

Terms of Reference of the AstraZeneca Science Committee

1. Membership, Quorum and Secretary

1.1. Members of the Science Committee and its Chairman shall be appointed by the Board. The Committee shall consist of not less than two and not more than five Non-Executive Directors of the Company.

1.2. The Board may co-opt on to the Committee senior managers from the Company's R&D organisation, provided that the co-opted members shall be less than one-half of the total membership of the Committee.

1.3. The quorum for the Committee shall be two Non-Executive Directors.

1.4. The Vice-President, Strategy, Portfolio & Performance, R&D shall act as the Secretary of the Committee.

1.5. The Committee may, from time to time, work with external scientific subject-matter experts in relation to any of its activities.

2. Terms of Reference

2.1. The terms of reference of the Committee shall be to provide assurance to the Board about the quality, competitiveness and integrity of the Company's R&D activities by way of:

2.1.1. Meetings and dialogue with the Company's R&D leaders and other scientist employees, including dialogue with less senior scientist employees in the absence of R&D leaders, from time to time.

2.1.2. Visits to the Company's R&D sites anywhere in the world by the Committee as a whole or by individual Committee members.

2.1.3. Review and assessment of

(i) the approaches adopted by the Company in respect of its chosen disease areas and therapy areas;

(ii) the scientific technology and R&D capabilities deployed;

(iii) the decision-making processes for R&D projects and programmes; and

(iv) the quality of the Company's scientists and the way in which the Company provides career development opportunities and nurtures talent.

2.1.4. Benchmarking against industry and scientific best practice, where appropriate.

For these purposes, the Company's R&D shall be taken to include both internal R&D and, where relevant, external R&D to which the Company gains access or to which the Company is considering gaining access.

2.2. The Committee shall review, from time to time, important bioethical issues faced by the Company and assist in the formulation of, and agree on behalf of the Board, appropriate policies in relation to such issues.

2.3. The Committee may consider, from time to time, future trends in medical science and technology, and review and assess any matters arising when the Company is considering entry into new areas of science or medicine.

3. Reports to the Board

3.1. The Committee shall report back to the Board about its work at the next Board meeting following a Committee meeting and following any R&D site visit by the Committee as a whole, or individual Committee members.

3.2 The minutes of Committee meetings will be circulated to all Board members.

Science Committee

January 2013