

"Good governance and a strong culture and values are integral to Reckitt's Purpose. We act responsibly and strive to do the right thing always. Our Board is committed to upholding the highest standards of governance to protect our shareholders and stakeholders' long-term interests and ensuring social and environmental obligations are fulfilled."

Chris Sinclair
Chair

CHAIR'S INTRODUCTION TO GOVERNANCE

Dear Shareholder,

On behalf of the Board, I am pleased to present Reckitt's Corporate Governance Report for the financial year ended 31 December 2021. The Board is responsible for the effective leadership of the Group and for promoting its long-term sustainable success, generating value for shareholders and contributing to wider society.

The Board provides leadership by setting the company's Purpose, strategy and values, monitoring culture and ensuring its alignment with the company's Purpose, strategy and values, and overseeing its implementation by management. All Directors must act with integrity, lead by example and promote the company's culture and values. The Board ensures there are appropriate processes in place to manage risk, including the company's risk appetite, and monitors the company's financial and operational performance against objectives.

Effective governance during the COVID-19 pandemic

I am pleased to report that the Group's governance framework operated effectively during 2021 in light of the continuing COVID-19 pandemic. Governance and risk management have been important areas of focus for the Board over the last few years. Through our Corporate Responsibility, Sustainability, Ethics and Compliance (CRSEC) Committee, we have broadened our approach to managing safety and compliance risk, which is discussed in more detail on page 144.

In addition, the impact of COVID-19 has reinforced a number of the UK Corporate Governance Code 2018 (the Code) principles and provisions – the importance of effective leadership, of the Group having a clear Purpose and strong values, and of these being cohesive with the Group's desired culture. Our response and decision-making throughout the COVID-19 pandemic has paid due consideration to the wellbeing and safety of our employees and our employees have adapted effectively and efficiently to new ways of working. The Board recognises the exceptional way Reckitt continues to rise to the challenge and is extremely proud of the enormous dedication and courage of our employees.

Board focus and oversight

In 2020 we launched our Rejuvenating Sustainable Growth strategy, including our new Purpose, Fight and Compass. Under the new strategy our business was split into three Global Business Units (GBUs); Hygiene, Health and Nutrition. One year on, Reckitt is emerging much stronger, as a more resilient and purposeful company. We have made significant progress in building the foundations for rejuvenating sustainable growth. Our key areas of Board focus during the year included: our response to COVID-19 and ensuring effective governance and risk processes were in place; developing our strategy and seeking new opportunities; building our new Reckitt brand, companioning stakeholder engagement and wellbeing; enhancing our culture through our Purpose, Fight and Compass; and progressing our diversity and inclusion agenda. Further details can be found on our Board activities throughout the year on pages 119 and 120.

Our approach to sustainability

During 2021, we launched our sustainability ambitions, for a Cleaner, Healthier World, which set out new ambitions to 2030, backed by an existing investment of more than £1 billion over the next ten years to ensure we meet our goals. Our ambitions align with Reckitt's Purpose and our strategy for sustainable growth and focus on three areas: Purpose-Led Brands,



Healthier Planet and Fairer Society. We began our sustainability agenda in 2012 and since then we have made significant progress, but as the world's social, health, and environmental needs have intensified so will the role we play as a business. We were delighted to be named as the official hygiene partner for the COP26 meeting in November 2021, enabling a safe event that supports a healthy future for the planet. Further details on our role and commitment at COP26 can be found on pages 20 to 21. In addition, we are forging new ways of working with like-minded partners to drive meaningful, sustainable change for example, we have started building partnerships with WWF and the Fair Rubber Association. More information on our partnerships and progress towards our sustainability ambitions can be found on pages 16 to 17.

Culture and values

Our culture and values define the way that Reckitt does business and this starts with our employees. We aim to create the space and opportunities to help our employees make a difference and do the right thing, always. During 2020 and 2021, Reckitt has played an important role in the global fight to stop the spread of COVID-19, which would have not been possible without the efforts of our diverse and talented employees across the world. Being diverse and inclusive is not an additional principle for us, it is integral to the way we think and act. It is our collective responsibility to build inclusion into everything we do, while ensuring we represent the people we are and the global community we serve. Our Code of Conduct reinforces our principles of business conduct and is communicated to all employees each year with mandatory training. Our values underpin our Code of Conduct and were further enhanced in early 2020 with our renewed Purpose, Fight and Compass. Our Global Code of Conduct sets out the level of conduct expected from all Reckitt employees, contractors, outsourced personnel and joint ventures as well as the Board of Directors, as accountable, ethical, and compliant owners of our Hygiene, Health and Nutrition GBUs. Further details on our culture and values can be found on pages 121 to 122.

Diversity and inclusion

The Board is committed to ensuring that Reckitt employees have the Freedom to Succeed, which starts with creating an inclusive environment where everyone feels able to participate and realise their full potential. In 2020, we established our Stronger Together sessions. During 2021, we continued to hold meaningful discussions, share inspiring stories, and are now putting what we've learnt into practice, with inclusion firmly at the heart of Reckitt. We have made a five-year commitment to invite Reckitt employees worldwide to attend Stronger Together conversations. These conversations provide a regular forum to discuss important issues relating to diversity and to inclusion. Since 2020, we are proud to have held ten virtual global Stronger Together events with over 4,000 attendees joining live each time. From race and ethnicity, to LGBTQ+ matters, and from driving gender balance, to confronting workplace exclusion, as well as recognising the steps for change, we're now charting a course for a more inclusive future at Reckitt.

At the end of 2020, we established our Global Inclusion Board, which is chaired by our Chief Executive Officer (CEO) and made up of senior leaders and sponsors of our Employee Resource Groups (ERGs). Together, they set and drive our inclusion agenda. Our Global Inclusion Board is accountable for strategic delivery, governance, monitoring, reporting and communication. Our inclusion strategy rests on six pillars. The work we're doing on the leadership, people and policy pillars helps ensure we are building an inclusive culture internally. Externally, our inclusive approach to

Reckitt, Thane Road, Nottingham, UK



Corporate Governance Report (Continued)

procurement, brands and partnerships aligns what we do with who we are. We also announced our aim of gender balance at all management levels by 2030. I am pleased to report that we were also ranked number three in the Consumer category of the FTSE 100 for board diversity, in the UK Consumer Diversity Index 2021.

UK Corporate Governance Code 2018 and section 172 reporting

The Board considers compliance with the Code of utmost importance. Any instances of non-compliance are only allowed through the authority of the Board if it can be shown that the spirit of the Code and good corporate governance within the company generally continues. This Governance report demonstrates how we have applied the principles and complied with the provisions of the Code during the year. Our statement of compliance with the Code can be found on page 107.

Effective engagement with our shareholders, our employees and wider stakeholders is of utmost importance to Reckitt's sustainable success. Under section 172 of the Companies Act 2006 (CA 2006), Directors must act in good faith and in a way that would be likely to promote the success of the company for the benefit of its shareholders. In its decision-making, the Board considers wider stakeholder interests. Our key stakeholders include our employees, shareholders, customers, consumers, partners, government, and industry associations, and the communities in which we operate. Throughout 2021, we remained committed to listening and engaging with our stakeholders on key areas of Reckitt's business. In May, the Board participated in a listening session held by external stakeholders involved and knowledgeable in the area of Nutrition, who provided a wide variety of perspectives on the topic of nutrition. The session was interactive and Board members were invited to ask questions to the stakeholders. Additionally, in October, the Board participated in a listening session held by external stakeholders on the topic of ecosystems, biodiversity and nature-based solutions. Details of our stakeholder engagement activities undertaken during the year can be found from page 50.

Board composition and succession planning

As part of the ongoing refreshment of the Board and following an extensive search and recruitment process to strengthen the knowledge and capabilities of the Board, in January 2021, we appointed Olivier Bohuon as a Non-Executive Director and as a member of the Remuneration Committee. Olivier has spent many years as a successful CEO of a large global company. He has deep experience in healthcare products and markets and his insights have been valuable to Board discussions during the year. In addition, we also announced during the year, certain changes to the composition of our Board Committees. In October, it was announced that Laxman Narasimhan, CEO had stepped down as a member of the Nomination Committee and that Elane Stock had stepped down as a member of the Remuneration Committee and had been appointed as a member of the Audit Committee. In February 2022, we were delighted to announce that Alan Stewart had joined the Board as a Non-Executive Director and member of the Remuneration Committee. Alan brings significant corporate finance and accounting experience from a variety of industries, as well as executive leadership experience within a listed company environment.

In December 2021, we announced that Rupert Bondy, General Counsel & Company Secretary would leave Reckitt at the end of February 2022. On behalf of the Board, I would like to thank Rupert for his outstanding contribution to the business over the last 5 years. Rupert has been material in guiding the transition of the Board, and supporting a number of major acquisitions and disposals. We wish him all the best in his future endeavours. In February 2022, Cathryn (Cathy) O'Rourke joined the company as General Counsel & Company Secretary and member of Group Executive Committee (GEC), following Rupert's resignation. Cathy joins with more than 20 years of professional expertise in running global legal and compliance teams, managing litigation and corporate transactions, overseeing financial reporting and disclosure as well as supporting Board governance.



Further details on the Board and GEC's succession plans, including the recruitment process and selection criteria, can be found in the Nomination Committee Report, commencing on pages 128 to 132. Biographies of the members of our Board and GEC can be found on pages 108 to 116.

Board performance review

The Board undertakes an annual review of its own and its Committees' performance and effectiveness. Last year, the Board performance review was facilitated by Lintstock Ltd, who have been engaged to conduct a three-year Board Development Programme. Following a similar format to 2020, for 2021 we conducted a performance review of the Board and Committee's facilitated by Lintstock Ltd. Details of this year's Board performance review, our progress against the outcomes from our 2020 Board performance review and action to be taken to address the 2021 feedback can be found on pages 126 to 127.

Annual General Meeting and shareholder voting

The Board views the Annual General Meeting (AGM) as a valuable opportunity to meet with its shareholders as well as an opportunity for shareholders to put questions to the Chair, the Chairs of the Committees and the Board. The safety of our shareholders, Directors, employees, and other stakeholders remains of utmost importance to us. In light of this and the continuing COVID-19 pandemic, in May 2021, our AGM was held as a closed meeting, with a virtual webcast which shareholders were able to view online. Shareholders and their proxies were able to vote in advance of the meeting. Questions were submitted in advance of the AGM or during the meeting in real time, enabling the Board to engage and interact directly with shareholders. At last year's AGM shareholders voted in favour of allowing us the flexibility to hold a hybrid AGM going forward, if deemed necessary. At the time of publication, we anticipate this year's AGM will be held as a physical meeting.

Conclusion

I am extremely proud of the Board and all our Reckitt employees for their continued commitment to creating value for our shareholders and for contributing to the good governance and stewardship of our business, on behalf of all our stakeholders.

Chris Sinclair

Chair
Reckitt Benckiser Group plc

13 April 2022

UK CORPORATE GOVERNANCE CODE 2018 STATEMENT OF COMPLIANCE

For the year ended 31 December 2021, the company complied with all the provisions of the Code which is available to view on the Financial Reporting Council's (FRC) website www.frc.org.uk, and the Disclosure Guidance and Transparency Rules requirements to provide a corporate governance statement.

In accordance with Section 4, Principle N, Provision 27 of the Code the Board considers that, taken as a whole, this Annual Report and Accounts is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position, performance, business model and strategy.

HOW WE COMPLY WITH THE CODE

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