Terms of Reference of the AstraZeneca Science Committee

1. Introduction

1.1. The Board has established the Science Committee (the "Committee") to provide assurance to the Board about the quality, competitiveness and integrity of the R&D activities of AstraZeneca PLC (the "Company") and its wider group of companies (together, "AstraZeneca").

2. Membership, Quorum and Secretary

2.1. Members of the Science Committee shall be appointed by the Board, on recommendation of the Nomination and Governance Committee. The Committee shall consist of not less than two and not more than five Non-Executive Directors of the Company.

2.2. 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.

2.3. The Board shall appoint the Committee Chair, who shall be a Non-Executive Director. In the absence of the Committee Chair and / or an appointed deputy, the remaining members present shall elect one of themselves who is a Non-Executive Director to chair the meeting.

2.4. The quorum necessary for the transaction of business shall be two Committee members who are Non-Executive Directors. 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.

2.5. The Secretary of the Committee shall be the VP, External R&D and Strategic Alliances (or their nominee) or such other person (or their nominee) as the EVP, Oncology R&D may nominate from time to time..

3. Meetings

3.1. The Committee shall meet at such times as the Committee Chair shall determine.

3.2. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members. Notice of, and agendas and papers for, meetings shall be provided in good time in advance of meetings.

3.3. The Secretary shall minute the proceedings and decisions of Committee meetings.

3.4. Minutes will be circulated to all members of the Committee and, once agreed, made available to all Board members, unless the Committee Chair determines it would be inappropriate to do so.

4. Duties

4.1. The Committee shall provide assurance to the Board about the quality, competitiveness and integrity of AstraZeneca's R&D activities by way of:

4.1.1. Meetings and dialogue with AstraZeneca'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.

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

4.1.3. Review and assessment of:

(i) the approaches adopted by the AstraZeneca in respect of its choice of disease and therapy areas;
(ii) the decision-making processes for R&D projects and programmes;
(iii) the scientific technology and R&D capabilities required ;
(iv) the quality of the AstraZeneca's scientists and the way in which AstraZeneca provides career development opportunities and nurtures talent; and

(v) benchmarking against industry and scientific best practice, where appropriate.

4.1.4. The Review of R&D Corporate Scorecard performance and proposed targets as requested by the Remuneration Committee.

4.2. The Committee shall, at the request of the Chair of the Audit Committee, provide input to relevant reviews and decisions undertaken by the Audit Committee.

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

4.4. The Committee shall, at the request of the Board, review the science aspects of proposed business development transactions and provide confirmation to the Board of the outcome of its review.

4.5. The Committee may consider, from time to time, future trends in medical science and technology, and review and assess any matters arising when AstraZeneca is considering entry into new areas of science or medicine, including in-licensing and externalization activities.

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

5. Reporting Responsibilities

5.1. The Committee shall report back to the Board:

5.1.1. after each meeting, on the nature and content of its discussion, recommendations and action to be taken; and

5.1.2. following any R&D site visit by the Committee as a whole, or individual Committee members.

6. Annual General Meeting

6.1. The Committee Chair shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities and responsibilities.

7. Other Matters

7.1. The Committee shall have access to sufficient resources in order to carry out its duties, including:

7.1.1. Engaging with external scientific subject-matter experts in relation to any of its activities, at AstraZeneca's expense;

7.1.2. Access to AstraZeneca personnel for advice and assistance as required;

7.1.3. Appropriate and timely training;

7.1.4. Any information it requires to perform its duties from any AstraZeneca employee; and

7.1.5. Outside legal or other professional advice at AstraZeneca's expense.

7.2. The Committee shall periodically review its own performance and terms of reference and recommend any changes it considers necessary to the Board for approval.

Approved by the Board of Directors of AstraZeneca PLC
January 2025.