

Subject Company: Alexion Pharmaceuticals, Inc.
(Commission File No. 000-27756)
Date: April 1, 2021

On April 1, 2021, Alexion sent the following communication to all Alexion employees:

Global Transition Planning Roadmap

While Alexion and AstraZeneca operate as independent businesses until closing, transition planning continues apace. This roadmap provides an indication of what information you can expect to receive at which phase of the transition planning period. It will be updated regularly as we move through the phases, and is subject to legal requirements.

Nov – May May – Q3 Q3 2022

Transition process	Before Shareholder Vote	After Shareholder Vote	Post Closing
Organization, operating model, appointments	<ul style="list-style-type: none"> Initial roadmap Announcement to retain the Alexion Brand after closing Announcement that Alexion, the AstraZeneca Rare Disease Unit will remain the Marketing Authorization Holder for marketed products after closing 	<ul style="list-style-type: none"> The Path to Day 1 Initial thinking on operating model, Vision for Alexion, the AstraZeneca Rare Disease Unit Select leadership appointments where possible Nomination of Alexion Board members who will join the AZ Board on closing 	<ul style="list-style-type: none"> A week-by-week view of transition processes and engagement events Organizational structure. Most colleagues will be informed of changes impacting their alignment, reporting or job status within 90 days of closing and sooner in many cases. AstraZeneca values the expertise of Alexion colleagues and looks forward to building a future in rare disease together.
Pipeline and products			<ul style="list-style-type: none"> A view of opportunities to accelerate pipeline and product growth to reach more patients
Ways of working, process, systems, sites, policies	<ul style="list-style-type: none"> Further insights into AstraZeneca Values Equity Conversion Modifier introduced 	<ul style="list-style-type: none"> Status update on pandemic ways of working Enterprise IT environment: What to expect after closing HR policies shared where possible 	<ul style="list-style-type: none"> More information on site presence/ location
Career Development	<ul style="list-style-type: none"> Stories of career journeys at AZ 	<ul style="list-style-type: none"> A view of what to expect after closing 	<ul style="list-style-type: none"> Access to lifelong learning tools and programs

Getting to Know AstraZeneca: Next Chapter

Over the coming months, we'll be communicating through a series of fireside chats and features about our culture and science. While there are of course some limitations on what we can discuss before our agreement closes, we look forward to sharing how we live our Values, constantly pushing the boundaries of science to deliver life-changing medicines for patients.

	March	April	May	June	July
Live fireside chats	<p>Pascal Soriot Chief Executive Officer March 11</p> <p>Marc Dunoyer Chief Financial Officer March 24 - Alexion Japan</p>	<p>David Fredrickson Executive Vice President, Oncology Business Unit April 27</p>	<p>Pam Cheng Executive Vice President, Operations and Information Technology May 5</p> <p>Ann Taylor Chief Medical Officer May 27</p>	<p>Rebekah Martin Senior Vice President, Reward and Inclusion June 16</p>	<p style="text-align: center;">TBC (July TBC)</p>
Features found on ACE	<p>Introducing the Roadmap Brand Announcement</p> <p>Values Overview: The five AstraZeneca Values and the behaviors that bring them to life</p>	<p>Values Spotlight: We Put Patients First: New Normal, Same Cancer</p> <p>Career Development: A commitment to lifelong learning</p> <p>Values Spotlight: We Do the Right Thing: Ambition Zero Carbon</p> <p>AstraZeneca R&D: Turning science into medicine</p> <p>Q1 Results: Video Message</p>	<p>Values Spotlight: We Follow the Science: What COVID has taught us about the future of clinical trials</p> <p>Operations: Accelerating delivery and adding value to patients and society</p> <p>Values Spotlight: We are Entrepreneurial: Treating cancer patients in earlier stages of disease</p>	<p>Respiratory spotlight: Changing the future of asthma care</p> <p>COVID: Commitment to equitable distribution of vaccines + our long acting antibody</p> <p>Values Spotlight: We Play to Win: Inclusion and Diversity at AZ</p> <p>Healthy Heart Africa: A flagship Access to Healthcare program</p>	<p>AZ in China: At the forefront of innovation and patient centricity</p> <p>Cardiovascular, Renal and Metabolism Spotlight: Scientific leadership on behalf of Chronic Kidney Disease patients</p> <p>1H Results: Video Message</p> <p>Introducing "Growth Through Innovation"</p>
	<p>More to come & major regulatory decisions communicated throughout</p> <p>AstraZeneca's acquisition of Alexion remains subject to customary closing conditions. Until the transaction closes, AstraZeneca and Alexion continue to operate as independent entities.</p>				

Important Additional Information

In connection with the proposed transaction, on February 16, 2021, AstraZeneca PLC ("AstraZeneca") filed a registration statement on Form F-4 with the SEC, which included a document that serves as a preliminary prospectus of AstraZeneca and a preliminary proxy statement of Alexion (the "proxy statement prospectus"). The registration statement has not yet become effective. After the registration statement is declared effective by the SEC, Alexion intends to file with the SEC and mail to its stockholders a definitive proxy statement/prospectus. Investors and security holders of Alexion are urged to carefully read the entire registration statement and proxy statement/prospectus in their entirety and other relevant documents filed in and will be filed with the SEC, because they contain or will contain important information. Investors and security holders will be able to obtain the registration statement and the proxy statement/prospectus or the proxy statement/prospectus from the SEC's website or from AstraZeneca or Alexion as described in the paragraphs below.

The documents filed by AstraZeneca with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. These documents may also be obtained free of charge on AstraZeneca's website at <http://www.astrazeneca.com> under the tab "Investor".

The documents filed by Alexion with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. These documents may also be obtained free of charge on Alexion's investor website at <http://www.alexion.com/investor>. Investor information regarding the "SEC filing" or by contacting Alexion's Investor Relations Department at investor@alexion.com.

Participants in the Solicitation

Alexion, AstraZeneca and certain of their directors, executive officers and employees may be deemed participants in the solicitation of proxies from Alexion shareholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders of Alexion in connection with the proposed transaction, including identification of their direct or indirect interests, by security holders or otherwise, will be set forth in the proxy statement/prospectus or proxy statement when it is filed with the SEC. Information about the directors and executive officers of Alexion and their ownership of Alexion shares is set forth in and will be in the Alexion Annual Report on Form 10-K/A, as previously filed with the SEC on February 16, 2021. Free copies of these documents may be obtained as described in the paragraphs above.

Forward-looking Information

The announcement may include statements that are or may be deemed to be forward-looking statements. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believe," "intend," "expect," "plan," "anticipate," "estimate," "target," "may," "predict," "intend," "will," "will or should" or, in each case, the negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions and risks, but are not limited to the ability of the parties to consummate the proposed acquisition on a timely basis or at all, the ability of the parties to satisfy the conditions precedent to consummation of the proposed acquisition, including the ability to secure the required regulatory approvals on the terms expected, in all or in a timely manner, the ability of AstraZeneca to successfully integrate Alexion's operations, and the ability of AstraZeneca's management to plan, execute and/or otherwise effectively with respect to Alexion's business after the completion of the proposed acquisition and related selected strategic, economic, competitive, governmental, technological and other factors that may affect AstraZeneca and Alexion's operations in connection with the transaction. In each of AstraZeneca's Annual Report on Form 10-K for the year ended 31 December 2020, and Alexion's Annual Report on Form 10-K for the year ended 31 December 2020, in each case as amended by any subsequent filings made with the SEC. These forward-looking statements include all matters that are not historical facts and known conditions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect AstraZeneca and Alexion's current views with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to AstraZeneca or Alexion's results of operations, financial position, liquidity, prospects, growth or strategies and the industries in which they operate. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. Such as required by law or regulation, AstraZeneca and Alexion disclaim any obligation or undertaking to revise, publish the updates or revisions to any forward-looking statements in this announcement that may occur due to any change in their expectations or to reflect events or circumstances after the date of this announcement.



Additional Information and Where to Find It

In connection with the proposed transaction, AstraZeneca PLC (“AstraZeneca”) filed a registration statement on Form F-4 with the U.S. Securities and Exchange Commission (“SEC”) on February 19, 2021. The registration statement includes a preliminary proxy statement of Alexion that also constitutes a preliminary prospectus of AstraZeneca. The registration statement has not yet become effective. Each of Alexion and AstraZeneca may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the proxy statement/prospectus or registration statement or any other document that Alexion or AstraZeneca may file with the SEC. The definitive proxy statement/prospectus (if and when available) will be mailed to stockholders of Alexion. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders will be able to obtain free copies of the registration statement and proxy statement/prospectus (if and when available) and other documents containing important information about Alexion, AstraZeneca and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Alexion will be available free of charge on Alexion’s website at <http://www.alexion.com> or by contacting Alexion’s Investor Relations Department by email at InvestorRelations@alexion.com. Copies of the documents filed with the SEC by AstraZeneca will be available free of charge on AstraZeneca’s website at <https://www.astrazeneca.com/investor-relations.html> or by contacting AstraZeneca’s Investor Relations department by email at global-mediateam@astrazeneca.com.

Participants in the Solicitation

Alexion, AstraZeneca, their respective directors and certain of their executive officers and other employees may be deemed to be participants in the solicitation of proxies from Alexion’s stockholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Alexion stockholders in connection with the proposed mergers, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information about Alexion’s directors and executive officers is available in Alexion’s proxy statement for its 2020 annual meeting of stockholders, which was filed with the SEC on March 26, 2020, Alexion’s Annual Report on Form 10-K/A for the fiscal year ended December 31, 2020, which was filed with the SEC on February 16, 2021, and other documents subsequently filed by Alexion with the SEC. Information about AstraZeneca’s directors and executive officers is available in AstraZeneca’s Form 20-F filed with the SEC on February 16, 2021, and other documents subsequently filed by AstraZeneca with the SEC.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Alexion’s and AstraZeneca’s control. Statements in this communication regarding Alexion, AstraZeneca and the combined company that are forward-looking, including anticipated benefits of the proposed transaction, the impact of the proposed transaction on Alexion’s and AstraZeneca’s businesses and future financial and operating results, the amount and timing of synergies from the proposed transaction, the terms and scope of the expected financing for the proposed transaction, the aggregate amount of indebtedness of the combined company following the closing of the proposed transaction, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Alexion’s and AstraZeneca’s control. These factors include, among other things, market factors, competitive product development and approvals, pricing controls and pressures (including changes in rules and practices of managed care groups and institutional and governmental purchasers), economic conditions such as interest rate and currency exchange rate fluctuations, judicial decisions, claims and concerns that may arise regarding the safety and efficacy of in-line products and product candidates, changes to wholesaler inventory levels, variability in data provided by third parties, changes in, and interpretation of, governmental regulations and legislation affecting domestic or foreign operations, including tax obligations, changes to business or tax planning strategies, difficulties and delays in product development, manufacturing or sales including any potential future recalls, patent positions and the ultimate outcome of any litigation matter. Additional information concerning these risks, uncertainties and assumptions can be found in Alexion’s and AstraZeneca’s respective filings with the SEC, including the risk factors discussed in Alexion’s most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10-Q, in AstraZeneca’s most recent Annual Report on Form 20-F and in each company’s future filings with the SEC. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: a condition to the closing the proposed acquisition may not be satisfied; a regulatory approval that may be required for the proposed acquisition is delayed, is not obtained or is obtained subject to conditions that are not anticipated; AstraZeneca is unable to achieve the synergies and value creation contemplated by the proposed acquisition; AstraZeneca is unable to promptly and effectively integrate Alexion’s businesses; management’s time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; the credit ratings of the combined company declines following the proposed acquisition; legal proceedings are instituted against Alexion, AstraZeneca or the combined company; Alexion, AstraZeneca or the combined company is unable to retain key personnel; and the announcement or the consummation of the proposed acquisition has a negative effect on the market price of the capital stock of Alexion or AstraZeneca or on Alexion’s or AstraZeneca’s operating results. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Alexion or AstraZeneca. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the proposed transaction and/or Alexion or AstraZeneca, AstraZeneca’s ability to successfully complete the proposed transaction and/or realize the expected benefits from the proposed transaction. You are cautioned not to rely on Alexion’s and AstraZeneca’s forward-looking statements. These forward-looking statements are and will be based upon management’s then-current views and assumptions regarding future events and operating performance, and are applicable only as of the dates of such statements. Neither Alexion nor AstraZeneca assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.
