ASTRAZENECA PLC
Form 20-F
March 20, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

OR

o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 001-11960

ASTRAZENECA PLC
(Exact name of Registrant as specified in its charter)

England
(Jurisdiction of incorporation or organization)

2 Kingdom Street, London W2 6BD
(Address of principal executive offices)

Adrian Kemp
AstraZeneca PLC
2 Kingdom Street, London W2 6BD

Telephone: +44 20 7604 8000
Facsimile number: +44 20 7604 8151
(Name, Telephone, E-Mail or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing one Ordinary Share of 25¢ each	The New York Stock Exchange
Ordinary Shares of 25¢ each	The New York Stock Exchange*
5.40% Notes due 2014	The New York Stock Exchange
5.90% Notes due 2017	The New York Stock Exchange
1.95% Notes due 2019	The New York Stock Exchange
7.00% Notes due 2023	The New York Stock Exchange
6.45% Notes due 2037	The New York Stock Exchange
4.00% Notes due 2042	The New York Stock Exchange

* Not for trading, but only in connection with the registration of American Depositary Shares representing such Ordinary Shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares of each class of stock of AstraZeneca PLC as of December 31, 2013 was:

Ordinary Shares of 25¢ each: 1,257,170,087
Redeemable Preference Shares of £1 each: 50,000

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

x Yes o No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

o Yes x No

Note — checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

o Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP o	International Financial Reporting Standards as issued by the International Accounting Standards Board x	Other o

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

o Item 17 o Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

o Yes x No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

o Yes o No

Pursuant to Rule 12b-23(a) of the Securities Exchange Act of 1934, as amended, the information for the 2013 Form 20-F of AstraZeneca PLC ("AstraZeneca" or the "Company") set out below is being incorporated by reference from the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated and submitted on March 20, 2014.

References below to major headings include all information under such major headings, including subheadings, unless such reference is a reference to a subheading, in which case such reference includes only the information contained under such subheading. Graphs and tabular data are not included unless specifically identified below. Photographs are also not included.

In addition to the information set out below, the information (including tabular data) set forth under the headings "Important information for readers of this Annual Report", "Definitions", and "Use of terms" on the inside front cover, "Cautionary statement regarding forward-looking statements", "Inclusion of Reported performance, Core financial measures and constant exchange rate growth rates", "Statements of competitive position, growth rates and sales", "AstraZeneca websites", "External/third party websites" and "Figures" on page 236, "Glossary" on pages 232 to 234, and "Trade Marks" on page 231, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

PART 1

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The information (including graphs and tabular data) set forth under the headings "Financial Statements—Group Financial Record" on page 193 and the first table that appears under "Additional Information—Shareholder Information—AstraZeneca PLC share listings and prices" on page 225, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference. The selected financial data incorporated by reference herein is derived from audited financial statements of the Company and its consolidated entities, prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and as issued by the International Accounting Standards Board, included in the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014.

B. Capitalization and Indebtedness

Not applicable.

C. Reason for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The information (including tabular data) set forth or referenced under the heading "Additional Information—Risk—Principal risks and uncertainties" on pages 200 to 213 of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

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Item 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

The information (including tabular data) set forth under the headings “Additional Information—Corporate Information—History and development of the Company” on page 230, “Strategic Report—Financial Review—Financial position – 2013—Investments, divestments and capital expenditure” on pages 81 to 82 and “Financial Statements—Notes to the Group Financial Statements—Note 22—Acquisitions and disposals” on pages 166 to 168, in each case of the Company’s “Annual Report and Form 20-F Information 2013” included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

B. Business Overview

The information (including graphs and tabular data) set forth under the headings “Strategic Report—AstraZeneca at a glance” on pages 2 to 5, “—Chairman’s Statement” on pages 6 to 7, “—Chief Executive Officer’s Review” on pages 8 to 9, “—Strategy” on pages 10 to 23, “—Business Review” on pages 34 to 45, “—Therapy Area Review” on pages 48 to 63, “—Res Review on pages 66 to 73, “Additional Information—Geographical Review” on pages 214 to 219, “Additional Information—Risk—Managing Risk”, “—Risk management embedded in business processes” and “—Key responsibilities” on 199 to 200, “Additional Information—Development Pipeline” on pages 194 to 197, “—Patent Expiries” on page 198 and “—Responsible Business” on pages 220 and 221, “Financial Statements—Notes to the Group Financial Statements—Note 1—Product revenue information” on page 141, “—Note 6—Segment information” on pages 146 to 148, and “Statements of competitive position, growth rates and sales” on page 236, in each case of the Company’s “Annual Report and Form 20-F Information 2013” included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

FDA approves orphan drug Myalept (metreleptin for injection)

On February 25, 2014, AstraZeneca announced the US Food and Drug Administration (FDA) had approved orphan drug Myalept (metreleptin for injection), which is indicated as an adjunct to diet as replacement therapy for the treatment of complications of leptin deficiency in patients with congenital or acquired generalized lipodystrophy. Myalept, a recombinant analogue (laboratory-created form) of human leptin, is the first and only treatment approved by the FDA for these patients.

FDA approves Bydureon Pen (exenatide extended-release for injectable suspension) for once-weekly treatment of adults with type 2 diabetes

On March 3, 2014, AstraZeneca announced that the FDA had approved the Bydureon Pen (exenatide extended-release for injectable suspension) 2 mg as an adjunct to diet and exercise to improve glycaemic control in adults with type 2 diabetes.

Sale of Alderley Park site

On March 12, 2014, AstraZeneca announced the sale of its Alderley Park site in Cheshire, UK, to Manchester Science Parks, resulting in a pre-tax impairment charge of $275 million to non-core R&D expense in the first quarter of 2014. This charge forms part of the costs associated with the footprint changes announced by AstraZeneca in March 2013. AstraZeneca expects to complete the sale by the end of March 2014 and will remain a key tenant on the site with around 700 staff in non-R&D roles. The handover of the site will be phased over a three year period, with the full exit of AstraZeneca R&D staff to take place in line with the completion of AstraZeneca’s new facility in Cambridge, UK.

Disclosures Under the Iran Threat Reduction and Syria Human Rights Act of 2012

The Company is a global, innovation-driven biopharmaceutical business with operations in over 100 countries and our innovative medicines are used by millions of patients worldwide. AstraZeneca does not have a legal entity based in Iran, or any employees or an office located in Iran. The Company, through one of its non-US Group companies that is neither a U.S. person nor a foreign subsidiary of a U.S. person, currently generates sales in Iran solely through a single third-party distributor, which uses three known entities in the Iranian distribution chain. None of AstraZeneca's US entities are involved in any business activities in Iran, or with the Iranian government.

To the best knowledge of the management of AstraZeneca, the third-party distributor used by AstraZeneca is not owned or controlled by the Iranian government and the Company does not have any agreements, commercial arrangements, or other contracts with the Iranian government. However, the Company understands that one of the independent sub-distributors is likely controlled indirectly by the Iranian government. Further, AstraZeneca's third-party distributor may initiate payments using banks associated with the government of Iran for the purchase of AstraZeneca products. Finally, in view of the types of products created and distributed by AstraZeneca, it is anticipated that the ultimate end-payers for our medicines may also include the Iranian government.

For the year ended December 31, 2013, the Company's gross revenues and net profits attributable to the above-mentioned Iranian activities were $12 million and $3 million respectively. For the same period, the AstraZeneca Group's gross revenues and net profits were $25.7 billion and $2.6 billion respectively. Accordingly, the gross revenues and net profits attributable to the above-mentioned Iranian activities amounted to approximately 0.0005% of the AstraZeneca Group gross revenues and approximately 0.001% of its net profits.

At the time of publication, the management of AstraZeneca does not anticipate any change in its activities in Iran that would result in a material impact on the AstraZeneca Group.

C. Organizational Structure

The information (including tabular data) set forth under the headings "Corporate Governance—Corporate Governance Report—Business organisation—Subsidiaries and principal activities" on page 95 and "Financial Statements—Notes to the Group Financial Statements—Principal Subsidiaries" on page 186, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

D. Property, Plant and Equipment

The information (including tabular data) set forth under the headings "Strategic Report—Resources Review—Our infrastructure" on page 73, "Strategic Report—Financial Review—Financial position – 2013—Property, plant and equipment" and "Additional Information—Financials (Prior year)—Financial position – 2012—Property, plant and equipment" on pages 8 and 223, respectively, "Additional Information—Risk—Principal risks and uncertainties—Legal, regulatory and compliance risks—Environmental and occupational health and safety liabilities" on page 211, "Financial Statements—Notes to the Group Financial Statements—Note 7—Property, plant and equipment" on pages 148 and 149, "—Note 25—Commitments and contingent liabilities—Environmental costs and liabilities" on page 176 and "Additional Information—Corporate Information—Property" on page 230, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

Please see the information under the heading "Sale of Alderley Park site" under Item 4.B above, which is incorporated herein by reference.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The information (including graphs and tabular data) set forth under the headings "Strategic Report—Financial Review" on pages 74 to 87, "Additional Information—Financials (Prior Year)" on pages 222 to 224, "Additional Information—Geographical Review" on pages 214 to 219, "Strategic Report—Therapy Area Review—Sales by Therapy Area" on page 49, "Strategy" on pages 10 to 23, "Strategic Report—Business Review—Research and Development" on pages 36 to 39, "Corporate Governance—Corporate Governance Report—Business organisation—Early Stage Product Committees (ESPCs) and Late Stage Product Committee (LSPC)" on page 94, "Additional Information—Risk—Principal risks and uncertainties—Commercialisation and business execution risks—Developing our business in Emerging Markets", "—Pressures resulting from generic competition", "—Price controls and reductions" and "—Economic, regulatory and political pressures" o pages 203 to 206, "Financial Statements—Notes to the Group Financial Statements—Note 14—Interest-bearing loans and borrowings" on pages 156 to 157, "—Note 15—Derivative financial instruments" on page 157, "—Note 19—Reserves" on pag "—Note 23—Financial risk management objectives and policies" on pages 169 to 173 and "—Note 25—Commitments

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and contingent liabilities" on pages 176 to 183, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

We consider the Group's working capital to be sufficient for its present requirements.

Developments in Legal Proceedings

For further information in respect of material legal proceedings in which the Company is currently involved, including those discussed below, please see the information (including tabular data) set forth under the heading "Financial Statements—Notes to the Group Financial Statements—Note 25—Commitments and contingent liabilities" on pages 176 to 183 of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014. Unless noted below or in the Company's "Annual Report on Form 20-F Information 2013", no provisions have been established in respect of the proceedings discussed below.

Patent litigation

Epanova

Patent proceedings in the US

In March 2014, AstraZeneca received a complaint from Amarin Pharmaceuticals Ireland Ltd. alleging that AstraZeneca's proposed Epanova product (for the treatment of patients with severe hypertriglyceridaemia) infringes US Patent No. 8,663,662. AstraZeneca is reviewing the complaint. On September 18, 2013, AstraZeneca announced that the FDA had accepted for review a New Drug Application for Epanova and the Prescription Drug User Fee Act goal date for the FDA is May 5, 2014.

Faslodex (fulvestrant)

Patent proceedings outside the US

In Europe, in 2008, the Opposition Division of the European Patent Office (EPO) maintained a Faslodex formulation patent, EP 1250138, following an opposition against the grant of this patent by Gedeon Richter Plc, which appealed this decision. The Board of Appeal of the EPO called the parties to oral proceedings in March 2014 and decided to remit the case back to the Opposition Division for further consideration.

Seroquel XR (quetiapine fumarate)

Patent proceedings outside the US

In Germany, Ratiopharm GmbH, CT Arzneimittel GmbH and AbZ Pharma GmbH are seeking damages relating to the preliminary injunction issued in April 2012 that prevented generic Seroquel XR sales by those entities. The injunction was subsequently lifted following the November 2012 Federal Patent Court decision that held that the Seroquel XR patent was invalid. AstraZeneca has appealed the Federal Patent Court decision.

In Romania, in March 2014, AstraZeneca settled patent litigation with Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals S.R.L.

Product liability litigation

Byetta/Bydureon (exenatide)

Amylin Pharmaceuticals, LLC, a wholly owned subsidiary of AstraZeneca, and/or AstraZeneca are among multiple defendants in 303 filed lawsuits in various federal and state courts in the US involving a total of 418 plaintiffs claiming physical injury from treatment with Byetta and/or Bydureon. The lawsuits allege multiple types of injuries including pancreatitis, pancreatic cancer and thyroid cancer. A Multi-District Litigation has been established in the US District Court for the Southern District of California in regard to the alleged pancreatic cancer cases in federal courts. Further, a coordinated proceeding has been established in Los Angeles, California in regard

to the various lawsuits in California state courts. AstraZeneca and certain defendants recently reached an agreement to settle 84 cases pending in the California state court proceeding, including a matter that was scheduled for trial in February 2014.

Commercial litigation

Average Wholesale Price Litigation

Of the various previously disclosed lawsuits against AstraZeneca and other pharmaceutical manufacturers involving allegations that, by causing the publication of allegedly inflated wholesale list prices, defendants caused entities to overpay for prescription drugs, AstraZeneca remains in litigation with the Attorney General of the State of Wisconsin. In March 2014, AstraZeneca reached a settlement in principle with the State of Utah.

Crestor qui tam litigation

The US Attorney's Offices and all US states, except for the State of Texas, have declined to intervene in the civil component of a previously disclosed investigation regarding Crestor. Partly as a result thereof, AstraZeneca was served with two additional lawsuits filed in the US District Court for the District of Delaware under the qui tam (whistleblower) provisions of the federal False Claims Act and related state statutes, alleging that AstraZeneca directed certain employees to promote Crestor off-label and provided unlawful remuneration to physicians in connection with the promotion of Crestor. AstraZeneca intends to vigorously defend these matters.

Nexium settlement anti-trust litigation

AstraZeneca is one of several defendants in a Multi-District Litigation proposed class action and individual lawsuits alleging that AstraZeneca's settlements of certain patent litigation in the US relating to Nexium violated US anti-trust law and various state laws. On February 12, 2014, the US District Court for the District of Massachusetts (the Court) issued an order granting three motions for summary judgment in full, granting two in part, denying one as premature, and denying five.

In particular, the Court held that AstraZeneca's settlement agreements with Teva and Dr. Reddy's Laboratories did not include "large, unjustified reverse payments" that would raise antitrust concerns. The Court granted the motion as to the Ranbaxy agreement because plaintiffs could not establish that the agreement delayed generic entry beyond any delay caused by Ranbaxy's manufacturing and approval issues. The Court denied the motion seeking judgment on the allegation of a conspiracy among all defendants.

The Court initially indefinitely postponed the trial and administratively closed the case pending the issuance of written decisions. On March 7, 2014, the Court requested further briefing on plaintiffs' motions for reconsideration and stated that, if such motions were granted, a trial would be scheduled in May 2014 on any remaining issues. The Court's decisions are subject to motions for reconsideration and appeal.

Separately, AstraZeneca was notified that indirect purchaser plaintiffs who opted out of the Massachusetts class action intend to file complaints in the Pennsylvania Court of Common Pleas.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The information (including tabular data) set forth under the headings “Strategic Report—Strategy —Governance and Remuneration—Board of Directors” and “—Senior Executive Team” on pages 28 to 31 and “Corporate Governance—Director Remuneration Report—Annual Report on Remuneration (the Implementation Report)—Governance—Service contracts” on page 109, in each case of the Company’s “Annual Report and Form 20-F Information 2013” included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

No Director has a family relationship with any other Director.

Policy on external appointments and retention of fees

Subject to specific Board approval in each case, Executive Directors and other SET members may accept external appointments as non-executive directors of other companies, and retain any related fees paid to them, provided that such appointments are not considered by the Board to prevent, or reduce, the ability of the executive to perform their role within the Group to the required standard.

Luke Miels appointed as Executive Vice President, Global Portfolio & Product Strategy

On March 19, 2014, AstraZeneca announced that Luke Miels is to join the Company in the role of Executive Vice President, Global Portfolio & Product Strategy (GPPS). Mr. Miels, who will commence his new role on May 7, 2014, will report to the CEO and will be a member of the SET. His primary focus will be business development, portfolio and product strategy, providing strategic direction from the product development stage through to commercialization.

Mr. Miels, who holds an MBA from the Macquarie University, Sydney and a Bachelor of Science degree from Flinders University in Adelaide, started his career in 1995 with Zeneca in Australia where he was a Sales Representative and Product Manager for Plendil and Diprivan. He joined Aventis in 2000 as Marketing and Strategic Planning Manager in Australia before being appointed Country Manager for New Zealand in 2002 and subsequently Thailand the following year. He then transferred to the USA to lead the Analytics and Commercial Effectiveness function of Aventis US. Following the Sanofi-Aventis merger he led the integration office in the US and was appointed Vice President of Sales for Diabetes at the conclusion of the merger. In 2006 he moved to Basel to join Roche as Head of Metabolism for Global Marketing. He was appointed to his current role of Regional VP Asia Pacific for the Roche Pharmaceuticals Division in 2009, initially based in Shanghai and more recently in Singapore.

Proposed Non-Executive Director appointment

On March 20, 2014, the Company announced that Ann Cairns will be nominated for election by the Company's shareholders as a Non-Executive Director at the AGM in April 2014. Subject to shareholder approval, she will join the Board with effect from April 24, 2014. It is planned that Ann Cairns will become a member of the Audit Committee.

Ann Cairns (57) is President, International Markets for MasterCard, responsible for the management of all markets and customer-related activities outside North America. Prior to joining MasterCard in August 2011, she was head of the Financial Industry Group with Alvarez & Marsal in London, where she led the European team managing Lehman Brothers Holdings International through the Chapter 11 process. Prior to that, she was CEO, Transaction Banking at ABN AMRO, and spent 15 years in senior operational positions at Citigroup. At the start of her career, she spent time as a research engineer, culminating as the head of Offshore Engineer – Planning for British Gas. She received a first class BSc in Pure Mathematics at Sheffield University and a MSc with research into medical statistics from Newcastle University.

B. Compensation

The information (including graphs and tabular data) set forth under the headings "Corporate Governance—Directors' Remuneration Report" on pages 102 to 126, "Financial Statements—Notes to the Group Financial Statements—Note 18—Post-retirement benefits" on pages 159 to 164, "—Note 24—Employee costs and share plans for employees" on pages 173 to 175 and "—Note 27—Statutory and other information—Key management personnel compensation", on page 184, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

C. Board Practices

The information (including graphs and tabular data) set forth under the headings “Strategic Report—Strategy—Governance and Remuneration” on pages 26 to 31, “Corporate Governance—Corporate Governance Report—Leadership and responsibilities” on pages 88 to 89, “—Board effectiveness” on pages 89 to 91, “—Audit Committee”, “—Remuneration Committee”, “—Nomination and Governance Committee” and “—Science Committee”, on pages 92 to 93, “—Business organisation—Senior Executive Team” and “—Compliance and Internal Audit Services (IA)” on pages 94 to 95, “Corporate Governance—Directors’ Remuneration Report—

Annual Report on Remuneration (the Implementation Report)—Governance—Service contracts" on page 109 and "—Future Remuneration Policy for Non-Executive Directors" on page 126 and "Corporate Governance—Audit Committee Report" on pages 98 to 101, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 and "Policy on external appointments and retention of fees" and "Proposed Non-Executive Director appointment" under Item 7.A above is incorporated by reference.

D. Employees

The information set forth under the headings "Strategic Report—Resources Review—Employees" (comprising the graphical data, and the "Managing change" and "Employee relations" sections only) on page 69, "—Our infrastructure" (other than "R&D spend analysis") on page 73, "—Strategy—Our strategic priorities—Restructuring" on pages 16 to 17, and "Financial Statements—Notes to the Group Financial Statements—Note 24—Employee costs and share plans for employees—Employee costs" (including the tabular data) on page 173, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

E. Share Ownership

The information (including graphs and tabular data) set forth under the headings "Financial Statements—Notes to the Group Financial Statements—Note 24—Employee costs and share option plans for employees" on pages 173 to 175, "Corporate Governance—Corporate Governance Report—Other matters—Directors' shareholdings" on page 96, "Corporate Governance—Directors' Remuneration Report—Annual Report on Remuneration (the Implementation Report)—Directors' interests in shares (Audited)" on pages 110 to 111, and "Additional Information—Shareholder Information—Options to purchase securities from registrant or subsidiaries" on page 226, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The information set forth under the heading "Additional Information—Shareholder Information—Major shareholdings" (including tabular data) on page 226 of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

B. Related Party Transactions

The information set forth under the headings "Financial Statements—Notes to the Group Financial Statements—Note 27—Statutory and other information—Related party transactions" on page 184 and "Additional Information—Shareholder Information—Related party transactions" on page 226, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Please see the information below under the heading Item 18 – "Financial Statements." The information (including graphs and tabular data) set forth under the headings "Additional Information—Shareholder Information" on pages 225 to 229, "Strategic Report—Financial Review—Capitalisation and shareholder return—Dividend and share repurchases" on page 82 an "Corporate Governance—Corporate Governance Report—Business Organisation—Distributions to shareholders – dividends fo 2013" on page 95, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

B. Significant Changes

Please see the information above under the heading Item 5 – "Operating and Financial Review and Prospects—Developments in Legal Proceedings" for information as to recent developments in certain legal proceedings disclosed under the heading "Financial Statements—Notes to the Group Financial Statements—Note 25—Commitments and contingent liabilities" on pages 176 to 183, of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014.

Other than as disclosed herein, since the date of the annual consolidated financial statements included in this Form 20-F dated March 20, 2014, no significant change has occurred.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

The information (including tabular data) set forth under the heading "Additional Information—Shareholder Information—AstraZeneca PLC share listings and prices" on page 225 of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

In addition, the table below sets forth, for the periods indicated, the reported high and low share prices of AstraZeneca PLC, on the following bases:

- for shares listed on the London Stock Exchange (LSE) the reported high and low middle market closing quotations are derived from the Daily Official List;
- for shares listed on the Stockholm Stock Exchange (SSE) the high and low closing sales prices are as stated in the Official List; and
- for American Depositary Shares (ADS) listed on the New York Stock Exchange the reported high and low sales prices are as reported by Dow Jones (ADR quotations).

	Ordinary LSE		AstraZeneca ADS		Ordinary SSE	
	High (GB pence)	Low (GB pence)	High ($)	Low ($)	High (SEK)	Low (SEK)
2014 – February	4103.0	3815.5	68.38	62.60	446.3	404.4
2014 – January	3960.0	3549.5				