

Notice of Annual General Meeting

Thursday 23 April 2026 at 11.00 a.m.
Sofitel London St James,
6 Waterloo Place,
London SW1Y 4AN

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 AGM of Hikma Pharmaceuticals PLC will be held at Sofitel London St James, 6 Waterloo Place, London SW1Y 4AN on Thursday 23 April 2026 at 11.00 a.m. to transact the following business:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 1–16 (inclusive) are ordinary resolutions and require a simple majority of the votes cast to be in favour in order to be passed. Resolutions 17–20 (inclusive) are special resolutions and therefore require at least 75% of the votes cast to be in favour in order to be passed. Resolutions 21–22 (inclusive) are ordinary resolutions on which only Independent Shareholders will be entitled to vote and require a simple majority of the votes cast to be in favour in order to be passed. Please see Appendices II and III for more information. A poll will be called on each of the resolutions. Further details are set out in the explanatory notes.

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Ordinary Resolutions

Resolution 1

To receive and accept the accounts of the Company for the financial year ended 31 December 2025, together with the reports of the Directors and Auditors thereon.

Resolution 2

To declare a final dividend on the Ordinary Shares of the Company totalling 48 cents per Ordinary Share in respect of the year ended 31 December 2025, payable on 30 April 2026 to Shareholders on the register of members at the close of business on 20 March 2026.

Resolution 3

To re-appoint PwC as Auditor of the Company to hold office from the conclusion of the 2026 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 Khalid Nablisi as a Director of the Company.

Resolution 6

To re-elect Victoria Hull as a Director of the Company.

Resolution 7

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

Resolution 8

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

Resolution 9

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

Resolution 10

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

Resolution 11

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

Resolution 12

To re-elect Laura Balan as a Director of the Company.

Resolution 13

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

Resolution 14

To receive and approve the annual report on remuneration (excluding the Directors' Remuneration Policy) as set out in the 2025 Annual Report.

Resolution 15

To approve the Directors' Remuneration Policy, as set out on pages 122 to 131 (inclusive) of the 2025 Annual Report, to take effect from the date of the AGM.

Resolution 16

That the Board be generally and unconditionally authorised for the purposes of section 551 of 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 £7,335,710 (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 £14,671,420 (such amount to be reduced by any allotments or grants made under paragraph a. above) in connection with or pursuant to a pre-emptive offer (including an offer by way of a rights issue or open offer):
 - 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 considers 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 23 July 2027), 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.

Special Resolutions

Resolution 17

That if Resolution 16 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 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 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 16, by way of a pre-emptive offer (including a rights issue or open offer)):
 - i. to holders of Ordinary Shares in proportion (as nearly as practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers it 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 16 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount of £2,200,713; 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 23 July 2027) 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.

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 July 2027) 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 18

That if Resolution 16 is passed, the Board be given the power, in addition to any power granted under Resolution 17, to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph a. of Resolution 16 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 £2,200,713, 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 23 July 2027) 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 19

That the Company be 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 22,007,130, such limit to be reduced by the number of Ordinary Shares repurchased by the Company after the Latest Practicable Date and before 23 April 2026, or agreed to be purchased by the Company before 23 April 2026, pursuant to any authority granted at the Company's 2025 AGM (including, for the avoidance of doubt, any repurchased Ordinary Shares pursuant to the 2026 Buyback Programme);
- 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 for an Ordinary Share on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues;
- d. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the AGM to be held in 2027 (or, if earlier, 23 July 2027); and
- e. under this authority the Company may enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and the Company may make purchases of Ordinary Shares pursuant to any such contract as if this authority had not expired.

Resolution 20

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

Ordinary Resolutions on which only Independent Shareholders will be entitled to vote

Resolution 21

That the waiver granted by the Takeover Panel of the obligation that would otherwise arise on the Concert Party, both individually and collectively, to make an offer to the Shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the exercise by the Company of the authority to purchase its own Ordinary Shares granted to the Company pursuant to Resolution 19 above (as described in the Company's circular to Shareholders of which this Notice forms part), be and is hereby approved, provided that such approval shall expire at the conclusion of the next AGM of the Company or on 23 July 2027, whichever is earlier.

In order to comply with the Takeover Code, Resolution 21 will be taken on a poll of Independent Shareholders. Only the votes cast by the Independent Shareholders, on a poll, will be counted for the purposes of Resolution 21.

Resolution 22

That the waiver granted by the Takeover Panel of the obligation that would otherwise arise on the Concert Party, both individually and collectively, to make an offer to the Shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the grant, vesting, transfer and/or issue of up to 800,000 Ordinary Shares to members of the Concert Party pursuant to the 2027 Awards Grant (as described in the Company's circular to Shareholders of which this Notice forms part), be and is hereby approved.

In order to comply with the Takeover Code, Resolution 22 will be taken on a poll of Independent Shareholders. Only the votes cast by the Independent Shareholders, on a poll, will be counted for the purposes of Resolution 22.

By order of the Board

Helen Middlemist
Group Company Secretary
18 March 2026

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

Registered in England and Wales No.
05557934

Explanatory notes

The following explanatory notes provide an explanation of the resolutions to be considered at the 2026 AGM.

Resolutions 1 to 16 (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 17 to 20 (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. Resolutions 21 and 22 will be proposed as ordinary resolutions on which only Independent Shareholders will be entitled to vote and which require a simple majority of the votes cast to be in favour in order to be passed. Please see Appendices II and III for more information.

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 2025.

Resolution 2: Dividend

This resolution is to approve the payment of a final dividend of 48 cents per Ordinary Share for the financial year ended 31 December 2025. The proposed dividend will be paid on 30 April 2026 to all Shareholders on the register of Members at the close of business on 20 March 2026.

The default position is for Shareholders to receive dividends in Jordanian dinar if they are located in Jordan and US dollars if they are located elsewhere in the world. Shareholders may elect to receive dividends in pounds sterling. If Shareholders have previously made a currency election, the most recent election will continue to apply. More information can be found in the dividend FAQs on the Company's website at www.hikma.com.

If you wish to change the currency in which your dividend is paid, please contact the Registrar before 7 April 2026 informing them of your currency selection at:

MUFG Corporate Markets, Central Square,
29 Wellington Street, Leeds LS1 4DL, United Kingdom

or by telephoning a MUFG Corporate Markets representative on:

Tel: 0371 664 0300 (from within the UK)

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

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

E-mail: shareholderenquiries@cm.mpms.mufg.com

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 auditor

Resolution 3 is to re-appoint PwC as auditor 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. PwC was first appointed as external auditor in May 2016 following a tender in 2015. As reported on page 110 of the 2024 Annual Report, the Audit Committee conducted a competitive tender process in 2024 in respect of the external audit for 2026, resulting in the Board accepting the recommendation from the Audit Committee that PwC be reappointed as external auditor for the 2026 financial year.

Further detail on the Audit Committee's recommendation to re-appoint PwC is set out on pages 111 to 112 (inclusive) of the 2025 Annual Report and further detail on the tender process is on page 110 of the 2024 Annual Report.

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

Resolutions 5 to 13: 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 which states that all directors of companies listed in the commercial companies category on the London Stock Exchange should be subject to annual election by shareholders. A summary of the experiences and expertise of the Directors who are seeking election and re-election is detailed on pages 9 to 11 (inclusive) 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 (please see page 10 of this Notice for further details). In addition, the Chair 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 each Director continues to make an effective and valuable contribution to the Board and fully supports each election and re-election.

Resolution 14: Annual report on remuneration

Shareholders will have the opportunity to cast an advisory vote on the annual report on remuneration as set out on pages 132 to 149 (inclusive) of the 2025 Annual Report, excluding the Directors' Remuneration Policy as set out on pages 122 to 131 (inclusive), of the 2025 Annual Report.

Resolution 15: Directors' Remuneration Policy

The Company is required to seek shareholder approval of the Directors' Remuneration Policy, as set out on pages 122 to 131 (inclusive) of the 2025 Annual Report. The vote is binding.

The Remuneration Committee Chair has highlighted the key elements of the Company's existing policy on directors' remuneration adopted by Shareholders in 2023 in the annual statement by the Remuneration Committee Chair set out on pages 118 and 119 of the 2025 Annual Report and in Appendix I to this Notice. As outlined in the 2025 Annual Report, following a detailed review of the Directors' Remuneration Policy, the Committee has concluded that the current structure remains appropriate, therefore no changes are proposed to the current Directors' Remuneration Policy.

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 following consultation with Shareholders. 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.

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 2029 AGM. We will continue to consider our evolving strategic priorities and monitor market developments, regulation and investor guidance, and will consult with Shareholders should changes be contemplated in the future.

Resolution 16: 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 2025 is due to expire at the conclusion of 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 £7,335,710 (representing 73,357,100 Ordinary Shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

In line with the 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 pre-emptive offer (including an offer by way of a rights issue or open offer) in favour of Shareholders up to an aggregate nominal amount equal to £14,671,420 (representing 146,714,200 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 the Latest Practicable Date. If the Directors were to exercise this further authority, they intend to follow the recommendations of the IA as regards its use.

The extent of the authorities sought under paragraphs a. and b. of this resolution are in accordance with applicable institutional guidelines, with the relevant Ordinary Share figures calculated as at the Latest Practicable Date (and therefore, for the avoidance of doubt, not reflecting the impact of any repurchases and/or related cancellations made pursuant to the 2026 Buyback Programme following the Latest Practicable Date). The authorities sought under paragraphs a. and b. of this resolution will expire at the earlier of the close of business on 23 July 2027 or the conclusion of the AGM to be held in 2027.

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 and in compliance with any applicable dilution limits thereunder, the Directors have no present intention of exercising this authority.

As at the Latest Practicable Date, the Company held 12,833,233 treasury shares, representing 5.831% of the total Ordinary Share capital of the Company in issue (excluding treasury shares) at that date.

Resolutions 17 and 18: Authorities to disapply pre-emption rights (General and acquisition or capital investment)

Resolutions 17 and 18 would give the Directors the power to allot equity securities (and/or sell any Ordinary Shares which the Company holds in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings.

The power set out in Resolution 17 would be limited to:

- a. pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- b. otherwise, allotments or sales up to an aggregate nominal amount of £2,200,713 (representing 22,007,130 Ordinary Shares and 10% of the total issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date); and
- c. allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under paragraph b. of Resolution 17 (so a maximum of 2% of the total issued Ordinary Share capital of the Company (excluding treasury shares)), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Revised Statement of Principles.

Resolution 18 is intended to give the Company flexibility to make non-pre-emptive issues of Ordinary Shares in connection with acquisitions and specified capital investments as contemplated by the Revised Statement of Principles. The power under Resolution 18 is in addition to that proposed by Resolution 17 and would be limited to:

- a. allotments or sales of up to an aggregate nominal amount of £2,200,713 (representing 22,007,130 Ordinary Shares and an additional 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date); and

- b. allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under paragraph a. of Resolution 18 (so a maximum of 2% of the total issued Ordinary Share capital of the Company (excluding treasury shares)), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Revised Statement of Principles.

The limits in Resolutions 17 and 18 are in line with those set out in the Revised Statement of Principles with the relevant Ordinary Share figures calculated as at the Latest Practicable Date (and therefore, for the avoidance of doubt, not reflecting the impact of any repurchases and/or related cancellations made pursuant to the 2026 Buyback Programme following the Latest Practicable Date).

The Directors have no present intention to exercise the powers sought by Resolutions 17 or 18. If the powers sought by Resolutions 17 or 18 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Revised Statement of Principles and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Revised Statement of Principles.

The powers under Resolutions 17 and 18 will expire at the earlier of the close of business on 23 July 2027 and the conclusion of the AGM to be held in 2027.

Resolution 19: 2026 Buyback Authority

This resolution will give the Company authority to purchase its own Ordinary Shares in the market up to a limit of 22,007,130 Ordinary Shares, being 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date, renewing the authority granted by Shareholders at the previous AGM. This market-standard authority is routinely sought by the Company on an annual basis, in keeping with the Company's peers and the limits set by applicable institutional investor guidance.

On 26 February 2026, the Company announced the launch of the 2026 Buyback Programme. Repurchases of Ordinary Shares pursuant to the 2026 Buyback Programme and prior to the conclusion of the 2026 AGM are undertaken pursuant to and in accordance with 2025 Buyback Authority. The ability to continue the 2026 Buyback Programme following the conclusion of the 2026 AGM is subject to Resolutions 19 and 21 receiving the requisite Shareholder approval at the 2026 AGM.

Resolution 19 seeks authority for the Company to repurchase, in aggregate, an amount of Ordinary Shares which, as at the Latest Practicable Date, is up to 10% of its issued Ordinary Shares; however, this authorised amount will be reduced by an amount equal to the number of Ordinary Shares that are repurchased by the Company after the Latest Practicable Date and before 23 April 2026, or agreed to be purchased before 23 April 2026, pursuant to the 2025 Buyback Authority.

The Directors believe that it is an important part of the financial management of the Company to have the flexibility to make market purchases of its Ordinary Shares (and in particular to continue the 2026 Share Buyback Programme following the conclusion of the 2026 AGM in accordance with its terms). The Directors would exercise this authority only after careful consideration of the Group's capital allocation framework and if they are satisfied that it would be in the best interests of the Company and its Shareholders generally, and if it could be expected to result in an increase in the earnings per share of the Company.

Ordinary Shares purchased pursuant to this authority may be cancelled (and the number of Ordinary Shares in issue would be reduced accordingly) or, subject to the provisions of Chapter 6 of Part 18 of the Act, be retained as treasury shares. The Company will consider whether to hold the re-purchased Ordinary Shares pursuant to the authority conferred by Resolution 19 as treasury shares (the Company currently has 12,833,233 Ordinary Shares in treasury) or whether to cancel such shares immediately, based on the interests of the Company and Shareholders generally at the relevant time.

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 the Latest Practicable Date, the total number of awards outstanding over Ordinary Shares was 3,594,394 which, if vested, would represent 1.633% of the Company's issued Ordinary Share capital (excluding treasury shares) at that date. If the Company were to purchase its own Ordinary Shares to the fullest possible extent of its authority from Shareholders given at the 2025 AGM (for the

avoidance of doubt, without double counting the 1,815,148 Ordinary Shares already repurchased by the Company as at the Latest Practicable Date pursuant to the 2026 Buyback Programme and under the buyback authority granted at the Company's 2025 AGM) and the authority now being sought by Resolution 19, this number of outstanding awards could potentially represent 2.023% of the issued Ordinary Share capital (excluding treasury shares).

If granted, the authority will expire at the earlier of the close of business on 23 July 2027 or the conclusion of the AGM to be held in 2027.

Resolution 20: Notice of general meetings

This resolution authorises a reduction in the minimum notice period for general meetings of the Company 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 2025, 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 conclusion of 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 calls a general meeting on 14 clear days' notice.

Resolutions 21 and 22: Approval of Rule 9 Waivers

Takeover Code requirements

The Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Takeover Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate

carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

Further, under Rule 37.1 of the Takeover Code, when a company redeems or purchases its own shares, any resulting increase in the percentage of voting rights carried by the shares in which a person, or group of persons acting in concert, is interested will be treated as an acquisition of interests in shares carrying voting rights for the purpose of Rule 9.1.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Rule 37.1 provides that the Takeover Panel must be consulted in these scenarios. However, the Takeover Panel will normally waive any resulting obligation on a person who is a director of the company or who is, or is presumed to be, acting in concert with any of the directors, to make a mandatory offer on the condition that, prior to the redemption or purchase by the company of its own shares, a procedure substantially similar to that set out in Appendix 1 of the Takeover Code is followed, including the approval by independent shareholders.

Approval of Rule 9 Waivers

The Takeover Panel has agreed to waive the obligations that could otherwise arise under Rule 9 for the Concert Party, both collectively and individually, to make a mandatory offer for the entire issued share capital of the Company as a result of (i) purchases by the Company of Ordinary Shares pursuant to the 2026 Buyback Authority (Resolution 21), renewing the authority granted by Shareholders at the previous AGM, and (ii) the 2027 Awards Grant (Resolution 22), in each case subject to the approval of Independent Shareholders. Accordingly Resolutions 21 and 22 are being proposed at the 2026 AGM and seek Independent Shareholders' approval, each on a poll, of the waivers agreed with the Panel.

- At the 2024 AGM, the Independent Shareholders granted approval for waivers of the above obligations on the Concert Party in respect of (among other things) the Existing Awards Grant, the 2024 Awards Grant and the 2025 Awards Grant, which waivers continue to apply in respect of any future vestings, provided the underlying awards were themselves granted prior to the Company's 2025 AGM.
- At the 2025 AGM, the Independent Shareholders granted approval for waivers of the above obligations on the Concert Party in respect of the 2025 Buyback Authority and the 2026 Awards Grant, which waivers continue to apply until the conclusion of the 2026 AGM (in the case of the 2025 Buyback Authority) and, in respect of any future vestings, provided the underlying awards were themselves granted following the 2025 AGM and prior to the 2026 AGM (in the case of the 2026 Awards Grant).

In considering whether to seek such waivers of the mandatory offer provisions set out in Rule 9 of the Takeover Code, the Non-Concert Party Directors have taken into account their belief that (i) any decision by the Board to implement or continue the implementation of a buyback programme pursuant to the 2026 Buyback Authority and (ii) any decision by the Board with respect to the 2027 Awards Grant would be, in each case, in the best interests of the Company and its Shareholders as a whole.

Further background in relation to these matters is set out in Appendix II and additional details required to be provided by the Takeover Code are contained in Appendix III.

All members of the Concert Party (including the Concert Party Directors) will be precluded from voting on Resolutions 21 and 22. The Concert Party Directors have not participated in the Board's consideration or recommendation of these Resolutions. The recommendation made by the Non-Concert Party Directors in relation to Resolutions 21 and 22 is set out below.

Citi has provided advice (in its capacity as financial adviser) to the Non-Concert Party Directors, in accordance with the requirements of paragraph 4(a) of Appendix 1 to the Takeover Code, in relation to the granting of the Rule 9 Waivers by the Takeover Panel. In providing such advice, Citi has taken into account the commercial assessments of the Non-Concert Party Directors.

Recommendation

The Board believes that all the Resolutions to be proposed at the AGM are most likely to promote the success of the Company and are in the best interests of Shareholders as a whole, save that the Concert Party Directors make no recommendation in relation to Resolutions 21 and 22.

The Board unanimously recommends that you vote in favour of Resolutions 1 to 20 as they intend to do in respect of their entire holdings which amount to 35,403,546 Ordinary Shares, representing approximately 16.087% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date. Further details of Directors' shareholdings, including effective share interests in the Company due to ownership of Darhold Limited, can be found on pages 141 to 142 of the 2025 Annual Report.

The Non-Concert Party Directors, who have been so advised by Citi (in its capacity as financial adviser), consider the Rule 9 Waiver Resolutions, in each case, to be fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing its advice to the Non-Concert Party Directors, Citi has taken into account the Non-Concert Party Directors' commercial assessments. Accordingly, the Non-Concert Party Directors unanimously recommend that you vote in favour of each of the Rule 9 Waiver Resolutions, as they intend to do in respect of their entire holdings which amount to 478,255 Ordinary Shares, representing approximately 0.217% of the Company's issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date.

In accordance with the provisions of the Takeover Code, the Concert Party is considered to be interested in the outcome of Resolutions 21 and 22. Accordingly, **Said Darwazah, Mazen Darwazah and Ali Al-Husry (as members of the Concert Party) make no recommendations in respect of Resolutions 21 and 22 and no member of the Concert Party will vote on these resolutions.**

If approved, Resolutions 21 and 22 could result in the aggregate interests of the Concert Party in the Company increasing. Further details in relation to this proposal can be found in Appendix II of this document.

Proxy form

For Shareholders who wish to use a paper proxy, a Form of Proxy is available from the Registrar on request and should be completed and returned as soon as possible. Shareholders alternatively may vote electronically via the Investor Centre app or by accessing the web browser at www.hikmashares.com. We strongly encourage all Shareholders to exercise their vote by appointing the Chair of the AGM (rather than a named individual) as their proxy and providing voting instructions in advance of the 2026 AGM. To be valid, your voting instructions must reach the Company's Registrar, MUFG Corporate Markets, no later than 48 hours (excluding non-working days) before the 2026 AGM, being 11.00 a.m. on 21 April 2026 (or, if the 2026 AGM is adjourned, by no later than 48 hours (excluding non-working days) prior to the adjourned 2026 AGM). Issuing your voting instructions in advance will not prevent you from attending and voting at the 2026 AGM in person, should you so wish.

Director profiles



Victoria Hull
Chair

Appointed: 1 November 2022 (Chair from 26 February 2026)

Nationality: British

Experience: Victoria joined the Board as a Non-Executive Director in November 2022 and was appointed as Chair in February 2026. Victoria previously served as Senior Independent Director of Hikma from April 2023 until February 2026, an enhanced role during the tenure of Said Darwazah as Executive Chairman, which had numerous responsibilities in common with a Non-Executive Chair. Victoria is a solicitor and began her career at Clifford Chance LLP. She has extensive senior executive experience across a broad range of business, legal, commercial and governance matters and strong international experience, including in her roles as Executive Director and General Counsel of Invensys plc and Telewest Communications plc. Victoria is a well-established Non-Executive Director of UK listed companies, with current appointments including IMI plc and Serco Group plc, and previous roles as Chair of the Remuneration Committee at Network International Holdings plc and Senior Independent Director at Ultra Electronics plc.

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

Other appointments: Non-Executive Director and Chair of the Remuneration Committee of IQE plc, IMI plc and Serco Group plc.

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

Expertise

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



Said Darwazah
Chief Executive Officer

Appointed: 1 July 2007

Joined Hikma: 1981

Nationality: Jordanian

Experience: Said has served as Chief Executive Officer from December 2025, having previously served as Chief Executive Officer from 2007 to 2018 and 2022 to 2023. Said joined Hikma in 1981 and brings over 40 years of leadership experience, serving as Chairman and CEO of Hikma's Group holding company from 1994 to 2003 and Executive Chairman of Hikma Pharmaceuticals plc from 2014 to 2026. Said has previously served as Minister of Health for Jordan, Chairman of Jordan University of Science and Technology, and as a board member of Central Bank of Jordan, American University of Beirut, Babson College, and INSEAD.

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

Other appointments: Chairman of Royal Jordanian Airlines and the Queen Rania Foundation, Chairman and Founder of the Health Care Accreditation Council Jordan. Vice Chairman of Capital Bank, Jordan. Trustee of the American University of Beirut (since May 2025).

Effectiveness: The Board believes that Said continues to provide constructive challenge 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



Mazen Darwazah
Executive Vice Chairman and Deputy CEO, 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, including MENA Injectables from February 2026. During his 40 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. Board Director at Rakuten Medical Inc.

Effectiveness: The Board believes that Mazen continues to provide constructive challenge 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

Key: Audit Committee

Compliance, Responsibility and Ethics Committee

Nomination and Governance Committee

Remuneration Committee

Chair

The biographies on pages 9 to 11 reflect the roles and responsibilities of the Board as at the date of this Notice (18 March 2026). Please refer to page 107 of our 2025 Annual Report for the rationale supporting the changes to the Board, which came into effect on 26 February 2026



Khalid Nabils
Deputy CEO, North America and Europe
Appointed: 15 December 2025
Joined Hikma: 2001
Nationality: Jordanian

Experience: Following his appointment to the Board of Hikma in December 2025, Khalid was appointed as Deputy CEO, North America and Europe in February 2026. In this role Khalid oversees Hikma's activities in North America and Europe and is accountable for delivering both the Hikma Rx and Injectables North America and Europe results. Prior to his current role, Khalid served as Chief Financial Officer from 2011 to 2026, with responsibility for Group finance, including reporting and capital management. Khalid has held several leadership positions within Hikma's financial functions during 24 years with Hikma, including VP Finance.

Qualifications: Certified Public Accountant. MBA from the University of Hull.

Other appointments: Non-Executive Director at Capital Bank, Jordan.

Effectiveness: The Board believes that Khalid provides constructive challenge and robust scrutiny at the Board table and recommends his election.

Expertise

- Extensive corporate finance leadership
- Stakeholder engagement
- Deep company and industry knowledge



Douglas Hurt
Senior Independent Director
Appointed: 1 May 2020 (Senior Independent Director from 26 February 2026)
Nationality: British



Experience: Douglas joined the Board as a Non-Executive Director in May 2020 and became Senior Independent Director in February 2026. 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 Vesuvius PLC, Chairman of Countryside Partnerships PLC, and Non-Executive Director and Chair of the Audit Committee of the British Standards Institution.

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

Other appointments: None.

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

Expertise

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



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 its CEO until 2007.

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

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

Effectiveness: The Board does not view Ali 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 Hikma's history, and a detailed knowledge of the MENA region, which is an important and specialist part of Hikma'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



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 general management 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. and Relevate Health Inc. Chief Executive Officer of OMEZA Holdings Inc.

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

Expertise

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



Laura Balan
Independent Non-Executive Director
Appointed: 1 October 2022 (Workforce Engagement from 2025)
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 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 and Chair of the Finance, Audit & Risk Committee of the Charter Schools Educational Trust.

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

Expertise

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



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, insurance and care delivery. Deneen is the Executive Vice President (EVP), Healthcare Quality and Affordability for Blue Shield California. Previously she served as EVP, Research and Development for UnitedHealth Group (UHG) and as Founder and CEO of MYnetico, which was acquired by UHG. She also served as Chief Medical Officer of Jefferson Health Northeast 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, BS in Behavioral Neuroscience from the University of Pittsburgh.

Other appointments: EVP for Healthcare Quality and Affordability at Blue Shield of California. Member of the Advisory Board of The Center for Health Incentives & Behavioral Economics at Penn Medicine.

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

Expertise

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

Key: Audit Committee

Compliance, Responsibility and Ethics Committee

Nomination and Governance Committee

Remuneration Committee

Chair

The biographies on pages 9 to 11 reflect the roles and responsibilities of the Board as at the date of this Notice (18 March 2026). Please refer to page 107 of our 2025 Annual Report for the rationale supporting the changes to the Board, which came into effect on 26 February 2026

Right to attend and vote

- 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 21 April 2026 (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 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 21 April 2026. Shareholders attending in person may ask questions at the AGM itself in the normal way.

Proxies

- A member entitled to attend, speak and vote at the AGM 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 Chair of the AGM (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 Investor Centre, a free app provided by MUFG Corporate Markets (the Company's Registrar). Please see opposite for details on how to download the app. Alternatively, the Investor Centre may be accessed via a web browser at: www.hikmashares.com.

A proxy appointment made electronically will not be valid if sent to any other address or if received after 11.00 a.m. on 21 April 2026 (or, if the AGM is adjourned, after the time being 48 hours before the time fixed for the adjourned AGM, excluding any part of a day that is a non-working day). Proxies may also be appointed through CREST in accordance with note 3 below or via Proximity in accordance with note 4 opposite.

For Shareholders who wish to use a paper proxy, a Form of Proxy for the AGM is available from the Registrar on request and should be completed and returned as soon as possible. To be valid, your proxy vote, together with any power of attorney or other authority under which it is made or a copy of the authority certified notorally, must reach the Company's Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, by post no later than 48 hours (excluding non-working days) before the AGM. Therefore, please send your Form of Proxy so that it is received by the Company's Registrar at the address above by no later than 11.00 a.m. on 21 April 2026 (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).

Completion of a Form of Proxy, other such instrument or any CREST Proxy Instruction, or appointing a proxy via Investor Centre or Proximity will not preclude a Shareholder from attending and voting in person at the 2026 AGM should the Shareholder so wish. A Shareholder may appoint more than one proxy in relation to the 2026 AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder. 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 2026 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

- 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 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 21 April 2026 (or, if the 2026 AGM is adjourned, by no later than 48 hours prior to the stated time of the adjourned AGM (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, Proximity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Proximity Voting

- If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 a.m. on 21 April 2026 in order to be considered valid or, if the 2026 AGM is adjourned, by the time which is 48 hours before the time of the adjourned AGM. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Joint holders

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

Appointing a corporate representative

- 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

- 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 2026 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

- As at the Latest Practicable Date the Company's issued share capital consisted of 232,904,538 Ordinary Shares, carrying one vote each, including 12,833,233 Ordinary Shares held in treasury. Therefore, the total voting rights in the Company as at the Latest Practicable Date were 220,071,305. Unless otherwise specified, all references to the Company's issued share capital and total voting rights in this document are to the position as at the Latest Practicable Date.

Website publication of audit concerns

- Under section 527 of the Act, the Company may be required by its Shareholders to publish on a website a statement setting out any matter relating to:

- 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

- 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

- 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.

Investor Centre

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's Registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: www.hikmashares.com.



Download on the App Store



GET IT ON Google Play

At the AGM

Voting at the AGM

All resolutions will be decided on a poll to be called by the Chair of the AGM. This reflects current best practice and ensures that Shareholders who have appointed the Chair of the AGM 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 Registrar, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be 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 21 April 2026. Shareholders attending in person may ask questions at the AGM itself in the normal way. No answer need be given if:

- to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- it is undesirable in the interests of the Company or the good order of the AGM that the question be answered; or
- if the answer has already been given on the Company's website in the form of an answer to a question.

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 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:

- 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
- 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:
 - (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);
 - it is defamatory of any person; or
 - 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 six clear weeks before the AGM or, if later, the time at which the Notice of AGM is given, 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
- 2025 Annual Report

The documents required to be made available for inspection pursuant to the Takeover Code in connection with the Rule 9 Waivers are set out in section 14 of Appendix III to this document.

Schedule and directions

The schedule and directions to the AGM, including a map, can be found on page 34 of this document.

Appendix I: Directors' Remuneration Policy

The key elements of the proposed Remuneration Policy are set out below and on pages 122 to 131 of the 2025 Annual Report. There are no changes proposed to the current Directors' Remuneration Policy approved by Shareholders at the 2023 AGM.



Element	Key features of operation of policy	Link to strategy
Salary, benefits and pension	<ul style="list-style-type: none"> Salaries are set with reference to: pay increases for the wider workforce, salaries in peer companies from the global pharmaceutical sector and UK listed companies 	<ul style="list-style-type: none"> Provides a base level to support recruitment and retention of Executive Directors with the necessary experience and expertise to deliver the Group's strategy
Annual bonus	<ul style="list-style-type: none"> Maximum 200% salary Target 100% of salary Threshold 50% of salary Half deferred into awards over Hikma shares for three years Malus and clawback provisions apply 	<ul style="list-style-type: none"> Financial metrics set with reference to business plans and shareholder return Strategic measures reviewed annually to support the achievement of the Group's key strategic priorities
LTIP Performance shares	<ul style="list-style-type: none"> Maximum face value 300% salary Target 62.5% max (187.5% salary) Threshold 25% max (75% salary) Three year performance period and two year holding period Malus and clawback provisions apply Dividend equivalents may be accrued on the shares earned from the LTIP awards based on dividends paid to shareholders during the vesting period. Dividends may also accrue during the post-vesting holding period. 	<ul style="list-style-type: none"> To incentivise and reward long-term performance and align the interests of Executive Directors with those of shareholders
Shareholding requirements	<ul style="list-style-type: none"> 300% of salary Five year period from date of appointment to the Board to achieve Two year shareholding post-employment 	<ul style="list-style-type: none"> Promotes long term alignment with shareholders Promotes focus on management of corporate risks

1. Background to, and reasons for, the Rule 9 Waivers

Overview in relation to the 2026 Buyback Authority and the Buyback Waiver

In light of the current shareholder base of the Company, which includes the Concert Party, if the Board chooses to make market purchases of Ordinary Shares (including under the 2026 Buyback Programme) pursuant to the 2026 Buyback Authority, this could lead to circumstances where, pursuant to Rule 9 of the Takeover Code (which applies to the Company), member(s) of the Concert Party, both individually and collectively, would be obliged to make a mandatory offer for the Company's remaining shares in issue, unless a waiver has been granted by the Takeover Panel.

Overview in relation to the 2027 Award Grant and the 2027 Award Waiver

The Company has an established practice with respect to the operation of its Share Plans (each of which has been approved by Shareholders), including the annual grant of awards to eligible Directors and employees of the Group (some of whom are members of the Concert Party). In particular:

- As part of the Company's ordinary course operation of its Share Plans, the Company expects to grant 2027 Awards under the LTIP and DBP in accordance with its existing practice and the Directors' Remuneration Policy prior to its 2027 AGM to members of the Concert Party in respect of an aggregate of up to 800,000 Ordinary Shares.
- The Company's expectation (that up to 800,000 Ordinary Shares could be attributable to the Concert Party in aggregate pursuant to the 2027 Awards) represents the Company's good faith estimate of the maximum potential number of Ordinary Shares that will be subject to the 2027 Awards, assuming: (i) no change to the Company's existing practices with respect to the Share Plans (including any applicable determinations thereunder being made in accordance with the Directors' Remuneration Policy) save that it is expected that Share Plan awards in respect of approximately 80,000 Ordinary Shares which, in view of the terms of the Rule 9 waiver granted at the 2025 AGM in respect of the 2026 Awards Grant, would have been granted before the 2026 AGM may now be granted after the 2026 AGM under the 2027 Awards Waiver; (ii) a prudent level of growth in the number and aggregate size of the Share Plan awards to reflect potential promotions, recruitments and increases in base salaries and bonuses in the ordinary course of business; and

(iii) the relevant share price for calculating delivery of the aggregate financial value of the anticipated Share Plan awards is the Company's share price as at the close of business on the Latest Practicable Date, assuming a reasonable reduction in the Company's share price in the period up to the expected grant of the 2027 Awards and a corresponding increase in the number of Share Plan awards to be issued. The key elements of the proposed Directors' Remuneration Policy are set out on pages 122 to 131 of the 2025 Annual Report and in Appendix I to this Notice. There are no changes proposed to the current Directors' Remuneration Policy approved by Shareholders at the 2023 AGM.

- Assuming no early vesting events occur, such as the relevant individual leaving the Group with 'good leaver' status, the earliest normal vesting date of any of the 2027 Awards granted to (i) any of the Concert Party Directors will be the third anniversary of the relevant date of grant; and (ii) any other members of the Concert Party will be the second anniversary of the relevant or typical date of grant.

The Company's operation of the 2027 Awards Grant (whether in part or in full, and/or with the full or partial exercise of the 2026 Buyback Authority) could also lead to circumstances where, pursuant to Rule 9 of the Takeover Code (which applies to the Company), member(s) of the Concert Party, both individually and collectively, would be obliged to make a mandatory offer for the Company's remaining shares in issue, unless a waiver has been granted by the Takeover Panel.

Specific details in relation to the Concert Party and the applicable provisions of the Takeover Code are set out under the subsequent headings.

The Concert Party

In accordance with the Takeover Code, the Company has agreed with the Takeover Panel that certain persons (including certain Directors and Shareholders of the Company) are presumed to be 'acting in concert' with each other in relation to the Company and therefore form the Concert Party.

The Concert Party includes: (i) Darhold Limited ('Darhold'), which holds 60,000,000 Ordinary Shares which, at the Latest Practicable Date, represented 27.26% of the Ordinary Shares carrying voting rights (excluding treasury shares) of the Company; (ii) Said Darwazah, Mazen Darwazah and Ali Al-Husry who are each Directors of the Company and who (together with immediate family members) constitute the majority of directors and shareholders of Darhold; and (iii) each of the persons named in the table

under section 5 of Appendix III of this document as they are either (x) shareholders of Darhold (and deemed to form part of the Concert Party given Darhold's nature as a vehicle used to hold Ordinary Shares in the Company, whether or not they directly hold Ordinary Shares in the Company) or (y) 'close relatives' (as defined under the Takeover Code) or related trusts of the Company's late founder or members of the Concert Party. As at the Latest Practicable Date, the members of the Concert Party were collectively interested in 65,146,097 Ordinary Shares, representing approximately 29.60% of the Ordinary Shares carrying voting rights of the Company.

The Takeover Code

The Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Takeover Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

Further, under Rule 37.1 of the Takeover Code, when a company redeems or purchases its own shares, any resulting increase in the percentage of voting rights carried by the shares in which a person, or group of persons acting in concert, is interested will be treated as an acquisition of interests in shares carrying voting rights for the purpose of Rule 9.1.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Rule 37.1 provides that the Takeover Panel must be consulted in these scenarios. However, the Takeover Panel will normally waive any resulting obligation on a person who is a director of the company or who is, or is presumed to be, acting in concert with any of the directors, to make a mandatory offer on the condition that, prior to the redemption or purchase by the company of its own shares, a

procedure substantially similar to that set out in Appendix 1 of the Takeover Code is followed, including the approval by independent shareholders.

The Buyback Waiver

The Company's exercise of the 2026 Buyback Authority (in part or in full) could result in an increase in the percentage of shares carrying voting rights in which the Concert Party is interested. Any such increase would normally be treated as an acquisition of interests in shares by the Concert Party under Rule 9 of the Takeover Code. Accordingly, such an increase (whether due to the exercise of the 2026 Buyback Authority in full or otherwise in part or in combination with the 2027 Awards Grant) could result in the Concert Party being obliged to make a mandatory offer for the entire issued Ordinary Share capital of the Company.

In accordance with Rule 37 and Appendix 1 of the Takeover Code, the Company has sought – and the Takeover Panel has agreed to – a waiver of the requirement on the Concert Party to make a mandatory offer to all Shareholders of the Company which could arise as a result of the Company's exercise of the 2026 Buyback Authority, provided that the Independent Shareholders have passed, on a poll, Resolution 21. Accordingly, Independent Shareholders are being asked to approve, on a poll, Resolution 21.

If approved, the waiver under Resolution 21 will apply to any increase in the percentage of shares carrying voting rights of the Concert Party resulting from the exercise by the Company of the 2026 Buyback Authority in accordance with Resolution 19 in the period from the 2026 AGM to the earlier of the close of business on 23 July 2027 and the conclusion of the AGM to be held in 2027.

The 2027 Awards Waiver

The Company's operation of the 2027 Awards Grant (whether in part or in full) would amount to an acquisition of interests in shares by the Concert Party for the purposes of Rule 9 of the Takeover Code and result in an increase in the percentage of shares carrying voting rights in which the Concert Party is interested. Absent any other changes, such an increase as a result of the 2027 Awards Grant would not result in the Concert Party being obliged to make a mandatory offer for the entire issued Ordinary Share capital of the Company. However, such an increase as a result of the 2027 Awards Grant could result in the Concert Party being obliged to make a mandatory offer in conjunction with (i) the Company's implementation of the 2026 Buyback Programme pursuant to the 2025

Buyback Authority, with or without any related cancellations of repurchased Ordinary Shares, and/or (ii) with the Company's full or partial exercise of the 2026 Buyback Authority (whether pursuant to the 2026 Buyback Programme or otherwise).

In accordance with Note 10 to Rule 9 and Appendix 1 of the Takeover Code, the Company has sought – and the Takeover Panel has agreed to – a waiver of the requirement on the Concert Party to make a mandatory offer to all Shareholders of the Company which could arise as a result of the 2027 Awards Grant, provided that the Independent Shareholders have passed, on a poll, Resolution 22.

If approved, the 2027 Awards Waiver under Resolution 22 will apply to any increase in the percentage of shares carrying voting rights of the Concert Party resulting from the 2027 Awards Grant, whenever implemented by the Company (provided that the 2027 Awards are themselves granted following the 2026 AGM and prior to the 2027 AGM).

Interaction between the Buyback Waiver and the 2027 Awards Waiver

The Company is seeking the 2027 Awards Waiver because, in combination with any exercise of the 2026 Buyback Authority (whether pursuant to the 2026 Buyback Programme or otherwise), the vesting of the 2027 Awards could result in the Concert Party being obliged to make a mandatory offer under Rule 9 of the Takeover Code for the entire issued Ordinary Share capital of the Company. The sequencing of matters will determine the 'trigger' event as a result of which any obligations under Rule 9 of the Takeover Code could arise.

The Rule 9 Waivers

The Rule 9 Waivers by the Takeover Panel will (subject to the discretion of the Takeover Panel) be invalidated if any purchases of Ordinary Shares are made by any member of the Concert Party in the period between the date of this document and the 2026 AGM. These Rule 9 Waivers by the Takeover Panel will also not apply to the purchase of Ordinary Shares by the Concert Party, which would remain subject to the provisions of Rule 9 of the Takeover Code as described above. In the event that Resolutions 21 and 22 are passed, the Concert Party will not be restricted from making an offer for the Company unless such members of the Concert Party either (i) make a statement that they do not intend to make an offer, or (ii) enter into an agreement with the Company not to make an offer.

2. Intentions for the Business

The Concert Party remains fully supportive of the Company's management and has no intention to make any changes to (i) the future business of the Group (including any research and development functions), (ii) the continued employment of the employees and management of the Group (including material changes in their employment conditions or the balance of their skills and functions), (iii) the Group's pension scheme arrangements, (iv) the Group's fixed assets, (v) the existing trading facilities for the Company's Ordinary Shares or (vi) the strategic direction of the Company, including in respect of the location of the Group's places of business, headquarters and associated functions. The Non-Concert Party Directors confirm their approval of the foregoing statements of intention from the Concert Party.

3. Maximum Potential Holdings

Pursuant to the Takeover Code, it is necessary to provide an illustration of the Concert Party's maximum potential interests in Ordinary Shares based on certain assumptions. As at the Latest Practicable Date, the Concert Party had, in aggregate, interests in 65,146,097 Ordinary Shares of the Company representing approximately 29.60% of the issued Ordinary Shares carrying voting rights of the Company (excluding treasury shares). See sections 5 and 6 of Appendix III for further details.

If the Company undertakes the exercise of the 2026 Buyback Authority and/or the 2027 Awards Grant in combination with the exercise of the 2026 Buyback Authority (in each case, whether in part or in full), the Concert Party could become interested in Ordinary Shares carrying more than 30% – but not more than 50% – of the Company's voting share capital. For so long as they continue to be acting in concert, any further increase in the Concert Party's aggregate interest in shares (not covered by the Rule 9 Waivers approved at the 2026 AGM) will be subject to the provisions of Rule 9 of the Takeover Code.

Impact of the 2026 Buyback Authority

Assuming: (i) the 2026 Buyback Authority is approved at the 2026 AGM and exercised in full by the Company (with no purchases of Ordinary Shares pursuant to the 2025 Buyback Authority prior to the AGM on 23 April 2026 and with immediate cancellation of any repurchased Ordinary Shares); (ii) no sales of Ordinary Shares by the Concert Party (whether pursuant to the exercise of the 2026 Buyback Authority or otherwise); (iii) no increase in the Concert Party's interests in Ordinary Shares pursuant to the vesting and/

Appendix II: Approval of Rule 9 Waivers continued

or release under the Company's Share Plans of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards; (iv) no other party (including participants in the Company's Share Plans other than members of the Concert Party) receives Ordinary Shares following the vesting and/or release of any awards or any other rights to subscribe for Ordinary Shares; and (v) no further issuance of Ordinary Shares by the Company, the Concert Party's maximum potential interest in Ordinary Shares would be 65,146,097, representing 32.89% of the maximum potential issued and voting share capital of the Company (calculated on the same basis, excluding treasury shares, to be 198,064,175).

Interaction of the 2026 Buyback Authority and the Awards Grants

Assuming: (i) the 2026 Buyback Authority is approved at the 2026 AGM and exercised in full by the Company (with no purchases of Ordinary Shares pursuant to the 2025 Buyback Authority prior to the AGM on 23 April 2026 and with immediate cancellation of any repurchased Ordinary Shares); (ii) the maximum possible vesting and/or release of all Existing Awards under the Company's Share Plans and the 2024 Awards, the 2025 Awards, the 2026 Awards (for which any vesting and/or release of the applicable awards continue to have the benefit of a pre-existing Rule 9 waiver) and the 2027 Awards to the Concert Party; (iii) no sales of Ordinary Shares by the members of the Concert Party (whether pursuant to the 2026 Buyback Authority or otherwise); (iv) no further issuance of Ordinary Shares by the Company; and (v) no other party (including participants in the Company's Share Plans other than members of the Concert Party) receiving Ordinary Shares following the vesting and/or release of any awards or any other rights to subscribe for Ordinary Shares, the Concert Party's maximum potential interest in Ordinary Shares would be 67,322,021, representing 33.99% of the maximum potential issued and voting share capital of the Company (calculated on the same basis, excluding treasury shares, to be 198,064,175).

4. Further Information

Buyback Waiver

For the avoidance of doubt, the Buyback Waiver, if approved, would only apply for as long as the 2026 Buyback Authority remains in force. Accordingly, whether or not the 2026 Buyback Authority is used in the coming year, the Non-Concert Party Directors will consider whether to seek renewal of the Buyback Waiver by the Takeover Panel prior to the 2027 AGM of the Company. Any such renewal of the Buyback Waiver would again be subject to Independent Shareholder approval. The Buyback Waiver, if approved, would apply only in respect of increases in shareholdings of the Concert Party resulting from market purchases of Ordinary Shares by the Company and not in respect of any other increases.

2027 Awards Waiver

The 2027 Awards Waiver, if approved, would apply in respect of the 2027 Awards Grant only and this authority would expire upon the lapse or settlement (in accordance with the terms of the applicable Share Plans) of the 2027 Awards Grant. If appropriate, the Non-Concert Party Directors may consider whether to seek a similar waiver from the obligations arising under Rule 9 of the Takeover Code in respect of (i) grants, vesting, release or exercise of awards under the Share Plans in excess of those covered by the 2027 Awards Waiver, or (ii) potential additional future grants, vesting, release or exercise of awards under the Share Plans, from the Takeover Panel prior to the 2027 AGM of the Company. Any such waiver would again be subject to Independent Shareholder approval. The 2027 Awards Waiver, if approved, would only apply in respect of increases in shareholdings of the Concert Party resulting from the 2027 Awards Grant and not in respect of any other increases.

Your attention is drawn to the further information set out in Appendix III: Additional Information of this document.

5. Recommendation

Your attention is drawn to the recommendation set out on page 8 of this document with respect to Resolutions 21 and 22 relating to the Rule 9 Waivers.

18 March 2026
Hikma Pharmaceuticals PLC
Registered Office: 1 New Burlington Place
London W1S 2HR United Kingdom
Registered in England and Wales with No. 05557934

Appendix III: Additional Information

1. Responsibility

The Directors take responsibility for the information (including any expressions of opinion) contained in this document other than:

- (i) the recommendation and associated opinion attributed to the Non-Concert Party Directors set out on page 8 of this document; and
- (ii) the statements at section 2 of Appendix II on page 17 of this document relating to the intentions of the Concert Party and to the Company's strategic directions and its repercussions.

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Concert Party Directors take responsibility for the information in this document relating to the Concert Party (including the Concert Party Directors together with their immediate families, related trusts and companies and persons connected to them) as well as the statements relating to the intentions of the Concert Party in relation to the Company's strategic direction set out on page 17 of this document. To the best of the knowledge and belief of the Concert Party Directors (who have taken all reasonable care to ensure that such is the case), the information for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Non-Concert Party Directors take responsibility for the recommendation and associated opinion attributed to them and set out on page 8 of this document. To the best of the knowledge and belief of the Non-Concert Party Directors (who have taken all reasonable care to ensure that such is the case), the information contained for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. The only responsibility accepted by the Non-Concert Party Directors in respect of the information in this document relating to the Concert Party (including the Concert Party Directors together with their immediate families, related trusts and companies and persons connected to them) and the intentions of the Concert Party in relation to the Company's strategic direction set out on page 17 of this document has been to ensure that such information has been correctly and fairly reproduced or presented (and no steps have been taken by such Non-Concert Party Directors to verify this information).

2. Information on the Company

The Company is a public company limited by shares and is incorporated in the United Kingdom with registered number 05557934. The Company has its registered office at 1 New Burlington Place, London W1S 2HR, United Kingdom. The Ordinary Shares are listed on the London Stock Exchange with designation HIK. The Company has also listed Global Depositary Receipts on the NASDAQ Dubai and has an American Depositary Receipt programme for which Bank of New York Mellon acts as depositary.

Founded with the mission of increasing access to affordable medicines, the Group is a multinational healthcare company primarily active in the development, manufacture and marketing of a broad range of generic, branded and in-licensed pharmaceutical products. The Group's pharmaceutical operations are conducted through three business segments: Injectables, Branded and Hikma Rx. The majority of the Group's operations are in the Middle East and North Africa region, North America and Europe. The Directors intend to continue conducting the business of the Group in a similar manner as it is currently conducted and there are currently no plans to introduce any major changes to the business, or the terms of engagement of any employees or management, of the Group. Further information relating to the Company's business and financial and trading prospects is included on page 89 of the 2025 Annual Report.

The principal legislation under which the Company operates is the Companies Act 2006 and the regulations made thereunder. The Company does not have overseas branches within the meaning of the Companies Act 2006.

3. Directors

The Directors of the Company, their respective functions at the date of this document and their dates of appointment to the Board are as follows:

Name	Current positions	Date of appointment to Board
Ali Al-Husry	Non-Executive Director	14 October 2005
Laura Balan	Independent Non-Executive Director Audit Committee Member Remuneration Committee Member Designated Non-Executive Director for workforce engagement	1 October 2022
Mazen Darwazah	Executive Vice Chairman and Deputy CEO, MENA Compliance, Responsibility and Ethics Committee Member Nomination and Governance Committee Member	8 September 2005
Said Darwazah	Chief Executive Officer	1 July 2007
Cynthia Flowers	Independent Non-Executive Director Audit Committee Member Compliance, Responsibility and Ethics Committee Member Nomination and Governance Committee Member Remuneration Committee Chair	1 June 2019
Victoria Hull	Chair Nomination and Governance Committee Chair Remuneration Committee Member	1 November 2022
Douglas Hurt	Senior Independent Director Audit Committee Chair Compliance, Responsibility and Ethics Committee Member Nomination and Governance Committee Member Remuneration Committee Member	1 May 2020
Khalid Nabils	Deputy CEO, North America and Europe	15 December 2025
Dr Deneen Vojta	Independent Non-Executive Director Compliance, Responsibility and Ethics Committee Chair Nomination and Governance Committee Member	1 November 2022

The Board does not view Ali Al-Husry as an Independent Director for the reasons set out in his Director Profile on page 10 of this document.

Further information in relation to the Directors is included on pages 9 to 11 of this document.

4. Information on Darhold

Corporate information

Darhold is a private limited liability company incorporated in Jersey with registered number 89008. Darhold has its registered office at 26 New Street, St. Helier JE2 3RA, Jersey and its business location is at Villa No. 7, Dirar Bin Alazwar Street, Jabal Weibdeh, Amman 11191, Jordan.

Business overview

Darhold is an investment vehicle engaged in securities holding, investment and trading activities, primarily with private banks. Substantially all of Darhold's assets consist of its shareholding in the Company. Darhold has no intention of changing its current business operations or strategic direction (and has no R&D function) or arrangements with respect to its employees, management, pension schemes, headquarters or business locations, fixed assets or trading facilities for its securities.

Directors

The directors of Darhold, their respective functions at the date of this document and their dates of appointment as directors are as follows:

Name	Current position	Date of appointment as director
Said Darwazah	Director	30 November 2004
Mohammed Saffouri	Director	30 November 2004
Ghassan Alami	Director	15 July 2015
Mazen Darwazah	Director	30 November 2004
Ali Al-Husry	Director	30 November 2004

Ratings

There are no current ratings or outlooks publicly accorded to Darhold by ratings agencies.

Interests in the Company

As at the Latest Practicable Date, Darhold held 60,000,000 Ordinary Shares of the Company representing approximately 25.76% of the issued Ordinary Share capital (including treasury shares) of the Company and approximately 27.26% of the issued Ordinary Share capital (excluding treasury shares) of the Company. Other than dividends (as paid to all Shareholders), there were no transactions between the Group and Darhold Limited during 2024 or 2025.

Significant Concert Party Members

As at the Latest Practicable Date, the following members of the Concert Party had a direct or indirect interest of 5% or more in the equity share capital of the Company (excluding treasury shares) as follows:

Name	Number of Ordinary Shares or interests in Company held	Implied percentage shareholding in the Company (2dp)
Said Darwazah	17,566,790	7.98%
Mazen Darwazah	11,149,025	5.07%

Material Contracts

Darhold has not entered into any contracts otherwise than in the ordinary course of business since the date that is two years prior to the date of this document that are or may be material.

5. Interests and dealings in Ordinary Shares and Darhold shares

Directors' interests in Ordinary Shares

As at the close of business on the Latest Practicable Date, the interests of the Directors in the issued Ordinary Share capital of the Company and (so far as the relevant Director is aware, having made due and careful enquiry) persons whose interests in Ordinary Shares each Director is taken to be interested in pursuant to Part 22 of the Companies Act 2006 were as follows:

Name	Number of Ordinary Shares in which interests are held ¹	Number of Ordinary Shares over which outstanding awards are held
Ali Al-Husry	6,209,476	-
Laura Balan	3,500	-
Mazen Darwazah	11,149,025	386,090
Said Darwazah	17,566,790	476,504
Cynthia Flowers	1,100	-
Victoria Hull	5,991	-
Douglas Hurt	4,500	-
Khalid Nabils	462,164	222,796
Dr Deneen Vojta	1,000	-
TOTAL	35,403,546	1,085,390

1. Including through Darhold.

Concert Party interests in Ordinary Shares

As at the close of business on the Latest Practicable Date, the interests of the Concert Party in the issued Ordinary Share capital of the Company were as follows:

Name	Number of interests in Ordinary Shares held ¹	Number of Ordinary Shares over which outstanding awards are held	Percentage of Darhold owned (5% or more only) (2dp)
Darhold Limited	60,000,000	-	-
Ali Al-Husry	1,162,811	-	-
+ his connected persons ²	53,064	-	-
Mazen Darwazah ¹²	1,772,237	386,090	<5%
+ his connected persons ^{3, 12}	9,462	30,248	<5%
Said Darwazah	1,133,566	476,504	-
+ his connected persons ^{4, 12}	308,265	19,555	<5%
May Darwazah ^{5, 12}	35,507	3,719	<5%
Ghassan Alami ^{5, 12}	365,034	-	5.08%
SKYS Limited ⁶	-	-	17.67%
Samira Group Ltd ⁷	300,000	-	13.33%
MWS Holding Limited ⁸	-	-	7.67%
RMD Investments Limited ⁹	-	-	9.07%
DKYB Limited ¹⁰	-	-	6.67%
Certain other relatives ^{11, 12}	6,151	16,369	<5%
Dual Darhold shareholders ¹²	see footnote 12	see footnote 12	9.47%
Other Darhold shareholders ¹³	-	13,439	16.22%
TOTAL	65,146,097	945,924	80.10%

1. Excluding interests held through Darhold.

2. This group comprises certain close relatives (as defined under the Takeover Code) of Ali Al-Husry without duplication.

3. This group comprises certain close relatives (as defined under the Takeover Code) of Mazen Darwazah without duplication.

4. This group comprises certain close relatives (as defined under the Takeover Code) of Said Darwazah without duplication.

5. Together with such person's close relatives (as defined under the Takeover Code).

6. SKYS Limited is a family trust associated with Said Darwazah.

7. Samira Group Ltd is a trust associated with the Darwazah family.

8. MWS Holding Limited is a trust associated with the Saffouri family.

9. RMD Investments Limited is a family trust associated with Mazen Darwazah.

10. DKYB Limited is a trust associated with Ali Al-Husry.

11. This group comprises other relatives, who are not close relatives (as defined under the Takeover Code), but are included in the concert party as shareholders of Darhold.

12. Each individual in this group holds Ordinary Shares in the Company (as presented in this table on a consolidated basis) and individually holds less than 5% of the voting rights of Darhold (and collectively this group holds 9.47% of the voting rights of Darhold).

13. Each Darhold shareholder consolidated in this group individually holds less than 5% of the voting rights of Darhold (and collectively this group holds 16.22% of the voting rights of Darhold).

Interests of the Directors in Darhold securities

As at the close of business on the Latest Practicable Date, the interests of the Directors in the issued share capital (excluding treasury shares) of Darhold were as follows:

Name	Percentage shareholding in Darhold (2dp)
Ali Al-Husry ¹	8.32%
Laura Balan	-
Mazen Darwazah ²	15.50%
Said Darwazah ³	26.77%
Cynthia Flowers	-
Victoria Hull	-
Douglas Hurt	-
Khalid Nabils	-
Dr Deneen Vojta	-

1. Ali Al-Husry holds his shares in Darhold through a family trust.

2. Mazen Darwazah holds his shares in Darhold through a family trust.

3. Said Darwazah holds his shares in Darhold through a family trust.

Dealings in Ordinary Shares

During the 12-month period ended at close of business on the Latest Practicable Date, the following Directors and Concert Party members have dealt in Ordinary Shares as follows:

Name	Date of dealing	Number of Ordinary Shares	Dealing price	Dealing event
Said Darwazah	30 May 2025	31,679	Nil	Vesting (2014 Executive Incentive Plan)
Close relative of Said Darwazah	30 May 2025	5,690	Nil	Vesting (2014 Executive Incentive Plan)
Close relative of Said Darwazah	30 May 2025	3,275	Nil	Vesting (2018 Management Incentive Plan)
Mazen Darwazah	30 May 2025	36,171	Nil	Vesting (2014 Executive Incentive Plan)
Close relative of Mazen Darwazah	30 May 2025	9,267	Nil	Vesting (2014 Executive Incentive Plan)
Close relative of Mazen Darwazah	30 May 2025	5,572	Nil	Vesting (2014 Executive Incentive Plan)
Khalid Nabils	30 May 2025	28,833	Nil	Vesting (2014 Executive Incentive Plan)
Close relative of May Darwazah	30 May 2025	1,744	Nil	Vesting (2018 Management Incentive Plan)
Close relative of May Darwazah	30 May 2025	823	£21.38	Disposal to cover tax following the vesting of awards
Certain other relative	30 May 2025	6,893	Nil	Vesting (2014 Executive Incentive Plan)
Mazen Darwazah	7 August 2025	200,000	£17.56	Purchase of shares
Mazen Darwazah	16 September 2025	14,000	£16.03	Purchase of shares
Mazen Darwazah	6 November 2025	115,000	£15.90	Purchase of shares
Said Darwazah	6 November 2025	100,000	£16.05	Purchase of shares
Said Darwazah	6 November 2025	100,000	£16.16	Purchase of shares
Said Darwazah	6 November 2025	100,000	£15.92	Purchase of shares
Said Darwazah	6 November 2025	100,000	£15.25	Purchase of shares
Samira Group Ltd	6 November 2025	200,000	£16.07	Purchase of shares
Said Darwazah	7 November 2025	70,000	£15.41	Purchase of shares
Said Darwazah	7 November 2025	60,000	£15.89	Purchase of shares
May Darwazah	17 December 2025	25,000	£15.11	Purchase of shares
Samira Group Ltd	19 December 2025	100,000	£14.99	Purchase of shares

In accordance with the Takeover Code, the Takeover Panel will not normally agree to waive an obligation under Rule 9 if any member of the Concert Party, or any person acting in concert with it, has acquired an interest in shares carrying voting rights in the 12 months preceding the date of this document but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors in relation to the proposed new issue of ordinary shares that gives rise to the need for such waiver of Rule 9. The Rule 9 Waivers will be invalidated if any member of the Concert Party acquires an interest in shares carrying voting rights in the period between the date of this document and the 2026 AGM.

In addition, in accordance with Rule 37.1 of the Takeover Code, the Takeover Panel will not normally grant a waiver of the requirement to make a mandatory offer if any member of the Concert Party, or any person acting in concert with it, acquired an interest in shares carrying voting rights prior to the shareholders' meeting to approve the Rule 9 Waivers (being the 2026 AGM) and at a time when the person had reason to believe that a specific share buyback programme or other specific redemption or purchase would be implemented.

The Takeover Panel has considered the transactions detailed above and, in these specific circumstances, has confirmed that the dealings by the members of the Concert Party will not prejudice the grant of the Rule 9 Waivers.

General

Save as disclosed in this section 5:

- at the Latest Practicable Date, no Director, member of the Concert Party or person acting in concert in relation to the Company (other than the Concert Party), nor any person acting in concert with members of the Concert Party (but not a member themselves of the Concert Party), (x) was interested, directly or indirectly, in any relevant securities; (y) had any rights to subscribe for, or any short positions in, any relevant securities; or (z) had entered into any agreements to sell any relevant securities, or any delivery obligations, or rights to require another person to purchase or take delivery of, any relevant securities;
- at the Latest Practicable Date, the Company itself (x) was not interested, directly or indirectly, in any DH securities; (y) had no rights to subscribe for, or any short positions in, any DH securities; or (z) had not entered into any agreements to sell any DH securities, or any delivery obligations, or rights to require another person to purchase or take delivery of, any DH securities;
- no member of the Concert Party, nor any persons acting in concert with members of the Concert Party, has dealt in any relevant securities during the 12-month period ended on the Latest Practicable Date; and
- at the Latest Practicable Date, neither the Company, nor its Directors, nor any person acting in concert in relation to the Company, has borrowed or lent any relevant securities, nor has any member of the Concert Party, nor any person acting in concert with any of them, borrowed or lent any relevant securities.

For purposes of this section 5:

'derivative' includes any financial product whose value, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;

'DH securities' means the shares in the capital of Darhold, options (including traded option contracts) in respect of, and derivatives referenced to, the shares in the capital of Darhold, and any other securities of Darhold carrying conversion or subscription rights into shares in the capital of Darhold; and

'relevant securities' means the Ordinary Shares, options (including traded option contracts) in respect of, and derivatives referenced to, the Ordinary Shares, and any other securities of the Company carrying conversion or subscription rights into Ordinary Shares.

6. Maximum Potential Holdings of the Concert Party

Pursuant to the Takeover Code, it is necessary to provide an illustration of the Concert Party's maximum potential interests in Ordinary Shares based on certain assumptions. As at the Latest Practicable Date, the Concert Party had, in aggregate, interests in 65,146,097 Ordinary Shares of the Company representing approximately 29.60% of the issued Ordinary Shares carrying voting rights of the Company (excluding treasury shares).

Impact of the Awards Grants

Assuming: (i) the maximum possible vesting and/or release under the Company's Share Plans of all Existing Awards, all 2024 Awards, all 2025 Awards and all 2026 Awards (for which any vesting and/or release of the applicable awards continue to have the benefit of a pre-existing Rule 9 waiver); (ii) the maximum possible vesting and/or release of all 2027 Awards; (iii) no sales of Ordinary Shares by the members of the Concert Party; (iv) no exercise of the 2026 Buyback Authority by the Company and no further exercise of the 2025 Buyback Authority prior to the AGM on 23 April 2026; (v) no further issuance of Ordinary Shares by the Company; and (vi) no other party (including participants in the Company's Share Plans other than members of the Concert Party) receives Ordinary Shares following the vesting and/or release of any awards or any other rights to subscribe for Ordinary Shares, the maximum potential interests of the Concert Party in Ordinary Shares of the Company, in aggregate, are set out below.

Maximum potential holdings of the Concert Party in aggregate			
Relevant triggering event	Number of Ordinary Shares in Company held	Percentage shareholding in the Company (issued share capital) (2dp)	Percentage shareholding in the Company (total voting rights) (2dp)
Vesting and/or release of all Existing Awards only	65,424,524	28.09%	29.73%
Vesting and/or release of all 2024 Awards only	65,477,662	28.11%	29.75%
Vesting and/or release of all 2025 Awards only	65,482,029	28.12%	29.75%
Vesting and/or release of all 2026 Awards only	65,576,097	28.16%	29.80%
Vesting and/or release of all 2027 Awards only	65,946,097	28.31%	29.97%
Total impact of vesting and/or release of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards	67,322,021	28.91%	30.59%

Impact of the 2026 Buyback Authority

Assuming: (i) the 2026 Buyback Authority is approved at the 2026 AGM and exercised in full by the Company (with no purchases of Ordinary Shares pursuant to the 2025 Buyback Authority prior to the AGM on 23 April 2026 and with immediate cancellation of any repurchased Ordinary Shares); (ii) no sales of Ordinary Shares by the Concert Party (whether pursuant to the exercise of the 2026 Buyback Authority or otherwise); (iii) no increase in the Concert Party's interests in Ordinary Shares pursuant to the vesting and/or release under the Company's Share Plans of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards; (iv) no other party (including participants in the Company's Share Plans other than members of the Concert Party) receives Ordinary Shares following the vesting and/or release of any awards or any other rights to subscribe for Ordinary Shares; and (v) no further issuance of Ordinary Shares by the Company, the maximum potential interests of the Concert Party, in aggregate, would be 65,146,097 Ordinary Shares, representing 32.89% of the issued Ordinary Shares carrying voting rights of the Company (excluding treasury shares).

Interaction of the 2026 Buyback Authority and the Awards Grants

Assuming: (i) the 2026 Buyback Authority is approved at the 2026 AGM and exercised in full by the Company (with no purchases of Ordinary Shares pursuant to the 2025 Buyback Authority prior to the AGM on 23 April 2026 and with immediate cancellation of any repurchased Ordinary Shares); (ii) the maximum possible vesting and/or release under the Company's Share Plans of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards to the Concert Party; (iii) no sales of Ordinary Shares by the members of the Concert Party (whether pursuant to the 2026 Buyback Authority or otherwise); (iv) no further issuance of Ordinary Shares by the Company; and (v) no other party (including participants in the Company's Share Plans other than members of the Concert Party) receives Ordinary Shares following the vesting and/or release of any awards or any other rights to subscribe for Ordinary Shares, the maximum potential interests of the Concert Party in Ordinary Shares of the Company, in aggregate, are set out below.

Maximum potential holdings of the Concert Party in aggregate			
Relevant triggering event	Number of Ordinary Shares in Company held	Percentage shareholding in the Company (issued share capital) (2dp)	Percentage shareholding in the Company (total voting rights) (2dp)
Use of 2026 Buyback Authority only	65,146,097	30.89%	32.89%
Vesting and/or release of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards only	67,322,021	28.91%	30.59%
Total impact of (i) use of 2026 Buyback Authority; and (ii) vesting and/or release of all Existing Awards, all 2024 Awards, all 2025 Awards, all 2026 Awards and all 2027 Awards	67,322,021	31.92%	33.99%

7. Middle market quotations

Set out below are the closing middle market quotations for Ordinary Shares, as derived from the Daily Official List of the London Stock Exchange, for the Latest Practicable Date and for the first dealing day of each of the six months immediately preceding the date of this document:

Date	Price per Ordinary Share (2dp)
Latest Practicable Date (9 March 2026)	£11.91
2 February 2026	£15.51
2 January 2026	£15.23
1 December 2025	£15.75
3 November 2025	£18.21
1 October 2025	£17.95
1 September 2025	£17.77

8. Financial information and ratings

As set out in section 13, this document incorporates by reference the audited consolidated accounts of the Group for the financial years ended 31 December 2025 and 31 December 2024.

Save as disclosed in this document, the 2025 Annual Report and the FY25 Results Press Release, the Directors are not aware of any material or significant change in the financial or trading position of the Company since 31 December 2025, being the date to which the latest audited accounts have been prepared.

As at the Latest Practicable Date, the Company has been assigned long-term ratings of BBB/stable S&P and BBB/stable Fitch.

9. Profit forecast

Ordinary course profit forecast for the financial year ending on 31 December 2026

On 26 February 2026, the Group published its FY25 Results Press Release containing its preliminary unaudited results for the year ending 31 December 2025. The FY25 Results Press Release included outlook guidance for the financial year ending on 31 December 2026, as presented below:

- “We expect Group revenue to grow in the range of 2% to 4%.”
- “We expect Group core operating profit to be in the range of \$720 million to \$770 million.”
- “We expect Injectables revenue to grow in the low single digits and core operating margin to be in the range of 27% to 28%.”
- “We expect Branded revenue to grow 6% to 8% and core operating margin to be around 25%.”
- “We expect Hikma Rx revenue to be broadly flat. We expect Hikma Rx core operating margin to be close to 20%.”
- “We expect corporate unallocated costs to be around \$105 million and for our ‘Others’ business to break even.”
- “We expect Group core net finance expense to be between \$99 million to \$103 million.”
- “We expect the core effective tax rate to be around 23%.”
- “We expect Group capital expenditure to be in the range of \$190 million to \$210 million.”

The Takeover Panel has confirmed that these statements (collectively, the ‘FY26 Profit Forecast’) constitute an ordinary course profit forecast for the purposes of Rule 28 of the Takeover Code, to which the requirements of Rule 28.1(c)(i) apply. The FY26 Profit Forecast was made in accordance with the Company’s established practice and as part of the ordinary course of the Company’s communications with its shareholders and the market.

The FY26 Profit Forecast is repeated in the 2025 Annual Report, which is incorporated by reference into this document and made available to the Company’s shareholders concurrently with this document.

Basis of preparation

The FY26 Profit Forecast is based on the Group’s current internal unaudited forecasts for the remainder of the financial year ending 31 December 2026. The FY26 Profit Forecast has been compiled on the basis of the assumptions set out opposite. The basis of the accounting policies used is consistent with the existing accounting policies of the Group and in accordance with UK-adopted international accounting standards and the International Financial Reporting Standards as issued by the International Accounting Standards Board.

Assumptions

The FY26 Profit Forecast is inherently uncertain and there can be no guarantee that any of the assumptions listed below will not occur and/or if they do, their effect on the Group’s results of operations, financial condition or financial performance may be material. The FY26 Profit Forecast should be read in this context and construed accordingly.

In confirming the profit forecast, the Directors have made the following assumptions in respect of the financial year ending 31 December 2026:

- (i) Assumptions outside of the Company’s control or influence
 - there will be no material adverse change to the Group’s commercial relationships;
 - there will be no material changes in market conditions in FY26 in relation to either customer demand or competitive environment (including any adverse impact on the Group’s market share and product demand rates);
 - there will be no material adverse events that will have a significant impact on the Group’s major customers or suppliers;
 - there will be no material disruption or delays to international transport networks or adverse changes in supply chain costs to the Group;
 - there will be no material adverse change to the Group’s business model or market environment before the end of FY26;
 - there will be no material change to existing prevailing macroeconomic, political and social conditions and stability during FY26;
 - there will be no material change in legislation, taxation or regulatory requirements impacting the Group’s operations, expenditure or its accounting policies;
 - there will be no change in the Group’s external credit rating, existing debt arrangements, ability to access external finance and refinance existing debt upon maturity;
 - there will be no material litigation or regulatory investigations, or material unexpected developments in any existing litigation or regulatory investigation, in relation to any of the Group’s operations, products or services; and
 - there will be no material change in the control of the Group.
- (ii) Assumptions within the Company’s control or influence
 - no material change in the expected realisation of launch and commercialisation of new products or the ability to maintain certain prices for products or implement pricing changes with customers;
 - no material change to the strategy or operation of the Group’s business;
 - no material deterioration in the Group’s relationships with customers or suppliers;
 - no material unplanned capital expenditure, asset disposals, merger and acquisition or divestment activity conducted by or affecting the Group; and
 - no change in key management of the Group.

Directors’ confirmations

The Directors have considered the FY26 Profit Forecast and confirm (i) that it remains valid as at the date of this document, (ii) that it has been properly compiled on the basis of the assumptions set forth in this section 9, and (iii) that the basis of accounting used is consistent with the Group’s existing accounting policies.

10. Significant relationships and material contracts

Relationships, arrangements and understandings

- Save as disclosed in this document, no Director is or has been interested in any management incentivisation arrangements
- Save as disclosed in this document, no Concert Party nor any person acting in concert with them has entered into an agreement, arrangement or understanding (including any compensation arrangement) with any of the Directors, recent directors, Shareholders, recent Shareholders or any other person interested or recently interested in the Ordinary Shares of the Company which are connected with or dependent upon the exercise of the 2026 Buyback Authority
- Save as disclosed in this document, there is no agreement, arrangement or understanding whereby the beneficial ownership of Ordinary Shares to be acquired by the Company pursuant to any exercise of the 2026 Buyback Authority will be transferred to another person. Such Ordinary Shares will, in accordance with the Companies Act 2006, either be held in treasury up to the amounts permitted to be held in treasury by the Companies Act 2006 or be cancelled and the issued share capital of the Company reduced by the nominal amount of those Ordinary Shares so purchased

Significant transactions

- Save as disclosed in this document, no Director is or has been interested in any transactions which are or were unusual in their nature or conditions, or significant to the business of the Group, during the current or immediately preceding financial year or were effected by any member of the Group during an earlier year and remain in any respect outstanding or unperformed

Material contracts

Save as disclosed below, no member of the Group has entered into any contracts otherwise than in the ordinary course of business since the date that is two years prior to the date of this document that are or may be material.

(i) Xellia acquisition

On 16 June 2024, Hikma Pharmaceuticals USA Inc. ('Hikma US') (as purchaser) and Hikma Pharmaceuticals International Limited ('HPIL') (as guarantor) entered into an asset purchase agreement with Xellia Pharmaceuticals ApS and Xellia Pharmaceuticals USA LLC ('Xellia') (as sellers) and New Xellia Group A/S (as guarantor), as amended, pursuant to which Hikma US acquired Xellia's finished dosage form (FDF) business and related assets. Following clearance under applicable US antitrust laws, the transaction completed on 10 September 2024. The acquisition includes a commercial portfolio and pipeline of differentiated products, a manufacturing facility in Cleveland, Ohio, sales and marketing capabilities, and a Research and Development centre in Zagreb, Croatia. Hikma US has paid cash consideration of \$135 million (subject to certain customary adjustments), plus additional contingent consideration of \$30 million upon achievement of certain regulatory and commercial milestones, with total adjusted consideration of approximately \$182 million. The asset purchase agreement is governed by the laws of the state of Delaware, USA.

(ii) Significant long term manufacturing agreement

On 1 October 2024, HPIL entered into a significant long term master services agreement with a global pharmaceutical company (the 'Client') pursuant to which HPIL will provide contract manufacturing services to the Client in the United States. As agreed and amended pursuant to certain work orders between the parties, the Client initially agreed to invest approximately \$135 million for equipment and facility work at Hikma's facility in Columbus, Ohio, which was amended in 2025 to include an additional amount of approximately \$85 million. The initial term of the contract is until December 2031, but may be renewed/extended by the Client.

(iii) Takeda

On 18 December 2024, Hikma MENA FZE ('HMFZ') (as purchaser) and Takeda Pharmaceuticals International AG ('Takeda') (as seller) entered into an asset purchase agreement (the 'Takeda APA'), pursuant to which HMFZ agreed to acquire the rights to 17 branded products (the 'Takeda Products') for select territories in the Middle East and North Africa (MENA) region. The required anti-trust approvals in Jordan, Morocco, Saudi Arabia and Kuwait were obtained and closing of the transaction took place in June 2025. The antitrust clearance in Tunisia was issued in January 2026 and deferred closing of the transaction insofar as it concerned the territory of Tunisia was completed in the same month.

Hikma has had a long-standing strategic partnership with Takeda to license, commercialise and, in some cases, manufacture the Takeda Products in the MENA region, including branded products used for cardiovascular disease, diabetes, gastroenterology and pain management. At closing of the transaction, HMFZ acquired the rights to all patents and trademarks for the Takeda Products, except for the patent to Alogliptin which shall be licensed to HMFZ. The Hikma group will continue to commercialise the Takeda Products and will, over time, move the manufacture of these products in-house. The asset purchase agreement is governed by the laws of England.

(iv) Opioids Settlement

On 1 February 2024, the Company reached an agreement in principle concerning a nationwide settlement with various states, subdivisions, local communities and tribal nations located throughout the USA to resolve the vast majority of cases brought against Hikma for its opioid distribution practices. The claims against Hikma US and other related affiliates related to the manufacture and sales of prescription opioid medications.

On 4 April 2025, Hikma US entered into two settlement agreements with certain settling states, participating subdivisions and participating tribal entities respectively (together, the 'Opioids Settlement'). Together, the Opioids Settlement will result in Hikma US paying approximately \$114.1 million to resolve the opioid-related claims. Hikma US has also agreed to provide by way of settlement up to \$34.7 million in drug products for opioid treatment (with a cash conversion value of \$6.9 million). All subdivisions that were litigating against Hikma and a substantial portion of non-litigating subdivisions have signed on to the Opioids Settlement. Hikma denies engaging in any improper actions and has not been found liable for any actions related to the opioid claims. The Opioids Settlement does not represent an admission of wrongdoing or liability by Hikma. These settlement agreements are governed by the laws of the relevant settling state and the State of Ohio respectively.

(v) Sodium Oxybate Settlement

On 7 May 2025, certain Group entities, including the Company and Hikma US, entered into a preliminary class settlement agreement to resolve the majority of the Xyrem (sodium oxybate) anti-trust class action cases brought against the Group in the US by third party payors who have purchased or been billed for Xyrem (sodium oxybate) (the 'Sodium Oxybate Settlement'). Under the Sodium Oxybate Settlement Hikma pays the claimants a total aggregate amount of \$50 million in cash. The Sodium Oxybate Settlement is governed by the laws of the State of California.

In addition, in June and July 2025, certain Group entities, including the Company and Hikma US, entered into two further settlement agreements related to sodium oxybate drug products, pursuant to which Hikma agreed to pay the relevant claimants thereunder a total aggregate amount, the quantum and terms of which remain confidential under the terms of the respective settlement agreements. These settlement agreements are each governed by the laws of the State of California.

None of the sodium oxybate settlements referred to in this document represent an admission of wrongdoing or liability by Hikma.

11. Directors' service contracts, letters of appointment and remuneration

Executive Directors

The main terms on which the Executive Directors are employed are set out below:

Name	Date appointed director	Current contract date ¹	Current job title	Current salary per annum (\$) ²	Notice period ³
Said Darwazah	1 July 2007	1 July 2007	Chief Executive Officer	1,060,800	12 months
Mazen Darwazah	8 September 2005	25 May 2006	Executive Vice Chairman and Deputy CEO, MENA	846,600	12 months
Khalid Nabils	15 December 2025	6 March 2026	Deputy CEO, North America and Europe	810,330	12 months

1. The Executive Directors are not appointed for a specified term and, therefore, do not have an unexpired term.
2. The current salary per annum for each of Said Darwazah and Mazen Darwazah is inclusive of amounts payable under service contracts across the Group.
3. Hikma is contractually entitled to terminate Khalid Nabils's employment agreement with immediate effect by payment in lieu of notice equivalent to the base salary that would otherwise have been payable during the notice period, together with any other entitlements required under applicable Jordanian Labour Law.

- (i) The Executive Directors' base salaries are reviewed annually by the Company's remuneration committee. There is no obligation to increase the relevant Executive Director's salary following a review.
- (ii) The Executive Directors each have a remuneration package comprising: annual basic salary; participation in such discretionary annual bonus, deferred bonus and long-term incentive plans as the Company may operate for executives from time to time in accordance with the Company's remuneration policy (including maximum limits therein on bonus opportunity (currently 200% of salary) and long-term incentive opportunity (currently 300% of salary)); participation in the Group's benefit plans, including membership of a private medical insurance scheme operated by the Group (including eligibility for the Executive Director's spouse or civil partner and dependent children), life assurance scheme and directors' and officers' liability insurance; participation in the Group's car scheme, in the case of Said Darwazah and Mazen Darwazah, and an annual car and transportation allowance, in the case of Khalid Nabils. Said Darwazah, Mazen Darwazah and Khalid Nabils have global roles and are paid in a number of locations. Pension contributions are only made on the proportion of salary received in Jordan, where they participate in the Hikma Pharmaceutical Defined Contribution Retirement Benefit Plan (the Jordan Benefit Plan) on the same basis as other employees. Under the Jordan Benefit Plan, Hikma matches employee contributions made, up to a maximum of 10% of applicable salary.
- (iii) Khalid Nabils is entitled to 30 days' paid holiday and Said Darwazah and Mazen Darwazah are entitled to one month's paid holiday, in each case, in each complete holiday year worked (in addition to the usual public holidays in the jurisdiction in which the relevant Executive Director is based).
- (iv) Said Darwazah, Mazen Darwazah and Khalid Nabils have separate service contracts with Hikma Pharmaceuticals LLC. These separate service contracts do not provide for any salary, benefits, or other remuneration other than as disclosed above.

Non-Executive Directors

The main terms on which the Non-Executive Directors are employed are set out below:

Name	Date appointed Director	Current letter of appointment date ¹	Current total fees per annum	Notice period
Ali Al-Husry	14 October 2005	23 August 2023	£90,500	One month
Cynthia Flowers	1 June 2019	17 February 2026	£127,500	One month
Douglas Hurt	1 May 2020	26 February 2026	£153,000	One month
Laura Balan	1 October 2022	17 February 2026	£117,500	One month
Victoria Hull	1 November 2022	17 February 2026	£370,000	One month
Dr Deneen Vojta	1 November 2022	17 February 2026	£127,500	One month

1. Appointments are made for a period of three years and then reviewed.

- (i) On 26 February 2026, Victoria Hull was appointed to the position of Non-Executive Chair. After an external benchmarking review of FTSE 100 revenue aligned peers, the Committee agreed to set her total fee inclusive of all committee responsibilities at £370,000.
- (ii) Each Non-Executive Director is entitled to receive a base fee of £90,500. There are additional annual fees for membership of a committee of £12,000 and for chairing the Remuneration Committee (£25,000), Nomination and Governance Committee (£18,000), the Compliance, Responsibility and Ethics Committee (£25,000) and the Audit Committee (£25,500). There is a fee for the role of Senior Independent Director of £25,000 per annum. There is a workforce engagement fee of £15,000 per annum.
- (iii) In addition, each Non-Executive Director is entitled to be reimbursed for any expense incurred properly and reasonably in the performance of their duties and which are properly documented and is covered by the Company's directors' and officers' liability insurance. The Non-Executive Directors are not eligible to participate in any pension or share scheme operated by the Company, nor are they eligible for any bonus.

General

- (i) Save as disclosed above, none of the Executive Directors' service contracts or the Non-Executive Directors' letters of appointment have been entered into or amended in the last six months preceding the date of this document.
- (ii) Save as disclosed above, there is no commission or profit-sharing arrangement under the Executive Directors' service contracts or the Non-Executive Directors' letters of appointment.
- (iii) Each of the Directors has the benefit, pursuant to article 136 of the Company's articles of association, of an indemnity, to the extent permitted by the Companies Act 2006, against any liability incurred by them.

12. Consent

Citi has given and not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which it appears.

13. Information incorporated by reference

The following additional information is incorporated by reference into this document pursuant to Rule 24.15 of the Takeover Code, so as to provide the information required pursuant to the Takeover Code:

- (i) the audited accounts of the Group for the financial year ended 31 December 2025 as set out on pages 154 to 218 (inclusive) of the 2025 Annual Report available on the Company's website at www.hikma.com/investors/results-and-presentations; and
- (ii) the audited accounts of the Group for the financial year ended 31 December 2024 as set out on pages 146 to 213 (inclusive) of the 2024 Annual Report available on the Company's website at www.hikma.com/investors/results-and-presentations.

The FY25 Results Press Release is also incorporated by reference herein.

A copy of this document and such documents incorporated by reference to another source will be made available on the Company's website at www.hikma.com/investors/shareholder-information in 'read only' format and can be downloaded free of charge. For the avoidance of doubt, neither the content of the Company's website, nor the content of any website accessible from hyperlinks on the Company's website, is incorporated into, or forms part of, this document.

Any Shareholder, person with information rights or other person who has received this document (whether in hard copy, in electronic form or via a website notification) may request, free of charge, a hard copy of this document and any documents incorporated by reference to another source. A copy of any such documents or information incorporated by reference will not be sent to such persons unless requested by contacting the Registrar, MUFG Corporate Markets, either via email to shareholderenquiries@cm.mpms.mufg.com or in writing to MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, or by calling +44 (0)371 664 0300, stating your name and the address to which the hard copy should be sent. Lines are open between 9.00 a.m. and 5.30 p.m Monday to Friday (except public holidays in England and Wales). Please use the country code when calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and MUFG Corporate Markets cannot provide advice on the merits of the matters referenced in this document or provide any financial, legal or tax advice.

14. Documents available for inspection

There are a number of documents available for inspection on the Company's website, www.hikma.com/investors, or at the registered office of the Company during usual business hours on any weekday (public holidays excepted), from the date of this Notice until the conclusion of the 2026 AGM and these will also be available for inspection at the 2026 AGM venue from at least 15 minutes before the 2026 AGM until the conclusion of the 2026 AGM, including:

- (i) the 2025 Annual Report;
- (ii) the 2024 Annual Report;
- (iii) the FY25 Results Press Release;
- (iv) a copy of the Company's Articles of Association;
- (v) the service agreements of each Executive Director, to the extent required by the Takeover Code;
- (vi) the letters of appointment of the Directors of the Company, to the extent required by the Takeover Code;
- (vii) the consent letter executed by Citi and referred to in section 12 above;
- (viii) the material contracts referenced as such in section 10 above, to the extent required by the Takeover Code; and
- (ix) this document.

The documents available for inspection under the first two items above are incorporated by reference into this document and are available to view and to download electronically on the Company's website at www.hikma.com/investors.

2024 Annual Report

The Annual Report and Accounts of the Group in respect of the financial year ended 31 December 2024.

2025 Annual Report

The Annual Report and Accounts of the Group in respect of the financial year ended 31 December 2025.

2024 Awards

Any awards granted under the Share Plans by the Company to a member of the Concert Party in the period from the date of the 2024 AGM Notice to the date of the 2024 AGM.

2024 Awards Grant

The grant of the 2024 Awards by the Company, the vesting and/or release of the 2024 Awards and the subsequent issue or transfer of Ordinary Shares to any member of the Concert Party in settlement of such 2024 Awards.

2025 Buyback Authority

The shareholder authority approved pursuant to Resolution 19 of the Notice of 2025 AGM.

2025 Awards

Any awards granted under the Share Plans by the Company to a member of the Concert Party in the period from the date of the 2024 AGM to the date of the 2025 AGM.

2025 Awards Grant

The grant of the 2025 Awards by the Company, the vesting and/or release of the 2025 Awards and the subsequent issue or transfer of Ordinary Shares to any member of the Concert Party in settlement of such 2025 Awards.

2026 Awards

Any awards granted under the Share Plans by the Company to a member of the Concert Party in the period from the date of the 2025 AGM to the date of the 2026 AGM.

2026 Awards Grant

The grant of the 2026 Awards by the Company, the vesting and/or release and/or exercise of the 2026 Awards and the subsequent issue or transfer of Ordinary Shares to any member of the Concert Party in settlement of such 2026 Awards.

2026 Buyback Authority

The shareholder authority sought pursuant to Resolution 19 of the Notice of 2026 AGM.

2026 Buyback Programme

The on-market share buyback programme announced by the Company on 26 February 2026 with respect to the repurchase of its Ordinary Shares to be executed across two tranches and with an aggregate maximum value of \$250 million.

2027 Awards

Any awards granted under the Share Plans by the Company to a member of the Concert Party in the period from the date of the 2026 AGM to the date of the AGM to be held in 2027.

2027 Awards Grant

The grant of the 2027 Awards by the Company, the vesting and/or release and/or exercise of the 2027 Awards and the subsequent issue or transfer of Ordinary Shares to any member of the Concert Party in settlement of such 2027 Awards.

2027 Awards Waiver

The waiver granted by the Takeover Panel (subject to the Approval of 2027 Awards Waiver Resolution) in respect of the requirement for the Concert Party, both individually and collectively, to make a mandatory offer for the entire issued share capital of the Company not already held by the Concert Party which might otherwise be imposed on the Concert Party (both individually and collectively) under Rule 9 of the Takeover Code as a result of the 2027 Awards Grant, as more particularly described in Appendix II of this document.

Act

The Companies Act 2006.

Annual General Meeting or AGM

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

Approval of 2027 Awards Waiver Resolution

The shareholder authority sought by means of an ordinary resolution of the Independent Shareholders to be taken on a poll concerning the 2027 Awards Waiver to be proposed at the Annual General Meeting and set out in the Notice of 2026 AGM as Resolution 22.

Approval of Buyback Waiver Resolution

The shareholder authority sought by means of an ordinary resolution of the Independent Shareholders to be taken on a poll concerning the Buyback Waiver to be proposed at the Annual General Meeting and set out in the Notice of 2026 AGM as Resolution 21.

Auditor

The external auditor of the Company.

Board

The Board of Directors of the Company.

Buyback Waiver

The waiver granted by the Takeover Panel (subject to the Approval of Buyback Waiver Resolution) in respect of the requirement on the Concert Party, both individually and collectively, to make a mandatory offer for the entire issued share capital of the Company not already held by the Concert Party which might otherwise be imposed on the Concert Party (both individually and collectively) under Rule 9 of the Takeover Code as a result of the purchase of Ordinary Shares by the Company pursuant to any future exercise of the Buyback Authority, as more particularly described in Appendix II of this document.

Cents

Cents of the United States Dollar.

Citi

Citigroup Global Markets Limited.

Company

Hikma Pharmaceuticals PLC.

Concert Party

That group of shareholders presumed to be 'acting in concert' in relation to the Company as at the Latest Practicable Date, being Darhold, the Concert Party Directors (including their respective close relatives and related trusts in accordance with the applicable definitions in the Takeover Code), the shareholders of Darhold and close relatives and related trusts of the Company's late founder or other members of the Concert Party.

Concert Party Directors

Said Darwazah, Mazen Darwazah and Ali Al-Husry.

Court

The High Court of Justice of England and Wales.

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.

Darhold

Darhold Limited.

DBP

The Hikma Pharmaceuticals PLC Deferred Bonus Plan 2023.

Directors or Board

The Directors of the Company, as a whole.

Directors' Remuneration Policy

The Company's policy on the remuneration of directors as set out in the 2025 Annual Report.

EIP

The Hikma Pharmaceuticals PLC 2014 Executive Incentive Plan.

Executive Directors

Said Darwazah, Mazen Darwazah and Khalid Nabils.

Existing Awards

Any awards granted under the Share Plans by the Company to a member of the Concert Party in the period from 25 February 2022 to the date of the 2024 AGM Notice, which was 22 March 2024.

Existing Awards Grant

The grant of the Existing Awards by the Company, the vesting and/or release of the Existing Awards and the subsequent issue or transfer of Ordinary Shares to any member of the Concert Party in settlement of such Existing Awards.

Form of Proxy

The Form of Proxy available from the Registrars for use by Shareholders in connection with the 2026 AGM.

FY25 Results Press Release

The press release issued by the Company on 26 February 2026 in relation to its preliminary audited financial results for the year ended 31 December 2025.

Group

The Company together with its subsidiary undertakings.

IA

The Investment Association.

Independent Shareholders

Those Shareholders who are not members of the Concert Party.

Latest Practicable Date

9 March 2026, the latest practicable date prior to the publication of this Notice.

LTIP

The Hikma Pharmaceuticals PLC Long-Term Incentive Plan 2023.

MIP

The Hikma Pharmaceuticals PLC 2018 Management Incentive Plan.

Nominated Person

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

Non-Concert Party Directors

Khalid Nabils, Victoria Hull, Cynthia Flowers, Douglas Hurt, Laura Balan and Dr Deneen Vojta.

Non-Executive Directors

Victoria Hull, Ali Al-Husry, Cynthia Flowers, Douglas Hurt, Laura Balan and Dr Deneen Vojta.

Notice

This Notice to Shareholders of Hikma's 2026 Annual General Meeting.

Ordinary Shares

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

PwC

PricewaterhouseCoopers LLP

Registrar

MUFG Corporate Markets, whose registered office is at 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 2025 Annual Report, in accordance with The Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

Revised 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.

Rule 9 Waivers

Collectively, the Buyback Waiver and the 2027 Awards Waiver.

Rule 9 Waiver Resolutions

The ordinary resolutions of the Independent Shareholders to be taken on a poll concerning the Rule 9 Waivers to be proposed at the AGM and set out in this Notice as Resolutions 21 and 22.

Share Plans

The EIP, the MIP, the LTIP and the DBP.

Shareholders

Holders of Ordinary Shares.

Takeover Code

The City Code on Takeovers and Mergers.

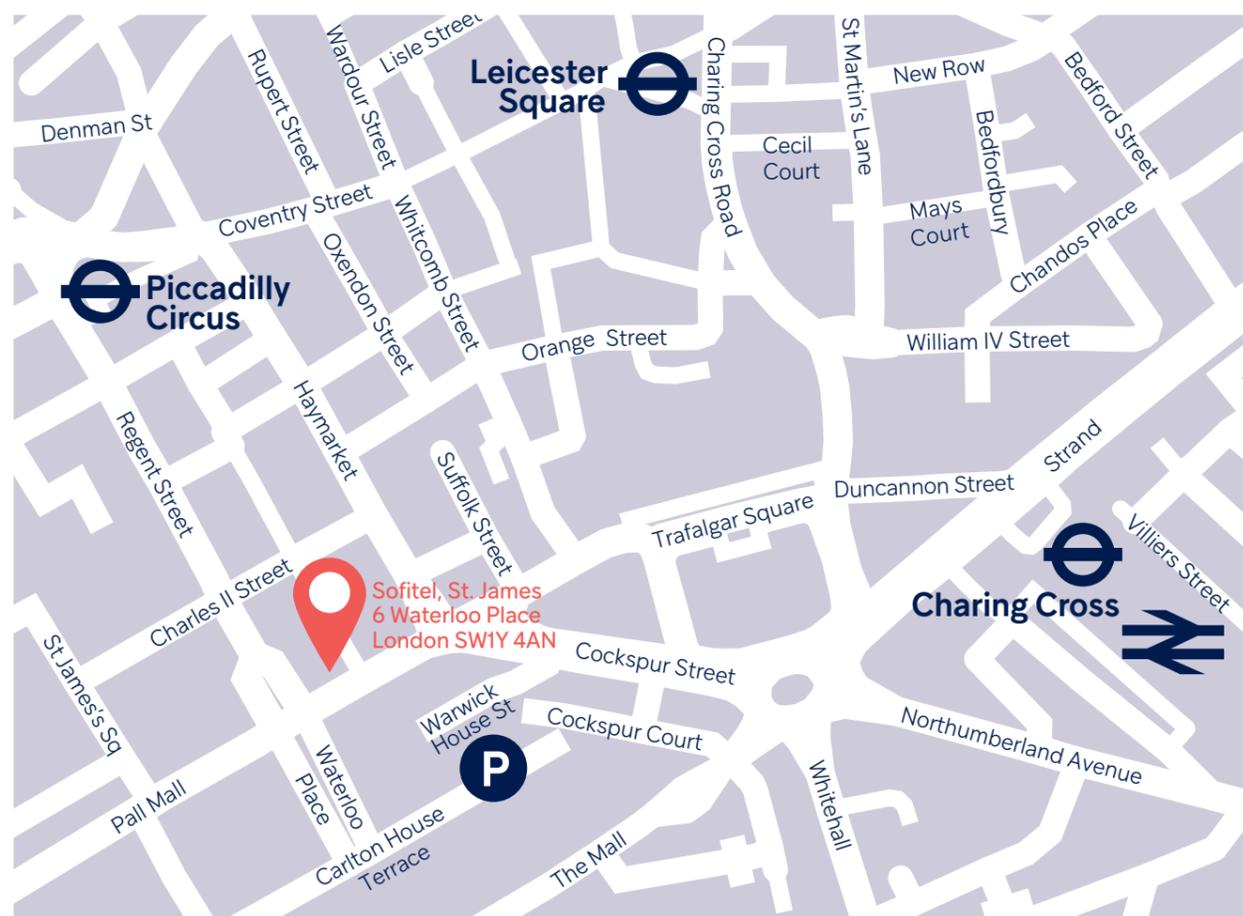
Takeover Panel

The Panel on Takeovers and Mergers.

UK Corporate Governance Code

UK Corporate Governance Code 2024.

Schedule and directions to the Annual General Meeting



AGM schedule



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

We encourage Shareholders to vote in advance by using the website www.hikmashares.com or by obtaining a form of proxy from the Registrar. Should shareholders wish to raise a question to be answered at the AGM, please submit your question in advance to cosec@hikma.com by 21 April 2026.

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 of AGM.

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.

Citigroup Global Markets Limited ('Citi'), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively as financial adviser for Hikma Pharmaceuticals PLC and for no one else in connection with the 2026 Buyback Authority, the Buyback Waiver and the 2027 Awards Waiver described in this document and accordingly, Citi, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will any of them be responsible to any person other than Hikma Pharmaceuticals PLC for providing the protections afforded to clients of Citi nor for providing advice in relation to such proposals, the contents of this document or any matter referred to herein.

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hikma.