

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Role

The Remuneration Committee (the “Committee”) is a committee of the Board of Haleon plc (the “Board”) from which it derives its authority and to which it reports on a regular basis.

The role of the Committee is to set the broad structure for the Haleon plc (the “Company”) remuneration policy and to determine the remuneration of the Chair of the Board, the Executive Directors, members of the senior management team (“Senior Management”) (being the Executive Leadership Team), the Company Secretary and such other senior executives as required. It is also charged with reviewing workforce remuneration and related policies and the alignment of incentives and rewards with the Company’s culture.

2 Membership

- (a) The Committee shall comprise at least three independent Non-Executive Directors of the Company, in accordance with the provisions of the UK Corporate Governance Code. The Chair of the Board may also serve on the Committee as an additional member (but not as the Committee Chair) if they were considered independent on appointment as Chair.
- (b) The Board shall appoint the Committee Chair who should be an independent Non-Executive Director and who should have served on a remuneration committee for at least 12 months. In the absence of the Committee Chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair meetings of the Committee.
- (c) Appointments to the Committee are made by the Board on the recommendation of the Nomination & Governance Committee in consultation with the Chair of the Committee.
- (d) Only members of the Committee have the right to attend Committee meetings. The Chair of the Board, the Chief Executive, the Chief HR Officer, Head of Reward, external advisors and others, as appropriate, may attend meetings at the invitation of the Committee, except when issues regarding their own remuneration are discussed.

3. Quorum

The quorum of the Committee will be two members.

4. Secretary

The Company Secretary, or their nominee, shall act as the secretary of the Committee (the “Secretary”) and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

5. Meetings

- (a) The Committee shall meet at least four times a year and otherwise as required. Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of its members.
- (b) The Secretary shall minute the proceedings and decisions of all Committee meetings. Once approved, minutes will be available to all Board directors as appropriate, taking into account any conflicts of interest which may exist.

6. Engagement with Shareholders

The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

7. Responsibilities

The Committee shall:

- (a) Recommend the remuneration principles for the Executive Directors to the Board, determine and propose to the Board a Directors' Remuneration Policy (the 'policy') for adoption by shareholders in accordance with the Principles and Provisions of the UK Corporate Governance Code.
- (b) Set and approve the terms of engagement, remuneration, benefits and termination of employment of the Chair of the Board, Executive Directors, Senior Management and the Company Secretary and such other executives as required, The Committee shall ensure that no Director or Senior Manager is involved in any decisions as to their own remuneration outcomes.
- (c) The remuneration of the Non-Executive Directors shall be a matter for decision by the Board (on the recommendation of the Chair of the Board and the Chief Executive) within the limits set by the Company's Articles of Association.
- (d) Joining and leaving arrangements for senior colleagues below those roles under the authority of the Committee shall be a matter for the Chief Executive and Chief HR Officer or their nominee in line with the principles outlined in the Remuneration Policy. This will include any and all cash payments to be made, together with treatment of buyout arrangements and, on leaving, share schemes.
- (e) Design remuneration policies and practices that support the Company's strategy and promote its long-term sustainable success. Remuneration policies and practices should be aligned to the Company purpose, values and the successful delivery of the Company's long-term strategy, be aligned to the principles that guide the remuneration of the broader workforce and related policies across the Company, and support alignment with long-term shareholder interests.
- (f) Ensure that all performance-related elements of Executive Director and Senior Management remuneration have performance conditions that are transparent, stretching and rigorously applied; form a significant proportion of the total remuneration package; are designed to align Executive Director and Senior Management's interests with those of shareholders, and enable the use of discretion over outcomes and the recovery and/or withholding of awards in circumstances where the Committee deems this to be appropriate.
- (g) Review the design of all share incentive plans for approval by the Board and, where required, shareholders. For any such plans, determine each year whether awards will be made and, if so, the overall amount of such awards, the individual awards for Executive Directors and Senior Managers and the performance targets to be used.
- (h) Develop a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares.
- (i) Review overarching workforce remuneration and key related policies and the alignment of incentives and rewards with the Company's culture and take these into account when

determining the policy for executive remuneration. Review any major changes in employee benefit structures. The Committee shall feedback to the Board on workforce remuneration policies, conditions and incentives and how the Company's policies and practices are aligned with its culture and strategy.

- (j) Review the ongoing appropriateness and relevance of the remuneration policy, taking into account relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance, requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to Company's purpose, values and strategy.
- (k) Establish the selection criteria and select, appoint and set the terms of reference for any remuneration consultants who advise the Committee.
- (l) Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

8. Reporting

The Committee shall:

- (a) report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken;
- (b) make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary;
- (c) produce a report to be included in the Company's annual report describing the work of the Committee in line with the requirements of the UK Corporate Governance Code; and
- (d) ensure that provisions regarding disclosure of information as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the UK Corporate Governance Code are fulfilled, and that a report on the Directors' remuneration policy and practices is included in the Company's annual report and put to shareholders for approval at the annual general meeting as necessary.
- (e) If the Committee has appointed remuneration consultants, the consultants should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

9. Other matters

The Committee shall:

- (a) Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the FCA's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook, the applicable listing standard of any US national securities exchange on which the Company's securities are listed and any other applicable rules or guidance, as appropriate.
- (b) Ensure periodic reviews of its own performance and at least annually, and as required in response to any changes in regulation, regulatory guidance and developing best practice, review its constitution and terms of reference to ensure it is operating at maximum

effectiveness and recommend any changes it considers necessary to the Board for approval.

(c) Ensure appropriate training for its members, both in the form of an induction programme for new members and on an ongoing basis as discussed with the Committee.

(d) The Committee is authorised to:

- commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company and to take external legal or professional advice as necessary at the Company's expense, including from the Company's external auditor, brokers and legal advisers;
- have access to sufficient resource and such information as it may require from any director, officer or employee of the company in order to perform its duties; and
- delegate any of its powers to one or more of its members, the Company Secretary, a sub-committee or such other body as the Committee deems appropriate.
- oversee any investigation of activities which are within its terms of reference.

Approved by the Board on:	23.05.2022
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