

Hikma Pharmaceuticals PLC ('Hikma' or the 'Company')

Audit Committee (the 'Committee')

Terms of Reference

Approved by the Nomination and Governance Committee on: 11 December 2025

Constitution

1.	<p>Membership</p> <p>The membership of the Committee shall be determined by the Nomination and Governance Committee.</p> <p>Membership of the Committee shall comply with the following reference points:</p> <ul style="list-style-type: none"> • Eligibility: only Independent Non-Executive Directors are eligible to become members of the Committee • Minimum: the minimum number of members shall be three • Maximum: there shall be no maximum number of members <p>At least one member of the Committee shall have recent and relevant financial experience and at least one member must have competence in accounting and/or audit.</p> <p>Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary. The external auditors will be invited to attend meetings of the Committee on a regular basis.</p>
2.	<p>Chair</p> <p>The Chair of the Committee shall be determined by the Board taking into account the advice of the Nomination and Governance Committee. The Chair must meet the requirements to be a member of the Committee</p> <p>In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.</p>
3.	<p>Secretary</p> <p>The Company Secretary of Hikma or their nominee shall act as Secretary to the Committee.</p>
4.	<p>Quorum</p> <p>The quorum necessary for the transaction of business shall be two members.</p>
5.	<p>Frequency</p> <p>The Committee shall meet as and when it is deemed necessary, normally four times a year.</p>
6.	<p>Notice</p> <p>Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Committee Chair or any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall normally be forwarded to each member of the Committee at least five days prior to the date of the meeting.</p>

7.	<p>Minutes</p> <p>The Secretary shall minute the proceedings and resolutions of all meetings and/or correspondence of the Committee. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to the Chair of the Committee.</p>
Duties	
8.	<p>General</p> <p>The Committee shall give due consideration to all applicable laws, regulations and statutory requirements.</p>
9.	<p>Financial Reporting</p> <p>The Committee shall:</p> <ul style="list-style-type: none"> monitor the integrity of and challenge where necessary the Group's financial statements, its annual and interim reports, preliminary results' announcements and any other formal announcement relating to its financial performance; and review and report to the Board on significant financial reporting issues and judgements which those statements contain, having regard to matters communicated to it by the auditors and management, taking into account: <ul style="list-style-type: none"> the application, consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Group the methods used to account for significant or unusual transactions where different approaches are possible whether the Group has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor the clarity of disclosure in the Group's financial reports and the context in which statements are made all material information presented with the financial statements, including the strategic report and the corporate governance statement (insofar as it relates to the audit and risk management), significant accounting policies and practices and any changes in them major judgemental areas the assumptions underlying the going concern statement and the viability statement, including whether there are any material uncertainties in relation to the Group's ability to continue to adopt the going concern basis of accounting the material aspects of tax and treasury management review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy periodically review the appropriateness of the critical accounting policies and evaluate alternatives.
10.	<p>Non-Financial Reporting</p> <p>The Committee shall oversee the integrity of non-financial reporting requiring assurance under applicable laws and regulations.</p>

11.	<p>Risk Management and Internal Control Framework</p> <p>On behalf of the Board, which retains overall responsibility for risk management and internal control, the Committee shall undertake the following actions and:</p> <ul style="list-style-type: none"> regularly review the nature and extent of the Group's risk appetite review the risk management and internal control systems to ensure that they are appropriate and applied consistently undertake a regular and robust assessment of the emerging and principal risks facing the Company review and recommend to the Board the statements to be included in the Annual Report concerning internal control, risk management, including the assessment of material and principal risks and emerging risks, and the going concern and viability statements at least annually review the effectiveness of the Company's risk management and internal control frameworks and provide a recommendation to the Board on the adequacy and effectiveness of the material controls, as required by the UK Corporate Governance Code (the 'Code') and other applicable laws, regulations and statutory requirements ensure that the Board is aware when an item requires their attention receive a report on the Tax and Treasury functions' operations on a periodic basis and keep under review their policies
12.	<p>Internal Audit</p> <p>The Committee shall monitor and review the effectiveness, independence and objectivity of the Company's internal audit function in the context of the Company's overall risk management and control system. In particular, the Committee shall:</p> <ul style="list-style-type: none"> approve the appointment and removal of the Chief Audit Executive ('CAE') and the lead partner for the internal audit execution outsource service provider ensure Hikma's internal audit methodology and governance aligns with relevant professional standards and relevant codes of practice, and receive updates from the CAE on the status of alignment consider and approve the role and mandate of the internal audit function and annually approve the internal audit charter ensuring it is appropriate for the current needs of the organisation ensure the internal audit function has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards, the internal audit charter and mandate review and approve the annual internal audit plan ensuring that it is aligned to the key risks of the business and receive regular reports on work carried out review and monitor management's responsiveness to the findings and recommendations of the internal audit function and any limitations or scope restrictions ensure the CAE and the external service provider (lead partner) independently and jointly have direct access to the Committee Chair, ensuring independence from the executive and accountability to the Committee consider with the CAE the necessity to carry out additional audits where irregular or unidentified losses/problems have arisen in areas not covered by the audit plan carry out an annual assessment of the effectiveness and independence of the internal audit function and as part of this assessment: <ul style="list-style-type: none"> meet with the CAE and the external service provider (lead partner) independently and jointly at least once a year, without management present, to discuss the effectiveness of the function receive a report on the results of the internal audit function's work

	<ul style="list-style-type: none"> ○ determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business ○ receive and review the internal audit annual confirmation of independence ○ receive and review the results of the function key performance indicators including stakeholder feedback ● discuss with the CAE the plans to have an external quality assessment of the internal audit function conducted at least once every five years by an independent, qualified assessor or assessment team. Receive the complete results of external quality assessments and review and approve the CAE's action plans to address any identified deficiencies and opportunities for improvement ● review results of the quality assurance and improvement programme (QAIP)
13.	<p>External Audit</p> <p>The Committee shall:</p> <ul style="list-style-type: none"> ● consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment or removal of the Company's external auditor ● develop and oversee the selection procedure for the appointment of the audit firm in accordance with applicable Code and regulatory requirements, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process ● if an external auditor resigns, investigate the issues leading to this and decide whether any action is required ● meet the "Minimum Standard" as set out in the FRC's "Audit Committees and the External Audit: Minimum Standard" <p>The Committee is responsible for overseeing the relationship with the external auditor including (but not limited to):</p> <ul style="list-style-type: none"> ● approval of the terms of engagement with the external auditor, including any engagement letter issued at the start of each audit detailing the scope of the audit ● approval of appropriate remuneration for both audit or non-audit services to ensure that an effective and high-quality audit can be conducted ● annual assessment of the external auditor's independence and objectivity, considering relevant professional and regulatory requirements and the Company's overall relationship with the auditor, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of any non-audit services ● agreeing with the Board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy ● monitoring the auditor's processes for maintaining independence, its compliance with relevant law, regulation, ethical and professional requirements, including the guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm and other related requirements ● assessing annually the performance, qualifications, expertise and resources of the external auditor and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures <p>Relating to the associated risks and effectiveness of the external audit, the Committee shall:</p> <ul style="list-style-type: none"> ● seek to ensure co-ordination with the activities of the internal audit function ● evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the committee ● meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage, and at least once per year, meet the

	<p>external auditor without management being present, to discuss the auditor's remit and any issues arising from the audit</p> <ul style="list-style-type: none"> • develop and implement a formal policy on the provision of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter • review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement • review any representation letter(s) requested by the external auditor before it is (they are) approved by the Board and signed by management • review the findings of the audit with the external auditor. This shall include but not be limited to, the following: <ul style="list-style-type: none"> ◦ a discussion of any major issues which arose during the audit ◦ the auditor's explanation of how the risks to audit quality were addressed ◦ any accounting and audit judgements ◦ levels of errors identified during the audit <p>At the end of each audit cycle, the Committee shall also review the effectiveness of the audit, review the management letter and management's response to the auditor's findings and recommendations.</p>
14.	<p>Other Responsibilities</p> <p>The Committee is responsible for reviewing and considering matters related to:</p> <ul style="list-style-type: none"> • Treasury and financial risk management policies • Potential financial crime, including the Company's procedures for detecting and preventing fraud and policies for preventing the facilitation of tax evasion, where those matters are not dealt with by the Compliance, Responsibility and Ethics Committee (of which the Committee Chair is a standing member)
15.	<p>Finance Function</p> <p>Relating to the Finance function of the Group, the Committee shall:</p> <ul style="list-style-type: none"> • consider candidates for the head of the Finance function (Finance Director, Chief Financial Officer or otherwise) and make recommendations to the Board in that regard • periodically review the structure and capabilities of the function
<p>Reporting and Other Matters</p>	
16.	<p>Board</p> <p>The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its remit.</p>
17.	<p>Stakeholders</p> <p>The Committee Chair shall be responsible for engaging with stakeholders regarding the Committee's business, including matters such as</p> <ul style="list-style-type: none"> • attending the Board meeting at which the annual financial statements are approved • attending the Annual General Meeting of the Company and responding as appropriate to any shareholder questions on the Committee's activities • engaging with investors and other relevant external parties on significant matters relating to the Committee's areas of responsibility • preparing a report about its activities and recommend it to the Board for approval and inclusion in the Company's Annual Report to shareholders. The report should include all

	<p>information requirements set out in all applicable laws, regulations and statutory requirements</p> <ul style="list-style-type: none"> • maintaining a dialogue with key individuals involved in the Company's governance, including the Board Chair, the Chair of the Nomination and Governance Committee, the Chief Executive Officer and the Chief Financial Officer
18.	<p>Performance Review</p> <p>The Committee shall at least once a year, review its own performance to ensure it is operating effectively and make or recommend as appropriate any changes it considers necessary.</p>
19.	<p>Terms of Reference</p> <p>The Committee shall review its terms of reference as and when necessary and recommend any changes to the Nomination and Governance Committee for approval.</p>
Authority	
20.	<p>Information</p> <p>The Committee is authorised to seek any information or assistance that it requires from any employee or contractor of the Company in order to perform its duties and all employees and contractors are directed to co-operate with any request made by the Committee. The Committee is authorised to have unrestricted access to Company documents and information and to the internal and external auditors.</p>
21.	<p>Resources and Advice</p> <p>The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference which includes authorisation to employ the services of consultants and secure the attendance of any individuals with relevant experience and expertise at Committee meetings if it considers this necessary.</p>
22.	<p>Sub-Committees</p> <p>The Committee is authorised to establish and oversee any Sub-Committees or working groups which may be relevant to support the Committee's work.</p>