

This Form of Proxy can be used by all shareholders but is primarily sent to enable shareholders who wish to alter their existing proxy to do so using this form and in a timely fashion. If two or more valid but differing Forms of Proxy are delivered in respect of the same share for use at the General Meeting, the one which is last delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the others as regards that share.

For the avoidance of doubt, if you have already submitted a Form of Proxy and do not wish to alter your voting instructions, you do not need to submit this Form of Proxy.

ATTENDANCE CARD

HIKMA PHARMACEUTICALS PLC – GENERAL MEETING

You may submit your proxy electronically using The Share Portal service at www.capitaregistrars.com/shareholders.

If not already registered for The Share Portal, you will need your Investor Code below.

General Meeting at The Westbury, Bond Street, Mayfair, London W1S 2YF

If you plan to attend the General Meeting of Hikma Pharmaceuticals PLC at The Westbury, Bond Street, Mayfair, London W1S 2YF on 19 February 2016 it will be helpful if you would sign this Attendance Card and hand it in on arrival at the meeting. Please note that the meeting is due to commence at 9.00a.m..

Signature of person attending

Barcode:

Investor Code:

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of Hikma Pharmaceuticals PLC invites you to attend the General Meeting of the Company to be held at The Westbury, Bond Street, Mayfair, London W1S 2YF at 9.00a.m. on 19 February 2016.

Please read the notes overleaf before completing this form.

Any amendments to this form should be initialled by the signatory.

FORM OF PROXY

HIKMA PHARMACEUTICALS PLC – GENERAL MEETING

Barcode:

I/we being (a) member(s) of Hikma Pharmaceuticals PLC, hereby appoint the Chairman of the meeting or failing him

Investor Code:

Event Code:

as my/our proxy to vote for me/us on my/our behalf as directed below at the General Meeting of the Company to be held at The Westbury, Bond Street, Mayfair, London W1S 2YF on 19 February 2016 at 9.00a.m., and at any adjournment thereof.

ORDINARY RESOLUTIONS RELATING TO THE ACQUISITION

Please mark 'X' to indicate how you wish to vote

- Approving the Acquisition
- Granting the Directors authority to allot the Consideration Shares
- Approving the off-market purchase contract and off-market purchase by the Company of its own shares

	For	Against	Vote Withheld
1. Approving the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Granting the Directors authority to allot the Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approving the off-market purchase contract and off-market purchase by the Company of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Supplemental

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite

Signature

Date

You may submit your proxy electronically at www.capitaregistrars.com

Notes to the Form of Proxy

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this Form of Proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. In order for this Form of Proxy to be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors), at the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the time appointed for the meeting. Therefore, please deposit your form before 9.00a.m. on 17 February 2016. A reply-paid envelope has been provided for this purpose for use within the United Kingdom. The completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or at any adjournment thereof, should he or she so wish.
4. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on this Form of Proxy.
5. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
6. Returning this Form of Proxy without any indication as to how the proxy appointed shall vote on any particular resolution, will mean that such proxy can vote as he or she wishes or can decide not to vote at all.
7. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions).
8. Subject to the provisions of the Articles of Association of the Company, the appointment of a proxy and any voting instructions may be registered electronically by logging on to www.capitashareportal.com. Full details of the procedure are given on that website. You will need to have this form to hand when you log on, as it has information required in the process.
9. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001 No 3755), the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of holders of the ordinary shares of the Company by no later than 6.00p.m. on 17 February 2016. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. CREST participants may lodge their proxy appointments via CREST using the procedures described in the CREST manual.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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