

Notice of AGM

Notice of Annual General Meeting
2011 and Shareholders' Circular



Letter from the Chairman

This document is important and requires your immediate attention.

If you are in any doubt about its contents or what action you should take, you should consult your Independent Financial Adviser. If you have sold or transferred all of your AstraZeneca ordinary shares you should send this document and the related documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Dear Shareholder

This letter is sent on behalf of the board of Directors (the Board) of AstraZeneca PLC (the Company) and is to be read in conjunction with various documents concerning your shareholding in the Company. These documents are:

- 1 A Shareholders' Circular incorporating the formal Notice of the Annual General Meeting of the Company to be held on Thursday, 28 April 2011 (AGM); and
- 2 A Proxy Form and Attendance Card for the AGM.

The meeting place for the AGM will be the Lancaster London Hotel, Lancaster Terrace, London W2 2TY and the AGM will commence at 2.30 pm (BST).

The business to be conducted at the AGM is summarised below. In addition to the ordinary business of the meeting under Items 1-5 inclusive, shareholders will be asked for their approval of the special business of the meeting under Items 6-11 inclusive.

Items 1 – 4: Accounts, Dividend, Re-appointment of Auditor and Authority to agree the remuneration of the Auditor

The purpose of these resolutions is:

- > To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2010.
- > To confirm the first interim dividend of US\$0.70 (44.9 pence, SEK 5.12) per ordinary share and to confirm, as the final dividend for 2010, the second interim dividend of US\$1.85 (116.7 pence, SEK 11.99) per ordinary share.
- > To re-appoint KPMG Audit Plc, London as Auditor of the Company.
- > To authorise the Directors to agree the remuneration of the Auditor.

Item 5: Election or re-election of Directors

At the AGM, as usual and in accordance with the Company's Articles of Association, all of the Directors are retiring. The biographical details of each Director presenting himself or herself for election or re-election are set out in the Notice of AGM and Shareholders' Circular.

Jane Henney will not be seeking re-election this year and will retire from the Board at the close of the AGM. She was first elected in 2001, since when she has made a significant contribution to the Board's work and the Company's success. She has served as a member of the Audit Committee, the Nomination and Governance Committee and the Science Committee. Jane's dedication, judgement, insightful comments and strong support have been appreciated by all colleagues who have had the pleasure of working with her. On behalf of the Board, we thank her for her service to AstraZeneca and warmly wish her well as she leaves us.

Following the appointments by the Board in August 2010 and January 2011 of Bruce Burlington and Shriti Vadera respectively as Non-Executive Directors, it is proposed that they should be elected to the Board by shareholders for the first time at the AGM.

In December 2010, the Board considered the independence of the Non-Executive Directors under the UK Corporate Governance Code (the Code). As Chairman, I met the independence criteria prescribed in the Code upon my appointment. Under the Code, it is not considered appropriate to repeat this test after my appointment. The Board concluded that, with the exception of Marcus Wallenberg, all of the Non-Executive Directors presenting themselves for election or re-election are independent in character and judgement and that there are no relationships or circumstances likely to affect his or her character or judgement. In January 2011, the Board completed the annual evaluation of its performance and that of its Committees and individual Directors. It concluded that each Director continues to make effective and valuable contributions to the Board and to demonstrate commitment to the role. More information about these matters and how the Board operates can be found in the Corporate

Letter from the Chairman

Governance Report section in the Company's Annual Report and Form 20-F Information 2010, which is available on our website, astrazeneca.com, or by request from the Company.

Item 6: Directors' Remuneration Report

The purpose of Resolution 6 is to approve the Directors' Remuneration Report for the year ended 31 December 2010. This can be found on pages 119 to 134 of the Annual Report and Form 20-F Information 2010, which is available on our website, astrazeneca.com, or by request from the Company.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

Item 7: Political donations

The purpose of Resolution 7, which is proposed as an ordinary resolution, is to authorise the Company and/or its subsidiaries to make limited political donations or incur limited political expenditure, within the meaning of such expressions as contained in the Companies Act 2006 (the Act), within the European Union. The purpose of this resolution is not to alter the Company's policy of not making such political donations or incurring such political expenditure. However, given the breadth of the relevant sections in the Act, it may be that some of the Company's activities could fall within the potentially wide definitions of political donations and political expenditure under the Act and, without the necessary authorisation, the Company's ability to communicate its views effectively to, for example, interest groups or lobbying organisations could be inhibited.

Accordingly, the Company believes that the authority contained in this resolution is necessary to allow it and its subsidiaries to fund activities in relation to which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the relevant sections of the Act. Any donations or expenditure, which may be made or incurred under the authority of Resolution 7, will be disclosed in next year's Annual Report and Form 20-F Information.

Item 8: Allotment of new shares

The purpose of Resolution 8, which is proposed as an ordinary resolution, is to enable the Directors to exercise their power under the Company's Articles of Association to allot new shares in the capital of the Company. The Directors may only allot shares or grant rights to subscribe for, or convert any security into shares, if authorised to do so by shareholders.

Under a revision to its guidelines published on 31 December 2008 and following a recommendation from the Rights Issue Review Group, the Association of British Insurers (the ABI) reiterated its previous position that its members will regard as routine, requests from companies for authorisation to allot new shares in an amount of up to one third of the existing issued share capital. In these revised guidelines, the ABI has clarified that its members will in the future also regard as routine, requests to authorise the allotment of a further one third of the existing share capital, subject to various provisos, such that it is applied to fully pre-emptive rights issues only.

Having considered the ABI's revised guidelines, the Board has decided that, for 2011, it will seek authority from shareholders for this additional headroom. As specified in the resolution, the Directors' authority will only be valid until the conclusion of the AGM in 2012 or the close of business on 28 July 2012, whichever is earlier.

The Board has no present intention to exercise this authority. However, it is considered prudent to acquire the flexibility that this authority provides. The Company's Directors intend to renew this authority annually.

Paragraph (a)(i)(A) of Resolution 8 will, if passed, authorise the Directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of US\$116,310,252. This amount represents 33.33% of the total ordinary share capital of the Company in issue at 21 February 2011 (being the last practicable date prior to publication of this Notice of AGM). Paragraph (a)(i)(B) of Resolution 8 authorises the Directors to allot, including the shares referred to in paragraph (a)(i)(A), further of the Company's unissued shares up to an aggregate nominal amount of US\$232,620,504 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents 66.66% of the total ordinary share capital of the Company in issue at 21 February 2011.

At 21 February 2011, no shares in the Company were held as treasury shares.

Other than the allotment of shares for the purposes of fulfilling the Company's obligations under its various share plans, the Directors have no present intention to allot any of the authorised share capital of the Company which has not yet been allotted.

For information, during 2010, the Directors used equivalent authorities, given to them by shareholders at previous AGMs, for the purposes of fulfilling the Company's obligations under its various share plans.

The number of new shares allotted during 2010, the percentage of the Company's share capital they represented at 31 December 2010 and the share plans in respect of which they were allotted are shown in the table below.

Share allotments during 2010

	No. of shares allotted	Percentage of issued share capital at 31 Dec 10
Zeneca 1994 Executive Share Option Scheme ¹	765,445	0.0543
AstraZeneca Share Option Plan ¹	10,144,180	0.7199
AstraZeneca Savings-Related Share Option Plan	304,080	0.0216
AstraZeneca All-Employee Share Plan ²	542,692	0.0385
Total allotted in 2010	11,756,397	0.8343

¹ No further options are being granted under these plans.

² UK Share Incentive Plan approved by HM Revenue & Customs.

No other new shares in the Company were allotted during 2010.

Item 9: Pre-emption rights

The purpose of Resolution 9, which is proposed as a special resolution, is to grant authority to the Directors (subject to the passing of Resolution 8) to allot shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of section 561 of the Act do not apply. Under section 561 (1) of the Act, if the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first be offered to existing shareholders pro-rata to their holdings.

This provision is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. There may be occasions however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights. Resolution 9 asks shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of US\$17,448,282 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 5.00% of the total ordinary share capital of the Company in issue at 21 February 2011 (being the last practicable date prior to publication of this Notice of AGM). The limit of 5% is derived from ABI guidelines. In accordance with the Pre-emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three year period. This authority will expire at the conclusion of the AGM in 2012 or the close of business on 28 July 2012, whichever is earlier.

The Directors have no present intention of exercising this authority but are requesting this authority in order to give them the flexibility to use shares, if so required, in connection with the proper development of the business.

Item 10: Purchase of own shares by the Company

The purpose of Resolution 10, which is proposed as a special resolution, is to renew the authority granted at last year's AGM, which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own shares as permitted by the Act. The authority limits the total number of shares that could be purchased to a maximum of 139,586,261 (representing less than 10% of the issued share capital of the Company at 21 February 2011) and sets minimum and maximum prices.

A total of 53,691,507 shares were repurchased in 2010. Should the authority in Resolution 10 be granted, the Company intends to continue to repurchase shares during 2011. The authority sought under Resolution 10 will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of shareholders generally. The Directors' current intention is that, in such circumstances, any shares so repurchased would be cancelled.

The authority being sought under Resolution 10 would permit any shares so purchased either to be cancelled or held as treasury shares. In order to maximise its opportunities for access to the market, the Company may also consider using the same authority from shareholders to give irrevocable instructions to banks to enable any share repurchases to continue during the close periods ahead of the quarterly publication of its results. If this were done, appropriate and timely announcements to the stock exchanges would be made.

At 21 February 2011, the total number of shares under option that were outstanding under all of the Company's share option plans was 49,738,448 representing 3.56% of the Company's issued share capital at that date. This number of outstanding shares under option could potentially represent 4.24% of the issued capital of the Company, if the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (both existing and being sought).

This authority will only be valid until the conclusion of the AGM in 2012 or the close of business on 28 July 2012, whichever is earlier.

Item 11: Notice period for general meetings

The purpose of Resolution 11, which is proposed as a special resolution, is to reduce the notice period required for a general meeting of the Company to 14 clear days. Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an AGM or a general meeting for the passing of a special resolution or a resolution appointing a person as a Director) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability to call such general meetings on 14 clear days' notice (and to extend this ability to general meetings for the passing of a special resolution or a resolution appointing a Director), Resolution 11 seeks such approval. The flexibility offered by Resolution 11 will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and it is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The Directors consider all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions.

All resolutions will be put to a poll vote. This means that the votes of all shareholders, including the majority of our shareholders who cannot attend the meeting but who submit a Proxy Form, are counted.

You are requested to complete and return your Proxy Form as soon as possible. If you are a registered holder you may, if you wish, register the appointment of your proxy electronically either via the internet or, if you hold your shares through CREST, using the CREST electronic proxy appointment service. Please refer to the notes in the Notice of AGM from page 9 for details. The appointment of a proxy will not prevent you from also attending the AGM and, if you are a registered holder, voting in person. All shareholders or proxies attending the AGM are asked to bring the Attendance Card with them. If you wish to appoint a corporate representative to attend the AGM, please refer to the notes in the Notice of AGM from page 9 for details.

Yours faithfully



Louis Schweitzer
Chairman

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 2 Kingdom Street, London W2 6BD

14 March 2011

Notice of Annual General Meeting 2011 and Shareholders' Circular

Notice is hereby given that the Annual General Meeting (AGM) of AstraZeneca PLC (the Company) will be held on Thursday, 28 April 2011 at 2.30 pm (BST) at the Lancaster London Hotel, Lancaster Terrace, London W2 2TY. You will be asked to consider and pass the following resolutions. Resolutions 9 to 11 inclusive will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

- 1 To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2010.
- 2 To confirm the first interim dividend of US\$0.70 (44.9 pence, SEK 5.12) per ordinary share and to confirm as the final dividend for 2010 the second interim dividend of US\$1.85 (116.7 pence, SEK 11.99) per ordinary share.
- 3 To re-appoint KPMG Audit Plc, London as Auditor of the Company.
- 4 To authorise the Directors to agree the remuneration of the Auditor.
- 5 To elect or re-elect the following Directors of the Company with effect from the end of the AGM:

A separate vote will be taken in respect of the election or re-election of each Director. In accordance with Article 66 of the Company's Articles of Association, all of the Directors will retire at the AGM in 2012 and may present themselves for re-election.

Louis Schweitzer (68)

Non-Executive Chairman Chairman of the Nomination and Governance Committee and Member of the Remuneration Committee

Appointed as a Director in March 2004 and as Chairman in January 2005. Louis Schweitzer has extensive leadership experience at both executive and non-executive levels in large, multinational companies. He is Non-Executive Chairman of AB Volvo and a Non-Executive Director of BNP-Paribas, Veolia Environnement SA and L'Oréal SA. Previously he has held the roles of Non-Executive Chairman, Chairman and Chief Executive Officer of Renault SA.

David Brennan (57)

Executive Director and Chief Executive Officer

Appointed as a Director in March 2005 and as CEO in January 2006. David Brennan is President of the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA) and a member of the executive board of the European Federation of Pharmaceutical Industries and Associations (EFPIA). He is a past Chairman of the board of the Pharmaceutical Research and Manufacturers of America (PhRMA) and remains a member of the PhRMA board. From 2001 until January 2006, he was President and Chief Executive Officer of the Company's North American subsidiary. He was Chairman of the board of the Southeastern Pennsylvania Chapter of the American Heart Association 2004-2006. He began his career in 1975 at Merck, where he started as a sales representative in the US division and later worked in sales and marketing management in the US and international divisions. He joined Astra Merck in 1992 and helped to build the joint venture into a multi-billion dollar business in the US. He is an alumnus of Gettysburg College where he studied Business Administration.

Simon Lowth (49)

Executive Director and Chief Financial Officer

Appointed as a Director and as CFO in November 2007. Simon Lowth is also a Non-Executive Director of Standard Chartered PLC. He was previously at ScottishPower where he was Finance Director, a position he left following completion of the sale of the company to Iberdrola. His move to ScottishPower followed 15 years' experience with the global management consultancy, McKinsey & Company, where he advised leading multinational companies on a wide range of strategic, financial and operational issues. He has an engineering degree from Cambridge University and an MBA from the London Business School.

Bruce Burlington (62)

Non-Executive Director and member of the Science Committee

Appointed as a Director in August 2010. Bruce Burlington is a pharmaceutical product development and regulatory affairs consultant and brings extensive experience in those areas to the Board. He is also a non-executive board member of Cangene Corporation and a member of the scientific advisory boards of the International Medica Foundation and H. Lundbeck A/S. Previously he spent 17 years with the FDA, serving as director of the FDA's Center for Devices and Radiological Health as well as holding a number of senior roles in the Center for Drug Evaluation and Research. After leaving the FDA he served in a series of senior executive positions at Wyeth (now part of Pfizer Inc.).

Jean-Philippe Courtois (50)

Non-Executive Director and member of the Audit Committee

Appointed as a Director in February 2008. Jean-Philippe Courtois has over 25 years' experience in the global technology industry and is President of Microsoft International, Senior Vice-President of Microsoft Corporation, a board member of PlaNet Finance and Microsoft's official representative at the Institut Montaigne. Previously he was Chief Executive Officer and President of Microsoft EMEA and has served as co-chairman of the World Economic Forum's Global Digital Divide Initiative Task Force and on the European Commission Information and Communication Technology Task Force. In 2009, he also served as an EU Ambassador for the Year of Creativity and Innovation.

Michele Hooper (59)

Senior independent Non-Executive Director, Chairman of the Audit Committee and member of the Nomination and Governance Committee

Appointed as a Director in July 2003 and as Senior independent Non-Executive Director in April 2007. Michele Hooper is a recognised corporate governance expert and has considerable healthcare industry expertise. She is President and Chief Executive Officer of The Directors' Council, a private company which she co-founded in 2003, that works with corporate boards to increase their independence, effectiveness and diversity, and a non-executive member of the boards of UnitedHealth Group Inc., PPG Industries, Inc. and Warner Music Group, Inc. Previously she was President and Chief Executive Officer of Stadtlander Drug Company, Inc. and Corporate Vice-President and President, International Businesses of Caremark International Inc.

Rudy Markham (65)

Non-Executive Director and member of the Audit Committee and the Remuneration Committee

Appointed as a Director in September 2008. Rudy Markham has significant international business and financial experience, having formerly held a number of senior commercial and financial positions worldwide with Unilever, culminating in his appointment as CFO of Unilever. He is currently Chairman and Non-Executive Director of Moorfields Eye Hospital NHS Foundation Trust and a non-executive member of the boards of United Parcel Services Inc., the UK Financial Reporting Council, Standard Chartered PLC and Legal & General plc. He is also a non-executive member of the board of the UK Foreign and Commonwealth Office, a Fellow of the Chartered Institute of Management Accountants and a Fellow of the Association of Corporate Treasurers.

Nancy Rothwell (55)

Non-Executive Director, Chairman of the Science Committee and member of the Remuneration Committee

Appointed as a Director in April 2006 and has responsibility for overseeing Responsible Business. Nancy Rothwell is a distinguished life scientist and academic and is the President and Vice-Chancellor of the University of Manchester. She is also President of the Society of Biology. Previously she has served as President of the British Neuroscience Association and has been on the councils of the Medical Research Council, the Royal Society, the Biotechnology and Biological Sciences Research Council, the Academy of Medical Sciences and Cancer Research UK.

Shriti Vadera (48)

Non-Executive Director and member of the Audit Committee

Appointed as a Director in January 2011. Shriti Vadera brings to the Board experience of emerging markets, and knowledge of global finance and public policy. She is a Non-Executive Director of BHP Billiton Plc and BHP Billiton Limited and has recently held a number of advisory roles, including Senior Adviser to the Korean Presidency of the Group of Twenty (G20), Adviser to Temasek Holdings, Singapore and Adviser to the Government of Dubai on the restructuring of Dubai World's debt. Previously she held a series of ministerial positions in the UK government, most latterly Parliamentary Under-Secretary of State for Economic Competitiveness and Enterprise in the Cabinet Office and Department for Business, Innovation & Skills. From 1999 to 2007, she was Adviser to the Chancellor of the Exchequer, Council of Economic Advisers, HM Treasury. Prior to that she held various corporate and project finance, government advisory, and banking and capital markets roles with S G Warburg/UBS.

John Varley (54)

Non-Executive Director, Chairman of the Remuneration Committee and member of the Nomination and Governance Committee

Appointed as a Director in July 2006. John Varley was formerly Group Chief Executive of the Barclays Group, having held a number of senior positions with the bank during his career, including that of Group Finance Director. He brings additional international, executive business leadership experience to the Board. He is also a Non-Executive Director of BlackRock, Inc., Chairman of Business Action on Homelessness, President of the Employers' Forum on Disability, a member of the International Advisory Panel of the Monetary Authority of Singapore and Honorary President of the UK Drug Policy Commission.

Marcus Wallenberg (54)

Non-Executive Director and member of the Science Committee

Appointed as a Director in April 1999. Marcus Wallenberg has international business experience across a broad range of industry sectors, including the pharmaceutical industry from his directorship with Astra AB prior to 1999. He is the Chairman of Skandinaviska Enskilda Banken AB, AB Electrolux and Saab AB, Vice-Chairman of Telefonaktiebolaget LM Ericsson (publ) and a Non-Executive Director of Stora Enso Oyj and the Knut and Alice Wallenberg Foundation.

6 To approve the Directors' Remuneration Report for the year ended 31 December 2010.

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 subsidiary shall not exceed US\$250,000 per company and together with those made by any 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.

Notice of Annual General Meeting 2011 and Shareholders' Circular

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\$116,310,252; and
- (B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of US\$232,620,504 (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 holders 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 28 July 2012); 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 551 of the Companies Act 2006 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.

Special Resolutions

9 That subject to the passing of Resolution 8 as set out in the Notice of AGM of the Company convened for 28 April 2011 and in place of the power given to them pursuant to the special resolution of the Company passed on 29 April 2010, the directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) 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 28 July 2012), 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 (but in the case of the authority granted under Resolution 8(a)(i)(B), by way of a rights issue only):
- (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are holders 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; 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\$17,448,282.

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 the 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 139,586,261;
- (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 contracted 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 2012 or, if earlier, at the close of business on 28 July 2012 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

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

By order of the Board:

A C N Kemp
Company Secretary

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 2 Kingdom Street, London W2 6BD

14 March 2011

Notes

Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of ordinary shares entered in the register of members of the Company by 6.00 pm (BST) on Tuesday, 26 April 2011 (or their duly appointed proxies), or if this meeting is adjourned, in the register of members by 6.00 pm (BST) two days prior to any adjourned meeting, are entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 6.00 pm (BST) on Tuesday, 26 April 2011, or if this meeting is adjourned, in the register of members after 6.00 pm (BST), two days prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM.

A registered member of the Company may appoint one or more proxies (who need not be a member of the Company) to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A member may only appoint a proxy by:

- > Completing and returning the Proxy Form; or
- > Going to the Shareview website, shareview.co.uk; or
- > If you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

Deadline for receipt of Proxy Form

To be effective, the Proxy Form (or electronic appointment of a proxy) must be received by the Company's registrar, Equiniti Registrars, not less than 48 hours before the time for holding the AGM, being no later than 2.30 pm (BST) on 26 April 2011, or if this AGM is adjourned, not less than 48 hours before the time for holding such adjourned meeting. The appointment of a proxy will not prevent a shareholder from attending and voting in person at the meeting.

Appointment of proxies through Sharevote and Shareview Websites

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, sharevote.co.uk, using their personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form). Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at shareview.co.uk and clicking on the link to vote under your holding details. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies for the AGM, including any adjournment(s) thereof, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website, euroclear.com/crest. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

Notice of Annual General Meeting 2011 and Shareholders' Circular

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti Registrars (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Equiniti Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided if two or more representatives purport to vote in respect of the same shares:

- > if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- > in other cases, the power is treated as not exercised.

Nominated Persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person) may have a right, under an agreement between him or her and the shareholder by whom he or she was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described above can only be exercised by shareholders of the Company.

Members' requests under section 527 of the Companies Act 2006

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; and/or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such

website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' rights to ask questions

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members' resolutions and matters under sections 338 and 338A of the Companies Act 2006

Under Sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective; (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 17 March 2011, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Total voting rights

At 21 February 2011 (being the last practicable date prior to the publication of this Notice of AGM) the Company's issued share capital consisted of 1,395,862,616 ordinary shares, carrying one vote each. Therefore, the total voting rights of the Company at 21 February 2011 were 1,395,862,616.

Documents available for inspection

The following information may be inspected during business hours at the Company's registered office and will on the day of the AGM be available for inspection at the Lancaster London Hotel, Lancaster Terrace, London W2 2TY from 2.15 pm (BST) until the conclusion of the AGM: (1) a statement of the interests and transactions of Directors and their families in the share capital of the Company and any of its subsidiaries; (2) copies of all contracts of service and letters of appointment under which Directors of the Company are employed by the Company or any of its subsidiaries; (3) the Annual Report and Form 20-F Information 2010; and (4) a copy of the Company's Articles of Association.

Voting Results

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website, astrazeneca.com within 14 days of the date of the AGM.

Updated information

Certain information in the Company's Annual Report and Form 20-F Information 2010 is updated here as follows:

On 18 February 2011, David Brennan, a Director of the Company, exercised options over 29,354 AstraZeneca PLC American depositary shares (ADSs) and 39,942 ADSs at option prices of US\$47.14 and US\$47.73 per ADS respectively. One ADS equals one ordinary share. The options, which were granted to Mr Brennan in March 2001 and June 2001 respectively, were due to expire in March 2011 and June 2011, if not exercised before then. Following these exercises, Mr Brennan sold all of the 69,296 ADSs so acquired at a price of US\$49.10 per ADS. As a result of this transaction, Mr Brennan holds options over 252,223 ADSs and 592,975 ordinary shares. Following this transaction, Mr Brennan has an interest in 607,699 ordinary shares and 78,469 AstraZeneca ADSs, which together represent approximately 0.05% of the Company's issued ordinary capital.

On 21 February 2011, the proportion of ordinary shares represented by ADSs was 6.69% of the ordinary share capital of the Company in issue on that date.

On 21 February 2011, the number of registered holders of ordinary shares was 120,591 (of which 770 were in the US) and the number of record holders of American depositary receipts on the same date was 2,233 (of which 2,209 were in the US).

On 21 February 2011, there were options outstanding to subscribe over 49,738,448 ordinary shares of the Company, with subscription prices in the range of 1882-3487 pence (weighted average subscription price 2446 pence) and normal expiry dates from 2011 to 2019.

Contact information

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Our website

A copy of this Notice of AGM, and other information required by section 311A of the Companies Act 2006 is available online at astrazeneca.com/noticeofmeeting2011.

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