

Terms of Reference of the AstraZeneca Nomination and Governance Committee

1. Introduction

- 1.1. The Board has delegated responsibility to the Nomination and Governance Committee (the “Committee”) for key matters relating to Board composition of AstraZeneca PLC (the “Company”), succession planning for all Board positions, including leading the search for and recruitment of new Directors, and advice and recommendations regarding corporate governance of the Company and its wider group of companies (together, “AstraZeneca”).

2. Membership, Quorum and Secretary

- 2.1. Members of the Committee shall be appointed by the Board. The Committee shall consist of at least four Directors of the Company, including the Chair of the Board. A majority of the members of the Committee should be independent Non-Executive Directors.
- 2.2. The Board shall appoint the Committee Chair, who should either be the Chair of the Board or an independent Non-Executive Director. 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 from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair of the Board.
- 2.3. The quorum necessary for the transaction of business shall be two Committee members who are Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4. Only Committee members and other Non-Executive Directors have the right to attend Committee meetings and only members of the Committee have the right to vote. The Chief Executive Officer, if not a Committee member, and the Chief Human Resources Officer will normally attend Committee meetings. External advisers may be invited to attend for all or part of any meeting as and when appropriate. 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 his/her nominee shall act as the Secretary of the Committee.

3. Meetings

- 3.1. The Committee shall meet at least twice 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 decisions of Committee meetings.
- 3.4. Minutes will be circulated to all members of the Committee and, once agreed, made available to all Board members, unless the Committee Chair determines it would be inappropriate to do so.

4. Duties

- 4.1. The Committee shall:
 - 4.1.1. regularly review the structure, size and composition of the Board (taking into consideration the skills, knowledge, experience, diversity and length of service as a whole of the Board) and make recommendations to the Board with regard to any changes;
 - 4.1.2. give full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing AstraZeneca, and what skills and expertise are therefore needed on the Board in the future;

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- 4.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - 4.1.4. before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - I. normally use the services of external advisers to facilitate the search;
 - II. consider candidates from a wide range of backgrounds; and
 - III. consider candidates on merit and against objective criteria and with due regard to the benefits of diversity, inclusion and equal opportunity on the Board taking care that appointees have enough time available to devote to the position;
 - 4.1.5. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the market place;
 - 4.1.6. ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment;
 - 4.1.7. keep under review any Board or Committee composition requirements arising by virtue of AstraZeneca's stock exchange listings with a view to ensuring these requirements are met; and
 - 4.1.8. Support the Board in its oversight of succession planning for the Senior Executive Team, when requested by the Board.
- 4.2. The Committee shall also make recommendations to the Board concerning:
- 4.2.1. formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chair and Chief Executive Officer;
 - 4.2.2. suitable candidates for the role of senior independent Non-Executive Director;
 - 4.2.3. membership of the Audit Committee, the Remuneration Committee, the Science Committee and the Sustainability Committee, as well as the Committee, in consultation with the Chairs of those Committees;
 - 4.2.4. the annual re-election of any Non-Executive Director having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; and
 - 4.2.5. any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of AstraZeneca subject to the provisions of the law and their service contract.
- 4.3. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the UK Corporate Governance Code and related guidance and applicable laws and regulations and with any other governance requirements applicable by virtue of AstraZeneca's stock exchange listings.
- 4.4. The Committee shall make recommendations to the Board on all matters of corporate governance and on any actions to be taken, as the Committee may deem appropriate.

5. Reporting Responsibilities

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- 5.1. The Committee Chair shall report back to the Board after each meeting, on the nature and content of its discussion, recommendations and action to be taken.
- 5.2. 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.
- 5.3. The Committee shall produce a report on its activities to be included in the Company's Annual Report.

6. Engagement with Stakeholders

- 6.1. The Committee Chair shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities and responsibilities.
- 6.2. The Committee Chair, or other Committee members as appropriate, shall seek engagement with stakeholders on significant matters related to the Committee's areas of responsibility.

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 AstraZeneca employee; and
 - 7.1.4. Outside legal or other professional advice at AstraZeneca'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