



NOTICE OF ANNUAL GENERAL MEETING 2024

Reckitt Benckiser Group plc's
Annual General Meeting will be held at the
London Heathrow Marriott Hotel, Bath Road,
Hayes, UB3 5AN

Commencing at 2pm on
Thursday 2 May 2024

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

YOUR VOTE IS IMPORTANT: You are strongly encouraged to vote on all resolutions in advance of the AGM by appointing the Chair of the meeting as your proxy. A valid proxy appointment must be received by 2pm on Tuesday 30 April 2024. Further details on how shareholders can appoint a proxy are set out in this document.

CHAIR'S LETTER

Dear shareholder

I am pleased to invite you to our Annual General Meeting (AGM), which will be held on Thursday 2 May 2024 at 2pm at the London Heathrow Marriott Hotel, Bath Road, Hayes, Middlesex UB3 5AN. The AGM is a significant event in our corporate calendar which provides the Board with an opportunity to update you on the Group's performance and strategic priorities and listen and respond to your questions.

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

The Board and leadership

During 2023, our evolution as a company has been accompanied by a transition in our leadership. Nicandro Durante, who had been our Senior Independent Director, led our senior management team as CEO for most of 2023. I would like to sincerely thank Nicandro for his leadership over this period.

Nicandro helped us oversee the selection of a permanent CEO and a new CFO. The appointments of Kris Licht and Shannon Eisenhardt to these respective roles brings two highly talented and accomplished global leaders to the forefront of our Company, and I am confident they will shape an exciting next chapter for Reckitt. Kris brings considerable experience from within Reckitt to the role of CEO, which he assumed on 1 October. Shannon joined the business from NIKE Inc. in October and formally assumed the role of CFO in March 2024. Jeff Carr's contributions and commitment to our Company have been considerable and he departs with my thanks and very best wishes for his retirement. Pam Kirby will also be retiring at the AGM following nine years on the Board, during which she has also served as Chair of the CRSEC Committee and on the Audit Committee. My sincere thanks to Pam for her significant and longstanding contribution to the Board, its Committees and Reckitt's governance.

There are other changes to our Board as well. We welcome Marybeth Hays, who joined the Board as a Non-Executive Director on 1 February. A former Walmart senior executive, Marybeth brings more than 25 years of experience in retail, healthcare and consumer goods. We will also welcome Fiona Dawson to the Board as a Non-Executive Director and Chair Designate to the Remuneration Committee effective 1 June 2024. We thank Alan Stewart, who retires from the Board following this year's AGM.

In addition, I am preparing to step down from my position, having spent nine years on the Reckitt Board. During this time, we have built a highly talented and diverse Board, which will enjoy strong leadership under Sir Jeremy Darroch when he takes over as Chair after this AGM. Jeremy is an outstanding leader with considerable expertise and a proven track record of performance. I know Reckitt will succeed under his stewardship.

Biographical details for each of the Board members standing for election or re-election at the AGM can be found in Appendix 1 on pages 11 to 14 of this Notice.

Dividend

Your Board is recommending a final dividend of 115.9 pence per ordinary share for the year ended 31 December 2023. Shareholders are asked to approve the dividend, as recommended by the Board.

The Company operates a Dividend Reinvestment Plan (DRIP) through Computershare, our Registrars, and shareholders who elect for the DRIP will automatically receive shares for all future dividends. Shareholders who wish to join or cancel their participation in the DRIP must provide instructions to Computershare by 2 May 2024. Further details on the DRIP can be found on Computershare's website: www-uk.computershare.com/Investor.

Voting

Your votes are important to us and all shareholders are encouraged to vote either in advance or on the day. At the meeting, voting on all resolutions will be conducted by way of poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. If you will not be participating in the meeting in person you may vote by appointing a proxy in advance of the AGM, as further detailed in this Notice. Please note that completion and return of the proxy form will not preclude you from attending the AGM and voting in person.

Recommendation

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

Voting results

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

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

Yours sincerely

Chris Sinclair
Chair

21 March 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventeenth 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 2 May 2024 at 2pm to consider and, if thought fit, pass the resolutions set out below.

Resolutions 1 to 18 will be proposed as ordinary resolutions, and resolutions 19 to 22 will be proposed as special resolutions. Explanations of the resolutions can be found on pages 5 to 7 of this Notice.

Ordinary Resolutions

Annual Report and Financial Statements

1. To receive the Annual Report and Financial Statements for the year ended 31 December 2023.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 December 2023 as set out on pages 100 to 132 of the 2023 Annual Report and Financial Statements.

Final dividend

3. To declare a final dividend of 115.9 pence per ordinary share for the year ended 31 December 2023.

Re-election of directors.

4. To re-elect Andrew Bonfield as a Director.
5. To re-elect Olivier Bohuon as a Director.
6. To re-elect Margherita Della Valle as a Director.
7. To re-elect Mehmood Khan as a Director.
8. To re-elect Elane Stock as a Director.
9. To re-elect Mary Harris as a Director.
10. To re-elect Sir Jeremy Darroch as a Director.
11. To re-elect Tamara Ingram OBE as a Director.

Election of Directors

12. To elect Kris Licht as a Director.
13. To elect Shannon Eisenhardt as a Director.
14. To elect Marybeth Hays as a Director.

Re-appointment of Auditors

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

Auditor's remuneration

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

Political donations

17. In accordance with sections 366 and 367 of the Companies Act 2006 (the Act), to authorise, the Company and any companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company to:
 - a) make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
 - b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - c) incur political expenditure not exceeding £100,000 in total, during the period from the date of this resolution until the conclusion of next year's AGM (or, if earlier, until the close of business on 30 June 2025), 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, in substitution of all subsisting authorities, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares of the Company:
 - a) up to a nominal amount of £23,629,000 (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 £47,258,000 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i) to shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which it may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. This authority will expire at the conclusion of the

Notice of Annual General Meeting (Continued)

Company's AGM to be held in 2025 or, the close of business on 30 June 2025, whichever is the earlier, provided that the Directors shall be entitled to make such offers and enter into agreements that would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of the authority, and the Company may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

Special Resolutions

Disapplication of pre-emption rights

19. THAT, in substitution for all existing authorities and subject to the passing of Resolution 18, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited:

- a) to allotments for rights issues and other pre-emptive issues; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,544,000;

such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 30 June 2025, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional disapplication of pre-emption rights

20. THAT, subject to the passing of Resolution 18, the Directors be authorised, in addition to any authority granted under Resolution 19, 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 £3,544,000; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice;

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, on 30 June 2025, 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

21. 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 70,880,000 ordinary shares, representing less than 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 15 March 2024, being the latest practicable date prior to the publication of this Notice;
- b) the maximum price (exclusive of expenses) at which ordinary shares may be purchased is an amount equal to the higher of:
 - i) 5% above the average market value of ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days preceding the date of purchase; and
 - ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- c) the minimum price (exclusive of expenses) at which ordinary shares may be purchased is 10 pence per ordinary share,

such authority to expire on the earlier of 30 June 2025 or on the date of the AGM of the Company in 2025, save that the Company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchase will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

Notice of General Meetings

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

By Order of the Board

Catheryn O'Rourke
Company Secretary

21 March 2024

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

EXPLANATORY NOTES

Resolutions 1 to 18 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 19 to 22 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Financial Statements

The Directors are required under the Act to present the reports of the Directors and the audited accounts of the Company for each financial year to shareholders at a general meeting. Shareholders are asked to receive the reports of the Directors and the Auditor, the Strategic Report, and the Financial Statements for the year ended 31 December 2023.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report sets out the pay and benefits received by each of the Directors for the year. The Company is required to seek shareholders' approval in respect of the contents of this report. In line with legislation, this vote is advisory. The Directors' Remuneration Report can be found on pages 100 to 132 of the 2023 Annual Report.

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 2022 and is set out on pages 160 to 167 of the 2021 Annual Report. No changes are proposed to the Remuneration Policy at this year's AGM.

Resolution 3 – Final dividend

Resolution 3 seeks shareholders' approval for the final dividend of 115.9 pence per ordinary share, which is recommended by the Directors for the year ended 31 December 2023. An interim dividend of 76.6 pence per ordinary share was paid on 15 September 2023, bringing the total dividend for 2023 to 192.5 pence per ordinary share. If approved at the AGM, the final dividend will be paid on 24 May 2024 to shareholders on the Register of Members by close of business on 12 April 2024.

The Company also operates a Dividend Reinvestment Plan (DRIP). Shareholders who elect for the DRIP will automatically receive shares for all future dividends. The last date for receipt of elections for the DRIP will be 2 May 2024.

Resolutions 4 to 14 inclusive – Re-election and election of Directors

In accordance with the UK Corporate Governance Code, all existing Directors will stand for election or re-election at the AGM, with the exception of Chris Sinclair, Pam Kirby and Alan Stewart who have each already notified their intention not to stand for re-election at the AGM, Chris and Pam having reached the end of their nine-year term.

To ensure continuity in relation to the Remuneration Committee until the conclusion of the 2025 AGM, when Fiona Dawson will take on the role of Remuneration Committee Chair, Mary Harris, former Chair of the Remuneration Committee and the current Designated Non-Executive Director for Engagement with the Company's Workforce, will be reappointed as Chair of the Remuneration Committee for a fixed term, following the conclusion of this year's AGM until the next AGM in May 2025. Although Mary has now served nine years as a Non-Executive Director of the Company, the Board unanimously agreed that Mary is uniquely positioned to undertake the role of Remuneration Committee Chair during this interim period due to her extensive knowledge of the business, her in-depth understanding of investor and other stakeholder expectations and previous Remuneration Committee Chair experience. Mary is also considered to continue to retain an independence of mind and to be an effective and value contributor to the Board.

The Board is satisfied that it continues to maintain an appropriate balance of skills, experience and knowledge. Following a process of formal performance evaluation, the Board has concluded that each Director standing for election or re-election makes an effective and valuable contribution to the Board and demonstrates commitment to the role, and that there are no circumstances likely to impair any individual Non-Executive Director's independence or judgment, and hence the Board is recommending each Director's election or re-election.

Biographical details of the Directors seeking election or re-election, including an explanation of 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 14.

Resolution 15 – Re-appointment of Auditor

The Auditor of the Company is subject to re-appointment at each AGM where the accounts are presented. On the recommendation of the Audit Committee, the Board proposes that KPMG LLP be re-appointed Auditor to the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts will be presented before shareholders.

Explanatory Notes (Continued)

Resolution 16 – Auditor's remuneration

The Directors may set the remuneration of the Auditor if authorised to do so by the shareholders. Under the Competition and Markets Authority's Statutory Audit Service Order, the Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. This resolution seeks authority for the Audit Committee to set Auditor remuneration for the 2024 financial year.

Resolution 17 – Political donations

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 cover activities including, for example, sponsorship, subscriptions, paid leave for employees fulfilling certain public duties and/or bodies concerned with policy review and law reform or with the representation of the business community which may be in the Company's or its UK subsidiaries' interest to support.

In order to allow such activities to continue and avoid inadvertently contravening the Act, the Company considers that the authority sought under this resolution to allow it or its UK subsidiaries to incur this type of expenditure up to a total aggregate limit of £100,000 is advisable. This authority is sought for the duration of a year until the next general meeting. In addition, we refer to our Global Responsible Advocacy Policy and the importance we place on our employees and contractors conducting any advocacy activity in a transparent, ethical and responsible way, and consistent with our Code of Conduct and other policies.

No political donations or expenditure of the type requiring disclosure under the Act were made in the year ended 31 December 2023 nor are any contemplated but (on a precautionary basis) the Directors believe it is appropriate to request this authority.

Resolution 18 – Authority to allot shares

This resolution seeks to renew the Directors' authority to allot shares.

Under the Act, the Directors may not allot shares unless authorised to do so by the shareholders in a general meeting. If passed, paragraph (a) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £23,629,000. This amount represents 236,290,000 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 2024, being the latest practicable date prior to publication of this Notice.

In accordance with the Investment Association Share Capital Management Guidelines issued in February 2023 (the Guidelines) on directors' authority to allot shares, paragraph (b) of this resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to £47,258,000 (representing 472,580,000 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 2024, 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 2025 or conclusion of the AGM of the Company to be held in 2025.

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 2024, being the latest practicable date before publication of this Notice, the Company held 27,645,021 ordinary shares in treasury, which represents 3.89% of the Company's issued ordinary share capital (excluding treasury shares).

Resolutions 19 and 20 – Disapplication of pre-emption rights

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

At last year's AGM, a special resolution was passed providing the Directors with authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. Resolution 19 proposes that this authority be renewed. If approved, the resolution will authorise the Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £3,544,000, which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. This aggregate nominal amount represents 35,440,000 ordinary shares, being approximately 5% of the ordinary share capital of the Company in issue as at 15 March 2024, the latest practicable date before the publication of this Notice.

The Directors do not intend to issue more than 7.5% of the total issued ordinary share capital of the Company for cash on a non pre-emptive basis in any rolling three year period, other than in connection with an acquisition or specified capital investment as described in the Statement of Principles published by the Pre-emption Group (the Statement of Principles) without prior consultation with the relevant investor groups.

The purpose of Resolution 20 is to seek authority for the Directors to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash for a further aggregate nominal value of £3,544,000 ordinary shares, being approximately 5% of the Company's issued ordinary share capital as at 15 March 2024 (being the latest practicable date prior to the publication of this Notice), without first being required to offer such securities to existing shareholders, provided that this authority will only be used for the purposes of:

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

which is announced contemporaneously with the issue or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. The Statement of Principles define 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the

Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

The maximum nominal value of equity securities which could be allotted if both authorities were used would be £7,088,000, which represents approximately 10% of the issued share capital of the Company (excluding shares held in treasury), as at 15 March 2024 (being the latest practicable date prior to publication of this Notice).

The Directors do not have any present intention to exercise the disapplication authority, however, the Directors consider it is appropriate for them to seek the flexibility that the authority provides and that the authority sought in Resolutions 19 and 20 is in the best interests of the Company.

The authorities would, unless previously renewed, revoked or varied by shareholders, expire at the conclusion of the AGM of the Company to be held in 2025 or on 30 June 2025, if earlier.

Resolution 21 – Purchase of own shares

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

On 25 October 2023, the Company announced, consistent with its capital allocation framework, a £1 billion share buyback programme to be carried out over 12 months (the Programme). On 30 October 2023, the Company announced the commencement of the first tranche of that Programme to return up to £250 million to shareholders, and which completed on 30 January 2024. On 20 December 2023, the Company announced the second tranche of the Programme to return a further up to £250 million to shareholders, and which commenced on 1 February 2024.

During the financial year ended 31 December 2023, the Company purchased in aggregate 3,782,835 ordinary shares of 10 pence each and subsequently transferred them to treasury. The total cost of the shares purchased during the financial year ended 31 December 2023 was £207 million. A further 4,303,628 ordinary shares have been purchased between 1 January and 15 March 2024, being the latest practicable date prior to the date of this Notice, at a total cost of £233 million excluding transaction costs. As at 15 March 2024 there are 27,645,021 ordinary shares held in treasury (representing 3.89% of the issued ordinary shares) for the purposes of satisfying the Company's obligations under employee equity incentive schemes. Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights. Further details of treasury shares and the share buyback programme are set out on page 134 of the 2023 Annual Report. Any ordinary shares purchased by the Company pursuant to this authority would be held as treasury shares or cancelled. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority, reflecting the requirements of the Listing Rules.

The total number of warrants and options to subscribe for ordinary shares outstanding as at 15 March 2024 was 22,141,113 (representing approximately 3.12% 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 2024 would, assuming no further ordinary shares are issued after that date, represent 3.47% of the issued ordinary share capital, excluding shares held in treasury.

Resolution 22 – Calling of general meetings on 14 days' notice

Resolution 22 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 2025, when it is expected that a similar resolution will be proposed.

NOTES TO THE NOTICE OF AGM

Appointment of Proxies

1. Shareholders can vote ahead of the AGM by registering a proxy appointment. We ask, and strongly encourage, all shareholders to utilise the option to vote by proxy in advance of the AGM and to do so online by visiting www.investorcentre.co.uk/eproxy.
2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Reckitt shareholder helpline on telephone number 0370 703 0118 or www.computershare.co.uk/contactus. In accordance with section 333A of the Act, a shareholder may appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy.
3. To access the service, you will need the Control Number, your Shareholder Reference Number (SRN) and Personal Identification Number (PIN) that appears on your proxy form or by visiting the mobile site via the Quick Response Code. These are shown on the proxy form or the email notification of this Notice (if we communicate with you electronically). Alternatively, complete the enclosed proxy form, in accordance with the instructions printed thereon, and return it to our Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ using the pre-paid envelope provided.
4. Proxy appointments, by whichever method you choose, must be received so as to arrive no later than 2pm on Tuesday, 30 April 2024.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. This platform allows for electronic registration and we are encouraging our institutional shareholders to use this option ahead of the AGM by visiting www.proxymity.io. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2pm on Tuesday, 30 April 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar in each case no later than 2pm on Tuesday, 30 April 2024. CREST, internet voting and the use of the Proxymity platform are the only acceptable electronic forms of receiving proxy information.
7. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
8. The proxy form must be signed and dated by the shareholder or their attorney duly authorised in writing. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holdings, any one holder may sign the proxy form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding (the first-named being the most senior).
10. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 17 and 18 below) will not prevent a shareholder attending the AGM and voting in person if they wish to do so. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.
11. As soon as practicable following the meeting, the results of the voting will be announced via the Regulatory Information Service and also placed on the Company's website.

Nominated Persons

12. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
13. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Voting record date

14. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by Tuesday 30 April 2024 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Total Voting Rights

15. As at 15 March 2024 (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, 27,645,021 of which were held as treasury shares. Therefore, the total voting rights in the Company as at 15 March 2024 are 708,890,158.

Appointment of proxies through CREST

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

Corporate Representatives

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

Audit concerns

21. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
- 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.
22. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or section 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Inspection of Documents

23. The following documents will be available for inspection at the Company's registered office at 103-105 Bath Road, Slough, Berkshire, SL1 3UH during normal business hours on any weekday (excluding public holidays) from the date of this Notice until the date of the AGM, and will also be available for a period of 15 minutes prior to the AGM and during the meeting:
- 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.
24. If you wish to receive electronic copies of the documents, please contact the Company Secretariat by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or e-mail companysecretary@reckitt.com.

Published Information

25. If you would like to receive this Notice and/or a copy of the 2023 Annual Report and Financial Statements in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire, SL1 3UH or e-mail companysecretary@reckitt.com.
26. The Company's 2023 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.

Notes to the Notice of AGM (Continued)

Questions

27. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if to do so would interfere unduly with the preparation for the meeting, or involve the disclosure of confidential information, if the answer has already been given on a website in the form of an answer to a question, or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
28. Shareholders who wish to ask a question may also submit their questions in advance of the AGM. If you have any such questions, please send them either by post to the Company Secretary, Reckitt Benckiser Group plc, 103-105 Bath Road, Slough, Berkshire SL1 3UH or by email to companysecretary@reckitt.com to be received no later than 25 April 2024, the fifth business day preceding the date of the AGM. Please ensure that your shareholder details are included with your communication. We will endeavour to answer a representative selection of any questions received in advance of the AGM. Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend, vote and speak at the AGM.

Data Protection Statement

29. Your personal data includes all data the Company holds which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found at www.reckitt.com/privacy-policy.

General queries

30. Except as provided above, shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- calling our shareholder helpline on telephone number 0370 703 0118;
 - contacting our Registrar at www.computershare.co.uk/contactus
 - writing to
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ
31. You may not use any electronic address provided either in this Notice or any related documents (including the Chair's Letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Shareholders' right to give notice of a resolution

32. Shareholders meeting the threshold requirements under sections 338 and 338A of the Act have the right to require the Company: (i) to give shareholders (entitled to receive notice of the AGM) notice of a resolution which may properly be proposed and is intended to be proposed at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be proposed or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective; (b) it is defamatory of any person; (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company by 20 March 2024, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Physical participation

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

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

The venue has good disabled access. Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any questions regarding attendance at the AGM, please contact the Company Secretariat, by emailing companysecretary@reckitt.com.

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

Car parking is available on site. Your vehicle registration will need to be provided on arrival at the venue.

APPENDIX 1 – DIRECTORS' BIOGRAPHIES



Kris Licht (47)
Chief Executive Officer



Sir Jeremy Darroch (61)
Senior Independent Director



Shannon Eisenhardt (49)
Chief Financial Officer Designate

Nationality Danish

Appointment

Appointed as CEO Designate on 1 May 2023, an Executive Director on 1 June 2023 and became CEO on 1 October 2023.

Skills and competencies

Kris has strong leadership and transformation experience with a proven track record in delivering growth and driving performance. He has in-depth knowledge of the consumer goods sector. Kris joined Reckitt in November 2019 as Chief Transformation Officer and in July 2020 became President Health and Chief Customer Officer. Prior to Reckitt, he has held a number of senior strategic and operational positions at PepsiCo and was a Partner at McKinsey & Company working in the consumer, health and retail practices.

Current external appointments

Board member of the Consumer Brands Association

Nationality British

Appointment

Appointed as Senior Independent Director and a member of the Remuneration and Nomination Committees in November 2022. Sir Jeremy will become Chair of the Board following the Company's AGM in May 2024.

Skills and competencies

Jeremy is an outstanding leader with considerable expertise in the consumer retail environment. He has a proven track record of driving business performance and a unique insight into what motivates consumers. He is the former Executive Chairman and Group CEO of Sky and prior to that was Group Finance Director of DSG International plc. He has also held board positions with Burberry Group plc and Marks and Spencer Group plc.

Current external appointments

Director of The Walt Disney Company
Chair, National Oceanography Centre
WWF Ambassador
Non-Executive Director of Ahren Acquisition Corp

Nationality American

Appointment

Appointed as CFO Designate on 17 October 2023 and will become CFO in March 2024.

Skills and competencies

Shannon brings extensive experience across the consumer and retail sectors, having worked with some of the most globally recognised brands. Shannon held multiple senior management roles at NIKE, Inc., including as CFO of the NIKE Consumer, Marketplace and Brand segment. Prior to that, Shannon had spent almost two decades at Procter & Gamble in a range of finance roles. Shannon is a proven strategic and operational leader with a track record of building highly successful teams and delivering strong and consistent performance.

Current external appointments

None

Committee Key

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

Appendix 1 – Directors' Biographies (Continued)



Andrew Bonfield (61)
Non-Executive Director



Nationality British

Appointment

Appointed as a Non-Executive Director in July 2018 and as Chair of the Audit Committee in January 2019. Andrew will become Senior Independent Director following the Company's AGM in May 2024.

Skills and competencies

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

Current external appointments

CFO of Caterpillar Inc.



Olivier Bohuon (65)
Non-Executive Director



Nationality French

Appointment

Appointed as a Non-Executive Director in January 2021.

Skills and competencies

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. He was the CEO of Smith & Nephew plc and of healthcare, cosmetology and pharmaceutical company Laboratoires Pierre Fabre, and Corporate Executive Vice President of Abbott Laboratories and President of their pharmaceutical products division.

Current external appointments

Chairman of Majorelle

External Director of Takeda Pharmaceutical Company Limited

Co-Founder and Board member of AlgoTherapeutix SAS



Margherita Della Valle (58)
Non-Executive Director



Nationality Italian/British

Appointment

Appointed as a Non-Executive Director in July 2020.

Skills and competencies

Margherita has extensive experience of financial markets and digital technologies. She is an experienced leader in business in both developed and developing markets. Margherita is CEO of Vodafone Group plc and prior to that held numerous senior finance roles within the business including as CFO. These skills, together with her strong leadership background, are valuable to the Board and her membership of the Audit Committee.

Current external appointments

CEO of Vodafone Group Plc

Committee Key

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



Mary Harris (57) (R)
Designated Non-Executive Director for
Engagement with Company's Workforce

Nationality British/Dutch

Appointment

Appointed as a Non-Executive Director in February 2015. Mary was Chair of the Remuneration Committee from November 2017 to May 2022, and will resume that role following the Company's AGM in 2024. Mary has been the Designated NED for Engagement with the Company's Workforce since July 2019.

Skills and competencies

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 an international and consumer focus. Her previous experience in other Non-Executive Director roles, and as Chair of other Remuneration Committees, is invaluable to the Board and the Remuneration Committee.

Current external appointments

Non-Executive Director of Coca-Cola Europacific Partners plc

Supervisory Director of HAL Holding N.V.



Tamara Ingram, OBE (61) (A)
Non-Executive Director

Nationality British

Appointment

Appointed as a Non-Executive Director in February 2023.

Skills and competencies

Tamara has had an extensive career in advertising, marketing and digital communications and has a deep understanding of consumer brands and digital strategy. She was Global Chair of Wunderman Thompson and also held various leadership roles at WPP plc. She also served as CEO of McCann Worldgroup and Saatchi & Saatchi in London.

Current external appointments

Non-Executive Director of Marks and Spencer Group plc

Non-Executive Director of Intertek Group plc

Non-Executive Director of Marsh & McLennan Companies, Inc.



Mehmood Khan (65) (C)
Non-Executive Director

Nationality American/British

Appointment

Appointed as a Non-Executive Director in July 2018.

Skills and competencies

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

Executive Chairman of Life Biosciences Inc.

Chairman of VCAT, US National Institute of Standards and Technology

Committee Key

- Chair
- (R) Remuneration
- (N) Nomination
- (A) Audit
- (C) Corporate Responsibility, Sustainability, Ethics and Compliance

Appendix 1 – Directors' Biographies (Continued)



Elane Stock (59)
Non-Executive Director



Marybeth Hays (55)
Non-Executive Director

Nationality American

Appointment

Appointed as a Non-Executive Director in September 2018.

Skills and competencies

Elane has held various senior leadership positions including CEO of ServiceMaster Brands, Group President at Kimberly-Clark International and Kimberly-Clark Professional and as a director and member of the Audit Committee of Yum Brands! and Equifax. Elane brings great sector-relevant experience and insight of consumer goods products to the Board, particularly in personal care and wellness. She also brings key knowledge of emerging markets and the changing channels of trade and consumer preferences.

Current external appointments

None

Nationality American

Appointment

Appointed as a Non-Executive Director in February 2024.

Skills and competencies

Marybeth has over 25 years of experience in the retail, healthcare and consumer goods sectors. She has held various senior roles at Walmart, including as Executive Vice President of Consumables and Health & Wellness for Walmart U.S. and as Chief Merchandising, Marketing and Supply Chain Officer for Walmart China. Marybeth was previously Vice President of Marketing at HanesBrands, Inc.

Current external appointments

Director and member of Audit Committee of JOANN Stores, Inc.

Board member of Decowraps and Leapfrog Brands

Committee Key

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

