

Terms of Reference of the AstraZeneca Sustainability Committee

1. Introduction

1.1. The Sustainability Committee exists to monitor the execution of the Company's sustainability strategy, to oversee the communication of the Company's sustainability activities with its stakeholders and to provide input to the Board and other Board Committees on sustainability matters as required. For the avoidance of doubt, the Company's overall sustainability strategy is developed by the Senior Executive Team and approved by the full Board.

2. Membership, quorum and secretary

2.1. Members of the Sustainability Committee and its Chairman shall be appointed by the Board. The Committee shall consist of not less than two and not more than five Non-Executive Directors of the Company.

2.2. The Committee may issue standing invitations to certain senior employees of the Company to attend and participate in Committee meetings on a permanent basis.

2.3. The quorum for the Committee shall be two Non-Executive Directors.

2.4. The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

3. Meetings, notice and minutes

3.1. The Committee shall meet at least twice a year. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present that are Non-Executive Directors of the Company shall elect one of themselves to chair the meeting.

3.2. Only members of the Committee have the right to attend Committee meetings. The attendance of any other person at a meeting shall be by invitation of the Committee Chairman.

3.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than four working days before the date of the meeting. Supporting papers shall be made available to the Committee members and to other attendees in advance of each meeting.

3.4. The Secretary shall minute the proceedings and decisions of Committee meetings. The minutes of Committee meetings will be made available to all Board members.

4. Terms of reference

4.1. The terms of reference of the Committee are to:

4.1.1. monitor the Company's execution of its sustainability strategy based on the identified priorities and provide updates and assurance to the Board in that regard;

4.1.2. oversee the Company's disclosures relating to sustainability on behalf of the Board and provide information and advice to support the Board and Audit Committee in relation to those disclosures, as required;

4.1.3. oversee the Company's approach to external communications relating to sustainability and ensure a good dialogue with the Company's shareholders on sustainability matters is maintained;

4.1.4. advise the Remuneration Committee on the Company's performance against sustainability metrics and on the setting of sustainability-related targets;

4.1.5. monitor developments and emerging best practice in approaches to sustainability and provide insights against the Company's strategy;

4.1.6. engage with the employees delivering the Company's sustainability strategy and assess the Company's approach to nurturing talent and providing development opportunities; and

4.1.7. provide support, input and guidance to management on sustainability matters, as appropriate, including in relation to the co-ordination of sustainability strategy, communications and incentive arrangements.

5. Reporting to the Board and access to information

5.1. The Committee shall report back to the Board about its work at the next Board meeting following a Committee meeting and following any visits or other meetings related to the work of the Committee, whether attended by the Committee as a whole, or individual Committee members.

5.2. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties and to call any employee to be questioned at a meeting of the Committee as and when required.

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5.3. The Committee may, from time to time, work with and obtain advice from external subject-matter experts in relation to any of its activities, at the cost of the Company.

6. Committee effectiveness

6.1. The Committee shall review these terms of reference and assess its own effectiveness at least annually and shall consider whether to recommend any changes to the Board.

**Sustainability Committee
September 2021**