

**Co. No.5557934**

**HIKMA PHARMACEUTICALS PLC  
(the "Company")**

**RESOLUTIONS  
PASSED AT THE ANNUAL GENERAL MEETING  
ON 28 APRIL 2023**

At the Annual General Meeting of the Company duly convened and held at Sofitel, St. James, 6 Waterloo Place, London SW1Y 4AN and virtually via <https://web.lumiagm.com/190-394-985> on 28 April 2023 at 11:00 am, the following resolutions were duly passed:

**Resolution 18 (Ordinary Resolution)**

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

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

but subject to such limits, restrictions or other arrangements as the Board may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates and/or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, such authority to apply until the conclusion of the next AGM (or, if earlier, until the close of business on 28 July 2024), save that, in each case, the Company may during this period make any offer or enter into any agreements which would or might require shares to be

allotted or rights to subscribe for or convert securities into shares to be granted, after the authority ends and the Board may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not ended.

#### **Resolution 21 (Special Resolution)**

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

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

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 28 July 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and

treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### **Resolution 22 (Special Resolution)**

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

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

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

#### **Resolution 23 (Special Resolution)**

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

- a. the maximum aggregate number of Ordinary Shares which may be purchased is 22,026,280;



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

**Resolution 24 (Special Resolution)**

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



**Hussein O Arkhagha**  
**Chief Counsel and Company Secretary**