

Terms of Reference of the AstraZeneca Audit Committee

1. Introduction

The Board has delegated responsibility to the Audit Committee (the Committee) to review and report to the Board on matters relating to financial and sustainability reporting, internal controls over financial and non-financial matters, compliance with laws, risk management, compliance systems and processes, the relationship with the external auditor and sustainability assurance provider in relation to AstraZeneca PLC (the “Company”) and its wider group of companies (together, “AstraZeneca”) 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 Committee Chair. The Committee shall consist of at least three Non-Executive Directors, all of whom are considered by the Board to be independent. The Chair of the Board shall not be a member of the Committee.
- 2.2. A Director may not be a member of the Committee if:
 - 2.2.1. they receive from AstraZeneca any consulting, advisory or other compensatory fees (other than fees received in respect of their role as a member of the Committee, the Board or any other committee of the Board); or
 - 2.2.2. they are an ‘affiliated person’ of any AstraZeneca company within the meaning of the US Sarbanes-Oxley Act.
- 2.3. At least annually, the Board shall satisfy itself that the Committee, as a whole, has competence relevant to the biopharmaceutical sector and at least one Committee member shall have competence in accounting or auditing, or both, and the Board shall also consider whether to designate one or more Committee members as audit committee financial experts for the purpose of the US Sarbanes-Oxley Act.
- 2.4. The Board shall appoint the Committee Chair in accordance with applicable regulatory requirements. In the absence of the Committee Chair and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.5. The quorum necessary for the transaction of business shall be two Committee members, including at least one member who the Board believes has recent and relevant financial experience. 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.
- 2.6. 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 called 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. Only members of the Committee have the right to attend Committee meetings. However, the following will be invited to attend Committee meetings on a regular basis:
 - 3.3.1. external auditor;
 - 3.3.2. Chief Financial Officer (CFO);
 - 3.3.3. Senior Vice-President, Group Controller

Terms of Reference of the AstraZeneca Audit Committee

continued

- 3.3.4. Chief Compliance Officer;
- 3.3.5. Vice-President, Group Internal Audit (VP GIA);
- 3.3.6. Deputy Chief Compliance Officer;
- 3.3.7. General Counsel; and
- 3.3.8. the Secretary of the Committee.

- 3.4. The Chief Executive Officer (CEO) and other members of the Senior Executive Team will be invited to attend Committee meetings as the agenda requires.
- 3.5. The attendance of any other person at meetings shall be by invitation of the Committee Chair.
- 3.6. The Secretary shall minute the proceedings and resolutions of all Committee meetings.
- 3.7. 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. Annual Report and Annual General Meeting

- 4.1. The Committee shall produce a report on its activities to be included in the Company's Annual Report.
- 4.2. The Committee shall have the right to publish in the Company's Annual Report details of any issues that cannot be resolved between the Committee and the Board.
- 4.3. The Committee Chair shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

5. External Audit

- 5.1. The external auditor shall report directly to the Committee as to:
 - 5.1.1. its progress in conducting the annual audit of AstraZeneca;
 - 5.1.2. the results and overall outcome of the audit;
 - 5.1.3. any concerns it has regarding the conduct, results or overall outcome of the audit;
 - 5.1.4. any significant issues discussed or significant disagreements with management during the conduct of the audit and how such disagreements were resolved; and
 - 5.1.5. any matters which may affect or impair its independence in conducting the audit.
- 5.2. The Committee shall:
 - 5.2.1. consider and make recommendations to the Board in relation to the appointment, reappointment and removal of the external auditor, subject to the approval of the Company's shareholders in general meeting. If the Board does not accept the Committee's recommendation, it should include in the Company's Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Committee explaining the recommendation and should set out reasons why the Board has taken a different position;
 - 5.2.2. ensure that at least once every ten years the audit services contract is put out to tender;
 - 5.2.3. supervise the selection process for a new auditor;

Terms of Reference of the AstraZeneca Audit Committee

continued

- 5.2.4. review the terms of engagement, negotiate and agree the audit fees of the external auditor;
 - 5.2.5. negotiate and agree with the external auditor the scope of and overall timetable for the annual audit of AstraZeneca;
 - 5.2.6. review and agree with the external auditor those areas considered to be of greatest importance for each cycle of the annual audit;
 - 5.2.7. acting collectively or through the Committee Chair, have the exclusive right to influence the appointment of the audit engagement partner;
 - 5.2.8. review annually the external auditor's independence and objectivity and the effectiveness of the external audit process, taking into consideration relevant professional and regulatory requirements;
 - 5.2.9. develop and implement policy for any permitted non-audit work, including sustainability assurance services, to be carried out by the external auditor taking into consideration relevant ethical guidance;
 - 5.2.10. review and pre-approve any permitted non-audit work, including the level of fees to be charged for such work; in doing so, the Committee shall consider whether any aspect of the non-audit work may impair the independence of the external auditor; and
 - 5.2.11. review the principal representation letters of the Company requested by the external auditor before they are signed by management.
- 5.3. The Committee shall draw to the attention of the Board any significant concerns of the external auditor about the conduct, results or overall outcome of the annual audit of AstraZeneca and any area or aspect of the annual audit in respect of which the external auditor believes it has been impeded or hindered, whether by management or by other circumstances, in carrying out the audit. The Committee shall report to the Board on its assessment of the effectiveness of the external audit process and any matters which may significantly affect or impair the independence of the external auditor.

6. Sustainability Assurance

Sustainability assurance refers to the independent validation of the those of Company's sustainability reporting and disclosures over environmental, social and governance (ESG) topics which are determined to be in-scope for such validation.

- 6.1. The sustainability assurance provider shall report directly to the Committee as to:
- 6.1.1. its progress in conducting the annual sustainability assurance of AstraZeneca;
 - 6.1.2. the scope, results and overall outcome of the assurance;
 - 6.1.3. any concerns it has regarding the conduct, results or overall outcome of the assurance;
 - 6.1.4. any significant issues discussed or significant disagreements with management during the conduct of the assurance and how such disagreements were resolved; and
 - 6.1.5. any matters which may affect or impair its independence in conducting the assurance.
- 6.2. The Committee shall:
- 6.2.1. consider and make recommendations to the Board in relation to the appointment, reappointment and removal of the sustainability assurance provider;
 - 6.2.2. ensure that at least once every ten years the sustainability assurance services contract is put out to tender;

Terms of Reference of the AstraZeneca Audit Committee

continued

- 6.2.3. supervise the selection process for a new sustainability assurance provider;
 - 6.2.4. review the terms of engagement, negotiate and agree the assurance fees of the sustainability assurance provider;
 - 6.2.5. review and approve the scope of (including any priorities) and overall timetable for the annual sustainability assurance of AstraZeneca;
 - 6.2.6. acting collectively or through the Committee Chair, have the exclusive right to influence the appointment of the sustainability assurance engagement partner;
 - 6.2.7. review annually the sustainability assurance provider's independence and objectivity and the effectiveness of the sustainability assurance process, taking into consideration relevant professional and regulatory requirements;
 - 6.2.8. where the sustainability assurance provider is not the external auditor, develop and implement policy for any permitted additional work to be carried out by the sustainability assurance provider taking into consideration relevant ethical guidance;
 - 6.2.9. where the sustainability assurance provider is not the external auditor, review and pre-approve any permitted additional work, including the level of fees to be charged for such work; in doing so, the Committee shall consider whether any aspect of the additional work may impair the independence of the sustainability assurance provider; and
 - 6.2.10. review the principal representation letters of the Company requested by the sustainability assurance provider before they are signed by management.
- 6.3. The Committee shall:
- 6.3.1. report to the Board the results and overall outcome of the sustainability assurance, including any significant concerns of the sustainability assurance provider about the conduct, results or overall outcome of the sustainability assurance and any area or aspect of the sustainability assurance in respect of which the sustainability assurance provider believes it has been impeded or hindered, whether by management or by other circumstances, in carrying out the assurance;
 - 6.3.2. describe to the Board the role of the Committee in the sustainability reporting assurance;
 - 6.3.3. monitor the sustainability reporting process including the electronic reporting process and the process carried out by Astrazeneca to identify the information to be included within the sustainability reporting and where appropriate, make recommendations or submit proposals to ensure the integrity of the process; and
 - 6.3.4. monitor the assurance of the sustainability reporting, taking into account any findings and conclusions of the relevant competent authority for assurance.
- 6.4. The Committee shall report to the Board on its assessment of the effectiveness of the sustainability assurance process and any matters which may significantly affect or impair the independence of the sustainability assurance provider.
- 7. Group Internal Audit (GIA)**
- 7.1. The VP GIA shall report functionally to the Committee and administratively to the CFO. The VP GIA shall also have the right of direct access to the Chair of the Board, and the CEO. The VP GIA shall be accountable to the Committee directly as to:
- 7.1.1. GIA's progress in conducting internal audits of AstraZeneca;

Terms of Reference of the AstraZeneca Audit Committee continued

- 7.1.2. the results and overall outcome of internal audits;
 - 7.1.3. any concerns they have regarding the conduct, results or overall outcome of internal audits; and
 - 7.1.4. any significant issues discussed or significant disagreements with management during the conduct of internal audits and how such disagreements were resolved.
- 7.2. The Committee shall:
- 7.2.1. review and agree with the VP GIA the internal audits plan for each financial year, including the scope and areas of focus;
 - 7.2.2. receive and review a report on the results of GIA's work on a periodic basis;
 - 7.2.3. review the role and effectiveness of GIA and its resources, and review management's responsiveness to the observations and recommendations of GIA;
 - 7.2.4. periodically review the structure and organisation of GIA;
 - 7.2.5. review, with the CFO, succession planning in respect of the VP GIA; and
 - 7.2.6. review and approve the appointment and any dismissal of the VP GIA.
- 7.3. The Committee shall draw to the attention of the Board any significant concerns of the VP GIA about the conduct, results or outcome of the internal audits and any area or aspect of internal audits in respect of which the VP GIA believes they or any other member of GIA have been impeded or hindered, whether by management or by other circumstances, in carrying out the audit.

8. Risk Management

- 8.1. The Committee shall:
- 8.1.1. review AstraZeneca's overall framework for identifying, assessing, understanding and managing the emerging and principal risks it faces consistent with the risk appetite defined by the Board including the mapping of appropriate risks to the Board and Committee oversight calendars;
 - 8.1.2. monitor and review the effectiveness of AstraZeneca's risk management and internal control framework, including AstraZeneca's internal financial control systems established to identify, assess, manage and monitor financial risks, including:
 - (i) the risks associated with the AstraZeneca's business activities from the perspective of compliance with laws and regulations and consider the way AstraZeneca manages those risks;
 - (ii) the risks associated with the AstraZeneca's internal controls over financial reporting and non-financial matters and consider the way the AstraZeneca manages those risks;
 - (iii) review reports from the external auditor and the internal audit function relating to risk management and the conclusions of those reports; and
 - (iv) periodically reviewing AstraZeneca's Treasury Principles.
 - 8.1.3. report to the Board on how, taking into account the AstraZeneca's position and principal risks, the AstraZeneca's prospects have been assessed, over what period and why the period is regarded as appropriate. The Committee shall also advise the Board on whether there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the said period, drawing attention to any qualifications or assumptions as necessary.

Terms of Reference of the AstraZeneca Audit Committee continued

9. Accounting Policies and Practices

9.1. The Committee shall:

- 9.1.1. review and consider the appropriateness of AstraZeneca's accounting policies and practices including, in particular, those accounting policies regarded as critical accounting policies;
- 9.1.2. consider AstraZeneca's significant accounting policies and any changes to them;
- 9.1.3. review and consider how AstraZeneca's consolidated financial statements comply with the requirements of IFRS and how the Company's financial statements comply with the requirements of UK GAAP; and
- 9.1.4. understand and consider the judgements made by management and the advice given by the external auditor concerning the application of AstraZeneca accounting policies and practices to the AstraZeneca's finances.

9.2. The Committee's responsibility is to obtain reasonable assurance that AstraZeneca accounting policies and practices and management's judgement concerning the application of those policies and practices to the AstraZeneca's finances are appropriate such that, in its financial reporting, the Company fairly presents in all material respects the financial condition, results of operations and cash flows of AstraZeneca.

10. Financial and Sustainability Reporting

10.1. The Committee shall, prior to release by the Company, review from a financial reporting and sustainability reporting perspective the key elements of and the principal disclosures and any significant estimates and judgements contained in:

- 10.1.1. the Company's financial statements and the notes to those financial statements, including those in the Company's Annual Reports, Form 20-F filings and quarterly results announcements;
- 10.1.2. management's discussion and narrative analysis in the Company's Annual Reports, Form 20-F filings and quarterly results announcements; and
- 10.1.3. other relevant aspects of the Company's annual and quarterly results announcements, including sustainability reporting.

10.2. The Committee shall report to the Board on the significant issues it considered in relation to the Company's consolidated financial statements and sustainability reporting and how they were addressed. The Committee shall draw to the attention of the Board any aspect of the financial, sustainability or other information which it has reviewed about which it has concerns, having regard to matters reported to it by the external auditor or sustainability assurance provider.

10.3. If requested by the Board, the Committee shall provide advice to the Board on whether the Company's annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

11. Internal Control over Financial Reporting

11.1. The Committee shall:

- 11.1.1. review AstraZeneca's overall framework for internal control over financial reporting and its financial reporting processes; and
- 11.1.2. review management's own assessment of the effectiveness of internal control over financial reporting and financial reporting processes.

Terms of Reference of the AstraZeneca Audit Committee continued

11.2. The Committee shall review reports from the external auditor relating to internal controls and consider the conclusions of those reports.

11.3. The Committee shall draw to the attention of the Board any significant deficiencies or material weaknesses in the design or operation of AstraZeneca's internal control over financial reporting.

12. Internal Controls over Sustainability and Other non-financial reporting

12.1. The Committee shall:

12.1.1. review AstraZeneca's overall framework for sustainability reporting and other non-financial reporting) internal controls; and

12.1.2. review reports from the external sustainability assurance provider and the internal audit function where relevant relating to internal controls and consider the conclusions of those reports.

12.2. The Committee shall draw to the attention of the Board any significant deficiencies or material weaknesses in the design or operation of AstraZeneca's internal controls and any significant breaches of internal controls which come to its attention in this area.

13. Compliance, Code of Ethics and Complaint/Whistleblower Procedures

13.1. The Committee shall:

13.1.1. review regular reports from the Chief Compliance Officer (or their delegate) and review the adequacy and effectiveness of AstraZeneca's Compliance function to support line management and the SET to develop systems and processes for managing risk to ensure ongoing legal and regulatory compliance;

13.1.2. consider any material breaches or exposure to breaches of applicable regulatory requirements or ethical codes to which AstraZeneca subscribes which could have a material effect on the financial position or contingent liabilities of AstraZeneca;

13.1.3. periodically review the adequacy and security of AstraZeneca's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters, and ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action;

13.1.4. periodically review AstraZeneca's procedure for compliance with any applicable sanctions regimes;

13.1.5. periodically review AstraZeneca's procedures for preventing and detecting fraud;

13.1.6. periodically review AstraZeneca's systems and controls for the prevention of bribery and corruption and receive reports on non-compliance;

13.1.7. periodically review AstraZeneca's Code of Ethics, recommend changes and secure reasonable assurance as to the appropriate implementation and operation thereof; and

13.1.8. annually review AstraZeneca's compliance with modern slavery legislation and the statements within the Modern Slavery Statement.

13.2. On behalf of the Board, the Committee shall periodically review the procedures for the receipt and handling of:

13.2.1. complaints concerning accounting, internal accounting controls, audit matters and bribery and corruption; and

Terms of Reference of the AstraZeneca Audit Committee

continued

13.2.2. the confidential, anonymous submission by employees of concerns regarding the above.

13.3. The Committee shall be responsible for overseeing the investigation of any material complaints or submissions received and shall draw to the attention of the Board any significant issues raised as a result of the investigation.

14. Private Sessions with the Committee

14.1. At the discretion of the Committee Chair or the request of the external auditor, VP GIA, Chief Compliance Officer, CFO or General Counsel, time may be set aside at each meeting of the Committee for the Committee to meet in private with such person, without management present. Any private session shall be minuted separately from the main session of the Committee.

15. Reporting Responsibilities

15.1. The Committee Chair shall report to the Board after each meeting on the nature and content of its discussions, recommendations, and action to be taken.

15.2. In addition to the specific issues noted above, the Committee shall report to the Board on how it has discharged its responsibilities and on any matters on which the Board has requested the Committee's opinion.

15.3. A member of the Committee, who is also a member of the Remuneration Committee, shall draw to the attention of the Remuneration Committee the Committee's assessment of the Company's consolidated financial results and any exceptional matters for consideration by the Remuneration Committee in respect of remuneration matters.

16. Other matters

16.1. The Committee shall have access to sufficient resources in order to carry out its duties, including:

16.1.1. access to the Company Secretary's team for advice and assistance as required;

16.1.2. appropriate and timely training;

16.1.3. any information it requires to perform its duties from any employee of AstraZeneca; and

16.1.4. outside legal or other professional advice at AstraZeneca's expense.

16.2. 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 2025.