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

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

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

Notice of Annual General Meeting

Chairman's Letter

Dear Shareholder

I am delighted to invite you to the twelfth Annual General Meeting (the AGM) of the Company. This year's AGM will be held at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN on Thursday 9 May 2019 commencing at 11.15 a.m. Details of the resolutions to be voted upon and explanatory notes are set out in the enclosed Notice of Annual General Meeting.

Action to be taken

If you are unable to attend the AGM, but wish to vote on the resolutions of the meeting, please 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 6ZY so as to arrive no later than 11.15 a.m. on 7 May 2019, the voting record date.

Completion and return of the proxy form will not preclude you from attending the AGM and voting in person. Alternatively, you may wish to register your proxy vote online (details of the process of registering online are attached to the proxy form). Your participation at the AGM is highly important to us and if you cannot vote at the AGM in person, we hope you will register your proxy vote. Further information about proxy voting may be found in the 'Important Information' section of this Notice on page 13.

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

Your Board

This year has been a period of refreshment of the Board. The renewal of non-executive membership and succession planning has been a key focus during the year. At last year's AGM I was delighted to be appointed as Chairman and sorry to see three long-serving members of the Board retire.

Throughout the year the skills and experience of the Board have been reviewed and refreshed through the appointments of three highly talented new Non-Executive Directors: Andrew Bonfield, Mehmood Khan and Elane Stock.

At the end of 2018 we were sorry to see André Lacroix step down from the Board and his roles as Senior Independent Director and Chair of the Audit Committee. André has been an outstanding Director and valued member of the Board for many years. On behalf of the Board I would like to thank André for his service and wish him all the best for the future.

Following André's decision to retire, we announced that Nicandro Durante would take on the role of Senior Independent Director and Andrew Bonfield would become Chair of the Audit Committee.

As part of our succession planning we announced in January 2019 that Warren Tucker has agreed to remain as a Non-Executive Director until the conclusion of next year's AGM. In making this decision the Board is mindful that Warren's tenure as a Non-Executive Director will exceed nine years following this year's AGM. The Board considers, however, that Warren remains independent and that with the appointment of three new Non-Executive Directors, Warren will provide continuity to the Board with his many years of insight and experience of RB.

On 16 January 2019 we announced that Rakesh Kapoor would retire as CEO by the end of 2019. During Rakesh's tenure, his valued leadership has transformed RB from a household cleaning business to a world leader in consumer health and hygiene. On behalf of the Board I would like to take this opportunity to express our appreciation for his vision, passion and leadership over his long and distinguished tenure.

Since the announcement of Rakesh's decision to retire as CEO, the Board has been undertaking a formal and comprehensive process for appointing a successor for the role, considering both internal and external candidates.

At the AGM, all of the Directors of the Board will submit themselves to the Shareholders for re-election or election in accordance with the UK Corporate Governance Code (the Code) and we look for your continued support. The proposed re-elections and elections are set out in Resolutions 5 to 14 in the Notice of Meeting on page 4. Biographies of all our Directors seeking election and re-election this year can be found on pages 58 to 61 of our 2018 Annual Report and Financial Statements and on our website, at www.rb.com.

Remuneration Policy

This year, in addition to requesting approval of our Directors' Remuneration Report, we are asking Shareholders to vote on a new Directors' Remuneration Policy, in line with the three-year life cycle. Following a thorough review process and consultation with Shareholders, the revised Remuneration Policy reflects Shareholders' views and guidelines, and the Code. The Policy continues to drive the appropriate behaviours and performance to support the Company's business strategy and delivery of Shareholder value.

In particular, you will see that the Remuneration Committee has introduced new performance measures to the Long Term Incentive Plan (LTIP) to incentivise delivery of the Company's strategic priorities. In addition, to further strengthen the alignment between management and Shareholders, the Committee has implemented a two-year holding period for LTIP awards going forward, is introducing bonus deferral, enhancing the malus and clawback provisions, and reducing pension contributions for any new hires to the Board.

Subject to Shareholder approval of the new Remuneration Policy, to implement bonus deferral, a new Deferred Bonus Plan (DBP) is introduced. The DBP has been designed taking account of current best practice. Awards under the DBP will be subject to malus and clawback provisions. Separate Resolution 19 requests approval of the rules of the DBP.

The proposed new Remuneration Policy is set out on pages 98 to 106 of our 2018 Annual Report and Financial Statements.

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 success of the Company. We therefore recommend that you vote in favour of all the proposed resolutions set out on pages 4 to 6 as we intend to do in respect of our own holdings, representing 0.106% of the voting capital of Reckitt Benckiser Group plc.

Yours sincerely

Chris Sinclair
Chairman

2 April 2019

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

Notice of Annual General Meeting

Notice is hereby given that the twelfth 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 9 May 2019 at 11.15 a.m. in order to transact the following business:

To consider and, if thought fit, pass the resolutions set out below. Resolutions 20 to 23 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 2018.

Directors' Remuneration Policy and Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Policy set out on pages 98 to 106 of the Directors' Remuneration Report contained within the 2018 Annual Report and Financial Statements for the year ended 31 December 2018, such Remuneration Policy to take effect from the date on which this resolution is passed.
- 3 To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy referred to in Resolution 2 above) for the year ended 31 December 2018.

Final dividend

- 4 To declare the final dividend recommended by the Directors of 100.2 pence per ordinary share for the year ended 31 December 2018 payable on 23 May 2019 to all Shareholders on the register at the close of business on 23 April 2019.

Re-election and election of Directors

- 5 To re-elect Nicandro Durante as a Director.
- 6 To re-elect Mary Harris as a Director.
- 7 To re-elect Adrian Hennah as a Director.
- 8 To re-elect Rakesh Kapoor as a Director.
- 9 To re-elect Pam Kirby as a Director.
- 10 To re-elect Chris Sinclair as a Director.
- 11 To re-elect Warren Tucker as a Director.
- 12 To elect Andrew Bonfield as a Director.
- 13 To elect Mehmood Khan as a Director.
- 14 To elect Elane Stock as a Director.

External Auditor's re-appointment and remuneration

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

Political donations

- 17 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 2020), 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

- 18 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 £23,589,000 (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 £47,178,000 (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 2020), 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.

Share plans

19 To approve the rules of the Reckitt Benckiser Group Deferred Bonus Plan in the form produced to the meeting and initialled 'DBP' by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised in the Appendix to this Notice, and to authorise the Directors of the Company to:

a) do all acts and things which they may, in their absolute discretion, consider necessary or expedient to establish and give effect to the DBP; and

b) adopt further plans based on the DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the DBP.

Special resolutions

Disapplication of pre-emption rights

20 To authorise the Directors, subject to the passing of Resolution 18, 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 2020, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- a) to allotments for rights issues and other pre-emptive issues; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,538,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 18 March 2019, 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 2020, 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 18 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:

- a) limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £3,538,000 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 18 March 2019, being the latest practicable date prior to the publication of this Notice; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice,

Notice of Annual General Meeting continued

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, on 30 June 2020, 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:
- a) the maximum number of ordinary shares which may be purchased is 70,000,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 March 2019;
 - b) the maximum price at which ordinary shares may be purchased is an amount equal to the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and (ii) the higher of the price of the last independent trade and the highest current bid; and the minimum price is 10 pence per ordinary share, in both cases exclusive of expenses;
 - c) the authority to purchase conferred by this resolution shall expire on the earlier of 30 June 2020 or on the date of the AGM of the Company in 2020 save that the Company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchase will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of ordinary shares in pursuance of any such contract; and
 - d) all ordinary shares purchased pursuant to the said authority shall be either:
 - i) cancelled immediately upon completion of the purchase; or
 - ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

Notice of general meetings other than AGMs

- 23 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

2 April 2019

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 23 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 the Annual Report and Financial Statements

This is a standard resolution, common to all Annual General Meetings, whereby Shareholders are asked to receive the Report of the Directors, the Report of the External Auditor and the Financial Statements for the year ended 31 December 2018.

Resolutions 2 and 3 – to approve the Directors' Remuneration Policy and Directors' Remuneration Report

Resolution 2 is a binding resolution to approve a revised Directors' Remuneration Policy, which is set out on pages 98 to 106 of the 2018 Annual Report and Financial Statements.

If Resolution 2 is approved, all payments by the Company to the Directors and former Directors must be made in accordance with the updated Directors' Remuneration Policy. The Policy will remain valid until the earlier of (a) the expiration of three years from the date of approval; or (b) a payment outside the terms of the policy is anticipated or proposed, at which point the Directors will seek Shareholders' approval for a new Directors' Remuneration Policy.

Resolution 3 is an advisory resolution to approve the Directors' Remuneration Report, as set out in the 2018 Annual Report and Financial Statements. This Resolution relates to the remuneration of Directors for the year ended 31 December 2018; it does not impact remuneration to be paid to any Directors in the future.

Resolution 4 – to approve the final dividend

Resolution 4 seeks Shareholders' approval of the final dividend of 100.2 pence per ordinary share recommended by the Directors for the year ended 31 December 2018. An interim dividend of 70.5 pence per ordinary share was paid on 27 September 2018, bringing the total dividend for 2018 to 170.7 pence per ordinary share.

Resolutions 5 to 11 inclusive – to re-elect Directors

These are standard resolutions. In accordance with the UK Corporate Governance Code (the Code) all existing Directors who have served since the Company's AGM in 2018 will stand for re-election as a Director of the Company.

Resolutions 12 to 14 inclusive – to elect Directors

Resolutions 12 to 14 seek the election of Directors who have been appointed to the Board since the last AGM. Biographical details of those Directors seeking election for the first time appear below.

Andrew Bonfield

Andrew joined RB as a Non-Executive Director in July 2018 and became Chair of the Audit Committee on 1 January 2019. Andrew is a Chartered Accountant and brings significant financial expertise to the role. In September 2018 he became Chief Financial Officer of Caterpillar Inc, after serving as Chief Financial Officer of National Grid from 2010. Prior to this he held the position of Chief Financial Officer at Cadbury plc and also served as Executive Vice President and Chief Financial Officer at Bristol Myers Squibb.

Nationality: British

Mehmood Khan

Mehmood was appointed as a Non-Executive Director in July 2018 and became a member of the CRSEC Committee on the same date. Mehmood is the Vice Chairman and Chief Scientific Officer, Global Research and Development, at PepsiCo Inc. He will retire from that position on 1 April 2019 and take up a new role as CEO of Life Biosciences Inc.

Dr Khan previously held the position of President, Global Research & Development Center at Takeda Pharmaceuticals Company. He was a faculty member at the Mayo Clinic and Mayo Medical School in Rochester, Minnesota, serving as Consultant Endocrinologist and Director of the Diabetes, Endocrine and Nutritional Trials Unit in the endocrinology division.

He earned his medical degree from the University of Liverpool Medical School and is a Fellow of the Royal College of Physicians, London, and a Fellow of the American College of Endocrinology.

Nationality: American/British

Elane Stock

Elane joined RB as a Non-Executive Director in September 2018 and was appointed as a member of the Remuneration Committee on 8 November 2018. 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, Kimberly-Clark Professional, with responsibility for the division selling workplace hygiene and safety products. Earlier in her career, Elane was a partner with McKinsey and Company in the US and Ireland.

Explanatory Notes continued

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

Nationality: American

The Board considers that, following a formal performance evaluation, the performance of each Director on the Board at the date of this Notice continues to be effective, that they demonstrate the commitment required to continue in their present roles and accordingly supports each Director's re-election and election respectively.

Biographical details of all Directors, including the skills and expertise they bring to the Board, can be found on pages 58 to 61 of the 2018 Annual Report and Financial Statements and on the Company's website at www.rb.com.

Resolution 15 – to re-appoint KPMG LLP (KPMG) as the Company's External Auditor

Following the completion of a thorough tender process in 2017, the Board announced in May 2017 its proposal to appoint KPMG as the Company's new External Auditor for the financial year ending 31 December 2018.

Resolution 15 proposes the re-appointment of KPMG as the Company's External Auditor. At each general meeting at which the accounts are laid before Shareholders, the Company is required to appoint an auditor to serve until the next meeting at which accounts are laid before Shareholders again.

Resolution 16 – to authorise the Audit Committee to agree the External Auditor's remuneration

Resolution 16 is a standard resolution which proposes to authorise the Audit Committee to agree the remuneration of the Company's External Auditor. In practice, the Audit Committee will consider and approve the audit fees on behalf of the Board, as per the authority given in the Audit Committee's Terms of Reference, available on the Company's website at www.rb.com.

Resolution 17 – to renew authority for political expenditure

Resolution 17 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.

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.

No political donations or expenditure of the type requiring disclosure under the Act were made in the year ended 31 December 2018 nor are any contemplated, but (on a precautionary basis) the Directors believe it is appropriate to request authority.

Resolution 18 – 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 £23,589,000. This amount represents 235,890,000 ordinary shares of 10p each and approximately one-third of the nominal amount of the issued share capital, excluding treasury shares, as at 18 March 2019, 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 £47,178,000 (representing 471,780,000 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 18 March 2019, being the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 30 June 2020 or the conclusion of the AGM of the Company to be held in 2020.

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 18 March 2019, being the latest practicable date before publication of this Notice, the Company held 28,854,142 ordinary shares in treasury, which represents 4.077% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 19 – to approve the terms of the Deferred Bonus Plan (DBP)

The Company is seeking approval for the introduction of a new DBP. The DBP is intended to allow deferral of annual bonuses in accordance with the revised Directors' Remuneration Policy for which Shareholders' approval is being sought at this meeting (see Resolution 2). The principal terms of the DBP are summarised in the Appendix to this Notice. The DBP provides for participants to defer part of their annual bonus into shares in the Company and has been designed taking account of current best practice. Awards under the DBP will normally become exercisable or vest on the third anniversary of the date of grant. Awards under the DBP will be subject to malus and clawback provisions.

Resolution 19 also seeks a standard authority to establish, without additional Shareholder consent, further plans in overseas territories, any such plan to be similar to the DBP, but modified to take account of local tax, exchange control or securities laws.

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 18, 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 £3,538,000.

This amount represents 35,380,000 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 18 March 2019 (being the latest practicable date prior to the publication of this Notice).

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

Subject to the passing of Resolution 18, 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 £3,538,000. This amount represents 35,380,000 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 18 March 2019 (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 2020 or on 30 June 2020, if earlier.

The Directors consider the renewal of the authorities sought by Resolutions 18, 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 2018 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 2019. No shares were repurchased in 2018. Resolution 22 seeks Shareholders' consent to the purchase by the Company of up to a maximum of 70,000,000 ordinary shares (representing less than 10% of the Company's issued ordinary share capital as at 18 March 2019 excluding treasury shares) for a period up to the date of the Company's AGM in 2020, or 30 June 2020 if earlier.

The total number of options to subscribe for ordinary shares outstanding as at 18 March 2019 was 17,394,916 (representing approximately 2.46% 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 options to subscribe for ordinary shares outstanding at 18 March 2019 would, assuming no further ordinary shares are issued after that date, represent 2.73% of the issued ordinary share capital, excluding shares held in treasury. The authority is only 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 – Notice of general meetings other than AGMs

Resolution 23 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 2020, when it is expected that a similar resolution will be proposed.

Appendix

Summary of the main provisions of the Reckitt Benckiser Group Deferred Bonus Plan (the DBP)

1. Administration

The Remuneration Committee of the Board of Directors of the Company (the Remuneration Committee) will be responsible for the operation and administration of the DBP.

2. Eligibility

All employees (including Executive Directors) will be eligible for selection to participate in the DBP at the discretion of the Remuneration Committee. However, it is currently expected that awards will be made only to Executive Directors and senior management.

3. Awards

Awards may take the form of:

- (a) nil or nominal cost options over shares (Options); and/or
- (b) conditional awards (i.e. a right to receive free shares) (Conditional Awards) (together, Awards).

The Remuneration Committee may determine that a proportion of a participant's annual bonus will be deferred into shares. If the Remuneration Committee makes such a determination, an Award will be granted to the participant over shares with a total market value not exceeding the amount of the bonus being deferred.

Awards are normally subject to continued employment. Awards will be personal to the participant and may not be transferred. No payment will be required for the grant of an Award.

4. Timing

Awards may only be granted within 42 days of the announcement of the Company's results or at any time at which the Remuneration Committee deems that exceptional circumstances exist which justify the grant of Awards (or upon the lifting of dealing restrictions which prevented the grant of Awards during any such period). Awards may not be granted after 9 May 2029.

5. Exercise price

Options may be granted with an exercise price which is either zero or the nominal cost of the underlying shares.

6. Plan limits

Awards may be granted over newly issued shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not allocate more than 10% of the issued ordinary share capital of the Company under the DBP and any other employee share plan adopted by the Company.

Treasury shares will cease to count as allocated shares for the purposes of this limit if institutional investor guidelines cease to require that they count.

7. Vesting and exercise

Options will normally become exercisable, and Conditional Awards will normally vest, on the third anniversary of the date of granting the Award, to the extent permitted under any operation of malus or clawback. Options will normally remain exercisable for 12 months (or such shorter period as the Remuneration Committee may, at its discretion, decide on or before grant) of the date of vesting of the Option.

Shares will be delivered to participants within 30 days of exercise of an Option or vesting of a Conditional Award.

8. Malus and clawback

Awards may be subject to malus and clawback provisions in the three-year period commencing on the grant date.

Malus or clawback may apply on such basis that the Remuneration Committee considers to be fair, reasonable and proportionate where, in the Remuneration Committee's opinion, there are exceptional circumstances. Such exceptional circumstances include a material misstatement in the Company's results, serious misconduct by the relevant participant, an erroneous calculation in the assessment of the number of shares subject to an Award or the extent of vesting, or a significant corporate failure.

9. Leaving employment

As a general rule, Awards will not lapse upon a participant ceasing to be employed by or holding office with the Company's Group. However, if a participant so ceases because of dismissal in circumstances where the employer is entitled to dismiss the employee summarily or the employee resigns, his unvested Awards (and, where he is summarily dismissed, any vested Options) will normally lapse immediately.

If an unvested Award does not lapse on cessation of employment, it will ordinarily vest on the normal vesting date, unless the Remuneration Committee decides that it will vest early.

If a participant dies, his Award will vest on the date of his death (unless the Remuneration Committee decides, in exceptional circumstances, that it will vest on the normal vesting date).

Malus and clawback provisions will apply.

10. Corporate events

In the event of a takeover or winding up of the Company (other than an internal reorganisation), Awards will vest early, subject to the operation of malus or clawback.

In the event of an internal reorganisation, Awards may (with the consent of the acquiring company) be replaced by equivalent new awards over shares in the acquiring company.

If there is a variation of share capital of the Company, a demerger, special dividend or other corporate event is proposed, which, in the opinion of the Remuneration Committee, would materially affect the value of the shares, and it is not practicable or appropriate to adjust the Awards as detailed below, the Remuneration Committee may decide that Awards will vest as in the case of a takeover.

11. Variation of capital

If there is a variation of share capital of the Company, or in the event of a demerger, payment of a special dividend or other corporate event which materially affects the market price of the shares, then the Remuneration Committee may:

- (a) adjust the number or class of shares as it considers appropriate in order to retain the economic value of the Award as it was immediately prior to such event; and/or
- (b) change the identity of the company or companies whose shares are subject to the Award; and/or
- (c) provide for an Award to be automatically exchanged for an award over shares in another company which is, in the opinion of the Remuneration Committee, equivalent to the original Award to which it relates.

This may include retrospective adjustments, including to Awards that have already vested and, in the case of Options, been exercised.

12. Dividend equivalents

Participants will receive a payment equal in value to any dividends that would have been paid on the shares which vest under their Awards by reference to dividend record dates falling between the date of grant to the date that the participant acquires the shares. This will usually be paid in shares. This payment will be made as soon as practicable after the date on which they acquire the shares. This amount may assume the re-investment of dividends and may exclude or include special dividends.

13. Rights attaching to shares

Awards will not confer any rights on any employee holding such Awards until: (i) the relevant Award has vested (or, in the case of an Option, been exercised); and (ii) the employee in question has received the underlying shares. Any shares allotted when an Option is exercised, or a Conditional Award vests, will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

14. Amendments

The Remuneration Committee may, at any time, amend the provisions of the DBP in any respect, provided that the prior approval of Shareholders must be obtained for any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining an employee's entitlement to, and the terms of, shares provided under the DBP, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any minor amendment made to benefit the administration of the DBP, to take account of the provisions of any proposed or existing legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for employees, the Company and/or its subsidiaries.

Amendments to the material disadvantage of participants in relation to subsisting Awards require the relevant participants to be invited to approve the amendments and for them to be approved by a majority of those who indicate approval or disapproval.

Important Information

Voting

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

Entitlement to appoint proxies

- 3 Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Reckitt Benckiser Shareholder helpline on telephone number 0370 703 0118 or www.investorcentre.co.uk/contactus. In accordance with section 333A of the Act, a Shareholder may appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. To access the service you will need the Control Number, your Shareholder Reference Number (SRN) and Personal Identification Number (PIN) that appears on your proxy form.
- 4 To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, in each case no later than 11.15 a.m. on 7 May 2019. CREST and internet voting are the only acceptable electronic forms of receiving proxy information.
- 5 No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- 6 The proxy form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 7 In the case of joint holdings, any one holder may sign the proxy form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding (the first-named being the most senior).

- 8 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 13 and 14 below) will not prevent a Shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.

Nominated Persons

- 9 Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
- 10 The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.

Voting record date

- 11 To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 6.00 p.m. on 7 May 2019 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Total voting rights

- 12 As at 18 March 2019 (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, 28,854,142 of which were held as treasury shares. Therefore, the total voting rights in the Company as at 18 March 2019 are 707,681,037.

Important Information continued

Appointment of proxies through CREST

- 13 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via 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.
- 14 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 15 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 16 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

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

Audit concerns

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

Inspection of documents

- 21 The following documents will be available for inspection at the offices of Linklaters LLP, the Company's solicitors, at 1 Silk Street, London EC2Y 8HQ and 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 at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN for a period of 15 minutes prior to the AGM and during the meeting:
 - a) a copy of the rules of the Reckitt Benckiser Group Deferred Bonus Plan referred to in Resolution 19;
 - b) copies of the current service agreements of the Executive Directors;

- c) the current terms and conditions of appointment of the Non-Executive Directors;
- d) the Register of Directors' Interests;
- e) deed poll of indemnity dated 28 July 2009; and
- f) a copy of the Articles of Association of the Company.

Published information

- 22 If you would like to receive this Notice and/or a copy of the 2018 Annual Report and Financial Statements in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact the Company Secretariat, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire SL1 3UH.
- 23 The Company's 2018 Annual Report and Financial Statements, and a copy of this Notice and other information required by section 311A of the Act, are available from the Company's website at www.rb.com.

Data protection statement

- 24 Your personal data includes all data provided by you, or on your behalf, 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.

General queries

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

The AGM

- 27 The AGM will start promptly at 11.15 a.m. on 9 May 2019. Registration will be open from 10.00 a.m.
- 28 Car parking is available on site.

Attending the AGM

- 29 If you are attending the AGM, please bring your attendance card with you. 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.
- 30 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.
- 31 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 Registrar has 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.
- 32 At the discretion of the Company, a Shareholder may bring one guest, provided that the Shareholder and their guest register to enter the AGM at the same time. Admittance of a guest will be subject to there being sufficient seating capacity.
- 33 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, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire SL1 3UH by 30 April 2019.

Questions

- 34 Shareholders or their proxies will have an opportunity to ask questions at the AGM relating to the business being dealt with at the meeting. 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 undesirable in the interests of the Company or the good order of the meeting that the question be answered. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question.

Venue arrangements

- 35 There will be a limited amount of space for coats to be stored at the venue. No responsibility will be taken for personal items and all items are left at your own risk.
- 36 Tea and coffee will be available before the meeting, and light refreshments will be provided upon conclusion of the meeting.

Location

The location of the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN is indicated on the map below:

