

Notice of Annual General Meeting of AstraZeneca PLC

ADSs:	American Depositary Shares (“ <u>ADSs</u> ”) evidenced by American Depositary Receipts (“ <u>ADRs</u> ”)
ADS CUSIP No.:	046353108.
ADS Record Date*:	March 14, 2016.
Meeting Specifics:	Annual General Meeting to be held on Friday, April 29, 2016 at 2:30 P.M. (BST) in the Lancaster London Hotel, Lancaster Terrace, London W2 2TY, England (the “<u>Meeting</u>”).
Meeting Agenda:	The resolutions being considered at the Meeting are summarized on the reverse of the Voting Card. Full details of the resolution contained in the Notice of Meeting can be found on the Company’s website at www.astrazeneca.com/agm .
ADS Voting Instructions Deadline:	On or before 10:00 A.M. (New York City time) on April 21, 2016.
Deposited Securities:	Ordinary shares, (the “ <u>Shares</u> ”), of AstraZeneca PLC, incorporated under the laws of England (the “ <u>Company</u> ”).
ADS Ratio:	One-half (1/2) of one Share to 1 ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank, N.A., (London Branch).
Deposit Agreement:	Amended and Restated Deposit Agreement, dated as of February 6, 2015, by and among the Company, the Depository and all Holders and Beneficial Owners from time to time of ADRs evidencing ADSs issued thereunder and as further amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of July 27, 2015.

To be counted, your Voting Instructions need to be received by the Depository on or before **10:00 A.M.** (New York City time) on **April 21, 2016**.

The Company has informed the Depository that an Annual General Meeting will be held at the date, time and location identified above. You may also obtain information about the Meeting at www.astrazeneca.com.

As set forth in the Deposit Agreement, Holders of record as of the close of business on the ADS Record Date, will be entitled, subject to any applicable law, the Articles of Association of the Company, and the provisions governing the Deposited Securities, to instruct the Depository as to the exercise of voting rights pertaining to the Deposited Securities represented by such Holders' ADSs.

Holders of ADS wishing to give instructions to the Depository must deliver such voting instructions to the Depository prior to the ADS Voting Instructions Deadline

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with such voting instructions.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder shall not be voted (except as otherwise contemplated herein). Neither the Depository nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depository nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein. If the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder (unless otherwise specified in the notice distributed to Holders) to have instructed the Depository to vote in favor of the items set forth in such voting instructions.

If the Depository (x) is notified by the Company or the Custodian that new or modified resolutions are to be, or may be, considered at a shareholders' meeting that have not been included in the materials distributed to the Holders (i.e., resolutions that may be introduced or modified at the shareholders' meeting), and (y) has received valid and timely instructions from Holders, such Holders shall (unless otherwise specified in the notice distributed to the Holders) be deemed to have instructed the Depository to (i) vote the Shares represented by such Holders' ADSs in favor of the new or modified resolutions if such resolutions have been formally approved by the Company's board of directors or the Company's board of directors has formally recommended a vote in favor of such resolutions, and the Company has notified the Depository of such approval or recommendation, (ii) vote the Shares represented by such Holders' ADSs against the new or modified resolutions if such resolutions have been formally disapproved by the Company's board of directors or the Company's board of directors has formally recommended a vote against such resolutions, and the Company has notified the Depository of such disapproval or recommendation, and (iii) abstain from voting the Shares represented by such Holders' ADSs if the Company's board of directors has not formally approved or disapproved such resolutions, has not recommended a vote in favor or against such resolutions, or the Company has not notified the Depository of such approval, disapproval or recommendation. Notwithstanding anything else contained herein, the Depository shall, if so requested in writing by the Company, represent all Deposited Securities (whether or not voting instructions have been received in respect of such Deposited Securities from Holders as of the ADS record date) for the sole purpose of establishing quorum at a meeting of shareholders

How to Vote:

The enclosed materials are provided to allow you to give voting instructions to the Depository. There are three ways to give your voting instructions to the Depository:

- a) **Via the Internet**, which is available only if you do not hold your ADSs through a custodian, broker or other agent, as follows:
- Access the Internet site: www.citi.com/dr;
 - Click on "Investors" and then click on "Voting by Internet";
 - Enter your Proxy Access Number which is the circled number located on the front of the card in the shaded bar; and
 - Complete the Voting Instructions Card provided on the Internet site by the ADS Voting Instructions Deadline.

With your Smartphone: If you are a registered ADR Holder, i.e. you do not hold your ADSs through a custodian, broker or other agent, please follow these instructions:

- Scan the QR code ("Quick Response Code") from the front of the card with your Smartphone. Most Smartphones have a QR reader already installed, but you may need to download the reader and install it. Most application stores provide several QR code readers to choose from at no cost.
- Enter your Proxy Access Number which is the circled number located on the front of the card in the shaded bar.
- Complete the Voting Instructions provided on the mobile optimized website by the ADS Voting Instructions Deadline.

Holders of ADSs through a custodian, broker or other agent should, in order to vote through the Internet, refer to voting information provided by such agent.

- b) **By Telephone**, which is available only if you do not hold your ADSs through a custodian, broker or other agent, as follows:
- Call the telephone voting access number: 1-800-652-VOTE (8683);
 - Enter your Proxy Access Number which is the circled number located on the front of the card in the shaded bar.
 - Complete the Voting Instructions as indicated on a recording by the ADS Voting Instructions Deadline.

Holders of ADS through a custodian, broker or other agent should, in order to vote by telephone, refer to voting information provided by such agent.

- c) **By Voting Instruction Card** sent via mail, as follows:
- Complete all of the required information on the Voting Instruction Card;
 - Sign the Voting Instruction Card; and,
 - Return the Voting Instruction Card by the ADS Voting Instructions Deadline to Citibank, N.A., P.O. Box 43099, Providence, Rhode Island 02940-5000.

Holders of ADSs through a custodian, broker or other agent may have special instructions from such agent.

The Company's results for the year ended December 31, 2015 are available on the Company's website www.astrazeneca.com. In addition, the Company's financial statement for the year ended December 31, 2015 and other materials to be discussed at the meeting were made available on the Company's website on March 8, 2016.

ADS holders can attend the Meeting in person:

In order to attend the Meeting, a holder must be a registered holder of the ADSs on the register maintained by the Depository. If you, as such registered holder of ADSs, wish to attend, speak and/or vote at the Meeting other than through the Depository or its Nominee, you or your validly appointed proxy may utilize the Voting Instruction Card to gain entrance to the Meeting for such purposes.

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and shall not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company and the Depository are set forth in their entirety in the Deposit Agreement and summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

If you have any questions about the way in which the Voting Card may be delivered to the Depository, please contact Citibank, N.A. - ADR Shareholder Services at 1-877-CITI-ADR (877-248-4237).

Citibank, N.A., as Depository