

Terms of Reference of the AstraZeneca Remuneration Committee

1. Introduction

The Board has delegated responsibility to the Remuneration Committee (the Committee) for key remuneration matters within the AstraZeneca Group described further below.

2. Membership, Quorum and Secretary

- 2.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination and Governance Committee in consultation with the Remuneration Committee Chair. The Committee shall be made up of at least three members, including the Board Chair, with the remainder all being independent Non-Executive Directors.
- 2.2. The Board shall appoint the Committee Chair in accordance with applicable regulatory requirements. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3. The quorum necessary for the transaction of business shall be two Committee members. 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.
- 2.4. Only Non-Executive Directors have the right to attend Committee meetings and only members of the Committee have the right to vote. However, other relevant individuals may be invited to attend for all or part of any meeting as and when appropriate.
- 2.5. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Meetings

- 3.1. The Committee shall meet at least four times a year and at such other times as the Committee Chair shall require.
- 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 resolutions of all Committee meetings.
- 3.4. Minutes will be circulated to all members of the Committee and, once agreed, made available to all members of the Board, unless a conflict of interest exists.

4. Engagement with Stakeholders

- 4.1. The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.
- 4.2. The Committee Chair will seek engagement with stakeholders on significant matters related to the Committee's areas of responsibility.

5. Duties

The Committee shall:

- 5.1. Determine the policy for directors' remuneration (the 'remuneration policy') and review it periodically to ensure it remains appropriate and relevant. The remuneration policy shall:
 - 5.1.1. support delivery of the long-term strategy and promote the long-term sustainable success of the Company;
 - 5.1.2. align executive remuneration to the Company's performance, purpose and values; and
 - 5.1.3. take into account all other factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (the Code) and associated guidance, as well as having regard to the views of shareholders and other stakeholders.

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- 5.2. Review and approve a malus and clawback policy, which sets out the circumstances in which the Company can recover or withhold payments made to its Executive Directors or Executive Officers, and other employees of AstraZeneca as appropriate.
- 5.3. Determine and approve the appropriate mixture of financial, non-financial and strategic measures, and the associated targets, for all Group-wide annual bonus and long-term incentive plans, and ensure that any such performance conditions are transparent and stretching.
- 5.4. Review and approve the design of all new significant incentive schemes and material amendments to existing significant incentive schemes.
- 5.5. Approve the shareholding (and post-employment shareholding) requirements for the Executive Directors.
- 5.6. Within the terms of the remuneration policy, determine the total individual remuneration package of each Executive Director, Senior Executive Team member and the Company Secretary including:
 - 5.6.1. individual base pay decisions;
 - 5.6.2. pension provisions;
 - 5.6.3. outcomes of the annual bonus and proportion of bonus to be deferred into shares; and
 - 5.6.4. the award/grant levels and final vesting levels under the long-term incentive schemes.
- 5.7. Approve the contractual terms and conditions of, and any potential or actual payments to, the Executive Directors, the other SET members and the Company Secretary.
- 5.8. Review workforce remuneration and related policies.
- 5.9. Review annually remuneration arrangements for the Vice-President, Internal Audit Services.
- 5.10. When determining remuneration, exercise independent judgement and discretion, and take into account Company and individual performance, as well as wider circumstances and any other relevant factors.
- 5.11. Be authorised to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company.
- 5.12. Determine the remuneration decisions that the Committee will delegate to the Chief Executive Officer.
- 5.13. Determine the remuneration of the Board Chair, in the absence of the Board Chair. If the Senior Independent Director is not a Committee member, they shall be included in this determination.
- 5.14. The remuneration of Non-Executive Directors shall be determined in accordance with the Articles of Association and within the terms of the remuneration policy and shall be a matter for the Board Chair and the executive members of the Board. No director shall be involved in any decisions as to his or her own remuneration.

6. Reporting Responsibilities

- 6.1. The Committee Chair shall report to the Board:
 - 6.1.1. after each meeting, on the nature and content of its discussion, recommendations and action to be taken.
 - 6.1.2. periodically, on the reward, incentives and conditions of AstraZeneca's workforce as the Board requires, to support the Board's monitoring of the alignment of AstraZeneca's policies and practices with culture and strategy.
- 6.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- 6.3. The Committee shall ensure compliance with provisions regarding disclosure of information related to remuneration matters as required by applicable regulations, and that a report on the remuneration policy (and updated remuneration policy) and practices is included in the Company's annual report and put to shareholders for approval at the AGM as necessary.

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7. Other matters

- 7.1. The Committee shall have access to sufficient resources in order to carry out its duties, including:
- 7.1.1. access to the Company Secretary's team for advice and assistance as required;
 - 7.1.2. appropriate and timely training;
 - 7.1.3. any information it requires to perform its duties from any employee of AstraZeneca; and
 - 7.1.4. outside legal or other professional advice at the Company's expense.
- 7.2. The Committee shall, at least once a year, 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 2026.**