

Notice of AGM

Notice of Annual General Meeting 2012 and Shareholders' Circular



Letter from the Chairman

This document is important and requires your immediate attention.

If you are in any doubt about its contents or what action you should take, you should consult your Independent Financial Adviser. If you have sold or transferred all of your AstraZeneca ordinary shares you should send this document and the related documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Dear Shareholder

This letter is sent on behalf of the board of Directors (the Board) of AstraZeneca PLC (the Company) and is to be read in conjunction with various documents concerning your shareholding in the Company. These documents are:

- 1 A Shareholders' Circular incorporating the formal Notice of the Annual General Meeting of the Company to be held on Thursday 26 April 2012 (AGM); and
- 2 A Proxy Form and Attendance Card for the AGM.

The meeting place for the AGM will be the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP and the AGM will commence at 2.30 pm (BST).

The business to be conducted at the AGM is summarised below.

Items 1 – 4: Accounts, Dividend, Re-appointment of Auditor and Authority to agree the remuneration of the Auditor

The purpose of these resolutions is:

- > To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2011. This can be found in the Annual Report and Form 20-F Information 2011 (Annual Report), which is available on our website, astrazeneca.com, or by request from the Company.
- > To confirm the first interim dividend of US\$0.85 (51.9 pence, SEK 5.33) per ordinary share and to confirm, as the final dividend for 2011, the second interim dividend of US\$1.95 (123.6 pence, SEK 13.21) per ordinary share.
- > To re-appoint KPMG Audit Plc, London as Auditor of the Company.
- > To authorise the Directors to agree the remuneration of the Auditor.

Item 5: Election or re-election of Directors

At the AGM, as usual and in accordance with the Company's Articles of Association, all of the Directors are retiring. The biographical details of each Director presenting himself or herself for election or re-election are set out in the Notice of AGM and Shareholders' Circular.

Michele Hooper intends to retire from the Board at the close of the AGM after nearly nine years' service as a Non-Executive Director and will not present herself for re-election. On behalf of the Board, I would like to express my gratitude for her distinguished contribution to its work and her dedicated service as Chairman of the Audit Committee and senior independent Director. With effect from the conclusion of the AGM and subject to re-election by shareholders, John Varley will take over as senior independent Non-Executive Director and Rudy Markham will become Chairman of the Audit Committee and a member of the Nomination and Governance Committee.

Leif Johansson will be proposed to shareholders for election as a Non-Executive Director at the AGM. It is the Board's intention that he will be appointed Non-Executive Chairman of the Board with effect from 1 September 2012. On that date, I intend to retire from the Board as Chairman and as a Director. Leif is an outstanding businessman with a first-class track record leading multinational companies, as well as previous experience of the pharmaceutical industry. In addition, Graham Chipchase and Geneviève Berger will

be proposed to shareholders for election as Non-Executive Directors at the AGM. They will bring respectively in-depth financial and scientific expertise, as well as significant international business experience. It is planned that, with effect from the conclusion of the AGM and subject to election by shareholders, Leif Johansson will join the Nomination and Governance Committee; Graham Chipchase will join the Audit Committee; and Geneviève Berger will become a member of the Science Committee.

In December 2011, the Board considered the independence of the current Non-Executive Directors under the UK Corporate Governance Code (the Code). The Board has also considered the independence of the three proposed Non-Executive Directors under the Code. As Chairman, I met the independence criteria prescribed in the Code upon my appointment. Under the Code, it is not considered appropriate to repeat this test after my appointment.

The Board concluded that, with the exception of Marcus Wallenberg, all of the current and proposed Non-Executive Directors presenting themselves for election or re-election are independent in character and judgement and that there are no relationships or circumstances likely to affect his or her character or judgement. In January 2012, the Board completed the annual evaluation of its performance and that of its Committees and individual Directors. The Board concluded that each Director continues to make effective and valuable contributions to the Board and to demonstrate commitment to the role. More information about these matters and how the Board operates can be found in the Corporate Governance Report in the Annual Report, which is available on our website, astrazeneca.com, or by request from the Company.

Item 6: Directors' Remuneration Report

The purpose of Resolution 6 is to approve the Directors' Remuneration Report for the year ended 31 December 2011.

This can be found on pages 113 to 128 of the Annual Report, which is available on our website, astrazeneca.com, or by request from the Company.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

Item 7: Political donations

The purpose of Resolution 7, which is proposed as an ordinary resolution, is to authorise the Company and/or its subsidiaries to make limited political donations or incur limited political expenditure, within the meaning of such expressions as contained in the Companies Act 2006 (the Act), within the European Union. The purpose of this resolution is not to alter the Company's policy of not making such political donations or incurring such political expenditure. However, given the breadth of the relevant sections in the Act, it may be that some of the Company's activities could fall within the potentially wide definitions of political donations and

Letter from the Chairman

political expenditure under the Act and, without the necessary authorisation, the Company's ability to communicate its views effectively to, for example, interest groups or lobbying organisations could be inhibited.

Accordingly, the Company believes that the authority contained in this resolution is necessary to allow it and its subsidiaries to fund activities in relation to which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the relevant sections of the Act. Any donations or expenditure, which may be made or incurred under the authority of Resolution 7, will be disclosed in next year's Annual Report and Form 20-F Information.

Item 8: Allotment of new shares

The purpose of Resolution 8, which is proposed as an ordinary resolution, is to enable the Directors to exercise their power under the Company's Articles of Association to allot new shares in the capital of the Company. The Directors may only allot shares or grant rights to subscribe for, or convert any security into shares, if authorised to do so by shareholders.

Under a revision to its guidelines published on 31 December 2008 and following a recommendation from the Rights Issue Review Group, the Association of British Insurers (the ABI) reiterated its previous position that its members will regard as routine, requests from companies for authorisation to allot new shares in an amount of up to one third of the existing issued share capital. In these revised guidelines, the ABI has clarified that its members will in the future also regard as routine, requests to authorise the allotment of a further one third of the existing share capital, subject to various provisos, such that it is applied to fully pre-emptive rights issues only.

Having considered the ABI's revised guidelines, the Board has decided that, for 2012, it will seek authority from shareholders for this additional headroom. As specified in the resolution, the Directors' authority will only be valid until the conclusion of the AGM in 2013 or the close of business on 26 July 2013, whichever is earlier. The Board has no present intention to exercise this authority. However, it is considered prudent to acquire the flexibility that this authority provides. The Company's Directors intend to renew this authority annually.

Paragraph (a)(i)(A) of Resolution 8 will, if passed, authorise the Directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of US\$106,465,864. This amount represents 33.33% of the total ordinary share capital of the Company in issue at 24 February 2012 (being the last practicable date prior to publication of this Notice of AGM). Paragraph (a)(i)(B) of Resolution 8 authorises the Directors to allot, including the shares referred to in paragraph (a)(i)(A), further of the Company's unissued shares up to an aggregate nominal amount of US\$212,931,728 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents 66.66% of the total ordinary share capital of the Company in issue at 24 February 2012.

At 24 February 2012, no shares in the Company were held as treasury shares.

Other than the allotment of shares for the purposes of fulfilling the Company's obligations under its various share plans, the Directors have no present intention to allot any of the authorised share capital of the Company which has not yet been allotted.

For information, during 2011, the Directors used equivalent authorities, given to them by shareholders at previous AGMs, for the purposes of fulfilling the Company's obligations under its various share plans.

The number of new shares allotted during 2011, the percentage of the Company's share capital they represented at 31 December 2011 and the share plans in respect of which they were allotted are shown in the table below.

Share allotments during 2011

	No. of issued share capital shares allotted at 31 Dec 11	Percentage of
AstraZeneca Share Option Plan ¹	10,408,142	0.80
AstraZeneca Savings-Related Share Option Plan	236,778	0.02
AstraZeneca All-Employee Share Plan ²	95,069	0.01
Total allotted in 2011	10,739,989	0.83

¹ No further options are being granted under this plan.

² UK Share Incentive Plan approved by HM Revenue & Customs.

No other new shares in the Company were allotted during 2011.

Item 9: Approval of the AstraZeneca PLC 2012 Savings-Related Share Option Scheme ("the New SAYE Scheme")

This ordinary resolution seeks approval of the New SAYE Scheme so as to enable the Company to allot new shares in the Company for the purposes of the New SAYE Scheme. Its main features are summarised in the Appendix. It is a share option plan intended to be approved by Her Majesty's Revenue & Customs ("HMRC") and would be open to all UK employees and Executive Directors. Participants would enter into savings contracts for three or five years under which they would make monthly contributions which cannot exceed £250 per month (or such other maximum monthly contribution stipulated by the relevant legislation in the future). Options would be granted over the number of new Ordinary Shares of the Company which may be acquired at the option price using the amounts saved, plus any bonus payable, on the maturity of the savings contract.

In 2003, shareholders approved the AstraZeneca Savings-Related Share Option Plan ("the Old SAYE Plan") and the Company has operated it each year since then. Invitations to apply for options under the Old SAYE Plan can be made for a period of 10 years from its approval, which period will expire in April 2013. The New SAYE Scheme, if approved by shareholders and HMRC, would replace the Old SAYE Plan. The Company would first invite employees and Executive Directors to apply for options under the New SAYE Scheme in 2012.

The use of new Ordinary Shares allotted under the New SAYE Scheme would be limited to a maximum of 10% of the issued share capital of the Company from time to time, taking into account all shares issued or to be issued under all employee share plans adopted by the Company over the previous 10 year period. Shares over which options or awards have lapsed or been surrendered are excluded for the purposes of calculating this limit.

Between 30 April 2003 and 31 December 2011, on average each year the Company has granted options over 507,687 Ordinary Shares under the Old SAYE Plan. A total of 1,645,510 new Ordinary Shares were allotted in that period to satisfy the exercise of options by employees and Executive Directors under the Old SAYE Plan which represents 0.13% of the total Ordinary Share capital of the Company at 31 December 2011.

Item 10: Pre-emption rights

The purpose of Resolution 10, which is proposed as a special resolution, is to grant authority to the Directors (subject to the passing of Resolution 8) to allot shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of section 561 of

the Act do not apply. Under section 561 (1) of the Act, if the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first be offered to existing shareholders pro-rata to their holdings.

This provision is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. There may be occasions however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights. Resolution 10 asks shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of US\$15,971,476 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents no more than 5% of the total ordinary share capital of the Company in issue at 24 February 2012 (being the last practicable date prior to publication of this Notice of AGM). The limit of 5% is derived from ABI guidelines. In accordance with the Pre-Emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three year period. This authority will expire at the conclusion of the AGM in 2013 or the close of business on 26 July 2013, whichever is earlier.

The Directors have no present intention of exercising this authority but are requesting this authority in order to give them the flexibility to use shares, if so required, in connection with the proper development of the business.

Item 11: Purchase of own shares by the Company

The purpose of Resolution 11, which is proposed as a special resolution, is to renew the authority granted at last year's AGM which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own shares as permitted by the Act. The authority limits the total number of shares that could be purchased to a maximum of 127,771,814 (representing less than 10% of the issued share capital of the Company at 24 February 2012) and sets minimum and maximum prices.

A total of 127,408,389 shares were repurchased in 2011. Should the authority in Resolution 11 be granted, the Company intends to continue to repurchase shares during 2012. The authority sought under Resolution 11 will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of shareholders generally. The Directors' current intention is that, in such circumstances, any shares so repurchased would be cancelled.

The authority being sought under Resolution 11 would permit any shares so purchased either to be cancelled or held as treasury shares. In order to maximise its opportunities for access to the market, the Company may also consider using the same authority from shareholders to give irrevocable instructions to banks to enable any share repurchases to continue during the close periods ahead of the quarterly publication of its results. If this were done, appropriate and timely announcements to the stock exchanges would be made.

At 24 February 2012, the total number of shares under option that were outstanding under all of the Company's share option plans was 35,813,129 representing 2.80% of the Company's issued share capital at that date. This number of outstanding shares under option could potentially represent 3.18% of the issued capital of the Company, if the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (both existing and being sought).

This authority will only be valid until the conclusion of the AGM in 2013 or the close of business on 26 July 2013, whichever is earlier.

Item 12: Notice period for general meetings

The purpose of Resolution 12, which is proposed as a special resolution, is to reduce the notice period required for a general meeting of the Company (other than an AGM) to 14 clear days. Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an AGM or a general meeting for the passing of a special resolution or a resolution appointing a person as a Director) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability to call such general meetings on 14 clear days' notice (and to extend this ability to general meetings for the passing of a special resolution or a resolution appointing a Director), Resolution 12 seeks such approval. The flexibility offered by Resolution 12 will be used where, taking into account the circumstances, the Directors consider that it is merited by the business to be considered at the meeting and it is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The Directors consider all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions.

All resolutions will be put to a poll vote. This means that the votes of all shareholders, including the majority of our shareholders who cannot attend the meeting but who submit a Proxy Form, are counted.

You are requested to complete and return your Proxy Form as soon as possible. If you are a registered holder you may, if you wish, register the appointment of your proxy electronically either via the internet or, if you hold your shares through CREST, using the CREST electronic proxy appointment service. Please refer to the notes in the Notice of AGM from page 9 for details. The appointment of a proxy will not prevent you from also attending the AGM and, if you are a registered holder, voting in person. All shareholders or proxies attending the AGM are asked to bring the Attendance Card with them. If you wish to appoint a corporate representative to attend the AGM, please refer to the notes in the Notice of AGM from page 9 for details.

Yours faithfully



Louis Schweitzer
Chairman

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 2 Kingdom Street, London W2 6BD

19 March 2012

Notice of Annual General Meeting 2012 and Shareholders' Circular

Notice is hereby given that the Annual General Meeting (AGM) of AstraZeneca PLC (the Company) will be held on Thursday 26 April 2012 at 2.30 pm (BST) at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP. You will be asked to consider and pass the following resolutions. Resolutions 10 to 12 inclusive will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

- 1 To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2011.
- 2 To confirm the first interim dividend of US\$0.85 (51.9 pence, SEK 5.33) per ordinary share and to confirm as the final dividend for 2011 the second interim dividend of US\$1.95 (123.6 pence, SEK 13.21) per ordinary share.
- 3 To re-appoint KPMG Audit Plc, London as Auditor of the Company.
- 4 To authorise the Directors to agree the remuneration of the Auditor.
- 5 To elect or re-elect the following Directors of the Company with effect from the end of the AGM as separate resolutions:

A separate vote will be taken in respect of the election or re-election of each Director. In accordance with Article 66 of the Company's Articles of Association, all of the Directors will retire at the AGM in 2013 and may present themselves for re-election.

Louis Schweitzer (69)

Non-Executive Chairman

Chairman of the Nomination and Governance Committee and member of the Remuneration Committee

Appointed as a Director in March 2004 and as Chairman in January 2005. Louis Schweitzer has extensive leadership experience at both executive and non-executive levels in large, multinational companies. He is Non-Executive Chairman of AB Volvo and a Non-Executive Director of BNP-Paribas, Veolia Environnement SA and L'Oréal SA. Previously he has held the roles of Non-Executive Chairman, Chairman and Chief Executive Officer of Renault SA.

David Brennan (58)

Executive Director and Chief Executive Officer

Appointed as a Director in March 2005 and as CEO in January 2006. David Brennan is President of the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA) and a member of the executive board of the European Federation of Pharmaceutical Industries and Associations (EFPIA). He is a past Chairman of the board of the Pharmaceutical Research and Manufacturers of America (PhRMA) and remains a member of the PhRMA board. From 2001 until January 2006, he was President and Chief Executive Officer of the Company's North American subsidiary. He has been proposed for appointment as a member of the Supervisory Board of Reed Elsevier NV and a non-executive director of Reed Elsevier PLC with effect from 1 November 2012, subject to Reed Elsevier shareholder approval, and will also be appointed as a non-executive director of Reed Elsevier Group plc. He was Chairman of the board of the Southeastern Pennsylvania Chapter of the American Heart Association 2004-2006. He began his career in 1975 at Merck, where he started as a sales representative in the US division and later worked in sales and marketing management in the US and international divisions. He joined Astra Merck in 1992 and helped to build the joint venture into a multi-billion dollar business in the US. He is an alumnus of Gettysburg College where he studied Business Administration.

Simon Lowth (50)

Executive Director and Chief Financial Officer

Appointed as a Director and as CFO in November 2007. Simon Lowth is also a Non-Executive Director of Standard Chartered PLC. He was previously at ScottishPower Energy where he was Finance Director, a position he left following completion of the sale of the company to Iberdrola S.A. His move to ScottishPower followed 15 years' experience with the global management consultancy, McKinsey & Company, where he advised leading multinational companies on a wide range of strategic, financial and operational issues. He has an engineering degree from Cambridge University and an MBA from the London Business School.

Geneviève Berger (57)

Proposed Non-Executive Director

Geneviève Berger is Chief Research & Development Officer at Unilever PLC and a member of the Unilever Leadership Executive. She holds three doctorates – in physics, human biology and a medical doctorate. She was appointed Professor of Medicine at Université Pierre et Marie Curie, Paris in 2006. From 2003 to 2008 she was Professor and Hospital Practitioner at l'Hôpital de la Pitié-Salpêtrière, Paris. Previous positions she has held include Director of the Biotech and Agri-Food Department, then Head of the Technology Directorate at the French Ministry of Research and Technology (1998-2000); Director General, Centre National de la Recherche Scientifique (2000-2003); and Chairman of the Health Advisory Board of the EU Commission (2006-2008). She was a non-executive board member of Unilever from 2007 to 2008 before being appointed to her current position and has been a non-executive director of Smith & Nephew plc since 2010.

Bruce Burlington (63)

Non-Executive Director and member of the Audit Committee and the Science Committee

Appointed as a Director in August 2010. Bruce Burlington is a pharmaceutical product development and regulatory affairs consultant and brings extensive experience in those areas to the Board. He is also a non-executive board member of Cangene Corporation and a member of the scientific advisory boards of the International Medical Foundation and H. Lundbeck A/S. Previously he spent 17 years with the FDA, serving as director of the FDA's Center for Devices and Radiological Health as well as holding a number of senior roles in the Center for Drug Evaluation and Research. After leaving the FDA he served in a series of senior executive positions at Wyeth (now part of Pfizer).

Graham Chipchase (49)

Proposed Non-Executive Director

Graham Chipchase is Chief Executive of global consumer packaging company, Rexam PLC. He was appointed to the position in 2010 after previous service at Rexam as Group Director, Plastic Packaging (2005-2009) and Group Finance Director (2003-2005). Prior to joining Rexam, he was Finance Director, Aerospace at global engineering group, GKN plc, from 2001 to 2003. After starting his career with Coopers & Lybrand Deloitte, he held a number of finance roles in the industrial gases company, The BOC Group plc (now part of The Linde Group) (1990-2001). He is a Fellow of the Institute of Chartered Accountants in England and Wales and holds an MA (Hons) in chemistry from Oriel College, Oxford.

Jean-Philippe Courtois (51)**Non-Executive Director and member of the Audit Committee**

Appointed as a Director in February 2008. Jean-Philippe Courtois has close to 30 years' experience in the global technology industry and is President of Microsoft International, a board member of PlaNet Finance and Microsoft's official representative at the Institut Montaigne. Previously he was Chief Executive Officer and President of Microsoft EMEA and has served as co-chairman of the World Economic Forum's Global Digital Divide Initiative Task Force and on the European Commission Information and Communication Technology Task Force. In 2009, he also served as an EU Ambassador for the Year of Creativity and Innovation and in 2011 was named as one of 'Tech's Top 25' by The Wall Street Journal Europe.

Leif Johansson (60)**Proposed Non-Executive Director**

Leif Johansson is Chairman of global telecommunications company, LM Ericsson, a position he has held since April 2011. From 1997 until 2011, he was Chief Executive of AB Volvo, one of the world's leading manufacturers of trucks, buses, construction equipment, drive systems and aerospace components. He spent a significant part of his early career at AB Electrolux, latterly as Chief Executive from 1994 to 1997. He was a non-executive director of Bristol-Myers Squibb from 1998 to September 2011, serving on the board's audit committee and compensation and management development committee. He is Chairman of the European Round Table of Industrialists and the International Advisory Board of the Nobel Foundation. He holds board positions at Svenska Cellulosa Aktiebolaget SCA, the Confederation of Swedish Enterprise and Ecolan AB. He holds an MSc in engineering from Chalmers University of Technology, Gothenburg, and has been a member of the Royal Swedish Academy of Engineering Sciences since 1994. He became Chairman of the Academy this year.

Rudy Markham (66)**Non-Executive Director and member of the Audit Committee and the Remuneration Committee**

Appointed as a Director in September 2008. Rudy Markham has significant international business and financial experience, having formerly held a number of senior commercial and financial positions worldwide with Unilever, culminating in his appointment as Chief Financial Officer of Unilever. He is currently Chairman and Non-Executive Director of Moorfields Eye Hospital NHS Foundation Trust and a non-executive member of the boards of United Parcel Services Inc., the UK Financial Reporting Council, Standard Chartered PLC and Legal & General plc. He is also a non-executive member of the board of the UK Foreign and Commonwealth Office, a member of the supervisory board of CSM NV, a Fellow of the Chartered Institute of Management Accountants and a Fellow of the Association of Corporate Treasurers.

Nancy Rothwell (56)**Non-Executive Director, Chairman of the Science Committee, member of the Remuneration Committee and the Nomination and Governance Committee**

Appointed as a Director in April 2006. Nancy Rothwell has responsibility for overseeing Responsible Business. Nancy Rothwell is a distinguished life scientist and academic and is the President and Vice-Chancellor of the University of Manchester. She is also President of the Society of Biology and a member of the Prime Minister's Council for Science and Technology. Previously she has served as President of the British Neuroscience Association and has been on the councils of the Medical Research Council, the Royal Society, the Biotechnology and Biological Sciences Research Council, the Academy of Medical Sciences and Cancer Research UK.

Shriti Vadera (49)**Non-Executive Director and member of the Audit Committee**

Appointed as a Director in January 2011. Shriti Vadera has significant experience of emerging markets, and knowledge of global finance and public policy. She is a Non-Executive Director of BHP Billiton Plc and BHP Billiton Limited. She advises funds, governments and companies and has recently undertaken a number of international assignments including advising the Republic of Korea as Chair of the G20, the government of Dubai on the restructuring of Dubai World, Temasek Holdings, Singapore on strategy and Allied Irish Banks on restructuring and European policy. She was Minister in the UK government from 2007 to 2009, most latterly in the Cabinet Office and Business Department, working on the government's response to the financial crisis. From 1999 to 2007, she was on the Council of Economic Advisers, HM Treasury focusing on business and international economic issues. Prior to that she spent 14 years in investment banking with S G Warburg/UBS in banking, project finance and corporate finance specialising in emerging markets.

John Varley (55)**Non-Executive Director, Chairman of the Remuneration Committee and member of the Nomination and Governance Committee**

Appointed as a Director in July 2006. John Varley was formerly Group Chief Executive of the Barclays Group, having held a number of senior positions with the bank during his career, including that of Group Finance Director. He brings additional international, executive business leadership experience to the Board. He is also a Non-Executive Director of BlackRock, Inc., and Rio Tinto plc and Rio Tinto Limited, Chairman of Business Action on Homelessness and of Marie Curie Cancer Care, President of the Employers' Forum on Disability, a member of the International Advisory Panel of the Monetary Authority of Singapore and Honorary President of the UK Drug Policy Commission.

Marcus Wallenberg (55)**Non-Executive Director and member of the Science Committee**

Appointed as a Director in April 1999. Marcus Wallenberg has international business experience across a broad range of industry sectors, including the pharmaceutical industry from his directorship with Astra AB prior to 1999. He is the Chairman of Skandinaviska Enskilda Banken AB, AB Electrolux, Saab AB and LKAB, and a Non-Executive Director of Stora Enso Oyj, Temasek Holdings Limited and the Knut and Alice Wallenberg Foundation.

6 To approve the Directors' Remuneration Report for the year ended 31 December 2011.

7 That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and are hereby authorised to:

- (a) make donations to political parties or independent election candidates;
- (b) make donations to political organisations other than political parties; and
- (c) incur political expenditure;

during the period commencing on the date of this resolution and ending on the date of the Company's next Annual General Meeting, provided that any such donations and expenditure made by the Company or by any subsidiary shall not exceed US\$250,000 per company and together with those made by any subsidiary and the Company shall not exceed in aggregate US\$250,000.

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Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution.

8 That:

- (a) the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:
- (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of US\$106,465,864; and

(B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of US\$212,931,728 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:

(I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may impose any limits or restrictions and make any arrangements which they 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;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 26 July 2013); and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

- (b) subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and

- (c) paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

9 To consider and, if thought fit, pass the following as an ordinary resolution:

- (a) that the AstraZeneca PLC 2012 Savings-Related Share Option Scheme ("the SAYE Scheme"), the rules of which are summarised in the Appendix and are now produced to the meeting and initialled by the Chairman for the purposes of identification, are hereby approved and the directors be authorised to adopt them (subject to any amendments required by HMRC in order to obtain or preserve approval to the SAYE Scheme under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003); and

- (b) that the directors of the Company be hereby authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the same and that the directors be authorised to establish further plans based on the SAYE Scheme to take account of local tax, exchange control or securities laws in overseas territories provided that such other plans shall count towards any limits on individual or overall participation under the SAYE Scheme.

Special Resolutions

- 10 That subject to the passing of Resolution 8 as set out in the Notice of AGM of the Company convened for 26 April 2012 and in place of the power given to them pursuant to the special resolution of the Company passed on 28 April 2011, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 8 in the Notice of AGM as if section 561(1) of the Act did not apply to the allotment.

This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 26 July 2013), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 8(a)(i)(B), by way of a rights issue only):

(i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may impose any limits or restrictions and make any arrangements which they 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; and

- (c) in the case of the authority granted under Resolution 8(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of US\$15,971,476.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 8 in the Notice of AGM' were omitted.

- 11 That the Company be and is hereby unconditionally and generally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of US\$0.25 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 127,771,814;

- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is US\$0.25; and
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System.

This authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2013 or, if earlier, at the close of business on 26 July 2013 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

12 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board:

A C N Kemp
Company Secretary

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 2 Kingdom Street, London W2 6BD
19 March 2012

Notes

Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of ordinary shares entered in the register of members of the Company by 6.00 pm (BST) on Tuesday 24 April 2012 (or their duly appointed proxies), or if this meeting is adjourned, in the register of members by 6.00 pm (BST) two days prior to any adjourned meeting, are entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 6.00 pm (BST) on Tuesday 24 April 2012, or if this meeting is adjourned, in the register of members after 6.00 pm (BST), two days prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM.

A registered member of the Company may appoint one or more proxies (who need not be a member of the Company) to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A member may only appoint a proxy by:

- > Completing and returning the Proxy Form; or
- > Going to the Shareview website, shareview.co.uk; or
- > If you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

Deadline for receipt of Proxy Form

To be effective, the Proxy Form (or electronic appointment of a proxy) must be received by the Company's registrar, Equiniti Registrars, not

less than 48 hours before the time for holding the AGM, being no later than 2.30 pm (BST) on 24 April 2012, or if this AGM is adjourned, not less than 48 hours before the time for holding such adjourned meeting. The appointment of a proxy will not prevent a shareholder from attending and voting in person at the meeting.

Appointment of proxies through Sharevote and Shareview Websites

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, sharevote.co.uk, using their personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form). Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at shareview.co.uk and clicking on the link to vote under your holding details. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies for the AGM, including any adjournment(s) thereof, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website, euroclear.com/crest. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Registrars (ID RA19) by the latest time for receipt of proxy appointments specified above. 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 Applications Host) from which Equiniti Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s), 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notice of Annual General Meeting 2012 and Shareholders' Circular

Appointment of corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided if two or more representatives purport to vote in respect of the same shares:

- > if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- > in other cases, the power is treated as not exercised.

Nominated Persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person) may have a right, under an agreement between him or her and the shareholder by whom he or she was nominated, 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, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described above can only be exercised by shareholders of the Company.

Members' requests under section 527 of the Companies Act 2006

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; and/or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor 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 Companies Act 2006 to publish on a website.

Members' rights to ask questions

Any member attending the meeting 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 meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members' resolutions and matters under sections 338 and 338A of the Companies Act 2006

Under Sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly 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; or (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 not later than 15 March 2012, being the date 6 clear weeks before the meeting, 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.

Total voting rights

At 24 February 2012 (being the last practicable date prior to the publication of this Notice of AGM) the Company's issued share capital consisted of 1,277,718,144 ordinary shares, carrying one vote each. Therefore, the total voting rights of the Company at 24 February 2012 were 1,277,718,144.

Documents available for inspection

The following information may be inspected during business hours at the Company's registered office and will on the day of the AGM be available for inspection at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP from 2.15 pm (BST) until the conclusion of the AGM: (1) a statement of the interests and transactions of Directors and their families in the share capital of the Company and any of its subsidiaries; (2) copies of all contracts of service and letters of appointment under which Directors of the Company are employed by the Company or any of its subsidiaries; (3) the Annual Report and Form 20-F Information 2011; (4) a copy of the Articles; and (5) a copy of the rules of the AstraZeneca PLC 2012 Savings-Related Share Option Scheme.

Voting Results

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website, astrazeneca.com within 14 days of the date of the AGM.

Updated information

Certain information in the Company's Annual Report and Form 20-F Information 2011 is updated here as follows:

On 3 February 2012, Simon Lowth, a Director of the Company, sold 22,278 ordinary shares in the Company at a price of 2985 pence per share for reasons of personal financial planning. On 24 February 2012, Mr Lowth was allocated 9,001 at a price of 2851 pence per share under the arrangements relating to the payment of annual bonuses whereby he is required to defer a portion of the bonus earned into shares for a period of three years. As a result of these transactions, on 24 February 2012 Mr Lowth has an interest in 248,086 shares, which represents approximately 0.02% of the Company's issued ordinary capital.

On 24 February 2012, David Brennan, a Director of the Company, was allocated 15,498 at a price of 2851 pence per share under the arrangements relating to the payment of annual bonuses whereby he is required to defer a portion of the bonus earned into shares for a period of three years. Mr Brennan has interests in ordinary shares and American depositary shares (ADSs). One ADS equals one ordinary share. As a result of this transaction, on 24 February 2012 Mr Brennan has an interest in 671,918 ordinary shares and 81,229 ADSs, which together represent approximately 0.06% of the Company's issued ordinary capital.

On 24 February 2012, the proportion of ordinary shares represented by ADSs was 8.70% of the ordinary share capital of the Company in issue on that date.

On 24 February 2012, the number of registered holders of ordinary shares was 118,587 (of which 766 were in the US) and the number of record holders of American depositary receipts on the same date was 2,230 (of which 2,219 were in the US).

On 24 February 2012, there were options outstanding to subscribe over 35,813,129 ordinary shares of the Company, with subscription prices in the range of 1882-3487 pence (weighted average subscription price 2497 pence) and normal expiry dates from 2012 to 2019.

APPENDIX

Summary of the rules of the AstraZeneca PLC 2012 Savings-Related Share Option Scheme (the SAYE Scheme)

Introduction

The SAYE Scheme is a savings-related share option plan which will be submitted to HMRC for approval in order to allow options to be granted on a tax favoured basis.

In 2003, shareholders approved the AstraZeneca Savings-Related Share Option Plan (the Old SAYE Plan) and the Company has operated it each year since then. The SAYE Scheme is intended to replace the Old SAYE Plan which is due to expire on 30 April 2013.

Participation

All UK resident employees and executive directors of AstraZeneca PLC and participating subsidiaries (the Group) who have been employed for a minimum period specified by the AstraZeneca PLC board (the Board) (not to exceed five years), or have otherwise been nominated by the Board, are entitled to participate in the SAYE Scheme.

Grant of Options

Eligible employees may be granted an option to acquire ordinary shares in AstraZeneca PLC (Shares) at a fixed exercise price. The exercise price may be set at a discount (of up to 20 per cent) to the market value of the Shares at the time employees are invited to participate in the SAYE Scheme. Market value is calculated on the basis of the average share price over the three consecutive dealing days prior to invitations being issued. Employees are required to save each month over a fixed period, the proceeds of which they may use to exercise the option at the end of that period. A tax-free bonus may be payable on the savings. At the end of the savings period, the employee may either exercise the option within six months of the end of the savings period (using the savings and bonus), or have the savings and any bonus repaid. Participants may, at the Company's discretion, elect to save for a fixed period of either three, five, or seven years.

Participants in the SAYE Scheme may choose to save between £5 and £250 a month (or such other amounts as may be permitted by applicable SAYE legislation). The Board may scale down the amount of the monthly contributions if applications exceed the number of Shares available for the grant of options.

Invitations to apply for options may normally only be issued within six weeks of: (i) HMRC approving the SAYE Scheme; (ii) the day immediately following announcement of AstraZeneca PLC's results for any period; (iii) any day on which a change to applicable SAYE legislation is proposed or made; or (iv) the date upon which the Board determines that exceptional circumstances justify a grant. No options may be granted more than ten years after the adoption of the SAYE Scheme by shareholders.

Shares

Options may be satisfied by way of an issue of Shares or a transfer of treasury or existing Shares acquired in the market. No more than an aggregate maximum of ten per cent of the AstraZeneca PLC issued ordinary share capital will be made available for issue under the SAYE Scheme and all other Group share option plans in any ten-year period. This percentage limit does not apply if options are satisfied by a transfer of existing shares. Treasury shares will be treated as newly issued Shares, for so long as institutional investor guidelines regard treasury shares as newly issued shares.

Exercise of Options

Options may normally only be exercised during the six-month period following the end of the related savings period and, if not exercised by the end of that period, will lapse.

If a participant leaves employment before the end of the savings period, his or her options will normally lapse. However, early exercise of options is permitted, in respect of the number of Shares that may be acquired using the savings made up to the point of exercise, where a participant leaves employment with the Group in circumstances of death, retirement at or after age 60 (or any other age at which the employee is bound to retire under his contract of employment), injury, disability, redundancy, or following a sale of an employing company or transfer of an employing business out of the Group. Options are also exercisable early upon leaving employment for any reason (other than dismissal for cause) following the third anniversary of the grant of the option.

Early exercise of options is allowed in the event of a takeover, scheme of arrangement or voluntary winding-up of AstraZeneca PLC, in respect of the number of Shares that may be acquired using the proceeds of the partially completed savings contract. Alternatively, in the event of a takeover or scheme of arrangement, options may, with the agreement of the acquiring company, be exchanged for equivalent options over shares in the acquiring company or a company associated with the acquiring company.

Adjustment of Options

In the event of any variation in the AstraZeneca PLC share capital (including a capitalisation issue, rights issue, sub-division, consolidation or reduction), the number of Shares under option and/or the exercise price may be adjusted with the approval of HMRC.

Options are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives.

Rights attaching to Shares

Shares allotted or transferred under the SAYE Scheme will rank *pari passu* with Shares of the same class then in issue (except in respect of entitlements arising prior to the date of allotment). AstraZeneca PLC will apply to the UK Listing Authority and the London Stock Exchange for the listing and trading of any newly issued Shares.

Amendments

The Board may amend the SAYE Scheme. However, the provisions governing eligibility requirements, equity dilution, a participant's entitlement to Shares, the terms of the Shares to be acquired and the adjustments that may be made following a reorganisation or reduction of AstraZeneca PLC's share capital cannot be altered to the advantage of eligible employees or option holders without the prior approval of shareholders in general meeting. The exceptions to this are minor amendments to benefit the administration of the Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment, for participants in the SAYE Scheme or for any member of the Group. In addition, no alteration may be made that would materially affect any subsisting rights of participants without prior consent of a certain proportion of the participants. Certain amendments to the SAYE Scheme must be approved by HMRC.

Contact information

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Our website

A copy of this Notice of AGM, and other information required by section 311A of the Companies Act 2006 is available online at astrazeneca.com/noticeofmeeting2012