

AstraZeneca PLC: Annual General Meeting 24 April 2014

Vote online: www.investorvote.com/az

ID number:

Code:



If you are planning to attend the **Annual General Meeting (AGM) of AstraZeneca PLC**, to be held on **24 April 2014 in the Lancaster London Hotel, Lancaster Terrace, London W2 2TY at 2.30 pm (BST)**, you only need to present your voting ID at the shareholder registration desk. You do not need to inform the Company beforehand your intention to attend.

Whether you are attending the meeting or not, AstraZeneca would appreciate if you vote online or send in your Proxy Form in advance of the meeting.

Proxy Form

I, the undersigned, being a shareholder of AstraZeneca PLC, hereby appoint the Chairman of the AGM*

As my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on 24 April 2014 in the **Lancaster London Hotel, Lancaster Terrace, London W2 2TY** at 2.30 pm (BST), and at any adjournment thereof.

Please indicate your vote by marking the boxes below in black or blue ink, like this

Resolution	For	Against	Vote Withheld	Resolution	For	Against	Vote Withheld
1 To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(j) Nancy Rothwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To confirm dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(k) Shriti Vadera	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To appoint KPMG LLP, London as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(l) John Varley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Directors to agree the remuneration of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(m) Marcus Wallenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect or re-elect the following as Directors:				6 To approve the Annual Report on Remuneration for the year ended 31 December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Leif Johansson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Pascal Soriot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To authorise limited EU political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Marc Dunoyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Geneviève Berger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To authorise the Directors to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Bruce Burlington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Ann Cairns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To reduce the notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Graham Chipchase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To approve the AstraZeneca 2014 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Jean-Philippe Courtois	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(i) Rudy Markham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



Signed

Dated

* Please see explanatory notes if you wish to appoint a person other than the Chairman of the AGM as your proxy

AstraZeneca PLC: Explanatory Notes to the Proxy Form

General notes

A shareholder may appoint one or more proxies (whether shareholders or not) to attend and vote in his or her place. If you wish to appoint a proxy other than the Chairman of the AGM, delete the words 'the Chairman of the AGM' and insert in block letters in the space provided the name of your proxy who need not be a shareholder of AstraZeneca PLC (the Company).

If the Proxy Form is signed and returned without any indication as to how the proxy should vote, the proxy will exercise discretion as to how votes are cast, whether or not to abstain from voting and how to act in relation to other business transacted at the AGM. The proxy will exercise this discretion as they see fit on any other business which may properly come before the AGM and at any adjournment of the AGM.

The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a Vote Withheld is not a vote in law and will not be counted as a vote For or Against a resolution.

To be valid, the Proxy Form must be deposited with AstraZeneca, Box 610, S-182 16 Danderyd, Sweden, no later than 1.00 pm on 17 April 2014 (envelope enclosed). A corporation must also submit, to AstraZeneca no later than 1.00 pm on 17 April 2014, documents showing the authority under which it has signed the Proxy Form.

Entitlement to attend and vote

The Record Date applied to the Euroclear Sweden system for this AGM is close of business on 11 April 2014. Any account holders at the Record Date in respect of the number of shares held at the Record Date are entitled to vote and attend the AGM.

If this Proxy Form is to be forwarded through a custodian bank, broker or other intermediary, this Proxy Form must be completed well in advance of such time; it is to be noted that such despatch through such intermediary will be at the shareholder's own risk. This Proxy Form, if correctly filed, will replace any previously submitted forms of proxy cards.

This Proxy Form can also be used in respect of holdings through authorised nominees in the Euroclear Sweden system, a pre-requisite for voting entitlement being that the relevant authorised nominee will have provided correct information on the holder and her/his/its holding to Computershare Sweden.

Voting electronically

If you hold your shares via Euroclear Sweden you may register the appointment on www.investorvote.com/az by using your Identification No and the code provided on the front side of this letter.

Instructions on how to use the Proxy Form at the AGM 2014

As a shareholder, there are three ways to register your vote at the Annual General Meeting (AGM). These are:

1. Appoint the Chairman of the meeting as your proxy. If you choose this method, you can indicate how you wish the Chairman to vote by marking the boxes as described below. Appointing the Chairman as your proxy is the most certain way of ensuring that your votes are registered. Your votes will be counted with the other proxy votes and included in the total votes stated at the AGM after each vote on the ordinary resolutions. You may also cast your votes online at www.investorvote.com/az using your Identification No and the code provided on the front side of this letter.

2. (a) If you are an **individual** shareholder, attend the AGM and vote in person at the meeting. This will not prevent you from voting in advance by appointing the Chairman as your proxy.

(b) If you are a **corporate** shareholder, appoint a representative to attend the AGM and vote on behalf of the corporation. The representative must bring to the meeting a resolution of the directors or other governing body of the corporation giving him or her authority to act as the representative of the corporation. For practical reasons we would appreciate if such a resolution could be sent before the AGM to: AstraZeneca, P.O. Box 610, S-182 16 Danderyd, Sweden. Appointing a representative does not

prevent you from voting in advance by appointing the Chairman as your proxy. Votes may also be cast online at www.investorvote.com/az, using the Company Registration No and the code provided with this letter.

3. Appoint someone other than the Chairman as your proxy. If you choose this method, your proxy will need to attend the AGM and cast the votes on your behalf. This means that you cannot vote in advance if you choose this alternative. If you appoint a proxy under 3 above, you must complete and return the proxy form to AstraZeneca, Box 610, S-182 16 Danderyd, Sweden by no later than at 1.00 pm on 17 April 2014 (envelope is enclosed).

Please note that appointing the Chairman of the meeting as your proxy under 1 above does not prevent you from attending the meeting in person under 2(a) above or as a corporate representative under 2(b) above and, if you wish, overriding the voting instructions given to the Chairman.

You cannot appoint both the Chairman and someone else as your proxy.

Please note the difference between a proxy and a corporate representative.

If you have any questions please contact Computershare, representative of AstraZeneca PLC, at phone +46 8 553 210 80.

This document is important. If you are in any doubt about its contents you should consult your independent financial advisor.