

Notice of Annual General Meeting.

Monday 25 April 2022 at 1.00 p.m.

Hikma Offices, 5th Floor,
1 New Burlington Place,
London W1S 2HR and virtually

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 to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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(Incorporated and registered in England and Wales with registered number 5557934)

hikma.

Notice of Annual General Meeting of Hikma Pharmaceuticals PLC

Notice is hereby given that the Annual General Meeting ('AGM') of Hikma Pharmaceuticals PLC (the 'Company') will be held at Hikma Offices, 5th Floor, 1 New Burlington Place, London W1S 2HR UK, and virtually (see the Notes for details) on Monday 25 April 2022 at 1.00 p.m. to transact the following business:

To consider, and if thought fit to pass, the following resolutions, of which resolutions 1-15 are ordinary resolutions and require a simple majority to be passed. Resolutions 16-20 are special resolutions which require 75 per cent of votes cast to be passed. A poll will be called on each of the resolutions. Further details are set out in the explanatory notes.

Resolution 1

To receive and accept the accounts for the financial year ended 31 December 2021, together with the reports of the Directors and auditors thereon.

Resolution 2

To declare a final dividend on the Ordinary Shares totalling 36 cents per Ordinary Share in respect of the year ended 31 December 2021, payable on 28 April 2022, to Shareholders on the register of members at the close of business on 18 March 2022.

Resolution 3

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.

Resolution 4

To authorise the Audit Committee to determine the auditors' remuneration.

Resolution 5

To re-elect Said Darwazah as a director of the Company.

Resolution 6

To re-elect Siggj Olafsson as a director of the Company.

Resolution 7

To re-elect Mazen Darwazah as a director of the Company.

Resolution 8

To re-elect Patrick Butler as a director of the Company.

Resolution 9

To re-elect Ali Al-Husry as a director of the Company.

Resolution 10

To re-elect John Castellani as a director of the Company.

Resolution 11

To re-elect Nina Henderson as a director of the Company.

Resolution 12

To re-elect Cynthia Flowers as a director of the Company.

Resolution 13

To re-elect Douglas Hurt as a director of the Company.

Resolution 14

To receive and approve the Remuneration Committee Report for the financial year ended 31 December 2021.

Resolution 15

That:

- a. the amount of \$1,746,000,000 standing to the credit of the merger reserve of the Company be capitalised and applied in paying up in full at par one new B ordinary share having a nominal value of \$1,746,000,000 (the 'Capital Reduction Share'), and the Directors be authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act'), and the members as at a record date of 18 March 2022 hereby direct the Directors, to allot and issue the Capital Reduction Share to HP Acquisition SPV Limited upon terms that it is paid up in full by such capitalisation, and such authority shall for the purposes of section 551 of the Act apply until the conclusion of the next

AGM (or, if earlier, until the close of business on 30 June 2023);

- b. the Capital Reduction Share created and issued pursuant to paragraph (a) above shall have the following rights and restrictions:
 - i. its holder shall have no right to receive any dividend or other distribution whether of capital or income;
 - ii. its holder shall have no right to receive notice of, or to attend, speak or vote, either in person or by proxy, at any general meeting of the Company (including any general meetings in respect of the Capital Reduction Share);
 - iii. its holder shall, on a return of capital on a liquidation, but not otherwise, be entitled to receive the sum of, in aggregate, £0.01, but only after the holder of each ordinary share or other class of share in the Company has received the amount paid up or credited as paid up on such a share, and its holder shall not be entitled to any further participation in the assets or profits of the Company;
 - iv. it shall not be transferable save that the Company shall have irrevocable authority from its holder to at any time do all or any of the following without the prior approval of such holder:
 - A. to appoint any person to execute on behalf of its holder a transfer and/or an agreement to transfer it to any person the Company

determines without making any payment to its holder;

- B. in accordance with the provisions of the Act, to reduce its capital by cancelling the Capital Reduction Share without making any payment to its holder; and
- C. pending such a transfer and/or cancellation to retain the certificates, if any, in respect of the Capital Reduction Share; and
- v. a reduction by the Company of the capital paid up or credited as paid up on the Capital Reduction Share, the cancellation of the Capital Reduction Share, and/or the creation or issue of further shares in the capital of the Company ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by the Capital Reduction Share will be deemed as being in accordance with the rights attaching to the Capital Reduction Share and will not involve a variation of such rights for any purpose; and
- c. subject to the issuance of the Capital Reduction Share and confirmation of the High Court of Justice of England and Wales (the 'Court'), the Capital Reduction Share created and issued pursuant to this resolution shall be cancelled.

Resolution 16

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 shares and grant rights to subscribe for, or convert any security into, shares in the Company:

- a. up to an aggregate nominal amount of £8,144,559 (such amount to be reduced by any allotments or grants made under paragraph (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 of £16,289,118 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue:
 - i. in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider it necessary,

but subject to such limits, restrictions 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, such authority to apply until the conclusion of the next AGM (or, if earlier, until the close of business on 30 June 2023), save that, in each case, the Company may during this period make any offer or enter into any agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted, after the authority ends and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

Resolution 17

That if Resolution 16 is passed, the Directors be given the power to:

- a. allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority conferred by that resolution; and/or
- b. sell Ordinary Shares 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:
 - i. to holders of Ordinary Shares in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, but subject to such limits, restrictions 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, and
- c. to the allotment of equity securities and the sale of treasury shares in connection with or pursuant to an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 17 above, by way of a rights issue only):

- d. in the case of the authority granted under paragraph (a) of resolution 16 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,221,683, such power to apply until the conclusion of the next AGM (or, if earlier, until the close of business on 30 June 2023), save that, in each case, the Company may during this period make any offer or enter into any agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after the power ends 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 ended.

Resolution 18

That, if Resolution 16 is passed, the Directors be given the power in addition to any power granted under Resolution 17 to:

- a. allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority granted under paragraph (a) of resolution 17; and/or
- b. sell Ordinary Shares 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:
 - i. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,221,683; and
 - ii. used only for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the conclusion of the next AGM (or, if earlier, until the close of business on 30 June 2023), save that, in each case, the Company may during this period make any offer or enter into any agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after the power ends 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 ended.

Resolution 19

That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum number of Ordinary Shares which may be purchased is 24,433,670;
- 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 (exclusive of expenses) which may be paid for an Ordinary Share is the highest of:
 - i. an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time;
- d. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the AGM to be held in 2023 (or, if earlier 30 June 2023); and
- e. under this authority the Company may enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and the Company may make purchases of Ordinary Shares pursuant to any such contract as if this authority had not expired.

Resolution 20

That a general meeting of Shareholders of the Company other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board



Peter A Speirs

Company Secretary
23 February 2022

Registered Office:
1 New Burlington Place
London W1S 2HR
United Kingdom

Registered in England and Wales
No. 05557934

Arrangements for the meeting

As at the latest practicable date, public health guidance and legislation issued by the U.K. government in relation to the COVID-19 pandemic would permit public gatherings at and travel to the AGM.

The Board will keep these arrangements under review and may need to make changes to the arrangements relating to the AGM, including how it is conducted, should further restrictions be introduced. Shareholders should therefore continue to monitor the Company's website (www.hikma.com) and announcements for any updates. If restrictions on public gatherings are introduced, the Board would expect to retain the ability for shareholders to vote at the AGM electronically and to attend virtually to call to ask questions in real time should they wish to do so. Please note, if you are unable to attend the AGM on the day to vote electronically or in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting. You are encouraged to appoint the Chairman of the meeting as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM.

Virtual Attendance

Shareholders not physically attending the AGM may virtually attend ask questions and vote at the AGM electronically. The details are set out on page 14 of this Notice. Shareholders attending virtually are encouraged to do the following in advance of the AGM:

1. Lodge their proxy votes with the registrar (www.hikmashares.com) in accordance with the instructions contained in the Notice of AGM which has separately been made available to shareholders – these will be counted in the votes for the AGM
2. Submit any questions to the Company Secretary (cosec@hikma.com) – these questions will be answered at the AGM in the normal way

Resolution 1: Reports and accounts

This resolution is to receive and accept the Company's accounts and the reports of the Directors and auditors for the financial year ended 31 December 2021.

Resolution 2: Dividend

This resolution is to approve the payment of a final dividend of 36 cents (2020: 34 cents) per Ordinary Share (approximately 26 pence) for the year ended 31 December 2021. The proposed dividend will be paid on 28 April 2022 to all Shareholders on the register of Members at the close of business on 18 March 2022.

Shareholders may elect to receive dividends in pounds sterling or Jordanian dinar. If you have previously made a currency election, the most recent election will continue to apply. 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 in which your dividend is paid, please contact the Registrar before 1 April 2022 informing them of your currency selection at:

Link Group Market Services, 10th Floor,
Central Square, 29 Wellington Street, Leeds
LS1 4DL, United Kingdom

Or by telephoning a Link representative on:

Tel: 0371 664 0300 (from within the UK)
Tel: +44 371 664 0300 (from outside the UK)

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

E-mail: enquiries@linkgroup.co.uk

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 Manual.

A Euroclear Corporate Actions bulletin will be issued in due course.

Resolutions 3 and 4: Re-appointment and remuneration of auditors

Resolution 3 is to re-appoint PricewaterhouseCoopers LLP (PwC) as auditors of the Company, to hold office from the end of this AGM to the end of the next General Meeting at which accounts are laid before the Shareholders.

Resolution 4 is to authorise the fixing of the remuneration of the auditors. The Audit Committee will consider and approve the audit fees on behalf of the Board.

Resolutions 5 to 13: Re-election of Directors

The Directors included in these resolutions are standing for election or re-election (as applicable) in accordance with the Company's policy and in line with the UK Corporate Governance Code which states that all directors of FTSE 350 companies should be subject to annual election by shareholders. A summary of the experiences of the Directors who are seeking re-election is detailed on pages 9 to 11 of this Notice and on the Company's website www.hikma.com.

In reviewing the independence of each Non-Executive Director, the Board has concluded that all Non-Executive Directors with the exception of Ali Al-Husry are independent (please see page 10 of this Notice for further details). In addition, the Chairman confirms that the Board has appraised the performances of each of the Directors and considered the balance of skills and experience required. The Board has determined that they each continue to make an effective and valuable contribution to the Board and fully supports each re-election.

Resolution 14: Remuneration Committee Report 2021

The Company is required to seek Shareholders' approval in respect of the contents of the Remuneration Committee Report on an annual basis. The vote is advisory.

The Remuneration Committee Report is detailed on pages 89 to 110 of the annual report and accounts for the year ended 31 December 2021, which accompanies this document.

Resolution 15: Creation of distributable reserves: bonus issue and capital reduction

As a result of the establishment of the Company as the ultimate parent company of the Group, and the Company's acquisition of Roxane Laboratories Inc. and Boehringer Ingelheim Roxane Inc. in 2016, a merger reserve of \$1,746,000,000 is recorded on the Company's balance sheet. This merger reserve forms part of the Company's non-distributable reserves and is therefore not available to fund, among other things, dividend payments or share buybacks. The Company is therefore proposing to re-organise its balance sheet reserves so as to convert its merger reserve to distributable reserves. Approval of this re-organisation is sought by Resolution 15. Following the proposed re-organisation of its balance sheet, increased distributable reserves will be available to the Company for, among other things, future dividend payments and share buybacks.

Approval of Resolution 15 will not result in any change to the nominal value of the Company's ordinary shares, will have no impact on the Company's cash position or on its net assets, will not itself involve any distribution or repayment of capital or share premium by the Company and will not result in any changes to the Company's existing dividend policy.

In order to achieve the proposed balance re-organisation, it is necessary to first convert \$1,746,000,000 of the merger reserve into share capital by issuing the Capital Reduction Share (the 'Capitalisation Issue'), and to then cancel the Capital Reduction Share (the 'Capital Reduction').

Resolution 15 (a) will, if passed, authorise the Directors to allot a single new B ordinary share with a nominal amount of \$1,746,000,000. This amount does not represent any particular percentage of the Company's existing issued ordinary share capital (excluding treasury shares) as at 23 February 2022 (being the latest practicable date prior to publication of this Notice of AGM). The Directors have the intention of exercising this authority, but if they do not do so, it will expire at the conclusion of the next AGM of the Company (or, if earlier, the close of business on 30 June 2023).

Resolution 15 (a) seeks approval to carry out the Capitalisation Issue. The amount of the Company's merger reserve being capitalised will be applied in paying up in full the Capital Reduction Share and allotting and issuing such Capital Reduction Share to HP Acquisition SPV Limited.

The Capital Reduction Share will have extremely limited rights. In particular, the Capital Reduction Share will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets save on a liquidation. The Capital Reduction Share will not be transferable. The Capital Reduction Share will have no market value due to its limited rights and the Company expects that the Capital Reduction Share will be cancelled shortly after the Capitalisation Issue. The Capital Reduction Share will not be admitted to the premium listing segment of the Official List or to trading on any regulated market. Shareholders will not be entitled to participate in the Capitalisation Issue because the sole purpose of the Capitalisation Issue is to capitalise the merger reserve in order to create distributable reserves in the Company.

Subject to the issuance of the Capital Reduction Share, Resolution 15 (c) seeks shareholder approval of the Capital Reduction. In addition to obtaining shareholder approval of Resolution 15 (c), the Capital Reduction requires the approval of the Court. Accordingly, if Resolution 16 is passed, an application will be made to the Court in order to confirm and approve the proposed Capital Reduction. On the hearing of the Company's application, the Court will be concerned to ensure that the reduction would not adversely affect the interests of the Company's creditors and that there is a sound commercial purpose for the proposed Capital Reduction. The Directors have undertaken a thorough and extensive review of the Company's liabilities and consider that the Company expects to be able to satisfy the Court that, as at the date (if any) on which the Capital Reduction becomes effective, the Company's creditors will be sufficiently protected.

Subject to any direction given by the Court in confirming the proposed Capital Reduction, the effect of Resolution 15, if approved by shareholders, will be to increase the Company's distributable reserves by \$1,746,000,000, being the nominal value of the Capital Reduction Share, and support the Company's ability to pay dividends and undertake share buybacks.

The Directors reserve the right to elect not to proceed with the proposed Capital Reduction if the Directors believe that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as a result of an unforeseen event, the Board considers that to continue with the proposed Capital Reduction would be inappropriate or inadvisable or no longer in

the best interests of the Company and its shareholders as a whole.

Subject to the approval of shareholders and the Court, the Capitalisation Issue and Capital Reduction are expected to be carried out before the end of 30 June 2022.

Resolution 16: Authority to allot Ordinary Shares

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 AGM held in 2021 is due to expire at this year's AGM. Paragraph (a) of this resolution would give the Directors the authority to allot Shares or grant rights to subscribe for or convert any securities into Shares up to an aggregate nominal amount equal to £8,144,559 (representing 81,445,590 Ordinary Shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company as at 23 February 2022, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association ('IA'), paragraph (b) of this resolution would give the Directors authority to allot equity securities (as defined in the Act and which includes Ordinary Shares) in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £16,289,118 (representing 162,891,180 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 23 February 2022, the latest practicable date prior to publication of this Notice. If the Directors were to exercise this further authority, they intend to follow the recommendations of the IA as regards to its use.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2023 or the conclusion of the AGM to be held in 2023.

In the year ahead, other than in respect of the Company's obligations to satisfy rights granted to employees under its share-based incentive arrangements, the Directors have no present intention of exercising this authority.

As at the date of this Notice, the Company holds 12,833,233 treasury shares.

Resolutions 17 and 18: Authorities to disapply pre-emption rights

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 existing shareholdings. The authority granted at the AGM in 2021 is due to expire at this year's AGM. Resolutions 17 and 18 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. They would give the Directors the authority to allot equity securities (and/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.

The power set out in resolution 17 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Directors otherwise consider necessary, or (b) otherwise up to an aggregate nominal amount of £1,221,683 (representing 12,216,830 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital of the Company as at 23 February 2022, the latest practicable date prior to publication of this Notice.

In respect of the limitations to this power detailed in 18(b), the Directors confirm their intention to follow the provisions of the Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Statement of Principles provides that usage in excess of 7.5% of the issued Ordinary Share capital of the Company should not take place without prior consultation with Shareholders.

Resolution 18 is intended to give the Company flexibility to make non pre-emptive issues of Ordinary Shares in connection with transactions determined by the directors to be acquisitions and other capital investments as contemplated by the Statement of Principles. The power under resolution 18 is in addition to that proposed by resolution 17 and would be limited to allotments or sales of up to an aggregate nominal amount of £1,221,683 (representing 12,216,830 Ordinary Shares) in addition to the power set out in resolution 18. This aggregate nominal amount represents an additional 5% of the issued Ordinary Share capital of the Company as at 23 February 2022, the latest practicable date prior to publication of this Notice.

The authorities will expire at the earlier of 30 June 2023 or the conclusion of the AGM to be held in 2023.

Resolution 19: Authority to purchase Ordinary Shares

This resolution will give the Company authority to purchase its own Ordinary Shares in the market up to a limit of up to 24,433,670 Ordinary Shares, being 10% of the Company's issued Ordinary Shares as at 23 February 2022 (the latest practicable date prior to the posting of this document), renewing the authority granted by the Shareholders at the previous AGM.

On 23 February 2022, the Board decided to undertake a share buyback programme for up to \$300 million. Your Directors believe that it is advantageous for the Company to have the flexibility to make market purchases of its Ordinary Shares. Your Directors would exercise this authority only if they are satisfied that it would be in the best interests of the Company, and of its Shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary Shares purchased pursuant to this authority may be cancelled (and the number of Ordinary Shares in issue would be reduced accordingly) or, subject to the provisions of Chapter 6 of Part 18 of the Act, be retained as treasury shares. The Company will consider holding re-purchased Ordinary Shares pursuant to the authority conferred by this resolution as treasury shares (the Company currently has 12,833,233 Ordinary Shares in treasury).

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 holdings of treasury shares will not exceed the 10% anti-dilution limit set by the IA.

The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 10 pence. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of: (i) an amount equal to 5% above the average market value for an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time.

As at 23 February 2022, the total number of options and awards over Ordinary Shares was 2,310,686 which if exercised would represent 0.946% of the Company's issued share capital at that date. If the Company was to purchase its own Ordinary Shares to the fullest possible extent of its authority from Shareholders given at the 2021 AGM and the authority now being sought by resolution 19, this number of outstanding options and awards could potentially represent 1.051% of the issued share capital of the Company.

If granted, the authority will expire at the earlier of 30 June 2023 or the conclusion of the AGM to be held in 2023.

Resolution 20: Notice of General Meetings

This resolution authorises a reduction in the minimum notice period for general meetings, other than an AGM. Whilst the Company's Existing Articles already provide for a minimum notice period of 14 clear days for General Meetings, the Act requires that the Company requests Shareholders to authorise this minimum notice period at every AGM in order to be able to take advantage of this provision. In 2021, the Shareholders voted in favour of allowing the Company to call general meetings (other than an AGM) on 14 clear days' notice. Whilst the Board considers that it is unlikely to use this authority, the Company would like to preserve the flexibility to do so. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will meet the requirements for electronic voting under the Act before it will call a general meeting on 14 clear days' notice.

Recommendation

Your Directors believe that the proposals above are most likely to promote the success of the Company for the benefit of Shareholders as a whole and unanimously recommend that you vote in favour of resolutions 1 to 20 as they intend to do in respect of their entire holdings which amount to 28,439,068 Ordinary Shares, representing approximately 11.64% of the Company's issued share capital. Further details of directors' shareholdings, including effective share interests in Hikma due to ownership of Darhold Limited, can be found in the 2021 Annual Report and Accounts for the year ended 31 December 2021 on page 107.

Proxy form

Shareholders are encouraged to vote electronically via the share portal (www.hikmashares.com). For shareholders who wish to use a paper proxy, a Form of Proxy is available from the Registrars on request and should be completed and returned as soon as possible. We strongly encourage all shareholders to exercise their vote by appointing the Chairman of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM. To be valid, their voting instructions must reach the Company's registrars, Link Group Market Services, no later than two business days before the AGM, being 1.00 p.m. on 21 April 2022 (or, if the AGM is adjourned, by no later than the close of business two business days prior to the adjourned AGM). Issuing their voting instructions in advance will not prevent you from attending and voting at the AGM in person, should you so wish.



SAID DARWAZAH
EXECUTIVE CHAIRMAN

Appointed: 1 July 2007

Biography

Said served as Chief Executive Officer from July 2007 to February 2018 and has served as Chair since May 2014. Said has over 40 years of experience in extensive leadership roles at Hikma.

Qualifications: Industrial Engineering degree from Purdue University, MBA from INSEAD.

Other appointments: Chairman of the Queen Rania Foundation and Chairman of Royal Jordanian Airlines. Vice Chairman of Capital Bank, Jordan. Board member of INSEAD and Dash Ventures Limited.

Effectiveness

The Board acknowledges that Said's position as Executive Chairman and his tenure is not in accordance with the UK Corporate Governance Code. However, the Board believes that continuing the position of Executive Chairman for a period of time is the best way to achieve and maintain success for Hikma. Said has been the driving force behind the strategic success of the business and a significant number of Hikma's key political and commercial relationships across the MENA region are built on long-term trust and respect for the Darwazah family, where Said's role remains integral. After careful consideration, the Board recommends his re-election.

Expertise

- Strategy and leadership experience
- Deep company and industry knowledge
- Key figure in establishing and maintaining business relations especially in the MENA region



SIGGI OLAFSSON
CHIEF EXECUTIVE OFFICER

Appointed: 20 February 2018

Biography

Soggi has significantly enhanced the leadership and strategy of the Group since joining as Chief Executive Officer in 2018. Soggi has a wealth of international experience in the pharmaceutical industry, having held senior roles with Actavis Pharma Inc., Pfizer Inc. and Omega Farma. Soggi served as President and CEO of Global Generic Medicines at Teva Pharmaceuticals.

Qualifications: M.S. in Pharmacy (Cand Pharm) from the University of Iceland, Reykjavik.

Other appointments: None.

Effectiveness

The Board believes that Soggi continues to provide constructive challenges and robust scrutiny at the Board table and recommends his re-election.

Expertise

- Strategy and leadership experience
- Global generic pharmaceuticals experience
- World class operational excellence



MAZEN DARWAZAH
EXECUTIVE VICE CHAIRMAN, PRESIDENT OF MENA

Appointed: 8 September 2005

Biography

Mazen has led and expanded our business in MENA region and is a Group-level strategic ambassador in his role as Vice Chairman. Since listing, he has Group level responsibility in his role as Executive Vice Chairman and executive responsibility for leading Hikma's unique MENA business.

Qualifications: BA in Business Administration from the Lebanese American University, Advanced Management Programme from INSEAD.

Other appointments: Senator in the Jordanian Senate. Trustee of Birzeit University and King's Academy. Member of the HM King Abdullah Economic Policy Council.

Effectiveness

The Board believes that Mazen continues to provide constructive challenges and robust scrutiny at the Board table and recommends that he be re-elected as a Director of the Company.

Expertise

- Strategy and leadership experience
- Deep company and industry knowledge
- Key figure in establishing and maintaining business relations especially in the MENA region



PATRICK BUTLER
SENIOR INDEPENDENT DIRECTOR

Appointed: 1 April 2014

Biography

Pat was Senior Director at McKinsey & Co. During 25 years at McKinsey, he focused on strategic, financial and structuring advice to large corporations. Pat qualified in the audit and tax practice of Arthur Andersen.

Qualifications: Chartered accountant. First-class honours degree in Commerce and postgraduate diploma in Accounting and Corporate Finance from University College Dublin.

Other appointments: Chairman of Aldermore Group PLC and Mischon de Raya PLC. Director of The Ardonagh Group Limited and Res Media Limited. Trustee of the Resolution Foundation.

Effectiveness

The Board rigorously reviewed and considered the independence of each Non-Executive Director during the year as part of the annual corporate governance review and in line with the UK Corporate Governance Code. Pat continues to provide constructive challenges and robust scrutiny at the Board table and after careful consideration, the Board considers Pat as independent and recommends his re-election.

Expertise

- Recent and relevant finance and audit experience
- UK regulatory experience and knowledge
- Strategy experience



ALI AL-HUSRY
NON-EXECUTIVE DIRECTOR

Appointed: 14 October 2005

Biography

Ali held various management and leadership roles within Hikma before stepping into an advisory role in 1995, when he founded Capital Bank of Jordan, focusing on commercial and investment banking. Ali served as Chief Executive Officer of Capital Bank until 2007.

Qualifications: Mechanical Engineering degree from the University of Southern California, MBA from INSEAD.

Other appointments: Director of Endeavour Jordan, Microfund for Women, Capital Bank of Jordan, and DASH Ventures Limited.

Effectiveness

The Board does not view Ali Al-Husry as an Independent Director due to the length of his association with Hikma and his involvement with Darhold Limited, Hikma's largest shareholder. However, he continues to bring to the Board broad corporate finance experience, in-depth awareness of the Group's history, and a detailed knowledge of the MENA region, which is an important and specialist part of the Group's business. Ali also ensures that the Board is aware of the perspectives of shareholders when making decisions. After careful consideration, the Board recommends his re-election.

Expertise

- Engagement with long-term and major investors
- Extensive corporate finance knowledge
- Deep company and industry knowledge



JOHN CASTELLANI
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed: 1 March 2016

Biography

John was President and Chief Executive Officer of Pharmaceutical Research and Manufacturers of America (PhRMA) and Business Roundtable. During his career John has also held senior positions with Burson-Marsteller, Tenneco, and General Electric.

Qualifications: BSc in Biology from Union College Schenectady, New York.

Other appointments: Vice Chairman of the Johns Hopkins Medicine National Capital Region Executive Governance Committee. Director of 5th Port. Trustee of The Johns Hopkins Medical System Sibley Memorial Hospital, Washington, DC. Member of the Advisory Board of RSR Partners.

Effectiveness

The Board rigorously reviewed and considered the independence of each Non-Executive Director during the year as part of the annual corporate governance review and in line with the UK Corporate Governance Code. John continues to provide constructive challenges and robust scrutiny at the Board table and after careful consideration, the Board considers John as independent and recommends his re-election.

Expertise:

- Business ethics and integrity knowledge and experience
- Political and regulatory experience
- US business environment knowledge and experience



NINA HENDERSON
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed: 1 October 2016

Biography

Nina assumed Board-level responsibility for employee engagement in January 2019. Nina was Corporate VP of Bestfoods and President of Bestfoods Grocery prior to its acquisition by Unilever. During a 30-year career with Bestfoods, and its predecessor company CPC International, she held a wide variety of Global and North American executive general management and marketing positions. Nina has served as a director of Royal Dutch Shell, AXA Financial, The Equitable Companies, DelMonte, Pacti and Walter Energy.

Qualifications: Honours graduate and BSc from Drexel University.

Other appointments: Non-Executive Director of CNO Financial Group Inc and IWG PLC, Vice Chair of the Board of Drexel University, Director of the Foreign Policy Association and Visiting Nurse Service of New York, Inc.

Effectiveness

The Board rigorously reviewed and considered the independence of each Non-Executive Director during the year as part of the annual corporate governance review and in line with the UK Corporate Governance Code. Nina continues to provide constructive challenges and robust scrutiny at the Board table and after careful consideration, the Board considers Nina as independent and recommends her re-election.

Expertise

- Manufacturing and distribution experience
- Remuneration and people engagement
- US business environment knowledge and experience



CYNTHIA FLOWERS
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed: 1 June 2019

Biography

Cynthia was President and CEO of the North American divisions of the global pharmaceutical companies Ipsen and Eisai, and also held leadership positions at Amgen and Johnson & Johnson. Cynthia is a non-executive director of Caladrius Biosciences Inc. and G1 Therapeutics Inc., where she chairs the Compensation Committee.

Qualifications: Cynthia holds a BSN from the University of Delaware and Executive MBA from Wharton School at the University of Pennsylvania.

Other appointments: Non-executive Director of Caladrius Biosciences Inc. and G1 Therapeutics Inc., where she chairs the Compensation Committee. Member of an angel investment group associated with the University of North Carolina.

Effectiveness

The Board rigorously reviewed and considered the independence of each Non-Executive Director during the year as part of the annual corporate governance review and in line with the UK Corporate Governance Code. Cynthia continues to provide constructive challenges and robust scrutiny at the Board table and after careful consideration, the Board considers Cynthia as independent and recommends her re-election.

Expertise

- Pharmaceutical and biotechnology experience
- Healthcare practitioner experience
- US business environment knowledge and experience



DOUGLAS HURT
INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed: 1 May 2020

Biography

Douglas was the Finance Director of IMI PLC. Prior to this, he held a number of senior finance and general management positions at GlaxoSmithKline PLC, previously having worked at Price Waterhouse. His career has included several years working in the US as a Chief Financial Officer and significant experience in European businesses as an Operational and Regional Managing Director.

Qualifications: Chartered Accountant and MA (Hons) in Economics from Cambridge University.

Other appointments: Non-executive Director and Chair of the Audit Committee of Vesuvius PLC, Countryside Partnerships PLC and British Standards Institution. Senior independent director of Countryside and Vesuvius.

Effectiveness

The Board rigorously reviewed and considered the independence of each Non-Executive Director during the year as part of the annual corporate governance review and in line with the UK Corporate Governance Code. Douglas continues to provide constructive challenges and robust scrutiny at the Board table and after careful consideration, the Board considers Douglas as independent and recommends his re-election.

Expertise

- Recent and relevant financial and audit experience
- UK listed environment
- Global pharmaceuticals

Right to attend and vote

1. 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 AGM (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 members of the Ordinary Shares of the Company by no later than the close of business on 21 April 2022 or, if the AGM is adjourned, a person must be entered on the register of members of the Ordinary Shares of the Company by no later than the close of business two days prior to the adjourned AGM. 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.

As at the latest practicable date, public health guidance and legislation issued by the U.K. government in relation to the COVID-19 pandemic would permit public gatherings at and travel to the AGM.

The Board will keep these arrangements under review and may need to make changes to the arrangements relating to the AGM, including how it is conducted, should further restrictions be introduced. Shareholders should therefore continue to monitor the Company's website (www.hikma.com) and announcements for any updates. If restrictions on public gatherings are introduced, the Board would expect to retain the ability for shareholders to vote at the AGM electronically and to attend by conference call to ask questions in real time should they wish to do so. Please note, if you are unable to attend the AGM on the day to vote electronically or in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting.

We strongly encourage all shareholders to exercise their vote by appointing the Chairman of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM, by lodging their proxy votes with the registrar at www.hikmashares.com. Should shareholders wish to raise a question to be answered at the AGM, they should submit their question in advance to cossec@hikma.com and for those attending virtually, they can raise a question in real time via the Lumi platform.

Proxies

2. A member may appoint a proxy or proxies who need not be a member of the Company to attend, to speak and to vote at the AGM instead of themselves. We strongly encourage all shareholders to exercise their vote by appointing the Chairman of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM. Shareholders are encouraged to appoint their proxies electronically via the share portal (www.hikmashares.com). For shareholders who wish to use a paper proxy, a Form for Proxy for the AGM is available from the Registrars on request and should be completed and returned as soon as possible. To be valid, their proxy vote must reach the Company's registrars, Link Group Market Services, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, by post no later than two business days before the AGM. Therefore, please deposit their form before 1.00 p.m. on 21 April 2022 (or, if the AGM is adjourned, by no later than the close of business two business days prior to the adjourned AGM). Completion of a Form of Proxy will not preclude a member from attending and voting in person at the AGM should the member so wish.

A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A proxy need not be a member of the Company.

Electronic proxies

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

Directors' service contracts

4. Copies of the Executive Directors' service contracts and the Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office, from the date of this Notice until the date of the AGM, between 9.00 a.m. and 5.00 p.m. Monday to Friday (except public holidays). You can also inspect copies of these documents at the AGM venue; they will be available from 15 minutes before the AGM to 15 minutes after the AGM.

CREST electronic proxies

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM 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 <https://my.euroclear.com/en/login>). 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 1.00 p.m. on 21 April 2022 (or, if the AGM is adjourned, by no later than the close of business two business days prior to the adjourned AGM). 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 AGM should the member so wish.

Joint holders

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Appointing a corporate representative

7. Any corporation which is a member can appoint one or more corporate representatives. Each representative may exercise on behalf of the corporation the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same Ordinary Shares. It is therefore no longer necessary to nominate a designated corporate representative.

Nominated persons

8. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between themselves and the member by whom the Nominated Person was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, the Nominated Person 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 right to vote and the appointment of corporate representatives and proxies set out in

paragraphs 1 to 7 above, does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.

Voting rights

9. As at 23 February 2022 (the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 244,336,787 Ordinary Shares, carrying one vote each. There were 12,833,233 shares held in treasury. Therefore, the total voting rights in the Company as at 23 February 2022 was 231,503,554.

Website publication of audit concerns

10. Shareholders should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, 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 AGM; or
- ii. any circumstance connected with an auditor of the Company appointed 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 AGM.

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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Website

11. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.hikma.com

You may not use any electronic address (within the meaning of section 333(4) of the Act) 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.

At the AGM

Join the virtual meeting via the video webcast

In order to join the AGM electronically and ask questions via the platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID which is **184-383-529**. You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Hikma Shares users (www.hikmashares.com) will find this under 'Manage your account' when logged in to the Hikma Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020*

Access to the AGM will be available from 30 minutes before meeting start time, although the voting functionality will not be enabled until the Chairman of the meeting declares the poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chairman commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wi-fi. A user guide to the Lumi platform is available on our website at: www.hikma.com

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

All Resolutions will be decided on a poll to be called by the Chairman of the Meeting. This reflects current best practice and ensures that shareholders who have appointed the Chairman of the Meeting as their proxy have their votes fully taken into account. Hikma also believes a poll is more representative of the shareholders' voting intentions than a show of hands because shareholder votes are counted according to the number of shares held and all votes tendered are taken into account.

Once the final results of the poll have been verified by the Company's registrars, they will be notified to the UK Listing Authority, announced through a Regulatory Information Service and available to view on the Company's website.

Shareholders' rights to ask questions

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. Your participation in this annual event continues to be very important to us.

Shareholders wishing to raise questions relating to the business of the AGM are invited to send the Company Secretary an email at cosec@hikma.com or write to the Company Secretary at the registered address at 1 New Burlington Place, London, W1S 2HR no later than 21 April 2022. No answer need be given if

- (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, or
- (ii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recording and audio and video links, as well as other forms of

personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.hikma.com/privacy-policy/>.

Alternative business

Under section 338 and section 338A of the Act, Shareholders meeting the threshold requirements in those sections have the right to require the Company

- (i) to give, to Shareholders entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Annual General Meeting and/or
- (ii) to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless
 - (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise),
 - (b) it is defamatory of any person, or
 - (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 14 March 2022, being the date six clear weeks before the Annual General Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Documents available for inspection

Copies of the below documents are available for inspection at Hikma's registered office during normal business hours from the date of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM for at least 15 minutes prior to and after the AGM:

- this Notice
- the letters of appointments, service agreements, deeds of indemnity of all Directors
- the annual report and accounts for the year ended 31 December 2021

Schedule and directions

The schedule and directions to the AGM, including a map can be found on the inside back cover of this document.

Definitions

Act

The Companies Act 2006.

Annual General Meeting or AGM

An annual general meeting of the Company, including any adjourned meeting.

Cents

Cents of the United States Dollar.

Company

Hikma Pharmaceuticals PLC.

CREST

The trade settlement system of the Central Securities Depository.

CREST Manual

A reference manual for the users of CREST as provided by Euroclear UK & Ireland Limited.

CREST Proxy Instruction

A proxy appointment or instruction made using a message sent via CREST.

Directors or Board

The Directors of the Company, as a whole.

Form of Proxy

The Form of Proxy available from the Registrars for use by Shareholders in connection with the AGM.

IA

The Investment Association.

Nominated Person

A person nominated under section 146 of the Act to enjoy information rights.

Non-Executive Directors

Patrick Butler, Ali Al-Husry, Dr Pamela Kirby, John Castellani, Nina Henderson, Cynthia Flowers and Douglas Hurt.

Notice

This Notice to Shareholders of Hikma's 2022 Annual General Meeting.

Ordinary Shares

Ordinary shares of 10p each in the capital of the Company.

Registrar

Link Group Market Services whose registered office is at 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4D, United Kingdom.

Remuneration Committee Report

The report as prepared by the remuneration committee of the Company and disclosed in the 2021 Report and Accounts, in accordance with The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

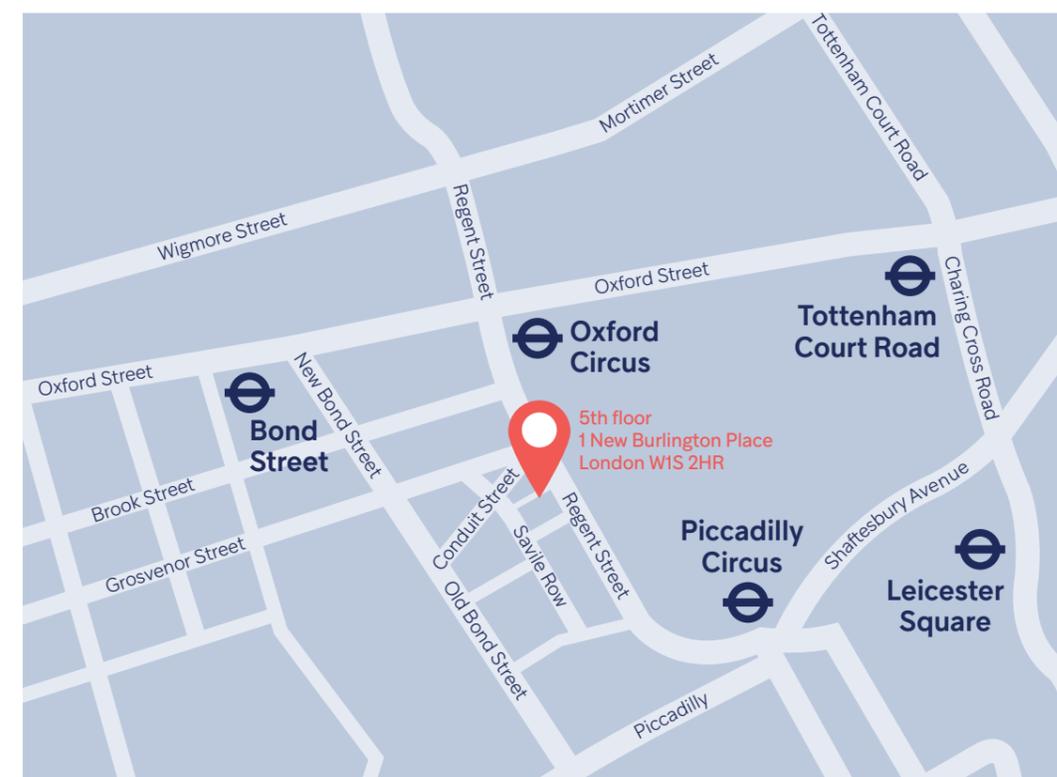
Shareholders

Holders of Ordinary Shares.

Statement of Principles

The Statement of Principles of Disapplying Pre-Emption Rights, as published by the Pre-Emption Group.

Schedule and directions to the Annual General Meeting



AGM schedule

Venue
Hikma offices, 5th floor, 1 New Burlington Place, London W1S 2HR, UK

We have made arrangements (see page 14) for shareholders and interested parties to attend the AGM virtually.

We encourage shareholders to vote in advance by using the website www.hikmashares.com or by obtaining a form of proxy from the registrars. Should shareholders wish to raise a question to be answered at the AGM, please submit your question in advance to cosec@hikma.com

Timings

12.30 p.m.
Doors open, registration begins.

12.50 p.m.
Attendees, up to the maximum allowed, to be seated

1.00 p.m.
AGM begins

2.00 p.m.
Expected closing

5.00 p.m.
Expected release of final AGM results on the Hikma website

Your journey

From Oxford Circus Station
Walk south west towards Regent Street, continue straight for 0.2 miles. Turn right onto New Burlington Place and the AGM venue will be on the left hand side.

From Piccadilly Circus Station
Walk west on Regent Street for 0.3 miles and then turn left onto New Burlington Place and the AGM venue will be on your left side.

From Bond Street Station
Walk east on Oxford Street towards New Bond Street, in 0.2 miles turn right onto Regent Street. Continue straight for 0.2 miles. Turn right onto New Burlington Place and the AGM venue will be on the left hand side.

Taxi
Drop-off and pick-up can be undertaken immediately outside the office from Savile Row.

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www.hikma.com

hikma.