

**ASTRAZENECA
NOTICE OF
ANNUAL
GENERAL
MEETING
2009 AND
SHAREHOLDERS'
CIRCULAR**



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.

27 FEBRUARY 2009

DEAR SHAREHOLDER

This letter is sent on behalf of the Board of AstraZeneca PLC 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, 30 April 2009 (AGM); and
- 2 A Proxy Form and Attendance Card for the AGM.

The meeting place for the AGM will be the London Marriott Hotel, Grosvenor Square, London, W1K 6JP and the AGM will commence at 2.30 pm (British Summer Time).

Should you wish to pre-register questions to be asked at the AGM, we encourage you to do so by e-mailing AGMquestions@astrazeneca.com or writing to the Company Secretary at AstraZeneca PLC, 15 Stanhope Gate, London, W1K 1LN. 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 6-10 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 2008.
- > To confirm the first interim dividend of \$0.55 (27.8 pence, SEK 3.34) per Ordinary Share and to confirm, as the final dividend for 2008, the second interim dividend of \$1.50 (104.8 pence, SEK 12.02) per Ordinary Share.
- > To re-appoint KPMG Audit Plc, London as Auditor.
- > To authorise the Directors to agree the remuneration of the Auditor.

ITEM 5: DIRECTORS

Håkan Mogren will retire from the Board at the close of the AGM on 30 April 2009. As Chief Executive Officer of Astra AB, and subsequently Deputy Chairman of AstraZeneca, Håkan led Astra through

a period of tremendous growth and success and was instrumental in the formation of AstraZeneca. He has brought a wealth of experience and sound judgement to our Board decisions. His fellow Directors and I thank him for his distinguished contribution to the Company over two decades and wish him a long and very happy retirement.

As mentioned in my Chairman's Statement in the Company's Annual Report and Form 20-F Information 2008, John Patterson will retire from the Board on 31 March 2009. On behalf of his fellow Directors, I would like to reiterate my thanks to him for his service to the Company.

Biographical details of the Directors presenting themselves for election or re-election are given in the Notice of AGM and Shareholders' Circular.

In December 2008, the annual review of how the Board operates and the assessment of the individual performance of the Directors took place. The Board also considered the independence of the Non-Executive Directors under the UK's Combined Code on Corporate Governance. As Chairman, I met the independence criteria prescribed in the Combined Code upon my appointment. Under the Combined Code, this test does not need to be repeated after my appointment. With the exception of Marcus Wallenberg (for the reasons explained in the Directors' Report for 2008), the Board concluded that all other Non-Executive Directors presenting themselves for election or re-election are independent. The Directors' Report can be found in the Company's Annual Report and Form 20-F Information 2008 which is available on our website, astrazeneca.com, or by request from the Company. The Annual Report and Form 20-F Information 2008 includes a more detailed description of how the Board operated (this can be found in the Corporate Governance section on page 87).

ITEM 6: DIRECTORS' REMUNERATION REPORT

The purpose of this resolution is to approve the Directors' Remuneration Report for the year ended 31 December 2008. This can be found on pages 174 to 188 of the Annual Report and Form 20-F Information 2008, which is also accessible on our website, astrazeneca.com, or by request from the Company.

ITEM 7: POLITICAL DONATIONS

The purpose of this ordinary resolution is to authorise the Company or its subsidiaries to make limited political donations, within the meaning of that expression as contained in

the Companies Act 2006. The purpose of this resolution is not to alter the Company's policy of not making political donations. 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 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, relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences, when the Company seeks to communicate its views on issues relevant to its business interests, such as matters in the life sciences arena.

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 Companies Act 2006, unintentionally commit a technical breach of the relevant sections of the Act. Any expenditure (being any expenditure in relation to any publication / activity which could reasonably be regarded as intended to affect public support for a political party) or donations, which may be incurred under the authority of this resolution, will be disclosed in next year's Annual Report and Form 20-F Information.

ITEM 8: ALLOTMENT OF NEW SHARES

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 (ABI) has 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 they have however clarified that its members will in the future regard as routine, requests to authorise the allotment of a further one third. Their support for this additional headroom is predicated on it being applied to fully pre-emptive rights issues only and on the basis that the authorisation shall be valid for one year. It is also subject to various other provisos stated in the ABI's revised guidelines. Having considered the ABI's revised guidelines and the current needs of the business, the Board has decided that for 2009 it will not seek authority from shareholders for this additional headroom.

SHARE ALLOTMENTS DURING 2008

	No. of shares allotted	Percentage of issued share capital as at 31 Dec.08
Zeneca 1994 Executive Share Option Scheme ¹	98,996	0.0068%
AstraZeneca Share Option Plan	2,577,024	0.1780%
AstraZeneca Savings-Related Share Option Scheme ¹ and AstraZeneca Savings-Related Share Option Plan	664,720	0.0459%
AstraZeneca All-Employee Share Plan ²	737,895	0.0510%
Total allotted in 2008	4,078,635	0.2817%

¹ No further options are being granted under these schemes.

² UK Share Incentive Plan approved by HM Revenue & Customs, offering free shares and partnership shares.

Accordingly, as in previous years, the purpose of this ordinary resolution is to enable the Directors to continue to exercise their existing power under the Company's Articles of Association to allot new shares in the capital of the Company. As specified in the resolution, the Directors' authority will only be valid until the conclusion of the AGM in 2010 or 30 June 2010, whichever is earlier. It would be limited to the allotment of a maximum of 482,544,704 Ordinary Shares representing 33.33% of the total ordinary share capital of the Company in issue at 31 January 2009 (known as the Section 80 amount). This would effectively limit the maximum amount of share capital which can be authorised for allotment to one third of the Company's issued ordinary share capital.

As at 31 January 2009, no shares in the Company were held as treasury shares.

Other than the allotment of Ordinary 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 2008, 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 Ordinary Shares allotted during 2008, the percentage of the Company's share capital they represented at 31 December 2008 and the share plans in respect of which they were allotted were as above.

No other new shares in the Company were allotted during 2008.

ITEM 9: PRE-EMPTION RIGHTS

The purpose of this special resolution is to renew the authority of the Directors to allot shares of the Company and to sell treasury shares for cash as if the pre-emption

provisions of section 89 of the Companies Act 1985 do not apply. Under section 89, when new shares are allotted or treasury shares are sold for cash, 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. Shareholders may waive this right of pre-emption. Other than in connection with a right, scrip dividend, or other similar issue, the authority contained in this resolution would be limited to the allotment of shares or the sale of treasury shares for cash having an aggregate nominal value of \$18,095,426, which represents 5.00% of the total ordinary share capital of the Company in issue at 31 January 2009 (known as the Section 89 amount). The limit of 5.00% is also derived from the ABI guidelines referred to above. This authority will expire at the conclusion of the AGM in 2010 or 30 June 2010, 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 this special resolution is to renew the authority of the Directors to purchase, in the market, the Company's own shares, for the purposes of section 166 of the Companies Act 1985. The authority limits the total number of shares that could be purchased and sets minimum and maximum prices.

The Board has decided that no share re-purchases will take place in 2009 in order to maintain the flexibility to invest in the business. However, in the event that the Board were to decide to re-commence the share re-purchase programme, the authority sought under this resolution would

be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. The Directors' current intention is that, in such circumstances, any shares so re-purchased would be cancelled.

The authority being sought under this resolution 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 re-purchases 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.

During 2008, the Company re-purchased and cancelled 13.6 million shares at a total cost of \$610 million. As at 31 January 2009, since the beginning of the original re-purchase programme in 1999, the Company has purchased in total 376.3 million of its own shares for a cumulative cost of \$18,099 million. This number of shares represents over 21% of the Company's initial share capital post-merger. More details can be found under the section entitled Dividend and Share Re-purchases on page 37 of the Annual Report and Form 20-F Information 2008.

As at 31 January 2009, the total number of shares under option that were outstanding under all of the Company's share option plans was 55,640,140 representing 3.84% of the Company's issued share capital at that date. This number of outstanding shares under option could potentially represent 4.70% 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 (existing and being sought).

This authority will only be valid until the conclusion of the AGM in 2010 or 30 June 2010, whichever is earlier.

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 on page 6 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 on page 6 for details.

Yours sincerely



LOUIS SCHWEITZER
Chairman

AstraZeneca PLC
Registered in England No. 2723534
Registered Office: 15 Stanhope Gate,
London, W1K 1LN

27 February 2009

NOTICE OF ANNUAL GENERAL MEETING 2009 AND SHAREHOLDERS' CIRCULAR

Notice is hereby given that the Annual General Meeting (AGM) of AstraZeneca PLC will be held on Thursday, 30 April 2009 at 2.30 pm (British Summer Time) at the London Marriott Hotel, Grosvenor Square, London, W1K 6JP. This AGM is being held for the following purposes:

- 1 To receive the Company's Accounts and the Reports of the Directors and Auditor for the year ended 31 December 2008.
- 2 To confirm the first interim dividend of \$0.55 (27.8 pence, SEK 3.34) per Ordinary Share and to confirm as the final dividend for 2008 the second interim dividend of \$1.50 (104.8 pence, SEK 12.02) per Ordinary Share.
- 3 To re-appoint KPMG Audit Plc, London as Auditor.
- 4 To authorise the Directors to agree the remuneration of the Auditor.
- 5 To elect or re-elect the following Directors:

A separate vote will be taken in respect of the election or re-election of each Director. In accordance with Article 65 of the Company's Articles of Association, all of the Directors will retire at the AGM in 2010 and may present themselves for election or re-election.

LOUIS SCHWEITZER (66)
Non-Executive Chairman
Chairman of the Nomination and Governance Committee and Member of the Remuneration Committee

Appointed as a Director 11 March 2004. Non-Executive Chairman of Renault SA since April 2005. Chairman and Chief Executive Officer of Renault SA 1992-2005. Non-Executive Director of BNP-Paribas, Veolia Environnement, Volvo AB and L'Oréal.

DAVID R BRENNAN (55)
Executive Director and Chief Executive Officer
Appointed as a Director 14 March 2005. Appointed Chief Executive Officer 1 January 2006. Chairman-elect of the Executive Board of the Pharmaceutical Research and Manufacturers of America (PhRMA). Honorary Board member of the US CEO Roundtable on Cancer. Board member of the European Federation of Pharmaceutical Industries and Associations (EFPIA). Commissioner of the UK Commission for Employment and Skills (UKCES). Chairman of the Board of the Southeastern Chapter of the American Heart Association 2004-2006.

SIMON LOWTH (47)
Executive Director and Chief Financial Officer
Appointed as a Director 5 November 2007. Also has overall responsibility for Information Services. Finance Director, Scottish Power plc 2005-2007 and Executive Director, Corporate Strategy and Development, Scottish Power plc 2003-2005. Director – Head of UK Industrial Practice, McKinsey & Company 2000-2003.

BO ANGELIN (59)
Non-Executive Director
Member of the Science Committee
Appointed as a Director 24 July 2007. Professor of Clinical Metabolism at Karolinska Institutet and Head of the Department of Endocrinology, Metabolism & Diabetes at Karolinska University Hospital in Stockholm, Sweden. Member of the Nobel Assembly and of the Swedish Royal Academy of Sciences. Member of the Medical Nobel Institute. Prior appointments include Chairman of the Nobel Committee for Physiology and Medicine.

JOHN BUCHANAN (65)
Non-Executive Director
Chairman of the Audit Committee and Member of the Remuneration Committee
Appointed as a Director 25 April 2002. Executive Director and Group Chief Financial Officer of BP p.l.c. 1996-2002. Member of the UK Accounting Standards Board 1997-2001. Senior Independent Director of BHP Billiton Plc. Deputy Chairman of Vodafone Group Plc. Chairman of Smith & Nephew plc. Chairman of International Chamber of Commerce (UK).

JEAN-PHILIPPE COURTOIS (48)
Non-Executive Director
Member of the Audit Committee
Appointed as a Director 18 February 2008. President of Microsoft International since June 2005. Chief Executive Officer of Microsoft EMEA 2003-2005. President of Microsoft EMEA 2000-2003. Corporate Vice President for Microsoft Worldwide Customer Marketing 1998-2000. Administrator for PlaNet Finance and representative at the Institut Montaigne.

JANE HENNEY (61)
Non-Executive Director
Member of the Audit Committee, the Nomination and Governance Committee and the Science Committee
Appointed as a Director 24 September 2001. Currently Professor of Medicine, University of Cincinnati. Prior appointments include: Senior Vice-President and Provost for Health Affairs, University of Cincinnati Medical Academic Health Center; Deputy Director, US National Cancer Institute; Deputy Commissioner for Operations, US Food

and Drug Administration; and Commissioner of Food and Drugs, US Food and Drug Administration. Non-Executive Director of AmerisourceBergen Corporation and CIGNA Corporation. Other board appointments include The Commonwealth Fund and China Medical Board.

MICHELE HOOPER (57)
Senior Non-Executive Director
Member of the Audit Committee and the Nomination and Governance Committee
Appointed as a Director 1 July 2003. President and Chief Executive Officer of Stadlander Drug Company 1998-1999. Corporate Vice-President and President, International Businesses of Caremark International Inc. 1992-1998. Non-Executive Director of UnitedHealth Group, PPG Industries, Inc. and Warner Music Group, Inc..

RUDY MARKHAM (62)
Non-Executive Director
Member of the Audit Committee
Appointed as a Director 12 September 2008. Non-Executive Director of United Parcel Services Inc.. Chairman and Non-Executive Director of Moorfields Eye Hospital Foundation Trust. Non-Executive Director of Financial Reporting Council. Non-Executive Director of Standard Chartered PLC. Non-Executive Director of Legal & General plc. Fellow of the Chartered Institute of Management Accountants and Fellow of the Association of Corporate Treasurers.

DAME NANCY ROTHWELL (53)
Non-Executive Director
Chairman of the Science Committee and Member of the Remuneration Committee
Appointed as a Director 27 April 2006. Also has responsibility for overseeing Corporate Responsibility. MRC Research Professor and Deputy President and Deputy Vice-Chancellor at the University of Manchester. Council member of the Biotechnology and Biological Sciences Research Council. Vice-President and Council member of the Royal Society. Prior appointments include: Trustee of Cancer Research UK and the Campaign for Medical Progress; Chair of the Research Defence Society; Chair of the Wellcome Trust Public Engagement Strategy Panel; President of the British Neuroscience Association; and Council member of the Medical Research Council.

JOHN VARLEY (52)
Non-Executive Director
Chairman of the Remuneration Committee and Member of the Nomination and Governance Committee
Appointed as a Director 26 July 2006. Executive Director of Barclays Bank plc and Barclays plc since 1998 and Group Chief

Executive since 2004. Chairman of Business Action on Homelessness and President of the Employer's Forum on Disability and member of the International Advisory Panel of the Monetary Authority of Singapore. Honorary President of the UK Drug Policy Commission. Treasurer and Trustee St Dunstan's and Trustee of Thornton Smith & Plevins Young People's Trust.

MARCUS WALLENBERG (52)

Non-Executive Director

Appointed as a Director 6 April 1999. Formerly a Director of Astra AB (appointed 18 May 1989). Chairman of Skandinaviska Enskilda Banken AB. Chairman of AB Electrolux. Chairman of SAAB AB. Vice-Chairman of Telefonaktiebolaget L M Ericsson. Non-Executive Director of Stora Enso Oyj, the Knut and Alice Wallenberg Foundation and Temasek Holdings Ltd. Honorary Chairman of International Chamber of Commerce.

6 To approve the Directors' Remuneration Report for the year ended 31 December 2008.

7 To consider and, if thought fit, pass the following as an ordinary resolution:

"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 is hereby authorised to:

1.1 make donations to political parties; and

1.2 make donations to political organisations other than political parties; and

1.3 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 shall not exceed \$250,000 and together with those made by any subsidiary company while it is a subsidiary of the Company shall not exceed in aggregate \$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 To consider and, if thought fit, pass the following as an ordinary resolution:

"That the authority and power to allot new shares conferred on the Directors by Article 7.1 of the Company's Articles of Association be renewed for the period commencing on the date of this Annual General Meeting and ending on the date of the Annual General Meeting of the Company in 2010 or, if earlier, on 30 June 2010, and for such period the Section 80 amount shall be US dollars 120,636,176."

9 To consider and, if thought fit, pass the following as a special resolution:

"That the power conferred on the Directors by Article 7.2 of the Company's Articles of Association be renewed for the period commencing on the date of this Annual General Meeting and ending on the date of the Annual General Meeting of the Company in 2010 or, if earlier, on 30 June 2010, and for such period the Section 89 amount shall be US dollars 18,095,426."

10 To consider and, if thought fit, pass the following as a special resolution:

"That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of the Companies Act 1985) of Ordinary Shares of \$0.25 each in the capital of the Company provided that:

(a) the maximum number of shares which may be purchased is 144,763,412 (being 10% of the Company's share capital in issue as at 31 January 2009);

(b) the minimum price (exclusive of expenses) which may be paid for each share is \$0.25 (being the nominal value of an Ordinary Share); and

(c) the maximum price (exclusive of expenses) which may be paid for a share is an amount equal to 105% of the average of the middle market values of the Company's Ordinary Shares as derived from the daily official list of The London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased.

This authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2010 or, if earlier, on 30 June 2010 (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)."

By order of the Board:

A C N KEMP
Company Secretary
AstraZeneca PLC

Registered in England No. 2723534

Registered Office: 15 Stanhope Gate,
London, W1K 1LN

27 February 2009

NOTE: An explanation of Items 6-10 is given in the letter from the Chairman accompanying this Notice of Annual General Meeting and Shareholders' Circular.

NOTES

ENTITLEMENT TO ATTEND AND VOTE AND DEADLINE FOR RECEIPT OF PROXY FORM

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 on Tuesday 28 April 2009 (or their duly appointed proxies), or if this meeting is adjourned, in the register of members by 6.00 pm 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 on Tuesday 28 April 2009, or if this meeting is adjourned, in the register of members after 6.00 pm, 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 Meeting to communicate with the Company for any purposes other than those expressly stated.

IMPORTANT: In any case your Proxy Form must be received by Equiniti Registrars no later than 2.30 pm on 28 April 2009.

To be effective, the Proxy Form (or electronic appointment of a proxy) must be received by the AstraZeneca Registrar, Equiniti Registrars, not less than 48 hours before the time for holding the AGM, 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, the Company's Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at shareview.co.uk and clicking on 'Company Meetings'. Full details and instructions on these electronic proxy facilities are given on the 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. 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.

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'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 A DESIGNATED CORPORATE REPRESENTATIVE

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same

corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll, and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators (ICSA) on proxies and corporate representatives on the ICSA website, icsa.org.uk, for further details of this procedure.

NOMINATED PERSONS

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.

Any person to whom this Notice 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 and the shareholder by whom he 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 may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

TOTAL VOTING RIGHTS

As at 31 January 2009 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 1,447,634,123 Ordinary Shares, carrying one vote each. Therefore, the total voting rights of the Company as at 31 January 2009 are 1,447,634,123.

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, also be available for inspection at the London Marriott Hotel, Grosvenor Square, London, W1K 6JP 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; and (3) the Annual Report and Form 20-F Information 2008.

CONTACT INFORMATION

REGISTERED OFFICE AND CORPORATE HEADQUARTERS

AstraZeneca PLC
15 Stanhope Gate
London W1K 1LN
UK
Tel: +44 (0)20 7304 5000
Fax: +44 (0)20 7304 5151

INVESTOR RELATIONS

E-mail:
IR@astrazeneca.com
UK: as above
Sweden:
AstraZeneca AB
SE-151 85 Södertälje
Sweden
Tel: +46 (0)8 553 260 00
Fax: +46 (0)8 553 290 00

US:

Investor Relations
AstraZeneca Pharmaceuticals LP
1800 Concord Pike
PO Box 15437
Wilmington
DE 19850-5437
US
Tel: +1 (302) 886 3000
Fax: +1 (302) 886 2972

REGISTRAR AND TRANSFER OFFICE

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
UK
Tel (freephone in the UK):
0800 389 1580
Tel (outside the UK):
+44 (0)121 415 7033

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