

**ALEXION PHARMACEUTICALS, INC.
SCIENCE AND INNOVATION
COMMITTEE CHARTER**

The Science and Innovation Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Alexion Pharmaceuticals, Inc. (the "Company"). Its primary function is to assist the Board in the general oversight of the scientific and technical aspects of the Company's business.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to develop, design or implement the Company's research and development program. These are the responsibilities of management.

Charter of the Science and Innovation Committee

The Science and Innovation Committee shall

1. Serve as a resource and provide feedback to the Company and the Board concerning the research, development and technology ("R&D") aspects of the Company's business.
2. Review and periodically report to the Board on matters that have significant R&D components affecting the Company's business, including reviewing management's implementation and progress in achieving R&D goals and objectives and evaluating scientific and medical aspects of transactions that require Board action.

Membership of the Committee

1. The Committee shall consist of at least two 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 Global Head of Research & Development, the Chief Financial Officer, the head of Global Operations, external advisors and such other persons as the Committee deems appropriate in order to carry out its responsibilities.
3. The Committee shall regularly report to the Board on 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 shall:

1. Assist the Board in its general oversight of R&D program goals and objectives by reviewing management's progress and performance in achieving goals and objectives and mitigating associated risks.
2. Review and assess the Company's research pipeline.
3. Review, assess and advise the Board on the scientific, technical and medical aspects of transactions that require Board approval.
4. Identify and assess significant new and emerging trends and developments in R&D and science and their potential impact on the Company.
5. Review and assess the Company's intellectual property portfolio and strategy.
6. Perform any other activities and functions as the Committee deems necessary or appropriate to carry out its responsibilities to assist the Board in its oversight of the Company's R&D activities.
7. Annually review and reassess the adequacy of this charter and submit proposed changes to the Board for approval.
8. Conduct an annual self-evaluation of the Committee's performance

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

Approved September 2016