

**ALEXION PHARMACEUTICALS, INC.
QUALITY COMPLIANCE COMMITTEE CHARTER**

Purpose

The Board of Directors of Alexion Pharmaceuticals, Inc. (the "Company") established a Quality Compliance Committee (the "Committee") composed of selected members of the Board. The scope of the Committee's responsibilities includes all aspects of GxP quality compliance. Although the Committee has primary responsibility to assist the Board in its oversight of GxP quality compliance, in some cases matters may be referred to the Company's other Committees.

The Committee will evaluate and review (i) quality compliance initiatives and the Company's control systems, including its systems to identify deviations from the its quality standards, legislation and the expectations of regulators who provide oversight of GxP operations (ii) the Company's efforts to meet or exceed the highest p quality control standards and best practices, and (iii) efforts to satisfy global quality regulatory requirements, including global product registrations and pharmacovigilance.

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that responsibility, members should generally be entitled to rely on the integrity and honesty of the Company's management and outside advisors to the fullest extent permitted by law.

A. Composition

1. *Members:* The Committee shall be composed of as many members as the Board will determine, but no less than three members. The members of the Committee shall be appointed annually by the Board upon recommendation by the Nominating and Governance Committee.
2. *Chairperson:* The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee.
3. *Removal and Replacement:* The members of the Committee may be removed or replaced, and any vacancy shall be filled by the Board.

B. Operations

1. *Meetings:* The Chairperson of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings.
2. *Agenda:* The Chairperson of the Committee, in consultation with the other members of the Committee, the Board and appropriate members of management, shall develop and set the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practicable, communicated to the members of the Committee five days in advance of each meeting to permit meaningful review by the Committee members.

3. *Report to the Board:* The Chairperson of the Committee shall report as frequently as may be necessary to the Board on the activities of the Committee and the effectiveness of the Company's quality compliance control systems and initiatives.

4. *Participation of other Board members (non-Committee members):* Unless otherwise determined by the Chairperson, all members of the Board are invited to each Committee meeting.

C. Authority and Duties

The Committee shall have the following responsibilities and duties:

1. *Authority and Duties Relating to Compliance and Quality Control Systems.*
 - a. Monitor and evaluate the Company's quality control systems and initiatives.
 - b. Review and discuss the adequacy and effectiveness of the Company's quality control systems and initiatives with management, and consider recommendations for improvement.
 - c. Review quality performance metrics, particularly with respect to the Company's manufacturing facilities, and the Company's toll manufacturers, critical suppliers, and distributors.
 - d. Review quality risks on a periodic basis with management.
 - e. Discuss with senior management the organization and adequacy of resources committed to the quality program.
2. *Authority and Duties Relating to Other Matters.*
 - a. Notify the Audit Committee of matters which may have a significant impact on the financial performance of the Company.
 - b. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration as appropriate.
 - c. Annually review and evaluate its own performance.
 - d. Perform such other duties as the Board may from time to time direct or as may be required by applicable laws, rules and regulations.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate to carry out its responsibilities to assist the Board in its oversight of quality compliance.

This Charter may be amended or revised from time to time.

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