

ALEXION PHARMACEUTICALS, INC.
LEADERSHIP AND COMPENSATION COMMITTEE CHARTER

Purpose

The Leadership and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Alexion Pharmaceuticals, Inc. (the "Company") is established for the purposes of assisting the Board in the oversight of executive talent management, determining the compensation of the Company's executive officers and to approving and evaluating the compensation plans, policies and programs of the Company,

Committee Membership and Procedures

The Committee shall have no fewer than two (2) members. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, Inc. At least two members of the Committee also shall qualify as "outside" directors within the meaning of Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board. One member shall be designated as the Committee Chairman. 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. The Committee shall hold such meetings from time to time as may be called by its Chairman, the Chairman of the Board, or any two members of the Committee. The Committee shall conduct its meetings in accordance with this Charter, the procedures of the Board set forth in the Company's By-Laws, and such other procedures as the Committee may adopt.

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.

The Committee shall:

1. Annually review and approve the compensation of the executive officers of the Company, including without limitation (a) annual base salary, (b) annual incentive bonus, (c) long-term incentive awards, (d) employment agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (e) any supplemental or special benefits.
2. Oversee succession planning for executive management, including conferring on an ongoing basis with the CEO and Chief Human Resources Officer to remain abreast of management development activities across the Company. In determining the effectiveness of executive talent management, the Committee

should review the performance, potential, development and retention of current and future executive management as well as the organizational capability to meet short and long-term strategic objectives.

3. Annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and such other factors as the Committee may consider relevant. The CEO may not be present during voting or deliberations on his or her compensation.
4. Oversee preparation of the annual report on executive compensation for inclusion in the Company's proxy statement.
5. Administer and interpret the provisions of the Company's equity-based, deferred compensation, 401(k) and other plans and, exercise such other power and authority as may be permitted delegated to the Committee by the Board or required under such plans.
6. Make recommendations to the Board concerning amendments to or adoption of incentive compensation plans and equity-based plans.
7. Fix and determine equity awards to employees pursuant to any of the Company's incentive compensation plans or equity-based plans.
8. Periodically review and make recommendations to the Board with respect to the compensation of non-employee directors.
9. On a regular basis review the compensation (cash and equity) and benefits of management and Directors at other comparable companies in order to benchmark the compensation and benefits of the Company's management and Directors.
10. Oversee risks associated with the Company's equity-based plans and incentive compensation arrangements..
11. If the Committee deems appropriate, form subcommittees, and delegate authority to any subcommittee or other administrator.
12. Make periodic reports to the Board.
13. At all times have the authority to retain and terminate, at the Company's expense, any compensation consultant, legal counsel or other adviser, to assist it in any aspect of the evaluation of director, CEO or executive officer compensation or on

any other subject relevant to the Committee's responsibilities, including the authority to approve such consultant's or advisor's fees and other retention terms. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

14. Conduct an annual evaluation of the Committee's performance as compared to the requirements of this Charter.
15. Conduct an annual review and reassessment of the adequacy of this Charter and recommend any proposed changes to the Board for approval.
16. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee and the Board deem appropriate or necessary.

Amendment

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

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