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## COMPANIES FORM No. 88(3)

## Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

# 88(3)

Pursuant to section 88(3) of the Companies Act 1985

Please do not  
write in  
this margin.**Note: This form is only for use when the contract  
has not been reduced to writing**Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

To the Registrar of Companies

For official use

Company number

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2723534

Please do not  
write in the  
space below. For  
Inland Revenue  
use only.

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

\*Insert full name  
of company.

\* AstraZeneca PLC

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	797,184,469
2 The nominal value of each such share	£ \$0.25
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ \$0.25
b The value of each share allotted i.e. the nominal value and any premium	£ £30.37 (see note 2)
c The amount to be considered as paid up in respect of b	£ £30.37 (see note 2)
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8 state the nature and amount of such consideration, and the number of shares allotted	See 8 below.

Presenter's name, address,  
and reference (if any):Freshfields  
65 Fleet Street  
London  
EC4Y 1HS  
DX 23 LONDON  
JGL/FISFor official use  
Capital section

Post room

KLO \*KIX9SG3J\* 594  
COMPANIES HOUSE 06/05/99

<b>5</b>	If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	XXX
<b>6</b>	If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	XXX
<b>7</b>	If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	XXX
<b>8</b>	If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
<b>a</b>	brief description of property:  See note 1 attached.		
<b>b</b>	full particulars of the manner in which the purchase price is to be satisfied	£	
	Amount of consideration payable in cash or bills .....		
	Amount of consideration payable in debentures, etc.		
	Amount of consideration payable in shares.....		24,210,492,320
	<i>Liabilities of the vendor assumed by the purchaser:</i>		
	Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale .....		
	Hire purchase etc debts in respect of goods acquired		
	Other liabilities of the vendor .....		
	Any other consideration .....		
			24,210,492,320

- Please do not write in this margin

\*Where such properties are sold subject to mortgage, the gross value should be shown

9 Give particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon* .....	
Legal estates in leasehold property* .....	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures) .....	
Equitable interests in freehold or leasehold property* .....	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale) .....	
Goods, wares and merchandise subject to hire purchase or agreements (written down value) .....	
Goodwill and benefit of contracts .....	
Patents, designs, trademarks, licences, copyrights, etc. ....	
Book and other debts .....	
Cash in hand and at bank on current account, bills, notes, etc. ....	
Cash on deposit at bank or elsewhere .....	
Shares, debentures and other investments .....	
Other property .....	

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed



Designation<sup>†</sup> SECRETARY

Date 27/4/99

This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company

Certificate of values

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

**Notes to Forms 88(2) and 88(3) return of allotments for AstraZeneca PLC**

**Notes in relation to form 88(3) for shares allotted to holders of AstraZeneca shares issued to Astra AB shareholders**

- (1) Each share in AstraZeneca PLC was allotted fully paid up in consideration of the transfer of shares in Astra AB, on the basis of 0.5045 AstraZeneca PLC shares for each Astra A or Astra B share.

As merger relief under section 131 of the Companies Act 1985 applied to the Merger, no premium on the shares allotted was transferred to the share premium account.

The value of each share allotted has been calculated by reference to the closing mid-market price on of Zeneca's ordinary shares listed on the London Stock Exchange on 1 April 1999 (the last day of trading on the London Stock Exchange prior to the date of allotment).

The merger was effected under Swedish law, pursuant to which all outstanding Astra A and Astra B shares were transferred to AstraZeneca PLC. 797,184,469 AstraZeneca PLC shares were issued fully paid as consideration for such transfer.

- (2) The closing mid-market quotation of Zeneca PLC's ordinary shares according to the Daily Official List of the London Stock Exchange on 1 April 1999 was £30.37.