

GlaxoSmithKline LLC

Unanimous Consent of Managers

June 28, 2012

Pursuant to the limited liability company agreement of GlaxoSmithKline LLC (the "Company") and Section 18-204 of the Limited Liability Company Act of the State of Delaware, the undersigned, being all the members of the Board of Managers of the Company, hereby consent to the following actions and direct that this written record thereof be filed with the Secretary of the Company.

WHEREAS, the federal government has been conducting three separate investigations into the Company's conduct (collectively, the "Investigations"): (1) an investigation into the Company's sales and marketing practices that was begun by the U.S. Attorney's office of Colorado in 2004 and later taken over by the U.S. Attorney's Office of Massachusetts; (2) the U.S. Department of Justice's investigation of possible inappropriate use of the nominal price exception under the Medicaid Rebate Program; and (3) the Department of Justice's investigation of the development and marketing of Avandia;

WHEREAS, the Board has consulted with legal counsel in connection with the Investigations;

WHEREAS, the Company's legal counsel has been negotiating a resolution of the Investigations;

WHEREAS, the Company's legal counsel has reported to the Board the terms and conditions of a proposed resolution of the Investigations;

WHEREAS, the Board has reviewed the Information and Plea Agreement related to the Investigations;

WHEREAS, the Board has reviewed and been advised of the contents of the proposed Federal Settlement Agreements, Corporate Integrity Agreement ("CIA"), and State Settlement Agreements (collectively, the "Settlement Agreements") related to the Investigations; and

WHEREAS, the Board acknowledges that the Plea Agreement, CIA, and Settlement Agreements fully set forth the Company's agreement with the United States and the States and that no additional promises or representations have been made to the Company by any officials of the United States or the States in connection with the disposition of the Investigations, other than those set forth in these documents.

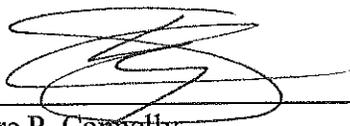
NOW, THEREFORE, in consideration of the premises and such other facts and circumstances as determined relevant or otherwise appropriate to consider in acting on the matter, be it:

RESOLVED, that the Company is hereby authorized and directed to enter into the Plea Agreement, CIA, and Settlement Agreements;

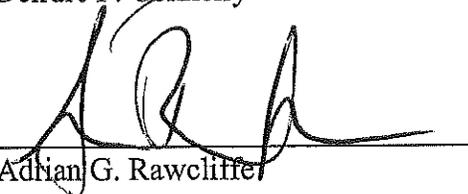
FURTHER RESOLVED, that the Company is authorized and directed to plead guilty to the charges specified in the Criminal Information;

FURTHER RESOLVED, that Officers of the Company, or their duly authorized representatives or attorneys, are hereby authorized and directed to take all actions and deliver any agreements, certificates and documents and instruments with respect to or contemplated by the matters set forth above, including, without limitation, the payment of all amounts, fees, costs and other expenses, necessary or appropriate to effectuate the purpose and intent of the foregoing resolutions and to effectuate and implement the resolutions contemplated hereby; and

FURTHER RESOLVED, that any actions taken by the Officers of the Company, or their duly authorized representatives or attorneys, prior to the adoption of this resolution, that are within the authority conferred hereby, are fully ratified, confirmed and approved as the acts and deeds of the Company.

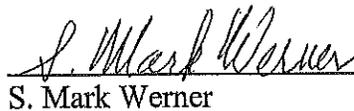


Deirdre P. Connelly



Adrian G. Rawcliffe

Daniel J. Phelan

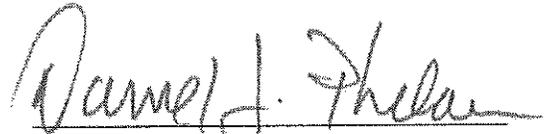


S. Mark Werner

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