



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 Annual General Meeting (AGM) of the Company to be held at Sofitel St James, 6 Waterloo Place, London SW1Y 4AN at 10.00 am on Friday 19 May 2017.

Bar Code:

Investor Code:

If you plan to attend the AGM of Hikma Pharmaceuticals PLC at Sofitel St James, 6 Waterloo Place, London SW1Y 4AN on Friday 19 May 2017 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 10.00 am.

[Signature]

**HIKMA PHARMACEUTICALS PLC FORM OF PROXY
2017 AGM, Friday 19 May 2017 at 10.00 am**

*Please read the notes overleaf before completing this form.
Any amendments to this form should be initialled by the signatory.*

Bar Code:

Investor Code:

Event Code:

I/we (name(s) in full

of (address(es))

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

.....
as my/our proxy to vote for me/us on my/our behalf as directed below at the 2017 Annual General Meeting of the Company to be held at Sofitel St James, 6 Waterloo Place, London SW1Y 4AN on 19 May 2017 at 10.00 am and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made

Resolutions

		For	Against	Withheld			For	Against	Withheld
1	To receive the annual report and accounts for the year ended 31 December 2016.	X	X	X	13	To re-elect John Castellani as a director of the Company.	X	X	X
2	To declare a final dividend of 22 cents per ordinary share in respect of the year ended 31 December 2016.	X	X	X	14	To re-elect Dr. Pamela Kirby as a director of the Company.	X	X	X
3	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	X	X	X	15	To approve the directors remuneration policy.	X	X	X
4	To authorise the Audit Committee to determine the auditors' remuneration.	X	X	X	16	To approve the remuneration report for the year ended 31 December 2016.	X	X	X
5	To elect Nina Henderson as a director of the Company.	X	X	X	17	To approve the extension of the effective period of the Executive Incentive Plan, from 5 years to 10 years.	X	X	X
6	To re-elect Said Darwazah as a director of the Company.	X	X	X	18	To approve the increase of the aggregate directors' fee limit from £1,000,000 to £1,500,000 per annum.	X	X	X
7	To re-elect Mazen Darwazah as a director of the Company.	X	X	X	19	Authority to allot shares up to an aggregate nominal amount of £7,999,293.	X	X	X
8	To re-elect Robert Pickering as a director of the Company.	X	X	X	20	That subject to the passing of Resolution 19 above, the directors be empowered to allot equity securities for a cash on a non pre-emptive basis up to an aggregate nominal amount of £1,199,894*.	X	X	X
9	To re-elect Ali Al-Husry as a director of the Company.	X	X	X	21	That the authority under Resolution 20 be further extended to an aggregate nominal amount £1,199,894 to be used only for the purposes of financing a transaction which is determined to be an acquisition or other capital investment*.	X	X	X
10	To re-elect Dr. Ronald Goode as a director of the Company.	X	X	X	22	Authority to make market purchases of own shares, up to £2,399,788 representing 10% of the issued share capital of the Company*.	X	X	X
11	To re-elect Patrick Butler as a director of the Company.	X	X	X	23	That a general meeting of shareholders of the Company, other than an AGM, may be called on 14 clear days' notice*.	X	X	X
12	To re-elect Dr. Jochen Gann as a director of the Company.	X	X	X					

* This resolution is proposed as a special resolution

Signature

Date

Notes to the Form of Proxy

1. If you are unable to attend the meeting but would like to vote, you may appoint one or more proxies of your choice. 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, no later than 48 hours before the time appointed for the meeting. Therefore, please deposit your form before 10.00 a.m. on 17 May 2017. 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.hikmashares.com. Full details of the procedure are given on the website. You will need to have this form to hand when you log on, as it contains the 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 Members of the Company by no later than close of business on 17 May 2017. 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. Please refer to Note 5 in the Notice of the Annual General Meeting.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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