

Terms of Reference of the AstraZeneca Nomination and Governance Committee

1. Membership

1.1. The Committee shall comprise at least four Directors. A majority of the members of the Committee should be independent Non-Executive Directors. All appointments to the Committee shall be made by the Board.

1.2. The Chief Executive Officer will normally attend Committee meetings and the EVP, Human Resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

1.3. The Board shall appoint the Committee Chairman who should either be the Chairman of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board.

2. Secretary

2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

3.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

4.1. The Committee shall meet at least twice a year and such other times as the Committee Chairman shall require.

5. Notice of meetings

5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.

5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, no later than four working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including names of those present and in attendance.

6.2. Minutes of the Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board unless it would be inappropriate to do so.

7. Annual General Meeting

7.1. The Committee Chairman shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties – Nomination

8.1. The Committee shall:

8.1.1. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

8.1.2. give full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

8.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

8.1.4. before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

8.1.4.1. normally use the services of external advisers to facilitate the search;

8.1.4.2. consider candidates from a wide range of backgrounds; and

8.1.4.3. consider candidates on merit and against objective criteria and with due regard to the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position.

8.1.5. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the market place; and

8.1.6. ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment.

8.2. The Committee shall also make recommendations to the Board concerning:

8.2.1. formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive Officer;

8.2.2. suitable candidates for the role of senior independent Non-Executive Director;

8.2.3. membership of the Audit Committee, the Remuneration Committee and the Science Committee, in consultation with the chairmen of those Committees;

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continued

8.2.4. the annual election of any Non-Executive Director having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and

8.2.5. any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract.

9. Duties – Governance

9.1. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the UK Corporate Governance Code and related guidance and applicable laws and regulations.

9.2. The Committee shall make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.

10. Reporting responsibilities

10.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3. The Committee shall ensure there is a statement in the Annual Report about its activities and the process used to make appointments.

11. Other

11.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. Authority

12.1. The Committee is authorised to seek any information it requires from any employee of the Company to perform its own duties.

12.2. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Nomination and Governance Committee
January 2012