

The Companies Act 1985

Special Resolution
of
AstraZeneca PLC

Passed 21 May 1999

At the Annual General Meeting of the above-named Company, duly convened and held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 on the 21st day of May 1999, the following Resolution was passed as a Special Resolution:-

"That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of Ordinary Shares of US\$0.25 each in the capital of the Company provided that:

- (a) the maximum number of shares which may be purchased is 10% of the Company's share capital then in issue;
- (b) the minimum price which may be paid for each share is US\$0.25;
- (c) the maximum price which may be paid for a share is an amount equal to 105% of the average of the middle market values of the Company's Ordinary Shares as derived from The London Stock Exchange Limited Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and



- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2000 or, if earlier, 31 July 2000 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry)."

Dated this 24th day of May 1999.

A handwritten signature in black ink, consisting of a stylized 'G' followed by 'H R' and a long horizontal line extending to the right.

G H R MUSKER
Secretary