SUPPLEMENTARY PROSPECTUS DATED 17 NOVEMBER 2014

AstraZeneca PLC
(incorporated with limited liability in England)

U.S.$5,000,000,000
Euro Medium Term Note Programme

This supplementary prospectus (the ***Supplementary Prospectus***) is supplemental to the base prospectus dated 24 June 2014 (the ***Base Prospectus***) which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU) (the ***Prospectus Directive***), which was prepared in connection with the U.S.$5,000,000,000 Euro Medium Term Note Programme (the ***Programme***) established by AstraZeneca PLC (the ***Issuer***), and constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (***FSMA***). This document should be read in conjunction with, and forms part of, the Base Prospectus and any other supplementary prospectuses to the Base Prospectus published by the Issuer.

Terms defined in the Base Prospectus have the same meaning when used in this Supplementary Prospectus.

The Issuer accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplementary Prospectus has been approved by the Financial Conduct Authority (the ***FCA***), which is the competent authority for the purposes of the Prospectus Directive as a supplementary prospectus issued in compliance with the Prospectus Directive and the FSMA.

Any person who, prior to the publication of this Supplementary Prospectus, has agreed to buy or subscribe for Notes issued under the Programme to which this Supplementary Prospectus relates may withdraw his acceptance before the end of the period of two working days beginning on the working day after the date on which this Supplementary Prospectus was published in accordance with Section 87Q(4) of the FSMA.

Save as disclosed in this Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the date of publication of the Base Prospectus.

Purpose of this Supplement

The purpose of this Supplement is to update the 'Description of the Issuer' that was included in the Base Prospectus, in particular the 'Recent Developments' section, and to update the litigation disclosure which has been incorporated by reference into the

Base Prospectus.

Documents incorporated by reference

The following documents (excluding all information incorporated by reference in any such documents either expressly or implicitly and excluding any information or statements included in any such documents either expressly or implicitly that is or might be considered to be forward looking) shall be deemed to be incorporated by reference in, and to form part of, this Supplementary Prospectus:

- pages 17 to 34 of the unaudited half year results of the Issuer as at and for the 6 months ended 30 June 2014; and
- pages 17 to 32 of the unaudited third quarter results of the Issuer as at and for the 9 months ended 30 September 2014.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplementary Prospectus.

Second Quarter Results

On 31 July 2014, the Issuer announced its second quarter and half year results, which included the following:

- Revenue for the second quarter was U.S.$6,454 million, up 4 per cent. at constant exchange rates (***CER***) as compared with the second quarter of 2013, which was the second consecutive quarter of revenue growth, and half year revenue was up 3 per cent. as compared with the half year revenue in 2013.
- Core EPS in the second quarter was U.S.$1.30, up 13 per cent. at CER, and half year Core EPS declined 1 per cent.

For the purposes of this Supplementary Prospectus, "***Core EPS***" means Core earnings per share, and "***Core***" has the definition given to it on page 224 of the Issuer's Annual Report for the period ended 31 December 2013 and excludes all intangible asset amortisation charges and impairments, except those for information services-related intangibles.

Third Quarter Results

On 6 November 2014, the Issuer announced its third quarter results, which included the following:

- Revenue for the third quarter was U.S.$6,542 million, up 5 per cent. at CER as compared with the third quarter of 2013, which was the third consecutive quarter of revenue growth, and nine months revenue was up 4 per cent. as compared with the nine months revenue in 2013.
- Core EPS in the third quarter was U.S.$1.05, down 8 per cent. at CER, and nine months core EPS declined 3 per cent.

Mergers, Acquisitions and Collaborations

On 12 June 2014, the Issuer announced a global licence agreement with Synairgen

PLC for SNG001, a novel, inhaled interferon beta in clinical development for treating respiratory tract viral infections in patients with severe asthma.

On 22 July 2014, the Issuer announced that MedImmune had entered into a clinical trial collaboration with Advaxis, Inc., a U.S.-based biotechnology company developing cancer immunotherapies. The Phase I/II Immunotherapy study will evaluate the safety and efficacy of MedImmune's investigational anti-PD-L1 immune checkpoint inhibitor, MEDI4736, in combination with Advaxis' lead cancer immunotherapy vaccine, ADXS-HPV, as a treatment for patients with advanced, recurrent or refractory human papillomavirus (***HPV***)-associated cervical cancer and HPV-associated head and neck cancer.

On 28 July 2014, the Issuer announced that it had entered into a collaboration with Netherlands-based QIAGEN to develop a non-invasive diagnostic test to identify non-small cell lung cancer patients who are suitable for treatment with IRESSA, an epidermal growth factor receptor tyrosine kinase inhibitor.

On 28 July 2014, the Issuer announced that it had entered into a collaboration with Roche to develop a plasma-based companion diagnostic test to support AZD9291, the Issuer's investigational compound in clinical development for non-small-cell lung cancer.

On 30 July 2014, the Issuer announced that it had entered into a clinical study collaboration with Kyowa Hakko Kirin for a Phase I/Ib immuno-oncology study that will evaluate the safety and efficacy of (i) the Issuer's anti-PD-L1 antibody, MEDI4736, in combination with Kyowa Hakko Kirin's anti-CCR4 antibody, mogamulizumab, and (ii) the Issuer's anti-CTLA-4 antibody tremelimumab, in combination with mogamulizumab.

On 30 July 2014, the Issuer announced that it had entered into an agreement to purchase the rights to Almirall's respiratory franchise for an initial consideration of $875 million on completion, and up to $1.22 billion in development, launch, and sales-related milestones. The Issuer also agreed to make various sales-related payments. The purchase includes Almirall Sofotec (an Almirall subsidiary focused on the development of innovative proprietary devices) and rights to the following: Eklira; LAS40464, the combination of aclidinium with formoterol which has been filed for registration in the EU and is being developed in the U.S.; LAS100977, a once-daily long-acting beta2-agonist in Phase II; an M3 antagonist beta2-agonist platform in pre-clinical development (LAS191351, LAS194871) and Phase I (LAS190792); and multiple pre-clinical programmes. On 3 November 2014, the Issuer announced that it had completed the strategic transaction to transfer the rights to Almirall's respiratory franchise to the Issuer.

On 21 August 2014, the Issuer announced that it had entered into a collaboration with gene sequencing company, Illumina, Inc., to develop its next generation sequencing platform for companion diagnostic tests applicable across the Issuer's oncology portfolio.

On 16 September 2014, the Issuer and Eli Lilly and Company announced an agreement to jointly develop and commercialise AZD3293, an oral beta secretase cleaving enzyme inhibitor currently in development as a potential treatment for Alzheimer's disease.

On 4 November 2014, the Issuer and Pharmacyclics, Inc. announced that they had entered into clinical trial collaborations to evaluate IMBRUVICA in combination with the Issuer's investigational therapies for the treatment of solid tumours and a number of haematological cancers.

On 4 November 2014, the Issuer, Pharmacyclics, Inc. and Janssen Research & Development, LLC announced that they had entered into a clinical trial collaboration to evaluate the efficacy and safety of the Issuer's investigational anti-PD-L1 immune checkpoint inhibitor, MEDI4736, in combination with an oral Bruton's tyrosine kinase inhibitor, IMBRUVICA, as a treatment for patients with haematological cancers.

On 4 November 2014, the Issuer announced that it had entered into an agreement to acquire Definiens, a privately-held company that has pioneered a world-leading imaging and data analysis technology, known as Tissue Phenomics, which dramatically improves the identification of biomarkers in tumour tissue, for an initial consideration of U.S.$150 million.

On 6 November 2014, the Issuer announced that it had entered into a definitive agreement with Aegerion Pharmaceuticals, Inc. to divest Myalept (metreleptin for injection), an orphan product for the treatment complications of leptin deficiency in patients with generalised lipodystrophy. Under the terms of the agreement, Aegerion will make an upfront payment of $325 million to acquire the global rights to develop, manufacture and commercialise Myalept, subject to an existing distributor license with Shionogi covering Japan, South Korea and Taiwan. The transaction does not include the transfer of any of the Issuer's employees or facilities. The divestment transaction is subject to closing conditions, including the receipt of antitrust clearance from the US Federal Trade Commission. The transaction is expected to complete in January 2015.

Pipeline Developments

On 11 June 2014, the Issuer announced that results from a Phase II study evaluating brodalumab in 168 patients with psoriatic arthritis were published in The New England Journal of Medicine and would be presented at the 2014 European League Against Rheumatism Annual Congress.

On or around 12 June 2014, an FDA Advisory Committee voted that FDA should not require cardiovascular outcomes trials for the peripherally-acting mu-opioid receptor antagonist class of drugs, which includes MOVANTIK, an investigational treatment for opioid-induced constipations for patients with chronic non-cancer pain.

On or around 25 June 2014, an FDA Advisory Committee voted that current evidence from clinical studies does not support an accelerated approval for use of olaparib as a maintenance treatment for women with platinum-sensitive relapsed ovarian cancer who have the germline BRCA mutation, and who are in complete or partial response to platinum-based chemotherapy.

On 13 August 2014, the Issuer announced positive top-line results from CLEAR1, CLEAR2 and CRYSTAL, the pivotal Phase III clinical trials investigating the potential of lesinurad, a selective uric acid re-absorption inhibitor, as a combination therapy for the treatment of patients with symptomatic gout.

On 14 August 2014, the Issuer announced the start of the Phase III programme for tralokinumab, a potential treatment for patients with severe, inadequately controlled asthma.

On 19 August 2014, the Issuer announced that the U.S. Department of Justice had confirmed that it was closing its investigation into PLATO, a clinical trial with Brilinta, and that the government was not planning any further action.

On 19 August 2014, the Issuer announced positive top-line results from RECLAIM-1 and RECLAIM-2, the pivotal Phase III studies investigating the potential of the antibiotic ceftazidime-avibactam as a treatment for hospitalised adult patients with complicated intra-abdominal infections.

On 1 September 2014, the Issuer announced the results of the Phase IV ATLANTIC study, which indicates that the profile of BRILINTA/BRILIQUE is comparable whether administered in a pre-hospital or in-hospital setting to ST segment elevation myocardial infarction patients. The results are in line with new ESC/EACTS 2014 Guidelines on Myocardial Revascularisation which give a class I recommendation to start dual antiplatelet therapy in STEMI patients at first medical contact. The data was presented during the European Society of Cardiology congress taking place between 30 August and 3 September 2014 in Barcelona.

On or around 16 September, FDA approved MOVANTIK tablets C-II as the first once-daily oral peripherally-acting mu-opioid receptor antagonist medication for the treatment of opioid-induced constipation, in adult patients with chronic, non-cancer pain.

On 26 September 2014, the Issuer announced that the Committee for Medicinal Products for Human Use of the European Medicines Agency had adopted a positive opinion on a Type-II variation update to the European label for IRESSA. The label update will help doctors to identify lung cancer patients, based on the specific genetic drivers of their tumour, who could benefit from treatment with IRESSA but are unable to provide a suitable tumour sample.

On 26 September 2014, the Issuer announced that the Committee for Medicinal Products for Human Use of the European Medicines Agency had adopted a positive opinion recommending approval of MOVENTIG, an investigational, peripherally-acting mu-opioid receptor antagonist, for the treatment of opioid-induced constipation in adult patients who have had an inadequate response to laxative(s).

On 24 October 2014, the Issuer announced that the Committee for Medicinal Products for Human Use of the European Medicines Agency had adopted a positive opinion recommending the marketing authorisation of Lynparza as monotherapy for the maintenance treatment of adult patients with platinum sensitive relapsed BRCA-mutated (germline and/or somatic) high grade serous epithelial ovarian, fallopian tube or primary peritoneal cancer who are in response (complete or partial) to platinum-based chemotherapy.

On or around 30 October 2014, FDA approved once-daily XIGDUO XR for the treatment of adults with type 2 diabetes.

On 11 November 2014, the Issuer and Amgen announced that AMAGINE-3TM, a pivotal, multi-arm Phase III trial evaluating two doses of brodalumab in more than 1,800 patients with moderate-to-severe plaque psoriasis, met its primary endpoints when compared with both Stelara and placebo at week 12.

General information

Legal and Arbitration Proceedings

Save as disclosed in Note 25 to the Issuer's consolidated financial statements for the year ended 31 December 2013 in the Issuer's Annual Report and Form 20-F Information 2013, in Note 6 to the Issuer's interim financial statements for the three months ended 31 March 2014, in Note 6 to the Issuer's interim financial statements for the six months ended 30 June 2014 and in Note 7 to the Issuer's interim financial statements for the nine months ended 30 September 2014 respectively, which are incorporated by reference into the Base Prospectus and/or this Supplemental Prospectus, there are no governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which the Issuer is aware), which may have, or have had during the 12 months prior to the date of this Supplemental Prospectus, a significant effect on the financial position or profitability of the Issuer and its Subsidiaries.

Significant/Material Change

Since 31 December 2013, there has been no material adverse change in the prospects of the Issuer and since 30 September 2014, there has been no significant change in the financial or trading position of the Group.

Inconsistencies

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements referred to in (a) above will prevail.

Documents on Display

This Supplementary Prospectus will be published via the regulatory news service of the London Stock Exchange. The Issuer will provide, without charge, to each person to whom a copy of this Supplementary Prospectus has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Base Prospectus. Written or oral requests for such documents should be directed to the Issuer at its principal office at 2 Kingdom Street, London, England W2 6BD. Copies of all documents incorporated by reference in this Supplementary Prospectus may be inspected, free of charge, at the specified office in London of the Principal Paying Agent and will be available to the public on the Issuer's website (www.astrazeneca.com/Investors).