

**Notice to Employees of AstraZeneca  
Pharmaceuticals LP and AstraZeneca LP of  
Application for Authorization Under Prohibited Transaction  
Exemption 96-62, as Amended**

You are hereby notified that AstraZeneca Pharmaceuticals LP and AstraZeneca LP (collectively, "AstraZeneca") and AZ-Mont Insurance Company ("AZ-Mont"), a captive insurance company wholly owned by an affiliate of AstraZeneca, have applied to the U.S. Department of Labor ("DOL") for authorization of a reinsurance transaction. The transaction involves the reinsurance of risks and the receipt of premiums by AZ-Mont from insurance contracts currently funding long-term disability insurance benefits offered under the AstraZeneca Long Term Disability Insurance Plan (the "Plan"). The purpose of the authorization is to exempt the transaction from certain of the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The authorization is necessary because AZ-Mont is an affiliate of AstraZeneca. Because of the relationship between AZ-Mont and AstraZeneca, such reinsurance might otherwise constitute a prohibited transaction under ERISA. This notice informs you of the application to the DOL and certain changes to the basic and supplemental life insurance benefits offered under the Plan, and describes your right to comment to the DOL about the proposed transaction.

Overview

The Plan, which covers active employees, will be insured with the Metropolitan Life Insurance Company ("Met Life"). Met Life will reinsure the risks with AZ-Mont. The Plan Administrator of the Plan has determined that the transaction is in the best interest of the participants and beneficiaries of the Plan because of benefit improvements that will be provided to them if the transaction is authorized by the DOL. The authorization by the DOL will be subject to the conditions described below and set forth in more detail in Exhibit A.

The reinsurance arrangement is simply an internal arrangement between AZ-Mont and Met Life. Met Life will insure the benefits provided to you under the Plan.

Parties to the Proposed Reinsurance Transaction

AstraZeneca

AstraZeneca is one of the world's leading pharmaceutical companies. AstraZeneca Pharmaceuticals LP and AstraZeneca LP are U.S. affiliates of AstraZeneca PLC, headquartered in London, England, United Kingdom. In the U.S., AstraZeneca is headquartered in Wilmington, Delaware. AstraZeneca has a full range of products in five therapeutic areas (including cardiovascular, gastrointestinal, neuroscience, oncology, and

respiratory) which treat conditions and diseases ranging from asthma to gastroesophageal reflux disease to heart disease. AstraZeneca is also one of the top investors in pharmaceutical research and development in the world. Last year, the company spent \$3.8 billion on R&D. The AstraZeneca family of companies employs over 64,000 people worldwide, with over 12,000 employees in the U.S. In 2004, AstraZeneca's global sales exceeded \$21.4 billion.

### AZ-Mont

AZ-Mont is a captive insurance and reinsurance corporation wholly-owned by AstraZeneca UK Ltd. AZ-Mont was established in Vermont on June 23, 1994 (under the name Z-Mont Insurance Company), to provide direct coverage to AstraZeneca and affiliates for various exposures. AZ-Mont was issued a Certificate of Authority permitting it to transact the business of a captive insurance company by the State of Vermont Department of Banking, Insurance, Securities and Health Care Administration on December 12, 1994. The Certificate of Authority permits AZ-Mont to provide reinsurance of the type that is the subject of the request for authorization of the DOL.

AZ-Mont provides the following coverage to AstraZeneca and its subsidiaries in the U.S. and Canada: Auto Liability; General and Product Liability; Workers' Compensation; Property; and Contingent Life. As of June 30, 2005, total capital and surplus of AZ-Mont was \$644,650.05 and gross written premium was \$15,189,147.13.

### The Plan

AstraZeneca maintains the Plan for the benefit of its eligible U.S. employees. Under the Plan, AstraZeneca provides long-term disability insurance in an amount equal to 60% of annual salary. The Plan has the plan number 501. The official name of the Plan is: AstraZeneca Long Term Disability Insurance Plan. The federal employer identification number of AstraZeneca Pharmaceuticals LP, the plan sponsor, is 23-2967016.

### Changes to the Plan

AstraZeneca recently formulated a plan to utilize AZ-Mont for the reinsurance of benefits and will make improvements, described below, to the Plan if the DOL authorization is granted. Met Life will insure the Plan with the new enhanced benefits. However, Met Life will reinsure the Plan risk with AZ-Mont. The changes will be effective within thirty days after the transaction has been approved by DOL.

AstraZeneca will enhance the benefits under the Plan in several ways. In order to receive any of the enhanced benefits, a participant must first be disabled and be eligible to receive a long-term disability ("LTD") benefit under the Plan. (The basic LTD benefit provides a disabled employee with a benefit equal to 60% of pre-disability earnings).

Once a participant is eligible for the basic LTD benefit, he or she may be eligible to receive enhanced benefits, as follows:

- **Terminal Illness Benefit:** If a participant is eligible for a basic LTD benefit and is diagnosed with a terminal illness (with a life-expectancy of 12 months or less), the Terminal Illness Benefit will provide 100% of pre-disability earnings to a participant for up to 12 consecutive months (instead of the 60% of pre-disability earnings provided as a basic LTD benefit).
- **Rehabilitative Incentive:** Currently, if a participant is receiving a basic LTD benefit and the participant participates in an approved rehabilitation program, the Rehabilitative Incentive increases the basic LTD benefit by 5% of the basic LTD benefit. This will be increased to 10% of the basic LTD benefit.
- **Family Care Expenses Benefit:** During the first 24 months of a basic LTD benefit, a participant who becomes disabled and is participating in a rehabilitation program will be eligible to receive up to \$400 per month per eligible dependent family member for eligible family care expenses if the proposed exemption is approved. A "dependent family member" is a legally adopted child or a child for whom the participant or the participant's spouse is legal guardian and who is (a) living with the participant and (b) under age 13. "Eligible family care expenses" are those expenses necessary to care for a dependent family member while the participant participates in an approved rehabilitation program.
- **Moving Expense Benefit:** A participant who is receiving a basic LTD benefit and who participates in an approved rehabilitation program will be eligible to receive a one-time reimbursement for all reasonable expenses necessary to move to a new residence where the move is recommended by the insurer as part of the participant's rehabilitative effort.
- **Work Incentive Benefit:** Under the current Plan, if a participant receives any income beyond his or her basic LTD benefit (including any potential rehabilitative incentive), the LTD benefit will be decreased by 100% of the amount of such additional income. If the proposed exemption is approved, a participant will be eligible to receive up to 100% of pre-disability income from all sources before any earnings offset is made in LTD benefits, but only during the first 24 months of disability payments.

As stated above, the reinsurance arrangement is simply an internal arrangement between AZ-Mont and Met Life. Met Life will insure the benefits provided under the Plan, including the improved benefits.

#### Independent Fiduciary

In connection with the application to the DOL, AstraZeneca has retained, at its sole expense, the U.S. Trust Company, N.A. ("U.S. Trust") which provides specialized fiduciary services on behalf of employee benefit plans. U.S. Trust, as the Independent Fiduciary for the Plan, has analyzed the transaction and rendered an opinion that the

requirements of subsections (a) through (f) of the draft requested authorization, attached as Exhibit A, have been complied with. In addition, U.S. Trust will represent the interests of the Plan as the Independent Fiduciary at all times with respect to the proposed transaction. U.S. Trust will monitor compliance by the parties with the terms and conditions of the proposed transaction, and will take whatever action is necessary and appropriate to safeguard the interests of the Plan and its participants and beneficiaries with respect thereto, and to insure that the proposed transaction remains in the interest of the Plan and its participants and beneficiaries.

#### Overview of Exemption Conditions

The following is a summary of the principal conditions that would be imposed by the DOL authorization (a full version of which is attached as Exhibit A):

- The Plan will pay no more than adequate consideration for the insurance contracts.
- No commissions will be paid by the Plan with respect to the direct sale of such contracts or the reinsurance thereof;
- In the initial year of any such contract involving AZ-Mont, there will be an immediate and objectively determined benefit to the participants and beneficiaries of the Plan in form of increased benefits.
- AstraZeneca has retained an independent fiduciary, at its sole expense, to analyze the transaction and render an opinion that the requirements of subsections (a) through (f) of Exhibit A have been complied with.

#### Tentative Authorization of Proposed Transaction

Authorization of the DOL was requested under a procedure, Prohibited Transaction Exemption ("PTE") 96-62, which requires that at least two prior exemptions that are substantially similar to the proposed transaction have been granted by the DOL. A description of these transactions and the DOL's comments relating thereto may be found in the Federal Register as Prohibited Transaction Exemptions 2004-12 (Svenska Cellulosa Akiebolaget) ("SCA"), 69 Fed. Reg. 40978 (July 7, 2004) and 2000-48 (Columbia Energy Group) ("Columbia"), 65 Fed. Reg. 60452 (October 11, 2000). Like the proposed transaction, the exemptions granted to SCA and Columbia involved the reinsurance of long-term disability insurance with a captive reinsurer. (The SCA exemption also involved the reinsurance of SCA's life insurance and accidental death & dismemberment insurance). Each of the exemptions involved an improvement to benefits, and in each case an independent fiduciary was appointed to review the transaction on behalf of the plan and its participants.

The proposed transaction described in this notice has met the requirements for tentative authorization from the DOL under PTE 96-62. Unless the DOL otherwise notifies AstraZeneca, a final authorization would be effective January 5, 2006.

Your Right to Comment on Tentative Authorization

As an interested party, you have the right to submit comments to the DOL on the tentative authorization. If you decide to do so, you should submit your comments to the following address:

Employee Benefits Security Administration  
Office of Exemption Determinations, Division of Individual Exemptions  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Room N-5649  
Washington, D.C. 20210  
Attn: Gary Lefkowitz – Re: E-00479

Be sure to refer to the submission number, which is E-00479. Comments must be received by the DOL no later than December 31, 2005.

Comments may be faxed or e-mailed to the DOL. The fax number is (202) 219-0204 and the e-mail address is [lefkowitz.gary@dol.gov](mailto:lefkowitz.gary@dol.gov). If you have questions regarding your right to comment on this tentative authorization, you may call Gary Lefkowitz at (202) 693-8546.

We expect to implement the benefit improvements and the reinsurance within thirty days after the date of final authorization.

If you have any questions about any information in this notice, including the terms of your benefits under the plans maintained by AstraZeneca, please contact Kathleen Brooke, Senior Manager of Benefits Strategy and Planning, via telephone ((302) 885-4322) or e-mail ([Kathleen.Brooke@astrazeneca.com](mailto:Kathleen.Brooke@astrazeneca.com)).

## Exhibit A

### Pending Authorization

#### [AstraZeneca Pharmaceuticals, LP]

The restrictions of sections 406(a) and 406(b) of the Employee Retirement Income Security Act of 1974, as amended (the "Act") shall not apply to the reinsurance of risks and the receipt of premiums therefrom by AZ-Mont Insurance Company ("AZ-Mont") in connection with an insurance contract sold by the Metropolitan Life Insurance Company ("Met Life"), or any successor insurance company to Met Life which is unrelated to AstraZeneca Pharmaceuticals, LP and AstraZeneca, LP. (collectively, "AstraZeneca"), to provide long-term disability insurance benefits to participants in the AstraZeneca Long Term Disability Insurance Plan (the " Plan"), provided that the following conditions are met:

(a) AZ-Mont –

(1) Is a party in interest with respect to the Plan by reason of a stock or partnership affiliation with AstraZeneca that is described in section 3(14)(E) or (G) of the Act;

(2) Is licensed to sell insurance or conduct reinsurance operations in at least one State as defined in section 3(10) of the Act;

(3) Has obtained a Certificate of Authority from the Insurance Commissioner of its domiciliary state that has neither been revoked nor suspended;

(4)(A) Has undergone an examination by an independent certified public accountant for its last completed taxable year immediately prior to the taxable year of the reinsurance transaction; or

(B) Has undergone a financial examination (within the meaning of the law of its domiciliary State) by the Insurance Commissioner of the State within 5 years prior to the end of the year preceding the year in which the reinsurance transaction occurred; and

(5) Is licensed to conduct reinsurance transactions by a State whose law requires that an actuarial review of reserves be conducted annually by an independent firm of actuaries and reported to the appropriate regulatory authority; and

(b) The Plan pays no more than adequate consideration for the insurance contracts;

(c) No commissions are paid by the Plan with respect to the direct sale of such contracts or the reinsurance thereof;

(d) In the initial year of any contract involving AZ-Mont, there will be an immediate and objectively determined benefit to the Plan's participants and beneficiaries in the form of increased benefits;

(e) In subsequent years, the formula used to calculate premiums by Met Life or any successor insurer will be similar to formulae used by other insurers providing comparable long-term disability coverage under similar programs. Furthermore, the premium charge calculated in accordance with the formula will be reasonable and will be comparable to the premium charged by the insurer and its competitors with the same or a better rating providing the same coverage under comparable programs;

(f) The Plan only contracts with insurers with a rating of A or better from A.M. Best Company (Best's). The reinsurance arrangement between the insurers and AZ-Mont will be indemnity only, *i.e.*, the insurer will not be relieved of liability to the Plan should AZ-Mont be unable or unwilling to cover any liability arising from the reinsurance arrangement;

(g) AZ-Mont retains an independent fiduciary (the "Independent Fiduciary") at AstraZeneca's expense, to analyze the transactions and render an opinion that the requirements of sections (a) through (f) have been complied with. For purposes of this exemption, the Independent Fiduciary is a person who:

(1) Is not directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with AstraZeneca or AZ-Mont (this relationship hereinafter referred to as an "Affiliate");

(2) Is not an officer, director, employee of, or partner in AstraZeneca or AZ-Mont (or any Affiliate of either);

(3) Is not a corporation or partnership in which AstraZeneca or AZ-Mont has an ownership interest or is a partner;

(4) Does not have an ownership interest in AstraZeneca, AZ-Mont, or any of either's Affiliates;

(5) Is not a fiduciary with respect to the Plan prior to the appointment; and

(6) Has acknowledged in writing acceptance of fiduciary responsibility and has agreed not to participate in any decision with respect to any transaction in which the Independent Fiduciary has an interest that might affect its best judgment as a fiduciary.

For purposes of this definition of an “Independent Fiduciary”, no organization or individual may serve as an Independent Fiduciary for any fiscal year if the gross income received by such organization or individual (or partnership or corporation of which such individual is an officer, director, or 10 percent or more partner or shareholder) from AstraZeneca, AZ-Mont, or their Affiliates (including amounts received for services as Independent Fiduciary under any prohibited transaction exemption granted by the Department) for the fiscal year exceeds 5 percent of that organization or individual’s annual gross income from all sources for such fiscal year.

In addition, no organization or individual who is an Independent Fiduciary, and no partnership or corporation of which such organization or individual is an officer, director, or 10 percent or more partner or shareholder, may acquire any property from, sell any property to, or borrow funds from AstraZeneca, AZ-Mont, or their Affiliates during the period that such organization or individual serves as Independent Fiduciary, and continuing for a period of six months after such organization or individual ceases to be an Independent Fiduciary, or negotiates any such transaction during the period that such organization or individual serves as Independent Fiduciary.