

Description of the main differences in minority shareholders' rights between Sweden and the UK

AstraZeneca PLC (the "**Company**") is a public limited company incorporated in England and Wales. The Company's shares are listed on the New York Stock Exchange, London Stock Exchange and the Nasdaq Stockholm Stock Exchange under a harmonised listing structure.

In accordance with the Company's listing on the London Stock Exchange, the Company follows and generally complies with the Companies Act 2006 (the "**Companies Act**") which is applicable to companies incorporated in England and Wales, and the UK Listing Rules of the UK Financial Conduct Authority. As a result of its listing on the Nasdaq Stockholm Stock Exchange and, as a foreign issuer domiciled outside the European Economic Area (the "**EEA**"), the Company is required to publish a general description of the main differences in minority shareholders' rights between the Company's country of domicile and Sweden. This document sets out the main differences between minority shareholders' rights in Swedish public limited liability companies, incorporated under the Swedish Companies Act (the "**Swedish Companies Act**"), and English law applicable to the Company.

Swedish law	English law applicable to AstraZeneca
<p>General</p> <p>Under Swedish law, members of the board and the chief executive officer have a fiduciary duty to take only those actions that are in the interests of the company as a whole. The shareholders' meeting, the board and the chief executive officer may not adopt any resolutions or undertake any measures which would give an undue advantage to a shareholder or any other person to the disadvantage of the company or any other shareholder. In addition, the shareholders' meeting, the board and the chief executive officer may not undertake measures which contravene the company's object of business as stated in the articles of association or the obligation to pursue a profit.</p>	<p>General</p> <p>Under English law, directors have a fiduciary duty to take only those actions that are in the interests of the company as a whole.</p>
<p>Shareholders' meetings</p> <p>Under the Swedish Companies Act, the shareholders' meeting is a company's highest decision-making body. The shareholders' meeting can decide on any issue in the company which does not explicitly fall under the exclusive competence of another corporate body. The shareholders' meeting thus has a superior position in relation to the company's board of directors and chief executive officer.</p> <p>An annual general meeting is to be held within six months of the end of the financial year. The board shall further convene a general meeting upon request of the auditor, or upon the written request of shareholders holding at least one tenth of the shares in the company. The board may also convene a general meeting at its own initiative.</p> <p>Notice of annual general meetings, and of extraordinary general meetings convened for resolving on an amendment of the articles of association, is required to be made no earlier than six weeks and no later than four weeks prior to the general meeting. Notice of other extraordinary general meetings is required to be made no earlier than</p>	<p>Shareholders' meetings</p> <p>Under the Companies Act, the shareholders' meeting is a company's highest decision-making body. The shareholders' meeting can decide on any issue in the company which does not explicitly fall under the exclusive competence of another corporate body. The shareholders' meeting thus has a superior position in relation to the company's board of directors and chief executive officer.</p> <p>An annual general meeting is to be held within six months of the end of the financial year. The board shall further convene a general meeting upon request of the auditor, or upon the written request of shareholders holding at least 5 per cent of the shares in the company. The board may also convene a general meeting at its own initiative.</p> <p>Notice of annual general meetings is required to be made 21 clear days prior to the general meeting. Notice of other general meetings is required to be made no later than 14 clear days before the general meeting (provided shareholders have approved such short notice at the annual general meeting). Shareholders who wish to participate in the</p>

six weeks and no later than three weeks before the general meeting. Shareholders who wish to participate in the general meeting shall be registered in the shareholders' register concerning the circumstances as of the record date six banking days before the general meeting, and notify the company of their intention to attend the meeting no later than the day stated in the notice convening the meeting. Notice of a general meeting is to be made by advertisement in the Swedish Official Gazette, and the notice must also be published on the company's website. That a notice of a general meeting has been given shall also be published in a daily newspaper with national coverage.

General meetings shall be held at the location of the registered office of the board, unless the articles of association provide for an alternative location or allow for the meeting to be held in digital form.

All shareholders have the right to participate in the general meeting and to exercise voting rights for their shares. A shareholder who cannot attend the general meeting in person may exercise this right through a proxy. Each shareholder also has the right, irrespective of the size of the shareholding, to have a matter dealt with at the shareholders' meeting if a request to do so is submitted to the board in sufficient time for the matter to be included in the notice of the meeting.

At the general meeting, any shareholder has the right to request information from the board and the chief executive officer that may impact (i) the assessment of an item on the agenda, or (ii) the assessment of the company's financial situation. Should a company be included in a group, the duty to provide information also applies to the company's relationship to other group companies. Where the company is a parent company, the duty to provide information also applies to the consolidated accounts and other circumstances regarding its subsidiaries. Information in respect of (ii) above may only be requested at the general meeting where the annual report or, if applicable, group annual report is considered. Information requests may be refused if it could cause material damage to the company to provide such information.

Decisions at general meetings are made by vote, and each share has one vote unless otherwise stated in the articles of association. The articles of association may stipulate that the company is to have shares with differentiated voting rights, but no share may have voting right that are more than ten times the voting rights of any another share.

Decisions at shareholders' meetings are made by a simple majority of the votes cast. However, certain decisions, e.g. amendments to the articles of association, require a qualified majority. As stated above, the general meeting may not pass any resolution that would give an undue advantage to a shareholder or any other person to the disadvantage of the company or any other shareholder.

general meeting shall be registered in the shareholders' register concerning the circumstances as of the record date which is to be determined by the company and shall be no more than two business days before the general meeting. Notice of a general meeting is to be made by post, email and website publication, and the notice must also be published on the company's website.

Directors are responsible for selecting the location and format of general meetings in accordance with their general duties to the company and the company's articles of association. All shareholders have the right to participate in the general meeting and to exercise voting rights for their shares. A shareholder who cannot attend the general meeting in person may exercise this right through a proxy. In certain circumstances under the Companies Act, shareholders may propose a resolution to be moved at the annual general meeting or require the company to circulate to all shareholders a statement of not more than 1,000 words in relation to a resolution or other matter to be dealt with at a general meeting. The company is required to give notice of such resolution or circulate such statement once it has received requests to do so from:

- shareholders representing at least 5 per cent of the total voting rights of all the members who have a relevant right to vote; or
- at least 100 shareholders who have a relevant right to vote and hold shares in the company on which there has been paid up an average sum, per member, of at least £100.

At the general meeting, any shareholder has the right to ask questions, however no answer need be given in the following circumstances:

- if to do so would interfere unduly with the preparation for the meeting;
- if to do so would involve the disclosure of confidential information;
- if the answer has already been given on a website in the form of an answer to a question; or
- if it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Decisions at general meetings are made by vote on a poll or on a show of hands. On a poll, each share has one vote unless otherwise stated in the articles of association. The articles of association may stipulate that the company is to have shares with differentiated voting rights.

The following decisions at general meetings are made by a simple majority of the votes cast:

- removal of directors;
- approval of directors' long-term service contracts;
- approvals of loans, quasi loans, credit transactions, substantial property transactions, etc., with directors, and persons connected with directors;
- approval of directors' remuneration policy;
- authorisation of political donations or expenditure;

	<ul style="list-style-type: none"> • appointment and removal of auditors; • fixing remuneration of auditors; • authority to directors to allot shares; • authority to directors to determine the terms, conditions and manner of redemption of shares; and • authority to directors to make market purchase of shares. <p>The following decisions at general meetings are made with a majority of 75 per cent of the votes cast:</p> <ul style="list-style-type: none"> • amendments to the articles of association; • change to the company's name; • reduction of the notice required for a general meeting (other than an annual general meeting) from 21 clear days to 14 clear days; • reductions of capital; and • disapplication (or renewal of disapplication) of pre-emption rights where directors are acting under a general authority to allot.
<p><i>Appointment and removal of board members</i></p> <p>The board is the second-highest decision-making body after the general meeting. Under the Swedish Companies Act, the board is ultimately responsible for the organisation and the management of the company's affairs. The members of the board are elected by the shareholders' meeting, except for board members that are appointed by the trade unions as the case may be. Members of the board are typically appointed at the annual general meeting for a period up until the end of the next annual general meeting. In respect of elections, the person who receives the most votes shall be deemed to have been elected. Re-election of a board member is common in Sweden. The shareholders' meeting is authorised to resolve to remove any member of the board at any time, also before expiration of the ordinary term of office. Each board member also has the right to resign at its own request.</p>	<p><i>Appointment and removal of board members</i></p> <p>The board is the second-highest decision-making body after the general meeting. Under the Companies Act, the board is ultimately responsible for the organisation and the management of the company's affairs. The members of the board are elected by the shareholders' meeting or by the board. Members of the board are typically appointed at the annual general meeting and are re-elected each year at the next annual general meeting. The shareholders' meeting is authorised to resolve to remove any member of the board at any time, also before expiration of the ordinary term of office. Each board member also has the right to resign at its own request.</p>
<p><i>Pre-emption rights in relation to share issues</i></p> <p>Under the Swedish Companies Act, the shareholders' meeting must approve each issuance of shares, or, as the case may be, authorise the board to resolve on such an issue. The general rule is that the existing shareholders have pre-emption rights to subscribe for new shares, convertibles and warrants pro rata to their current shareholdings. Resolutions concerning issues of new shares, warrants or convertibles, where the existing shareholders shall have pre-emption rights, are adopted by simple majority provided that no amendments to the articles of association are required in order to carry out the issuance. The same applies to resolutions concerning an issue in kind. A resolution to approve or authorise an issuance with deviation from the pre-emption</p>	<p><i>Pre-emption rights in relation to share issues</i></p> <p>Under the Companies Act, the shareholders' meeting must authorise the board to issue shares. The general rule is that the existing shareholders have pre-emption rights to subscribe for new shares pro rata to their current shareholdings, except in limited circumstances. Resolutions concerning issues of new shares where the existing shareholders shall have pre-emption rights are adopted by simple majority, provided that no amendments to the articles of association are required in order to carry out the issuance. A resolution to approve or authorise an issuance with deviation from the</p>

<p>rights for existing shareholders requires a majority of at least two thirds of the votes cast and the shares represented at the shareholders' meeting, and, in addition, that there are valid reasons for such deviation. If the shareholders are not to have pre-emption rights and the issue is directed to (i) members of the board; (ii) the chief executive officer; (iii) employees of the company; or (iv) an individual or a legal person who is closely related to the aforementioned categories, the resolution approving the issue is subject to additional restrictions, requiring a majority of at least nine tenths of the votes cast and the shares represented at the general meeting. Further, such resolutions may not be adopted by the board through the exercise of an authorisation from the shareholders' meeting.</p>	<p>pre-emption rights for existing shareholders requires a majority of at least 75 per cent of the votes cast.</p>
<p><i>Mandatory redemption of shares</i></p> <p>The Swedish Companies Act stipulates that if a shareholder holds more than 90 per cent of the shares of a Swedish limited liability company, such majority shareholder is entitled to acquire the remaining outstanding shares through a compulsory redemption procedure and the minority shareholders have a corresponding right to have their shares redeemed by the majority shareholder (this applies also to warrants and convertibles held by the minority). Unless the majority shareholder and the minority shareholders agree on the price to be paid for the minority shares, an arbitration tribunal will determine a fair price payable in cash for the minority shares.</p>	<p><i>Mandatory redemption of shares</i></p> <p>The Companies Act stipulates that if a shareholder has acquired at least 90 per cent of the shares of an England & Wales limited liability company pursuant to a 'takeover offer', such majority shareholder is entitled to acquire the remaining outstanding shares through a compulsory redemption procedure for the same price as was offered in the takeover offer. Minority shareholders have a corresponding right to have their shares redeemed by the majority shareholder in a 'takeover offer'.</p>
<p><i>Request for a special auditor</i></p> <p>The Swedish Companies Act provides that minority shareholders, holding at least one tenth of all shares in the company or representing at least one third of the shares at a shareholders' meeting, have a right to request that the Swedish Companies Registration Office appoints a minority auditor that shall participate in the audit together with the company's auditor.</p> <p><i>Request for a special examination</i></p> <p>Minority shareholders may also request the appointment of a special examiner for examination of certain past events or circumstances in the company.</p>	<p>N/A</p>
<p><i>Public takeovers and other similar transactions</i></p> <p>The Swedish Takeover Act, the Swedish Financial Instruments Trading Act and the Takeover Rules issued by Nasdaq Stockholm will as a general rule govern a public offer by an offeror for all shares in a company listed on the main market of Nasdaq Stockholm.</p> <p>The Takeover Rules issued by Nasdaq Stockholm stipulate, among others, that all holders of the same class of securities in a target company must receive equal treatment; if a person has acquired control of a company, other holders of securities</p>	<p><i>Public takeovers and other similar transactions</i></p> <p>The UK Takeover Code will, as a general rule, govern a public offer by an offeror for all shares in a company listed on the London Stock Exchange.</p> <p>The UK Takeover Code is designed principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders in the offeree company of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted.</p>

Must be protected; that holders of securities in a target company must be given sufficient time and information to reach a soundly-based decision about the offer; and that the board of the target company must take into account the interests of the company as a whole and may not deprive holders of securities of an opportunity to make a decision on the offer.

The Swedish Takeover Act stipulates that if a person with less than 30 percent of the votes for all shares in a Swedish company acquires shares so that its shareholding reaches or exceeds 30 percent of the votes in the company, such shareholder must make a public offer for all outstanding shares of the company. Pursuant to the Takeover Rules issued by Nasdaq Stockholm, a mandatory bid can be made conditional only on regulatory approvals, and the consideration in a mandatory bid must be cash or include an all-cash alternative.

Furthermore, where the board or the chief executive officer has reason to believe that a bid is imminent or where a bid has been made, the board is prohibited from taking measures, without the approval of shareholders, which would impair the conditions for making or implementing the offer (so-called defence measures or frustrating action). The prohibition does not prevent the board from seeking alternative offers.

From a minority shareholder perspective, similar interests worthy of protection are relevant irrespective of whether the takeover of a target/transferor company is carried out in the form of a takeover procedure or e.g. through a statutory merger procedure. Therefore, the Takeover Rules provide that, in most respects, the rules apply mutatis mutandis to mergers and similar procedures and that certain provisions of the Swedish Companies Act regarding voting at shareholders' meetings apply mutatis mutandis notwithstanding that such provisions are not directly applicable, e.g. due to that the merger provisions of the Swedish Companies Act are not applicable to foreign companies.

Statutory mergers

The Swedish Companies Act requires the board of the merging Swedish company to adopt a merger plan before a merger can be approved by shareholders and further provides that, as a general rule, the merger plan must be approved by a majority of two thirds of the votes cast and the shares represented at the general meeting of the transferor company. Owners of at least five percent of the shares of the transferee company are entitled to demand that the plan shall also be submitted to the general meeting of the transferee company. If there are different classes of shares issued in the company, the above-mentioned majority rules apply within each class of shares represented at the general meeting. In connection with a statutory merger, the merger consideration to the shareholders of the transferor company may be composed of shares in the transferee company or cash. However, more than half of the total value

The UK Takeover Code stipulates that if a person with less than 30 per cent of the votes for all shares in an England & Wales company acquires shares so that its shareholding reaches or exceeds 30 per cent of the votes in the company, such shareholder must make a public offer for all outstanding shares of the company. Pursuant to the UK Takeover Code, a mandatory bid can be made conditional only on material regulatory approvals if the UK Takeover Panel consents, and the consideration in a mandatory bid must be cash or include a cash alternative.

During the relevant period, the board is prohibited from taking a restricted action or any other action that may result in the frustration of an offer or bona fide possible offer (so-called defence measures or frustrating action), without the approval of shareholders in a general meeting or the consent of the Takeover Panel. The relevant period begins from the moment that the board receives an approach by a potential bidder or the beginning of the offer period, whichever is earlier, until the end of the offer period or, where no offer period has been triggered, 5.00pm on the seventh day following the date on which the latest approach is unequivocally rejected, subject to specific rules for competitive and formal sales processes. The prohibition does not prevent the board from seeking alternative offers.

From a minority shareholder perspective, similar interests worthy of protection are relevant irrespective of whether the takeover of the company is carried out in the form of a takeover offer or court-sanctioned scheme of arrangement.

Statutory mergers

The Companies Act permits a company to implement a scheme of arrangement with its shareholders (or any class(es) of shareholders) which can be used to effect a takeover. Where a scheme is proposed between a company and its shareholders, the shareholders' meetings convened by order of the court must approve the scheme by:

- a majority in number;
- representing 75 per cent or more in value,

of the shareholders or class / group of shareholders (as the case may be) present and voting either in person or by proxy at the meeting. If there are different classes of shares issued in the company or different groups of shareholders whose rights are so dissimilar as to make it impossible for them to consult together with a view to their

of the consideration must be composed of share consideration. Where a public company is merged into a private company, the approval of the merger plan requires the vote of all the shareholders represented at the general meeting (in the transferor company) holding at least nine tenths of all the shares. The same applies if the transferor company is a public company with its shares listed on a regulated market or a corresponding market outside the EEA and the merger consideration consists of shares which will not be listed on a regulated market at the time of the transfer of the consideration. In connection with a resolution to approve the merger plan for a transferor company, shares held by the transferee company or by a company within the same group as the transferee company shall not be counted. The Takeover Rules issued by Nasdaq Stockholm provide that, in most respects, the Takeover Rules apply mutatis mutandis to mergers and similar procedures.

common interest, the above-mentioned majority rules apply within each class of shares / group represented at the general meeting as determined by the court. In connection with a scheme of arrangement, the consideration to the shareholders of the company may be in any form.

In connection with a resolution to approve the scheme of arrangement, shares held by the bidder or by a company within the same group as the bidder shall not be counted or shall be treated as a separate class / group.

The UK Takeover Code applies mutatis mutandis to schemes of arrangement.