sir Jeremy Darroch (62)

Chair

Nationality

British

Appointment

Appointed as Senior Independent Non-Executive Director in November 2022 and became Chair of the Board and the Nomination Committee in May 2024.

Skills and experience

Sir Jeremy is an outstanding leader with considerable expertise in the consumer retail environment built up over a successful career at some of the UK's most high-profile companies. He has a proven track record of driving business performance and unique insight into what motivates consumers, bringing great value to the Board.

Current external appointments

- Non-Executive Director of The Walt Disney Company
- Chair of the National Oceanography Centre
- WWF Ambassador
- Senior Advisor for The MultiChoice Group
- Executive Advisor for KKR



Kris Licht (48)

Chief Executive Officer

Nationality

Danish

Appointment

Kris joined Reckitt in 2019 and was appointed as Chief Executive Officer (CEO) Designate on 1 May 2023, became an Executive Director on 1 June 2023 and took over as CEO on 1 October 2023.

Skills and experience

Kris brings over 20 years of strong leadership and transformation experience across consumer health and consumer goods more broadly, with a proven track record in delivering growth and driving sustained operating performance.

He has in-depth understanding of our categories and global markets and played a pivotal role in both setting the strategic direction of Reckitt and returning the Health business to the strong growth trajectory that it has delivered over the last four years. Prior to Reckitt Kris held a number of senior operational and strategic leadership roles at PepsiCo.

Current external appointments

- None



Shannon Eisenhardt (50)

Chief Financial Officer

Nationality

American

Appointment

Shannon joined the Board as Chief Financial Officer (CFO) Designate on 17 October 2023 and took over as CFO on 31 March 2024.

Skills and experience

Shannon brings extensive experience across consumer and retail, having worked with some of the most globally recognised brands, and an impressive and highly relevant international background. Shannon is a proven strategic and operational leader with a track record of building highly successful teams and delivering strong and consistent performance.

Current external appointments

- None

Committee key

- Chair
- (N) Nomination
- (C) Compliance
- (R) Remuneration
- (A) Audit



Andrew Bonfield (62)

Senior Independent Non-Executive Director

Nationality

British

Appointment

Appointed as a Non-Executive Director in July 2018 and became Senior Independent Director in May 2024. Andrew is Chair of the Audit Committee and a member of the Nomination Committee.

Skills and experience

Andrew brings more than three decades of financial expertise to the Board. He is a strong leader with experience gained in large, complex organisations, and has a history of driving strong financial performance in the UK and globally. These skills are valuable to the Board and to his role as Chair of the Audit Committee. He is CFO of Caterpillar Inc. and was Group CFO of National Grid plc, CFO of Cadbury plc and Executive Vice President and CFO at Bristol Myers Squibb.

Current external appointments

- CFO of Caterpillar Inc.



Margherita Della Valle (59)

Non-Executive Director

Nationality

Italian/British

Appointment

Appointed as a Non-Executive Director in July 2020.

Skills and experience

Margherita has extensive experience of financial markets and digital technologies. She is deeply experienced in business in both developed and developing markets, bringing great insight to the Board. These skills, together with her strong leadership background, are valuable to the Board and her membership of the Audit Committee and Nomination Committee.

Current external appointments

- Chief Executive Officer of Vodafone Group Plc
- Non-Executive Director of Bocconi University



Tamara Ingram, OBE (64)

Non-Executive Director

Nationality

British

Appointment

Appointed as a Non-Executive Director in February 2023.

Skills and experience

Tamara is an outstanding leader with considerable expertise in global marketing services, and has led renowned marketing campaigns for household brands around the world.

Current external appointments

- Non-Executive Director of Marks and Spencer Group plc
- Non-Executive Director of Intertek Group plc
- Non-Executive Director of Marsh & McLennan Companies, Inc.
- Chair of Asthma and Lung UK
- Chair of 10 Group
- Deputy Chair of Ofcom

Committee key

- Chair
- N Nomination
- C Compliance
- R Remuneration
- A Audit

Appendix 3 - Directors' Biographies continued



Mehmood Khan (66)

Non-Executive Director

Nationality

American/British

Appointment

Appointed as a Non-Executive Director in July 2018. Mehmood is Chair of the Compliance Committee.

Skills and experience

Mehmood is a highly skilled medical practitioner and researcher. Mehmood has been Chief Executive Officer of Hevolution Foundation since October 2020. He was previously CEO of Life Biosciences Inc., and prior to that served as Vice Chairman and Chief Scientific Officer, Global Research and Development at PepsiCo, Inc.

Current external appointments

- Chief Executive Officer of Hevolution Foundation
- Executive Chairman of Life Biosciences Inc.
- Chairman of VCAT, US National Institute of Standards and Technology
- Non-Executive Director of the Saudi Research, Development and Innovation Authority
- Non-Executive Director of International Flavors & Fragrances



Elane Stock (60)

Non-Executive Director

Nationality

American

Appointment

Appointed as a Non-Executive Director in September 2018. Elane was appointed as Designated NED for Engagement with the Company's Workforce in May 2024.

Skills and experience

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

Current external appointments

- Director of Fomento Economico Mexicano SAB de CV



Marybeth Hays (56)

Non-Executive Director

Nationality

American

Appointment

Appointed as a Non-Executive Director in February 2024.

Skills and experience

Marybeth has considerable expertise in merchandising, marketing and omnichannel, gained from 25 years of general management experience across global retail, healthcare and consumer goods businesses, including at Walmart.

Current external appointments

- Non-Executive Director of Decowraps
- Non-Executive Director of Leapfrog Brands
- Non-Executive Director of AMS Retail Solutions

Committee key

- Chair
- (N) Nomination
- (C) Compliance
- (R) Remuneration
- (A) Audit



Fiona Dawson, CBE (58)

Non-Executive Director

Nationality

Irish

Appointment

Appointed as Non-Executive Director in June 2024 and Chair Designate for the Remuneration Committee.

Skills and experience

Fiona was previously Global President Food, Drinks and Multisales at Mars, Inc. In May 2021, Fiona was awarded a CBE for services to women and the economy. She is President of the Chartered Management Institute, a Trustee with the Social Mobility Foundation, and was previously Chair of the Women's Business Council.

Current external appointments

- Non-Executive Director of LEGO A/S
- Non-Executive Director of Marks and Spencer Group plc
- Non-Executive Director of Kerry Group PLC



Mahesh Madhavan (62)

Non-Executive Director

Nationality

Indian

Appointment

Appointed as Non-Executive Director in January 2025 and is a member of the Remuneration Committee.

Skills and experience

Mahesh is CEO of Bacardi and joined in 1997, where he held several regional leadership roles before being promoted to CEO in 2017. He has successfully led the company's growth and transformation, providing stability, a clear strategy, and a dynamic culture for organisational success. Previously, Mahesh held various roles at International Distillers & Vintners, FCD Draft Advertising and Wipro Consumer Products.

Current external appointments

- Chief Executive Officer of Bacardi Limited
- Non-Executive Director of Capri Holdings



Stefan Oschmann (67)

Non-Executive Director

Nationality

German

Appointment

Appointed as Non-Executive Director in January 2025 and is a member of the Compliance Committee.

Skills and experience

Stefan Oschmann is the former CEO and Chair of Merck KGaA which he joined in 2011 and became CEO and Chair of Merck between 2016 and 2021. Prior to that Stefan spent 30 years at Merck & Co in various leadership roles. Stefan brings strong transformational experience in science, healthcare and technology.

Current external appointments

- Non-Executive Director of Stamm
- Non-Executive Director of European Healthcare Acquisition & Growth
- Non-Executive Director of Springer Nature
- Chair of AiCuris Anti-Infective Cures

Committee key

- Chair
- (N) Nomination
- (C) Compliance
- (R) Remuneration
- (A) Audit

