



NOTICE OF ANNUAL GENERAL MEETING 2021

**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 advisor 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 fourteenth Annual General Meeting (the AGM) of the company will be held at the company's registered office at 103-105 Bath Road, Slough, Berkshire, SL1 3UH on Friday, 28 May 2021 commencing at 3.00pm. The formal notice of AGM (the Notice) is set out on pages 3 to 4 of this document, and an explanation of the business to be considered and voted on at the AGM is set out on pages 5 to 7.

The AGM is an important event in the company's corporate calendar and provides the Board with an opportunity to engage with shareholders and for shareholders to pass the necessary resolutions required for the conduct of the business and company affairs. Our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, at present, the UK Government's current guidance includes restrictions on public gatherings. We are therefore proposing to hold the AGM with the minimum attendance required to form a quorum.

Shareholders will not be permitted to attend the AGM in person but can be represented by the Chair of the meeting acting as their proxy.

The health and safety of our shareholders, Directors, employees, and stakeholders is of the greatest importance to us, and these steps will help protect us all.

It is our current intention to webcast the AGM so that shareholders will be able to follow the meeting remotely. This can be done by accessing the meeting via <https://web.lumiagm.com>. To ensure the Board is able to maintain engagement with shareholders, those who are entitled to attend and speak at the AGM will also be able to ask questions during the meeting via the online facility. Details on how to access the webcast will be available at www.reckitt.com/investors/annual-general-meetings. Shareholders may also submit written questions in advance of the AGM if they wish. We will endeavour to answer a representative selection of any questions received in advance at the AGM.

We will continue to monitor the evolving impact of the COVID-19 pandemic including the latest government guidance, and how this may affect the arrangements for the AGM. Consequently, AGM arrangements may be subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, shareholders will be notified of these changes and further information will be made available on our website at www.reckitt.com/investors/annual-general-meetings.

For more information on proxy voting, attending and asking questions at the AGM, please refer to pages 8, 9 and 10, respectively, of the Notice.

Amendment to company articles (general changes and hybrid general meetings)

At the AGM, we will be asking shareholders for approval to amend the company's Articles of Association to, amongst other things, allow (but not require) the company to hold "hybrid" general meetings which shareholders can choose to attend and participate in person or via electronic means. These new provisions are in line with best practice, consistent with recent changes proposed by other large listed companies, and do not permit the holding of "virtual only" general meetings. As set out in more detail in the explanatory note, other changes include granting the company greater control and flexibility in relation to postponing general meetings and the treatment of untraced shareholders. The amended articles are available for inspection as set out on page 9 of the Notice.

The Board

At last year's AGM, Warren Tucker retired from the Board after ten years of service on the Board and Audit Committee. I would like to extend our gratitude to Warren for his excellent service and wish him well in his future endeavours.

Throughout the year, the skills and experience of the Board have been reviewed and refreshed through the appointment of two highly skilled Non-Executive Directors: Margherita Della Valle and Olivier

Bohuon. On 1 July 2020, we were pleased to announce that Margherita Della Valle had joined the Board as a Non-Executive Director and member of the Audit Committee. Margherita brings valuable insight, relevant financial and sectoral expertise and rigour to the Board and to the Audit Committee. I am pleased to welcome Margherita to the Board.

In December 2020, we announced that Olivier Bohuon would join Reckitt as a Non-Executive Director and member of the Remuneration Committee in January 2021. He is a successful leader, with many years of experience as CEO of a large global company. Olivier has deep experience in healthcare products and markets and brings great insight to the Board. I would like to welcome Olivier to the Board.

In accordance with the UK Corporate Governance Code 2018 (the Code), all Directors will stand for election or re-election at the AGM. Accordingly, as part of the ordinary business of meeting, Resolutions 4 to 15 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 16 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.

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 strongly encouraging shareholders to do so online by visiting www.investorcentre.co.uk/eproxy. Alternatively, shareholders can complete the enclosed proxy form, in accordance with the instructions printed thereon and return it to our Registrars. Institutional shareholders can now register their proxy appointment via the Proximity platform. This platform allows for electronic registration and we are encouraging our institutional shareholders to use this option ahead of the AGM by visiting www.proximity.io. Proxy appointments, by whichever method you choose, must be received so as to arrive no later than 3.00pm on 26 May 2021.

The recommendation of the Board is that shareholders utilise the option to vote by proxy in advance of the AGM without attending in person. Shareholders are recommended to appoint the Chair of meeting to be their proxy to ensure that their vote is counted even if attendance to the meeting is restricted. 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
8 April 2021

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

NOTICE OF ANNUAL GENERAL MEETING 2021
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fourteenth Annual General Meeting (the AGM) of Reckitt Benckiser Group plc (the 'company') will be held at the company's registered office at 103-105 Bath Road, Slough, Berkshire, SL1 3UH on Friday, 28 May 2021 at 3.00pm in order to transact the following business:

To consider and, if thought fit, pass the resolutions set out below. Resolutions 20 to 24 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 2020.

Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2020.

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 2020 payable on 14 June 2021 to all shareholders on the register at the close of business on 7 May 2021.

Re-election and Election of Directors

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

External Auditor's Reappointment and Remuneration

- 16 To reappoint 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.
- 17 To authorise the Audit Committee to determine the remuneration of the External Auditor of the company.

Political Donations

- 18 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 2022), 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

- 19 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 £23,768,000 (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 £47,536,000 (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 2022), 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**

- 20 To authorise the Directors, subject to the passing of Resolution 19, 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 2022, 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:
- to allotments for rights issues and other pre-emptive issues; and
 - to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,565,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the company as at 15 March 2021, 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 2022, 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.
- 21 To authorise the Directors, subject to the passing of Resolution 19 and in addition to any authority granted under Resolution 20 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 to the allotment of equity shares or sale of treasury shares up to a nominal amount of £3,565,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the company as at 15 March 2021, being the latest practicable date prior to the publication of this Notice; and
 - 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 2022, 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

- 22 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:
- the maximum number of ordinary shares which may be purchased is 71,300,000 ordinary shares, representing less than 10% of the company's issued ordinary share capital (excluding treasury shares) as at 15 March 2021;
 - 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;
 - the authority to purchase conferred by this resolution shall expire on the earlier of 30 June 2022 or on the date of the AGM of the company in 2022 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
 - all ordinary shares purchased pursuant to the said authority shall be either:
 - cancelled immediately upon completion of the purchase; or
 - held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

Amendment of Articles

- 23 To amend the company's Articles of Association with effect from the conclusion of the AGM, in the manner as set out in Appendix 2 of this Notice and produced to the meeting and, for the purposes of identification, initialled by the Chairman, and that these Articles of Association be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the company's existing Articles of Association.

Notice of General Meetings Other Than AGMs

- 24 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
8 April 2021

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

EXPLANATORY NOTES

Resolutions 1 to 19 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 20 to 24 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 2020.

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 134 to 157 of the 2020 Annual Report and sets out details of the Directors' remuneration during 2020. The 2020 single total figure of remuneration published in the Annual Report for the Chief Executive Officer is an estimate, as certain information was not available at the time the report was finalised. Following the actual payments being known, the company provided an update to the total figure of remuneration in a news article published on 8 April 2021 which can be viewed at www.reckitt.com/investors/investor-news.

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 98 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 2020. An interim dividend of 73 pence per ordinary share was paid on 29 September 2020, bringing the total dividend for 2020 to 174.6 pence per ordinary share.

Resolutions 4 to 15 inclusive – election or re-election of Directors

These are standard resolutions. In accordance with the Code, all existing Directors who have served since the company's 2020 AGM, will stand for election or re-election as a Director of the company.

The Nomination Committee plays an important role in ensuring that the composition of the Board is appropriate for the company to achieve its strategic goals. 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 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 judgement 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 Reckitt.

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 in Appendix 1 of this Notice, on pages 11 to 16.

Resolution 16 – to reappoint KPMG LLP ("KPMG") as the company's External Auditor

The External Auditor of the company is subject to reappointment at each Annual General Meeting where the accounts are presented.

The Audit Committee is responsible for recommending an external auditor for appointment to the Board. Resolution 16 proposes the reappointment 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 17 – to authorise the Audit Committee to agree the External Auditor's remuneration

Resolution 17 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 Competition and Markets Authority, the Board delegates the authority to determine the External Auditor's remuneration to the Audit Committee.

Resolution 18 – to renew authority for political expenditure

Resolution 18 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 2020 nor are any contemplated but (on a precautionary basis) the Directors believe it is appropriate to request this authority.

Resolution 19 – 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 £23,768,000. This amount represents 237,680,000 ordinary shares of 10 pence each and approximately one-third of the nominal amount of the issued share capital, excluding treasury shares, as at 15 March 2021, being the latest practicable date prior to publication of this Notice.

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 £47,536,000 (representing 475,360,000 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 15 March 2021, 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 2022 or conclusion of the AGM of the company to be held in 2022.

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 15 March 2021, being the latest practicable date before publication of this notice, the company held 23,485,331 ordinary shares in treasury, which represents 3.294% of the company's issued ordinary share capital (excluding treasury shares).

Resolutions 20 and 21 – to approve the disapplication of pre-emption rights

Resolutions 20 and 21 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 20.

Subject to the passing of Resolution 19, Resolution 20 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 20 would be limited to a maximum nominal amount of £3,565,000.

This amount represents 35,650,000 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 15 March 2021 (being the latest practicable date prior to the publication of this Notice).

The Pre-Emption Group further provides that the company may, as routine business, 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 that are 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 19, in addition to any authority granted by Resolution 20, Resolution 21 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 21 would be limited to a maximum nominal amount of £3,565,000. This amount represents 35,650,000 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 15 March 2021 (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 2022 or on 30 June 2022, if earlier.

The Directors consider the renewal of the authorities sought by Resolutions 19, 20 and 21 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 22 – to authorise the company to purchase its own shares

Resolution 22 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 2020 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 2021. No shares were repurchased in 2020. Resolution 22 seeks shareholders' consent to the purchase by the company of up to a maximum of 71,300,000 ordinary shares (representing less than 10% of the company's issued ordinary share capital as at 15 March 2021 excluding treasury shares) for a period up to the date of the company's AGM in 2022, or 30 June 2022 if earlier.

The total number of warrants and options to subscribe for ordinary shares outstanding as at 15 March 2021 was 16,485,118 (representing approximately 2.31% 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 15 March 2021 would, assuming no further ordinary shares are issued after that date, represent 2.57% 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, but 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 23 – Amendments to the company's Articles of Association

Resolution 23 is proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. Under Resolution 23, the company is proposing to amend its Articles of Association to reflect changes in market practice and legal and regulatory requirements, and also provide clarity as to the role and responsibilities of the Directors and rights of shareholders. The proposed changes will also enable and more clearly set out the process under which the company may hold general meetings as hybrid meetings, by enabling participation via technology. It is not currently the intention that AGMs are held as hybrid meetings. However, the Directors may consider convening a hybrid meeting, if deemed appropriate. An explanation of the intended purpose and effect of the adoption of the principal changes that are proposed is set out in the table in Appendix 2 of this Notice of Meeting. Other changes that are of a minor, technical or clarifying nature have not been noted in the table. A copy of the company's existing Articles of Association and proposed new Articles of Association marked to show the changes being proposed in Resolution 23 will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the company's registered office from the date of this Notice of Meeting until the close of the meeting and will be made available on our website at www.reckitt.com/investors/annual-general-meetings. The proposed new Articles of Association will also be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Resolution 24 – Notice of general meetings other than AGMs

Resolution 24 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 2022, when it is expected that a similar resolution will be proposed.

IMPORTANT INFORMATION

Voting and 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 appear 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 3.00pm on 26 May 2021.
- 5 **In light of the ongoing COVID-19 pandemic and the UK Government's current guidance, we strongly recommend that shareholders appoint the Chair of the meeting to be their proxy to ensure that their vote is counted.**
- 6 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 3.00pm on 26 May 2021 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.
- 7 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 26 May 2021. CREST, internet voting and the use of the Proxymity platform are the only acceptable electronic forms of receiving proxy information.
- 8 No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- 9 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.

- 10 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).
- 11 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 17 and 18 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.
- 12 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

- 13 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.
- 14 The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 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

- 15 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 close of business on 26 May 2021 (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

- 16 As at 15 March 2021 (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, 23,485,331 of which were held as treasury shares. Therefore, the total voting rights in the company as at 15 March 2021 are 713,049,848.

Appointment of Proxies through CREST

- 17 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.
- 18 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

NOTICE OF ANNUAL GENERAL MEETING 2021
IMPORTANT INFORMATION CONTINUED

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.

- 19 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.
- 20 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

- 21 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

- 22 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.
- 23 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.
- 24 In order to be able to exercise the shareholders' right to require the company to publish audit concerns (as described in paragraphs 22 and 23 above), 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

- 25 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 and proposed amended Articles of Association.
- 26 If you wish to receive electronic copies of the documents, please contact the Company Secretariat by writing to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or email companysecretary@reckitt.com.

Published Information

- 27 If you would like to receive this Notice and/or a copy of the 2020 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 by writing to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or email companysecretary@reckitt.com.
- 28 The company's 2020 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.

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 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):
- calling our shareholder helpline on telephone number 0370 703 0118;
 - contacting our Registrar at www.computershare.co.uk/contactus; or
 - 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 Chairman's Letter and proxy form) to communicate with the company for any purposes other than those expressly stated.

THE AGM

Meeting Arrangements

- 1 The AGM will start promptly at 3.00pm on 28 May 2021. The location of the AGM is the company's registered office address, 103-105 Bath Road, Slough, Berkshire, SL1 3UH.
- 2 The UK Government's current guidance includes restrictions on public gatherings. We are therefore proposing to hold the AGM with the minimum attendance required to form a quorum. **Shareholders will not be permitted to attend the AGM in person but can be represented by the Chair of the meeting acting as their proxy.** We will continue to monitor government guidance regarding COVID-19 and in the circumstance where we think it is 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.reckitt.com, and notified to the market via the Regulatory Information Service as soon as possible.
- 3 It is our current intention to webcast the AGM live so that shareholders will be able to follow the meeting remotely.

Accessing the AGM Webcast

- 4 Shareholders can follow the AGM remotely by accessing the meeting via: <https://web.lumiagm.com>.
- 5 This can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. On accessing the meeting website, you will be asked to enter the **Meeting ID: 169-576-819**.
- 6 You will then be prompted to enter your **unique shareholder reference number (SRN) and PIN**. These can be found on the proxy form or the email notification of this Notice (if we communicate with you electronically). Access to the meeting will be available from 2.30pm on 28 May 2021.

Questions

- 7 Shareholders, proxies and appointed representatives will have the opportunity to ask questions at the AGM in accordance with section 319A of the Act. A question may not be answered if answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is not in the interests of the good order of the meeting that the question be answered.

Live Q&A

- 8 This year, it is our intention to provide a live Q&A segment of the AGM for attendees joining remotely (see: Accessing the AGM Webcast) to ask questions via the online facility. Shareholders may ask questions by typing and submitting their question in writing using the messaging icon from within the navigation bar. The question can be typed at the bottom of the screen and submitted using the arrow icon to the right of the text box.

Pre-submitted questions

- 9 Shareholders who wish to ask a question may also submit their questions in advance of the AGM. Please send your questions by post to Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or by emailing companysecretary@reckitt.com, to be received no later than 21 May 2021, 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.

NOTICE OF ANNUAL GENERAL MEETING 2021
APPENDIX 1 – DIRECTORS' BIOGRAPHIES



Chris Sinclair

Chairman of the Board



Nationality

American

Board tenure

6 years, 2 months

Appointment

Appointed as a Non-Executive Director in February 2015 and 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.

Contribution and reason for re-election

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

Current external appointments

None

Key

- Chair
- Remuneration
- Nomination
- Audit
- Corporate Responsibility, Sustainability, Ethics and Compliance



Laxman Narasimhan

Chief Executive Officer



Nationality

American

Board tenure

1 year, 9 months

Appointment

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

Career

Prior to joining Reckitt, 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 PepsiCo'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 Center 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 a Masters degree 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.

Contribution and reason for re-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 of developing purpose-led brands and driving consumer-centric and digital innovation. He has previously advised global organisations, 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

APPENDIX 1 – DIRECTORS’ BIOGRAPHIES CONTINUED



Jeff Carr
Chief Financial Officer

Nationality	Board tenure
British	1 year

Appointment
Appointed as Chief Financial Officer on 9 April 2020.

Career
Prior to joining Reckitt, 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 plc and Reckitt. Jeff started his career as a graduate trainee at Unilever plc.

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

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

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



Olivier Bohuon
Non-Executive Director

Nationality	Board tenure
French	3 months

Appointment
Appointed as a Non-Executive Director in January 2021.

Career
Olivier was CEO of FTSE 100 medical devices company Smith & Nephew plc from 2011 to 2018. Prior to that, he served as CEO of healthcare, cosmetology and pharmaceutical company Laboratoires Pierre Fabre from 2010 to 2011, and from 2003 to 2010 he worked at Abbott Laboratories, rising to Corporate Executive Vice President and President of the pharmaceutical products division. Earlier in his career, Olivier worked at GlaxoSmithKline plc in positions of increasing seniority. He also served on the Board of Smiths Group plc from July 2018 to November 2020. Olivier became a Knight of the Legion of Honour in 2007. Olivier has a doctorate in Pharmacy from the University of Paris-Sud and an MBA from HEC business school in Paris.

Contribution and reason for election
Olivier is a successful leader, with many years' experience as CEO of a large, global company. Olivier has a wealth of experience in healthcare products and markets and brings great insight to the Board.

Current external appointments
Chairman of LEO Pharma
External Director of Takeda Pharmaceutical Company Limited
External Director of Virbac SA
Co-Founder and Board member of AlgoTherapeutix SAS

APPENDIX 1 – DIRECTORS’ BIOGRAPHIES CONTINUED



Andrew Bonfield
 Non-Executive Director
 Chair of Audit Committee



Nationality	Board tenure
British	2 years, 9 months

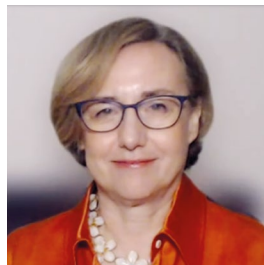
Appointment
 Appointed as a Non-Executive Director in July 2018 and as Chair of the Audit Committee in January 2019.

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.

Contribution and reason for re-election
 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.

Current external appointments
 Chief Financial Officer of Caterpillar Inc.



Margherita Della Valle
 Non-Executive Director



Nationality	Board tenure
Italian/British	9 months

Appointment
 Appointed as a Non-Executive Director in July 2020.

Career
 Margherita has been Chief Financial Officer of Vodafone Group Plc since July 2018. She also runs Vodafone Shared Services, which was established in 2011 to optimise quality and efficiency across Vodafone’s customer, technology, finance and HR operations. Prior to her current role, Margherita was Deputy Chief Financial Officer of Vodafone, between 2015 and 2018, having held a number of senior positions in finance beforehand, including Group Financial Controller and Chief Financial Officer of Vodafone’s Europe region. Earlier in her career, she joined Omnitel Pronto Italia, which became Vodafone Italy in 1994, and held various consumer marketing positions in data analytics and consumer base management. From 2004 to 2007, she was Chief Financial Officer of Vodafone Italy.

Margherita holds a Masters degree in Economics from Bocconi University in Italy.

Contribution and reason for election
 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.

Current external appointments
 Chief Financial Officer of Vodafone Group Plc

APPENDIX 1 – DIRECTORS' BIOGRAPHIES CONTINUED

**Nicandro Durante**

Senior Independent Director

**Nationality**

Brazilian/Italian

Board tenure

7 years, 4 months

Appointment

Appointed as a Non-Executive Director in December 2013 and 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.

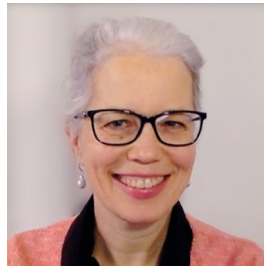
Nicandro holds a degree in Business Administration from the Pontifical Catholic University of São Paulo, Brazil, and has obtained postgraduate qualifications in Finance and Economics.

Contribution and reason for re-election

Nicandro has strong leadership skills, developed in various senior positions held throughout his career. 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. and Chair of the ESG Committee

**Mary Harris**

Non-Executive Director



Designated Non-Executive Director for engagement with the company's workforce
Chair of Remuneration Committee

Nationality

British/Dutch

Board tenure

6 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 Non-Executive Director 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 and Risk Committee, the Nominations Committee and Chair of the Remuneration Committee. She is also a member of the Remuneration Committee of St. Hilda's College, Oxford and a Supervisory Director of HAL Holding N.V. 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 and was Vice-Chair of the Supervisory Board and Chair of the Remuneration Committee of Unibail-Rodamco-Westfield S.E. She was formerly a Non-Executive Director and Chair of the Remuneration Committee of J Sainsbury plc.

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

Contribution and reason for re-election

Mary has substantial experience in consumer and retail businesses across China, Southeast 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 Remuneration Committee of St. Hilda's College, Oxford University

Member of the Supervisory Board of HAL Holding N.V.

APPENDIX 1 – DIRECTORS’ BIOGRAPHIES CONTINUED



Mehmoood Khan

Non-Executive Director



Nationality

American/British

Board tenure

2 years, 9 months

Appointment

Appointed as a Non-Executive Director in July 2018.

Career

Mehmoood 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. Mehmoood previously held the position of President, Global Research & Development Centre at Takeda Pharmaceutical Company Limited. 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.

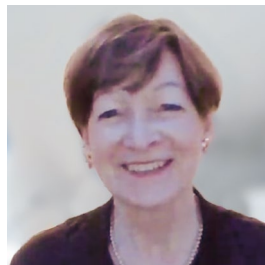
Mehmoood has a Medical degree from the University of Liverpool, is a Fellow of the Royal College of Physicians, London and of the American College of Endocrinology and holds two Honorary PhDs in Humanities and International Law.

Contribution and reason for re-election

Mehmoood 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 research and development efforts to create breakthrough innovations.

Current external appointments

CEO of Life Biosciences Inc.



Pam Kirby

Non-Executive Director
Chair of CRSEC Committee



Nationality

British

Board tenure

6 years, 2 months

Appointment

Appointed as a Non-Executive Director in February 2015 and as 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.

Contribution and reason for re-election

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

Current external appointments

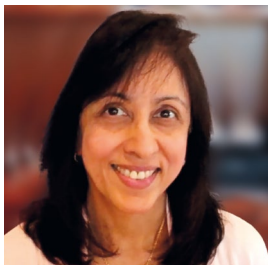
Non-Executive Director of DCC plc

Non-Executive Director of Hikma Pharmaceuticals plc

Member of the Supervisory Board of AkzoNobel N.V.

Honorary Professor King’s College London and Member of the Board of King’s Health Partners

APPENDIX 1 – DIRECTORS’ BIOGRAPHIES CONTINUED



Sara Mathew
Non-Executive Director



Nationality
American

Board tenure
1 year, 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 Pampers 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.

Contribution and reason for re-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 has a proven track record of adding significant strategic value and 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
Director of NextGen Acquisition Corporation



Elane Stock
Non-Executive Director



Nationality
American

Board tenure
2 years, 7 months

Appointment
Appointed as a Non-Executive Director in September 2018.

Career
Elane has been Chief Executive Officer of ServiceMaster Brands since October 2020. 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. She has also held the position of Director at Equifax Inc. 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.

Contribution and reason 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 vast knowledge of emerging markets and the changing channels of trade and consumer preferences.

Current external appointments
Chief Executive Officer of ServiceMaster Brands
Director of Yum! Brands, Inc.

APPENDIX 2 – PRINCIPAL CHANGES PROPOSED
TO THE ARTICLES OF ASSOCIATION

Proposed change	Key relevant Article(s) in Reckitt Articles	Explanation for change
Amendments to the provisions in relation to untraced shareholders	40	<p>These amendments are being proposed to update and clarify the provisions relating to untraced shareholders, in order to reflect best market practice and to align the provisions with other listed companies that have made similar changes in recent years.</p> <p>A key change is the removal of the requirement for the company to publish a notice of its intention to sell the shares of untraced shareholders in national and local newspapers in the United Kingdom. This provision is replaced with the requirement that the company make reasonable efforts to contact, trace and, if appropriate, engage external services, to inform the shareholder in question by way of a notice to their last known address.</p> <p>No changes have been made to the 12-year period in which dividends must have been unclaimed by the shareholder in question before the company has the right to begin the process of selling their shares.</p> <p>Where the shares have been sold in accordance with the provisions under this article, the amendments provide that if no valid claim is brought to the company within two years from the date that the shares are sold, the proceeds of such sale will be forfeited to the company.</p>
Addition of provisions clarifying the powers of a corporate representative	77	<p>The inclusion of this provision is to state expressly the powers that a corporate representative has the right to exercise at general meetings on behalf of an institutional shareholder. Detailing this information in the articles allows for greater clarification and reflects the current composition of shareholders who rely on corporate representatives under the Act.</p>
Addition of provisions in relation to procedure if insufficient directors are appointed	89	<p>The amended articles allow retiring Directors to remain on the Board where the number of Directors elected or re-elected at the conclusion of an Annual General Meeting is fewer than the minimum requirement under the articles. This provision allows the continued business of the company which include filling vacancies, convening general meetings and performing such duties necessary for the company to operate as a going concern.</p> <p>As soon as practicable, the retiring Directors will be required to convene a general meeting whereby they will retire as Directors unless at the conclusion of that meeting the number of Directors is fewer than the minimum requirement under the amended articles, in which case this additional provision shall apply.</p>
Updating provisions in relation to the payment procedure for dividends	120	<p>This article is in relation to the methods by which dividends and other moneys payable are paid. It has been updated to allow for greater flexibility and to reflect the changes that the company has made to how it pays dividends in recent years.</p> <p>Under the proposed provisions, the person entitled to the dividend or moneys payable has been clarified to include such person that the shareholder may deem in writing as being the applicable payee.</p> <p>The method or combination of methods of payment will be determined by the Board, which will have absolute discretion. The potential methods of payment shall include by electronic means and any other method determined by the Board to allow for greater flexibility.</p> <p>The updated provisions state that where the Board has determined more than one method of payment, the relevant members should be notified and may nominate one of the proposed methods. In addition, where the relevant members have chosen to nominate an account, which has been approved by the Board, if payment into the account has been rejected or refunded, the company may treat the payment as an unclaimed dividend in accordance with the articles.</p>
Updating provisions regarding the annual accounts and reports to include the strategic report	129	<p>This amendment reflects the recent changes to the Act under which shareholders are entitled to receive a copy of the annual accounts and reports of the company. The amended provisions align with the legislation to include that this requirement is satisfied if a shareholder has received a copy of the strategic report and supplementary material (as determined under the Act). The proposed updates to this article reflect guidance provided by the Financial Reporting Council and related regulation.</p>

APPENDIX 2 – PRINCIPAL CHANGES PROPOSED
TO THE ARTICLES OF ASSOCIATION CONTINUED

Proposed change	Key relevant Article(s) in Reckitt Articles	Explanation for change
Consequential updates to definitions, interpretations and other general changes	Various	<p>The amendment of the current articles is an opportunity to include additional definitions in relation to the use of electronic means in general meetings and how the Act is defined within the articles.</p> <p>The additional provisions in relation to the Notice of Meeting have been included to specify the required disclosures in accordance with the Act. These provisions include the required disclosure in the Notice regarding the convening of a general meeting being held partly by electronic means.</p> <p>As part of the company's continued support of diversity & inclusion, all references to gender have been made neutral throughout the amended articles.</p> <p>References to the scheme of arrangement implemented in October 2007 and to the Subscriber Ordinary Shares have been removed from the amended articles, as these are no longer relevant to the company.</p> <p>Other changes which are of a minor, technical or clarifying nature or which have been made to remove provisions in the current articles which duplicate English company law are not noted.</p>
Additional provisions to allows general meetings to be held by a combination of physical and electronic means	48-57, 59, 64, and various other consequential changes	<p>The amended articles include additional provisions regarding the requirements of convening general meetings, including Annual General Meetings, of the company. Under the proposed articles, the Board is entitled to convene any general meeting in whatever arrangements it sees fit (including holding the meeting partly by electronic means) to allow for those entitled to attend and participate, to do so. In particular, the company may hold "hybrid" general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.</p> <p>These additions are being proposed in response to the introduction of recent legislation and guidance that encourages companies to make necessary amendments to the format of general meetings to allow for greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the COVID-19 pandemic and the uncertain duration of social distancing measures and restrictions on gatherings. Such amendments will allow for the company to remain compliant with legislation whilst taking into consideration the extenuating circumstances that may impede the convening of a wholly physical meeting.</p> <p>The additional provisions have been included in the amended articles to facilitate the convening of a general meeting by simultaneous attendance and participation by electronic means. Such additions include, but are not limited to, the requirements that:</p> <ul style="list-style-type: none"> any documents required to be on display or available for inspection at the meeting will be available in electronic form to persons entitled to inspect them; the meeting shall only be convened when the chair of the meeting is satisfied that adequate facilities are available such that members attending the meeting by all means (including the electronic means) are able to participate in the business of the meeting; and the chair of the meeting may adjourn the meeting if the chair considers that the principal meeting place or any satellite meeting place or an electronic facility or facilities or security at any general meeting, have become inadequate. <p>In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held exclusively on an electronic basis, so a physical meeting will still be required. It is not currently the intention of the company to hold Annual General Meetings as "hybrid" general meetings. However, the Board may consider convening general meetings in this manner if it is deemed appropriate and complies with UK Government guidance.</p>

