

**ALEXION PHARMACEUTICALS, INC.  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Alexion Pharmaceuticals, Inc. (the "Company") is established for the purposes of (i) assisting the Board in its selection of individuals as nominees for election to the Board at meetings of the Company's shareholders and to fill any vacancies or newly created directorships on the Board, (ii) assisting the Board in its oversight of the corporate governance of the Company and its subsidiaries, and (iii) leading the Board in its annual review of the Board's and management's performance.

**Committee Membership**

The Committee shall consist of no fewer than two (2) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. ("Nasdaq"). The members of the Committee will be appointed by the Board. Committee members serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board.

**Committee Authority and 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, Committee 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. Authority and Responsibilities Relating to Nominations*

1. The Committee shall develop and revise as appropriate, selection criteria for Board nominees that reflect the Company's commitment to recruiting directors who have personal and professional integrity, desire to join the Board, no conflicts of interest, demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with the other directors, in collectively serving the long-term interests of the Company and its shareholders. The Committee may also consider additional factors, such as the number of boards and committees on which a potential nominee serves.

2. The Committee shall advise the Board on matters of diversity, including gender, ethnic background, country of citizenship and professional experience; and recommend, as necessary, measures contributing to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.

3. The Committee shall seek, interview and screen (including conducting appropriate background checks) individuals qualified to become Board members for recommendation to the Board and to evaluate such individuals using the Committee's selection criteria. The Committee shall utilize protocols when initiating any new Board member search that shall seek to identify diverse candidates for consideration. These protocols shall take into account that qualified candidates may be found in a broad array of organizations.

4. The Committee shall develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

5. The Committee shall recommend to the Board, for its selection, those qualified individuals, consistent with the Committee's selection criteria (i) to be nominated for election to the Board at the next annual meeting of the shareholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee should endeavor to assure that the Board contains a majority of directors who meet the independence requirements of Nasdaq.

6. The Committee shall develop a process for shareholders to submit nominees and shall evaluate the qualifications of nominees submitted by the Company's shareholders (using the same selection criteria the Committee uses to evaluate other potential nominees).

7. The Committee shall have authority to retain and terminate, on behalf of the Company, any search firm for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any such search firm. The Committee also shall have the authority to retain at Company expense (if applicable), and to obtain advice and assistance from legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

B. *Authority and Responsibilities Relating to Corporate Governance*

1. The Committee shall recommend for approval by a majority of directors who meet the independence requirements of Nasdaq, a process for collecting and organizing communications to the Board from shareholders and deciding which communications will be relayed to the Board.

2. The Committee shall review and report to the Board regarding any questions of possible conflicts of interest and related transactions involving Board members or members of senior management of the Company, including, but not limited to related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.

3. The Committee shall periodically review, discuss and assess the performance of the Board, including Board Committees, seeking input from senior management, the full Board and others. The assessment shall include overall Board composition and make-up, including the reelection of current Board members, to ensure that the Board reflects the knowledge, experience, skills, expertise and diversity required for the Board to fulfill its duties. The Committee recognizes that the representation of diverse members may vary from time to time.

4. Following consultation with the Chairman of the Board, the Committee shall annually review the Board's committee structure, recommend to the Board for its approval directors to serve as members of each committee, and recommend additional committee members to fill vacancies as needed.

5. The Committee shall develop and recommend to the Board for its consideration a set of corporate governance principles to be applicable to the Company; and shall periodically review, assess and recommend to the Board for its consideration any changes deemed appropriate.

6. The Committee shall, at the request of the Board, periodically make recommendations to the Board relating to management succession planning, including policies and plans regarding succession in the event of an emergency or the retirement of the Chief Executive Officer and members of the global executive team. The Committee shall, at the request of the Board, annually review the Company's management succession plan.

7. The Committee shall develop and annually review an ongoing director education program for independent directors and periodically update the full Board of participation and events.

C. *Other Authority and Responsibilities*

1. The Committee shall report at least annually to the Board.

2. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration as and where appropriate.

3. The Committee shall annually review and evaluate the Committee's own performance.

4. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by applicable laws, rules and regulations.

5. So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who meet the independence requirements of Nasdaq.

6. The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

**Amendments**

This Charter may be amended from time to time by the Board.

Updated December 2015