

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This document, which comprises: (i) a supplementary circular prepared in compliance with the Listing Rules of the Financial Conduct Authority ("FCA") made under section 73A of FSMA and (ii) a supplementary prospectus relating to the Consideration Shares prepared in accordance with the Prospectus Rules of the Financial Conduct Authority made under section 73A of FSMA, has been approved by the FCA in accordance with section 87A of FSMA. This document has (i) been filed with the FCA and made available to the public in accordance with Rule 3.2.1 of the Prospectus Rules; and (ii) been prepared to provide details of the Consideration Shares being issued and allotted pursuant to the Acquisition.

**This document is supplemental to and must be read in conjunction with the combined circular and prospectus published by Hikma on 22 January 2016 (the "Prospectus"). Save as disclosed in this document, no significant new factors, material mistakes or inaccuracies relating to the information included in the Prospectus have arisen or been noted, as the case may be, since the publication of the Prospectus.**

Subject to the restrictions set out below, if you sell or transfer or have sold or otherwise transferred all of your Hikma Shares, you should forward this document, the Prospectus and the accompanying Forms of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. The distribution of this document and the Prospectus and/or the accompanying Forms of Proxy into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and the Prospectus and/or the accompanying Forms of Proxy come should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you sell or transfer or have sold or otherwise transferred only part of your holding of Hikma Shares, please consult the bank, stockbroker or other agent through which the sale or transfer was effected as to the action you should take.

**YOU SHOULD READ THE WHOLE OF THIS DOCUMENT AND THE PROSPECTUS IN THEIR ENTIRETY. IN PARTICULAR, YOU SHOULD TAKE ACCOUNT OF THE SECTION ENTITLED "RISK FACTORS" ON PAGES 24-52 (INCLUSIVE) OF THE PROSPECTUS FOR A DISCUSSION OF THE RISKS THAT MIGHT AFFECT THE VALUE OF YOUR SHAREHOLDING IN HIKMA WHEN CONSIDERING THE MATTERS REFERRED TO IN THIS DOCUMENT AND THE PROSPECTUS.**

Investors should only rely on the information contained in this document and contained in any documents incorporated into this document by reference. No person has been authorised to give any information or make any representations other than those contained in this document and any document incorporated by reference and, if given or made, such information or representation must not be relied upon as having been so authorised by Hikma, the Hikma Board, Citi or Centerview Partners. Hikma will comply with its obligation to publish supplementary circulars and/or prospectuses containing further updated information required by law or by any regulatory authority but assumes no further obligation to publish additional information.



## **HIKMA PHARMACEUTICALS PUBLIC LIMITED COMPANY**

*(Incorporated as a public limited company in England and Wales with registered number 05557934)*

### **PROPOSED ACQUISITION OF BOEHRINGER INGELHEIM ROXANE INC. AND ROXANE LABORATORIES INC.**

**AND**

### **ISSUE AND ADMISSION OF 40,000,000 CONSIDERATION SHARES**

#### **Supplementary Circular and Prospectus**

No Hikma Shares or any other securities in Hikma have been marketed to, nor are available for purchase, in whole or in part, by the public in the United Kingdom or elsewhere in connection with the admission of the Consideration Shares to the Official List and the London Stock Exchange, save for to BI in connection with the Acquisition. This document and the Prospectus do not constitute or form part of, and should not be construed as, an offer, solicitation or invitation to subscribe for, underwrite or otherwise acquire, any securities of Hikma or any member of its group in any jurisdiction or an inducement to enter into investment activity.

Application will be made to the FCA for the Consideration Shares to be admitted to the premium listing segment of the Official List and will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (together, "Admission"). It is expected that Admission will become effective, and that dealings in the Consideration Shares will commence, no later than close of business on the first Business Day after the Closing Date, which, subject to the satisfaction of certain conditions, is expected to occur, subject to the receipt of applicable anti-trust approvals, by the end of February 2016.

None of the securities referred to in this document or this transaction has been approved or disapproved by the Securities and Exchange Commission (the "SEC"), any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of this transaction or adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

The securities of Hikma have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or jurisdiction of the United States, and may not be offered, sold, resold or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities law of any state or other jurisdiction of the United States. There will be no public offering of any securities of Hikma in the United States.

The release, publication or distribution of this document and the Prospectus, in whole or in part, in jurisdictions other than the United Kingdom may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Failure to comply with any such restrictions may constitute a violation of the securities laws of any jurisdiction. This document and the Prospectus have been prepared to comply with requirements of English law, the Listing Rules, the Prospectus Rules and the rules of the LSE, and information disclosed may not be the same as that which would have been disclosed if this document and the Prospectus had been prepared in accordance with the laws of jurisdictions outside England.

Centerview Partners is authorised and regulated in the United Kingdom by the FCA. Centerview Partners is acting as joint financial adviser for Hikma and for no one else in connection with the matters set out in this document and the Acquisition. Centerview Partners is not, and will not be, responsible to anyone other than Hikma for providing the protections afforded to its clients or for providing advice in relation to the Acquisition or any transaction, arrangement or other matters referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed on it by the FSMA or the regulatory regimes established thereunder, Centerview Partners accepts no responsibility whatsoever and makes no representation or warranty, express or implied, as to the contents of this document, including its accuracy, fairness, sufficiency, completeness or verification or for any other statement made or purported to be made by it, or on their behalf, in connection with Hikma or the Acquisition, and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. Centerview Partners accordingly disclaims to the fullest extent permitted by law all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement. Nothing in this document excludes, or attempts to exclude, Centerview Partners’ liability for fraud or fraudulent misrepresentation.

Citi, which is authorised and regulated by the FCA and the Prudential Regulation Authority, is acting as joint financial adviser, broker and sole sponsor for Hikma and no one else in connection with the Acquisition and Admission and will not regard any other person (whether or not a recipient of this document) as its client in relation to the Acquisition and Admission and will not be responsible to anyone other than Hikma for providing the protections afforded to its clients nor for the giving of advice in relation to the Acquisition or Admission or any other matter or arrangement referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Citi by the FSMA or the regulatory regime established thereunder, Citi accepts no responsibility whatsoever for the contents of this document, including its accuracy, completeness or for any other statement made or purported to be made by it, or on its behalf, in connection with Hikma, the Consideration Shares or the Acquisition. Citi, its subsidiaries, branches and affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement. Nothing in this document excludes, or attempts to exclude, Citi’s liability for fraud or fraudulent misrepresentation.

This document and the Prospectus contain or incorporate by reference “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “projects”, “expects”, “intends”, “aims”, “plans”, “predicts”, “may”, “will”, “seeks”, “could”, “would”, “shall” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Investors should specifically consider the factors identified in this document and the Prospectus, which could cause actual results to differ, before making an investment decision. These forward-looking statements include all matters that are not historical facts and include statements regarding the intentions, beliefs or current expectations of the Board concerning, among other things, Hikma, Roxane or the Enlarged Group’s results of operations, financial condition, prospects, growth, strategies and the industries in which Hikma, Roxane or the Enlarged Group operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future or are beyond Hikma’s control. Forward-looking statements are not guarantees of future performance and are based on one or more assumptions. Hikma, Roxane or the Enlarged Group’s actual results of operations and financial condition and the development of the industries in which Hikma, Roxane or the Enlarged Group operates may differ materially from those suggested by the forward-looking statements contained in this document and the Prospectus. In addition, even if Hikma, Roxane or the Enlarged Group’s actual results of operations, financial condition and the development of the industries in which Hikma, Roxane or the Enlarged Group operates are consistent with the forward-looking statements contained in this document and the Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Such risks, uncertainties and other factors are set out more fully in the section of the Prospectus headed “Risk Factors”. The forward-looking statements contained in this document and the Prospectus speak only as of the date of this document and the Prospectus respectively. Hikma and the Board expressly disclaim any obligations or undertaking to update or revise publicly any forward-looking statements contained in this document and the Prospectus to reflect any change in Hikma’s expectations with regard thereto or any change in events, conditions or circumstances on which such statement is based, unless required to do so by applicable law, the Prospectus Rules, the Listing Rules, the London Stock Exchange Rules or the Disclosure Rules and Transparency Rules.

**THE CONTENTS OF THIS DOCUMENT OR ANY SUBSEQUENT COMMUNICATION FROM HIKMA OR THE FINANCIAL ADVISERS OR ANY OF THEIR RESPECTIVE AFFILIATES, OFFICERS, DIRECTORS, EMPLOYEES OR AGENTS ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL OR TAX ADVICE. EACH PERSON READING THIS DOCUMENT SHOULD CONSULT HIS, HER OR ITS OWN SOLICITOR, INDEPENDENT FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.**

Capitalised terms have the meanings ascribed to them in the section entitled “Definitions” on pages 196-202 inclusive of the Prospectus.

To the extent there is any inconsistency between (a) any statement in, or incorporated by reference in, this document; and (b) any statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

This document is dated 11 February 2016.

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## SUMMARY INFORMATION

This document is supplemental to and must be read in conjunction with the Prospectus. This summary should be read as an introduction to this document. Any decision to invest in the securities should be based on consideration of this document and the Prospectus as a whole by the investor. Where a claim relating to the information contained in this document is brought before a court, the plaintiff investor might, under the national legislation of the member states of the EEA, have to bear the costs of translating this document before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this document or it does not provide, when read together with the other parts of this document, key information to aid investors when considering whether to invest in such securities.

The summary below amends elements B.4a, B.7, B.8 and E.3 in the Prospectus.

B.4a	Most significant recent trends of Hikma and its industry	<p>In the Prospectus, Hikma stated that in the nine months ended 30 September 2015, Roxane’s revenue had increased through growth in currently marketed products and new product launches, which offset a reduction in revenue from products manufactured for BI and its affiliates, and that Roxane’s costs of sales and operating expenses had remained largely unchanged during the period. These trends were expected to have continued through to the end of 2015. This statement is amended in this document as described below in element B.7.</p>
B.7	Historical key financial information for Hikma	<p>Following the publication of the Prospectus dated 22 January 2016, Hikma received new information from BI in relation to Roxane’s financial performance during 2015, which the Hikma Board believes will also have an impact on Roxane’s outlook for 2016 and 2017.</p> <p>Following further due diligence into the new information provided by BI, Hikma now expects that Roxane’s unaudited revenue for 2015 was lower than had previously been anticipated by Hikma on the basis of the information available to it at the time of the publication of the Prospectus, due to higher than expected rebates. The rebates were paid primarily to wholesalers and increased largely due to the shift from direct sales to retailers to indirect sales through the wholesalers. The rebates relate to all Roxane products although some specific product rebates have been offered on a case by case basis. The rebates resulted in lower net selling prices on marketed products than had previously been expected. In addition, Hikma now expects that Roxane’s unaudited cost of sales were slightly higher than had previously been anticipated by Hikma on the basis of the information available to it at the time of the publication of the Prospectus due to higher volumes and change in product mix which has resulted in higher cost of raw materials. Hikma now expects that Roxane’s unaudited revenue for 2015, rather than being slightly higher than 2014, was around US\$650 million. When taken together with the increased expenses, this has led to a weaker outturn than achieved in 2014.<sup>1</sup></p> <p>Save as set out in Element B.7 of the Prospectus and as set out above, there has been no significant change to Roxane’s financial position and operating results during or subsequent to the period covered by the historical key financial information for Roxane set out in this section.</p>

<sup>1</sup> The US\$650 million figure set out in this paragraph has been extracted from internal financial accounting records and have been prepared on the same basis as the audited financial information of Roxane for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*) in the Prospectus. This figure is unaudited.

B.8	Selected key pro-forma financial information	<p>Selected pro-forma financial information, which illustrates the effect of the Acquisition on the Hikma Group's income statement as if it had occurred on 1 January 2014 and its net assets as if it had occurred on 30 June 2015, is set out below. The unaudited pro-forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and therefore does not represent the Hikma Group's or the Enlarged Group's actual financial position or results.</p> <p><b>(A) Unaudited pro-forma income statement for the year ended 31 December 2014</b></p> <table border="1"> <thead> <tr> <th></th> <th>Hikma Group (US\$m)</th> <th>Roxane (US\$m)</th> <th>Roxane adjustments (US\$m)</th> <th>Financing (US\$m)</th> <th>Acquisition adjustments (US\$m)</th> <th>Pro-forma total (US\$m)</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>1,489</td> <td>676</td> <td>—</td> <td>—</td> <td>—</td> <td>2,165</td> </tr> <tr> <td>Cost of sales</td> <td>(638)</td> <td>(474)</td> <td>—</td> <td>—</td> <td>—</td> <td>(1,112)</td> </tr> <tr> <td><b>Gross profit</b></td> <td><b>851</b></td> <td><b>202</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>1,053</b></td> </tr> <tr> <td>Sales and marketing expenses</td> <td>(171)</td> <td>(22)</td> <td>—</td> <td>—</td> <td>—</td> <td>(193)</td> </tr> <tr> <td>General and administrative expenses</td> <td>(185)</td> <td>(29)</td> <td>—</td> <td>—</td> <td>(36)</td> <td>(250)</td> </tr> <tr> <td>R&amp;D expenses</td> <td>(55)</td> <td>(117)</td> <td>—</td> <td>—</td> <td>—</td> <td>(172)</td> </tr> <tr> <td>Other operating expenses (net)</td> <td>(38)</td> <td>(12)</td> <td>—</td> <td>—</td> <td>—</td> <td>(50)</td> </tr> <tr> <td><b>Total operating expenses</b></td> <td><b>(449)</b></td> <td><b>(180)</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>(36)</b></td> <td><b>(665)</b></td> </tr> <tr> <td><b>Adjusted operating profit</b></td> <td><b>427</b></td> <td><b>16</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>443</b></td> </tr> <tr> <td>Exceptional items:</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Acquisition-related costs</td> <td>(11)</td> <td>—</td> <td>—</td> <td>—</td> <td>(36)</td> <td>(47)</td> </tr> <tr> <td>Sale of intellectual property</td> <td>—</td> <td>6</td> <td>—</td> <td>—</td> <td>—</td> <td>6</td> </tr> <tr> <td>Intangible amortisation</td> <td>(14)</td> <td>—</td> <td>—</td> <td>—</td> <td>—</td> <td>(14)</td> </tr> <tr> <td><b>Operating profit</b></td> <td><b>402</b></td> <td><b>22</b></td> <td><b>—</b></td> <td><b>—</b></td> <td><b>(36)</b></td> <td><b>388</b></td> </tr> <tr> <td>Share of results of associated companies</td> <td>(6)</td> <td>—</td> <td>—</td> <td>—</td> <td>—</td> <td>(6)</td> </tr> <tr> <td>Finance income</td> <td>4</td> <td>—</td> <td>—</td> <td>(1)</td> <td>—</td> <td>3</td> </tr> <tr> <td>Finance expense</td> <td>(38)</td> <td>(4)</td> <td>4</td> <td>(12)</td> <td>—</td> <td>(51)</td> </tr> <tr> <td><b>Profit before tax from continuing operations</b></td> <td><b>362</b></td> <td><b>18</b></td> <td><b>4</b></td> <td><b>(13)</b></td> <td><b>(36)</b></td> <td><b>335</b></td> </tr> <tr> <td>Tax</td> <td>(80)</td> <td>(5)</td> <td>(1)</td> <td>3</td> <td>—</td> <td>(83)</td> </tr> <tr> <td><b>Profit for the year</b></td> <td><b>282</b></td> <td><b>13</b></td> <td><b>3</b></td> <td><b>(10)</b></td> <td><b>(36)</b></td> <td><b>252</b></td> </tr> </tbody> </table>		Hikma Group (US\$m)	Roxane (US\$m)	Roxane adjustments (US\$m)	Financing (US\$m)	Acquisition adjustments (US\$m)	Pro-forma total (US\$m)	Revenue	1,489	676	—	—	—	2,165	Cost of sales	(638)	(474)	—	—	—	(1,112)	<b>Gross profit</b>	<b>851</b>	<b>202</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,053</b>	Sales and marketing expenses	(171)	(22)	—	—	—	(193)	General and administrative expenses	(185)	(29)	—	—	(36)	(250)	R&D expenses	(55)	(117)	—	—	—	(172)	Other operating expenses (net)	(38)	(12)	—	—	—	(50)	<b>Total operating expenses</b>	<b>(449)</b>	<b>(180)</b>	<b>—</b>	<b>—</b>	<b>(36)</b>	<b>(665)</b>	<b>Adjusted operating profit</b>	<b>427</b>	<b>16</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>443</b>	Exceptional items:							Acquisition-related costs	(11)	—	—	—	(36)	(47)	Sale of intellectual property	—	6	—	—	—	6	Intangible amortisation	(14)	—	—	—	—	(14)	<b>Operating profit</b>	<b>402</b>	<b>22</b>	<b>—</b>	<b>—</b>	<b>(36)</b>	<b>388</b>	Share of results of associated companies	(6)	—	—	—	—	(6)	Finance income	4	—	—	(1)	—	3	Finance expense	(38)	(4)	4	(12)	—	(51)	<b>Profit before tax from continuing operations</b>	<b>362</b>	<b>18</b>	<b>4</b>	<b>(13)</b>	<b>(36)</b>	<b>335</b>	Tax	(80)	(5)	(1)	3	—	(83)	<b>Profit for the year</b>	<b>282</b>	<b>13</b>	<b>3</b>	<b>(10)</b>	<b>(36)</b>	<b>252</b>
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**(B) Unaudited pro-forma statement of net assets of the Enlarged Group as at 30 June 2015**

	Hikma Group 30 June 2015 (US\$m)	Roxane 31 December 2014 (US\$m)	Financing (US\$m)	Acquisition adjust- ments (US\$m)	Pro-forma total (US\$m)
<b>Non-current assets</b>					
Intangible assets	585	14	—	1,111	1,710
Property, plant and equipment	504	333	—	—	837
Investment in associates and joint ventures	14	—	—	—	14
Deferred tax assets	64	41	—	—	105
Financial and other non-current assets	43	—	—	—	43
	<b>1,210</b>	<b>388</b>	<b>—</b>	<b>1,111</b>	<b>2,709</b>
<b>Current assets</b>					
Inventories	280	267	—	—	547
Income tax asset	16	—	—	—	16
Trade and other receivables	484	128	—	—	612
Collateralised and restricted cash	5	—	—	—	5
Cash and cash equivalents	490	—	(6)	(338)	146
Other current assets	22	—	—	—	22
	<b>1,297</b>	<b>395</b>	<b>(6)</b>	<b>(338)</b>	<b>1,348</b>
<b>Total assets</b>	<b>2,507</b>	<b>783</b>	<b>(6)</b>	<b>773</b>	<b>4,057</b>
<b>Current liabilities</b>					
Bank overdrafts and loans	165	—	—	—	165
Obligations under finance leases	1	—	—	—	1
Trade and other payables	234	72	—	—	306
Income tax provision	64	—	—	—	64
Other provisions	25	—	—	—	25
Other current liabilities	107	1	—	—	108
	<b>596</b>	<b>73</b>	<b>—</b>	<b>—</b>	<b>669</b>
<b>Net current assets</b>	<b>701</b>	<b>322</b>	<b>(6)</b>	<b>(338)</b>	<b>679</b>
<b>Non-current liabilities</b>					
Long-term financial debts	589	—	341	—	930
Obligations under finance leases	23	—	—	—	23
Deferred tax liabilities	23	—	—	—	23
Derivative financial instruments	1	—	—	—	1
Other non-current liabilities	1	8	—	—	9
	<b>637</b>	<b>8</b>	<b>341</b>	<b>—</b>	<b>986</b>
<b>Total liabilities</b>	<b>1,233</b>	<b>81</b>	<b>341</b>	<b>—</b>	<b>1,655</b>
<b>Net assets</b>	<b>1,274</b>	<b>702</b>	<b>(347)</b>	<b>773</b>	<b>2,402</b>

E.3 Terms and conditions of the offer

Under the revised terms of the Acquisition, on Closing, Hikma will pay gross consideration of US\$647 million in cash and will issue 40,000,000 Consideration Shares to BI (or a nominee of BI that is an affiliate of BI). This represents a reduction of US\$535 million in the cash component of the gross consideration that was originally agreed. Consistent with the original terms disclosed in the Prospectus, Hikma has also agreed to make contingent cash payments of up to US\$125 million, subject to the achievement of certain US FDA approval milestones, depending on specific products, type of approval and dosage approved and further exclusivity and ten-year quarterly sales-based contingent payments once the products are commercialised.

		The Acquisition is conditional upon, among other things, approval by the Shareholders of the Acquisition and the expiration or termination of any required HSR Act antitrust waiting period.
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## PART I

### SUPPLEMENTARY INFORMATION

#### 1. Update on Roxane performance

In the Prospectus, Hikma stated that Roxane's operating profit was US\$21 million in 2014. Profitability during 2014 was impacted by two main items – elevated R&D expenses, including US\$35 million related to the development of certain key products expected to launch in the coming years, and non-recurring costs of US\$17 million attributable to related party transactions and employee benefits.<sup>2</sup>

Based on information made available to Hikma in relation to the financial performance of Roxane since the date of the latest audited accounts for Roxane, Hikma stated that, in the nine months ended 30 September 2015, Roxane's revenue had increased through growth in currently marketed products and new product launches, which offset a reduction in revenue from products manufactured for BI and its affiliates. This trend was expected to have continued through to the end of 2015. Accordingly, Hikma stated that it expected Roxane's revenue in 2015 to be slightly higher than 2014, with the reduction in revenue from products manufactured for BI and its affiliates being offset by growth in revenue from Roxane's marketed portfolio and new product launches.

In addition, based on information made available to Hikma in relation to the performance of Roxane since the date of the latest audited accounts for Roxane, Hikma stated that it expected Roxane's costs of sales and operating expenses had remained largely unchanged during the nine months ended 30 September 2015. These trends were expected to have continued through to the end of 2015.

Hikma expected 2016 revenue from the Roxane products to be broadly in line with 2015, with recent and planned new product launches mostly offsetting increased competition on the current marketed product portfolio.

For 2017, Hikma expected that the accelerated pace of new product launches would drive Roxane's total revenue to between US\$725 million and US\$775 million.

Following the publication of the Prospectus dated 22 January 2016, Hikma received new information from BI in relation to Roxane's financial performance during 2015, which the Hikma Board believes will also have an impact on Roxane's outlook for 2016 and 2017.

Following further due diligence into the new information provided by BI, Hikma now expects that Roxane's unaudited revenue for 2015 was lower than had previously been anticipated by Hikma on the basis of the information available to it at the time of the publication of the Prospectus, due to higher than expected rebates. The rebates were paid primarily to wholesalers and increased largely due to the shift from direct sales to retailers to indirect sales through the wholesalers. The rebates relate to all Roxane products although some specific product rebates have been offered on a case by case basis. The rebates resulted in lower net selling prices on marketed products than had previously been expected. In addition, Hikma now expects that Roxane's unaudited cost of sales were slightly higher than had previously been anticipated by Hikma on the basis of the information available to it at the time of the publication of the Prospectus, due to higher volumes and change in product mix which has resulted in higher cost of raw materials. Hikma now expects that Roxane's unaudited revenue for 2015, rather than being slightly higher than 2014, was around US\$650 million. When taken together with the increased expenses, this has led to a weaker outturn than achieved in 2014.<sup>3</sup> Save as described, there has been no significant change in the financial or trading position of Roxane since 31 December 2014, the date to which Roxane's latest audited financial information was prepared.

On the basis of the new information provided by BI, Hikma now anticipates that Roxane's full year revenue for 2016 will also be negatively impacted compared to Hikma's previous expectation and,

<sup>2</sup> The US\$35 million and US\$17 million figures set out in this paragraph have been extracted from internal financial accounting records and have been prepared on the same basis as the audited financial information of Roxane for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*) in the Prospectus. The US\$35 million figure forms part of the audited US\$117 million Research and development expenses reported for the financial year ended 31 December 2014. The US\$17 million forms part of the audited US\$180 million Total operating expenses reported for the financial year ended 31 December 2014. Both figures are unaudited.

<sup>3</sup> The US\$650 million figure set out in this paragraph has been extracted from internal financial accounting records and have been prepared on the same basis as the audited financial information of Roxane for the financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*) in the Prospectus. This figure is unaudited.



as a consequence, will now be lower than revenue in 2015. Hikma now expects that further adjustments for the impact on revenue it anticipates due to the rebates in 2016, alongside the previously expected increase in competition on the current marketed portfolio, will only be partially offset by revenue from recent and planned new product launches. In addition, consistent with the original terms disclosed in the Prospectus, Hikma continues to expect a reduction in revenues from products manufactured for BI and its affiliates. Further, as previously stated, Hikma will focus on improving Roxane's product mix and reducing overheads and other expenses following Closing.

On the basis of the new information provided by BI, Hikma now anticipates that Roxane's full year revenue for 2017 will also be negatively impacted compared to Hikma's previous expectation. Hikma now anticipates that Roxane's total revenue for 2017 will be between US\$700 million and US\$750 million, rather than the previous expectation that revenues in 2017 would be between US\$725 million and US\$775 million. With the exception of further adjustments for the impact of rebates in future years, and ordinary course updates to product forecasts, all of Hikma's assumptions remain unchanged. Hikma continues to expect close to 20 launches from the Roxane pipeline in 2016 and 2017, including some potentially substantial market opportunities. In addition, Hikma expects an improved product mix in 2017, resulting from the successful commercialisation of Roxane's differentiated pipeline and the reduction in the supply of lower-margin products to BI and its affiliates.

Hikma reiterates its expectation that an improved product mix, combined with anticipated operating efficiencies gained through the combination with Hikma's US business, will significantly improve performance and will enable Roxane to expand EBITDA margins from the pre-acquisition levels to around 35 per cent. over the medium term.

On the basis of the information available to it at the time of the publication of the Prospectus, Hikma stated that the Acquisition was expected to be accretive to adjusted EPS in 2016. On the basis of the new information provided by BI and the revised terms of the Acquisition (as described below), Hikma now expects that the Acquisition will be slightly dilutive to adjusted EPS in 2016. In spite of the reduction in Hikma's expectations for Roxane's revenue in 2017, Hikma reiterates that the Acquisition is expected to be strongly accretive to adjusted EPS from 2017, the first full year, onwards.

## **2. Revised terms of the Acquisition Agreement**

In light of the new information received by Hikma from BI, the parties have agreed to amend the terms of the Acquisition Agreement to reduce the purchase price. Under the revised terms of the Acquisition, on Closing, Hikma will pay gross consideration of US\$647 million in cash as opposed to US\$1.18 billion, a reduction of US\$535 million. Hikma will issue 40,000,000 Consideration Shares, which is unchanged from the number agreed on 28 July 2015.

As disclosed in the Prospectus, the Acquisition Agreement contains customary warranties given by BI in relation to its title and ownership of Roxane and in relation to the underlying businesses of Roxane, and it contained limitations on liability and indemnification provisions. Under the terms of the Acquisition Agreement, Hikma was able to recover losses for breach of representations made by BI in the Acquisition Agreement only to the extent that they exceeded US\$39.75m, and in relation to any excess above such amount, Hikma's recovery was capped at US\$26.5m (save in respect of any claim for fraud or injunctive or provisional relief (including specific performance)).

As part of the agreement to reduce the purchase price by US\$535m, Hikma has agreed that (save in respect of any claim for fraud or injunctive or provisional relief (including specific performance)) Hikma and the Buyer Related Parties shall release and discharge BI and the Seller Related Parties from all claims which the Buyer Related Parties had, have, or may in the future have, that in any way are based on, relate to or arise under any financial information about Roxane, requested, provided, delivered or otherwise made available to any Buyer Related Party in connection with the Acquisition Agreement or the Acquisition (the "**Released Claims**"). The Amendment Agreement states that the Buyer Related Parties covenant to refrain from seeking to establish liability or seeking any damages from the Seller Related Parties for any of the Released Claims.

The other terms remain as described on pages 88 to 90 of the Prospectus.

## **3. Pro-forma information**

An unaudited pro-forma income statement and pro-forma net assets statement of the Enlarged Group has been prepared to reflect the amended terms of the Acquisition Agreement and is set

out in Part II of this document to illustrate the impact of the Acquisition on the income statement of the Hikma Group for the year ended 31 December 2014 as if it had taken place on 1 January 2014, and on the net assets of the Hikma Group as at 30 June 2015 as if it had taken place at that date.

#### **4. Recommendation, action to be taken and confirmations**

The Board has received financial advice from Citi and Centerview Partners in relation to the Acquisition. In providing such financial advice to the Board, Citi and Centerview Partners have relied on the Board's commercial assessment of the Acquisition.

The Board continues to believe that the Acquisition, on the revised terms of the Acquisition Agreement and taking into consideration the new information provided by BI, and the Resolutions are in the best interests of shareholders as a whole. Accordingly, the Board continues to unanimously recommend that the Shareholders vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their own beneficial holdings of Hikma Shares.

You will find enclosed with this document an additional Form of Proxy for use at the General Meeting to assist Shareholders in voting on the Resolutions. Shareholders may return either the original Form of Proxy or the Form of Proxy enclosed with this document. If two or more valid but differing Forms of Proxy are delivered in respect of the same share for use at the General Meeting, the one which is last delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the others as regards that share.

Whether or not you intend to be present at the meeting, you are requested to complete and return either Form of Proxy in accordance with the instructions printed on it and return it so as to be received by the Registrar, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive no later than 9.00a.m. UK time on 17 February 2016 (or not less than 48 hours before the time fixed for any adjourned meeting). Shareholders may, if they so wish, register the appointment of a proxy or proxies electronically by logging on to the Registrar's website at [www.capitashareportal.com](http://www.capitashareportal.com) where full details of the procedure are given. Electronic proxy appointments must be received by the Registrar, so as to arrive no later than 9.00a.m. UK time on 17 February 2016 (or not less than 48 hours before the time fixed for any adjourned meeting). CREST members may appoint a proxy or proxies by completing and transmitting a CREST Proxy instruction in accordance with the procedures described in the CREST Manual so that it is received by Hikma's agent (ID RA10) by the latest time for receipt of proxy appointments specified above.

Completing and returning a Form of Proxy or electronic proxy appointment or completing and transmitting a CREST proxy instruction will not prevent you from attending the meeting and voting in person if you wish.

Hikma, the Directors and the Proposed Director regard the information above as significant new factors relating to the information contained in the Prospectus and accordingly have prepared and published this document in accordance with section 87G of the FSMA, the Prospectus Rules and the Listing Rules. Save as disclosed in this document, there is no further information that is required to be disclosed in this document.

## PART II

### UNAUDITED PRO-FORMA FINANCIAL INFORMATION

#### SECTION A: Unaudited pro-forma financial information of the Enlarged Group

The unaudited pro-forma income statement and pro-forma net assets statement of the Enlarged Group set out below have been prepared on the basis of the notes below, and in accordance with Annex II to the Prospectus Rules, to illustrate the impact of the Acquisition on the income statement of the Hikma Group for the year ended 31 December 2014 as if it had taken place on 1 January 2014, and on the net assets of the Hikma Group as at 30 June 2015 as if it had taken place at that date.

The unaudited pro-forma financial information has been prepared for illustrative purposes only and, by its nature, addresses a hypothetical situation. It does not, therefore, represent the Enlarged Group's actual financial position or results.

The unaudited pro-forma information does not constitute financial statements within the meaning of section 434 of the Companies Act. Shareholders should read the whole of this document and not rely solely on the summarised financial information contained in this Part II.

#### (A) Unaudited pro-forma income statement for the year ended 31 December 2014

Note	Hikma Group (US\$m) (1)	Roxane (US\$m) (2)	Roxane adjustments (US\$m) (3)	Financing (US\$m) (4)	Acquisition adjustments (US\$m) (5)	Pro-forma total (US\$m)
Revenue	1,489	676	—	—	—	2,165
Cost of sales	(638)	(474)	—	—	—	(1,112)
<b>Gross profit</b>	<b>851</b>	<b>202</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,053</b>
Sales and marketing expenses	(171)	(22)	—	—	—	(193)
General and administrative expenses	(185)	(29)	—	—	(36)	(250)
R&D expenses	(55)	(117)	—	—	—	(172)
Other operating expenses (net)	(38)	(12)	—	—	—	(50)
<b>Total operating expenses</b>	<b>(449)</b>	<b>(180)</b>	<b>—</b>	<b>—</b>	<b>(36)</b>	<b>(665)</b>
<b>Adjusted operating profit</b>	<b>427</b>	<b>16</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>443</b>
Exceptional items:						
Acquisition-related costs	(11)	—	—	—	(36)	(47)
Sale of intellectual property	—	6	—	—	—	6
Intangible amortisation	(14)	—	—	—	—	(14)
<b>Operating profit</b>	<b>402</b>	<b>22</b>	<b>—</b>	<b>—</b>	<b>(36)</b>	<b>388</b>
Share of results of associated companies	(6)	—	—	—	—	(6)
Finance income	4	—	—	(1)	—	3
Finance expense	(38)	(4)	4	(12)	—	(50)
<b>Profit before tax from continuing operations</b>	<b>362</b>	<b>18</b>	<b>4</b>	<b>(13)</b>	<b>(36)</b>	<b>335</b>
Tax	(80)	(5)	(1)	3	—	(83)
<b>Profit for the year</b>	<b>282</b>	<b>13</b>	<b>3</b>	<b>(10)</b>	<b>(36)</b>	<b>252</b>

#### Notes:

(1) The financial information relating to Hikma has been extracted without material adjustment from the audited financial information for the year ended 31 December 2014, which is incorporated by reference in Part VII (*Historical Financial Information relating to Hikma*) of the Prospectus.

- (2) The Roxane financial information is taken from the audited financial information of Roxane for the financial year ended 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*) of the Prospectus.
- (3) This adjustment relates to the elimination of interest expense on balances payable to affiliates of US\$223 million and a short-term loan payable to BI of US\$202 million and their related tax benefit (applying Roxane's effective tax rate of 30.8 per cent.), as the Acquisition is structured on a cash-free, debt-free basis and this loan will not be a liability for Hikma.
- (4) Under the terms of the Acquisition, on closing Hikma will pay gross consideration of approximately US\$647 million in cash. In accordance with the Acquisition Agreement, this is subject to post-Closing cash adjustments to reflect (i) the net working capital of Roxane at Closing, and (ii) capital expenditure for the period between 28 July 2015 (the date of announcing the Acquisition) and the Closing Date relating to two key products acquired pursuant to the Acquisition. As these adjustments relate to a future event, they have not been included in this pro-forma. The cash consideration will be financed through a combination of cash and debt. The financing adjustment reflects:
  1. The interest cost on the US\$1,175 million new RCF, US\$345 million of which is expected to be utilised. This results in US\$6 million in interest expense on the RCF, in addition there is US\$2 million in amortised upfront fees for the RCF and US\$4 million in commitment fees on the unutilised portion of the RCF.
  2. Finance income has been reduced by US\$1 million due to interest income forgone from deposits of excess cash during the year; as cash of US\$302 million will be used to finance part of the cash consideration.
  3. The tax benefit related to the above net finance cost adjustments calculated using an effective tax rate of 20 per cent., which reflects Hikma's effective tax rate for the six months ended 30 June 2015.
- (5) Acquisition adjustments relate to the estimated Acquisition cost of US\$36 million.
- (6) No adjustments has been made to reflect the trading results of Hikma or Roxane since 31 December 2014.

**(B) Unaudited pro-forma statement of net assets of the Enlarged Group as at 30 June 2015**

Note	Hikma Group 30 June 2015 (US\$m) (1)	Roxane 31 December 2014 (US\$m) (2)	Financing (US\$m) (3)	Acquisition adjustments (US\$m) (4)	Pro-forma total (US\$m)
<b>Non-current assets</b>					
Intangible assets	585	14	—	1,111	1,710
Property, plant and equipment	504	333	—	—	837
Investment in associates and joint ventures	14	—	—	—	14
Deferred tax assets	64	41	—	—	105
Financial and other non-current assets	43	—	—	—	43
	<b>1,210</b>	<b>388</b>	<b>—</b>	<b>1,111</b>	<b>2,709</b>
<b>Current assets</b>					
Inventories	280	267	—	—	547
Income tax asset	16	—	—	—	16
Trade and other receivables	484	128	—	—	612
Collateralised and restricted cash	5	—	—	—	5
Cash and cash equivalents	490	—	(6)	(338)	146
Other current assets	22	—	—	—	22
	<b>1,297</b>	<b>395</b>	<b>(6)</b>	<b>(338)</b>	<b>1,348</b>
<b>Total assets</b>	<b>2,507</b>	<b>783</b>	<b>(6)</b>	<b>773</b>	<b>4,057</b>
<b>Current liabilities</b>					
Bank overdrafts and loans	165	—	—	—	165
Obligations under finance leases	1	—	—	—	1
Trade and other payables	234	72	—	—	306
Income tax provision	64	—	—	—	64
Other provisions	25	—	—	—	25
Other current liabilities	107	1	—	—	108
	<b>596</b>	<b>73</b>	<b>—</b>	<b>—</b>	<b>669</b>
<b>Net current assets</b>	<b>701</b>	<b>322</b>	<b>(6)</b>	<b>(338)</b>	<b>679</b>
<b>Non-current liabilities</b>					
Long-term financial debts	589	—	341	—	930
Obligations under finance leases	23	—	—	—	23
Deferred tax liabilities	23	—	—	—	23
Derivative financial instruments	1	—	—	—	1
Other non-current liabilities	1	8	—	—	9
	<b>637</b>	<b>8</b>	<b>341</b>	<b>—</b>	<b>986</b>
<b>Total liabilities</b>	<b>1,233</b>	<b>81</b>	<b>341</b>	<b>—</b>	<b>1,655</b>
<b>Net assets</b>	<b>1,274</b>	<b>702</b>	<b>(347)</b>	<b>773</b>	<b>2,402</b>

## Notes:

- (1) The Hikma Group financial information has been extracted without material adjustment from the unaudited financial information for the six months ended 30 June 2015, which is incorporated by reference in Part VII (*Historical Financial Information relating to Hikma*) of the Prospectus.
- (2) The financial information of Roxane in the table below reflects the audited financial information of Roxane for the financial year ended 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*) of the Prospectus adjusted for the following:
1. Removal of balances payable to affiliates of US\$223 million and a short term loan payable to BI of US\$202 million as the Acquisition is structured on a cash-free, debt-free basis; and
  2. Removal of disposal group assets which represent assets related to products and services excluded from the Acquisition, as well as certain warehousing and distribution facilities that will be retained by BI.

The table below illustrates the adjustments made to Roxane historical net assets.

Note	Roxane 31 December 2014 (US\$m) (a)	Adjustments (US\$m) (b)	Adjustments (US\$m) (c)	Roxane 31 December 2014 (US\$m) (Adjusted)
<b>Non-current assets</b>				
Intangible assets	14	—	—	14
Property, plant and equipment	333	—	—	333
Deferred tax assets	41	—	—	41
Disposal group assets	6	—	(6)	—
	<b>394</b>	<b>—</b>	<b>(6)</b>	<b>388</b>
<b>Current assets</b>				
Inventories	267	—	—	267
Trade and other receivables	128	—	—	128
Disposal group assets	12	—	(12)	—
	<b>407</b>	<b>—</b>	<b>(12)</b>	<b>395</b>
<b>Total assets</b>	<b>801</b>	<b>—</b>	<b>(18)</b>	<b>783</b>
<b>Current liabilities</b>				
Short term loan payable to Parent entity	202	(202)	—	—
Payable to affiliate	223	(223)	—	—
Trade and other payables	72	—	—	72
Other current liabilities	1	—	—	1
	<b>498</b>	<b>(425)</b>	<b>—</b>	<b>73</b>
<b>Net current assets / (liabilities)</b>	<b>(91)</b>	<b>425</b>	<b>(12)</b>	<b>322</b>
<b>Non-current liabilities</b>				
Other non-current liabilities	8	—	—	8
	<b>8</b>	<b>—</b>	<b>—</b>	<b>8</b>
<b>Total liabilities</b>	<b>506</b>	<b>(425)</b>	<b>—</b>	<b>81</b>
<b>Net assets</b>	<b>295</b>	<b>425</b>	<b>(18)</b>	<b>702</b>

- a. The financial information relating to Roxane has been extracted without material adjustment from the audited financial information of Roxane for the financial year ended 31 December 2014 set out in Part VIII (*Historical Financial Information relating to Roxane*).
- b. Elimination of balances payable to BI and affiliates.
- c. Elimination of disposal group assets that are not part of the Acquisition.
- (3) Under the terms of the Acquisition, on Closing Hikma will pay gross consideration of approximately US\$647 million in cash. The cash consideration will be financed through a combination of cash and debt. The financing adjustment reflects utilisation of the US\$1,175 million Revolver Credit Facility "RCF", US\$345 million of which is expected to be utilised. Accordingly the US\$341 million adjustment to Long-term financial debts comprises of US\$345 million utilised RCF balance less capitalised financing fees. The adjustment to cash represents the cash used to pay upfront fees related to the RCF.
- (4) The Acquisition has been accounted for using the acquisition method of accounting. Any excess consideration above the book value of the net assets acquired has been reflected as goodwill. A fair value exercise will be completed post-Acquisition, therefore no account has been taken of any fair value adjustments that may arise on the Acquisition and no intangible assets and tax consequences have been valued at this stage.

The goodwill has been calculated as follows:

	(US\$m)
Cash consideration financed from cash on balance sheet	302
Cash consideration financed from RCF	345
40 million Hikma shares (see below)	1,166
Total consideration	1,813
Roxane net assets	702
<b>Pro-forma goodwill adjustment</b>	<b>1,111</b>

For the purpose of calculating the goodwill, the consideration is assumed to be the gross consideration of US\$647 million in cash and 40,000,000 Consideration Shares being issued to BI (or a nominee of BI that is an affiliate of BI), based on an issue price for the Consideration Shares of £20.25 per share (being the share price as at 15 January 2016), converted at a USD:GBP exchange rate of 1.44041:1 (being the exchange rate at 15 January 2016). The above calculation does not assume any contingent consideration or liabilities. In addition, it does not assume any post-Closing cash adjustments to reflect (i) the net

working capital of Roxane at Closing and (ii) capital expenditure for the period between 28 July 2015 (the date of the announcement of the Acquisition) and the Closing Date relating to two key products acquired pursuant to the Acquisition. These adjustments relate to a future event and have not therefore been included in this pro-forma.

The adjustment to cash represents the cash on balance sheet used to finance the difference between the US\$647 million cash consideration and the utilised RCF financing of US\$345 million, in addition to Acquisition costs of US\$36 million.

- (5) No adjustment has been made to reflect the trading results of Hikma or Roxane from 30 June 2015 and 31 December 2014, respectively.



## **SECTION B: Accountant's Report on Pro-Forma Financial Information**

The Directors and Proposed Director  
on behalf of Hikma Pharmaceuticals Public Limited Company  
13 Hanover Square  
London  
W1S 1HL

Citigroup Global Markets Limited  
Citigroup Centre  
Canada Square  
London  
E14 5LB

11 February 2016

Dear Sirs

### **Hikma Pharmaceuticals Public Limited Company (the "Company")**

We report on the *pro forma* financial information (the "**Pro-Forma Financial Information**") set out in Part A and Part B of Section A of this Part II (*Unaudited Pro-Forma Financial Information*) of the supplementary prospectus and Class 1 circular dated 11 February 2016 (the "**Supplementary Circular**"), which has been prepared on the basis described in the notes to the Pro-Forma Financial Information, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period 31 December 2014. This report is required by paragraph 13.3.3R of the Listing Rules of the Financial Conduct Authority and by the Commission Regulation (EC) No 809/2004 (the "**Prospectus Directive Regulation**") and is given for the purpose of complying with those requirements and for no other purpose.

### **Responsibilities**

It is the responsibility of the directors of the Company and the Proposed Director (as defined in the combined prospectus and circular published by the Company on 22 January 2016) to prepare the Pro-Forma Financial Information in accordance with paragraph 13.3.3R of the Listing Rules of the Financial Conduct Authority and Annex II items 1 to 6 of the Prospectus Directive Regulation.

It is our responsibility to form an opinion as to the proper compilation of the Pro-Forma Financial Information and to report that opinion to you in accordance with Annex II item 7 of the Prospectus Directive Regulation.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, or which we may have to those persons to whom this report is expressly addressed and which we may have to ordinary shareholders as a result of the inclusion of the report in the Supplementary Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.4.1R(6) and Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Supplementary Circular.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro-Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro-Forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro-Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards or practices.

### **Opinion**

In our opinion:

- (a) the Pro-Forma Financial Information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

### **Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f), we are responsible for this report as part of the Supplementary Circular and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Supplementary Circular in compliance with Annex I item 1.2 of the Prospectus Directive Regulation.

Yours faithfully

**Deloitte LLP**  
Chartered Accountants

*Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 2 New Street Square, London EC4A 3BZ, United Kingdom. Deloitte LLP is the United Kingdom member firm of Deloitte Touche Tohmatsu Limited (“DTTL”), a UK private company limited by guarantee, whose member firms are legally separate and independent entities. Please see [www.deloitte.co.uk/about](http://www.deloitte.co.uk/about) for a detailed description of the legal structure of DTTL and its member firms.*

## PART III

### ADDITIONAL INFORMATION

#### 1. Persons Responsible

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

<b>Name</b>	<b>Position</b>
Mr. Said Darwazah	<i>Chairman and Chief Executive Officer</i>
Mr. Mazen Darwazah	<i>Executive Vice-Chairman, President and Chief Executive Officer of MENA and Emerging Markets</i>
Mr. Robert Pickering	<i>Senior Independent Director</i>
Mr. Mohammed "Ali" Al-Husry	<i>Non-Executive Director</i>
Mr. Michael Ashton	<i>Independent Non-Executive Director</i>
Mr. Breffni Byrne	<i>Independent Non-Executive Director</i>
Dr. Ronald Goode	<i>Independent Non-Executive Director</i>
Mr. Patrick Butler	<i>Independent Non-Executive Director</i>
Dr. Pamela Kirby	<i>Independent Non-Executive Director</i>
Dr. Jochen Gann	<i>Proposed Director</i>

#### 2. Consents

Citi has given and has not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.

Centerview Partners has given and has not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.

The auditors and reporting accountants of Hikma are Deloitte, whose address is 2 New Street Square, London EC4A 3BZ. Deloitte has given and has not withdrawn its written consent to the inclusion in this document of its accountant's report in Part II (*Unaudited Pro-Forma Financial Information*) of this document in the form and context in which it appears, and has authorised the contents of this report for the purposes of paragraph 5.5.3(2)(f) of the Prospectus Rules. Deloitte is a member of the Institute of Chartered Accountants of England and Wales.

#### 3. Documents Available For Inspection

In addition to those documents set out in paragraph 18 of Part XII (*Additional Information*) of the Prospectus, copies of this document and the consent letters referred to in paragraph 2 above and the Acquisition Agreement (as amended) are available for inspection during normal business hours on any weekday (Saturdays and public holidays excluded) at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from the date of this document up to and including the date of Admission.

## DEFINITIONS

The definitions set out below apply throughout this document, unless the context requires otherwise.

**“Buyer Related Parties”**

means each of Hikma’s present and former parents, subsidiaries, and affiliates, and its and their present and former respective directors, officers, employees, shareholders, agents, advisors, attorneys, predecessors-in-interest, successors, and assigns; and

**“Seller Related Parties”**

means each of BI’s present and former parents, subsidiaries, and affiliates, and its and their present and former respective directors, officers, employees, shareholders, agents, advisors, attorneys, predecessors-in-interest, successors, and assigns.