

**RESOLUTIONS
OF
ASTRAZENECA PLC
(the "Company")**

THURSDAY



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20/05/2010

COMPANIES HOUSE

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Registered Number: 2723534 Registered in England & Wales

At an Annual General Meeting of the Company, duly convened, and held at the Renaissance Chancery Court Hotel, 252 High Holborn, London WC1V 7EN on Thursday 29 April 2010 at 2 30p m (BST) the following resolutions (not being resolutions concerning ordinary business) were duly passed, items 6, 7, 8, and 13 as ordinary resolutions and items 9, 10, 11 and 12 as special resolutions

6 THAT the Company approve the Directors' Remuneration Report for the year ended 31 December 2009

7 THAT the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and are hereby authorised to

(a) make donations to political parties,

(b) make donations to political organisations other than political parties, and

(c) incur political expenditure,

during the period commencing on the date of this resolution and ending on the date of the Company's next Annual General Meeting, provided that any such donations and expenditure made by the Company or by any such subsidiary shall not exceed US\$250,000 per company and together with those made by any such subsidiary and the Company shall not exceed in aggregate US\$250,000

Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution

8 THAT

(a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to

(i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company

(A) up to an aggregate nominal amount of US\$121,034,506, and

(B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of US\$242,069,013

(including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue

- (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, and
- (II) to people who are holder of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of , any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 29 June 2011), and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired,

(b) subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 by way of the ordinary resolution of the Company passed on 30 April 2009 be revoked by this resolution, and

(c) paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made

- 9 THAT subject to the passing of Resolution 8 as set out in the Notice of AGM of the Company convened for 29 April 2010 and in place of the power given to them pursuant to the special resolution of the Company passed on 30 April 2009, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities for cash, pursuant to the authority conferred by Resolution 8 in the Notice of AGM as if section 561(1) of the Act did not apply to the allotment This power

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if

earlier, at the close of business on 29 June 2011), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired, and

(b) shall be limited to the allotment of equity securities in connection with an offer of equity securities

- (i) to the ordinary shareholders in proportion (as nearly as maybe practicable) to their existing holdings, and
- (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

(c) in the case of the authority granted under Resolution 8(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of US\$18,155,176

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 8 in this Notice of AGM" were omitted

10 THAT the Company be and is hereby unconditionally and generally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of US\$0 25 each in the capital of the Company provided that

(a) the maximum number of ordinary shares which may be purchased is 145,241,408,

(b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is US\$0 25, and

(c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contacted to be purchased , and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System

This authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2011, or if earlier, at the close of business on 29 June 2011

11 THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice

12 THAT with immediate effect

(a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and

(b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

13 THAT the rules of the AstraZeneca Investment Plan (Plan), the main features of which are summarised in the Appendix, starting on page 9 of the Shareholders' Circular, a copy of which is produced to the meeting and initialled by the Chairman for the purpose of identification, be hereby approved and that the directors of the Company, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect and to establish one or more schedules to the Plan as they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any ordinary shares of the Company made available under any schedule are treated as counting against the relevant limits on individual and overall participation under the Plan



Secretary