

AstraZeneca

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Approvals

Approval Reason
Management Approval

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ASTRAZENECA GLOBAL POLICY LEGAL AND INTELLECTUAL PROPERTY

1. PURPOSE

To ensure that we meet our commitment to comply with the laws and regulations of the countries in which we operate.

2. AUDIENCE

This Policy applies to all employees of AstraZeneca and its consolidated legal entities, including all full-time and part-time directors, officers, employees and temporary staff, worldwide (collectively referred to as “employees” in this Policy).

Although third parties are not directly bound by the requirements of this Policy, AZ is committed to engaging only those third parties who embrace standards of ethical behaviour that are consistent with our own.

All employees must ensure that their business activities are lawful and appropriate. No employees have the Company’s authority to contravene laws or regulations, nor to condone contraventions by others.

All employees must:

- Be aware of, and know where to find the Company’s policies, standards and guidelines applicable to specific matters with legal implications;
- Involve the Legal & Intellectual Property (“IP”) department as appropriate; and
- Report any concerns that a situation may violate a law or regulation through the channels set out in AZ’s Code of Conduct.

3. SCOPE

This Policy cannot cover all circumstances that employees may encounter in their business activities. Therefore, it is expected that in case of doubt employees should contact an appropriate member of the Legal & IP department for advice.

4. POLICY STATEMENTS

4.1 Obligation to Involve the Legal & IP Department

4.1.1 Employees must refer to the Legal & IP department in the following circumstances:

- For legal advice on national and international laws and regulations and applicable codes when not using (or when amending) the Company’s standard contractual terms or templates;
- For support in relation to matters that in any way materially affect the Company’s core business or represent any substantial rights, obligations or risks to the Company (see “Mandatory Matters” below);

- For clarification if there is uncertainty about whether or not input is required from the Legal & IP department.

4.1.2 Employees must refer to the Legal & IP department for support in relation to mandatory matters, which are matters that materially affect the Company's core business or represent any substantial rights, obligations or risks to the Company. By way of illustration, the following matters fall into this category:

Agreements and Transactions:

- Mergers/Acquisitions/Divestments/Joint Ventures
- Patent/Know-How licences
- Distributorship, Co-marketing, Co-promotion Agreements
- Material Research and Development Agreements
- Material Supply and Toll Manufacturing Agreements
- Questions of interpretation or amendment of, compliance with or disputes relating to agreements of the sort referred to above

Advice:

- Legal aspects of product safety and other Medico-Legal matters
- Legal aspects of patent, regulatory and legal defence
- Legal aspects of trademark evaluation, selection, protection, enforcement and defence

Antitrust/Competition Law matters:

- Any practice that may have anti-competitive or antitrust implications, including misuse of a dominant market position to exclude competition
- Any request for information, inspection or investigation regarding competition from a regulatory agency
- Any discussions with actual or potential competitors of the Company
- Before 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, credit terms or 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

Note: it is not permitted to discuss any of the above topics with actual or potential competitors of the Company

Corporate:

- "Company Secretarial" work
- Restructuring/ reorganisations
- Compliance with UK and US group companies

- Compliance with the rules about share dealings

Disputes and Investigations:

- Product liability claims and litigation
- Litigation affecting the Company's corporate structure, reputation or products
- IP disputes including those which are related to patents, trademarks, copyright, domain-names and know-how
- Government or other similar investigations by enforcement or regulatory authorities
- Any notice of violation of local laws/regulations

4.2 Appointment of External Counsel

- 4.2.1 In general, no external counsel [or patent attorney] shall be instructed to act for the Company in a professional capacity without the approval of the Legal & IP department. Unless otherwise agreed, any such instruction must be directed by the Legal & IP department.
- 4.2.2 The Company does not have in-house legal resources in every country in which we operate. Accordingly, external counsel may be appointed directly and paid for by the business in the event that local legal advice is required in those countries.
- 4.2.3 When engaging with a third party, the business should always first consider using standard templates and language provided by the Legal & IP department before appointing external counsel.

4.3 Compliance with Competition and Antitrust Laws

- 4.3.1 Competition and antitrust laws exist to promote and protect effective competition in a free market.
- 4.3.2 In practical terms, all employees are expected to:
- Maintain the Company's independence in the marketplace and respect the independence of our competitors, customers and suppliers;
 - Take special care when products (on their own or together with other Company products) may be in a position of market power;
 - Engage with competitors only when there is a legitimate business reason to do so;
 - Ensure that transactions with competitors are handled on an arm's length basis and with the advice of the Legal & IP department;
 - Ensure third parties are free to determine their own sale price. Employees should not attempt to control the resale prices of any products;
 - Ensure that prices charged by the Company for our products, including any changes in those prices, (subject to Government control) are independently determined by the Company;
 - Maintain transparency throughout any tender process. Employees must not discuss tender terms with competitors or other bidders, agree to fix the result of

any tender or fix the price offered by wholesalers where the wholesaler is participating in a tender process in its own name.

4.3.3 Discussions between actual or potential competitors could have implications under competition and anti-trust laws. In particular employees must not share commercially sensitive information with our competitors. This includes pricing and financial information (including rebates, discounts, credit terms, profit, cost of goods etc) marketing and sales policies or practices, research and development activities and production or distribution practices. When meeting competitors, (be it at a trade association meeting, industry forum or other business arrangement) all employees are expected to:

- Ensure legitimate aims and goals are established prior to the meeting and that attendees adhere to that remit;
- Follow good practice and circulate agendas and take minutes;
- Stop the discussion if commercially sensitive information is being shared. If the discussion does not stop, employees must leave the meeting immediately and report it to the Legal & IP department.

4.4 Disclosure of Inside Information

4.4.1 The UK Listing Rules which govern the Company's London Stock Exchange listing and other legal obligations such as the US Sarbanes-Oxley Act require the Company to maintain:

- A framework to collect and monitor inside information and to disclose it properly via the London, New York and Stockholm Stock Exchanges as soon as possible and before it is released to anyone else; and
- Effective disclosure controls and procedures for all information required to be disclosed. Both AstraZeneca itself and individual officers and employees may be subject to penalties for non-compliance, including fines.

4.4.2 **Inside information** is precise, non-public information that if it were made public, could have a significant effect on the price of the Company's publicly traded securities.

4.4.3 **Disclosure** is determined and authorised by the CEO, or in his absence, the CFO. It may be appropriate for certain matters to be referred by the CEO or the CFO to the Board of AstraZeneca PLC for consideration.

4.4.4 **The Disclosure Committee** assists and informs the decisions of the CEO (or in his absence, the CFO) concerning inside information and its disclosure. The Disclosure Committee comprises the CFO; EVP GMD and EVP GPPS, the General Counsel, the Vice-President, Corporate Affairs, the Vice-President, Investor Relations, and the Vice-President, Group Finance. The Deputy Company Secretary acts as Secretary to the Committee and the CFO acts as the Chairperson. Minutes of meetings (whether held in person or by telephone) are kept.

4.4.5 Only designated spokespersons can disclose/discuss inside information outside the Company.

4.4.6 All employees must ensure that material business developments are promptly brought to the attention of their Senior Executive Team member (or, in their absence, a member of the Disclosure Committee) so that disclosure requirements can be considered.

4.4.7 For guidance on how to deal with inadvertent disclosures and market rumours – contact the Investor Relations or Corporate Communications Teams through the appropriate channels.

5. REVISION HISTORY

Version	Date	Description of Change
3.0	28 July 2014	Technical update to 4.4.4 Disclosure Committee members
2.0	1 June 2014	Simplification of existing Policy content regarding insider lists and share dealing. Removal of <i>EU Competition Law Handbook</i> and <i>Group Procedure on Disclosure</i> by including main content from these documents into this Policy.