

RESOLUTIONS

OF

ASTRAZENECA PLC (the “Company”)

Registered Number: 2723534

Registered in England & Wales

At an Annual General Meeting of the Company, duly convened, and held at the Kia Oval, Kennington, London, SE11 5SS on Thursday 11 April 2024 at 14:30 BST the following resolutions were duly passed; items 8 and 10 as ordinary resolutions and items 11 to 14 as special resolutions:

8. To approve the amendments to the rules of the AstraZeneca Performance Share Plan 2020 as described in the Explanatory notes to the Resolutions from page 8 of the Notice of Annual General Meeting and Shareholders’ Circular.

10. 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\$129,170,514; and

(B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of US\$258,341,028 (including within such limit the nominal value of any shares allotted or in respect of which rights are granted under paragraph (A) above) in connection with an offer:

- (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 a 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 11 July 2025); 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.

11. That subject to the passing of Resolution 10, as set out in the Notice of AGM of the Company convened for 11 April 2024, and in place of all existing powers, 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 10 in the Notice of AGM as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a 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 11 July 2025), 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;
- (b) shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities:
 - (A) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) 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 arising in connection with such offer;

(ii) in the case of the authority granted under Resolution 10(a)(i)(A) the allotment of equity securities otherwise than pursuant to paragraph (b)(i) above and paragraph (b)(iii) below up to an aggregate nominal amount of US\$38,755,029; and

(iii) when any allotment of equity securities is or has been made pursuant to paragraph (b)(ii) above (a paragraph 11(b)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under Resolution 10(a)(i)(A)) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 11(b)(ii) allotment, provided that any allotment pursuant to this paragraph (b)(iii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM; and

(c) 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 10 in this Notice of AGM' were omitted.

12. That subject to the passing of Resolution 10, as set out in the Notice of AGM of the Company convened for 11 April 2024, and in addition to any power given to them pursuant to Resolution 11 in the Notice of AGM, 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 10 in the Notice of AGM as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a 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 11 July 2025), 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;

(b) in the case of the authority granted under Resolution 10(a)(i)(A) shall be limited to:

(i) the allotment of equity securities (otherwise than pursuant to paragraph (b)(ii) below) up to an aggregate nominal amount of US\$38,755,029, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within 12 months of the original transaction) a transaction which the Directors determine to be an

acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM; and

- (ii) when any allotment of equity securities is or has been made pursuant to paragraph (b)(i) above (a paragraph 12(b)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 12(b)(i) allotment, provided that any allotment pursuant to this paragraph (b)(ii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of AGM; and
- (c) 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 10 in the Notice of AGM' were omitted.

13. That the Company be 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 155,020,119;
- (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 service SETS.

This authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2025 or, if earlier, at the close of business on 11 July 2025 (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).

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



Adrian Kemp
Company Secretary
AstraZeneca PLC

11 April 2024