

ALEXION PHARMACEUTICALS, INC.  
Form DEF 14A  
March 26, 2019

SCHEDULE 14A  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to §240.14a-12

ALEXION PHARMACEUTICALS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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[ ] Fee paid previously with preliminary materials.

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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121 Seaport Boulevard  
Boston, Massachusetts 02210  
March 26, 2019

Dear Fellow Shareholder:

You are cordially invited to attend Alexion's 2019 Annual Meeting of Shareholders on Tuesday, May 14, 2019, at the Seaport Hotel, 1 Seaport Lane, Boston, MA 02210, at 5:30 p.m. local time.

We are using the "Notice and Access" method of providing proxy materials to you via the Internet. We are mailing to you a Notice of Internet Availability of Proxy Materials instead of a paper copy of the proxy materials and 2019 annual report. Notice and Access provides a convenient way for you to access Alexion's proxy materials and vote your shares on the Internet, and also allows us to reduce costs and conserve resources. The Notice includes instructions on how to access our proxy statement and our 2019 annual report and how to vote your shares. The Notice also contains instructions on how to receive a paper copy of the proxy materials (including proxy card) and our 2019 annual report, if you prefer.

Our proxy statement describes the business to be considered at the meeting. Whether or not you plan to be with us, your vote is extremely important. I urge you to vote your shares and be represented at the meeting. If you are viewing the proxy statement on the Internet, you may submit your proxy electronically via the Internet by following the instructions on the Notice and the instructions listed on the Internet site. If you have received a paper copy of the proxy statement and proxy card, you may submit your proxy by completing and mailing the proxy card enclosed with the proxy statement, or you may submit your proxy electronically via the Internet or by telephone by following the instructions on the proxy card.

On behalf of Alexion, I thank you for supporting Alexion's mission of transforming patients' lives. I hope you can attend our annual meeting and look forward to seeing you there.

Very truly yours,  
David R. Brennan  
Chairman of the Board

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121 Seaport Boulevard  
Boston, Massachusetts 02210

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 14, 2019

Alexion's 2019 Annual Meeting of Shareholders will be held on Tuesday, May 14, 2019, at the Seaport Hotel, 1 Seaport Lane, Boston MA 02210, at 5:30 p.m. local time. This year, we are asking shareholders:

- (1) To elect ten members of the Board of Directors named in the proxy statement, each to serve until the next Annual Meeting and until his or her successor has been duly elected and qualified.
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm for 2019.
- (3) To consider a non-binding advisory vote on 2018 compensation paid to Alexion's named executive officers.
- (4) To vote upon a shareholder proposal, if properly presented at the 2019 Annual Meeting, requesting that the Board amend the proxy access provisions set forth in Alexion's By-laws.
- (5) To transact such other business as may properly come before the 2019 Annual Meeting or any adjournment thereof.

Shareholders of record at the close of business on March 15, 2019 will be entitled to notice of and to vote at the 2019 Annual Meeting or any adjournment of the meeting.

Whether or not you plan to attend the 2019 Annual Meeting, please vote by voting on the Internet, completing and returning a proxy card, or voting by phone at your earliest convenience so that your shares may be represented at the meeting. Alexion will begin mailing its Notice of Internet Availability of Proxy Materials to shareholders on March 26, 2019.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on May 14, 2019:

The Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting of Shareholders, Proxy Statement and the 2018 Annual Report and the means to vote by Internet are available free of charge at: [www.proxyvote.com](http://www.proxyvote.com).  
March 26, 2019

Ellen Chiniara  
Executive Vice President, General Counsel and Corporate Secretary

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ALEXION PHARMACEUTICALS, INC. PROXY STATEMENT

Proxy

Summary

The summary below highlights information that is described in more detail elsewhere in this proxy statement. This summary does not contain all of the information you should consider, and we urge you to read the entire proxy statement carefully before voting.

General Information (see “General Information” below for more information)

Date: May 14, 2019

Time: 5:30 p.m. local time

Place: The Seaport Hotel, 1 Seaport Lane, Boston MA 02210

Record Date: March 15, 2019

Voting Matters and Vote Recommendation

Voting Matter	Board Recommendation	Page Number for More Detail
Proposal 1 Election of Directors	FOR ALL Nominees	<u>9</u>
Proposal 2 Ratification of PricewaterhouseCoopers LLP as Independent Auditors	FOR	<u>74</u>
Proposal 3 Non-binding Advisory Vote to Approve Executive Compensation	FOR	<u>75</u>
Proposal 4 Shareholder Proposal	AGAINST	<u>76</u>

Corporate Governance

We strive to maintain strong corporate governance practices that protect and enhance accountability and transparency for the benefit of Alexion and all of Alexion's shareholders. We regularly review and continually refine our governance policies to align with evolving practices and issues raised by our shareholders. We believe that our corporate governance structure, with its emphasis on Board independence and strong Board and committee involvement, provides sound and robust oversight of management. Detailed information about our corporate governance practices begins on page 20. The following chart summarizes key information regarding our corporate governance.

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Board and Board Committees*	
Number of independent directors	9
Average age of directors	62.1
All Board Committees consist of independent directors	Yes
Risk oversight by Board and Committees	Yes
Separate Chairman and CEO	Yes
Lead Independent Director Charter	Yes
Regular executive sessions of independent directors	Yes
Annual Board and Committee evaluations	Yes
Limits on the number of public company boards on which a director may serve	Yes
Size of the Board	10
Average director tenure (in years)	3.4
Shareholder Rights, Accountability and Other Governance Practices	
Annual elections for all directors	Yes
Majority voting for directors	Yes
Proxy access bylaw (3%-3 years)	Yes
Annual advisory vote on executive compensation	Yes
Shareholder ability to call special meetings (25% threshold)	Yes
Shareholder ability to act by written consent	Yes
Stock ownership guidelines for directors and executives	Yes
Prohibition from hedging and pledging securities or otherwise engaging in derivative transactions	Yes
Absence of Rights Plan, or "Poison Pill"	Yes
Absence of supermajority voting provisions	Yes

\*The information in the table above is presented for the Board of Directors as of March 15, 2019.

#### Our Director Nominees

##### Proposal 1 - Election of Directors

You are being asked to vote on the election of the following ten nominees for director. All directors are elected annually by the affirmative vote of a majority of votes cast. Detailed information about each director's background, skill sets and areas of expertise can be found beginning on page 9.

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Nominee, Experience	Age	Director Since	Committees AF	LC	NG	SI	Other Public Boards
Felix J. Baker Co-Managing Member of Baker Bros. Advisors	50	2015		X		C	4
David R. Brennan Former Interim Chief Executive Officer, Former Chief Executive Officer of AstraZeneca PLC	65	2014		X	X		1
Christopher J. Coughlin Former Executive Vice President and Chief Financial Officer, Tyco	66	2014	C, FX				1
Deborah Dunsire Chief Executive Officer, H. Lundbeck A/S	56	2018		X		X	1
Paul A. Friedman Chief Executive Officer, Madrigal Pharmaceuticals	76	2017			X	X	2
Ludwig N. Hantson Chief Executive Officer	56	2017					1
John T. Mollen Former Executive Vice President, Human Resources of EMC Corp.	68	2014	X	C			-
Francois Nader Former President and Chief Executive Officer, NPS Pharma	62	2017	X				X 2
Judith A. Reinsdorf Former Executive Vice President and General Counsel, Johnson Controls	55	2018	X		C		1
Andreas Rummelt Chief Executive Officer of InterPharmaLink AG	62	2010			X	X	-

AF - Audit and Finance Committee; LC - Leadership and Compensation Committee; NG - Nominating and Corporate Governance Committee; SI - Science and Innovation Committee; X - Committee Member; C - Committee Chair; F - Financial Expert

Our Auditors

Proposal 2 - Ratification of PricewaterhouseCoopers LLP as independent auditors

You are being asked to vote to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2019. Below is summary information about PricewaterhouseCoopers LLP's fees for services provided in 2018 and 2017. Detailed information about this proposal can be found beginning on page 74.

Fees	2018	2017
Audit fees	\$4,384,965	\$4,199,984
Audit related fees	\$229,840	\$485,000
Tax fees	\$110,334	\$100,445
All other fees	\$9,900	\$9,000
Total fees	\$4,735,039	\$4,794,429

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## Executive Compensation Matters

### Proposal 3 - Non-Binding Advisory Vote on Executive Compensation

Our Board of Directors recommends that shareholders vote to approve, on an advisory basis, the 2018 compensation paid to Alexion's named executive officers (NEOs), as described in this proxy statement. Detailed information about the compensation paid to our NEOs can be found beginning on page 30. Highlights of our compensation program for 2018 and our compensation best practices follow.

#### Pay-for-Performance

Compensation tied to the achievement of the Company's short- and long-term financial, operational and strategic objectives

Since 2016, a larger portion of our annual cash bonus determinations have been based on the achievement of objective goals - 0% objective for 2016, 50% for 2017 and 65% for 2018 - see page 36

Since 2016, we have increased the portion of long-term incentives delivered in performance share units (PSUs) - 25% PSUs for 2016, 50% for 2017 and 65% for 2018 (based on grant date value at target); We did not grant stock options in 2018 - see page 36

#### Other Compensation Best Practices

We maintain a clawback policy under which cash-and equity-based incentive compensation of our CEO and his direct reports may be recovered by Alexion in the event of a financial restatement

All of our employees, including the NEOs, are prohibited from entering into any hedging, pledging or derivative transactions in our stock

Our equity incentive plan prohibits the repricing or exchange of stock options without shareholder approval

The Leadership and Compensation Committee regularly reviews share utilization levels and Alexion's burn rate

NEOs are required to acquire and hold Alexion stock worth three to six times their base salary within five years of appointment

We do not provide 280G tax gross-ups

The Leadership and Compensation Committee retains an independent compensation consultant

## Shareholder Proposal

### Proposal 4 - Shareholder Proposal

Our Board of Directors recommends that shareholders vote AGAINST the shareholder proposal. Detailed information about the proposal and the Board's recommendation can be found beginning on page 76.

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General  
Information  
Regarding  
the Meeting

The Board of Directors of Alexion Pharmaceuticals, Inc. is soliciting your proxy to vote your shares at our 2019 Annual Meeting of Shareholders (Annual Meeting) to be held at 5:30 p.m. local time, on Tuesday, May 14, 2019 for the purposes summarized in the accompanying Notice of 2019 Annual Meeting of Shareholders. Our 2018 Annual Report is also available with this proxy statement.

References in this proxy statement to “Alexion” or the “Company,” “we,” “us,” and “our” refer to Alexion Pharmaceuticals, Inc.

The mailing address of our principal executive offices is Alexion Pharmaceuticals, Inc., 121 Seaport Boulevard, Boston, MA 02210. We will begin mailing the Notice of Internet Availability of Proxy Materials to shareholders on March 26, 2019. We will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of shares and will reimburse them for their expenses in so doing.

Why are we soliciting proxies?

We are furnishing this proxy statement and form of proxy to the holders of Alexion's common stock, par value \$0.0001 per share, in connection with the solicitation by our Board of Directors of proxies for use at our 2019 Annual Meeting.

When and where is the 2019 Annual Meeting?

The 2019 Annual Meeting will be held on Tuesday, May 14, 2019 at the Seaport Hotel, 1 Seaport Lane, Boston, MA 02210 at 5:30 p.m. local time, or at any future date and time following an adjournment or postponement of the meeting.

What business will be conducted at the 2019 Annual Meeting?

The business to be considered at the 2019 Annual Meeting is described in the accompanying Notice of Annual Meeting of Shareholders. Alexion's Board of Directors is not currently aware of any other business that will come before the meeting.

Who can vote?

The record date for voting is March 15, 2019. Only shareholders of record at the close of business on March 15, 2019 are entitled to notice of and to vote at the 2019 Annual Meeting and any adjournment or postponement of the meeting. On March 15, 2019, there were 224.3 million shares of our common stock outstanding. Each share is entitled to one vote on each of the matters to be presented at the 2019 Annual Meeting.

Who can attend the 2019 Annual Meeting?

Attendance at the 2019 Annual Meeting will be limited to record or beneficial owners of Alexion common stock as of March 15, 2019 (or their authorized representatives). When you arrive at the meeting, you must present photo identification, such as a driver's license. If your shares are held by a bank, broker or other nominee, you must also present your bank or broker statement evidencing your beneficial ownership of Alexion common stock to gain admission to the 2019 Annual Meeting. Alexion reserves the right to deny admittance to anyone who cannot show sufficient proof of share ownership as of March 15, 2019.

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Why did I receive a "Notice of Internet Availability of Proxy Materials" but no proxy materials?

We are distributing our proxy materials to certain shareholders via the Internet under the "Notice and Access" approach permitted by rules of the Securities and Exchange Commission, or SEC. This approach conserves natural resources and reduces our distribution costs, while providing a timely and convenient method of accessing the materials and voting. On March 26, 2019, we will begin mailing a "Notice of Internet Availability of Proxy Materials" to participating shareholders, containing instructions on how to access the proxy materials on the Internet.

What does it mean if I receive more than one Notice of Annual Meeting of Shareholders?

If you receive more than one Notice of Annual Meeting of Shareholders, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice of Annual Meeting of Shareholders to ensure that all of your shares are voted.

Can I access the proxy materials on the Internet?

This Notice of Annual Meeting of Shareholders and proxy statement and our 2018 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com). Instead of receiving future proxy statements and accompanying materials by mail, most shareholders can elect to receive an email that will provide electronic links to them. Opting to receive your proxy materials online will conserve natural resources and will save us the cost of producing documents and mailing them to you, and will also give you an electronic link to the proxy voting site.

How do I vote?

Whether or not you plan to attend the 2019 Annual Meeting, it is important that you vote.

If you own shares in your own name (a record owner), you can vote any one of four ways:

By Internet: Go to the Internet website – [www.proxyvote.com](http://www.proxyvote.com) – and follow the instructions. You must vote by 11:59 P.M. Eastern on May 13, 2019.

By Telephone: Call the toll-free number 800-690-6903 to vote by telephone. You must follow the instructions on your proxy card and the recorded telephone instructions. You must vote by 11:59 P.M. Eastern on May 13, 2019.

By Mail: Mark, sign and date the proxy card and return it promptly in the self-addressed, stamped envelope. If a proxy card is signed and returned without instructions, your shares will be voted in the manner recommended by our Board of Directors. Your proxy card must be received by May 13, 2019.

In Person: You can attend the 2019 Annual Meeting to vote by ballot.

If your shares are held in a brokerage account in your broker's name, you will receive voting instructions from your bank, broker or other nominee that you must follow in order for your shares to be voted. Internet and telephone voting also will be offered to shareholders owning shares through most banks and brokers (if your bank or broker offers Internet or telephone voting, you will need to follow the instructions provided by your bank or broker to vote using the Internet or telephone).

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned your proxy card. If you vote via the Internet or by telephone, you should not mail a proxy card.

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How can I change or revoke my vote?

You may revoke the authority granted by your execution of a proxy at any time prior to the 2019 Annual Meeting by: filing a timely written notice of revocation with the Corporate Secretary, Alexion Pharmaceuticals, Inc., 121 Seaport Boulevard, Boston, MA 02210; re-mailing a duly executed proxy bearing a later date; re-voting by phone or the Internet prior to the date and time described in this proxy statement; or re-voting in person at the 2019 Annual Meeting.

Only your latest vote will be counted at the 2019 Annual Meeting.

What constitutes a quorum?

The holders of a majority of the outstanding shares of common stock entitled to vote must be present in person or represented by proxy to constitute a quorum at the 2019 Annual Meeting. Abstentions and "broker non-votes" (as described below) will be counted for purposes of determining the presence of a quorum.

What vote is required for each proposal?

	Board's Recommendation	Broker Discretionary Voting Allowed	Abstentions	Required Vote
Proposal 1 Election of Directors	FOR ALL Nominees identified in this Proxy Statement	No	No effect	Majority of votes cast
Proposal 2 Ratification of PricewaterhouseCoopers LLP as independent auditors for 2019	FOR	Yes	No effect	Majority of votes cast
Proposal 3 Non-binding Advisory Vote on 2018 Executive Compensation	FOR	No	No effect	Majority of votes cast
Shareholder Proposal 4 Requesting that the Board Amend the Proxy Access Provisions in Alexion's Bylaws	AGAINST	No	No effect	Majority of votes cast

How do I make sure my vote will be counted?

If you are a record holder on the Record Date for the 2019 Annual Meeting you must vote by telephone, by Internet, by signing, dating and returning a printed proxy card, or by attending the 2019 Annual Meeting.

If you are the beneficial owner of shares held in "street name," your bank, broker or other nominee, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If instructions are not provided, the broker's ability to vote the shares depends on the proposal. Your bank, broker or other nominee has discretionary authority to vote your shares on "routine" matters, even absent instructions. A broker may not, however, vote on "non-routine" matters without receiving specific voting

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instructions from you. Uninstructed shares whose votes cannot be counted on non-routine matters result in what are commonly referred to as "broker non-votes."

If you are the beneficial owner of your shares of Alexion common stock and do not give your broker voting instructions, your broker (1) will be entitled to vote your shares on the ratification of our independent accounting firm for 2019 and (2) will not be entitled to vote your shares on the election of directors, the advisory vote on 2018 executive compensation, or the shareholder proposal.

We urge you to timely provide instructions to your bank, broker or other nominee so that your votes may be counted on all of these important matters.

Who solicits proxies and bears the costs of solicitation?

Proxies may be solicited, without extra compensation, by officers, agents and employees of Alexion who may communicate with shareholders, banks, brokerage houses and others by telephone, facsimile, email or in person to request that proxies be furnished. All expenses incurred in connection with this solicitation will be paid for by Alexion.

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Proposal  
No.  
1  
– Election  
Of  
Directors

Ten directors have been nominated for election at the 2019 Annual Meeting to serve until the next annual meeting of shareholders and until their successors have been duly elected and qualified. In the event any of the nominees are unable to serve as a director, the shares represented by the proxy will be voted for such other candidate, if any, who is nominated by the Board to replace the nominee. All nominees have consented to be named in the proxy statement and have indicated their intent to serve if elected. The Board has no reason to believe that any of the nominees will be unable to serve. Pursuant to our By-Laws, Alexion's directors are elected by majority vote in uncontested director elections, such as this one. The voting standard for contested director elections is a plurality standard. The majority voting standard provides that a nominee for director in an uncontested election will be elected to Alexion's Board if the votes cast "for" such nominee's election exceed the votes cast "against" such nominee's election. In an uncontested election, an incumbent director nominee who does not receive the required votes for re-election is required to tender his or her resignation and the Nominating and Corporate Governance Committee will recommend to the Board whether to accept or reject the resignation. Within 90 days following certification of the election results, the Board will act on the committee's recommendation and publicly disclose the Board's decision regarding the tendered resignation, including the rationale for the decision.

The number of candidates for election as directors at the 2019 Annual Meeting is the same as the number of directors to be elected at the meeting. Therefore, this is an uncontested election and directors will be elected by the affirmative vote of a majority of the votes cast by the shares present or represented and entitled to vote at the 2019 Annual Meeting, in person or by proxy.

THE BOARD OF DIRECTORS DEEMS "PROPOSAL NO. 1 – ELECTION OF DIRECTORS" TO BE IN THE BEST INTERESTS OF ALEXION AND OUR SHAREHOLDERS AND RECOMMENDS A VOTE "FOR" EACH NOMINEE.

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General  
Information  
About The  
Board Of  
Directors

Each director nominee, if elected, will serve until the next annual meeting of shareholders and until his or her successor has been duly elected and qualified. Each officer of the Company serves at the discretion of the Board. Dr. Hantson is party to an employment agreement with Alexion.

The Board seeks independent directors who represent a range of viewpoints, backgrounds, skills, experience and expertise. Directors should possess the attributes necessary to be an effective member of the Board, including the following: personal and professional integrity, high ethical values, sound business judgment, demonstrated exceptional business and professional skills and experience, teamwork and a commitment to the long-term interests of Alexion and its shareholders. In evaluating candidates, the Nominating and Corporate Governance Committee also considers potential conflicts of interest, diversity, the requirement to maintain a Board that is composed of a majority of independent directors, and the extent to which a candidate would fill a present or anticipated need. In any particular situation, the Nominating and Corporate Governance Committee may focus on individuals possessing a particular background, experience or qualifications which the committee believes would be important to enhance the effectiveness of the Board. In early 2019, the Nominating and Corporate Governance Committee adopted the "Rooney Rule" under which the Committee agreed to include, and have any search firm that it engages include, gender and ethnic diverse candidates in the pool from which the Committee recommends director candidates.

The current Alexion directors represent a desirable range of viewpoints, backgrounds, skills, experience and expertise. The biography of each director nominee and a description of certain specific experiences, qualifications, attributes and skills of each director that led the Board to conclude that the individual should serve as a director are described below. To align with Alexion's corporate strategy announced in 2017, the Board undertook a significant refreshment exercise to primarily add directors with biopharmaceutical experience as chief executive officers. The Board has appointed four independent directors since September 2017 with deep industry experience, including three industry veterans and former and current chief executive officers. If all nominees are elected at the annual meeting, the Board will consist of 90% independent directors, with average tenure of approximately 3.4 years.

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Felix J. Baker

Age: 50

Alexion Director Since: 2015

Committee Memberships:

Nominating and Corporate

Governance, Science and

Innovation (Chair)

Other Public Company

Directorships

Current: Genomic Health, Inc.,

Seattle Genetics, Inc., Kodiak

Sciences, Inc., Kiniksa

Pharmaceuticals, LTD.

Past 5 Years: Synageva BioPharma

Corp., Ardea Bioscience, Inc.

Dr. Baker is Co-Managing Member of Baker Bros. Advisors LP, an investment adviser focused on investments in life science and biotechnology companies. Dr. Baker and his brother, Julian Baker, started their fund management careers in 1994 when they co-founded a biotechnology investing partnership with the Tisch Family. Dr. Baker holds a B.S. and a Ph.D. in Immunology from Stanford University, where he also completed two years of medical school.

#### Qualifications

n Broad experience serving as both a director and investor of biotechnology companies providing a strategic perspective of the industry

n Extensive experience evaluating and developing strategic business plans in the biotechnology industry

n Deep transaction experience in the biotechnology industry providing tremendous value in evaluating external opportunities

n Significant industry and product development knowledge from a more than 25 year career investing in biotechnology companies

David R. Brennan,  
Chairman of the Board

Age: 65

Alexion Director Since:  
2014

Committee

Memberships: Leadership  
and Compensation,

Nominating and Corporate  
Governance

Other Public Company

Directorships

Mr. Brennan served as Interim Chief Executive Officer of Alexion from December 11, 2016 to March 27, 2017. From 2006 to 2012, he was Chief Executive Officer and Executive Director of AstraZeneca PLC, one of the world's largest pharmaceutical companies. Mr. Brennan worked for AstraZeneca in increasing roles of responsibility from 1992 through 2012, including as Executive Vice President of North America from 2001 to 2006, and as Senior Vice President of Commercialization and Portfolio Management from 1999 to 2001. Prior to the merger of Astra AB and Zeneca Plc, he served as Senior Vice President of Business Planning and Development of Astra Pharmaceuticals LP, the American subsidiary of Astra AB. Mr. Brennan began his career at Merck and Co. Inc., where he rose from Sales Representative in the U.S. Division to

Current: Inmed  
Incorporated  
Past 5 Years: Innocoll  
Holdings plc

General Manager of Chibret International, a French subsidiary of Merck. He received a BA in business administration from Gettysburg College, where he is the Chairman of the Board of Trustees.

#### Qualifications

- n Extensive experience as an executive leader in the pharmaceutical industry, serving as chief executive officer of one of the largest multinational

- pharmaceutical companies in the world

- n Significant industry and regulatory knowledge from a more than 39 year career in the pharmaceutical industry and serving as a director on multiple public company and industry trade group boards

- n Extensive experience evaluating and developing complex strategic business plans

- n Brings valued operational perspectives to the Board on matters of talent recruiting and development, executive compensation, benefits and leadership

- n Extensive global and M&A experience

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Christopher J. Coughlin  
 Age: 66  
 Alexion Director Since:  
 2014  
 Committee  
 Memberships: Audit and  
 Finance (Chair), Leadership  
 and Compensation  
 Other Public Company  
 Directorships  
 Current: Allergan plc  
 Past 5 Years: Covidien Ltd.,  
 Dun & Bradstreet Corp.,  
 Dipexium Pharmaceuticals,  
 Forest Laboratories, Hologic  
 Inc.

Qualifications  
 n Extensive experience in  
 complex financial and  
 accounting matters,  
 including public accounting  
 and reporting  
 n Extensive experience  
 evaluating and developing  
 strategic goals for global  
 organizations  
 n Broad experience  
 serving on public  
 international and domestic  
 company boards provides  
 valued perspective on  
 corporate governance and  
 financial matters  
 n Extensive operational  
 experience managing  
 complex global  
 organizations

Deborah Dunsire  
 Age: 56  
 Alexion Director  
 Since: 2018  
 Committee  
 Memberships: Science and  
 Innovation, Leadership and  
 Compensation  
 Other Public Company  
 Directorships

Mr. Coughlin served as Advisor to the Chairman and CEO of Tyco International Ltd., a global provider of diversified products, services and industries, from 2010 to 2012, and as Executive Vice President and Chief Financial Officer of Tyco from 2005 to 2010, during a period of significant international growth and restructuring. Mr. Coughlin previously served at the Interpublic Group of Companies, Inc. as Executive Vice President, Chief Operating Officer from 2003 to 2004. From 1998 to 2003, he served as Executive Vice President and Chief Financial Officer of Pharmacia Corporation. From 1997 to 1998, he was President, International at Nabisco Group Holdings and from 1996 to 1997 was Executive Vice President and Chief Financial Officer of Nabisco. From 1981 to 1996, Mr. Coughlin held various positions with Sterling Winthrop Incorporated, including Chief Financial Officer. Mr. Coughlin received a BS in accounting from Boston College.

Since September 1, 2018, Dr. Dunsire has served as President and Chief Executive Officer of H. Lundbeck A/S. From 2005 to 2013, Dr. Dunsire served as President and Chief Executive Officer of Millennium Pharmaceuticals, Inc., where she led the transformation of the company into a biotechnology industry leader. Prior to Millennium, which became Takeda Oncology, Dr. Dunsire led the Novartis North America Oncology Business through a period of significant growth during her 10-year tenure. She also previously served as President and Chief Executive Officer of FORUM Pharmaceuticals and in a variety of Research and Development and Commercial positions with Sandoz AG. From January 2017 until March 2017, Dr. Dunsire served as President and Chief Executive Officer of XTuit Pharmaceuticals, Inc., a privately held biopharmaceutical

Current: Ultragenyx  
Pharmaceutical, Inc.  
Past 5 Years: Allergan  
Inc., Takeda  
Pharmaceuticals, Inc.

company developing novel therapeutics. Dr. Dunsire received her medical degree from the University of Witwatersrand, Johannesburg, South Africa.

Qualifications

n More than thirty years  
of experience in the  
biopharmaceutical industry

n Brings value to the  
Board through experience  
as a chief executive officer  
of innovative companies  
focused on drug research  
and development

n Extensive experience  
leading complex drug  
discovery, development and  
commercialization  
organizations

n Possesses deep scientific  
and medical expertise

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Paul Friedman

Age: 76

Alexion Director Since: 2017

Committee

Memberships: Nominating and Corporate Governance, Science and Innovation

Other Public Company

Directorships

Current: Incyte Corporation, Madrigal Pharmaceuticals, Inc.

Past 5 Years: Cerulean Pharmaceuticals, Inc., Synta Pharmaceuticals, Inc., Verastem Pharmaceuticals

Qualifications

n More than 40 years of experience in the biopharmaceutical industry  
 n Deep experience in research and both early and late stage clinical development  
 n Extensive experience building and leading R&D organizations, expanding company pipelines of assets, and overseeing the commercial development of innovative therapeutic products across a range of areas

n Brings valuable perspectives to the Board as a chief executive officer in the biopharmaceutical industry

Ludwig N. Hantson

Age: 56

Alexion Director Since: 2017

Committee

Memberships: None

Other Public Company

Directorships

Current: Hologic, Inc.

Past 5 Years: Baxalta Incorporated, Baxter International Inc.

Qualifications

Since July 2016, Dr. Friedman has served as Chairman of the Board of Directors and Chief Executive Officer of Madrigal Pharmaceuticals. Dr. Friedman served as the CEO and a Director of Incyte Corporation from November 2001 until his retirement in January 2014. He served as President of Research & Development for the DuPont-Merck Pharmaceutical Company, and also as President of DuPont Pharmaceuticals Research Laboratories, a wholly-owned subsidiary of the DuPont Company. He has also held executive and R&D positions with DuPont Pharmaceuticals Research Laboratories, Merck Research Laboratories, and Merck Sharp & Dohme Corporation. Prior to his tenures at Merck and DuPont, Dr. Friedman was an Associate Professor of Medicine and Pharmacology at Harvard Medical School. Dr. Friedman is a diplomat of the American Board of Internal Medicine and a member of the American Society of Clinical Investigation. Dr. Friedman received his A.B. in Biology from Princeton University and his M.D. from Harvard Medical School.

Dr. Hantson became Chief Executive Officer of Alexion on March 27, 2017. Prior to joining Alexion, Dr. Hantson was President and Chief Executive Officer of Baxalta Incorporated. He led Baxalta's successful spin-off as a public company from Baxter International Inc. in July 2015 where he was President of Baxter BioScience. He joined Baxter in May 2010 and established the BioScience division as an innovative specialty and rare disease company with a pipeline of 25 new product candidates, and 13 product launches. Prior to Baxter, from 2001 to 2010, Dr. Hantson held several leadership roles at Novartis AG, including CEO of Pharma North America, CEO of Europe, and President of Pharma Canada. Prior to Novartis, Dr. Hantson spent 13 years with Johnson & Johnson in roles of increasing responsibility in marketing and research and development. Dr. Hantson received his Ph.D. in motor rehabilitation and physical therapy, Master's degree in physical education, and a certification in high secondary education, all from the University of Louvain in Belgium.

n More than 30 years of  
experience in the  
biopharmaceutical  
industry

n Extensive experience  
as an executive leading  
global, innovative  
organizations

n Deep development,  
regulatory and  
commercial experience in  
the biopharmaceutical  
industry

n Chief Executive  
Officer of Alexion

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John T. Mollen

Age: 68

Alexion Director

Since: 2014

Committee

Memberships: Audit  
and Finance, Leadership  
and Compensation  
(Chair)

Other Public Company

Directorships

Current: None

Past 5 Years: None

Qualifications

n Significant  
experience in executive  
compensation policy  
and administration

n More than 30 years  
as chief human  
resources senior  
executive

n Extensive  
operational experience  
leading human resource  
function for large,  
public, complex, global

organizations, including  
a Fortune 200 company

n Brings valued  
operational perspectives  
to the Board on matters  
of talent recruiting and  
development, executive  
compensation, benefits  
and leadership

n Extensive global  
and deep M&A  
experience

Francois Nader

Age: 62

Alexion Director Since:  
2017

Committee Memberships:  
Audit and Finance, Science  
and Innovation

Other Public Company

Directorships

Mr. Mollen served as Executive Vice President, Human Resources of EMC Corporation from May 2006 until his retirement in February 2014, including two years as special advisor to the President. He joined EMC as Senior Vice President, Human Resources in September 1999. Prior to joining EMC, Mr. Mollen was Senior Vice President of Human Resources with Citigroup Inc., a financial services company, from July 1997 - September 1999. Prior to Citigroup, he held a number of positions of increasing responsibility with Harris Corp., an international communications and technology company, including Vice President of Administration. Mr. Mollen serves as a director for a number of not-for-profit and professional boards, including the New England Healthcare Institute, the HR Policy Association, and the Center on Executive Compensation, and is an advisory board member for Working Mother magazine, and he is Chairman of the Board of Trustees of Worcester Polytechnic Institute. Mr. Mollen received a B.A. in Economics from St. John Fisher College, and a Master's degree in Labor Relations from St. Francis College in Pennsylvania.

Dr. Nader served as President, Chief Executive Officer, and Executive Director of NPS Pharma, a global biotechnology company that was focused on delivering innovative therapies to patients with rare diseases, from 2008 to 2015. Prior to NPS, Dr. Nader was a venture partner at Care Capital, a venture capital firm. He previously served on the North America Leadership Team of Aventis Pharma and its predecessor companies, holding a number of executive positions in integrated healthcare markets and medical and regulatory affairs. He also led global commercial operations at the Pasteur Vaccines division of Rhone-Poulenc. Dr. Nader earned his French Doctorate in Medicine from St.

Current: Acceleron Pharma, Inc., Clementia Pharmaceuticals, Inc. Joseph University in Lebanon and a physician executive MBA from the University of Tennessee.

Past 5 Years: Advanced Accelerator Applications, Inc., Baxalta Incorporated, NPS Pharmaceuticals, Inc., Trevena, Inc.

#### Qualifications

- n Extensive experience in the biopharmaceutical industry
- n Broad experience with organizations focused on developing and launching rare disease therapies
- n Experienced biopharmaceutical chief executive officer with strong background across both commercial and R&D functions
- n Deep experience investing in biotechnology companies providing valuable insight in evaluating external opportunities

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Judith  
Reinsdorf

Age: 55 Ms. Reinsdorf previously served as Executive Vice President and General Counsel of Johnson Controls International, a global leader in building products and technology, integrated solutions, and energy storage, following its merger in September 2016 with Tyco International, where she served as Executive Vice President and General Counsel from March 2007 until September 2016. Prior to Johnson Controls, Ms. Reinsdorf served as Vice President, General Counsel and Secretary of C. R. Bard, Inc., as Vice President and Corporate Secretary of Tyco, as Vice President and Associate General Counsel of Pharmacia Corporation, and as Assistant General Counsel and Chief Legal Counsel, Corporate, at Monsanto Company. Ms. Reinsdorf earned her bachelor's degree from the University of Rochester and her J.D. from Cornell Law School.