

RECKITT BENCKISER GROUP PLC (the “Company”)

DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board believes that there should be a clear division of responsibilities between the Chairman, who has responsibility for running the Board and the Chief Executive Officer (CEO), who has responsibility for running the Company’s business. This document sets out their responsibilities and was approved by the Board of Reckitt Benckiser Group plc on 15 November 2016.

Role of the Chairman

The Chairman is responsible for the overall operation, leadership and governance of the Board, ensuring that it is independent and effective.

The Chairman is responsible for leading the Board and enabling the Directors to operate effectively as one unit to determine the strategy, risk appetite and governance structure necessary to deliver Shareholder value in a transparent and responsible manner. His responsibilities include:

- Chairing Board meetings and ensuring that they provide a forum that encourages open and constructive debate and effective contributions from individual Directors with sufficient time allocated to key issues;
- Ensuring sufficient regularity and frequency of Board meetings;
- Finalising the Board meeting agenda developed by the CEO and the Company Secretary;
- Ensuring Board members receive timely, accurate and high quality information to enable the Board to facilitate effective discussion and make sound decisions;
- Ensuring a clear structure for, and the effective running of Board Committees, including serving on, attending and/or chairing certain Board Committees;
- Managing the Board to allow enough time for discussion of complex or contentious issues;
- Developing an effective working relationship with the CEO whilst recognising the need to maintain the balance between critical friendship and executive responsibility;
- Facilitating the effective contributions of non-executive Directors and ensuring constructive relations between executive and non-executive Directors;
- Holding meetings with the non-executive Directors, without the executive Directors present;
- Overseeing the comprehensive induction of all new Directors and ensuring they have the opportunity to continually refresh their skills and knowledge, and maintain a thorough understanding of the Company’s business issues;
- Composition of the Board and succession planning of Board appointments, including addressing the development needs of the individual Directors and the Board as a whole with a view to enhancing its overall effectiveness as a team;
- Leading the annual performance evaluation of the Board and its Committees, including ensuring that the balance of skills, experience, independence, knowledge, diversity, including gender, on the Board and the Board’s effectiveness are considered, and acting on the results by recognising the strengths and addressing the weaknesses of the Board and, where appropriate, proposing new members be appointed or seeking the resignation of existing Directors;

- Encouraging effective dialogue between the Company and its Shareholders and other stakeholders, ensuring that their views are communicated to the Board as a whole and facilitating the Board's understanding of Shareholders' and other stakeholders' concerns;
- Chairing Shareholder meetings;
- Sponsoring and promoting the highest standards of governance and ethical practices;
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- Representing the Company as and when necessary.

Role of the CEO

The CEO is responsible for the executive management of RB's business consistent with the strategy and commercial objectives agreed by the Board and subject to the limits of authority established by the Board. The CEO chairs the Executive Committee and, together with the CFO, certain Group functional heads and Area EVPs he appoints to the Committee, provides the day-to-day management of the Company. His responsibilities include:

- Formulating and proposing the strategic direction of the Company to the Board;
 - Effective development and implementation of strategy and commercial objectives agreed by the Board and reporting to the Board on progress in delivering strategic objectives;
 - Providing clear leadership in responsible business conduct across all areas of the Company's business;
 - Delegating the day-to-day management of the business of the Company to each of the Executive Committee Members, acting individually or as a group or sub-committee;
 - Managing the Company's affairs and resources on behalf of the Board, except for those reserved for decision by the Board;
 - Providing clear leadership, and to inspire and support the Company's employees in all areas of the Company's business, including the development of ideas, products and operations;
 - Ensuring the Company has appropriate organisational structures;
 - Meeting with the Chairman on a regular basis and keeping him informed of all important matters;
 - Providing advice on succession planning, making recommendations in particular on the role and capabilities required in respect of the appointment of Executive Committee Members and executive Directors;
 - Ensuring that there are appropriate processes in place to identify and manage risk;
 - Ensuring that there are procedures in place to ensure compliance with all relevant legislation and regulations, including timely and accurate disclosure of information in accordance with regulatory requirements;
 - Promoting and conducting the affairs of the Company with the highest standards of integrity, probity and corporate governance;
 - Ensuring that the Company meets its obligations in respect of corporate responsibility as defined by the Board;
 - Ensuring effective communication with Shareholders; and
 - Representing the Company and furthering its best interests with the business community, investors and analysts, the media, customers, suppliers and the public, ensuring that key relationships are fostered.
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