



ASTRAZENECA

NOTICE OF ANNUAL
GENERAL MEETING 2008
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.

25 FEBRUARY 2008

DEAR SHAREHOLDER

This letter is sent on behalf of the Board of AstraZeneca PLC 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 Annual General Meeting of the Company to be held on Thursday, 24 April 2008 (AGM).
- 2 A Proxy Form and Attendance Card for the AGM.

The meeting place for the AGM will be the Novotel London West, 1 Shortlands, London, W6 8DR and, like last year, the AGM will commence at 2.30pm (British Summer Time). Unlike in previous years however, this year there will not be a satellite meeting taking place in Stockholm, Sweden. All shareholders are of course very welcome to attend the AGM in London and, where it is not practical to do so, to vote on the resolutions being put to the meeting by submitting a Proxy Form.

You may wish to note that this year, for the first time, we have set up a facility whereby shareholders can pre-register any questions they would like to raise with the Board at the AGM. To pre-register any questions you may have, please send an email with your questions (in either English or Swedish) to AGMquestions@astrazeneca.com or alternatively, write to the Company Secretary, AstraZeneca PLC, 15 Stanhope Gate, London, W1K 1LN.

The business to be conducted at the AGM is summarised below. In addition to the ordinary business of the meeting under Items 1 to 6 inclusive, shareholders will be asked for their approval of the special business of the meeting under Items 7 to 12 inclusive.

Items 1 to 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 2007.
- > To confirm the first interim dividend of \$0.52 (25.3 pence, 3.49 SEK) per Ordinary Share and to confirm, as the final dividend for 2007, the second interim dividend of \$1.35 (67.7 pence, 8.61 SEK) per Ordinary Share.
- > To re-appoint KPMG Audit Plc, London as Auditor.
- > To authorise the Directors to agree the remuneration of the Auditor.

Item 5: Directors

Biographical details of the Directors presenting themselves for election or re-election are given in the Notice of AGM and Shareholders' Circular.

In December 2007 and January 2008, the annual review of how the Board operates and the assessment of the individual performance of the Directors took place. The Board also considered the independence of the Non-Executive Directors under the UK's Combined Code on Corporate Governance. With the exception of me as Chairman, Håkan Mogren and Marcus Wallenberg (for the reasons explained in the Directors' Report for 2007), the Board concluded that all Non-Executive Directors are independent. The Directors' Report can be found in the Company's Annual Report and Form 20-F Information 2007 which is available on our website, astrazeneca.com/annualreport2007, or by request from the Company, included in which is a more detailed description of how the Board operated which can be found in the Corporate Governance and Managing Risk section on page 38 of the Annual Report and Form 20-F Information 2007.

Item 6: Directors' Remuneration Report

The purpose of this resolution is to approve the Directors' Remuneration Report for the year ended 31 December 2007. This can be found on pages 98 to 114 of the Annual Report and Form 20-F Information 2007, which is accessible on our website, astrazeneca.com/annualreport2007, or by request from the Company.

Item 7: Political Donations

The purpose of this ordinary resolution is to authorise the Company and its subsidiaries to make limited political donations and incur limited political expenditure, within the meaning of that expression as contained in the Companies Act 2006 (the CA 2006). The purpose of this resolution is not to alter the Company's existing policy of not making political donations. However, given the breadth of the relevant sections in the CA 2006, it may be that some of the Company's activities could fall within the wide definitions of political donations and political expenditure under the CA 2006 and, without the necessary authorisation, the Company's ability to communicate its views effectively to, for example, relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences, when the Company seeks to communicate its views on issues relevant to its business interests, such as special interest groups in the life sciences arena.

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 interest of shareholders for the Company to 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 CA 2006, unintentionally commit a technical breach of the relevant sections of the CA 2006. Any expenditure (being any expenditure in relation to any publication/activity which could reasonably be regarded as intended to affect public support for a political party) or donations, which may be incurred under the authority of this resolution, will be disclosed in next year's annual report.

Item 8: Amendment to Articles of Association to Increase the Limit of Directors' Remuneration

The purpose of this special resolution is to amend the Articles of Association to increase the limit on the aggregate total amount of the ordinary remuneration which the Company may pay to Directors who do not hold executive office from £1,100,000 per annum to £1,750,000 per annum. The responsibilities and time commitments of the Non-Executive Directors have increased significantly since the current limit was set in 2004 and fees paid to Non-Executive Directors are increasing in recognition of their greater role and responsibility. Although this resolution seeks a higher overall limit, it is anticipated that this will provide sufficient flexibility over the next few years to enable the level of fees

LETTER FROM THE CHAIRMAN CONTINUED

paid to the Directors who do not hold executive office to be increased in line with market norms and commensurate with their commitments to the Board, as well as giving flexibility to make additional appointments that may, in the future, be deemed necessary to further strengthen the Board.

Item 9: Allotment of New Shares

The purpose of this ordinary resolution is to enable the Directors to continue to exercise their existing power under the Company's Articles of Association to allot new shares in the capital of the Company. As specified in the resolution, the Directors' authority will only be valid until the conclusion of the AGM in 2009 or 30 June 2009, whichever is earlier. It would be limited to the allotment of a maximum of 485,670,752 Ordinary Shares representing 33.33% of the total Ordinary Share capital of the Company in issue at 31 January 2008 (known as the Section 80 amount). The limit of 33.33% is derived from guidelines issued by the Association of British Insurers (ABI) which, for public companies listed in the UK, effectively limits the maximum amount of share capital which can be authorised for allotment to one third of a company's issued ordinary share capital.

As at 31 January 2008, no shares in the Company were held as treasury shares.

Other than the allotment of Ordinary 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 2007, 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 Ordinary Shares allotted during 2007, the percentage of the Company's share capital they represented at 31 December 2007 and the share plans in respect of which they were allotted are shown in the table on this page.

No other new shares in the Company were allotted during 2007.

SHARE ALLOTMENTS DURING 2007

	No. of shares allotted	Percentage of issued share capital as at 31 Dec 2007
Zeneca 1994 Executive Share Option Scheme ¹	320,841	0.0220%
AstraZeneca Share Option Plan	2,770,253	0.1902%
AstraZeneca Savings-Related Share Option Scheme ¹ and AstraZeneca Savings-Related Share Option Plan	913,853	0.0627%
AstraZeneca All-Employee Share Plan ²	677,675	0.0465%
Total allotted in 2007	4,682,622	0.3214%

¹ No further options are being granted under these schemes.

² UK Share Incentive Plan approved by HM Revenue & Customs, offering free shares and partnership shares.

Item 10: Pre-emption Rights

The purpose of this special resolution is to renew the authority of the Directors to allot shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of Section 89 of the Companies Act 1985 do not apply. Under Section 89, when new shares are allotted or treasury shares are sold for cash, 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. Shareholders may waive this right of pre-emption. Other than in connection with a right, scrip dividend, or other similar issue, the authority contained in this resolution would be limited to the allotment of shares or the sale of treasury shares for cash having an aggregate nominal value of \$18,212,653 which represents 5.00% of the total Ordinary Share capital of the Company in issue at 31 January 2008 (known as the Section 89 amount). The limit of 5.00% is also derived from the ABI guidelines mentioned above. This authority will expire at the conclusion of the AGM in 2009 or 30 June 2009, 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 this special resolution is to renew the authority of the Directors to purchase, in the market, the Company's own shares, for the purposes of Section 166 of the Companies Act 1985. The authority limits the total number of shares that could be purchased and sets minimum and maximum prices.

The Board is clear that the first call on the Company's cash flow is investment in the business, including accessing external opportunities to further strengthen our product pipeline, and meeting our debt interest and pay-down commitments. Our distribution policy is to grow the dividend in line with earnings, before restructuring costs, and maintain at least two times dividend cover. Finally the share re-purchases facilitates distribution of any surplus capital to our shareholders.

After the acquisition of MedImmune, Inc., our surplus capital is much reduced, and the Board expects to undertake share re-purchases in the region of \$1 billion in 2008, subject to business needs.

During 2007, the Company purchased and cancelled 79.9 million shares at a total cost of \$4,170 million. As at 31 January 2008, since the beginning of the original re-purchase programme in 1999, the Company has purchased in total 362.7 million of its own shares for a cumulative cost of \$17,489 million. This number of shares represents over 20% of the Company's initial share capital post merger. More details can be found under the section Capitalisation and Shareholder Return on page 84 of the Annual Report and Form 20-F Information 2007.

The authority being sought under this resolution would permit any shares so purchased to either be cancelled or held as treasury shares. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interest of shareholders generally. The Company will continue to purchase its own shares in the market in the usual way under this resolution, with the present intention of cancelling them. 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 the share re-purchases to continue during the close periods ahead of the quarterly publication of its results. If this were done, appropriate announcements to the London Stock Exchange would be made at the time.

As at 31 January 2008, the total number of shares under option that were outstanding under all of the Company's share option plans was 46,514,629 representing 3.19% of the Company's issued share capital at that date. This number of outstanding shares under option could potentially represent 3.79% 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 (existing and being sought).

This authority will only be valid until the conclusion of the AGM in 2009 or 30 June 2009, whichever is earlier.

Item 12: Articles of Association: Directors' Conflict of Interest

The purpose of this special resolution is to allow the Directors, where appropriate, to sanction conflicts of interest in relation to one or more of the Directors, that amounts, or could amount, to a conflict with the Company's interests and therefore would otherwise be a breach of the Director's duty, under the relevant sections of the CA 2006 when they come into force.

The CA 2006, which modernises English company law, is in the process of being implemented in the UK. One of the most significant changes introduced by the CA 2006, is that the general duties that directors owe to their companies have been codified. To a large extent the CA 2006 codifies existing law but there are some changes.

Under the CA 2006, from 1 October 2008, a director will have a general statutory duty to avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a director of another company, or a trustee of another organisation (including where a Director becomes a director of an AstraZeneca pension trustee company), or if a Director could profit as a result of his directorship even where he discloses this to the Company, or if a Director has an advisory relationship (for example, financial or legal) with the Company or a competitor.

Under the CA 2006, the duty of directors to avoid conflicts of interest with a company's interests is not infringed if a company's articles of association include a provision enabling its directors to authorise a matter where there is or could be a conflict of interest and where this matter has been proposed to and authorised by its directors in accordance with its articles of association. The CA 2006 also allows a company's articles of association to contain other provisions dealing with directors' conflicts of interest to avoid a breach of duty.

The proposed amendments to the Articles of Association of AstraZeneca PLC give the Directors authority to approve such situations and include new provisions to allow conflicts with the Company's interests to be dealt with in a similar manner to the way that the Company currently deals with such situations, for example, by ensuring that the conflicted Director is not counted in the quorum or allowed to vote at the meeting where a conflicted matter is being considered.

The following safeguards will apply when Directors decide whether or not to authorise a conflict or potential conflict between one or more of the Directors' and the Company's interests following the enactment of the relevant sections of the CA 2006. Firstly, only independent Directors (ie those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the independent Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the amended Articles of Association contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a Director from being in breach of his or her duty if a conflict or potential conflict with the Company's interest arises. These provisions will only apply from the date on which the relevant sections of the CA 2006 come into force and then only where the position giving rise to the potential conflict has previously been authorised by the Directors.

Until such time as the relevant sections of the CA 2006 come into force, the current provisions of the Company's Articles of Association will remain in force.

The Directors consider all of the proposed resolutions to be in the best interest 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 on page 7 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 on page 8 for details.

Yours sincerely



LOUIS SCHWEITZER
Chairman

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 15 Stanhope Gate,
London W1K 1LN

25 February 2008

NOTICE OF AGM OF ASTRAZENECA PLC AND SHAREHOLDERS' CIRCULAR

Notice is hereby given that the Annual General Meeting (AGM) of AstraZeneca PLC will be held on Thursday, 24 April 2008 in the Novotel London West, 1 Shortlands, London, W6 8DR at 2.30pm (British Summer Time). Unlike in previous years, this year there will not be a satellite meeting taking place in Stockholm, Sweden. This AGM is being held for the following purposes:

- 1 To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2007.
- 2 To confirm the first interim dividend of \$0.52 (25.3 pence, 3.49 SEK) per Ordinary Share and to confirm as the final dividend for 2007, the second interim dividend of \$1.35 (67.7 pence, 8.61 SEK) per Ordinary Share.
- 3 To re-appoint KPMG Audit Plc, London as Auditor.
- 4 To authorise the Directors to agree the remuneration of the Auditor.
- 5 To elect or re-elect the following Directors:

A separate vote will be taken in respect of the election or re-election of each Director. In accordance with Article 65 of the Company's Articles of Association, all of the Directors will retire at the AGM in 2009 and may present themselves for election or re-election.

LOUIS SCHWEITZER (65)

**Non-Executive Chairman
Chairman of the Nomination Committee and
Member of the Remuneration Committee**

Appointed as a Director 11 March 2004. Non-Executive Chairman of Renault SA since April 2005. Chairman and Chief Executive Officer of Renault SA 1992-2005. President of the Management Board of Renault-Nissan BV 2002-2005. Chief Financial Officer and Executive Vice-President 1988-1990 and President and Chief Operating Officer 1990-1992, Renault SA. Chairman of the Supervisory Board of Le Monde. Non-Executive Director of BNP-Paribas, Veolia Environnement, Volvo AB and L'Oréal.

HÅKAN MOGREN KBE (63)

**Non-Executive Deputy Chairman
Member of the Nomination Committee**

Appointed as a Director 6 April 1999. Formerly Chief Executive Officer and a Director of Astra AB (appointed 18 May 1988). Member of the Board of Directors of Investor AB and Groupe Danone. Director of the Marianne and Marcus Wallenberg Foundation. Member of the Royal Swedish Academy of Engineering Sciences.

DAVID BRENNAN (54)

**Executive Director and
Chief Executive Officer**

Appointed as a Director 14 March 2005. Appointed Chief Executive Officer 1 January 2006. Member of the Executive Board of the Pharmaceutical Research and Manufacturers of America (PhRMA). Honorary Board Member of the US CEO Roundtable on Cancer, Board member of the European Federation for Pharmaceutical Industries and Associations (EFPIA). Executive Vice-President, North America, AstraZeneca PLC 2001-2005. Chairman of the Board of the Southeastern Chapter of the American Heart Association 2004-2006.

SIMON LOWTH (46)

**Executive Director and
Chief Financial Officer**

Appointed as a Director 5 November 2007. Also has overall responsibility for Information Services. Finance Director, Scottish Power plc 2005-2007 and Executive Director, Corporate Strategy and Development, Scottish Power plc 2003-2005. Director – Head of UK Industrial Practice, McKinsey & Company 2000-2003.

JOHN PATTERSON CBE FRCP (60)

**Executive Director, Development
Member of the Science Committee**

Appointed as a Director 1 January 2005. Fellow of the Royal College of Physicians. Director of the British Pharma Group. Non-Executive Director of Cobham plc. Non-Executive Director of Amersham plc 2001-2004. President of the Association of the British Pharmaceutical Industry 2002-2004. Member of the Supervisory Board of the UK Medicines Control Agency 1990-1994. Executive Vice-President, Product Strategy & Licensing and Business Development, AstraZeneca PLC 1999-2004.

BO ANGELIN (58)

**Non-Executive Director
Member of the Science Committee**

Appointed as a Director 24 July 2007. Professor of Clinical Metabolism at Karolinska Institutet and Head of the Department of Endocrinology, Metabolism & Diabetes at Karolinska University Hospital in Stockholm, Sweden. Member of the Board of Karolinska Institute. Member of the Nobel Assembly and of the Swedish Royal Academy of Sciences. Member of the Medical Nobel Institute. Prior appointments include Chairman of the Nobel Committee for Physiology and Medicine.

JOHN BUCHANAN (64)

**Non-Executive Director
Chairman of the Audit Committee and
Member of the Remuneration Committee**

Appointed as a Director 25 April 2002. Executive Director and Group Chief Financial Officer of BP p.l.c. 1996-2002. Member of the UK Accounting Standards Board 1997-2001. Senior Independent Director of BHP Billiton Plc. Deputy Chairman of Vodafone Group Plc. Chairman of Smith & Nephew plc.

JEAN-PHILIPPE COURTOIS (47)

Non-Executive Director

Appointed as a Director 18 February 2008. President of Microsoft International and Senior Vice President of Microsoft Corp., having joined Microsoft in 1984. Previously served as CEO and President of Microsoft Europe, Middle East and Africa (EMEA). Administrator for PlaNet Finance. Microsoft's official representative at the Institut Montaigne. Prior appointments include: 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.

JANE HENNEY (60)**Non-Executive Director****Member of the Audit Committee, The Nomination Committee and the Science Committee**

Appointed as a Director 24 September 2001. Currently Professor of Medicine, University of Cincinnati. Prior appointments include: Senior Vice-President and Provost for Health Affairs, University of Cincinnati Medical Academic Health Center; Deputy Director, US National Cancer Institute; Deputy Commissioner for Operations, US Food and Drug Administration; and Commissioner of Food and Drugs, US Food and Drug Administration. Non-Executive Director of AmerisourceBergen Corporation and CIGNA Corporation. Other board appointments include The Commonwealth Fund and China Medical Board.

MICHELE HOOPER (56)**Senior Non-Executive Director****Member of the Audit Committee and the Nomination Committee**

Appointed as a Director 1 July 2003. President and Chief Executive Officer of Stadlander Drug Company 1998-1999. Corporate Vice-President and President, International Businesses of Caremark International Inc. 1992-1998. Public Corporate Director of UnitedHealth Group. Non-Executive Director of PPG Industries, Inc. Non-Executive Director of Warner Music Group, Inc.

DAME NANCY ROTHWELL (52)**Non-Executive Director****Chairman of the Science Committee and Member of the Remuneration Committee**

Appointed as a Director 27 April 2006. Also has responsibility for overseeing Corporate Responsibility. MRC Research Professor and Deputy President and Deputy Vice Chancellor at the University of Manchester. Trustee of Cancer Research UK and the Campaign for Medical Progress, Chair of the Research Defence Society, Chair of the Wellcome Trust Public Engagement Strategy Panel. Council member of the Biotechnology and Biological Sciences Research Council. Prior appointments include: President of the British Neuroscience Association and Council member of the Medical Research Council.

JOHN VARLEY (51)**Non-Executive Director****Chairman of the Remuneration Committee and Member of the Nomination Committee**

Appointed as a Director 26 July 2006. Executive Director of Barclays Bank plc and Barclays plc since 1998 and Group Chief Executive since 2004. President of the Employers' Forum on Disability and member of the International Advisory Panel of the Monetary Authority of Singapore. Treasurer and Trustee of St. Dunstan's, Trustee of Thornton Smith Plevins Young People's Trust and Chairman of Business Action on Homelessness.

MARCUS WALLENBERG (51)**Non-Executive Director**

Appointed as a Director 6 April 1999. Formerly a Director of Astra AB (appointed 18 May 1989). Chairman of Skandinaviska Enskilda Banken AB. Chairman of Saab AB. Vice-Chairman of Telefonaktiebolaget LM Ericsson. Chairman of the Board of Electrolux AB. Non-Executive Director of Stora Enso Oyj and the Knut and Alice Wallenberg Foundation. Chairman of International Chamber of Commerce (ICC).

6 To approve the Directors' Remuneration Report for the year ended 31 December 2007.

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

"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 is hereby authorised to:

1.1 make donations to political parties; and

1.2 make donations to political organisations other than political parties; and

1.3 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 in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed \$250,000 per company and together with those made by any such subsidiary and the Company shall not exceed in aggregate \$250,000.

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 To consider and, if thought fit, pass the following as a special resolution:

"That the Company's Articles of Association be amended by replacing "£1,100,000" in line 3 of Article 81 with "£1,750,000" as described in the Shareholder Circular dated 25 February 2008 of which this Notice convening this meeting forms part."

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

"That the authority and power to allot new shares conferred on the Directors by Article 7.1 of the Company's Articles of Association be renewed for the period commencing on the date of this Annual General Meeting and ending on the date of the Annual General Meeting of the Company in 2009 or, if earlier, on 30 June 2009, and for such period the Section 80 amount shall be US dollars 121,417,688."

10 To consider and, if thought fit, pass the following as a special resolution:

"That the power conferred on the Directors by Article 7.2 of the Company's Articles of Association be renewed for the period commencing on the date of this Annual General Meeting and ending on the date of the Annual General Meeting of the Company in 2009 or, if earlier, on 30 June 2009, and for such period the Section 89 amount shall be US dollars 18,212,653."

NOTICE OF AGM OF ASTRAZENECA PLC AND SHAREHOLDERS' CIRCULAR CONTINUED

11 To consider and, if thought fit, pass the following as a special resolution:

"That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of the Companies Act 1985) of Ordinary Shares of \$0.25 each in the capital of the Company provided that:

- (a) the maximum number of shares which may be purchased is 145,701,226 (being 10% of the Company's share capital in issue as at 31 January 2008);
- (b) the minimum price (exclusive of expenses) which may be paid for each share is \$0.25 (being the nominal value of an Ordinary Share); and
- (c) the maximum price (exclusive of expenses) which may be paid for a share is an amount equal to 105% of the average of the middle market values of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased.

This authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2009 or, if earlier, on 30 June 2009 (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 To consider and, if thought fit, pass the following as a special resolution:

"With effect from (and including) the date on which Section 175 of the Companies Act 2006 is brought into force, the Articles of Association of the Company be amended by the deletion of Articles 87.1 and 87.2 and the insertion of new Articles 87.1 to 87.7 inclusive as set out below and all necessary and consequential numbering amendments be made to the Articles of Association.

87.1 For the purposes of Section 175 of the Companies Act 2006, the board may authorise any matter proposed to it in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company.

- (a) Any such authorisation will be effective only if:
 - (i) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
 - (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- (b) The board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted.
- (c) The board may vary or terminate any such authorisation at any time.
- (d) For the purposes of these Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

Directors may contract with the Company

87.2 Subject to Section 177(5) and Section 177(6) of the Companies Act 2006, provided that he has disclosed to the board the nature and extent of his interest, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested.

87.3 A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the board pursuant to Article 87.1 (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of paragraphs (a), (b) or (c) of Article 87.2 above;

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under Section 176 of the Companies Act 2006.

Notification of interests

87.4 Any disclosure required by Article 87.2 may be made at a meeting of the board, by notice in writing or by general notice or otherwise in accordance with Section 177 of the Companies Act 2006.

87.5 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the board pursuant to Article 87.1. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of Sections 171 to 177 of the Companies Act 2006 because he fails:

- (a) to disclose any such information to the board or to any director or other officer or employee of the Company; and/or
- (b) to use or apply any such information in performing his duties as a director of the Company.

87.6 Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 87.1 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of Sections 171 to 177 of the Companies Act 2006 inclusive because he:

- (a) absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser;

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

87.7 The provisions of Articles 87.5 and 87.6 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these Articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 87.6, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles."

By order of the Board:

G H R MUSKER
Group Secretary and Solicitor

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 15 Stanhope Gate,
London W1K 1LN

25 February 2008

Note: An explanation of Items 6 to 12 is given in the letter from the Chairman accompanying this Notice of Annual General Meeting and Shareholders' Circular.

NOTES**Entitlement to attend and vote and deadline for receipt of Proxy Form**

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 6.00pm on Tuesday, 22 April 2008 (or their duly appointed proxies), or, if this meeting is adjourned, in the register of members by 6.00pm 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 6.00pm on Tuesday, 22 April 2008, or if this meeting is adjourned, in the register of members from 6.00pm, 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.

Important: In any case your Proxy Form must be received by Equiniti Registrars no later than 2.30pm on Tuesday, 22 April 2008.

NOTICE OF AGM OF ASTRAZENECA PLC AND SHAREHOLDERS' CIRCULAR CONTINUED

To be effective, the Proxy Form (or electronic appointment of a proxy) must be received by the AstraZeneca Registrar, Equiniti Registrars, not less than 48 hours before the time for holding the AGM, 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 27 numbers printed under the shareholder's name 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 'Company Meetings'. Full details and instructions on these electronic proxy facilities are given on the 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. 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 (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear'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 7RA01) 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 timestamp 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.

Appointment of a Designated Corporate Representative

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and

Administrators (ICSA) on proxies and corporate representatives on the ICSA website, icsa.org.uk, for further details of this procedure.

Nominated Persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may have a right, under an agreement between him and the shareholder by whom he 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 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 in these paragraphs can only be exercised by shareholders of the Company.

Total Voting Rights

As at 31 January 2008 (being the last practicable date prior to the publication of this Notice of AGM) the Company's issued share capital consists of 1,457,012,266 Ordinary Shares, carrying one vote each. Therefore, the total voting rights of the Company as at 31 January 2008 are 1,457,012,266.

Documents available for inspection

The following information may be inspected during business hours at the Company's registered office and at the Company's offices at S-151 85 Södertälje, Sweden and will also, on the day of the AGM, be available for inspection at the Novotel London West, 1 Shortlands, London, W6 8DR from 2.15pm (British Summer Time) 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; and (3) a copy of the amended Articles of Association (which will also be lodged with the Document Viewing Facility of the Financial Services Authority at 25 The North Colonnade, Canary Wharf, London, E14 5HS, shortly after the date of this Notice).

CONTACT INFORMATION

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ASTRAZENECA.COM

This Notice of Meeting
is also available online at
[astrazeneca.com/
noticeofmeeting2008](http://astrazeneca.com/noticeofmeeting2008)

AstraZeneca 