

FULL NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

If You Purchased or Paid for the Drug Nexium® in Massachusetts, You Could Receive Benefits from a Class Action Settlement.

The Court authorized this Notice, which is not a solicitation from a lawyer.

- A proposed settlement has been reached with AstraZeneca Pharmaceuticals LP (“AstraZeneca”), the maker of Nexium®, in a class action lawsuit pending in Suffolk County Superior Court in the Commonwealth of Massachusetts (“Lawsuit”). The Lawsuit claims, but AstraZeneca denies, that AstraZeneca deceptively marketed Nexium®. **Plaintiffs do not claim that Nexium® is unsafe in any way.**
- AstraZeneca has agreed to settle all claims in this Lawsuit with the settlement Class (defined below) for a total payment of \$20,000,000.00 (the “Settlement Amount”). The Settlement is not an admission of wrongdoing or an indication that any law was violated. There has been no Court decision that AstraZeneca is liable to the Class.
- You may be eligible for a settlement payment if, from March 1, 2001, through February 6, 2013: you (a) purchased Nexium® in or from Massachusetts, or (b) reimbursed or paid for Nexium® dispensed in Massachusetts, or (c) reimbursed or paid for Nexium® purchased by mail order from Massachusetts.
- **Your Legal Rights Are Affected Even If You Do Not Act. Read This Notice Carefully.**

A SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
COMMENT BY MAY 31, 2013	Write to the Court about why you do, or do not, like the Settlement. <i>See</i> Question 14.
GO TO A HEARING ON JULY 31, 2013	Ask to speak to the Court about the fairness of the Settlement. <i>See</i> Question 17.
SUBMIT A CLAIM FORM BY AUGUST 30, 2013	The only way to get a payment from the Settlement. <i>See</i> Question 8.
DO NOTHING	Get no payment. Give up rights to sue AstraZeneca about the claims in this lawsuit. <i>See</i> Questions 9 and 18.

- Your rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after any appeals are resolved. Please be patient.

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

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BASIC INFORMATION

1. Why did I get this Notice?

You may have (a) purchased Nexium® in or from Massachusetts, or (b) reimbursed or paid for Nexium® dispensed in Massachusetts, or (c) reimbursed or paid for Nexium® purchased by mail order from Massachusetts.

The Court sent you this Notice because you have a right to know about a proposed settlement (the “Settlement”) of a class action lawsuit, and about your options, before the Court decides whether to approve the Settlement. If the Court approves it and after objections and appeals are resolved, an administrator appointed by the Court will make the payments that the Settlement allows. You will be informed of the progress of the Settlement.

This Notice explains the Lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the Suffolk County Superior Court in the Commonwealth of Massachusetts. The name of the Lawsuit is *Commonwealth Care Alliance, et al. v. AstraZeneca Pharmaceuticals L.P., et al.*, Docket No. 05-0269 BLS. The people who sued are called Plaintiffs, and the companies they sued, AstraZeneca Pharmaceuticals L.P. and Zeneca Holdings, Inc. are called the Defendants or “AstraZeneca.”

2. What is the Lawsuit about?

AstraZeneca developed and markets Nexium® (esomeprazole magnesium), which is a prescription medication that has been approved by the federal Food and Drug Administration (“FDA”) for treating the symptoms of gastroesophageal reflux disease (“GERD”), which manifests as frequent heartburn, and for healing the more serious condition, erosive esophagitis. Nexium® is a medication that is available only through a prescription by a licensed healthcare professional.

In this Lawsuit, Plaintiffs claim that AstraZeneca deceptively marketed Nexium® as superior to Prilosec®. **Plaintiffs do not claim that Nexium® is unsafe in any way.**

AstraZeneca denies any wrongdoing and has consistently maintained that Nexium® is supported by strong clinical studies, and that the promotion of Nexium® has always been truthful, balanced, and fair. The Settlement is not an admission of wrongdoing or an indication that any law was violated. AstraZeneca has entered into the Settlement solely to avoid further expense, inconvenience, and the burden of this litigation and to put to rest this controversy and to avoid the risks of uncertain litigation.

3. Why is this a class action?

In a class action, people or entities called “class representatives” sue on behalf of people or entities who allegedly have similar claims. The people or entities who have similar claims are a “class” or “class members.” One Court resolves the issues for all class members.

The settlement Class Representatives in this Lawsuit are Commonwealth Care Alliance and Mr. Glenn Crenshaw.

4. Why is there a Settlement?

Although the Court has not ruled on the merits of the Plaintiffs’ claims, the Parties have agreed to settle this Lawsuit. Based on Class Counsel’s extensive investigation of the facts and the law relevant to the Lawsuit, the Plaintiffs and Class Counsel have concluded that the Settlement with AstraZeneca is in the best interests of the settlement Class.

AstraZeneca vigorously denies any wrongdoing and asserted defenses to all of the Plaintiffs’ claims. The proposed settlement is not an admission of wrongdoing or an indication that any law was violated. AstraZeneca has entered into the Settlement solely to avoid further expense, inconvenience, uncertainties of litigation, and the distraction of burdensome and protracted litigation and to put this controversy to rest. *The Court has not ruled on any of the claims or defenses in the Lawsuit. This Notice does NOT represent an opinion by the Court about the merits of any claim or defense.*

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

THE SETTLEMENT CLASS AND CLASS MEMBERS

To see if you are eligible for benefits from the Settlement, you must determine if you are a member of the settlement Class.

5. How do I know if I am part of the Settlement?

Generally, you **are** a member of the settlement Class if you are a person or entity who, during the period from March 1, 2001, through February 6, 2013: (a) purchased Nexium® in or from Massachusetts, or (b) reimbursed or paid for Nexium® dispensed in Massachusetts, or (c) reimbursed or paid for Nexium® purchased by mail order from Massachusetts.

You are **not** a member of the settlement Class if you are a government entity (except for government-funded employee benefit funds), you purchased Nexium® for purposes of resale (but solely to the extent of such purchases for purposes of resale), or you are the Judge assigned to this action and any member of the Judge's immediate family.

The settlement Class includes both consumers and entities, known as "Third-Party Payors," that purchased, reimbursed, or paid for Nexium®.

6. I'm still not sure if I'm included.

If you still are not sure whether you are included, you can call 1 (866) 881-8313, visit the website www.MassachusettsNexiumLitigation.com, or write to Massachusetts Nexium Litigation Administrator, c/o GCG, P.O. Box 9702, Dublin, OH 43017-5602.

THE SETTLEMENT'S BENEFITS

7. What does the Settlement provide?

AstraZeneca will pay \$20 million to settle the Plaintiffs' claims in the Settlement. After deducting certain amounts, including amounts approved by the Court for the settlement notice and claims administration, payment of attorneys' fees, reimbursement of Plaintiffs' litigation expenses, and service awards to settlement Class Representatives (see Question 13), the net fund will be distributed in cash to settlement Class members who submit valid claims.

Subject to final approval by the Court, Consumers will receive 43.38% of the net fund, and Third-Party Payors will receive 56.62% of the net fund. If claims by Consumers do not exhaust the settlement funds allocated to Consumers, the remaining amount will be allocated to Third-Party Payors. Similarly, if claims by Third-Party Payors do not exhaust the settlement funds allocated to Third-Party Payors, the remaining amount will be allocated to Third-Party Payors. If Class members' claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid. And if there is any money left after paying all valid claims, the excess funds will be distributed as cy pres payments to charities agreed to by the Parties and approved by the Court. Settlement funds will be distributed only after the Court grants final approval to the Settlement and proposed allocation plan for distributing the funds.

In exchange, settlement Class members give up all legal rights to sue AstraZeneca for any and all claims that: (i) were asserted or could have been asserted in the Lawsuit; or (ii) arise out of or relate to (A) any conduct alleged in the Lawsuit, or (B) the marketing, advertising, promotion or pricing of Nexium®, provided only that such conduct occurred or allegedly occurred prior to the date of the Settlement Agreement. This release extends to all such claims of settlement Class members for all purchases of Nexium® from March 1, 2001, through February 6, 2013.

The Settlement releases claims against AstraZeneca, and also claims against any of their past, present and future parents, subsidiaries, divisions, affiliates, stockholders, owners, officers, directors, insurers, general or limited partners, employees, agents, attorneys and any of their legal representatives (and the predecessors, heirs, executors, administrators, successors and assigns of each of the foregoing).

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

The "Release" is described more fully in the Settlement Agreement, which describes in more detail the legal claims that you give up as part of the Settlement. The Settlement Agreement is available at www.MassachusettsNexiumLitigation.com.

Whether you choose to object, attend the Fairness Hearing, hire your own counsel or do nothing, settlement Class members will be bound by the Release provisions contained in the Settlement Agreement.

8. What do I need to do to get a payment?

To qualify for payment from the Settlement, you must timely submit a completed Claim Form online at www.MassachusettsNexiumLitigation.com or send a completed paper Claim Form, which is also available on that website, to:

Massachusetts Nexium Litigation Administrator
c/o GCG
P.O. Box 9702
Dublin, OH 43017-5602

Claim Forms must be postmarked, faxed, sent electronically in PDF format, or submitted online by August 30, 2013.

IF YOU ARE A CONSUMER, YOU HAVE TWO PAYMENT OPTIONS:

- 1) **Flat Rate Recovery Option:** You may submit a Claim Form under penalty of perjury, stating that you paid for Nexium® between March 1, 2001, and February 6, 2013. Under this option, you will be entitled to a one-time flat payment of up to \$25, subject to pro rata reduction if the total value of the valid claims made by Consumers exceeds the Consumer Allocation.
- 2) **Full Estimated Recovery Option:** You may submit a Claim Form for your purchases of Nexium® between March 1, 2001, and February 6, 2013, stating the amount you paid for Nexium® during the Class Period or the number of prescriptions of Nexium® you had filled during the Class Period (or both), and differentiating between co-payments or uninsured cash payments for those prescriptions. You are given the option of stating the amount paid or the number of prescriptions, because some Consumers may not be able to obtain records of how much they paid. The Claim Form explains what type of documentation is necessary to support the claim. You need only submit one Claim Form for all your purchases. For purposes of settlement distributions, your recovery under this option will be calculated on the following bases:

For cash payments by uninsured Consumers:

- For Consumers who provide only the number of prescriptions: \$97 per prescription.
- For Consumers who provide only the total amount paid: 54.0% of amount paid.
- For Consumers who provide the total amount paid and the number of prescriptions: the greater of 54.0% of amount paid or \$97 per prescription.

For co-pay/coinsurance purchases by insured Consumers:

- For Consumers who provide only the number of prescriptions: \$17.50 per prescription.
- For Consumers who provide only the total amount paid: 61.0% of amount paid.
- For Consumers who provide the total amount paid and the number of prescriptions: the greater of 61.0% of amount paid or \$17.50 per prescription.

If total Consumer claims under both payment options exceed the amount available for Consumers, payments under both options will be reduced on a proportional basis so that all valid claims can be paid. If total Consumer claims are less than the amount available for Consumers, payments will be increased to a maximum of three times the calculated recovery.

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

IF YOU ARE A THIRD-PARTY PAYOR, YOU HAVE ONE PAYMENT OPTION:

Full Estimated Recovery Option: You may submit a Claim Form for your payments for Nexium® between March 1, 2001, and February 6, 2013, with recovery calculated at 44.5% of the amount paid. If total Third-Party Payor (“TPP”) claims exceed the amount available for TPPs, payments will be reduced on a proportional basis so that all valid claims can be paid. If total TPP claims are less than the amount available for TPPs, payments will be increased to a maximum of three times the calculated recovery.

Remember, Claim Forms for both Consumers and TPPs must be postmarked, faxed, sent electronically, or submitted online by **August 30, 2013**. Any Class member who does not complete and submit a Claim Form on time will not be entitled to receive a settlement payment.

9. What am I giving up in the Settlement?

You won’t be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against AstraZeneca about the legal issues in the Lawsuit. The “Release” is described more fully in the Settlement Agreement, which describes the legal claims that you give up as part of the Settlement.

The Settlement Agreement is available at www.MassachusettsNexiumLitigation.com.

THE LAWYERS REPRESENTING YOU

10. Do I have a lawyer in the Lawsuit?

Yes. The Court has appointed the following law firm (“Class Counsel”) to represent you and other Class members:

HAGENS BERMAN SOBOL SHAPIRO LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101

-and-

55 Cambridge Parkway, 3rd Floor
Cambridge, MA 02142

This law firm is called Class Counsel. You won’t be charged personally for Class Counsel’s work, but Class Counsel will ask the Court to award them a fee that will be paid out of the Settlement Fund. More information about Class Counsel and their experience is available at www.hbsslaw.com.

11. How will the lawyers be paid?

Since they first filed this case in 2005, Class Counsel has not received any payment for their services in prosecuting the Lawsuit, nor have they been reimbursed for any out-of-pocket expenses. If the Court approves the Settlement, Class Counsel will ask the Court to award them fees of up to 30% of the Settlement Fund, plus reimbursement of litigation expenses actually incurred, which will also be taken out of the Settlement Fund. Class Counsel will also ask the Court to approve service awards to the two settlement Class Representatives in the amount of \$15,000 each. By April 2, 2013, Class Counsel will file their motions for attorneys’ fees and expenses, and for service awards. Those motions will be posted immediately upon filing at www.MassachusettsNexiumLitigation.com and www.hbsslaw.com.

Any attorneys’ fees, reimbursement of litigation expenses, or service award will be awarded only as approved by the Court in amounts determined by the Court to be fair and reasonable. If you wish to object to the request for attorneys’ fees and reimbursement of litigation expenses, or service awards, you may do so by following the procedures set forth in Question 14 of this Notice for making objections.

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

12. What if I want my own lawyer?

If you do not wish to be represented by Class Counsel, you may hire your own attorney. Your attorney must file a Notice of Appearance, no later than **May 31, 2013**, with the Clerk of the Court, at the address listed in Question 14 below, and must send a copy to the Parties in care of the Claims Administrator at the address listed above. Even though your own attorney represents you, you will continue to be a member of the settlement Class. If you retain your own attorney, you will be responsible for any attorneys' fees and costs charged by that attorney.

13. Are the settlement Class Representatives receiving anything for the time and effort they contributed to the Lawsuit?

Class Counsel will ask the Court to award the Plaintiffs for the time and effort they contributed to the litigation in the amount of \$15,000 each, for a total of \$30,000. Any service awards approved by the Court would be paid from the Settlement Fund.

COMMENTING ON THE SETTLEMENT

You can tell the Court that you don't agree with the Settlement or some part of it, or otherwise comment on the Settlement.

14. How do I tell the Court what I think about the Settlement?

If you have comments about, or objections to, any aspect of the Settlement, including the requested attorneys' fees or service awards, you may express your views to the Court by writing to the address below. The written response must include your name, address, telephone number, the case name and number (*Commonwealth Care Alliance, et al. v. AstraZeneca Pharmaceuticals L.P., et al.*, Docket No. 05-0269 BLS), a brief explanation of your reasons for objection, and your signature. The response must be postmarked no later than **May 31, 2013**, and mailed to:

Clerk of Court
Suffolk County Superior Court
Three Pemberton Square #13
Boston, MA 02108

Copies of any objections or comments also must be sent to both Class Counsel and counsel for AstraZeneca at:

Craig R. Spiegel
Hagens Berman Sobol Shapiro LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101
Fax: 206-623-0594

and

Alycia A. Degen
Sidley Austin LLP
555 West Fifth Street, Suite 4000
Los Angeles, CA 90013
Fax: 213-896-6600

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.

THE COURT'S FAIRNESS HEARING

15. When and where will the Court decide whether to approve the Settlement?

The Court will hold a hearing known as a Fairness Hearing at **2:00 p.m. on July 31, 2013**, at Suffolk County Superior Court, Three Pemberton Square, Boston, Massachusetts 02108. The hearing may be moved to a different date or time, so check www.MassachusettsNexiumLitigation.com for updated information.

At the Fairness Hearing, the Court will consider whether the Settlement and the plan for distributing it are fair, adequate, and reasonable. The Court will also consider how much to pay Class Counsel and the settlement Class Representatives. If there are objections or comments, the Court will consider them at this time. After the hearing, the Court will decide whether to approve the Settlement. We do not know how long these decisions will take.

16. Do I have to come to the hearing?

You do not have to attend the hearing. Class Counsel will answer any questions the Court may have. If you send a written objection, you do not have to attend the hearing to discuss it. As long as you mailed your written objection on time, following the instructions in Question 14 of this Notice, the Court will consider it.

17. May I speak at the hearing?

You may attend the hearing at your own expense. You may also pay your own lawyer to attend. You or your lawyer may speak at the hearing only if you have submitted your objection as provided in Question 14 of this Notice and have stated in your objection letter that you or your lawyer wishes to be heard at the Fairness Hearing. If you wish to have your lawyer appear at the hearing, your lawyer must file a Notice of Appearance with the Court, as discussed in Question 12 of this Notice.

IF YOU TAKE NO ACTION

18. What happens if I do nothing at all?

If you are a member of the settlement Class and you do nothing, you will be bound by the terms of the Settlement with AstraZeneca, but you will not receive any money from the Settlement. In order to obtain money from the Settlement, you must submit a Claim Form as explained in Question 8 of this Notice.

GETTING MORE INFORMATION

19. How do I get more information about the proposed settlement?

This Notice is only a summary of the proposed settlement. If you have any questions about the proposed settlement, you may:

- Visit www.MassachusettsNexiumLitigation.com
- Call toll-free: 1 (866) 881-8313
- Send an email to: claims@MassachusettsNexiumLitigation.com
- Write to: Massachusetts Nexium Litigation Administrator
c/o GCG
P.O. Box 9702
Dublin, OH 43017-5602

Please do not contact the Clerk of the Court or the Judge regarding this Notice other than to file a Notice of Appearance or an Objection, as explained in this Notice.

For further information, visit www.MassachusettsNexiumLitigation.com or call toll-free 1 (866) 881-8313.