

**IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF MANITOBA AND NEWFOUNDLAND AND LABRADOR**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS**

**AND**

**IN THE MATTER OF  
ASTRAZENECA PLC**

**MRRS DECISION DOCUMENT**

**WHEREAS** the Canadian securities regulatory authority or regulator (a "Decision Maker") in each of the provinces of Manitoba and Newfoundland and Labrador (the "Jurisdictions") has received an application from AstraZeneca PLC (the "Filer") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to be registered to trade in a security (the "Registration Requirement") shall not apply to Salomon Smith Barney, Inc. ("SSB") or the Broker (as defined below) in connection with certain trades in American Depository Receipts ("ADRs"), with each ADR representing a newly issued ordinary share ("Ordinary Share") of the Filer or Ordinary Shares acquired under the AstraZeneca Share Option Plan (the "Plan");

**AND WHEREAS** under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Manitoba Securities Commission is the principal regulator for this application;

**AND WHEREAS**, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;

**AND WHEREAS** the Filer has represented to the Decision Makers that:

1. The Filer is incorporated under the laws of England and is a global pharmaceutical company with its head office located at 15 Stanhope Gate, London, W1K 1LN, UK.
2. AstraZeneca Canada Inc. ("AstraZeneca Canada") is a wholly owned indirect subsidiary of the Filer and is incorporated under the laws of Ontario. Its head office is located at 1004 Middlegate Road, Mississauga, Ontario Canada, L4Y 1M4.
3. The Plan provides a convenient and economic way for employees to invest in the Filer and an opportunity to participate in the value they help create. Any person who is an employee or director of the Filer or any of its designated subsidiaries (including AstraZeneca Canada) may be

invited by the remuneration committee of the Filer to participate in the Plan ("Eligible Employee").

4. Participation in the Plan is voluntary and Eligible Employees will not be induced to participate in the Plan by expectation of employment or continued employment.

5. The Filer and AstraZeneca Canada are not reporting issuers under the Legislation of any Jurisdiction and have no present intention of becoming reporting issuers under the Legislation of any Jurisdiction.

6. Options ("Options") under the Plan are over ADRs of the Filer. The ADRs are traded on the New York Stock Exchange (the "NYSE"). The Ordinary Shares are traded on the London Stock Exchange and Stockholm Stock Exchange.

7. As at May 31, 2002, approximately 1,733 million Ordinary Shares were issued and outstanding.

8. As at May 31, 2002, the number of ADRs or Ordinary Shares held by holders of record with addresses in Canada represented less than 1% of the number of outstanding ADRs and Ordinary Shares and the number of holders of record with addresses in Canada was less than 1% of the total number of holders of ADRs and Ordinary Shares.

9. Pursuant to the Plan, the number of Ordinary Shares of the Filer that are allocated to be issued or are represented by ADRs under the Plan and any other employee share scheme adopted by the Filer cannot exceed 10 percent of the Ordinary Shares of the Filer at any time.

10. The Options vest on the third anniversary of the grant date, and upon vesting, the participants can either (i) purchase at the Option price in cash and hold ADRs (the "Share Purchase Exercise") or (ii) sell the ADRs immediately upon exercise of the Options and request the net proceeds (the "Cashless Exercise").

11. It is proposed that SSB be retained to administer the Plan on behalf of the Filer, including administrative aspects relating to the exercise of the Options under the Plan. In particular, participants will be able to access an SSB account in relation to their Option and use either the Share Purchase Exercise or Cashless Exercise procedure through:

- (i) a toll-free telephone system with operator assistance operated by SSB;
- (ii) a toll-free Interactive Voice Response system operated by SSB; or
- (iii) an on-line Internet service operated by SSB.

12. As at May 31, 2002, the approximate number of Eligible Employees in each of the Jurisdictions was as follows:

Jurisdiction

Employee

Manitoba	2
Newfoundland	1

13. SSB is registered under applicable securities legislation in the United States, but is not registered under the securities legislation in any Jurisdiction.

14. An exemption from the Registration Requirement is not available in any of the Jurisdictions for first trades in ADRs or Ordinary Shares issued under the Plan effected by or through SSB (or a person or company that is appropriately licensed to carry on business as a broker/dealer (or the equivalent under the applicable securities legislation in the jurisdiction where the trade is executed) (a "Broker")) on behalf of the Eligible Employee (including former employees) of the Filer, AstraZeneca Canada or other affiliates of the Filer resident in the Jurisdiction.

15. Since there is no market for the ADRs or Ordinary Shares in Canada and the Filer does not intend to list the ADRs or Ordinary Shares on any stock market in Canada, any resale of the ADRs acquired under the Plan will be affected by SSB (or Broker) on either the NYSE, the London Stock Exchange or the Stockholm Stock Exchange.

AND WHEREAS under the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers, under the Legislation is that the Registration Requirement of the Legislation shall not apply to the first trade in any ADRs or Ordinary Shares that were acquired under the Plan by an Eligible Employee resident in a Jurisdiction (including a former employee) by or through SSB or a Broker if the trade is executed through an exchange, or a market, outside of Canada.

Dated at "Winnipeg" this "8<sup>th</sup>" day of November, 2002

*"Douglas R. Brown"*  
Director - Legal