

Notice of Annual General Meeting.

Friday 28 April 2023 at 11.00 a.m.

Sofitel London St James,
6 Waterloo Place,
London SW1Y 4AN and virtually

This document is important and requires your immediate attention.

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

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(Incorporated and registered in England and Wales with registered number 05557934)

hikma.

Notice of Annual General Meeting of Hikma Pharmaceuticals PLC

Notice is hereby given that the Annual General Meeting ("AGM") of Hikma Pharmaceuticals PLC (the "Company") will be held at Sofitel London St James, 6 Waterloo Place, London SW1Y 4AN, and virtually, on Friday 28 April 2023 at 11.00 a.m. to transact the following business:

To consider, and if thought fit to pass, the following resolutions, of which resolutions 1-20 (inclusive) are ordinary resolutions and require a simple majority of the votes cast to be in favour in order to be passed. Resolutions 21-24 (inclusive) are special resolutions which require a 75% majority of the votes cast to be in favour in order to be passed. A poll will be called on each of the resolutions. Further details are set out in the explanatory notes.

Ordinary Resolutions

Resolution 1

To receive and accept the accounts for the financial year ended 31 December 2022, together with the reports of the Directors and Auditors thereon.

Resolution 2

To declare a final dividend on the ordinary shares of the Company ("Ordinary Shares") totalling 37 cents per Ordinary Share in respect of the year ended 31 December 2022, payable on 5 May 2023 to Shareholders on the register of members at the close of business on 24 March 2023.

Resolution 3

To re-appoint PricewaterhouseCoopers LLP ("PwC") as Auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 4

To authorise the Audit Committee to determine the remuneration of the Auditor.

Resolution 5

To elect Laura Balan as a Director of the Company.

Virtual Attendance

Shareholders not physically attending the AGM may attend virtually, ask questions and vote at the AGM electronically via <https://web.lumiagm.com/190-394-985>. Further details are set out on page 14 of this Notice.

Shareholders attending virtually are encouraged to do the following in advance of the AGM:

1. Lodge their proxy votes with the Registrar (www.hikmashares.com) in accordance

with the instructions contained in the Notice of AGM so that these are received by no later than 11.00 a.m. on 26 April 2023 – these will be counted in the votes for the AGM; and

2. Submit any questions to the Company Secretary (cosec@hikma.com) no later than close of business on 26 April 2023 – these questions will be answered at the AGM in the normal way, although we reserve the right to edit questions or not respond where we consider it appropriate, taking account of our legal obligations.

Resolution 6

To elect Victoria Hull as a Director of the Company.

Resolution 7

To elect Dr Deneen Vojta as a Director of the Company.

Resolution 8

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

Resolution 9

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

Resolution 10

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

Resolution 11

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

Resolution 12

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

Resolution 13

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

Resolution 14

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

Resolution 15

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

Resolution 16

To receive and approve the Annual Report on Remuneration (excluding the Directors' Remuneration Policy) as set out on pages 109 to 124 of the Annual Report and Accounts for the financial year ended 31 December 2022.

Resolution 17

To approve the Directors' Remuneration Policy, as set out on pages 99 to 108 of the Annual Report and Accounts for the year ended 31 December 2022, to take effect from the date of the AGM.

Resolution 18

That the Board of Directors of the Company (the "Board") be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

- a. up to an aggregate nominal amount of £7,342,093 (such amount to be reduced by any allotments or grants made under paragraph b. below in excess of such sum); and
- b. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £14,684,186 (such amount to be reduced by any allotments or grants made under paragraph a. above) in connection with or pursuant to an offer or invitation by way of a rights issue:
 - i. in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or as the Board otherwise consider it necessary,

but subject to such limits, restrictions or other arrangements as the Board may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates and/or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, such authority to apply until the conclusion of the next AGM (or, if earlier, until the close of business on 28 July 2024), save that, in each case, the Company may during this period make any offer or enter into any agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted, after the authority ends and the Board may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

Resolution 19

To:

- a. approve the Hikma Pharmaceuticals PLC Long-Term Incentive Plan 2023 (the "LTIP"), summarised in Appendix 1 to this Notice and the rules of which are produced to this meeting and initialled by the Chairman for the purposes of identification, and to authorise the Board to do all such acts and things necessary or desirable to establish the LTIP; and
- b. authorise the Board to adopt further plans based on the LTIP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any Ordinary Shares made available under such plans are treated as counting against any limits on individual or overall participation in the LTIP.

Resolution 20

To:

- a. approve the Hikma Pharmaceuticals PLC Deferred Bonus Plan 2023 (the "DBP"), summarised in Appendix 1 to this Notice and the rules of which are produced to this meeting and initialled by the Chairman for the purposes of identification, and to authorise the Board to do all such acts and things necessary or desirable to establish the DBP; and
- b. authorise the Board to adopt further plans based on the DBP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any Ordinary Shares made available under such schedules are treated as counting against any limits on individual or overall participation in the DBP.

Special Resolutions

Resolution 21

That if Resolution 18 is passed, the Board be given power to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority conferred by that resolution; and/or sell Ordinary Shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b. of Resolution 18, by way of a rights issue only);

- i. to Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory and/or practical problems in, or under the laws of, any territory or any other matter;
- b. in the case of the authority granted under paragraph a. of Resolution 18 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount of £2,202,628; and
 - c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. or paragraph b. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b. above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 28 July 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Notice of Annual General Meeting of Hikma Pharmaceuticals PLC

continued

Resolution 22

That if Resolution 18 is passed, the Board be given the power in addition to any power granted under Resolution 21 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph a. of Resolution 18 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,202,628, such power to be used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purposes of refinancing such a transaction within 12 months of its taking place; and
- b. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a. above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 28 July 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 23

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

- a. the maximum aggregate number of Ordinary Shares which may be purchased is 22,026,280;
- b. the minimum price which may be paid for each Ordinary Share is 10 pence which amount shall be exclusive of expenses, if any;
- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the highest of:
 - i. an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time;
- d. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the AGM to be held in 2024 (or, if earlier, 28 July 2024); and
- e. under this authority the Company may enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and the Company may make purchases of Ordinary Shares pursuant to any such contract as if this authority had not expired.

Resolution 24

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

By order of the Board

Hussein O Arkhagha

Chief Counsel and Company Secretary
16 March 2023

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

Registered in England and Wales
No. 05557934

The following explanatory notes provide an explanation of the Resolutions to be considered at the AGM.

Resolutions 1 to 20 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the relevant resolution. Resolutions 21 to 24 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the relevant resolution.

Resolution 1: Reports and accounts

This resolution is to receive and accept the Company's accounts and the reports of the Directors and auditors for the financial year ended 31 December 2022.

Resolution 2: Dividend

This resolution is to approve the payment of a final dividend of 37 cents per Ordinary Share for the year ended 31 December 2022. The proposed dividend will be paid on 5 May 2023 to all Shareholders on the register of Members at the close of business on 24 March 2023.

Shareholders may elect to receive dividends in pounds sterling or Jordanian Dinar. If you have previously made a currency election, the most recent election will continue to apply. In the absence of an election form, the default position is to receive your dividend in Jordanian Dinar if you are located in Jordan and US dollars if you are located elsewhere in the world. If you wish to change the currency in which your dividend is paid, please contact the Registrar before 3 April 2023 informing them of your currency selection at:

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

Or by telephoning a Link representative on:
Tel: 0371 664 0300 (from within the UK)

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

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

E-mail:

shareholderenquiries@linkgroup.co.uk

All CREST holders will be able to select the currency of their choice via a dividend election input message in accordance with the procedure set out in the CREST Manual.

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

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

Resolution 3 is to re-appoint PricewaterhouseCoopers LLP ("PwC") as auditors of the Company, to hold office from the end of this AGM to the end of the next General Meeting at which accounts are laid before the Shareholders. Further detail on the Audit Committee's recommendation to re-appoint PwC is set out on pages 89 and 90 of the Annual Report and Accounts for the year ended 31 December 2022.

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

Resolutions 5 to 15: Election and re-election of Directors

The Directors included in these resolutions are standing for election or re-election (as applicable) in accordance with the Company's policy and in line with the UK Corporate Governance Code (the "Code") which states that all directors of companies with a premium listing should be subject to annual election by shareholders. A summary of the experiences and effectiveness of the Directors who are seeking election and re-election is detailed on pages 8 to 11 of this Notice and on the Company's website www.hikma.com.

In reviewing the independence of each Non-Executive Director, the Board has concluded that the majority of Non-Executive Directors are independent with the exception of Ali Al-Husry and, with effect from the AGM in 2023, of Patrick Butler (please see pages 8 and 9 of this Notice for further details). In addition, the Chairman confirms that the Board has recently appraised the performances of each of the Directors and considered the balance of skills and experience required. The Board has determined that they each continue to make an effective and valuable contribution to the Board and fully supports each re-election.

Resolution 16: Annual Report on Remuneration

Shareholders will have the opportunity to cast an advisory vote on the Annual Report on Remuneration (excluding the Directors' Remuneration Policy), as set out on pages 109 to 124 of the Annual Report and Accounts for the year ended 31 December 2022.

Resolution 17: Directors' Remuneration Policy

The Company is required to seek Shareholders' approval of its policy on remuneration of directors (the "Directors' Remuneration Policy") set out on pages 99 to 108 of the Annual Report and Accounts for the year ended 31 December 2022. The vote is binding.

The Remuneration Committee Chair has highlighted the key changes from the Company's existing policy on directors' remuneration adopted by Shareholders in 2020 in the Annual Statement by the Remuneration Committee Chair set out on pages 95 and 96 of the Annual Report and Accounts for the year ended 31 December 2022 and in Appendix 2 to this Notice. The proposed changes are intended to meet the future needs of Hikma's business, with an incentive structure that rewards performance linked to business plan delivery, and retains and attracts an appropriate calibre of executive talent, recognising the highly competitive global pharmaceutical industry.

The Directors' Remuneration Policy, if approved, will take effect from the conclusion of the AGM and will apply until replaced by a new or amended policy. Once the policy is effective, the Company will not be able to make remuneration payments to a director, or loss of office payments to a current or past director, unless the payment is consistent with the approved policy or an amendment to the policy authorising the Company to make the payment has been otherwise approved by Shareholders.

If the Directors' Remuneration Policy is not approved by the Shareholders for any reason, the Company will, if and to the extent permitted to do so under the Act, continue to make payments to directors in accordance with the Company's existing policy on directors' remuneration and will seek Shareholder approval for a revised policy as soon as practicable. The Directors' Remuneration Policy must be submitted to Shareholders for approval at least every three years and the Company's next policy on directors' remuneration will be submitted no later than the 2026 AGM.

Explanatory notes

continued

Resolution 18: Authority to allot Ordinary Shares

The Board may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by Shareholders. The authority granted at the AGM held in 2022 is due to expire at this year's AGM. Paragraph a. of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £7,342,093 (representing 73,420,930 Ordinary Shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 22 February 2023, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association ("IA"), paragraph b. of this Resolution would give the Board authority to allot equity securities (as defined in the Act and which includes Ordinary Shares) in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £14,684,186 (representing 146,841,860 Ordinary Shares), as reduced by the nominal amount of any Ordinary Shares previously issued under paragraph a. of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 22 February 2023, the latest practicable date prior to publication of this Notice. If the Directors were to exercise this further authority, they intend to follow the recommendations of the IA as regards to its use.

The authorities sought under paragraphs a. and b. of this Resolution will expire at the earlier of 28 July 2024 or the conclusion of the AGM to be held in 2024.

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

As at 22 February 2023, the latest practicable date prior to the publication of this Notice, the Company held 12,833,233 treasury shares, representing 5.826% of the issued Ordinary Share capital of the Company (excluding treasury shares) at that date.

Resolutions 19 and 20: Approval of new incentive plans

Following a thorough review of the Executive Directors' remuneration arrangements by the Remuneration Committee, the Company proposes to introduce the Hikma Pharmaceuticals PLC Long-Term Incentive Plan 2023 (the "LTIP") and the Hikma Pharmaceuticals PLC Deferred Bonus Plan 2023 (the "DBP" and, together with the "LTIP",

the "Plans"). The Plans are intended to be used to grant awards to Executive Directors and other eligible employees going forward, in replacement of the Company's Executive Incentive Plan, which was approved by Shareholders in 2014 and is reaching the end of its ten-year life. Further details on the background to the Plans and how the Remuneration Committee intends to operate the Plans are included on pages 95 to 124 of the Annual Report and Accounts for the year ended 31 December 2022.

Shareholders are therefore asked to approve the Plans and to authorise the Board to adopt further plans based on the Plans but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any Ordinary Shares made available under such plans are treated as counting against any limits on individual or overall participation in the Plans.

Summaries of the Plans are set out in Appendix 1 to this Notice. Copies of the rules of the Plans will be available for inspection by Shareholders on the National Storage Mechanism (accessible at https://data.fca.org.uk/#/nsm/nationalstorage_mechanism) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 21: Authority to disapply pre-emption rights (General)

This is a special resolution which, if approved, will give the Directors the authority to allot equity securities (and/or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings (as would otherwise be required by section 561 of the Act). Equity securities include Ordinary Shares in the Company.

In November 2022, the Pre-Emption Group updated their Statement of Principles (the "Revised Statement of Principles") to, amongst other things, support companies seeking authority to issue non-pre-emptively for cash equity securities representing:

- i. no more than 10% of issued Ordinary Share capital (excluding treasury shares) whether or not in connection with an acquisition or specified capital investment (plus a further authority of up to 2% of issued Ordinary Share capital (excluding treasury shares) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Revised Statement of Principles); and
- ii. no more than an additional 10% of issued Ordinary Share capital (excluding treasury

shares), provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment (plus a further authority of up to 2% of issued Ordinary Share capital (excluding treasury shares) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Revised Statement of Principles).

Resolutions 21 and 22 apply the increased limits of 10% (plus a further 2% to be used only for the purposes of making a follow-on offer) set out in the Revised Statement of Principles and the Directors confirm their intention to adhere to the provisions in the Revised Statement of Principles (including the conditions specified in Part 2B of the Revised Statement of Principles). Any follow-on offer will include the features specified in paragraph 3 of Part 2B of the Revised Statement of Principles.

The authority in Resolution 21 would therefore be limited to allotments or sales in connection with pre-emptive offers or otherwise up to a maximum aggregate nominal amount of £2,202,628 (representing 22,026,280 Ordinary Shares or approximately 10% of the total issued Ordinary Share capital (excluding treasury shares) of the Company as at 22 February 2023, being the latest practicable date prior to the publication of this Notice), plus a further authority of up to 2% of issued Ordinary Share capital (excluding treasury shares) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Revised Statement of Principles.

The authority sought under this resolution will expire at the earlier of close of business on 28 July 2024 and the conclusion of the AGM to be held in 2024.

Resolution 22: Authority to disapply pre-emption rights (Acquisition or Capital Investment)

As set out in the explanatory note to Resolution 21, the Revised Statement of Principles state that, in addition to the general disapplication of pre-emption rights up to a maximum equal to 10% of the total issued Ordinary Share capital (excluding treasury shares) as proposed in Resolution 21, the Pre-Emption Group is supportive of extending the general disapplication authority for certain purposes (being an acquisition or a specified capital investment which is announced contemporaneously with the issue or which has taken place in the

preceding 12 month period and is disclosed in the announcement of the allotment). In line with the limit in the Revised Statement of Principles, the Company is proposing a separate special resolution seeking approval for the disapplication of pre-emption rights up to an additional maximum aggregate nominal amount of £2,202,628 (representing 22,026,280 Ordinary Shares or approximately 10% of the total issued Ordinary Share capital (excluding treasury shares) of the Company as at 22 February 2023, being the latest practicable date prior to the publication of this Notice), plus a further authority of up to 2% of issued Ordinary Share capital (excluding treasury shares) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Revised Statement of Principles.

The maximum nominal value of equity securities which could be allotted, if both the general disapplication authority and the additional disapplication authority were used, would be £4,405,256 (representing 44,052,560 Ordinary Shares or approximately 20% of the total issued Ordinary Share capital (excluding treasury shares) of the Company as at 22 February 2023, being the latest practicable date prior to the publication of this Notice), plus a further 4% of issued Ordinary Share capital (excluding treasury shares) pursuant to follow-on offers of the kind contemplated by paragraph 3 of Section 2B of the Revised Statement of Principles.

The Directors confirm their intention that the additional authority will only be used to fund one or more transactions which the directors determine to be acquisition(s) and/or specified capital investment(s) which are announced contemporaneously with the relevant issue or which have taken place in the preceding 12 month period and is disclosed in the announcement of the allotment, as referred to in the Revised Statement of Principles. While the Directors have no present intention of exercising this disapplication authority, the Board considers that the additional authority sought at this year's AGM will benefit the Company and its Shareholders generally since there may be occasions in the future when the Company needs the flexibility to finance acquisitions or capital investments by issuing shares for cash without a pre-emptive offer to existing Shareholders.

The authority sought under this resolution will expire at the earlier of close of business on 28 July 2024 and the conclusion of the AGM to be held in 2024.

Resolution 23: Authority to purchase Ordinary Shares

This resolution will give the Company authority to purchase its own Ordinary Shares in the market up to a limit of up to 22,026,280 Ordinary Shares, being 10% of the

Company's issued Ordinary Share capital (excluding treasury shares) as at 22 February 2023 being (the latest practicable date prior to the publication of this Notice), renewing the authority granted by the Shareholders at the previous AGM.

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

This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any holdings of treasury shares will not exceed the 10% anti-dilution limit set by the IA. The Board has no present intention of exercising this authority other than for the reasons stated above, but will keep the matter under review, taking into account market conditions.

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

As at 22 February 2023, the total number of options and awards over Ordinary Shares was 1,941,703 which, if exercised, would represent 0.882% of the Company's issued Ordinary Share capital (excluding treasury shares) at that date. If the Company was to purchase its own Ordinary Shares to the fullest possible extent of its authority from Shareholders given at the 2022 AGM and the authority now being sought by Resolution 23, this number of outstanding options and awards could potentially represent 1.117% of the issued Ordinary Share capital (excluding treasury shares).

If granted, the authority will expire at the earlier of 28 July 2024 or the conclusion of the AGM to be held in 2024.

Resolution 24: Notice of General Meetings

This Resolution authorises a reduction in the minimum notice period for general meetings, other than an AGM. Whilst the Company's

existing articles of association already provide for a minimum notice period of 14 clear days for General Meetings, the Act requires that the Company requests Shareholders to authorise this minimum notice period at every AGM in order to be able to take advantage of this provision. In 2022, the Shareholders voted in favour of allowing the Company to call general meetings (other than an AGM) on 14 clear days' notice. Whilst the Board considers that it is unlikely to use this authority, the Company would like to preserve the flexibility to do so when the Company considers the shorter notice period is merited by the business of the meeting and is thought to be in the best interests of Shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will meet the requirements for electronic voting under the Act before it will call a general meeting on 14 clear days' notice.

Recommendation

The Board believes that the proposals above are most likely to promote the success of the Company and are in the best interests of Shareholders as a whole and unanimously recommend that you vote in favour of Resolutions 1 to 24 as they intend to do in respect of their entire holdings which amount to 28,335,434 Ordinary Shares, representing approximately 12.864% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 22 February 2023. Further details of Directors' shareholdings, including effective share interests in the Company due to ownership of Darhold Limited, can be found in the 2022 Annual Report and Accounts for the year ended 31 December 2022 on page 119.

Proxy form

For Shareholders who wish to use a paper proxy, a Form of Proxy is available from the Registrars on request and should be completed and returned as soon as possible. Shareholders alternatively may vote electronically via the share portal (www.hikmashares.com). We strongly encourage all Shareholders to exercise their vote by appointing the Chairman of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM. To be valid, their voting instructions must reach the Company's Registrars, Link Group, no later than two business days before the AGM, being 11.00 a.m. on 26 April 2023 (or, if the AGM is adjourned, by no later than the close of business two business days prior to the adjourned AGM). Issuing your voting instructions in advance will not prevent you from attending and voting at the AGM in person, should you so wish.

Director Profiles



Said Darwazah

Executive Chairman and Chief Executive Officer

Appointed: 1 July 2007

Joined Hikma: 1981

Nationality: Jordanian

Experience: Said served as Chief Executive Officer (CEO) from July 2007 to February 2018 and as Executive Chairman since May 2014. Said was Chairman and Chief Executive of Hikma's group holding company from 1994 to 2003 and Minister of Health for the Hashemite Kingdom of Jordan from 2003 to 2006. Said has over 40 years of experience in extensive leadership roles at Hikma.

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

Other appointments: Chairman of Royal Jordanian Airlines and Dead Sea Touristic & Real Estate Investments. Vice Chairman of Capital Bank, Jordan. Board Member of INSEAD and Dash Ventures Limited.

Effectiveness: Since the resignation of Siggí Olafsson as CEO on 24 May 2022, the Board agreed that Said, as former CEO, would step in and assume all CEO responsibilities whilst the Board initiated a search to identify and appoint a new CEO. The Board acknowledges that that Said's position as Executive Chairman and CEO and his overall tenure as Director are departures from the provisions of the Code. However, the Board believes that continuing the position of Executive Chairman for a period of time is the best way to achieve and maintain success for Hikma. Said has been the driving force behind the strategic success of the business, he is highly visible inside and outside Hikma and a significant number of Hikma's key political and commercial relationships across the MENA region are built on long-term trust and respect for the Darwazah family, where Said's role remains integral. After careful consideration, the Board recommends his re-election.

Expertise

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



Mazen Darwazah

Executive Vice Chairman, President of MENA

Appointed: 8 September 2005

Joined Hikma: 1985

Nationality: Jordanian

Experience: Mazen is responsible for the strategic and operational direction of the business across the MENA region. During his 38 years of service at Hikma, Mazen has held an extensive range of positions within the Group. He has previously served as the President of the Jordanian Association of Manufacturers of Pharmaceuticals and Medical Appliances.

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

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

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

Expertise

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



Patrick Butler

Senior Independent Director until the AGM, Non-Executive Director following the AGM

Appointed: 1 April 2014 as Non-Executive Director (Senior Independent Director from December 2020)

Nationality: Irish

Experience: Patrick brings experience of strategy implementation, integrating acquisitions, performance improvement and detailed financial knowledge, gained through his executive and non-executive career. Patrick was a Senior Director at McKinsey & Co for 25 years, where he focused on advising large corporations in the EU, US and MENA on strategic, acquisition and organisational issues. Patrick has previously served as a Non-Executive Director of Bank of Ireland Group PLC and was a partner at The Resolution Group.

Qualifications: Chartered Accountant and a Fellow of the Institute of Chartered Accountants in Ireland. First-class honours degree in Commerce and postgraduate diploma in Accounting and Corporate Finance from University College Dublin.

Other appointments: Chairman of Aldermore Group PLC. Non-Executive Director of The Ardonagh Group Limited and Res Media Limited. Trustee of the Resolution Foundation.

Effectiveness: With effect from the close of the AGM, the Board will no longer view Patrick as an Independent Director. This is due to his total service with Hikma reaching nine years in April 2023, which Provision 10 of the Code identifies as a circumstance likely to impair or could appear to impair independence. Following the AGM in 2023 Patrick will step down as Senior Independent Director, Chair of the Nomination & Governance Committee and as a member of all Board Committees requiring fully independent membership under the Code. The Board has asked Patrick to stay on the Board as a non-independent, Non-Executive Director for one further year, stepping down no later than the AGM in 2024 to allow time aid the transition to a new CEO and to fully support the transition of responsibilities as Senior Independent Director and Chair of the Nomination and Governance Committee to Victoria Hull. The Board believes Patrick continues to bring a number of benefits to the Board and our shareholders, bringing stability and cohesion and remaining active in his role with constructive challenge and robust scrutiny. Despite no longer be considered independent under the Code, Patrick continues to conduct himself with independent thought and judgement and for these reasons the Board recommends his re-election.

Expertise

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

- Audit Committee
- Compliance, Responsibility and Ethics Committee
- Nomination and Governance Committee
- Remuneration Committee
- Chair



Ali Al-Husry

Non-Executive Director

Appointed: 14 October 2005

Joined Hikma: 1981

Nationality: Jordanian

Experience: Ali joined Hikma as Director of Hikma Pharma Limited and held various management and leadership roles within the Group, before stepping into an advisory role in 1995. Ali brings great financial experience to the Board as well as an in-depth knowledge of the MENA region and Hikma Pharmaceuticals. Ali was a founder of Capital Bank, Jordan, and served as CEO of Capital Bank, Jordan until 2007.

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

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

Effectiveness: The Board does not view Ali Al-Husry as an Independent Director, this is due to the length of his association with Hikma, having held an executive position with Hikma prior to listing and his involvement with Darhold Limited, Hikma's largest shareholder. However, he continues to bring to the Board broad corporate finance experience, in-depth awareness of the Group's history, and a detailed knowledge of the MENA region, which is an important and specialist part of the Group's business. After careful consideration, the Board recommends his re-election.

Expertise

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



John Castellani

Independent Non-Executive Director

Appointed: 1 March 2016

Nationality: American

Experience: John brings experience of the pharmaceutical and biotechnical sectors, business ethics, and political and regulatory knowledge to the Board. John was President and Chief Executive Officer of Pharmaceutical Research and Manufacturers of America (PhRMA) from 2010 to 2015. Prior to that he was President and Chief Executive of Business Roundtable, an association of leading US company chief executives. During his career John has also held senior positions with Burson-Marsteller, Tenneco, and General Electric.

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

Other appointments: Director of 5th Port.

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

Expertise

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



Nina Henderson

Independent Non-Executive Director

Appointed: 1 October 2016 (Employee Engagement from 2019)

Nationality: American

Experience: Nina brings extensive experience of manufacturing and distribution, marketing, remuneration committee and stakeholder engagement, gained through her executive and non-executive career. Nina was Corporate VP of Bestfoods and President of Bestfoods Grocery prior to its acquisition by Unilever. During a 30-year career with Bestfoods, she held a wide variety of Global and North American executive general management and marketing positions. Nina has previously served as a director of Royal Dutch Shell, AXA Financial, The Equitable Companies, DelMonte, Pactiv and Walter Energy.

Qualifications: Honours graduate and BSc from Drexel University.

Other appointments: Non-Executive Director and Remuneration Committee Chair of CNO Financial Group Inc and IWG PLC. Director of the Foreign Policy Association, St. Christopher's Hospital for Children and VNS Health. Commissioner of the Smithsonian National Portrait Gallery. Vice Chair of the Board of Trustees, Drexel University.

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

Expertise

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

Director Profiles

continued



Cynthia Flowers

Independent Non-Executive Director

Appointed: 1 June 2019

Nationality: American

Experience: Cynthia brings detailed knowledge of the pharmaceutical and biotechnical sectors and healthcare practitioner experience to the Board. Cynthia was President and CEO of the North American divisions of the global pharmaceutical companies Ipsen and Eisai, and also held leadership positions at Amgen and Johnson & Johnson. For nearly a decade Cynthia served on the Women's Leadership Advisory Board at Harvard University's Kennedy School of Government.

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

Other appointments: Non-Executive Director of Lisata Therapeutics Inc. Non-Executive Director AND Remuneration Committee Chair of G1 Therapeutics Inc. Member of an angel investment group associated with the University of North Carolina.

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

Expertise

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



Douglas Hurt

Independent Non-Executive Director

Appointed: 1 May 2020

Nationality: British

Experience: Douglas brings significant financial experience, having served as Finance Director of IMI PLC from 2006 to 2015. Prior to this, he held a number of senior finance and general management positions at GlaxoSmithKline PLC, previously having worked at Price Waterhouse. His career has included several years working in the US as a Chief Financial Officer and significant experience in European businesses as an Operational and Regional Managing Director. Douglas previously served as Senior Independent Director and Chairman of the Audit Committee of Tate & Lyle plc and as Chairman of Countryside Partnerships PLC.

Qualifications: Chartered Accountant and Fellow of the ICAEW. MA (Hons) in Economics from Cambridge University.

Other appointments: Senior Independent Director and Chair of the Audit Committee of Vesuvius PLC. Non-Executive Director and Chair of the Audit Committee of BSI.

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

Expertise

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



Laura Balan

Independent Non-Executive Director

Appointed: 1 October 2022

Nationality: Romanian and British

Experience: Laura brings a deep understanding of international business, the pharmaceutical industry globally, key sector trends and dynamics. Laura is a recently retired partner of The Capital Group Companies, the US investment manager, where she was an investment analyst for 17 years, covering the European healthcare and pharmaceutical industries. Prior to this, Laura held associate and analyst roles at The Goldman Sachs Group Inc, where she focused on European healthcare and pharmaceutical investment research.

Qualifications: CFA Charterholder, BA (Hons) in International Business from the Academy of Economic Studies in Bucharest, Romania.

Other appointments: Trustee of the Charter Schools Educational Trust.

Effectiveness: The Board reviewed and considered the independence of the Board during the year as part of the annual corporate governance review and in line with the Code. In October 2022, Laura joined the Board as Independent Non-Executive Director. Laura brings refreshed insights to the Board, strengthening our knowledge of the global healthcare industry and bringing knowledge of the investor sentiment. Laura provides constructive challenge and robust scrutiny to management and to the Board and for this reason the Board recommends her election.

Expertise

- Global pharmaceuticals and healthcare industry
- UK listed environment
- Investment professional

- Audit Committee
- Compliance, Responsibility and Ethics Committee
- Nomination and Governance Committee
- Remuneration Committee
- Chair



Victoria Hull

Independent Non-Executive Director until the AGM, Senior Independent Director following the AGM

Appointed: 1 November 2022

Nationality: British

Experience: Victoria has extensive senior executive experience across a broad range of business, legal, commercial and governance matters and strong international experience. In her executive career, Victoria was an Executive Director and General Counsel of Invensys plc and Telewest Communications plc. Victoria is a solicitor and began her career at Clifford Chance LLC. Victoria also served as Senior Independent Director of Ultra Electronics plc and Non-Executive Director of RBG Holdings PLC.

Qualifications: Solicitor, LLB (Hons) in Law from the University of Southampton.

Other appointments: Non-Executive Director and Chair of the Remuneration Committee of Network International Holdings plc, Alphawave IP Group plc and IQE plc.

Effectiveness: The Board reviewed and considered the independence of the Board during the year as part of the annual corporate governance review and in line with the Code. In November 2022, Victoria joined the Board as Independent Non-Executive Director. Victoria brings fresh insights to the Board by strengthening our knowledge of the listed UK environment and bringing extensive M&A experience. Victoria will be appointed as Senior Independent Director and will assume the role of Chair of the Nomination and Governance Committee following the AGM in April 2023. Victoria provides constructive challenge and robust scrutiny to management and to the Board and for this reason the Board recommends her election.

Expertise

- UK Listing regulations and governance
- Mergers and Acquisitions
- Solicitor



Dr Deneen Vojta

Independent Non-Executive Director

Appointed: 1 November 2022

Nationality: American

Experience: Deneen is a healthcare executive with extensive experience in clinical medicine, scientific research, and care delivery. Deneen was the Executive Vice President for Research and Development for UnitedHealth Group (UHG) and Founder and CEO of MYnetico which was then acquired by UHG. She also served as Chief Medical Officer of ARIA Health Care System and Health Partners of Philadelphia. In 2022, Deneen was named a Modern Healthcare’s Top Innovator, in 2014, she was an Emmy® Award winner and in 2013, a CES® Innovation Design & Engineering Innovation Honoree.

Qualifications: MD from the Temple University School of Medicine and BS in Behavioral Neuroscience from the University of Pittsburgh.

Other appointments: President of Health Solutions and Innovation at TurningPoint Healthcare Solutions. Non-Executive Director of Sensei Biotherapeutics. Member of the governance boards of Children’s Minnesota and Workit Health, and advisory board of The Center for Health Incentives & Behavioral Economics at Penn Medicine.

Effectiveness: The Board reviewed and considered the independence of the Board during the year as part of the annual corporate governance review and in line with the Code. In November 2022, Deneen joined the Board as Independent Non-Executive Director. Deneen brings fresh insights to the Board, with her extensive international knowledge of the clinical and pharmaceutical industry. The Board believes that Deneen provides constructive challenge and robust scrutiny to management and to the Board and for this reason the Board recommends her election.

Expertise

- Pharmaceuticals manufacturing and research
- Development of new healthcare capabilities
- Healthcare practitioner

Notes to shareholders

Right to attend and vote

1. To be entitled to attend and vote at the AGM (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), Shareholders must be entered on the register of members of the Ordinary Shares of the Company by no later than close of business on 26 April 2023 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day). Changes to the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Please note, if you are unable to attend the AGM on the day to vote electronically or in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting.

Should Shareholders wish to raise a question to be answered at the AGM, they should submit their question in advance to cosec@hikma.com by close of business on 26 April 2023. Shareholders attending in person may ask questions at the AGM itself in the normal way and those attending virtually may also raise questions in real time via the Lumi platform.

Proxies

2. A member entitled to attend, speak and vote may appoint a proxy or proxies who need not be a member of the Company to attend, to speak and to vote at the AGM on their behalf. Shareholders submitting a proxy are strongly encouraged to exercise their vote by appointing the Chairman of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM. Shareholders are encouraged to appoint their proxies electronically via the share portal (www.hikmashares.com).

For Shareholders who wish to use a paper proxy, a Form of Proxy for the AGM is available from the Registrars on request and should be completed and returned as soon as possible. To be valid, their proxy vote, together with any power of attorney or other authority under which it is made or a copy of the authority certified notorially, must reach the Company's

Registrars, Link Group Market Services, at PXS1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, by post no later than two business days before the AGM. Therefore, please send your Form of Proxy so that it is received by the Company's Registrars at the address above by no later than 11.00 a.m. on 26 April 2023 (or, if the AGM is adjourned, by no later than the time being 48 hours before the time fixed for the adjourned AGM, excluding any part of day that is a non-working day).

Shareholders may alternatively choose to register their proxy appointments and instructions on-line by visiting the Link Share Portal, by logging onto www.hikmashares.com, where full instructions are given. In order to register your vote online you will need to enter your Investor Code which appears on the bottom right-hand side of your share certificate. A proxy appointment made electronically will not be valid if sent to any other address or if received after 11.00 a.m. on 26 April 2023 (or, if the AGM is adjourned, after the time being 48 hours before the time fixed for the adjourned AGM, excluding any party of a day that is a non-working day). Proxies may also be appointed through CREST in accordance with note 3 below.

Completion of a Form of Proxy, other such instrument or any CREST Proxy Instruction, will not preclude a member from attending and voting in person at the AGM should the member so wish. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A proxy need not be a member of the Company.

A Shareholder may change proxy instructions by returning a new proxy appointment using the methods set out above. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same AGM, the appointment of proxy which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold their vote as they think fit on the resolutions or on any other business (including amendments to resolutions) which may come before the AGM. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

A Shareholder must inform the Company in writing of any termination of the authority of a proxy.

CREST electronic proxies

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via <https://www.euroclear.com>). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on 26 April 2023 (or, if the AGM is adjourned, by no later than 48 hours prior to the stated time of the adjourned meeting (excluding any part of a day that is not a working day)). 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.

Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Joint holders

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

Appointing a corporate representative

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

Nominated persons

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

The statement of the rights of the members in relation to the right to vote and the appointment of corporate representatives and proxies set out in notes 1 to 6 above, does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.

Voting rights

7. As at 22 February 2023 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 233,096,038 Ordinary Shares, carrying one vote each. There were 12,833,233 Ordinary Shares held in treasury. Therefore, the total voting rights in the Company as at 22 February 2023 was 220,262,805.

Website publication of audit concerns

8. Under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
 - i. the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - ii. any circumstance connected with an auditor of the Company appointed ceasing to hold office since the previous meeting at which annual accounts and reports were laid (in each case) that the members propose to raise at the AGM.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Website

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

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

At the AGM

Join the virtual meeting via the video webcast

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

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or computer, you will be asked to enter the Lumi Meeting ID which is 190-394-985. You will then be prompted to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a Shareholder.

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

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

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

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

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

Voting at the AGM

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

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

Shareholders' rights to ask questions

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

Shareholders wishing to raise questions relating to the business of the AGM are invited to send the Company Secretary an email at cosec@hikma.com or write to the Company Secretary at the registered address at 1 New Burlington Place, London, W1S 2HR no later than close of business on 26 April 2023. Shareholders attending in person may ask questions at the AGM itself in the normal way and those attending virtually may also raise questions in real time via the Lumi platform. No answer need be given if:

- a. to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, or

- b. it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Data Protection

The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.hikma.com/privacy-policy/>.

Alternative business

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

- a. to give, to Shareholders entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or
- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless:
 - i. (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
 - ii. it is defamatory of any person; or
 - iii. it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 17 March 2023 being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Documents available for inspection

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

- this Notice
- the letters of appointments, service agreements, deeds of indemnity of all Directors
- the annual report and accounts for the year ended 31 December 2022

Copies of the rules of the LTIP and DBP will be available for inspection by Shareholders on the National Storage Mechanism (accessible at https://data.fca.org.uk/#/nsm/nationalstorage_mechanism) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Schedule and directions

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

Appendix 1

Shareholder approval is sought in relation to the Hikma Pharmaceuticals PLC Long-Term Incentive Plan 2023 (the "LTIP") and the Hikma Pharmaceuticals PLC Deferred Bonus Plan 2023 (the "DBP" and, together with the LTIP, the "Plans").

The principal terms of each of the Plans are summarised below, with terms common to the Plans set out at section 3 further below.

1. Principal terms of the LTIP

General

The LTIP is a discretionary share plan, under which the Remuneration Committee (the "Committee") may grant awards over Ordinary Shares ("Shares") to incentivise and retain eligible employees. The LTIP will be administered by the Committee or by any sub-committee or person duly authorised by it.

Eligibility

Employees of the Company and its subsidiaries (the "Group"), including the Company's Executive Directors may be selected to participate in the LTIP at the Committee's discretion.

Individual limit

Awards will not normally be granted to a participant over Shares with a market value (as determined by the Committee at the time an award is granted) in excess of 300 per cent. of salary, in respect of any financial year of the Company. Awards may however be granted in excess of this limit to an eligible employee in connection with their recruitment by way of compensating them for any awards or entitlements forfeited as a result of leaving their former employer (a "Recruitment Award").

Performance conditions

The vesting of awards may (and must, in the case of an award to an Executive Director other than a Recruitment Award, to the extent required by the Company's Directors' Remuneration Policy in force from time to time) be subjected to the satisfaction of performance conditions. The Committee will determine the period over which any performance conditions are assessed.

Any performance condition may be amended in accordance with its terms or if anything happens which causes the Committee to consider it appropriate to amend the performance conditions, provided that the Committee considers that any amended performance condition would not be materially less or more challenging to satisfy.

Vesting and release of awards

Awards which are subject to performance conditions will normally have those conditions assessed as soon as reasonably practicable after the end of the relevant performance period. The Committee will determine the extent to which awards will vest, taking into account the extent that any relevant performance conditions have been satisfied, the underlying performance of the Company and of the participant and such other factors the Committee considers, in its opinion, relevant. To the extent that they vest, awards will then normally vest on the vesting date set by the Committee at grant.

The Committee may also determine at grant that an award is subject to an additional holding period following vesting, during which Shares subject to the award will not be delivered to participants and at the end of which the award will be "released".

2. Principal terms of the DBP

General

The DBP is a discretionary share plan implemented so that a portion of a participant's annual bonus can be deferred into an award of Shares. The DBP will be administered by the Committee or by any sub-committee or person duly authorised by it.

Eligibility

Employees (including Executive Directors) of the Group, and former employees where it is determined that the former employee should be eligible to receive a bonus for a period prior to their cessation of employment or office (a "Former Employee"), may be selected to participate in the DBP at the Committee's discretion.

Individual limits

The Committee may not grant an award (other than a Recruitment Award) to a participant over Shares with a market value (as determined by the Committee at the time an award is granted) that exceeds the proportion of a participant's annual bonus that the Committee determines will be deferred into an award of Shares.

3. Terms common to the Plans

Timing of awards

Under the Plans, awards can only be granted (i) during the 42 days beginning on: (a) the date on which the plan is approved by the Company's shareholders; (b) the date on which the Company holds an annual general meeting; (c) the first business day after the announcement of the Company's results for any period; (d) the day on which the Company's Directors' Remuneration Policy (or any amendment to it) is approved by the Company's shareholders; or (e) to the extent that share dealing restrictions apply in any of the preceding periods, the first dealing day on which such dealing restrictions are lifted; or (ii) on any other day on which the Committee determines that exceptional circumstances exist which justify the making of an award at that time.

Form of awards

The Committee may grant awards under the Plans as: (i) conditional awards of Shares; (ii) nil or nominal-cost options (and, in the case of the LTIP, market value options) over Shares; or (iii) forfeitable awards of Shares. No payment is required for the grant of an award. Awards structured as options will normally be exercisable from the point of vesting (or, where an award is subject to a holding period, release) until the tenth anniversary of the grant date. Where an award structured as an option is granted under the DBP to a Former Employee, it will normally be exercisable for a period of 12 months from the vesting date set at grant.

Settlement

The Committee may, in its discretion, decide to satisfy an award granted under the Plans with a cash payment equal to the market value of the Shares (less any exercise price payable in the case of an option) that the participant would have received had the award been satisfied with Shares.

Dividend equivalents

Unless the Committee determines otherwise, participants will receive an amount (in Shares, unless the Committee decides it will be paid (in full or in part) in cash) equal to the value of any dividends which would have been paid on Shares subject to an award granted under the Plans which vest by reference to record dates during the period beginning on the grant date and ending on the date on which the award vests or, if there is a holding period applicable to an award, is released. This amount may assume the reinvestment of dividends and exclude or include special dividends.

Malus and clawback

In certain circumstances, the Committee may at any time prior to the sixth anniversary of the date of grant of an award under the LTIP or the fifth anniversary of the date of grant of an award under the DBP (or, if an investigation into the conduct or actions of any participant or any member of the Group has started, such later date as the Committee may determine in order to allow the investigation to be completed): (a) reduce an award (to zero if appropriate); (b) impose additional conditions on an award; or (c) require that the participant either returns some or all of the Shares acquired under an award or makes a cash payment to the Company in respect of the Shares delivered.

The Committee may invoke these malus and clawback provisions where it considers there are exceptional circumstances such as:

- (i) a material misstatement in the published results of the Group or a member of the Group;
- (ii) an error in determining the number of Shares subject to an award or (in the case of the DBP) in determining the Bonus giving rise to an Award or (in the case of the LTIP) in assessing any performance conditions (as applicable);
- (iii) the determination of the number of Shares subject to (and, in the case of the DBP, the annual bonus giving rise to) an award or (in the case of the LTIP) the assessment of any performance conditions being based on inaccurate or misleading information;
- (iv) gross misconduct on the part of the relevant participant;
- (v) the Committee determining that the participant is responsible for an unreasonable failure to protect the interests of employees or customers of the Group;
- (vi) a breach by the relevant participant of any restrictive, confidentiality, or non-disparagement covenants or other similar undertakings;
- (vii) the Committee determining that a participant has caused a material loss for the Group as a result of (i) reckless, negligent or wilful actions or omissions or (ii) inappropriate values or behaviour;
- (viii) the Committee determining that the participant has deliberately misled management, the board of the Company and/or the Company's investor community;

(ix) the Committee determining that the participant is responsible for or had management oversight over, a member of the Group receiving censure by a regulatory body or suffering a significant detrimental impact on its reputation; or

(x) the Company or a material proportion of the Group becoming insolvent or otherwise suffering corporate failure.

The Committee may from time to time before the grant of awards under the Plans adopt additional rules, practices or policies relating to the withholding and/or recovery of value in respect of awards, which are additional to the malus and clawback provisions above, that may apply to awards.

Cessation of employment

Classification of "good leavers"

Under the Plans, an unvested award will usually lapse when a participant ceases to be an employee or director of the Group. If, however, a participant ceases to be an employee or director of the Group because of their ill-health, injury or disability, the sale of the participant's employing company or business out of the Group or in other circumstances at the discretion of the Committee (i.e. they leave as a "good leaver"), their award will normally continue to vest (and be released) on the date when it would have vested (and been released) if they had not ceased such employment or office. If the participant is a "good leaver" as a result of their employing company or business being sold out of the Group, the Committee may require that the award is exchanged for an equivalent award over shares in another company.

Death

If a participant dies, their award will vest (and where an award is subject to a holding period, be released) on the date of their death on the basis set out for other "good leavers" below. Alternatively, the Committee may decide that unvested awards will vest (and where an award is subject to a holding period, be released) on the date they would have if the participant had not died on the basis set out for other "good leavers" below.

Extent of vesting under the LTIP

The extent to which awards granted under the LTIP vests in these circumstances will be determined by the Committee, taking into account the satisfaction of any performance conditions applicable to awards measured over the original performance period, the underlying performance of the Company and of the participant, and such other factors the Committee considers, in its opinion, relevant. The Committee retains discretion, however, to allow the award to vest (and be released) following the individual's cessation of employment or office, taking into account any applicable performance conditions measured up to that point.

Unless the Committee decides otherwise, the extent to which an award granted under the LTIP vests will also take into account the proportion of the performance period (or, in the case of an award not subject to performance conditions, the vesting period) which has elapsed on the cessation of the participant's employment or office. The period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the award in respect of which the Recruitment Award was granted.

If a participant ceases to be an employee or officer of the Group during a holding period in respect of an award for any reason other than summary dismissal, their award will normally be released at the end of the holding period, unless the Committee determines that it should be released on the cessation of their employment or office. If a participant dies during the holding period, their award will be released on the date they passed away (unless the Committee decides they will be released at the end of the normal holding period).

If a participant is summarily dismissed, any outstanding awards they hold will immediately lapse.

Awards structured as options which do not lapse may normally be exercised to the extent vested for a period of 12 months after vesting (or, where awards are subject to a holding period, release).

Appendix 1

continued

Extent of vesting under the DBP

In the "good leaver" circumstances referred to above, an award granted under the DBP will vest in full as if the participant had not ceased to be an employee or director of the Group unless the Committee determines that the award will vest in its entirety following the individual's cessation of employment or office. Where a former employee has been granted an award under the DBP, the "good leaver" provisions set out above will not apply.

Awards structured as options under the Plans

Under the Plans, where awards structured as options have already vested (and where relevant, been released) on the date of cessation of employment or office, those options may normally be exercised for a period of 12 months from the date of cessation, unless the participant is summarily dismissed, in which case their options will lapse. If a participant dies, a vested (and where relevant, released) option may normally be exercised until the first anniversary of their death.

Corporate events

If there is a takeover of the Company, awards granted under the Plans may vest (and be released) early. Awards granted under the DBP will vest in full. Under the LTIP, the proportion of any unvested awards which vest will be determined by the Committee, taking into account the extent to which any performance conditions applicable to awards have been satisfied, the underlying performance of the Company and of the participant and such other factors the Committee considers, in its opinion, relevant, and, unless the Committee determines otherwise, the proportion of the performance period (or, in the case of awards not subject to performance conditions, the vesting period) which has elapsed.

Under the Plans, the period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the award in respect of which the Recruitment Award was granted. Awards structured as options may then normally be exercised for a period of one month, after which they will lapse.

Alternatively, the Committee may require that awards granted under the Plans are exchanged for equivalent awards over shares in the acquiring company (subject to the acquiring company's consent).

If the Company is wound up or other corporate events occur such as a variation of the Company's share capital, a demerger, special dividend or other transaction which, in the Committee's opinion, would materially affect the value of Shares, the Committee may determine that awards granted under the Plans will vest (and be released) on the same basis as for a takeover.

Adjustment of awards

If there is a variation of the Company's share capital or in the event of a demerger, special dividend or other transaction which in the Committee's opinion will materially affect the value of Shares, the Committee may make such adjustments to the number or class of Shares subject to awards granted under the Plans and/or the exercise price applicable to those awards, as the Committee considers appropriate.

Rights attaching to Shares

Shares issued and/or transferred under the Plans will not confer shareholder rights on any participant until that participant has received the underlying Shares. Any Shares issued will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Source of shares and overall limits

Awards granted under the Plans may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market and, where appropriate, held in an employee benefit trust. The number of Shares to satisfy awards granted in any ten-year period which may be issued under the Plans and any other employee share plan adopted by the Company may not exceed 10 per cent. of the issued ordinary share capital of the Company from time to time. In addition, the number of Shares which may be issued to satisfy awards granted in any ten-year period under the Plans and any other discretionary share plan adopted by the Company may not exceed 5 per cent. of the issued ordinary share capital of the Company from time to time.

Shares transferred out of treasury will count towards these limits for so long as this is required under institutional shareholder guidelines. However, awards which are relinquished or lapse will be disregarded for the purposes of these limits.

Amendments

The Committee may, at any time, amend the provisions of the Plans and/or the terms of any awards granted under the Plans in any respect. The prior approval of the Company's shareholders must be obtained in the case of any amendment which is made in the advantage of eligible employees and/or participants and relates to: (i) the provisions relating to eligibility; (ii) individual or overall limits; (iii) the basis for determining the entitlement to, and the terms of, awards; (iv) the adjustments that may be made in the event of any variation to the share capital of the Company; and/or (v) the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the Plans, to take account of the provisions or any relevant legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Non-transferability

Awards granted under the Plans are not transferable other than to the participant's personal representatives in the event of their death.

Benefits not pensionable

Benefits received under the Plans are not pensionable.

Termination

No awards may be granted under the Plans more than ten years after the date the relevant plan is approved by the Company's shareholders.

Our proposed Remuneration Policy will introduce a long-term performance focus

| Element | Current Remuneration Policy | Proposed Remuneration Policy |
|---|---|---|
| Fixed pay | | |
| Salary | Normally reviewed annually, with reference to wider workforce increases, market practice and company performance | No change |
| Benefits | Aligned with local market practice | No change |
| Pension | Aligned with wider workforce average (c.10% salary) | No change |
| Incentives | | |
| Structure | Executive Incentive Plan (EIP) is the sole plan: Performance is measured over one year Paid out in a combination of cash and deferred/restricted shares | Move to two plans: Annual bonus – performance measured over one year, paid out in a combination of cash and deferred shares A new Long-Term Incentive Plan (LTIP) – performance measured over 3 years, paid out in shares |
| Quantum and timing of payout | EIP maximum opportunity 400% salary – Element A: cash paid out after year end (150% salary) – Element B: shares deferred for 2 years, subject to forfeiture (150% salary) – Element C: shares restricted for 3 years, subject to continued employment (100% salary) Elements A and B payout 66.7% on target. Element C payout 50% on target A holding period applies to Elements B and C to bring the timeframe to five years | Total maximum incentive quantum: 500% salary Annual bonus: maximum 200% salary (50% pays out on target, reducing the payout for on target performance from 66.7% of maximum): – 50% of bonus paid out in cash after year end (100% salary, reducing the max in year cash from 150%) – 50% of bonus deferred into shares for 3 years, lengthening the deferral period from 2 years (100% salary, reducing the max deferred shares opportunity from 150%) New LTIP: maximum 300% salary (pays out at 25% at threshold, introducing significant weighting on long-term performance) – 3 year performance period – plus a 2 year holding period applies The increased quantum recognises the increased focus on longer-term performance measurement which introduces more risk into the package but brings total compensation structure closer to global market peers, rewarding long-term growth aligned to successful delivery of Hikma’s strategy and shareholder value |
| Performance metrics | Annual targets based 80% financial and 20% strategic metrics | For both annual bonus and LTIP, targets will be 80% financial/ quantitative and 20% strategic, including ESG initiatives |
| Additional elements | | |
| Share-ownership guidelines | 300% salary for all Executive Directors | No change |
| Post-cessation share ownership guidelines | Hold full in-employment guideline for 2 years post cessation | No change |
| Malus and clawback | Malus and clawback provisions in place for misstatement, calculation errors, serious misconduct, fraudulent behaviour, reputational damage and corporate failure | Enhanced malus and clawback provisions to include ‘an unreasonable failure to protect the interests of employees and customers’ and ‘a breach by the relevant participant of any restrictive, confidentiality, or non disparagement covenants or other similar undertakings’ |
| Recruitment | In exceptional circumstances, solely for the year of recruitment, the normal maximum level of variable remuneration available under the policy may be increased by 150% of salary | No change to recruitment policy (i.e. retain additional 150% above the maximum level of 500% solely in the year of recruitment) |

Definitions

Act

The Companies Act 2006.

Annual General Meeting or AGM

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

Auditor

The external auditor of the Company.

Cents

Cents of the United States Dollar.

Code

UK Corporate Governance Code.

Company

Hikma Pharmaceuticals PLC.

CREST

The trade settlement system of the Central Securities Depository.

CREST Manual

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

CREST Proxy Instruction

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

Directors or Board

The Directors of the Company, as a whole.

Executive Directors

Said Darwazah and Mazen Darwazah

Form of Proxy

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

IA

The Investment Association.

Nominated Person

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

Non-Executive Directors

Patrick Butler, Ali Al-Husry, John Castellani, Nina Henderson, Cynthia Flowers, Douglas Hurt, Laura Balan, Victoria Hull and Dr Deneen Vojta.

Notice

This Notice to Shareholders of Hikma's 2023 Annual General Meeting.

Ordinary Shares

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

Registrar

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

Remuneration Committee Report

The report as prepared by the remuneration committee of the Company and disclosed in the 2022 Report and Accounts, in accordance with The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

Shareholders

Holders of Ordinary Shares.

Statement of Principles

The Statement of Principles of Disapplying Pre-Emption Rights, as most recently published by the Pre-Emption Group prior to the date of this notice.

Schedule and directions to the Annual General Meeting



AGM schedule



Venue
Sofitel, St. James,
6 Waterloo Place,
London SW1Y 4AN, UK

We have made arrangements (see page 14) for Shareholders and interested parties to attend the AGM virtually via <https://web.lumiagm.com/190-394-985>.

We encourage Shareholders to vote in advance by using the website www.hikmashares.com or by obtaining a form of proxy from the registrars. Should shareholders wish to raise a question to be answered at the AGM, please submit your question in advance to cosec@hikma.com by 26 April 2023.

Timings

10.30 a.m.
 Doors open, registration begins, tea and coffee available. Opportunity to register questions with the Company Secretary.

10.50 a.m.
 Attendees to be seated.

11.00 a.m.
 AGM begins.

12.00 noon
 Expected closing.

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

Your journey

From Leicester Square Station

Walk west on Coventry Street towards Shaftesbury Avenue then turn left onto Regent Street. Continue onto Waterloo Place and the AGM venue will be on the left side of the road.

From Charing Cross Station

Walk north-west and then turn left onto the Strand, bear right onto Cockspur Street, and bear left onto Pall Mall. Turn right onto Waterloo Place and the AGM venue will be on the right side of the road.

From Piccadilly Circus Station

Walk south east on Regent Street. Continue onto Waterloo Place and the AGM venue will be on the left side of the road.

Taxi

Drop-off and pick-up can be undertaken immediately outside the venue.

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hikma.