

ALEXION PHARMACEUTICALS, INC.
LEAD INDEPENDENT DIRECTOR CHARTER

If at any time the Chairman of the Board is not independent, the independent members of the Board of Directors will elect an independent Director to serve in a lead capacity (the "Lead Independent Director") for renewable one (1) year terms and until such earlier time as she or he ceases to be a Director, resigns as Lead Independent Director, or is replaced as Lead Independent Director by a vote of a majority of the independent Directors.

Responsibilities: The specific responsibilities of the Lead Independent Director are:

1. Presides at meetings of the Board in the absence of, or upon the request of, the Chairman.
2. Calls meetings of the independent Directors, presides over all such meetings and reports to the Board, as appropriate, concerning such meetings.
3. Reviews Board agendas in collaboration with the Chairman and recommends matters for the Board to consider and information to be provided to the Board.
4. Serves as a liaison and supplemental channel of communication between Directors and the Chairman.
5. Serves as an independent point of contact for shareholders wishing to communicate with the Board other than through the Chairman.
6. Advises the Chairman concerning the retention of advisors and consultants who report directly to the Board, other than those advisors and consultants retained by a Board committee pursuant to its authority.
7. Assists in optimizing the effectiveness of the Board and ensures that it operates independently of management.
8. Performs such other duties as the Board may determine.

Qualifications of Lead Independent Director: The Lead Independent Director must:

1. Satisfy all applicable "independence" requirements under the Nasdaq Stock Market Listing Standards and the SEC rules and regulations and is free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director.
2. Be available to work closely with and in an advisory capacity to the Chairman.
3. Be available to discuss with other independent Directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman.
4. Be familiar with Board governance and related procedures through experience as an independent Director or as a Board Committee Chair or related positions.

Absence of Lead Independent Director: If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent Directors present shall select an independent Director to act as Lead Independent Director for the purpose and duration of such meeting.

February 2016