

# ASTRAZENECA GLOBAL POLICY LEGAL AND INTELLECTUAL PROPERTY

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**THIS POLICY SETS OUT THE REQUIREMENTS FOR ENSURING THAT WE MEET OUR COMMITMENT TO COMPLY WITH THE LAWS AND REGULATIONS OF ALL COUNTRIES IN WHICH WE OPERATE, AND WITH ALL APPLICABLE NATIONAL AND INTERNATIONAL CODES.**

**IT ALSO DESCRIBES WHAT IS REQUIRED REGARDING PROTECTION OF OUR INTELLECTUAL PROPERTY. LINKS ARE PROVIDED TO GLOBAL STANDARDS ON SHARE DEALING, MANAGEMENT OF SENSITIVE INFORMATION (INCLUDING GUIDANCE ON DOCUMENT CREATION), SIGNING AUTHORITIES, DELEGATIONS OF AUTHORITY AND TRADE CONTROLS.**

## **WHO IS THIS POLICY FOR?**

**All Company staff** (including employees and contractors).

Staff must take steps to ensure that, in all their activities, they comply with all national and international laws, regulations and applicable codes.

To give effect to this Policy, **all SET areas** are expected to follow any global standards and procedures or, provided they are consistent with this policy, their own local or functional standards and procedures.

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## **KEY POLICY PRINCIPLES**

- > All staff have a responsibility to comply with the laws and regulations of all countries in which we operate, and with all applicable national and international codes.
- > No member of staff has authority to contravene laws or regulations, nor to condone contraventions by others.
- > All staff must:
  - Be aware of, and know where to find, policies, standards and guidelines applicable to specific matters with legal implications; and
  - Involve the Legal Department and the Intellectual Property (IP) Department as appropriate regarding legal and IP issues.

## **OBLIGATION TO INVOLVE THE LEGAL DEPARTMENT**

Staff must involve the Legal Department for:

- > Legal advice on national and international laws and regulations and applicable codes.
- > Contractual or other legal matters that directly or indirectly materially affect the Company's core business or that represent any substantial rights, obligations or risks ("Legal Mandatory Matters" – see below).
- > Clarification if they are uncertain whether or not Legal Department input is required.

### **LEGAL MANDATORY MATTERS**

The following is an illustrative list of Legal Mandatory Matters:

- > Agreements and Transactions:
  - Mergers/Acquisitions/Divestments/Joint Ventures;
  - Patent/Know-how licences;
  - Distributorship, Co-marketing, Co-promotion Agreements;
  - Research and Development Agreements;
  - Material Supply and Toll Manufacturing Agreements;
  - Secrecy Agreements.

- > Advice:
  - Questions of interpretation or amendment of, compliance with or disputes relating to agreements of the sort referred to above;
  - Antitrust/Competition Law matters;
  - Legal aspects of product safety and other Medico-Legal matters;
  - Legal aspects of patent, regulatory and legal defence.
- > Corporate:
  - "Company Secretarial" work;
  - Company/Operating Unit restructuring/re-organisation affecting the legal status of the unit.
- > Disputes and Investigations:
  - Product liability claims and litigation;
  - Other litigation affecting the Company's corporate structure, reputation, or products (eg, employee accident claims);
  - IP disputes;
  - Government or other similar investigations;
  - Notices of violation of local laws/regulations.

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## **OBLIGATION TO INVOLVE THE INTELLECTUAL (IP) PROPERTY DEPARTMENT**

Staff must involve the IP Department regarding the protection and exploitation of the Company's intellectual property.

The IP Department will handle all matters relating to patents and other IP rights (including trademarks, design rights, copyright, domain name rights and know-how).

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## **APPOINTMENT OF INTERNAL AND EXTERNAL LEGAL AND IP COUNSEL**

No legal or IP counsel shall be employed in a professional legal capacity in the Company except by or with the approval of the Legal Department or the IP Department respectively.

Any external counsel or other legal or IP contractor must be appointed and directed by the Legal Department or the IP Department respectively, unless agreed otherwise by those departments.

## **COMPLIANCE WITH COMPETITION AND ANTITRUST LAWS**

The Company will comply with all applicable competition and antitrust laws and regulations.

The Legal Department should be involved with respect to any practice that may have anti-competitive or antitrust implications, including misuse of a dominant market position to exclude competition, and discussing the following topics with third parties:

- > Product pricing (including future prices or pricing policies) or any other matter affecting or related to price.
- > Marketing or sales policies or practices.
- > Terms or conditions of sale or doing business with customers and suppliers.
- > Discounts, rebates, free goods offers.
- > Profits, profit margins or costs.
- > Market share information.

- > Distribution practices.
- > Bids or plans to bid (or refrain from bidding) for particular business.
- > Sales territories.
- > Recognition or termination of customers.
- > Strategies for dealing with common customers or suppliers, or for dividing customers between the Company and a third party.

Examples of actions with potential anti-competitive or antitrust implications can be found in the AstraZeneca Code of Conduct. Further guidance can be found locally, including in the EU Competition Law Handbook and the US Policy on Antitrust.

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## **SHARE DEALING**

There are a number of laws and regulations relating to buying and selling shares and other securities.

In general, the key principle is that an individual may not deal in shares or securities of any company at a time when he or she is in possession of "Inside Information". Typically, Inside Information is information that is not generally available outside the company in question and which, if it were made public, would have a significant effect on the market price of those shares or securities. This restriction applies to dealing in shares both of AstraZeneca and of any other company where the individual is in possession of Inside Information.

Those staff whose names appear on the insider list maintained by the Company Secretary's Office must also comply with the Group Procedure on Share Dealing which, among other things, requires the prior consent of the Company Secretary to any transaction involving AstraZeneca shares or securities.

The Company's Group Procedure on Disclosure applies to directors, officers and employees of the Company. It covers all disclosures of Inside Information by the Company.

It is the responsibility of all staff to ensure that they understand and comply with the obligations to which they are subject.

Staff should contact the Company Secretary's office if they have any questions relating to share dealing.