

Remit of the AstraZeneca Audit Committee

Composition, Independence and Operation

The Audit Committee will consist of at least three Non-Executive Directors, all of whom are considered by the Board to be independent. All members of the Committee and its Chairman will be appointed by the Board. A Director may not be a member of the Committee if:

- (a) he or she receives from the Company or any of its subsidiaries any consulting, advisory or other compensatory fees (other than fees received in respect of his or her role as a member of the Board or a Committee of the Board); or
- (b) he or she is an "affiliated person" of the Company within the meaning of the US Sarbanes-Oxley Act.

At least annually, the Board will satisfy itself that the Committee has recent and relevant financial experience and will also consider whether or not to designate one or more members as audit committee financial experts within the meaning of the US Sarbanes-Oxley Act.

The Committee will meet in person at least four times a year. Exceptionally, meetings may be held by telephone conference call. The quorum for meetings is two members of the Committee of whom at least one must be a member who the Board believes has recent and relevant financial experience. The Chairman of the Committee will report to the Board following each Committee meeting. The Chief Financial Officer, the Group Financial Controller, the Chief Internal Auditor, a representative of the Company's external auditor (usually the lead audit partner) and the Secretary of the Committee will normally attend meetings of the Committee. The attendance of any other person at meetings (including any other Director) will be by invitation of the Chairman of the Committee.

The Committee may obtain external legal or other independent professional advice as it sees fit, at the cost of the Company.

At least once during each two year period, the Committee will review this remit and consider whether to recommend any changes to the Board.

Core Remit

The core remit of the Committee will be to:

- (a) review and report to the Board on:
 - (i) the scope of and plans for audits of the Group by the external auditor and the internal audit function;
 - (ii) the implementation of the external and internal audit plans and the handling of any material issues arising from those audits;

Remit of the AstraZeneca Audit Committee (continued)

Core Remit (continued)

- (iii) the Group's overall framework for internal control over financial reporting and its financial reporting processes;
 - (iv) the Group's overall framework for other internal controls;
 - (v) the Group's overall framework for risk management with particular emphasis on financial risks;
 - (vi) the accounting policies and practices of the Group; and
 - (vii) the annual and quarterly financial reporting carried out by the Group;
- (b) promptly bring to the attention of the Board:
- (i) any significant concerns of the external auditor about the conduct, results or overall outcome of the annual audit of the Group;
 - (ii) any significant concerns of the Chief Internal Auditor about the conduct, results or outcome of internal audits;
 - (iii) any matters which may significantly affect or impair the independence of the external auditor;
 - (iv) any significant deficiencies or material weaknesses in the design or operation of the Group's internal control over financial reporting;
 - (v) any significant deficiencies or material weaknesses in the design or operation of the Group's other internal controls and any significant breaches of those internal controls; and
 - (vi) any serious issues of non-compliance;
- (c) oversee the establishment, implementation and maintenance of the Group's Code of Conduct and other related policies and establish procedures for the receipt and handling of complaints concerning accounting or audit matters;
- (d) appoint and agree the compensation for the external auditor subject, in each case, to the approval of the Company's shareholders in general meeting and, if necessary, recommend to the Board that a resolution be proposed at a general meeting of the Company authorising the removal of the external auditor; and
- (e) review and approve the appointment and any dismissal of the Chief Internal Auditor.

Remit of the AstraZeneca Audit Committee (continued)

Detailed Remit and Responsibilities

(A) External Auditor

The Company's external auditor will report directly to the Committee as to:

- (a) its progress conducting the annual audit of the Group;
- (b) the results and overall outcome of the audit;
- (c) any concerns it has regarding the conduct, results or overall outcome of the audit;
- (d) any significant issues discussed or significant disagreements with management during the conduct of the audit and how such disagreements were resolved; and
- (e) any matters which may affect or impair its independence in conducting the audit.

The Committee's remit will include:

- (1) appointing the external auditor, subject to the approval of the Company's shareholders in general meeting;
- (2) reviewing the terms of engagement and audit fees of the external auditor;
- (3) reviewing and agreeing with the external auditor the scope of and overall timetable for the annual audit of the Group;
- (4) reviewing and agreeing with the external auditor those areas considered to be of greatest importance for each cycle of the annual audit;
- (5) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the external audit process;
- (6) developing and implementing policy for any permitted non-audit work to be carried out by the external auditor; and
- (7) monitoring and pre-approving any permitted non-audit work, including the level of fees to be charged for such work; in doing so, the Committee will consider whether any aspect of the non-audit work may impair the independence of the external auditor.

The Committee will draw to the attention of the Board any area or aspect of the annual audit in respect of which the external auditor believes it has been impeded or hindered, whether by management or by other circumstances, in carrying out the audit.

Remit of the AstraZeneca Audit Committee (continued)

Detailed Remit and Responsibilities (continued)

(B) Internal Audit Function

The Chief Internal Auditor reports functionally to the Chief Financial Officer. In addition, the Chief Internal Auditor is accountable to the Committee directly as to:

- (a) Group Internal Audit's progress conducting internal audits of the Group;
- (b) the results and overall outcome of internal audits;
- (c) any concerns he or she has regarding the conduct, results or overall outcome of internal audits; and
- (d) any significant issues discussed or significant disagreements with management during the conduct of internal audits and how such disagreements were resolved.

The Committee's remit will include:

- (8) reviewing and agreeing at least annually with the Chief Internal Auditor the scope of and overall timetable for internal audits;
- (9) reviewing and agreeing with the Chief Internal Auditor those areas considered to be of greatest importance for internal audits;
- (10) reviewing the resources available to the Chief Internal Auditor and Group Internal Audit and obtaining reasonable assurance that they are sufficient to enable Group Internal Audit to conduct thorough and effective internal audits;
- (11) monitoring and reviewing the effectiveness of Group Internal Audit; and
- (12) periodically reviewing the structure and organisation of Group Internal Audit.

The Committee will draw to the attention of the Board any area or aspect of internal audits in respect of which the Chief Internal Auditor believes he or any other member of Group Internal Audit has been impeded or hindered, whether by management or by other circumstances, in carrying out the audit.

Remit of the AstraZeneca Audit Committee (continued)

Detailed Remit and Responsibilities (continued)

(C) Internal Control over Financial Reporting

The Committee's remit will include:

- (13) reviewing the Group's overall framework for internal control over financial reporting and its financial reporting processes; and
- (14) reviewing management's own assessment of the effectiveness of internal control over financial reporting and financial reporting processes;

The Committee will draw to the attention of the Board any significant deficiencies or material weaknesses in the design or operation of the Group's internal control over financial reporting.

(D) Other Internal Controls

- (15) reviewing the Group's overall framework for other (non-financial) internal controls; and
- (16) reviewing reports from the external auditor and the internal audit function relating to internal controls and considering the conclusions of those reports;

The Committee will draw to the attention of the Board any significant deficiencies or material weaknesses in the design or operation of the Group's internal controls and any significant breaches of internal controls which come to its attention.

(E) Risk Management

The Committee's remit will include:

- (17) reviewing the Group's overall framework for identifying, assessing, understanding and managing the main risks it faces, particularly financial risks;
- (18) reviewing reports from the external auditor and the internal audit function relating to risk management and considering the conclusions of those reports; and
- (19) reviewing, in particular, the risks associated with the Group's Treasury policies and operations and considering the way the Group manages those risks.

Remit of the AstraZeneca Audit Committee (continued)

Detailed Remit and Responsibilities (continued)

(F) Accounting Policies and Practices

The Committee's remit will include:

- (20) reviewing and considering the appropriateness of the Group's accounting policies and practices including, in particular, those accounting policies regarded as critical accounting policies;
- (21) reviewing and approving, prior to their implementation, any material changes to the Group's accounting policies and practices;
- (22) reviewing and considering how the Group complies with the requirements of UK GAAP and IAS and explains the differences between UK GAAP, IAS and US GAAP in its financial reporting; and
- (23) understanding and considering the judgements made by management and the advice given by the external auditor concerning the application of the Group's accounting policies and practices to the Group's finances.

The Committee's responsibility is to obtain reasonable assurance that the Group's accounting policies and practices and management's judgement concerning the application of those policies and practices to the Group's finances are appropriate such that, in its financial reporting, the Company fairly presents in all material respects the financial condition, results of operations and cash flows of the Group.

(G) Financial Reporting

The Committee's remit will include reviewing, prior to release by the Company:

- (24) all Group financial statements and the notes to those financial statements, including those in the Company's Annual Reports, Form 20-F filings and quarterly results announcements;
- (25) management's discussion and analysis in the Company's Annual Reports, Form 20-F filings and quarterly results announcements; and
- (26) other relevant aspects of the Company's annual and quarterly results announcements;

The Committee will draw to the attention of the Board any aspect of the financial or other information which it has reviewed about which it has concerns.

Remit of the AstraZeneca Audit Committee (continued)

Detailed Remit and Responsibilities (continued)

(H) Code of Conduct and Complaint / Whistleblower Procedures

The Committee's remit will include:

- (27) periodically reviewing the Group's Code of Conduct and recommending changes; and
- (28) securing reasonable assurance as to the appropriate implementation and operation of the Code of Conduct.

The Committee will establish and maintain on behalf of the Board procedures for the receipt and handling of:

- (a) complaints concerning accounting, internal accounting controls or audit matters; and
- (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or audit matters.

The Committee will be responsible for overseeing the investigation of any material complaints or submissions received and will draw to the attention of the Board any significant issues raised as a result of the investigation.

(I) Private Sessions with the External Auditor and Internal Audit Function

At the discretion of the Chairman of the Committee or the request of the external auditor or Chief Internal Auditor, time may be set aside at each meeting of the Committee for the Committee to meet in private with the lead audit partner or other representative of the external auditor or with the Chief Internal Auditor, without management present. Any private session will be minuted separately from the main session of the Committee.