



GLAXOSMITHKLINE CONSUMER HEALTHCARE PAKISTAN LIMITED

Human Resource and Remuneration Committee

Terms of Reference

1. Comprising of at least 3 members; consisting of mainly Non-Executive Directors, including one Independent Director;
 - a. CEO can be a member, but not the Chairman of this committee. The CEO cannot participate in the proceedings of the committee on matters related directly to his performance and compensation.
2. Recommend HR Management Policies to the Board
3. Recommend to the Board for consideration and approval of a policy framework for determination of remuneration of Directors (both executive and non-executive directors and members of senior management).
4. Recommend selection, evaluation, development, compensation (including retirement benefits) and succession planning of the CEO, COO, CFO, Company Secretary and Head of Internal Audit.
5. Consider and approve recommendations of CEO on matters related to key management positions who report directly to CEO or COO.
6. To approve and ensure dissemination of Company's Code of Conduct across the company.
7. Undertake annually a formal process of evaluation of performance of the Board as a whole and its committees.