

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Hikma Pharmaceuticals PLC, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Centerview Partners UK LLP (Centerview Partners) is acting exclusively for the Company and no one else in connection with the Waiver and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Centerview Partners or for providing advice in relation to the Waiver.

HIKMA PHARMACEUTICALS PLC

(Incorporated and registered in England and Wales with Registered Number 5557934)

Notice of Annual General Meeting Waiver of Rule 9 of the Takeover Code in respect of the authority of the Company to purchase its own shares and the grant of 162,000 LTIP Awards and up to 20,000 MIP Awards

The Annual General Meeting will be held at The Westbury, Bond Street, Mayfair, London W1S 2YF, on Thursday, 17 May 2012 at 11.00 a.m. A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach the Company's registrars, Capita Registrars, no later than 48 hours before the meeting, being 11.00 a.m. on 15 May 2012. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish.

Alternatively, you may register your proxy appointment and instructions on-line by visiting the website of Capita Registrars, by logging onto www.capitashareportal.com, where full instructions are given. In order to register your vote on-line you will need to enter your Investor Code which appears on the bottom right-hand side of your share certificate.

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the Notice of Annual General Meeting contained in this document.

To all Shareholders of Hikma Pharmaceuticals PLC

Dear Shareholder



13 April 2012

This document contains the Notice of the 2012 Annual General Meeting of Hikma Pharmaceuticals PLC. You are warmly invited to attend the meeting and, even if you are unable to attend, to vote on the resolutions by proxy by completing and returning the enclosed Form of Proxy.

This document contains explanatory notes for certain of the resolutions to be put to the Annual General Meeting. All resolutions will be voted on by way of a poll.

Your Board unanimously recommends that you vote in favour of each of the resolutions to be put to the meeting. As Said Darwazah, Mazen Darwazah, Ali Al-Husry and I are directly interested in the subject matter of Resolutions 19 and 20, which refer to the Waiver of Rule 9 of the Takeover Code in respect of the authority of the Company to purchase its own shares and the grant of 162,000 LTIP Awards and up to 20,000 MIP Awards, we have not participated in the recommendation to vote in favour of these resolutions and such recommendation, which is unanimous, has been given by the Independent Directors. Resolutions 19 and 20, if passed, could result in the aggregate interests of the Concert Party (as defined below) in the Company increasing and you are referred to the explanatory notes on pages 6 to 12 for further information in this regard.

EXPLANATORY NOTES

Accounts

Resolution 1: This resolution is to receive the Company's accounts and the reports of the Directors and auditors for the financial year ended 31 December 2011.

Dividend

Resolution 2: This resolution is to approve the payment of the final dividend recommended by the Board for the year ended 31 December 2011 of US\$0.075 (7.5 cents) per Ordinary Share (approximately 4.6 pence per Ordinary Share). When the interim dividend is included, this creates a total dividend for the year of US\$0.13 (13 cents) per Ordinary Share (2010: 13 cents). This will be payable on 24 May 2012 to all Shareholders on the register on 20 April 2012.

Please remember that all dividends may be paid in pounds sterling, US dollars or, for those Shareholders resident in Jordan, Jordanian Dinar. As stated in June 2009, we will no longer be sending currency election forms to Shareholders with this document. The most recent currency election you have made is now valid for all future dividends. In the absence of an election form, the default position is to receive your dividend in Jordanian Dinar if you are located in Jordan and US dollars if you are located elsewhere in the world. If you wish to change the currency your dividend is paid in or if you have purchased Ordinary Shares since the 2010 interim dividend then please write to the Registrar, at the address provided at the end of the Notice, informing them of your currency selection.

All CREST holders will be able to select the currency of their choice via a dividend election input message in accordance with the procedure set out in the CREST Reference Manual. A Euroclear Corporate Actions bulletin will be issued in due course.

Reappointment and remuneration of auditors

Resolution 3: This resolution is to re-appoint Deloitte LLP as auditors of the Company, to hold office from the end of the Annual General Meeting to the end of the next Annual General Meeting at which accounts are laid before the Company.

Resolution 4: This resolution is to authorise the Directors to fix the remuneration of the auditors.

Appointment of Mr Robert Pickering

Resolution 5: This resolution is to appoint Mr Robert Pickering as a director of the Company. In accordance with the UK Corporate Governance Code, the Chairman is happy to confirm that Mr Pickering, who is putting himself forward for election, has performed his role effectively and has demonstrated considerable commitment to the Board since his appointment in September 2011. Details of the experience of Mr Pickering are set out on page 56 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Samih Darwazah

Resolution 6: This resolution is to reappoint Mr Samih Darwazah as a director of the Company. Mr Darwazah was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Darwazah puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Darwazah are set out on page 54 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Said Darwazah

Resolution 7: This resolution is to reappoint Mr Said Darwazah as a director of the Company. Mr Darwazah was last elected at the annual general meeting of the Company in 2011. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Darwazah puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Darwazah are set out on page 54 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Mazen Darwazah

Resolution 8: This resolution is to reappoint Mr Mazen Darwazah as a director of the Company. Mr Darwazah was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Darwazah puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Darwazah are set out on page 54 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Breffni Byrne

Resolution 9: This resolution is to reappoint Mr Breffni Byrne as a director of the Company. Mr Byrne was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Byrne puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Byrne are set out on page 56 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Sir David Rowe-Ham

Resolution 10: This resolution is to reappoint Sir David Rowe-Ham as a director of the Company. Sir David was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Sir David puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Sir David are set out on page 55 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Michael Ashton

Resolution 11: This resolution is to reappoint Mr Michael Ashton as a director of the Company. Mr Ashton was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Ashton puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Ashton are set out on page 55 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Mr Ali Al-Husry

Resolution 12: This resolution is to reappoint Mr Ali Al-Husry as a director of the Company. Mr Al-Husry was last elected at the annual general meeting of the Company in 2009. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Mr Al-Husry puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Mr Al-Husry are set out on page 55 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Reappointment of Dr Ronald Goode

Resolution 13: This resolution is to reappoint Dr Ronald Goode as a director of the Company. Dr Goode was last elected at the annual general meeting of the Company in 2010. In accordance with the UK Corporate Governance Code regarding the re-election of directors, each director will retire and if appropriate seek re-election on an annual basis. Consequently, Dr Goode puts himself forward for re-appointment by shareholders at the AGM. Details of the experience of Dr Goode are set out on page 56 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Remuneration Committee Report

Resolution 14: This resolution is to approve the Remuneration Committee Report for the financial year ended 31 December 2011. You can find this report on pages 76 to 90 of the annual report and accounts for the year ended 31 December 2011, which accompanies this document.

Authority to Allot Ordinary Shares

Resolution 15: Your Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by Shareholders. The authority granted at the annual general meeting held in 2011 is due to expire at this year's Annual General Meeting. Accordingly, Resolution 15 will be proposed as an ordinary resolution to grant a new authority to allot share capital. Paragraph (a) of this resolution would give the Directors the authority to allot Ordinary Shares up to an aggregate nominal amount equal to £6,560,220 (representing 65,602,200 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 11 April 2012, the latest practicable date prior to publication of the Notice.

In line with guidance issued by the Association of British Insurers, paragraph (b) of this resolution would give the Directors authority to allot Ordinary Shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £13,120,440 (representing 131,204,400 Ordinary Shares), as reduced by the nominal amount of any Ordinary Shares previously issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 11 April 2012, the latest practicable date prior to publication of the Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2013 (the last date by which the Company must hold an annual general meeting in 2013) or the conclusion of the annual general meeting of the Company to be held in 2013.

Since the annual general meeting held in 2011, your Directors have used the section 551 authority then granted solely in respect of the issue of Ordinary Shares pursuant to option exercises under the Hikma Pharmaceuticals PLC 2004 Stock Option Plan, issuing a total of 986,200 Ordinary Shares, and option exercises under the 2005 Long Term Incentive Plan, issuing a total of 938,400 Ordinary Shares. In the year ahead, other than under paragraph (a) in respect of the Company's obligations to satisfy rights granted to employees under its various share-based incentive arrangements, the Directors have no present intention of issuing any of the share capital of the Company. As at the date of the Notice, no Ordinary Shares are held by the Company in treasury.

Authority to disapply pre-emption rights

Resolution 16: Your Directors also require authority from Shareholders to allot Ordinary Shares or grant rights over Ordinary Shares or sell treasury shares where they propose to do so for cash and otherwise than to existing Shareholders pro rata to their holdings. The authority granted at the annual general meeting in 2011 is due to expire at this year's Annual General Meeting. Resolution 16 will be proposed as a special resolution, which requires a 75 per cent. majority of the votes to be cast in favour. It would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings.

This authority is similar to the one passed in 2011, being limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities, if required by the rights of those Ordinary Shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £984,033 (representing 9,840,330 Ordinary Shares). This aggregate nominal amount represents approximately 5 per cent. of the issued ordinary share capital of the Company as at 11 April 2012, the latest practicable date prior to publication of this Notice. The authority will expire at the earlier of 30 June 2013 (the last date by which the Company must hold an annual general meeting in 2013) or the conclusion of the annual general meeting of the Company to be held in 2013.

Allotments made in connection with the authorisation in paragraph (b) of Resolution 16 would be limited to allotments by way of rights issues only (subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

Your Directors do not have any present intention of exercising this authority, but consider it desirable to have the flexibility to use it should the opportunity arise.

Authority to purchase Ordinary Shares

Resolution 17: This resolution will give the Company authority to purchase its own Ordinary Shares in the market up to a limit of up to an aggregate nominal amount equal to £1,968,066 (representing 19,680,660 Ordinary Shares), being approximately 10 per cent. of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution. Your Directors believe that it is advantageous for the Company to have the flexibility to make market purchases of its own Ordinary Shares. Your Directors will exercise this authority only if they are satisfied that it would be in the interests of Shareholders generally. If Ordinary Shares are purchased, they would either be cancelled (and the number of Ordinary Shares in issue would be reduced accordingly) or, subject to the Companies (Acquisitions of Own Shares) (Treasury Shares) Regulations 2003 (the "**Treasury Share Regulations**") be retained as treasury shares. The Treasury Share Regulations enable companies to hold shares repurchased as treasury shares with a view to possible re-sale at a future date rather than having to cancel them. The Company will consider holding repurchased Ordinary Shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10 per cent. anti-dilution limit set by the Association of British Insurers. As at 11 April 2012, the total number of options and awards over Ordinary Shares that were outstanding under all of the Company's share incentive plans was 3,081,132, which if exercised would represent 1.57 per cent. of

the Company's issued share capital at that date. If the Company were to purchase its own Ordinary Shares to the fullest possible extent of its authority from Shareholders (existing and being sought), this number of outstanding options could potentially represent 1.74 per cent. of the issued share capital of the Company.

If granted, the authority will expire at the earlier of 30 June 2013 (the last date by which the Company must hold an annual general meeting in 2013) or the conclusion of the annual general meeting of the Company to be held in 2013.

Notice of General Meetings

Resolution 18: This resolution is required to reflect the provisions of the Companies (Shareholders' Rights) Regulations 2009 (the "**Regulations**") which increased the notice period for general meetings of the Company to 21 days unless the Shareholders agree to a shorter notice period. In 2011, the Shareholders voted in favour of allowing the Company to call general meetings (other than an AGM) on 14 clear days' notice. The Company would like to preserve this ability. In order to be able to do so, the Shareholders must approve the calling of meetings on 14 days' notice. Resolution 18 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Regulations before it can call a general meeting on 14 days' notice. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting.

Waiver of Rule 9 of Takeover Code - Purchase of own Ordinary Shares

Resolution 19: The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of repurchase of Ordinary Shares by the Company. Under Resolution 17 the Company is seeking the authority to make market purchases of up to 19,680,660 Ordinary Shares. Your Directors believe that it is advantageous for the Company to have the flexibility to make market purchases of its own Ordinary Shares, and if that resolution is passed will only exercise this authority if they are satisfied that it would be in the interests of the Shareholders generally. The Concert Party currently holds 32.92 per cent. of the Company's issued share capital. Were the Company to exercise the buy-back authority to the exclusion of the Concert Party such that the Concert Party maintained its current shareholding, that would result in the Concert Party's percentage interest in the Company's issued share capital increasing to 36.71 per cent. (assuming that all Existing LTIP Awards and all Existing MIP Awards vest in full and all Options held by members of the Concert Party are exercised and the resulting Ordinary Shares are retained, but not including the Share Awards proposed to be granted following the approval of Resolution 20). Any such percentage increase in its interest would trigger an obligation on the part of the Concert Party to make an offer for the entire share capital of the Company pursuant to Rule 9 of the Takeover Code.

Please see the further disclosures on the Takeover Code and the Concert Party set out on pages 6 to 12 of this document.

Waiver of Rule 9 of Takeover Code – LTIP Awards and MIP Awards

Resolution 20: The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of the grant (and subsequent vesting) of 162,000 LTIP Awards and up to 20,000 MIP Awards to the Executive Directors and certain other key managers.

Should Shareholders approve the waiver, the Company will grant these LTIP Awards and MIP Awards on 18 May 2012. By consenting to the waiver, Shareholders are also consenting to the award of the LTIP Awards and the MIP Awards on that date, irrespective of whether the Company is in a prohibited

period at that time for the purposes of the Model Code. The Company has received confirmation from the FSA that it may make the awards in this manner.

Takeover Code

The Takeover Code is issued and administered by the Panel and applies to the Company because it is a public company which has its registered office in the United Kingdom and its securities admitted to the Official List. The Takeover Code and the Panel operate principally to ensure fair and equal treatment of shareholders in relation to takeovers, and also provide an orderly framework within which takeovers are conducted.

Under Rule 9 of the Takeover Code, any person who acquires an interest (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

The Concert Party

Darhold holds 57,183,028 Ordinary Shares which, as at 11 April 2012 (the latest practicable date prior to the posting of this document), represented approximately 29.06 per cent. of the issued share capital of the Company. In their capacity as Directors of the Company and as directors and shareholders of Darhold, Samih Darwazah, Said Darwazah, Mazen Darwazah and Ali Al-Husry are accordingly deemed to be acting in concert with Darhold in relation to the Company. Additionally, each of the persons named in the table on page 9, and the footnotes to the table, is deemed to be acting in concert with the others as they are either shareholders of Darhold or are considered to be part of the Concert Party for other reasons referred to below.

As at 11 April 2012, the latest practicable date prior to the posting of this document, each principal member of the Concert Party owned that number of Ordinary Shares and that number of Options and Share Awards shown in the table below and the total number of Ordinary Shares held by the Concert Party was 64,790,718, representing 32.92 per cent of the Company's issued share capital.

In 2006, the Panel agreed, with the approval of Independent Shareholders, to waive the requirement for the Concert Party to make a mandatory offer to Independent Shareholders as would otherwise have arisen under Rule 9 of the Takeover Code as a result of the exercise of previously awarded options. At the date of the notice of the annual general meeting in 2006, 664,000 of these options remained unexercised. On full exercise of the remaining Options held by members of the Concert Party, the Concert Party would have held 66,761,758 Ordinary Shares, which at that time represented 35.09 per cent. of the Company's share capital enlarged by the issue of Ordinary Shares pursuant to the exercise of such Options.

In 2007, the Panel agreed, with the approval of Independent Shareholders, to waive the requirement for the Concert Party to make a mandatory offer to Independent Shareholders as would otherwise have arisen under Rule 9 of the Takeover Code as a result of the grant and subsequent vesting of up to 437,141 LTIP Awards. Following such approval, the 2007/8 LTIP Awards and Option grants of 12,500 Ordinary Shares were made by the Company to members of the Concert Party during 2007 and 2008. Assuming that all 2007/8 LTIP Awards vest in full (and the resulting Ordinary Shares are retained), and that all remaining Options held by members of the Concert Party at the date of the notice of annual general meeting in 2007 were to be fully exercised and the resulting Ordinary Shares

retained by the Concert Party members, the Concert Party would have held, in aggregate, interests over 67,073,258 Ordinary Shares, which at that time represented 35.19 per cent. of the issued share capital of the Company (as enlarged by the exercise of Options then held by the Concert Party and the issue of Ordinary Shares to members of the Concert Party pursuant to the 2007/8 LTIP Awards, but assuming no other issue of Ordinary Shares).

In 2009, the Panel agreed, with the approval of Independent Shareholders, to waive the requirement for the Concert Party to make a mandatory offer to Independent Shareholders as would otherwise have arisen under Rule 9 of the Takeover Code as a result of the grant and subsequent vesting of up to 200,000 LTIP Awards and 3,000 MIP Awards. Following such approval, the 2009 LTIP Awards and the 2009 MIP Awards were made by the Company to members of the Concert Party. Assuming that all 2007/8 LTIP Awards and 2009 LTIP Awards vest in full (and the resulting Ordinary Shares are retained), that all 2009 MIP Awards vest in full (and the resulting Ordinary Shares are retained), and that all remaining Options held by members of the Concert Party at the date of the notice of annual general meeting in 2009 were to be fully exercised and the resulting Ordinary Shares retained by the Concert Party members, the Concert Party would have held, in aggregate, interests over 67,276,258 Ordinary Shares, which at that time represented 35.26 per cent. of the issued share capital of the Company (as enlarged by the exercise of Options then held by the Concert Party and the issue of Ordinary Shares to members of the Concert Party pursuant to the 2007/8 LTIP Awards, 2009 LTIP Awards and 2009 MIP Awards, but assuming no other issue of Ordinary Shares).

In 2010, the Panel agreed, with the approval of Independent Shareholders, to waive the requirement for the Concert Party to make a mandatory offer to Independent Shareholders as would otherwise have arisen under Rule 9 of the Takeover Code as a result of the grant and subsequent vesting of up to 175,000 LTIP Awards and 4,500 MIP Awards. Following such approval, the 2010 LTIP Awards and the 2010 MIP Awards were made by the Company to members of the Concert Party. Assuming that the 2007/8, 2009 and 2010 LTIP Awards vest in full (and the resulting Ordinary Shares are retained), that the 2009 and 2010 MIP Awards vest in full (and the resulting Ordinary Shares are retained), and that all remaining Options held by members of the Concert Party at the date of the notice of annual general meeting in 2010 were to be fully exercised and the resulting Ordinary Shares retained by the Concert Party members, the Concert Party would have held, in aggregate, interests over 66,663,912 Ordinary Shares, which at that time represented 34.46 per cent of the issued share capital of the Company (as enlarged by the exercise of Options then held by the Concert Party and the issue of Ordinary Shares to members of the Concert Party pursuant to the Existing LTIP Awards and Existing MIP Awards, but assuming no other issue of Ordinary Shares).

In 2011, the Panel agreed, with the approval of Independent Shareholders, to waive the requirement for the Concert Party to make a mandatory offer to Independent Shareholders as would otherwise have arisen under Rule 9 of the Takeover Code as a result of the grant and subsequent vesting of up to 180,000 LTIP Awards and 10,000 MIP Awards. Following such approval, the 2011 LTIP Awards and the 2011 MIP Awards were made by the Company to members of the Concert Party. Assuming that the 2007/8, 2009, 2010 and 2011 LTIP Awards vest in full (and the resulting Ordinary Shares are retained), that all Existing MIP Awards vest in full (and the resulting Ordinary Shares are retained), and that all remaining Options held by members of the Concert Party at the date of the notice of annual general meeting in 2011 were to be fully exercised and the resulting Ordinary Shares retained by the Concert Party members, the Concert Party would have held, in aggregate, interests over 65,238,707 Ordinary Shares, which at that time represented 33.57 per cent of the issued share capital of the Company (as enlarged by the exercise of Options then held by the Concert Party and the issue of Ordinary Shares to members of the Concert Party pursuant to the Existing LTIP Awards and Existing MIP Awards, but assuming no other issue of Ordinary Shares).

Darhold is a vehicle used by the Concert Party to hold Ordinary Shares in the Company and therefore all shareholders of Darhold are deemed to comprise part of the Concert Party, whether or not they directly own Ordinary Shares in the Company. In addition, the Concert Party includes close family relations of shareholders in Darhold who themselves own Ordinary Shares directly in the Company. Mariana Melhem and Riham Khair are wives of shareholders of Darhold. Zahold Limited is a company owned by family members related to Samih Darwazah. Tala, Haya and Faisal Al-Husry are children of Mohammed "Ali" Khaldoun Al-Husry. Save for members which are companies, all the members of the Concert party are therefore either shareholders in Darhold or close relatives of such shareholders.

The table below identifies all of the directors of Darhold; it also includes all the members of the Concert Party, including directors of Darhold, shareholders of Darhold and other individuals deemed to comprise part of the Concert Party. Substantially all of Darhold's assets consist of its shareholding in the Company.

Name of Concert Party Member	Number of Ordinary Shares	Percentage of issued Ordinary Shares	Number of Options remaining	Max no. of Ordinary Shares from Existing LTIP Awards	Max no. of Ordinary Shares from Existing MIP Awards	No. of Ordinary Shares to be granted pursuant to Share Awards in 2012	Enlarged number of Ordinary Shares	Percentage of enlarged share capital ¹	Percentage of Darhold owned (above 5 percent only)
Darhold Limited	57,183,028	29.055%	--	--	--	--	57,183,028	28.974%	--
Samih Taleb Mahmoud Darwazah ²	2,331,746	1.185%	--	--	--	--	2,331,746	1.181%	15.96%
Said Samih Darwazah ²	418,445	0.213%	--	213,000	--	97,000	728,445	0.369%	18.84%
Mazen Samih Taleb Darwazah ²	868,225	0.441%	--	142,000	--	65,000	1,075,225	0.545%	10.69%
Mohammed "Ali" Khaldoun Al-Husry ²	1,109,748	0.564%	--	--	--	--	1,109,748	0.562%	7.78%
Mohammed Mahmoud Mohammed Saffouri ²	125,000	0.064%	--	--	--	--	125,000	0.063%	7.78%
Bashir Yusuf Moh'd Al-Alami ^{2,3}	31,600	0.016%	--	--	--	--	31,600	0.016%	38.95%
May Samih T. Darwazah ³	9,000	0.005%	--	--	757	5,000	14,757	0.007%	
Moh'd T.M. Darwazah ³	3,100	0.002%	--	--	--	--	3,100	0.002%	
Hana Samih Taleb Darwazah ^{3,5}	3,551	0.002%	5,000	--	7,760	5,000	21,311	0.011%	
Nadera Taleb Mahmoud Darwazah ³	248,664	0.126%	--	--	--	--	248,664	0.126%	
Areej Samir Abdel Razzaq Qutob ³	33,016	0.017%	--	--	--	--	33,016	0.017%	
Nirah S A Qutob ³	28,282	0.014%	--	--	--	--	28,282	0.014%	
Samer Samir Abdel Razzaq Qutob ³	20,000	0.010%	--	--	--	--	20,000	0.010%	
Tareq Mazen Samih Taleb Darwazah	--	--	--	--	--	5,000	5,000	0.003%	
Other members of Darhold ⁴	--	--	--	--	--	--	--	--	
Riham Khair	35,000	0.018%	--	--	--	--	35,000	0.018%	--
Zahold Limited ⁶	1,919,249	0.975%	--	--	--	--	1,919,249	0.972%	--
Tala Ali Al-Husry	17,688	0.009%	--	--	--	--	17,688	0.009%	--
Haya Ali Al-Husry	17,688	0.009%	--	--	--	--	17,688	0.009%	--
Faisal Sati Ali Al-Husry	17,688	0.009%	--	--	--	--	17,688	0.009%	--
Mariana Melhem	370,000	0.188%	--	--	--	--	370,000	0.187%	--
Zeena Murad	--	0.000%	--	--	--	5,000	5,000	0.003%	--
TOTAL	64,790,718	32.92%	5,000	355,000	8,517	182,000	65,341,235	33.11%	100%

1 Assumes that 162,000 LTIP Awards and the maximum number of MIP Awards are granted to members of Concert Party and vest in full, all Existing LTIP Awards and MIP Awards held by members of the Concert Party vest in full and are retained, all Options held by members of the Concert Party are exercised in full and retained and no other Ordinary Shares are issued, including in respect of Options held by other people.

2 Directors of Darhold Limited.

3 Each of Moh'd T. M. Darwazah, May Samih T. Darwazah, Bashir Yusuf Moh'd Al-Alami, Hana Samih Darwazah, Areej Samir Abdel Razzaq Qutob, Nirah S A Qutob, Nadera Taleb Mahmoud Darwazah, Samer Samir Abdel Razzaq Qutob and Tareq Mazen Samih Darwazah hold less than 5 percent of the voting rights of Darhold.

4 Each of the following individually holds less than 5 percent of the voting rights of Darhold:

Lina Abdelrahim Hasan Abwaini	Ghassan Bashir Yousef Alami	Walid Mazen Samih Taleb Darwazah
Ahmed Majdi Al Kayyili	Huda (Moh'd Ali) Othman Bdair	Qamar Taleb Mahmoud Darwazah
Haitham Majdi Al Kayyili	Samih Said Samih Darwazah	Karim Saad Khaled Taleb Darwazah
Majdah Majdi Al Kayyili	Maher Khaled Taleb Darwazah	Seema Saad Khaled Darwazah
Naimat Majdi Al Kayyili	Saad Khaled Taleb Darwazah	Tamer Mohammed Taleb Darwazah
Hedaiah Majdi Al Kayyili	Ahmad Khaled Taleb Darwazah	Karim Abdel Hamid Masoud Abdel Majid
Mohammad Majdi Al Kayyili	Lara M. T. Darwazah	Khaled Abdel Hamid Masoud Abdel Majid
Luay Majdi Al Kayyili	Maha Khaled Taleb Darwazah	Masoud Abdel Hamid Masoud Abdel Majid
Halah Majdi Al Kayyili	Sana Khaled Taleb Darwazah	Linda GJ Pinsonneault
Iman Majdi Al Kayyili	Salam Khaled Taleb Darwazah	Basel Mohamuod Mohammad Saffouri
Khalid Bashir Yousef Alami	Faisal Moh'd T. Darwazah	Fathiya Hasan Mohammed Saffouri
Ziyad Bashir Yousef Alami	Taleb Khaled Taleb Darwazah	

The combined holding of these individuals in Darhold Limited is 38.95 per cent.

- 5 Hana Samih Taleb Darwazah's 7,760 Max No. of Ordinary Shares to be granted pursuant to Share Awards reflect the 2,760 MIP Awards which were awarded to her in 2010 and up to 5,000 MIP Awards which were awarded to her in 2011.
- 6 Zahold Limited, a Jersey company, holds all of the interest in the Company's Ordinary Shares previously held by Zahi Darwazah & Co., which were transferred to Zahold Limited on 29 September 2010.
-

Proposed LTIP Awards

The Company believes that LTIP Awards enable it to provide a competitive incentive and retention tool which is also cost effective in respect of both shareholder dilution and income statement expense. The Remuneration Committee intends to make annual LTIP Awards to Executive Directors. Each LTIP Award has performance conditions attached which demonstrates the Remuneration Committee's desire to correlate incentive arrangements with the achievement of substantial performance. In 2012 the Remuneration Committee will, subject to the approval of the Shareholders, grant Said Darwazah an LTIP Award over 97,000 Ordinary Shares and Mazen Darwazah an LTIP Award over 65,000 Ordinary Shares (both members of the Concert Party). Should Shareholders approve the Waiver, the Company will grant these awards on 18 May 2012. By consenting to the Waiver, Independent Shareholders are also consenting to the award of the LTIP Awards on that date, irrespective of whether the Company is in a prohibited period at that time for the purposes of the Model Code.

Proposed MIP Awards

The Company also believes in the importance of providing long term incentives to the key management below senior management who are the future of the business. MIP Awards enable the Company to provide an effective retention tool for these executives and the Company intends to make annual MIP Awards across this group of individuals. Participants will be notified of a maximum monetary entitlement, being a percentage of salary, the value of which will be awarded in the form of nil cost options over Ordinary Shares, based on the executive's performance against individual and Group KPIs. The MIP Awards vest two years after the date of award (being approximately three years after the commencement of the financial year to which the awards relate), subject to the participant remaining in employment with the Group during this period. Once MIP Awards have been made, the continued employment requirement is the only condition for vesting.

The Company wishes to grant MIP Awards to Hana Darwazah, May Darwazah, Zeena Murad and Tareq Darwazah, each a member of the Concert Party and is proposing MIP Awards that could vest over a maximum individual grant of 5,000 Ordinary Shares, to each of the above.

Effects of the Share Awards

The grant of LTIP Awards and MIP Awards in respect of which the Waiver (subject to Independent Shareholder approval) has been given will not increase the interests of the Concert Party to above 33.11 per cent. of the voting rights of the Company (assuming that all grants of Share Awards in 2012 and Existing LTIP Awards vest in full, that all grants of Existing MIP Awards vest in full and that all Options currently held by members of the Concert Party were to be fully exercised and the resulting Ordinary Shares were in each case retained by the Concert Party members).

Each of Said Darwazah, Mazen Darwazah, Hana Darwazah, May Darwazah, Zeena Murad and Tareq Darwazah are members of the Concert Party and consequently the receipt by them of Ordinary Shares on vesting of Share Awards could give rise to an obligation pursuant to Rule 9 of the Takeover Code to make a mandatory offer to acquire the Ordinary Shares not owned by the Concert Party. The Independent Directors consider that it would undermine the purpose for which the Share Awards are granted to require such an offer to be made and accordingly are seeking a waiver of that obligation from Independent Shareholders for LTIP Awards to be granted to Said Darwazah and Mazen Darwazah in respect of 162,000 Ordinary Shares in aggregate and for MIP Awards to be granted to Hana Darwazah, May Darwazah, Zeena Murad and Tareq Darwazah in respect of up to 20,000 Ordinary Shares in aggregate.

Assuming that Share Awards are made in respect of the full number of Ordinary Shares referred to above, that all such grants vest in full, that all grants of Existing LTIP Awards and Existing MIP Awards vest in full and that all Options currently held by members of the Concert Party were to be fully exercised and the resulting Ordinary Shares were in each case retained by the Concert Party

members, the Concert Party would hold, in aggregate, interests over 65,341,235 Ordinary Shares, representing 33.11 per cent. of the issued share capital of the Company (as enlarged by the Existing LTIP Awards, Existing MIP Awards and Option Exercises by members of the Concert Party and the issue of Ordinary Shares pursuant to the Share Awards referred to above, but assuming no other issue of Ordinary Shares) versus 33.05 per cent. of the issued share capital of the Company on a similar basis, prior to the grant of such Share Awards.

Waiver of the obligation to make a general offer under Rule 9 of the Takeover Code

The vesting of the LTIP Awards and the MIP Awards made in 2012 (together with the Existing LTIP Awards, Existing MIP Awards and Option Exercises) would increase the aggregate shareholding of the Concert Party in the Company to 33.11 per cent. and thereby trigger an obligation on the part of the Concert Party, under Rule 9 of the Takeover Code, to make a general offer to all Shareholders to purchase their Ordinary Shares.

The Panel has agreed, subject to Resolution 20 being passed on a poll by Independent Shareholders at the AGM, to waive the requirement for the Concert Party to make a general offer to the Independent Shareholders as would otherwise arise under Rule 9 of the Takeover Code as a result of the grant and/or vesting of an aggregate of 162,000 LTIP Awards to Said Darwazah and Mazen Darwazah and an aggregate of 20,000 MIP Awards to each of Hana Darwazah, May Darwazah, Zeena Murad and Tareq Darwazah. The members of the Concert Party may attend the AGM but will not be entitled to vote on this Whitewash Resolution.

Pursuant to its obligations under the Takeover Code, the Company will announce the grant of Share Awards made from time to time together with their effect on the overall deemed control of the Concert Party.

Following any vesting of Ordinary Shares pursuant to the Existing LTIP Awards, the Existing MIP Awards, Option Exercises and Share Awards referred to above, the Concert Party will in aggregate hold more than 30 per cent. but less than 50 per cent. of the voting share capital of the Company and, for so long as the members of the Concert Party continue to be treated as acting in concert for the purposes of the Takeover Code, any further increase by the Concert Party of its percentage interest in the Company would be subject to the provisions of Rule 9 of the Takeover Code. Were the members of the Concert Party to cease to be treated as acting in concert, there would not currently be a prohibition on Darhold increasing its percentage interest in the Company (subject to the provisions of Rule 9 of the Takeover Code) as it does not hold over 30 per cent. of the voting share capital of the Company on its own. In such circumstances, Darhold could therefore increase its percentage interest in the Company up to a total of 29.99 per cent. in aggregate (i.e. by a further 0.93 per cent. of the issued share capital of the Company) without triggering an obligation under Rule 9 of the Takeover Code to make a takeover offer in respect of the Company.

Interaction of Share Awards and purchase of own Ordinary Shares

The maximum vesting of the Share Awards (together with the Existing LTIP Awards, Existing MIP Awards and Option Exercises) could increase the aggregate shareholding of the Concert Party in the Company by a total of 550,517 Ordinary Shares, with the effect of increasing the holding of the Concert Party to 33.11 per cent. Subject to any extraordinary discretionary decision by the Remuneration Committee of the Company, the earliest date on which the Share Awards may vest is 18 May 2015.

If the maximum repurchase of Ordinary Shares authorised under Resolution 17 was made and the Concert Party did not sell any Ordinary Shares in the repurchase, this would increase the aggregate shareholding of the Concert Party in the Company to 36.71 per cent. (assuming that all Existing LTIP Awards and Existing MIP Awards vest in full and all Options held by members of the Concert Party are exercised and the resulting Ordinary Shares are retained but the Share Awards proposed in Resolution 20 were not granted).

If the maximum repurchase of Ordinary Shares authorised was carried out by the Company and also the maximum number of Share Awards proposed in Resolution 20 vested, together with the Existing LTIP Awards, the Existing MIP Awards and Option Exercises these changes would increase the

aggregate shareholding of the Concert Party in the Company to 36.78 per cent. (assuming that the Concert Party did not sell any Ordinary Shares in the repurchase of Ordinary Shares and assuming no other issue of Ordinary Shares).

Intentions of the members of the Concert Party

The members of the Concert Party have confirmed that it would be their intention that, following any increase in their proportionate shareholding as a result of the grant of the Share Awards referred to above, the business of the Company would be continued in substantially the same manner as at present, with no major changes, no likely redeployment of the Company's fixed assets and no likely repercussions on employment and the location of the Company's business. The members of the Concert Party are also not intending to terminate the continued employment of or change the existing employment rights, including pension rights, of any of the employees of the Company. The members of the Concert Party have no intention to cause the Company to cease to maintain any of the trading facilities in respect of the Ordinary Shares of the Company.

FURTHER INFORMATION

Your attention is drawn to the remainder of this document which contains further information relating to the Company and the members of the Concert Party. Financial information on the Company is set out in the Company's annual report and accounts for the year ended 31 December 2011, with which this document has been posted.

RECOMMENDATION

The Independent Directors, who have been so advised by Centerview Partners, consider that the Waiver and the passing of the Whitewash Resolutions are fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing its advice, Centerview Partners has taken into account the Independent Directors' commercial assessments.

Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Whitewash Resolutions at the AGM, as they intend to do in respect of their entire holdings which amount to 68,766 Ordinary Shares, representing approximately 0.035 per cent. of the Company's issued share capital.

Your Directors as a whole believe that the other proposals above are most likely to promote the success of the Company for the benefit of its shareholders as a whole and unanimously recommend that you vote in favour of Resolutions 1 to 18 as they intend to do in respect of their entire holdings which amount to 4,796,930 Ordinary Shares, representing approximately 2.437 per cent. of the Company's issued share capital.

Yours faithfully



Samih Darwazah
Chairman

ADDITIONAL INFORMATION

1. RESPONSIBILITY

1.1 The Directors, whose names appear in paragraph 2.1 below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information relating to the Company contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.2 The directors of Darhold whose names appear in paragraph 2.2 below accept responsibility for the information relating to the Concert Party contained in this document. To the best of the knowledge and belief of the directors of Darhold (who have taken all reasonable care to ensure that such is the case) the information relating to the Concert Party contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. THE DIRECTORS OF THE COMPANY AND DARHOLD

2.1 The current Directors of the Company, whose registered office is 13 Hanover Square, London W1S 1HW, are:

Samih Darwazah (Chairman)

Said Darwazah (Chief Executive Officer)

Mazen Darwazah (Vice-Chairman and Director)

Sir David Rowe-Ham (Non-Executive Director)

Ali Al-Husry (Non-Executive Director)

Michael Ashton (Non-Executive Director)

Breffni Byrne (Non-Executive Director)

Ronald Goode (Non-Executive Director)

Robert Pickering (Non-Executive Director)

2.2 The current directors of Darhold Limited, a privately held company incorporated in Jersey with company number 89009, with its registered office situated at 47 Esplanade, St. Helier, JE1 0BD, Jersey are:

Samih Darwazah

Said Darwazah

Mazen Darwazah

Ali Al-Husry

Bashir Al Alami

Mohammed Saffouri

Substantially all of Darhold's assets consist of its shareholding in the Company. The shareholdings of Concert Party members who hold more than 5 per cent. of Darhold are set out in the table on page 9 of this document.

3. INTERESTS AND DEALINGS

3.1 Save as disclosed in the table in the explanatory notes in respect of Resolution 20, as at the close of business on 11 April 2012 (being the latest practicable date prior to the publication of this document), neither the Company nor any person acting in concert with the Company had any interest in Darhold.

3.2 As at the close of business on 11 April 2012 (being the latest practicable date prior to the publication of this document), the interests of the Directors and of their immediate families and of persons connected with the Directors (within the meaning of Section 252 of the CA 2006) in Ordinary Shares were as follows:

<u>Name</u>	<u>Number of Ordinary Shares</u>	<u>Percentage of current issued share capital</u>	<u>Number of Options held</u>	<u>Number of LTIPs held</u>
Samih Darwazah	2,331,746	1.18	-	-
Said Darwazah	418,445	0.21	-	213,000
Mazen Darwazah	868,225	0.44	-	142,000
Ali Al-Husry	1,109,748	0.56	-	-
Breffni Byrne	10,000	<0.01	-	-
Michael Ashton	18,566	0.01	-	-
Sir David Rowe-Ham	10,000	<0.01	-	-
Ronald Goode	22,700	0.01	-	-
Robert Pickering	7,500	<0.01	-	-

Mariana Melhem, who holds 370,000 Ordinary Shares, is a connected person of Said Darwazah.

The following dealings by the Directors and of their immediate families and of persons connected with the Directors (within the meaning of Section 252 of the CA 2006) have taken place during the period from 4 April 2011 until the date of this document:

<u>Name</u>	<u>Date</u>	<u>Type of transaction</u>	<u>Price (£) per Ordinary Share</u>	<u>Number of Ordinary Shares</u>
Said Darwazah	18 October 2011	Exercise of LTIPs	Nil-Cost	90,000
	19 March 2012	Exercise of LTIPs	Nil-Cost	115,000
Mazen Darwazah	05 May 2011	Exercise of LTIPs	Nil-Cost	50,000
	05 May 2011	Exercise of LTIPs	Nil-Cost	54,000
	19 March 2012	Exercise of LTIPs	Nil-Cost	69,000
Ronald Goode	03 May 2011	Purchase of Shares	7.86	2,000
	17 October 2011	Purchase of Shares	6.33	8,000
Robert Pickering	18 October 2011	Purchase of Shares	6.17	7,500

The Concert Party

3.3 In addition to the dealings by members of the Concert Party set out in paragraph 3.2 above, the following dealings by members of the Concert Party have taken place during the period from 4 April 2011 until the date of this document (some earlier dealings by Zahold Limited are also included in the below table):

<u>Name</u>	<u>Date</u>	<u>Type of transaction</u>	<u>Price (£) per Ordinary Share</u>	<u>Number of Ordinary Shares</u>
Moh'd T. M. Darwazah	1 February 2012	Purchase of Shares	7.18	600
May Darwazah	12 January 2012	Sale of Shares	6.62	2,945
Zahold Limited	16 February 2011	Sale of Shares	8.34	25,000
	4 March 2011	Purchase of Shares	7.64	15,600
	9 March 2011	Purchase of Shares	7.41	7,000
	28 March 2011	Sale of Shares	7.45	3,064
	29 March 2011	Sale of Shares	7.36	10,000
	30 March 2011	Sale of Shares	7.38	6,936
	13 April 2011	Sale of Shares	7.24	8,487
	15 April 2011	Sale of Shares	7.49	6,513
	18 April 2011	Sale of Shares	7.45	15,000
	27 April 2011	Sale of Shares	7.69	12,000
	28 April 2011	Sale of Shares	7.82	5,000
	3 May 2011	Sale of Shares	7.90	10,000
	13 May 2011	Sale of Shares	8.23	5,000
	16 May 2011	Sale of Shares	8.33	10,000
	1 June 2011	Sale of Shares	8.53	15,000
	6 June 2011	Sale of Shares	8.59	10,000
	8 June 2011	Sale of Shares	8.47	10,000
	30 June 2011	Sale of Shares	7.63	5,383
	1 July 2011	Sale of Shares	7.59	7,617
	7 July 2011	Sale of Shares	7.83	10,000
	18 July 2011	Sale of Shares	7.34	27,108
	1 August 2011	Sale of Shares	6.97	10,000
	8 August 2011	Sale of Shares	5.80	10,000
	5 September 2011	Sale of Shares	5.70	20,000
	6 September 2011	Sale of Shares	5.82	20,000
	7 September 2011	Sale of Shares	5.80	30,000
	22 September 2011	Sale of Shares	5.71	10,000
	3 October 2011	Sale of Shares	5.59	15,000
	6 October 2011	Sale of Shares	5.94	10,000
	17 October 2011	Sale of Shares	6.30	10,000
	20 October 2011	Sale of Shares	6.29	5,000
	31 October 2011	Sale of Shares	6.88	10,000
	14 November 2011	Sale of Shares	6.46	15,000
	28 November 2011	Sale of Shares	6.09	7,000
	5 December 2011	Sale of Shares	6.34	10,000
	13 December 2011	Sale of Shares	6.45	10,000

- 3.4 Save as disclosed in this document, neither any member of the Concert Party, nor any directors of Darhold, nor any person acting in concert with any member of the Concert Party, has any interests in the issued share capital of the Company or any rights to subscribe or short positions in any Ordinary Shares nor have they had any dealings in or borrowed or lent relevant securities in the 12 months prior to the date of this document.

Other interests and dealings

- 3.5 Other than the holdings and dealings as set out in the table on page 9 and paragraphs 3.2 and 3.3 above, no Director nor any person acting in concert with the Company is interested in any relevant securities of the Company or has any rights to subscribe or short positions in any relevant securities of the Company nor have any of them borrowed or lent any such relevant securities.
- 3.6 Other than as disclosed above or referred to in this document, as at the close of business of 11 April 2012 (being the latest practicable date prior to the publication of this document) no loan or guarantee has been granted or provided by the Company to any Director or any person connected with them.

4. DIRECTORS' SERVICE AGREEMENTS

- 4.1 Said Darwazah and Mazen Darwazah are employed by the Group pursuant to service agreements, dated 1 July 2007 and 25 May 2006, respectively, which are ongoing unless terminated by at least 12 months' written notice. In the event of such termination, salary and benefits will be payable during the notice period. There is, however, no automatic entitlement to bonus payments or share incentive grants during the period of notice other than in accordance with the rules of the Company's relevant incentive plan. In addition to the basic salary set out below, each Executive Director is capable of receiving an annual cash performance bonus of up to 200 per cent. of basic salary in accordance with the Group's remuneration policy. Furthermore, each Executive Director is entitled to participate in the LTIP, by receiving awards of up to 300 per cent. of basic salary in any given year (but with a functional ceiling of awards of 200 per cent. in accordance with the Group's remuneration policy). The Executive Directors participate in the Hikma Pharmaceuticals Defined Contribution Retirement Benefit Plan in accordance with the rules of the Benefit Plan relevant to employees of the Group based in Jordan, and are provided with the normal benefits in kind for executives of this level in a company of Hikma's size. There are no special provisions in the contracts of employment extending notice periods on a change of control, liquidation of the Company or cessation of employment.

<u>Name</u>	<u>Basic Salary (2012)</u>
Said Darwazah	US\$750,000
Mazen Darwazah	US\$504,000

The salaries of Said Darwazah and Mazen Darwazah have increased for 2012 from \$630,000 and \$420,000 respectively. No other amendments to the service agreements have been made in the six months prior to the date of this document.

- 4.2 The Non-Executive Directors have each been appointed to the Board under letters of appointment dated as summarised below. Under the terms of their appointment, as subsequently amended, the Non-Executive Directors are paid the following annual fees:

<u>Name</u>	<u>Date of original Appointment Letter</u>	<u>Effective Date of original appointment</u>	<u>Previous Fees (£)</u>	<u>Revised Fees (£)</u>
Samih Darwazah	17 July 2007	1 July 2007	157,500	157,500
Sir David Rowe-Ham	27 October 2005	14 October 2005	82,000	86,000
Ali Al-Husry	1 November 2005	14 October 2005	67,000	71,000
Michael Ashton	20 October 2005	14 October 2005	82,000	86,000
Breffni Byrne	14 October 2005	14 October 2005	89,500	93,500
Ronald Goode	12 December 2006	12 December 2006	82,000	86,000
Robert Pickering	1 September 2011	1 September 2011	74,500*	78,500

* Annualised

- 4.3 The annual fees payable to the Non-Executive Directors for the performance of their duties were revised as set out in the table in paragraph 4.2 above, with effect from 1 January 2012. No other amendments have been made to any such letters of appointment during the six months preceding the date of this document.

5. MATERIAL CONTRACTS

5.1 Other than detailed in paragraph 5.2 to 5.4 below, no contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within the period of two years prior to the publication of this document which are or may be material.

5.2 Acquisition of Baxter Healthcare Corporation

- (a) Under the terms of an asset purchase agreement (the "**Agreement**") dated 29 October 2010, Baxter Healthcare Corporation (the "**Seller**") agreed to sell certain assets of its generic injectables business (the "**Business**") to West-ward Pharmaceutical Corp. and Hikma (Maple) Limited respectively as separate purchasers of different assets (together the "**Buyers**"), for a total consideration of US\$112 million (the "**Cash Consideration**"). Each of the Buyers is a subsidiary of the Company. The Agreement is governed by the law of the State of Delaware.
- (b) Completion of the Agreement ("**Closing**") took place on 3 May 2011.
- (c) The assets purchased by:
 - (i) West-ward Pharmaceutical Corp. include, but are not limited to, the following:
 - (A) current assets of the Business relating to certain multisource generic injectable products; all equipment owned by the Seller and used exclusively in the Business and real property located in Cherry Hill, New Jersey; and
 - (B) all of the goodwill of the Seller in relation to assets of the Business purchased by West-ward Pharmaceutical Corp.
 - (ii) Hikma (Maple) Limited include, but are not limited to, the following:
 - (A) intellectual property and technology owned or licensed by the Seller relating to certain multisource generic injectable products; domain names used by the Seller in its Business; patents and patent applications owned by the Seller in its Business; and
 - (B) all of the goodwill of the Seller in relation to assets of the Business purchased by Hikma (Maple) Limited.
- (d) The Seller assigned to:
 - (i) West-ward Pharmaceutical Corp. the benefit of its rights, title and interest in and to any permit, license, franchise, approval or other authorisation that is related exclusively to the Business; and the benefit of various real property leases, IT contracts, other contracts, non-disclosure obligations, claims and employee non-compete and confidentiality obligations relating to the multisource generic injectable products purchased by West-ward Pharmaceutical Corp. Following Closing, West-ward Pharmaceutical Corp. has agreed to assume and pay, perform and discharge when due all liabilities arising in respect of the obligations of the Seller in relation to all contracts, claims, employee benefit obligations, permits, taxes and regulatory files assigned to West-ward Pharmaceutical Corp by the Seller; and
 - (ii) Hikma (Maple) Limited the benefit of its rights, title and interest in and to the product approvals of the Business (the "**Product Approvals**") which are legally required for the manufacturing, distribution, marketing, storage, labelling, packaging, promotion, sale and offer for sale of any products of the

Business. At Closing, Hikma (Maple) Limited has agreed to assume and pay all liabilities arising in respect of the obligations of the Seller in relation to the Product Approvals and intellectual property liabilities purchased from the Seller.

- (e) The Agreement contains a number of representations and warranties given by the Seller in favour of the Buyers, of which all remain in force until 30 April 2012. Save that tax matters shall remain in force until 30 days after the expiration of the applicable statute of limitations date; environmental matters shall remain in force until 30 days after the expiration of the applicable statute of limitations date; and title and authority matters shall survive indefinitely.
- (f) The Seller has also agreed to indemnify the Buyers and their affiliates in relation to certain losses incurred or suffered by the Buyers or their affiliates for breach of, or any inaccuracy in, any representation or warranty made by the Seller or any of its affiliates as part of the Agreement and for any breach or failure by the Seller to perform any covenant or agreement of the Seller in the Agreement. The total liability of the Seller under the Agreement is limited to 15% of the Cash Consideration.
- (g) The Buyers have given certain limited warranties to the Seller relating to their capacity and ability to enter into and perform the Agreement of which all remain in force until 30 April 2012, except the tax warranties which shall remain in force until 30 days after the expiration of the applicable statute of limitations date.
- (h) The Buyers have also agreed to indemnify the Seller and its affiliates in relation to certain losses incurred or suffered by the Seller or its affiliates for breach of, or any inaccuracy in, any representation or warranty made by the Buyers or any of their affiliates as part of the Agreement and for any breach or failure by the Buyers to perform any of the Buyers' covenants or agreements under the Agreement. The total liability of the Buyers under the Agreement is limited to 15% of the Cash Consideration.
- (i) The Seller has also agreed, for a period of three years after Closing, not to directly or indirectly set up a competing business in the United States, nor to solicit or encourage any individual employee transferred by the purchase of the Business to the Buyers.

5.3 Acquisition of Société de Promotion Pharmaceutique du Maghreb S.A.

- (a) On 3 October 2011, the Company entered into an acquisition agreement to acquire a 63.9 per cent interest, or 638,985 shares in Société de Promotion Pharmaceutique du Maghreb S.A. (Casablanca: PRO) ("**Promopharm**"), a company which is listed on the Casablanca Stock Exchange, for an aggregate cash consideration of US\$111.2 million (MAD 912.8 million). The shares were acquired from a consortium of shareholders divided in three blocks as follow:
 - (i) first block held by non executive shareholders, Mr M'hamed Abouyoub, Mr Abdellatif Bennani, Ms Rachida Chami, Mr Abderrahim Filali Baba, Ms Sabah Lahlou, Mr Khalid Ouazzani Chahdi, Mr Ahmed Rhmari Tlemcani, Ms Rajae Sentissi, Mr Abdesslam Tagnaouti Moumnani, Mr Salah Cherradi El Fadili, Ms Malika Sentissi, Mr Mohamed Taifor and Ms Ouafae Benslimane Andaloussi;
 - (ii) second block held by the Italian company Chiesi (industrial partner); and
 - (iii) third block held by Messieurs Kamal Mernissi and Tahar Mernissi (executive shareholders) and the Moroccan company Moussahama (subsidiary of the executive shareholders).

	1 st Block	2 nd Block	3 rd Block	Total
Price per share (MAD)	1,155	1,425	1,765	-
Number of shares	323,268	52,388	263,329	638,985
% of capital	32.3%	5.2%	26.3%	63.9%
% of voting rights	32.3%	5.2%	26.3%	63.9%

MAD = Moroccan Dinar

- (b) On 2 December 2011, as required by the Moroccan Ethical Council of Securities (Conseil déontologique des valeurs mobilières), the Company launched a mandatory tender offer for the remaining 36.1 per cent, or 361,015 shares of Promopharm at the offer price of MAD 1,155. The mandatory tender offer remained open until 6 January 2012 and the settlement took place on 24 January 2012. As a result, the Company acquired an additional 302,196 shares (representing 30.2 per cent. of Promopharm) for an aggregate consideration of US\$41.6 million (MAD 349.0 million). The Company's holdings in Promopharm therefore increased from 63.9 per cent. to 94.1 per cent.
- (c) The acquisition of Promopharm was financed through a seven-year syndicated loan. Pursuant to this facility agreement dated 3 October 2011 and made between, amongst others, the Company as a borrower and Arab Bank and Citibank as mandated lead arrangers, the Company borrowed up to US\$180 million. Europe Arab Bank, Arab National Bank-London and National Bank of Kuwait-London joined the syndicated facility as underwriters.

5.4 Other Facility Agreements

Pursuant to a nine-year loan facility agreement dated 19 December 2011 and made between amongst others, the Company as borrower and International Finance Corporation as lender, the Company borrowed US\$110 million. The purpose of the loan is to support the Company's future capital expenditure and expansion in the Middle East and North Africa region.

6. HISTORICAL MARKET VALUE OF ORDINARY SHARES

The following table shows the closing middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the first dealing day in each of the six months before the date of this document and for 11 April 2012 (being the latest practicable date before the publication of this document).

Date	Price per Ordinary Share (pence)
1 November 2011	650.5
1 December 2011	616.5
4 January 2012	657.0
1 February 2012	710.0
1 March 2012	733.5
1 April 2012	679.0

Date	Price per Ordinary Share (pence)
11 April 2012	659.5

7. **GENERAL**

7.1 Centerview Partners has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name and its advice to the Directors in the form and context in which it appears.

7.2 There is no agreement, arrangement, or understanding (including any compensation arrangement) between the members of the Concert Party or any person acting in concert with them, and any of the Directors, recent directors of the Company, Shareholders or recent shareholders of the Company having any connection with or dependence upon the grant of the LTIP Awards and MIP Awards set out in this document, or having any connection with or dependence upon the Company having the flexibility to enter into the Buyback.

7.3 No agreement, arrangement or understanding exists whereby any Ordinary Shares acquired pursuant to the vesting of the LTIP Awards or the MIP Awards will be transferred to any other person. Any Ordinary Shares acquired by the Company under the Buyback if it does take place will be cancelled by the Company or held as treasury shares and there is no agreement, arrangement or understanding to transfer such Ordinary Shares to any other person.

7.4 Save as referred to in the section entitled "How are we delivering our strategy?" in the annual report and accounts of the Group posted with this document there has been no known significant change in the financial or trading position of the Company since 31 December 2011. Information on the nature of the Company's business and the Company's financial and trading prospects can be found in the Company annual report and accounts 2011, Business and Financial Review on page 91. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

7.5 All information relating to the financial position of the group required by Rules 24.3(a) and 24.3(c) of the City Code on Takeovers and Mergers may be found in (i) the audited consolidated accounts for the Company for the financial years ended 31 December 2010 and 2011 which can be found on the Company's website at <http://www.hikma.com/investors/reports> and (ii) the preliminary results announcement for the year ended 31 December 2011 dated 13 March 2012 which can be found at <http://www.hikma.com/en/media-center/financial-results/2012.aspx>. These accounts and the preliminary results announcement are hereby incorporated into this document. If you wish to receive a hard copy of these documents, please contact Investor Relations at 13 Hanover Square, London, W1S 1HW or on +44 (0)20 7399 2760. No copies of this information will be sent to any person unless requested. In particular but without limitation, the information listed below relating to the Company is hereby incorporated by reference into this document:

(a) Turnover, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for the Company for the three years ended 31 December 2011.

(b) Company annual report and accounts 2011, Group Income Statement on page 99. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this

document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

- (c) Company annual report and accounts 2010, Group Income Statement on page 73. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

- (d) Company annual report and accounts 2009, Group Income Statement on page 77. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

- (e) A statement of assets and liabilities as shown in the latest published audited accounts of the Company.

Company annual report and accounts 2011, Group Balance Sheet on page 100. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

- (f) A cash flow statement as provided in the latest published audited accounts of the Company

Company annual report and accounts 2011, Group Cash Flow Statement on page 102. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

- (g) Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.

Company annual report and accounts 2011, Significant Accounting Policies on pages 104 to 111. If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.hikma.com/en/investors/reports.aspx>

Information relating to (a) to (g) above has not been published in an inflation adjusted form.

- 7.6 The address of each of the members of the Concert Party is c/o Hikma Pharmaceuticals Limited, P.O. Box 182400, 11118 Amman, Jordan.

7.7 In this section references to:

“bank” does not apply to a bank whose sole relationship with the Company is the provision of normal commercial banking services;

“control” means a holding, or aggregate holding, of shares carrying 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether or not the holding(s) give(s) de facto control.

8. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 13 Hanover Square, London, W1S 1HW and on the website of the Company at <http://www.hikma.com/investors> up to and including 17 May 2012:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the written consent referred to in paragraph 7.1 above; and
- (c) this document.

Dated 13 April 2012

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Hikma Pharmaceuticals PLC (the "**Company**") will be held at The Westbury, Bond Street, Mayfair, London W1S 2YF, on Thursday 17 May 2012 at 11.00 a.m., to consider and, if thought fit to pass, the following resolutions. It is intended to propose resolutions 16 to 18 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Business

1. To receive the accounts for the financial year ended 31 December 2011, together with the reports of the Directors and auditors thereon. **(Resolution 1)**
2. To declare a final dividend on the Ordinary Shares of 7.5 cents per Ordinary Share in respect of the year ended 31 December 2011, payable on 24 May 2012 to shareholders on the register at the close of business on 20 April 2012. **(Resolution 2)**
3. To reappoint Deloitte LLP as auditors of the Company. **(Resolution 3)**
4. To authorise the Directors to set the remuneration of the auditors. **(Resolution 4)**
5. In accordance with article 110 of the Company's articles of association, to appoint Mr Robert Pickering, who was appointed since the last annual general meeting. **(Resolution 5)**
6. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Samih Darwazah as a director of the Company. **(Resolution 6)**
7. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Said Darwazah as a director of the Company. **(Resolution 7)**
8. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Mazen Darwazah as a director of the Company. **(Resolution 8)**
9. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Breffni Byrne as a director of the Company. **(Resolution 9)**
10. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Sir David Rowe-Ham as a director of the Company. **(Resolution 10)**
11. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Michael Ashton as a director of the Company. **(Resolution 11)**
12. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Mr Ali Al-Husry as a director of the Company. **(Resolution 12)**
13. In accordance with the UK Corporate Governance Code regarding the re-election of directors, to reappoint Dr Ronald Goode as a director of the Company. **(Resolution 13)**
14. To approve the Remuneration Committee Report for the financial year ended 31 December 2011. **(Resolution 14)**

Special Business

15. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot Ordinary Shares and grant rights to subscribe for, or convert any security into, Ordinary Shares:

- (a) up to an aggregate nominal amount within the meaning of section 551(3) and (6) of the Act) of £6,560,220 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £13,120,440 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment, (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange, in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2013), save that the Company may before such expiry make any offer or agreement which would or might require Ordinary Shares to be allotted or rights to be granted, after such expiry and the Directors may allot Ordinary Shares, or grant rights to subscribe for or to convert any security into Ordinary Shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

(Resolution 15)

16. That subject to the passing of resolution 15 above, the Directors be given power pursuant to sections 570(1) and 573 of the Act to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in the case of the authority granted under resolution 16(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (ii) of this resolution, up to an aggregate nominal amount of £984,033; and
- (ii) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authority granted under resolution 16(a), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2013), save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. **(Resolution 16)**

17. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares of 10 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such Ordinary Shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 19,680,660 representing approximately 10 per cent. of the issued ordinary share capital as at 11 April 2012;
 - (b) the minimum price which may be paid for each Ordinary Share is 10 pence which amount shall be exclusive of expenses, if any;
 - (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for the Ordinary Shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased;
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting to be held in 2013 or 30 June 2013, whichever is the earlier; and
 - (e) under this authority the Company may make a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired. **(Resolution 17)**
18. That a general meeting of shareholders of the Company other than an annual general meeting may be called on not less than 14 clear days' notice. **(Resolution 18)**
19. That the Waiver granted by the Panel of Takeovers and Mergers (described in the circular to Shareholders dated 11 April 2012 (the "**Circular**")) of any requirements under Rule 9 of the Takeover Code (as defined in the Circular) for the Concert Party (as defined in the Circular) to make a general offer to Shareholders by reason of any buy back of up to 19,680,660 Ordinary Shares, as a result of which the aggregate interest of the Concert Party in Ordinary Shares could increase to 36.71 per cent. of the voting rights of the Company, be and is hereby approved. **(Resolution 19)**
20. That the Waiver granted by the Panel of Takeovers and Mergers (described in the Circular) of any requirements under Rule 9 of the Takeover Code for the Concert Party and persons acting in concert with them to make a general offer to Shareholders of the Company by reason of the issue of up to 182,000 Ordinary Shares to members of the Concert Party pursuant to the grant and vesting of 162,000 LTIP Awards and up to 20,000 MIP Awards (each as defined in the Circular) as a result of which the aggregate interest of the Concert Party in Ordinary Shares would increase to 33.11 per cent. of the voting rights of the Company, be and is hereby approved. **(Resolution 20)**

NOTE: If the maximum repurchase of Ordinary Shares authorised proposed in Resolution 19 was carried out by the Company and also the maximum number of Share Awards (as defined in the

Circular) proposed in Resolution 20 vested, together with the Existing LTIP Awards, the Existing MIP Awards and Option Exercises (each as defined in the Circular) these changes would increase the aggregate shareholding of the Concert Party in the Company to 36.78 per cent. (assuming that the Concert Party did not sell any Ordinary Shares in the repurchase of Ordinary Shares and assuming no other issue of Ordinary Shares).

By order of the Board

P A Speirs
Company Secretary

13 April 2012

Registered Office:
13 Hanover Square
London
W1S 1HW
United Kingdom

NOTES

Proxies

1. A member entitled to attend and vote may appoint a proxy or proxies who need not be a member of the Company to attend (and on a poll to vote) instead of him or her. A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach the Company's registrars, Capita Registrars, Proxy Department, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the meeting. Therefore, please deposit your form before 11.00 a.m. on 15 May 2012. Completion of a Form of Proxy will not preclude a member from attending and voting in person at the meeting should he or she so wish.

Electronic proxies

2. Alternatively, you may register your proxy appointment and instructions on-line by visiting the website of Capita Registrars, by logging onto www.capitashareportal.com, where full instructions are given. In order to register your vote on-line you will need to enter your Investor Code which appears on the bottom right-hand side of your share certificate.

CREST electronic proxies

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on 15 May 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointing a proxy will not prevent a member from attending in person and voting at the meeting should he or she so wish.

Documents on display

4. Copies of service agreements under which the Executive Directors of the Company are employed together with copies of the terms and conditions of appointment of Non-Executive Directors are available for inspection at the Company's registered office during normal business hours from the date of this Notice until the date of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

Right to attend and vote

5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001 No 3755), the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of holders of the Ordinary Shares of the Company by no later than 6.00 p.m. on 15 May 2012 or, if the meeting is adjourned, a person must be entered on the register of holders of the Ordinary Shares of the Company by not later than 6.00 p.m. on the day two days prior to the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Shareholders should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to:
 - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
 - (ii) any circumstance connected with an auditor of the Company appointed for financial years beginning on or after 6 April 2008 ceasing to hold office since the previous meeting at which annual accounts and reports were laid (in each case) that the members propose to raise at the Annual General Meeting.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Nominated Persons

7. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

The statement of the rights of the members in relation to the appointment of proxies set out in paragraphs 1 to 6 above, does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.
9. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Communication

10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice (or in any related documents including the annual report and accounts and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Voting Rights

11. As at 11 April 2012 (being the last business day prior to publication of this Notice) the Company's issued share capital consists of 196,806,607 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 April 2012 are 196,806,607.
12. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at

http://www.hikma.com/en/investors/shareholder-services/annual_general_meeting.

DEFINITIONS

"2007/8 LTIP Awards"	LTIP Awards over an aggregate of 437,141 Ordinary Shares;
"2009 LTIP Awards"	LTIP Awards over an aggregate of 200,000 Ordinary Shares;
"2010 LTIP Awards"	LTIP Awards over an aggregate of 175,000 Ordinary Shares;
"2011 LTIP Awards"	LTIP Awards over an aggregate of 180,000 Ordinary Shares;
"2009 MIP Awards"	MIP Awards made to Hana Samih Taleb Darwazah in 2009;
"2010 MIP Awards"	MIP Awards made to Hana Samih Taleb Darwazah in 2010;
"2011 MIP Awards"	MIP Awards made to Hana Samih Taleb Darwazah and May Samih T. Darwazah in 2011;
"Annual General Meeting" or "AGM"	the annual general meeting of the Company called by this Notice, including any adjourned meeting;
"Buyback"	the possible buy back of Ordinary Shares by the Company as proposed in the resolution numbered 17 to be proposed at the AGM and set out in the Notice of AGM included in this document
"CA 2006" or the "Act"	the Companies Act 2006, as amended;
"Centerview Partners"	Centerview Partners UK LLP whose registered office is at 10 Norwich Street, London EC4A 1BD;
"Company"	Hikma Pharmaceuticals PLC;
"Concert Party"	the concert party comprising the persons named in the table which appear under the paragraph headed "The Concert Party" in the explanatory notes following Resolution 20 in the Notice;
"CREST"	the trade settlement system of the Central Securities Depository;
"CREST Reference Manual"	a reference manual for the users of CREST as provided by Euroclear UK & Ireland Limited;
"Daily Official List"	the daily record setting out the prices of all trades in securities conducted on the London Stock Exchange;
"Darhold"	Darhold Limited (a privately held company incorporated in Jersey);
"Directors" or "Board"	the directors of the Company;
"Executive Directors"	Said Darwazah and Mazen Darwazah;
"Existing LTIP Awards"	LTIP Awards over an aggregate of 355,000 Ordinary Shares made by the Company to members of the Concert Party being the 2007/8 LTIP Awards, the 2009 LTIP Awards, the 2010 LTIP Awards and the 2011 LTIP Awards;
"Existing MIP Awards"	MIP Awards made by the Company to a member of the Concert Party being the 2009 MIP Awards, 2010 MIP Awards and 2011

	MIP Awards;
"Form of Proxy"	the form of proxy accompanying this document for use by Shareholders in connection with the AGM;
"FSA"	the United Kingdom Financial Services Authority;
"Group"	the Company and its subsidiary and associated undertakings;
"Hikma Pharmaceuticals PLC 2004 Stock Option Plan"	the Hikma Pharmaceuticals PLC 2004 Stock Option Plan;
"Independent Directors"	the Directors other than Samih Darwazah, Said Darwazah, Mazen Darwazah and Ali Al-Husry;
"Independent Shareholders"	the Shareholders other than members of the Concert Party;
"KPIs"	key performance indicators;
"Listing Rules"	the listing rules made by the FSA pursuant to part VI of the Financial Services and Markets Act 2000, as amended;
"LTIP"	the Hikma Pharmaceuticals PLC 2005 Long Term Incentive Plan;
"LTIP Awards"	Share awards made pursuant to the rules of the LTIP;
"MIP"	the Hikma Pharmaceuticals PLC 2009 Management Incentive Plan;
"MIP Awards"	Share awards made pursuant to the rules of the MIP;
"Model Code"	the model code on directors' dealings in securities contained in the appendix to chapter 9 of the Listing Rules, as revised from time to time;
"Non-Executive Directors"	Samih Darwazah, Sir David Rowe-Ham, Michael Ashton, Ronald Goode, Ali Al-Husry, Breffni Byrne and Robert Pickering;
"Notice"	the notice to Shareholders of the Company's Annual General Meeting as detailed on pages 23 to 26 of this document;
"Optionholders"	the holders of the Options;
"Option Exercises"	the exercise of Options, relating to the Concert Party, to subscribe for 5,000 Ordinary Shares;
"Options"	Options to subscribe for Ordinary Shares pursuant to the Hikma Pharmaceuticals PLC 2004 Stock Option Plan;
"Ordinary Shares"	the ordinary shares of 10p each in the capital of the Company;
"Panel"	the Panel on Takeovers and Mergers;
"Registrar"	Capita Registrars Limited whose registered office is at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;

"Remuneration Committee Report"	the report as prepared by the remuneration committee of the Company in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008;
"Share Awards"	Share awards made pursuant to the rules of the MIP and/or the rules of the LTIP;
"Shareholders"	holders of Ordinary Shares;
"Takeover Code"	the City Code on Takeovers and Mergers;
"US\$"	the United States Dollar and any reference to "Cents" shall be to cents of the United States Dollar;
"Waiver"	<p>the waiver of any requirement under Rule 9 of the Takeover Code for the Concert Party and persons acting in concert with it to make a general offer to Shareholders by reason of:</p> <p>(1) the issue of up to 182,000 Ordinary Shares to members of the Concert Party pursuant to Share Awards, as a result of which the aggregate interest of the Concert Party would increase to 33.11 per cent. (assuming that: (a) all Existing LTIP Awards vest in full (and the resulting Ordinary Shares are retained by members of the Concert Party); (b) all Existing MIP Awards vest in full and the resulting Ordinary Shares are retained by members of the Concert Party); (c) all remaining Options held by members of the Concert Party are fully exercised (and the resulting Ordinary Shares are retained by members of the Concert Party); (d) no Ordinary Shares are repurchased from any members of the Concert Party; and (e) no other Ordinary Shares are issued; and/or</p> <p>(2) the purchase by the Company of up to 19,680,660 Ordinary Shares, as a result of which the aggregate interest of the Concert Party would increase to 36.71 per cent. (assuming that: (a) all Existing LTIP Awards vest in full (and the resulting Ordinary Shares are retained by members of the Concert Party); (b) all Existing MIP Awards vest in full and the resulting Ordinary Shares are retained by members of the Concert Party); (c) all remaining Options held by members of the Concert Party are fully exercised (and the resulting Ordinary Shares are retained by members of the Concert Party); (d) none of the Share Awards proposed to be granted vest; (e) no Ordinary Shares are repurchased from any members of the Concert Party; and (f) no other Ordinary Shares are issued); and</p>
"Whitewash Resolutions"	the resolutions numbered 19 and 20 to be proposed at the AGM and set out in the Notice of AGM included in this document.