

# CODE OF CONDUCT

PATIENT SAFETY AND BENEFIT RESEARCH AND DEVELOPMENT ETHICS PROVIDING INFORMATION ABOUT  
OUR PRODUCTS INTERACTIONS WITH HEALTHCARE PROFESSIONALS AND ORGANISATIONS PREVENTING  
BRIBERY AND CORRUPTION EMPLOYMENT PRINCIPLES SAFETY, HEALTH AND THE ENVIRONMENT PUBLIC  
POLICY AND POLITICAL ACTIVITIES COMMUNITY SUPPORT, PRODUCT DONATIONS AND PATIENT GROUP  
SUPPORT DATA PRIVACY AVOIDING CONFLICTS OF INTEREST PROTECTING COMPANY PROPERTY AND  
RESOURCES COMMUNICATIONS, DISCLOSURES AND RECORDS INSIDER TRADING AND CONFIDENTIAL  
INFORMATION COMPETITION AND ANTI-TRUST LAWS TRADE CONTROLS

ASTRAZENECA REQUIRES ALL MEMBERS OF THE ASTRAZENECA GROUP AND THEIR DIRECTORS, OFFICERS AND EMPLOYEES TO OBSERVE HIGH STANDARDS OF **INTEGRITY** AND **HONESTY**, AND TO ACT WITH **CARE**, **DILIGENCE** AND **FAIRNESS** IN ALL OUR BUSINESS ACTIVITIES. ALL OUR INTERACTIONS WITH STAKEHOLDERS AND WIDER SOCIETY SHOULD BE CONDUCTED IN AN **ETHICAL** AND **PROPER** MANNER.

TO THAT END, ALL OF US MUST COMPLY WITH THIS CODE AND ALL SUPPORTING POLICIES, THE LAWS AND REGULATIONS OF ALL COUNTRIES IN WHICH WE OPERATE, AND WITH ALL APPLICABLE NATIONAL AND INTERNATIONAL CODES.

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# INTRODUCTION

**WE WANT ASTRAZENECA TO BE VALUED FOR THE MEDICINES WE PROVIDE AND TRUSTED FOR THE WAY IN WHICH WE WORK TO DELIVER SUSTAINABLE BENEFIT FOR OUR STAKEHOLDERS, OUR BUSINESS AND SOCIETY.**

Our mission is to make a meaningful difference to health through the research, development and marketing of great medicines. We consider this to be at the core of our responsibility to our stakeholders and society.

We are also committed to making sure that we deliver success in the right way to bring benefit through both what we do and how we do it. The trust and confidence of our stakeholders, and our licence to operate from society depend on it.

Earning and maintaining the trust of our stakeholders starts with making sure that we always act with integrity, consistently, wherever AstraZeneca has a presence or an impact.

Acting with integrity underpins all the requirements of this global Code of Conduct, which sets out the high ethical standards expected of everyone at AstraZeneca. These are our baseline rules for working with others as we drive our business forward, and compliance is mandatory.

We must all live up to the standards set out in our Code and its supporting policies to ensure that AstraZeneca continues to be a company that is valued and trusted by our stakeholders and society, and for which we are all proud to work.

What we do touches many people's lives – patients and physicians, the people who pay for healthcare, our shareholders, our regulators, our partners and the communities around us. Forging strong relationships with these groups is critical to our success and the strongest relationships are built on trust.

# WHO IS THE CODE FOR AND WHAT DOES IT MEAN IN PRACTICE?

**THIS CODE APPLIES TO ALL FULL- AND PART-TIME ASTRAZENECA GROUP DIRECTORS, OFFICERS, EMPLOYEES AND OTHER TEMPORARY STAFF WORLDWIDE.**

Everyone is required to be aware of, and conduct their activities in accordance with this Code, all supporting policies and applicable codes, and the laws and regulations of the countries in which we work and do business. We must operate to the highest of the standards required by these various authorities, and always have due regard to national legislative requirements, as a minimum, and to circumstances where the laws of more than one country may apply.

Managers are responsible for providing appropriate support to enable their teams to understand the requirements of this Code, the relevant supporting policies, the laws and regulations of the countries in which they work, and how they should be applied in practice. Managers are also responsible for providing assurance on these matters to the Board of Directors of AstraZeneca. These responsibilities reinforce our commitment to integrity and high ethical standards. In addition, AstraZeneca could suffer substantial reputation harm and financial consequences, including the imposition of criminal and/or civil fines and other penalties, for failure to comply with the laws and regulations of the countries in which we do business.

The following sections of this Code outline AstraZeneca's core commitments – what they mean and how they should be actively implemented at all levels within the Company.

You must also be prepared to exercise good judgement and common sense in deciding the right actions to take, because this Code and our supporting policies cannot cover every situation that may arise. You should ask questions if you are unclear about any aspect of this Code, or if you are not sure how to respond to an issue that the Code does not address.

You must also promptly report any known, suspected or observed violations of laws, regulations, this Code or supporting policies of which you become aware.

**ANY FAILURE TO COMPLY WITH THIS CODE, ITS SUPPORTING POLICIES, OR THE LAWS AND REGULATIONS OF THE COUNTRIES IN WHICH YOU WORK, WILL BE FULLY INVESTIGATED AND APPROPRIATE ACTION TAKEN. THIS MAY INCLUDE RE-TRAINING, DISCIPLINE, OR OTHER CORRECTIVE ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT, DEPENDING ON THE CIRCUMSTANCES. VIOLATIONS OF LAW CAN ALSO RESULT IN IMPOSITION OF CRIMINAL AND/OR CIVIL FINES AND OTHER PENALTIES DEPENDING ON APPLICABLE LAW.**

AstraZeneca is committed to working only with contractors, such as suppliers, joint venture or co-promotion partners, and research or licensing partners, who embrace standards of ethical behaviour that are consistent with our own.

AstraZeneca is committed to market, sell, promote, research, develop, provide information about, and advertise the products it commercialises in the US in full compliance with Federal health programme requirements, the Food & Drug Administration requirements, and the requirements of its Corporate Integrity Agreement.

## HOW TO ASK A QUESTION OR RAISE A CONCERN

**ANYONE WHO RAISES A CONCERN ABOUT A POSSIBLE COMPLIANCE BREACH IN GOOD FAITH WILL BE SUPPORTED BY MANAGEMENT, AND WILL NOT BE SUBJECT TO RETALIATION. ANY ACT OR THREAT OF RETALIATION WILL IN ITSELF BE CONSIDERED A SERIOUS VIOLATION OF THIS CODE.**

You may at some time come across a situation that appears to violate an AstraZeneca policy. Everyone has a duty to report any suspected violation promptly.

In general, you should first seek to address your concerns with your manager. If you believe this is not appropriate, you may also contact your Human Resources, Legal Department or Compliance representative. If you prefer to contact someone outside your area, you may use any of the following contacts:

**AZETHICS LINE** See page 23 for the telephone number to call in your country (MedImmune employees should also refer to page 23 for information on reporting within their organisation)

**WEBSITE** [AZethics.com](https://www.astrazeneca.com/AZethics)

**EMAIL** [GlobalCompliance@astrazeneca.com](mailto:GlobalCompliance@astrazeneca.com)

**POSTAL ADDRESS** Global Compliance Strategy and Assurance, AstraZeneca PLC, 2 Kingdom Street, London, W2 6BD, United Kingdom

If the concern relates to accounting, internal accounting controls or auditing matters, you may contact the AZethics line, the Chief Compliance Officer or the VP, Group Internal Audit.

You can provide information anonymously if you prefer, and if your local laws so permit. In all instances, every effort will be made to ensure that information relating to a reported violation is kept confidential and communicated on a need-to-know basis only.

The above procedures can also be followed if you have a question, or are seeking clarification about any aspect of this Code and its supporting policies.

The AZethics line and AZethics.com are managed by a third party on AstraZeneca's behalf. When you ask a question or raise a concern, you will be asked to provide details and whether you wish to disclose your contact information. AstraZeneca UK Limited may record this information in a database (hosted on its behalf by EthicsPoint in the US) and may contact you for further information. You have a right of subject access to the personal information AstraZeneca processes about you.

# PATIENT SAFETY AND BENEFIT

**ASTRAZENECA IS COMMITTED TO MINIMISING THE RISKS AND MAXIMISING THE BENEFITS OF EACH OF OUR MEDICINES – THROUGHOUT THEIR LIFE-CYCLE.**

Safety and efficacy are core considerations throughout discovery, development and beyond.

We work with regulators to develop prescribing information for our medicines that provides healthcare professionals and others with the benefit/risk information they need to make prescribing decisions.

After launch, we continue to monitor all our medicines for side effects, including those that may not have been identified during the research and development process. We notify the appropriate authorities about side effects of which we become aware and co-operate with them in taking any necessary action.

Every stage of the research, development, manufacture, storage and distribution of our products (and any active pharmaceutical ingredients) must be conducted in accordance with all applicable internal and external standards.

The Company also works to combat the growing problem of counterfeit drugs, which can adversely affect the health and wellbeing of millions of people worldwide.

## QUICK REFERENCE

- Comply with all applicable procedures designed to promote product safety, efficacy and quality, such as Good Laboratory, Good Clinical and Good Manufacturing Practice.
- Report any incidents of non-compliance.
- Report any possible adverse effects relating to our medicines through the established procedures.
- Report any counterfeit or suspected counterfeit drugs through the established procedures.

Our fundamental responsibility is to deliver effective medicines that are as safe as they can be for those who take them. All medicines have possible side effects. The benefits of a medicine therefore have to be weighed against its risks.

# RESEARCH AND DEVELOPMENT ETHICS

IN OUR SEARCH FOR NEW MEDICINES FOR IMPORTANT AREAS OF HEALTHCARE, ASTRAZENECA IS COMMITTED TO INNOVATIVE, HIGH-QUALITY SCIENCE, CONDUCTED TO HIGH ETHICAL STANDARDS IN ALL AREAS OF RESEARCH AND DEVELOPMENT WORLDWIDE.

Compliance with relevant laws and regulations governing research and development is a minimum baseline and underpins AstraZeneca's own standards.

These include ensuring that those taking part in clinical research anywhere in the world are not exposed to unnecessary risks, that they understand the nature and purpose of the research, that proper procedures for gaining informed consent are followed and that appropriate confidentiality rules are applied.

All information from clinical research must be recorded, handled and stored in a way that complies with applicable data protection laws, and enables accurate and transparent reporting, interpretation and verification.

All research proposals must be ethically and scientifically reviewed in line with current laws and regulations, and all relevant internal review and approval procedures must be followed.

All research involving animals must be carefully considered and justified, and the principles of the 3Rs (replacement, reduction and refinement of animal studies) applied.

## QUICK REFERENCE

- Comply with international standards of good practice, such as the Declaration of Helsinki, Good Clinical Practice and Good Laboratory Practice.
- Ensure that appropriate informed consent procedures are followed when conducting clinical research or obtaining human tissue for use in scientific studies.
- Ensure that the provisions of this Code relating to the protection of personal data (see page 16) are applied when collecting or accessing any health information.
- Use laboratory animals only when alternatives are not available.
- Ensure that the welfare of the animals we use is a top priority and that our standards are applied consistently worldwide.

Our commitment to high ethical standards of research and development applies not only to our R&D functions (globally and in our marketing companies), but also to supporting functions such as purchasing, business development and legal.

# PROVIDING INFORMATION ABOUT OUR PRODUCTS

## ASTRAZENECA IS COMMITTED TO HIGH ETHICAL STANDARDS WHEN PROVIDING INFORMATION ABOUT OUR MEDICINES AND OTHER PRODUCTS.

AstraZeneca uses a wide variety of communications channels, ranging from contact through sales representatives to the internet. Whatever the method used, we must communicate information accurately, effectively and in a proper manner.

The information we provide to support the safe use of our products, whether through publications and promotional materials or in response to enquiries received, must be supported by scientific evidence and approved through the Company's established review and approval procedures. We must only promote licensed products and only for their approved uses.

Our sales and marketing practices worldwide must meet or exceed the minimum standards set by applicable laws, regulations and codes.

## QUICK REFERENCE

- Only provide information about our products if you are authorised to do so. This includes communications about our products on the internet or in other electronic media.
- Promote our products in an ethical, fair and balanced way.
- Use only promotional materials and other product information that have been approved through our internal review procedures.
- Publish information about our products in line with Company standards and procedures.
- Comply with the IFPMA Code of Pharmaceutical Marketing Practices, local laws, regulations and applicable codes of marketing practice and our own, often more strict, policies and procedures.
- Do not engage in direct to consumer/direct to patient communications unless permitted by local laws.

Product information includes any information, material or activity, promotional or non-promotional, designed to inform healthcare professionals and organisations, patients, investors, the media and others about the characteristics and use of our products.

# INTERACTIONS WITH HEALTHCARE PROFESSIONALS AND ORGANISATIONS\*

IN ALL OUR INTERACTIONS WITH HEALTHCARE PROFESSIONALS AND ORGANISATIONS, WE MUST OBSERVE HIGH STANDARDS OF INTEGRITY AND HONESTY.

All our interactions with healthcare professionals and organisations must be intended to ensure the effective use of our medicines and to enhance patient care. This can include advancing medical research, enhancing medical knowledge, or gathering necessary feedback about our medicines.

We must only engage the services of healthcare professionals and organisations when they are legitimately needed, and we must not pay more than an appropriate market rate for the services rendered.

We must not enter into business relationships or offer or provide gifts, hospitality or anything else of value, to induce or reward favourable decisions about our products and services.

We must always provide information about our products to healthcare professionals and organisations in accordance with the relevant provisions of this Code and supporting policies.

## QUICK REFERENCE

- Comply with the IFPMA Code of Pharmaceutical Marketing Practices, local laws, regulations and applicable codes of marketing practice and our own, often more strict, policies and procedures.
- Only make payments to healthcare professionals and organisations when there is a written contract in place.
- Do not offer payments, gifts, hospitality or anything else of value if it could constitute a bribe to a healthcare professional or organisation.

Interactions with healthcare professionals and organisations include all meetings, congresses, symposia, communications, research and service arrangements, including product promotion, speaking engagements, advisory board meetings, and consulting agreements.

\*For a definition of “healthcare professionals and organisations”, see page 24.

# PREVENTING BRIBERY AND CORRUPTION

## ASTRAZENECA DIRECTORS, OFFICERS AND EMPLOYEES, AND OTHERS WHO ACT ON ASTRAZENECA'S BEHALF, MUST NOT OFFER, PAY OR ACCEPT BRIBES.

We must not offer or give money or anything else of value either as an inducement to make, or as a reward for making, any decision favourable to the interests of AstraZeneca.

This includes providing such benefits to government officials (including those from national and local governments and those serving in public international organisations) and other healthcare professionals and organisations, patients, suppliers, charities and patient groups, whether companies or individuals.

AstraZeneca also does not permit agents, contractors, advisors or other third parties working on our behalf to engage in this type of conduct.

As well as not offering bribes, we must also not accept them. See "Avoiding Conflicts of Interest" on page 17 for more information.

### QUICK REFERENCE

- Never make or authorise payments or gifts in order to obtain or retain business or to secure an improper advantage. Never ask or permit third parties to do so on your behalf.
- It is acceptable to engage the services of healthcare professionals and organisations, and provide modest and customary meals and items of value, as long as they comply with any local laws and applicable codes and our supporting policies and procedures (including page 10 of this Code).
- Make sure all activities and conduct are of a nature that would not be open to misinterpretation if publicly disclosed.
- Pay particular attention to relationships with third parties; visits to our facilities; consulting arrangements; post-marketing studies; items of value and hospitality.
- Do not make facilitation payments to public officials or anyone else (unless you must do so to protect your personal safety when under duress).
- Report any suspicion of potentially corrupt behaviour.

Offering or making payments to government officials to obtain favourable treatment, to secure business, or to obtain an improper advantage is a crime in every country in which we do business, whether such payments are in cash or in kind. It is also a crime in many countries to make these types of payments to government officials of another country, and also a crime in most jurisdictions to pay commercial bribes to persons who are not government officials.

# EMPLOYMENT PRINCIPLES

**ASTRAZENECA IS COMMITTED TO PROMOTING AND MAINTAINING A CULTURE OF RESPECT AND EQUAL OPPORTUNITY, IN WHICH INDIVIDUAL SUCCESS DEPENDS SOLELY ON PERSONAL ABILITY AND CONTRIBUTION.**

AstraZeneca values highly the diversity of skills and abilities that a global workforce brings to our business. We are committed to supporting diversity in our workforce and in our leadership and to developing all the talent within our organisation.

All decisions about recruitment, hiring, compensation, development and promotion must be made solely on the basis of a person's ability, experience, behaviour, work performance and demonstrated potential in relation to the needs of the job.

The harassment of any AstraZeneca employee or anyone with whom we do business, is unacceptable.

Any person who believes that they or others have been subject to unlawful discrimination or harassment should report the incident and circumstances to their manager, a Human Resources manager or other senior manager, who will arrange for the incident to be investigated appropriately and impartially.

## QUICK REFERENCE

- Encourage diversity and creative potential, recruit and promote on the basis of merit and support the continuous development of people's skills and abilities.
- Behave towards others with integrity, honesty, courtesy, consideration, respect and dignity.
- Contribute to maintaining a working environment in which any form of harassment is unacceptable.
- Report any inappropriate conduct directed towards you or others.

AstraZeneca supports the principles set out in the UN Declaration of Human Rights, and our policies detail our high standards of employment practice. These include respecting diversity and, as a minimum, complying with national legal requirements regarding wages and working hours. We also support the International Labour Organisation's standards regarding child labour and minimum age.

# SAFETY, HEALTH AND THE ENVIRONMENT

ASTRAZENECA IS COMMITTED TO CARRYING OUT OUR BUSINESS IN AN ENVIRONMENTALLY RESPONSIBLE MANNER, AND TO PROMOTING A SAFE AND HEALTHY WORKPLACE FOR ALL OUR PEOPLE WORLDWIDE.

We manage our environmental impact and seek to continuously improve the sustainability of our activities by, among other things, economising on our use of non-renewable energy and raw materials; minimising the amount of waste we generate, and minimising any adverse environmental effects associated with our products.

The Company also works to identify, mitigate and monitor existing and emerging risks to the environment associated with our business activities, as well as to the health and safety of our employees and others who visit or work on our premises, and to the communities in which we operate.

We go beyond legal minimums to proactively reduce the potential for exposure to chemical, biological, physical and other hazards in the workplace; reduce the risk of other accidents in our research and manufacturing facilities; promote safe driving, and help our staff to manage their health and wellbeing.

We also aim to promptly and effectively respond to, investigate and share learning from incidents that resulted in, or had the potential to result in, serious illness or injury or environmental harm, and to take any appropriate corrective action promptly.

Everyone is expected to integrate safety, health and environmental considerations into their day-to-day work activities. Line managers also have a duty to provide their teams with a safe and secure business environment, including building awareness of potential security risks and how they should be managed.

## QUICK REFERENCE

- Take personal responsibility for safety and health and for understanding how your work may affect the environment.
- Understand the hazards associated with your work, manage the risks responsibly and only undertake work for which necessary safety and health training has been provided.
- Seek to continually improve and reduce the environmental impact of your activities (eg avoid unnecessary business trips).
- Actively participate in energy-saving and waste reduction programmes.
- Promptly report accidents, incidents of non-compliance, or any other matter posing a threat to safety, health or the environment.

Safety and health include the prevention of illness and injury and the promotion of wellbeing in the workplace. Safety and health laws and regulations exist to safeguard the working conditions of employees, and of visitors to business premises.

We are committed to minimising any adverse environmental effects from our activities and products, while working to reduce our consumption of natural resources and otherwise operating in an environmentally sustainable manner.

# PUBLIC POLICY AND POLITICAL ACTIVITIES

ANY PUBLIC POLICY OR POLITICAL ACTIVITY UNDERTAKEN ON BEHALF OF ASTRAZENECA MUST BE LAWFUL, ETHICAL AND APPROVED UNDER ESTABLISHED COMPANY PROCEDURES.

## PUBLIC POLICY ACTIVITIES

Employees and others who, on AstraZeneca's behalf, engage in dialogue with governments and other public bodies to inform or influence public policy must ensure that all communications are based on facts and evidence and are not misleading or open to misinterpretation. People engaged in these activities must always make it clear that they represent AstraZeneca.

All interactions with government officials and other third parties must also be in accordance with page 11 of this Code (Preventing Bribery and Corruption).

## POLITICAL SUPPORT

We must not use, or consent to the use of, any of our corporate funds, resources or facilities to support a governmental entity, political organisation, party or candidate, except where permitted by law and where acceptable as part of local custom and practice with respect to government/industry engagement. This includes support for policy advocacy organisations.

No political support should be provided which, by its scale or affiliation, might be seen as excessive or inappropriate.

All political support provided by the Company must comply with policies approved by the Government Affairs function and be reported through the Finance function as part of the annual consolidation of results.

## QUICK REFERENCE

- Do not engage in any public policy or political activity on behalf of AstraZeneca unless you are authorised to do so.
- Do not use Company resources or facilities to carry out, support or further any personal political activities.
- Do not act, or appear to act, as a representative of AstraZeneca when engaging in personal political activities.

Our standards reflect AstraZeneca's commitment to acting lawfully and with integrity in this highly regulated area. They are not intended to discourage you from making any personal donations with personal funds in situations in which your role as an AstraZeneca employee is not implicated or compromised.

# COMMUNITY SUPPORT, PRODUCT DONATIONS AND PATIENT GROUP SUPPORT

OUR FOCUS IS ON ACTIVITIES THAT BRING BENEFIT IN WAYS THAT ARE CONSISTENT WITH OUR BUSINESS OF IMPROVING HEALTH AND QUALITY OF LIFE, AND PROMOTING THE VALUE OF SCIENCE.

AstraZeneca is committed to making a positive contribution to our local communities through charitable contributions, sponsorships and other initiatives.

AstraZeneca also responds to humanitarian appeals with financial and/or product donations, where there is a demonstrated public health need. We conform to the WHO Guidelines for drug donations and only donate our medicines through reputable, non-governmental organisations or well defined government programmes, where we are confident that the medicines will reach their intended recipients and will be used appropriately.

AstraZeneca supports the work of patient groups, through the provision of financial and in-kind assistance that seeks to enhance patient welfare. Our relationships with patient groups must always comply with relevant legal and regulatory requirements, as well as applicable codes and our own supporting policies.

## QUICK REFERENCE

- Provide support to your community in accordance with relevant guidelines.
- Use the proper approval and management procedures for the donation of medicines.
- Ensure that any relationship with a patient group is transparent and based on trust and a shared objective to improve patient healthcare.

AstraZeneca encourages employees to participate in local community initiatives, but any potential conflicts of interest must be avoided (see page 17).

# DATA PRIVACY

## ASTRAZENECA VALUES THE PERSONAL DATA ENTRUSTED TO US AND WE ARE COMMITTED TO COLLECTING, USING, RETAINING AND DISCLOSING PERSONAL DATA IN A FAIR, TRANSPARENT AND SECURE WAY.

AstraZeneca holds Personal Data\* about our employees, patients, healthcare professionals and suppliers. When we collect, use, retain and disclose Personal Data we must ensure it is the minimum necessary for our business needs, such as to meet specific human resources, scientific or legal purposes. We must consider the privacy risks before we collect, use, retain or disclose Personal Data, such as in a new system or part of a project.

In some cases, such as where local laws require or we are undertaking a clinical trial, we must obtain consent to collect, use, retain and disclose Personal Data.

We must endeavour to keep Personal Data accurate and up-to-date.

We must be open with individuals about how we use their Personal Data, with whom we share it and where it may be sent. We must also make it easy for individuals to access and correct their information.

We must protect the Personal Data we hold by ensuring we have effective safeguards in place so it does not fall into the wrong hands.

Once we no longer have a business need for the Personal Data, it must be destroyed in accordance with our legal obligations and company retention policies.

## QUICK REFERENCE

- We must comply with all data privacy and associated laws applicable to the countries in which we gather and hold Personal Data.
- If you are carrying out any of the activities outlined below and are unsure about the additional legal obligations associated with them you should seek advice from a data privacy specialist:
  - Collecting, using, retaining and disclosing Sensitive Personal Data\*;
  - Transferring Personal Data from its country of origin;
  - Sharing Personal Data with external parties, such as AstraZeneca suppliers.
- Report any theft, loss or inappropriate disclosure of Personal Data.

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\* For definitions of "Personal Data" and "Sensitive Personal Data," see page 24.

# AVOIDING CONFLICTS OF INTEREST

## WE MUST NOT ALLOW PERSONAL OR FAMILY INTERESTS TO INFLUENCE OUR PROFESSIONAL JUDGEMENT.

We must never accept anything of value, if it would constitute either an inducement to make, or a reward for making, any decision favourable to the interests of a third party.

We must not accept any gift or hospitality that may compromise our independence or judgement regarding a third party, or that is otherwise likely to be seen as inappropriate. We must not accept a third party's offer of an invitation to a meal or social event unless the primary reason for the event is a legitimate business meeting. . Whilst we are free to make personal financial investments and to maintain social relationships with people we meet through business activities, our business relationships must not create any interests that may conflict, or have the potential to conflict, with those of AstraZeneca.

## QUICK REFERENCE

- Avoid situations where your loyalty may become divided.
- Do not accept from a vendor or other third party any gift that exceeds modest limits as established locally, or any hospitality that involves a sporting, theatre, music or other entertainment event.
- Do not enter into situations in which your personal or family interests may conflict with those of AstraZeneca.
- Declare any potential conflicts of interest and seek advice from your line manager.
- Report any business dealings between AstraZeneca and companies or organisations in which you have, or a family member or an individual you treat as a family member has, a management role or financial interest (excluding interests of 1% or less in publicly listed companies).
- Do not use your position at AstraZeneca for personal benefit or to benefit a family member, friend or associate.
- Do not pay a third party more than a contractually agreed, market-based price or fee for goods or services provided.

A conflict of interest is created when an activity, interest (financial or personal) or association of an employee directly or indirectly compromises his or her independence or judgement, causing the interests of the employee or another person to influence a business decision inappropriately.

# PROTECTING COMPANY PROPERTY AND RESOURCES

ASTRAZENECA'S PROPERTY AND RESOURCES MUST BE USED ONLY FOR THE PROPER ADVANCEMENT OF OUR BUSINESS AND NOT FOR PERSONAL GAIN, NOR FOR ANY FRAUDULENT PURPOSE.

Our duty to our shareholders includes making the best use of the Company's property, money and other resources.

As part of our strategic commitment to driving operational excellence, we must ensure that our property, resources and information systems are protected and kept secure at all times from unauthorised use, damage, disclosure, diversion or removal, whether through accident, improper act or breach of trust.

As part of this, everyone has responsibility for protecting the Company's electronic systems, communications network and computing resources, as well as preserving the integrity and confidentiality of Company information.

## QUICK REFERENCE

- Act appropriately and responsibly with regard to AstraZeneca's property and resources.
- Exercise due care when spending the Company's money and making financial commitments on its behalf.
- Report promptly any potential improper action against AstraZeneca's property and resources, so that appropriate action can be taken.
- Only use AstraZeneca property and resources for non-work related activities to the extent permitted under applicable supporting policies.
- Involve the Legal Department in any contractual matter that relates to a material right, obligation or liability.
- Subject to your local law, you should not have any expectations of privacy when using the Company's electronic systems for non-work related activities.

Property and resources include physical assets, intangible assets and confidential information. Physical assets are items such as materials, supplies, equipment and cash, while intangible assets include intellectual property, information assets, brand value and employee time and talents.

# COMMUNICATIONS, DISCLOSURES AND RECORDS

## ASTRAZENECA IS COMMITTED TO COMMUNICATING WITH INTEGRITY, TO DISCLOSING INFORMATION IN A TIMELY AND APPROPRIATE MANNER AND TO MAINTAINING ACCURATE COMPANY BOOKS AND RECORDS.

All our communications, through whatever channel, must be fair, accurate, timely and appropriately authorised. All employees must be mindful of situations in which they may be perceived to be communicating on the Company's behalf.

AstraZeneca's policy is to disclose information in a timely manner, as necessary, to comply with all relevant legal and regulatory requirements. All such disclosures must be accurate and not misleading, with no material omissions. This policy applies to all information, whether favourable or unfavourable to AstraZeneca.

We must maintain proper Company books and records to provide an accurate picture of AstraZeneca's business activities and financial position. We must not falsify or inappropriately alter Company records, and we must only destroy records in accordance with relevant supporting policies.

We must not record sales artificially to boost performance or otherwise. We must only sell products pursuant to bona fide orders underpinned by bona fide market demand, and we must only record such sales once the product has been shipped and an invoice submitted.

## QUICK REFERENCE

- Ensure that all communications, whether print, web-based or verbal, comply with all appropriate internal and external standards, and have received appropriate internal approval before release.
- Do not communicate on behalf of the Company unless you are authorised to do so. This includes communications about the Company or our products on the internet or in other electronic media.
- Promptly communicate potentially material, non-public information to the AstraZeneca Disclosure Committee, via the VP of Investor Relations or the Deputy Company Secretary at the Corporate Head Office, for a judgement on its disclosability and approval prior to any disclosure.
- Preserve records that are relevant to investigations or litigation involving the Company or its employees.

Communications are any internal or external messages about AstraZeneca or our products, including any that may be deemed to be made by us or on our behalf. They include press releases, advertisements and promotional materials. Disclosures are statements published or submitted by the Company to its shareholders, regulators, securities exchanges, the media and other third parties. Records include contracts, accounts, research and development data, batch records, and financial and non-financial documents.

# INSIDER TRADING AND CONFIDENTIAL INFORMATION

## ALL OFFICERS AND EMPLOYEES ARE PROHIBITED FROM INSIDER TRADING FOR THEIR OWN OR OTHERS' PERSONAL PROFIT.

We must not use any non-public information about AstraZeneca or other companies learnt through our employment to influence our, or anyone else's, decision to purchase or sell securities.

This requirement applies even after a person has finished working for AstraZeneca.

Confidential information should be protected from improper disclosure, and any authorised communication of confidential information should be limited to individuals who have a "need to know".

## QUICK REFERENCE

- Comply with external regulations and internal supporting policies on insider trading and the sale or purchase of securities, including restrictions on trading during close periods.
- Seek guidance (from the VP Investor Relations or Deputy Company Secretary) if you are unsure whether information is inside information (see below) or whether other restrictions apply.
- Examples of inside information include a possible acquisition, financial results information or the results of a clinical study.
- Follow AstraZeneca's supporting policies, including obtaining permission from the relevant persons, before disclosing confidential information to other employees or persons outside the Company.
- Ensure that confidentiality agreements are in place with third parties with whom we share confidential information.

Insider trading generally refers to buying, selling or exercising an option over a security (for example, stocks, shares and ADRs (American Depositary Receipts)) while in possession of non-public information about the issuer of the security (for example AstraZeneca) which, were the information to be made public, would affect the price of the security (inside information) .

# COMPETITION AND ANTI-TRUST LAWS

ASTRAZENECA IS COMMITTED TO COMPLYING WITH ALL COMPETITION AND ANTI-TRUST LAWS APPLICABLE IN THE COUNTRIES WHERE WE OPERATE.

In our efforts to drive the success of our business, we must only seek competitive advantage through lawful means.

We must not, either alone or with others, act in ways that stifle the free market. We must not exchange information or enter into agreements or understandings with competitors, customers, suppliers or other third parties in a way that improperly influences research and development activity, manufacturing, marketing, sales, pricing, formulary status, distribution or employee compensation practices, or involves bid-rigging or boycotts.

If we have a position of market power, competition laws impose a special responsibility on the Company not to abuse that position to exclude competitors or to exploit customers.

We must only engage in dialogue with our competitors when there is a legitimate business reason to do so.

## QUICK REFERENCE

- Never enter into agreements and understandings that are anti-competitive.
- Consult your local Legal Department before having discussions or interactions with competitors. Participation in trade associations can be a legitimate activity, but the exchange of strategic information between competitors in such settings is still subject to the same rules and standards.
- When dealing with non-competitors, only exchange non-public sensitive information if it is necessary for a legitimate business purpose..
- Regularly review with Legal our market position with respect to our products.
- Only gather information about competitors in an appropriate and lawful manner.
- Report any suspicions or allegations of actual or potential anti-competitive discussions or activities.

Competition and anti-trust laws promote and protect the competitive process. These laws prevent companies from entering into anti-competitive agreements with each other, or from abusing a dominant position. In many cases, these laws can be applied to conduct that occurs outside a country's borders.

# TRADE CONTROLS

## ASTRAZENECA IS COMMITTED TO IMPORTING, EXPORTING AND ENGAGING IN ALL OTHER FORMS OF TRADE IN A LEGAL AND ETHICAL MANNER.

We must comply with laws, regulations, licensing requirements, boycotts, embargoes and other restrictions that have been approved by recognised national and international authorities, including the United Nations, the European Union, the United Kingdom, Sweden and the United States. Such requirements may relate to, among other items, chemicals, biological materials, equipment, finished products and data/technology (including data that are accessible on a shared computer system)..

We must provide accurate, truthful information about our products and other items to Customs and other relevant Authorities.

### QUICK REFERENCE

- When in doubt, consult your local legal contact or compliance lead to ensure compliance with applicable trade controls.
- Report promptly to your local Legal Department all actions or requests that may be related to countries subject to boycotts.
- Refuse to engage in prohibited restrictive trade practices.
- Do not do business with parties subject to recognised trade restrictions.
- Comply with all relevant international, regional and local laws, regulations and AstraZeneca supporting policies in processing the import or export of any item.

Trade restrictions (including sanctions or embargoes) seek to prevent or limit trading with or in specific countries. Boycotts involve a country refusing (for whatever reason) to do business, or prohibiting others from doing business with, one or more other countries.

## TELEPHONE NUMBERS FOR ASKING A QUESTION OR RAISING A CONCERN

### AZETHICS LINE

From the UK: 0800 0328483

From China (Southern): 10-800-120-1239

From China (Northern): 10-800-712-1239

From the US: 866 993 8442

For other countries, local numbers are listed on [AZethics.com](http://AZethics.com). If you cannot access the web, or if your country is not listed, you can call the following number:

+ 1 503 748 0641

When you are put through to the call centre, tell them you are from AstraZeneca and state which language you require.

# DEFINITIONS

**Applicable codes** refers to those codes that AstraZeneca has formally adopted, or with which it is otherwise obliged to comply.

**AstraZeneca, AstraZeneca Group, the Group, the Company, we, us and our** refer to AstraZeneca PLC and its consolidated entities, including MedImmune,.

**Confidential information** refers to any and all confidential and/or proprietary information or material belonging to or in the possession of any member of the AstraZeneca Group. It may be oral, visual, in writing, in the form of or contained in materials, or in any other form. It includes any information or material in any way related to AstraZeneca's (a) financial information, business plans, projections or strategies, property, business practices and relationships, processes, systems, methods of operation or marketing plans, (b) research, development or other investigative activities, (c) regulatory practices, procedures or policies, (d) products, specifications, formulae, ingredients, pricing policies, marketing plans, product costs or promotional activities, (e) customer, supplier or employee information or agreements, (f) medical, scientific or other technical information, (g) corporate, strategic, commercial, licence or other agreements or (h) inventions, innovations, improvements, know-how, trade secrets or other proprietary information.

**Contractor** refers to any supplier or other third party with whom or which AstraZeneca has a contract.

**Healthcare professionals and organisations** refers to any persons who or which may prescribe, administer, recommend, purchase, pay for, reimburse, authorise, approve or supply any product or service sold or provided by AstraZeneca. It includes:

- any members of the medical, dental, pharmacy or nursing professions, or relevant associated administrative staff; and/or
- hospitals and other care organisations, health insurers (including managed care organisations), pharmacies, and formulary or benefit administrators, and relevant staff at such entities.

**Person** refers to any natural person (ie an individual) or legal person (eg a company).

**Personal Data** is any information about an identified or identifiable natural person.

**Sensitive Personal Data** are a specific sub-set of Personal Information and can include ethnicity, political opinions, religious beliefs, trade union membership, physical or mental health, sexual life, commission or alleged commission of offences, financial information and identification numbers.

**Supplier** refers to any person providing AstraZeneca with goods or services, including vendors and consultants.

**Supporting policies** refers to any and all Company policies, codes, standards and procedures.

## SECTION UPDATED IN VERSION 4 OF THE CODE OF CONDUCT

Telephone Numbers for Asking a question or Raising a Concern

## SECTION UPDATED IN VERSION 3 OF THE CODE OF CONDUCT

Public Policy and Political Activities

## SECTIONS UPDATED IN VERSION 2 OF THE CODE OF CONDUCT

Introduction

Who is the Code for and What Does it Mean in Practice?

How To Ask a Question or Raise A Concern

Providing Information About our Products

Interactions with Healthcare Professionals

Preventing Bribery and Corruption

Data Privacy (section name changed from Protecting Personal Information)

Avoiding Conflicts of Interest

Communications, Disclosures and Records

Insider Trading and Confidential Information

Competition and Anti-Trust Laws

Trade Controls

Telephone Numbers for Asking a question or Raising a Concern

Definitions

## IN YOUR EVERYDAY BUSINESS ACTIVITIES, ASK YOURSELF:

- > IS THE DECISION OR ACTION I AM GOING TO TAKE IN LINE WITH THIS CODE OF CONDUCT?
- > HAVE I UNDERSTOOD THE RISK AND THE POSSIBLE IMPLICATIONS OF WHAT I AM DOING?
- > IF NECESSARY, HAVE I SOUGHT ADVICE TO HELP ME MAKE AN INFORMED DECISION?
- > AM I ACTING WITH INTEGRITY?
- > AM I LEADING BY EXAMPLE?
- > HAVE I CONSIDERED ANY POTENTIAL IMPACT ON ASTRAZENECA'S REPUTATION?
- > HOW WILL I FEEL IF THE ACTION I TAKE TODAY IS FEATURED IN THE NEWSPAPERS OR ON TELEVISION TOMORROW?