

**HIKMA PHARMACEUTICALS PLC**

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

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**Notice of General Meeting**

Friday, 20 May 2022 at 10 a.m.

Hikma Offices, 5th Floor, 1 New Burlington Place, London W1S 2HR, United Kingdom

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**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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## **Letter from the Chair of Hikma Pharmaceuticals PLC**

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

1 New Burlington Place  
London W1S 2HR  
United Kingdom

25 April 2022

Dear Shareholder,

### **Notice of General Meeting**

I am writing to inform you of a general meeting of Hikma Pharmaceuticals PLC (the “**Company**”) to be held on Friday, 20 May 2022 at 10 a.m. at Hikma Offices, 5th Floor, 1 New Burlington Place, London W1S 2HR, United Kingdom (the “**Meeting**”) to consider the creation of distributable reserves in the capital of the Company by means of a bonus issue and a Court-sanctioned capital reduction (the “**Relevant Business**”).

#### *Business of the Meeting*

Shareholders will recently have received a separate document giving notice of the Company’s 2022 Annual General Meeting (the “**2022 AGM Notice**” and the “**2022 AGM**” as applicable). Resolution 15 in the 2022 AGM Notice related to the Relevant Business but, as announced by the Company earlier today, was withdrawn from the business of the 2022 AGM on account of a typographical error which resulted in Resolution 15 being incorrectly proposed as an ordinary resolution, rather than a special resolution, and consequently being of no legal effect.

In accordance with the Company’s articles of association and existing authorities, and in order to allow the Relevant Business to be properly considered by Shareholders, the Company is instead convening the Meeting as a separate general meeting with the special resolution relating to the Relevant Business (the “**Special Resolution**”) being the single item of business. Except to correct the typographical error in connection with Resolution 15 of the 2022 AGM Notice, no changes have been made to the text of the resolution or to the accompanying explanatory note, each originally contained in the 2022 AGM Notice.

Shareholders should note that any proxy appointments or proxy voting instructions received in connection with Resolution 15 proposed in the 2022 AGM Notice have been discarded and were not counted for the purposes of the 2022 AGM, nor will they be valid or counted for the purposes of the Special Resolution at the Meeting. Shareholders are therefore requested to submit new proxy appointments and proxy voting instructions for the purposes of voting on the Special Resolution at the Meeting, whether by Form of Proxy or electronically. Further details of how to validly submit a proxy appointment and issue proxy voting instructions are set out in the Notes attached to the Notice of Meeting which appear on pages 8 to 10 of this document.

#### *Arrangements for the Meeting*

At the time of writing, public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic would permit public gatherings at, and travel to, the Meeting. The Meeting is expected to be held as a physical meeting.

The Board will keep these arrangements under review and may need to make changes to the arrangements relating to the Meeting, including how it should be conducted, should any restrictions be introduced. Shareholders should therefore continue to monitor the Company's website ([www.hikma.com](http://www.hikma.com)) and announcements for any updates.

Shareholders are strongly encouraged to appoint the Chair of the Meeting as proxy and to provide voting instructions by 10 a.m. on Wednesday, 18 May 2022, using any of the methods described in the Notes attached to the Notice of Meeting which appear on pages 8 to 10 of this document. Appointing a proxy and/or issuing voting instructions in advance of the Meeting will not prevent a Shareholder from attending in person and voting at the Meeting should the Shareholder be entitled and wish to do so (subject to any COVID-19 restrictions then in force).

*Recommendation*

The Board considers the Special Resolution proposed at the Meeting will promote the success of the Company and is in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Special Resolution as they intend to do in respect of their own holdings.

Yours sincerely,



**Said Darwazah**  
**Executive Chairman**  
**Hikma Pharmaceuticals PLC**

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## Notice of General Meeting of Hikma Pharmaceuticals PLC

Notice is hereby given that a general meeting (the “**Meeting**”) of Hikma Pharmaceuticals PLC (the “**Company**”) will be held at Hikma Offices, 5th Floor, 1 New Burlington Place, London W1S 2HR, United Kingdom on Friday, 20 May 2022 at 10 a.m. for the purpose of considering and, if thought fit, to pass the following resolution, which will be proposed as a special resolution (the “**Special Resolution**”). A poll will be called on the Special Resolution, which will be passed if at least 75 per cent. of the votes cast are in favour. Further details are set out in the explanatory note to the Special Resolution on pages 6 and 7.


### *Special Resolution*

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 May 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 of the Company (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.

**By order of the Board**



**Peter A Speirs**  
Company Secretary  
25 April 2022

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

Registered in England and Wales  
No. 05557934

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## Explanatory Notes to the Special Resolution

### *Creation of distributable reserves by bonus issue and capital reduction*

As a result of the establishment of the Company as the ultimate parent company of the Hikma Pharmaceuticals PLC group (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 the Special Resolution. 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 the Special Resolution 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**”).

Part (a) of the Special Resolution 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 21 April 2022 (being the latest practicable date prior to publication of this Notice of General Meeting). 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).

Part (a) of the Special Resolution also 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, part (c) of the Special Resolution seeks shareholder approval of the Capital Reduction. In addition to obtaining shareholder approval of

part (c) of the Special Resolution, the Capital Reduction requires the approval of the Court. Accordingly, if the Special Resolution 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 the Special Resolution, 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.

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## Notes to Shareholders

The following notes explain your general rights as a holder of ordinary shares of 10 pence each in the capital of the Company (such shares being “**Ordinary Shares**” and each such holder being a “**Shareholder**”) and your corresponding right to attend and vote at the Meeting or to appoint someone else to vote on your behalf.

### 1. *Special Resolution*

The nature of business of the Meeting is to consider and, if thought fit, to pass the Special Resolution. In order for the Special Resolution to be passed, not less than 75 per cent. of the votes cast by those entitled to vote must be in favour in order to pass the resolution as a special resolution.

### 2. *Right to attend and vote*

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 members of the Ordinary Shares of the Company by no later than the close of business on Wednesday, 18 May 2022 or, if the Meeting 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 Meeting. Changes to entries on the register of members of the Ordinary Shares of the Company after this time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

### 3. *Arrangements for the Meeting*

As at the latest practicable date prior to publication of this Notice of General Meeting, public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic would permit public gatherings at, and travel to, the Meeting. The Meeting is expected to be held as a physical meeting. Please refer to pages 13 and 14 of this Notice of General Meeting for the schedule of, and directions (including a map) to, the Meeting.

The Board will keep these arrangements under review and may need to make changes to the arrangements relating to the Meeting, including how it should be conducted, should any restrictions be introduced. Shareholders should therefore continue to monitor the Company’s website ([www.hikma.com](http://www.hikma.com)) and announcements for any updates.

Please note that if you are unable to attend the Meeting on the day to vote in person, you are strongly encouraged to lodge a vote by proxy ahead of the Meeting. You are encouraged to appoint the Chair of the Meeting as your proxy to exercise all or any of your rights to attend, vote and speak at the Meeting.

Any appointments of proxy or proxy voting instructions received in connection with Resolution 15 proposed in the 2022 AGM Notice have been discarded and were not counted for the purposes of the 2022 AGM, nor will they be valid or counted for the purposes of the Special Resolution at the Meeting. Shareholders are therefore requested to submit new proxy appointments and proxy voting instructions for the purposes of voting on the Special Resolution at the Meeting, whether by Form of Proxy or electronically. In order for your vote on the Special Resolution to be validly count, you must cast your vote in person at the Meeting (subject to any COVID-19 restrictions then in force) or by proxy in accordance with the instructions specified in this Notice of General Meeting (see Notes 4, 5 and 6 on pages 9 and 10) ahead of the Meeting.



#### 4. *Proxies*

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 Meeting instead of themselves. We strongly encourage all Shareholders to exercise their vote by appointing the Chair of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the Meeting.

**We strongly encourage all Shareholders to exercise their vote by appointing the Chair of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the Meeting.**

Shareholders are encouraged to vote electronically via the share portal ([www.hikmashares.com](http://www.hikmashares.com)). Please refer to Note 5 below for details. For Shareholders who wish to use a paper proxy, a Form of Proxy is available from the Company's Registrars on request and should be completed and returned as soon as possible. To be valid, voting instructions must reach the Company's Registrars, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, by post no later than 10 a.m. on Wednesday, 18 May 2022 (or, if the Meeting is adjourned, by no later than the close of business two business days prior to the adjourned Meeting).

Appointing a proxy and/or issuing voting instructions in relation to the Special Resolution in advance of the Meeting (by completion of a Form of Proxy or electronically in accordance with any of the methods specified in this Notice of General Meeting) will not prevent a Shareholder from attending in person and voting at the Meeting should the Shareholder be entitled and wish to do so (subject to any COVID-19 restrictions then in force).

A Shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or different Ordinary Shares held by the Shareholder. A proxy need not be a shareholder of the Company but must attend the Meeting in person for their vote to be counted.

#### 5. *Electronic proxies*

Alternatively, you may register your proxy appointment and instructions online by visiting the Link Group Share Portal, by logging onto [www.hikmashares.com](http://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.

#### 6. *CREST electronic proxies*

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Meeting and any adjournment(s) thereof by using the procedures described in the "CREST Manual" (being a reference manual for the users of "CREST", being the trade settlement system of the Central Securities Depository, as provided by Euroclear UK & International Limited). 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 & International 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 Company's agent (ID RA10) by 10 a.m. on Wednesday, 18 May 2022 (or, if the Meeting is adjourned, by no later than the close of business two business days prior to the adjourned Meeting). 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 & International 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.

#### *7. Joint holders*

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 register of members of the Ordinary Shares of the Company in respect of the joint holding (the first-named being the most senior).

#### *8. Appointing a corporate representative*

Any corporation which is a Shareholder 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 Shareholder 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.

#### *9. Voting and results*

The Special Resolution will be decided on a poll to be called by the Chair of the Meeting. This reflects current best practice and ensures that shareholders who have appointed the Chair of the Meeting as their proxy have their votes fully taken into account. The Company also believes a poll is more representative of 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. The 'Withheld' voting option is provided to enable shareholders to abstain from voting on the Special Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Special Resolution.

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

#### 10. *Nominated persons*

Any person to whom this Notice of General Meeting 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 Shareholder by whom the Nominated Person 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, the Nominated Person may have a right, under such an agreement, to give instructions to the Shareholder as to the exercise of voting rights. Nominated persons should contact the registered Shareholder by whom they were nominated in respect of these arrangements. The statement of the rights of Shareholders in relation to the right to vote and the appointment of corporate representatives and proxies set out in Notes 2 to 8 (inclusive) above, does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.

#### 11. *Website providing information regarding the Meeting*

Information regarding the Meeting, including information required by section 311A of the Act and a copy of this Notice of General Meeting, may be found on the Company's website at [www.hikma.com](http://www.hikma.com).

#### 12. *Issued share capital and total voting rights*

As at 21 April 2022 (the latest practicable date prior to the publication of this Notice of General Meeting) the Company's issued share capital consisted of 239,588,352 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 21 April 2022 was 226,755,119.

#### 13. *Further questions and communications*

The Meeting is an important opportunity for all shareholders to express their views on the Special Resolution by asking questions and voting. Your participation in this event is very important to us.

Under section 319(a) of the Companies Act, any Shareholder attending the Meeting has the right to ask questions. The Company will address questions relating to the business of the Meeting during the Meeting but no answer need be given if: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

**You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of General Meeting (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.**

#### 14. *Personal data*

The Company may possess personal data of attendees at the Meeting. This may include 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 [www.hikma.com/privacy-policy/](http://www.hikma.com/privacy-policy/).

15. *Interpretation and definitions*

Unless otherwise defined, capitalised terms used herein shall have the meanings given to such terms in the Company's 2022 AGM Notice. References to times and dates are to London, United Kingdom times and dates unless otherwise stated.

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## **Schedule and directions to the Meeting**

### *Meeting Schedule*

Venue: Hikma Offices, 5th Floor, 1 New Burlington Place, London W1S 2HR, United Kingdom

The Meeting is expected to be held as a physical meeting, subject to any COVID-19 restrictions then in force. We strongly encourage Shareholders to vote on the Special Resolution in advance online (via CREST or through the Link Group Share Portal at [www.hikmashares.com](http://www.hikmashares.com)) or by obtaining, completing and returning a Form of Proxy to the Company's Registrars, Link Market Group Services, by the relevant deadline in advance of the Meeting.

### *Timings*

9:45 a.m.: doors open, registration begins

9:55 a.m.: attendees, up to the maximum allowed, to be seated

10:00 a.m.: Meeting begins

10:10 a.m.: expected conclusion of Meeting

3:00 p.m.: expected release of final Meeting 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 Meeting 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 Meeting venue will be on the left-hand side.

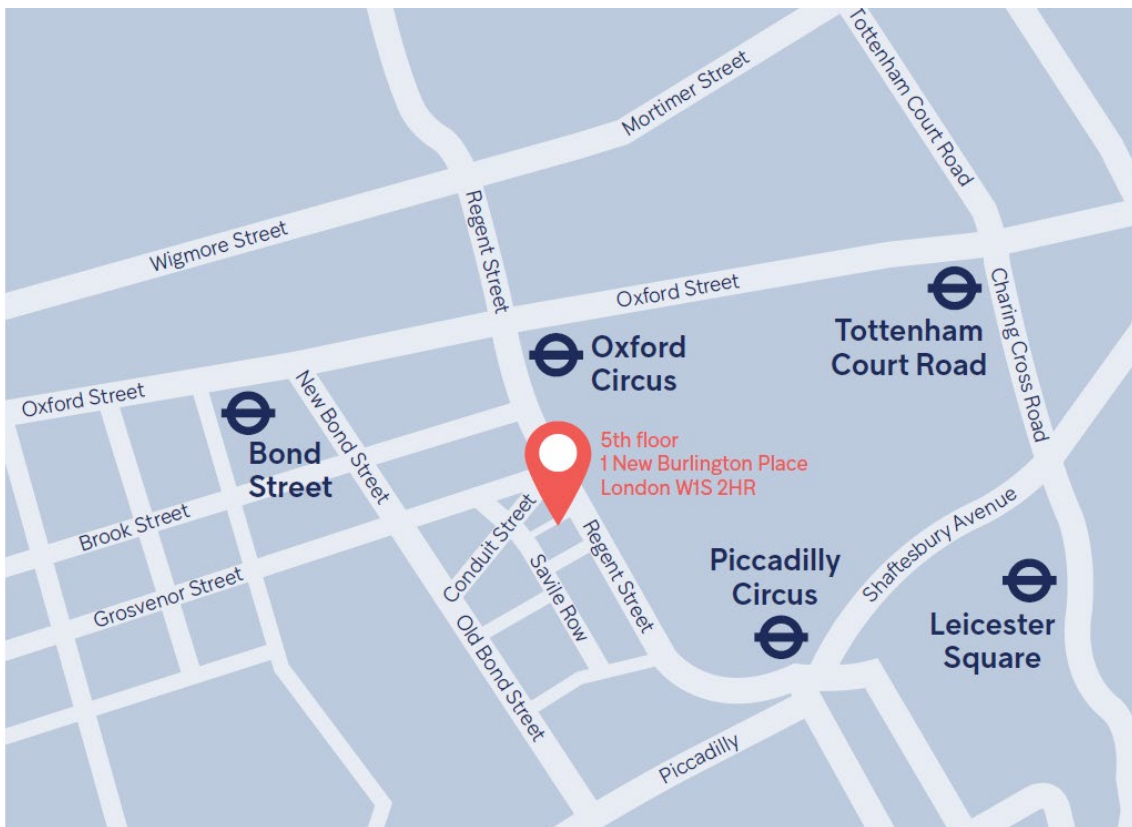
#### ***From Bond Street Station***

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 Meeting venue will be on the left-hand side.

### ***Taxi***

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

**Map to the venue**



**Hikma Pharmaceuticals PLC | 1 New Burlington Place, London W1S 2HR, UK |  
T +44 (0)20 7399 2760 | [www.hikma.com](http://www.hikma.com)**