

SCHEDULE B

GLOBAL LEGAL SERVICES

EXTERNAL LEGAL COUNSEL AND VENDOR

BILLING GUIDELINES AND POLICIES

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I. Introduction

Your firm agrees to represent AstraZeneca according to these billing guidelines (“**Guidelines**”) and the Framework Letter of Engagement (“**Engagement Letter**”). These Guidelines are effective as of January 1, 2024 and replace all prior versions of the billing guidelines or conflicting agreements relating to billing.

Submission of invoices by your firm is deemed your firm’s acceptance to these Guidelines. AstraZeneca reserves the right to modify these Guidelines at any time and will provide you with advance, written notice prior to any modification taking place. AstraZeneca will not pay for fees or expenses billed in violation of these Guidelines.

II. Fees and Expenses

a. Prohibited Fees and Expenses

We expect that many services and expenses are included as overhead in the rates we pay to your firm. Fees and expenses that are not pre-approved in writing may be rejected. AstraZeneca will reject fees and expenses pertaining to any of the following:

- Administrative, secretarial or word processing services, office staff service charges (such as meals, calendaring, scheduling, proofreading, filing, file creation or organization, uploading or downloading documents), scanning, or other computer/technical or administration fees.
- General education about AstraZeneca or its policies. Your firm has been retained because of your expertise and experience, including your knowledge of AstraZeneca.

- “Getting up to speed” resulting from staff turnover
- Time billed by attorneys that could be performed by lower cost professionals
- Fees billed by any timekeeper not pre-authorized to bill to a matter
- Third party fees, without prior approval
- Markups. AstraZeneca will reimburse only for the actual cost of permitted expenses, which should be itemized to allow understanding of the nature and necessity of each charge. AstraZeneca does not permit mark-ups on any fees or expenses.
- Online databases (*e.g.*, Lexis/Nexis or Westlaw), publications, subscriptions, hardware or software fees, and librarian services
- Legal research without prior approval
- Communications charges (*e.g.*, phone, conference call, video, fax)
- Mini-bar charges, pay TV movies or entertainment, or dry cleaning/laundry
- Traffic violations or similar tickets
- Unauthorized work. Your firm must receive approval from the AZ Matter Lead before starting significant projects. AstraZeneca will often utilize its own personnel and alternative legal service suppliers for significant projects.
- Summer associate or trainee time or projects
- Professional development time
- Time related to preparing invoices, budgets, or billing, including billing disputes
- Document review or document translation (we will provide access to a vendor)
- Unnecessary use of couriers and overnight delivery services -- please use only when rapid delivery is essential and cannot be avoided by advance planning. Please use electronic means of distribution when possible.
- Overhead expenses (*e.g.*, conference rooms, local transportation, rental fees, staff overtime, meals)

- Adverse Event training. All timekeepers must complete the annual AstraZeneca Global Adverse Event training at no cost to AstraZeneca.

b. Travel Expenses

Your firm is expected to align with AstraZeneca's ambition to reduce our carbon footprint and make sustainable travel decisions whenever possible that include, but are not limited to:

- Whenever possible, use tele/videoconferencing in lieu of travel
- Long taxi trips should be avoided and bus/rail networks used, if possible

Travel on AstraZeneca business should occur only when necessary and must be pre-approved by the AZ Matter Lead. If there are appointments on behalf of other clients while on a trip for AstraZeneca, expenses should be equitably apportioned.

AstraZeneca only pays for time spend actually working on AstraZeneca matters. Do not bill for travel time.

AstraZeneca will reimburse your firm for reasonable and necessary travel expenses as outlined below.

- i. Air/Rail.** For all international or domestic air travel of less than six hours in duration and for all rail travel, your firm is expected to travel Economy/Coach Class. For international flights that are longer than six hours in duration, business class travel is acceptable, if required and provided every effort is made to obtain the most cost effective option available.
- ii. Ground Transportation.** Your firm should use the most economical and reasonable means of ground transportation.
 - 1. Rental Cars.** Car rentals should be used when public transportation is unavailable, costlier, or impractical. Rental cars should be rented only in your timekeeper's name or in your firm's name and must be Class C / Intermediate lower. Car rental insurance is recommended but not reimbursable. For teams of up to four members traveling from the same location, only one rental car is reimbursable.
 - 2. Parking Charges and Fines.** Actual parking charges incurred while on AstraZeneca business will be reimbursed. Any fines or penalties incurred for moving violations or parking violations will not be reimbursed and are the responsibility of your firm.
 - 3. Personal Cars.** Electing to use one's own car while on AstraZeneca business is affirmative confirmation that the car carries appropriate levels of insurance. Mileage will be reimbursed according to the US government mileage-reimbursement rate that is published for the month when the AstraZeneca travel occurred.
 - 4. Taxis.** Taxis should be used when it is cost effective to do so or if there is an issue of personal safety. Taxi fares (including locally standard gratuities) will only be reimbursed

with production of an original receipt. Luxury limousines, car services, and watercraft vehicles are not reimbursable.

iii. Overnight Accommodation

Hotel accommodations may only be used when your firm is working at a location (or locations) away from the normal place of work over a period of more than one day and it would not be practical or cost effective to return home overnight. Hotel accommodation should be a standard double room for single occupancy in a Three-Star hotel (Marriott, Doubletree, Sheraton, Courtyard by Marriott). Four-Star hotels may only be used with prior approval and documentation that a Three-Star hotel is not available. AZ will pay for hotels up to \$250 per night.

c. Meals & Incidentals

Subsistence expenses will be paid to or on behalf of Outside Counsel who are prevented, by performing AstraZeneca's business away from their normal place of work, from taking a meal that they would normally take at their home (breakfast or evening meal). AZ will pay for meals up to \$60 per person per day with proper receipts.

d. International Travel

Reimbursable expenses must be reported in US Dollars. The exchange rate applicable at the time of the trip (as applied to charges on the timekeeper's credit card,) should be used in converting any foreign-currency expenses to US Dollars.

For international travel on AstraZeneca's behalf, your firm must confirm and pay costs associated with appropriate health insurance and all necessary travel documents (*e.g.*, passport, visas) prior to traveling internationally.

e. Duration of Travel

If a scheduled trip is completed early, the timekeeper should return no later than the next business day. Timekeepers who wish to stay as planned will not be reimbursed for any incurred expenses thereafter. If a scheduled trip needs to be extended, Outside Counsel shall notify the AZ Matter Lead for approval. AstraZeneca will not reimburse for airline "change fees" or similar charges without pre-approval and a written approval from the AZ Matter Lead.

f. Expense Audits

AstraZeneca reserves the right to examine your firm's invoicing and disbursement records. Upon request by AstraZeneca, your firm will be subject to an expense audit conducted by AstraZeneca, a certified public accounting firm or a specialized audit/verification firm that is qualified to conduct a

line item audit on your firm's books and records pertaining to expenses that AstraZeneca has reimbursed. Your firm must make receipts available on demand for two years in arrears.

AstraZeneca shall bear all costs associated with such audit. However, if an expense audit reveals that your firm has mischarged, overcharged, or submitted duplicate expenses in excess of 2% of total expenses reimbursed, then your firm shall reimburse AstraZeneca for the cost of the audit as well as the recovery of the overcharges. If the audit findings are less than 2%, then AstraZeneca is entitled only to the recovery of the overcharges.

Your firm agrees that no administration fees will be applied for time spent gathering and sending requested receipts and documentation. AstraZeneca shall provide reasonable notice in requesting an audit.

III. Budgets, Staffing, Billing and Invoicing

a. Budgets

Within 10 days of a new matter being opened in our billing system, your firm must submit a detailed budget projecting fees and costs to the AZ Matter Lead.

b. Staffing

- i. Lean teams.** Time keepers must be pre-approved by the AZ Matter Lead before billing to a specific matter.
- ii. Diversity.** AstraZeneca recognizes the importance of fostering a culture of diversity in the workplace and is committed to its promotion by partnering with diverse firms and vendors. To this end, AstraZeneca tracks timekeeper diversity information and encourages that all timekeepers working on AstraZeneca matters enter this information on their Individual Profile in CounselLink. AstraZeneca expects that its vendors will staff matters and ongoing professional development opportunities in support of AstraZeneca's diversity goals.

c. Rate increases and fee offers

Rates are governed by the Engagement Letter between AstraZeneca and your firm. We will not approve rate increases outside of the Engagement Letter rate validity period. Any requests for rate adjustments must be made within the Rate Review Process timelines detailed below.

The Rate Review Process will take place annually and will be the only time that a rate adjustment will be considered. Any requests made outside of the Rate Review Process, will be rejected. Requests for rate adjustments due to staff promotions shall also be rejected unless made within the Rate Review Process timelines.

New timekeepers may be added at any point but their rates must be comparable to those already approved. Once a new timekeeper is added, their rates cannot be adjusted outside of the Rate Review Process.

Any approved rates shall apply for a two year period, unless agreed otherwise within the Engagement Letter.

Rate Review Process timelines:

- Rate adjustment requests shall be submitted between **1st October and 3rd November**. Any requests received after the 3rd November shall be rejected.
- Should a rate adjustment request be requesting an increase on the current approved rates, such increases shall be reasonable and with clear justification. Any increases deemed significant, will be reviewed by AstraZeneca's pricing review committee.
- The pricing review committee will meet after the 3rd November deadline and determine if the rate increase is justifiable based on the performance of your firm to date and how your rates benchmark within the industry and across our comparable firms.
- The pricing review committee will provide feedback on your rate adjustment request once a decision has been made.
- Once a rate adjustment has been approved, such rates shall come into effect from the 1st January.
- An amended letter of engagement will be issued with the final approved rates.
- It is your responsibility to submit and align rates in the appropriate Ebilling system.

IV. Invoicing

Refer to appropriate Appendix for invoicing details and billing contacts.

V. Sustainability

At AstraZeneca our vision is a supply chain that delivers commercial benefits to our business and to our partners, while meeting our aspiration for supply chain sustainability—a supply chain that is inclusive, resilient and transparent.

Inclusive

At AstraZeneca, we strive to create an inclusive culture in which difference is recognised and valued. To foster innovation, we seek to harness different perspectives, talents and ideas, as well as ensuring that our employees reflect the diversity of the communities in which we operate. As part of our commitment to inclusion and diversity we have implemented numerous initiatives, such as unconscious bias training, the formation of various employee resource groups and in some parts of the business, the creation of a People Manager with the objective to ensure all recruitment includes diverse applicants and diverse interview panels. And we have continually emphasized the importance to increase the presence of women on our leadership teams and report our performance in our sustainability report.

Our expectation is that our partners and vendors embrace these same values and AstraZeneca is committed to partnering with diverse firms and vendors.

Resilient

Our scientific approach to environmental sustainability strives to reduce our environmental impact by protecting our air, land and water, reducing our dependence on natural resources and ensuring the environmental safety of our products. Together, we can reduce our collective footprint, creating a more resilient planet.

We are looking for partners and vendors to support these ambitions. Examples of the behaviors that support this ambition are presented below, but are in no way limited to these:

- Conduct an assessment of your company's current greenhouse gas (GHG) emissions to understand where the company can limit its emissions.
- Set an energy and/or GHG emissions target that is science-based.
- Ensure you have the infrastructure and encourage employees to use web-based and virtual technology to conduct meetings and calls.
- Explore ways to reduce your company's GHG emissions in its facilities, such as by using energy efficient lighting HVAC systems, and switching from non-renewable to renewable or low-carbon energy sources when possible.
- Identify potential energy saving opportunities and set up an action plan (Avoid – Reduce – Substitute – Compensate).
- Encourage employees to utilize public transportation for work travel.
- Track the main sources and weight of waste generated in your operations.
- Implement a waste management program involving reduction, reuse, donation and recycling.
- Encourage employees to reduce waste by only using materials as needed in the workplace.

Transparent

AstraZeneca is committed to fair and balanced reporting of our sustainability performance through our annual Sustainability Report. We report on sustainability issues deemed material through formal stakeholder engagement and analysis that we update on an ongoing basis.

Share your own sustainability report or public-facing progress update with AstraZeneca. To the best of your ability use standardized guidelines such as the Global Reporting Initiative to guide your approach. Set sustainability performance targets, develop a robust process to track progress, and publicly report on performance.

This billing guideline update is not intended to be a substitute for this holistic approach and simply provides actions that you can take to progress your sustainability journey in key areas within your firm.

Our sustainability ambition is to make our science accessible by delivering our business strategy in a way that brings wider benefits to society and the planet. We all need to do our part to leave the world a better place than where we found it and AstraZeneca needs passionate partners like you to scale our collective impact.