

**ALEXION PHARMACEUTICALS, INC.**  
**STRATEGY AND RISK COMMITTEE CHARTER**

The Strategy and Risk Committee (the "Committee") is a committee of the Board of Directors ("the Board"). Its primary function is to assist the Board of Alexion Pharmaceuticals Inc., a Delaware corporation (the "Company") in fulfilling its oversight responsibilities. The Strategy and Risk Committee oversees the Company's corporate strategic planning processes and reviews the Company's enterprise risk management processes and related actions implemented by management.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to develop or implement the Company's corporate strategy, nor is it the duty of the Committee to design the enterprise risk management system or process. These are the responsibilities of management.

*Charter of the Strategy and Risk Committee*

The Strategy and Risk Committee shall:

1. Oversee that management has established, documented and periodically reevaluates a corporate strategic plan for long-term growth, profitability and shareholder value, including periodic assessments of management's implementation of such plan.
2. Assist the Board in its responsibilities of overseeing that management has established, documented, maintained and periodically reevaluates its processes to implement a system of enterprise risk management.

*Membership of the Committee*

1. The Committee shall consist of at least three independent (as defined in Section 10(A)(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and NASDAQ Marketplace Rule 5605) members of the Board who shall serve at the pleasure of the Board.
2. Committee members and the Committee Chair shall be designated by the full Board upon the recommendation of the Nominating and Corporate Governance Committee. The Board will designate one member of the Committee as the chair of the Committee.

*General Duties and Powers*

1. The Committee shall meet no less than four times a year and have direct and independent interaction among the members from time to time as the members of the Committee deem appropriate.
2. The Committee may invite to its meetings members of management, including the Chief Financial Officer, the General Counsel, the Chief Strategy and Portfolio Officer, the Chief Compliance Officer, the head of Internal Audit, external advisors and such other persons as the

Committee deems appropriate in order to carry out its responsibilities. The Committee shall exclude from its meetings anyone with a personal interest in the matters to be discussed.

3. The Committee shall regularly report to the Board on decisions and deliberations of the Committee.
4. The Committee shall have the authority to retain independent advisers for any matters within the scope of its responsibilities. The Committee shall obtain appropriate funding, as determined by the Committee, for payment of compensation to any outside advisors engaged by the Committee.

### *Responsibilities*

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.

In addition, the Committee has the following roles and responsibilities:

#### Strategic Planning

1. In an advisory capacity, evaluate management's processes for periodically reviewing, refreshing and modifying its existing corporate strategic plan.
2. Assist management in the development of the corporate strategic plan.
3. In an advisory capacity, evaluate the corporate strategic plan on a periodic basis, the Company's progress in implementing the plan and suggest appropriate modifications.
4. Inform the Board on a periodic basis of the Company's progress in implementing the corporate strategic plan.
5. Assist the Board in its review of corporate strategic matters, including review of the Company's significant licensing transactions, acquisitions and business development activities.

#### Enterprise Risk Management

1. Assist the Board in its responsibility of overseeing the Company's enterprise risk management system and process.
2. In an advisory capacity, evaluate management's processes for periodically reviewing, refreshing and modifying its enterprise risk management system and process.

3. Oversee the Company's efforts to foster a culture of risk-adjusted decision-making without constraining reasonable risk-taking and innovation.
4. Periodically approve guidelines and review policies and processes at its discretion or as presented by management.
5. Review with management, internal auditors and external advisors the identification, prioritization and management of the risks, the accountabilities and roles of the functions involved with enterprise risk management, the risk portfolio and the related actions implemented by management.
6. Inform the Board on a periodic basis on the enterprise risk management system and on the Company's most significant risks and how these are managed.
7. Inform the Board of enterprise risks that are or should be delegated to other committees of the Board for review or monitoring.
8. Review such other matters in relation to the Company's enterprise risk management system as the Committee may, in its own discretion, deem desirable in connection with its responsibilities described above.
9. Keep itself up to date on risk management best practices. The Chief Strategy and Portfolio Officer is expected to update the Committee at least once a year on developments in this area.
10. Receive, as and when appropriate, reports from the Company's Internal Audit function on the results of risk management reviews and assessments.

#### Other Responsibilities

1. Annually review and reassess the adequacy of this charter and submit proposed changes to the Board for approval.
2. Conduct an annual self-evaluation of the Committee's performance.

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

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