
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-16174

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Exact name of registrant as specified in its charter)

Israel (State or other jurisdiction of incorporation or organization)	Not Applicable (IRS Employer Identification Number)
5 Basel Street, Petach Tikva, ISRAEL (Address of principal executive offices)	4951033 (Zip code)
+972 (3) 914-8171 (Registrant's telephone number, including area code)	

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depository Shares, each representing one Ordinary Share	TEVA	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2020, the registrant had 1,095,776,777 ordinary shares outstanding.

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

INTRODUCTION AND USE OF CERTAIN TERMS

Unless otherwise indicated, all references to the “Company,” “we,” “our” and “Teva” refer to Teva Pharmaceutical Industries Limited and its subsidiaries, and references to “revenues” refer to net revenues. References to “U.S. dollars,” “dollars,” “U.S. \$” and “\$” are to the lawful currency of the United States of America, and references to “NIS” are to new Israeli shekels. References to “ADS(s)” are to Teva’s American Depository Share(s). References to “MS” are to multiple sclerosis. Market data, including both sales and share data, is based on information provided by IQVIA (formerly IMS Health Inc.), a provider of market research to the pharmaceutical industry (“IQVIA”), unless otherwise stated. References to “Actavis Generics” are to the generic pharmaceuticals business we purchased from Allergan plc (“Allergan”) on August 2, 2016. References to “R&D” are to Research and Development, references to “IPR&D” are to in-process R&D, references to “S&M” are to Selling and Marketing and references to “G&A” are to General and Administrative. Some amounts in this report may not add up due to rounding. All percentages have been calculated using unrounded amounts. This report on Form 10-Q contains many of the trademarks and trade names used by Teva in the United States and internationally to distinguish its products and services. Any third-party trademarks mentioned in this report are the property of their respective owners.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-Q, and the reports and documents incorporated by reference in this Quarterly Report on Form 10-Q, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are based on management’s current beliefs and expectations and are subject to substantial risks and uncertainties, both known and unknown, that could cause our future results, performance or achievements to differ significantly from that expressed or implied by such forward-looking statements. You can identify these forward-looking statements by the use of words such as “should,” “expect,” “anticipate,” “estimate,” “target,” “may,” “project,” “guidance,” “intend,” “plan,” “believe” and other words and terms of similar meaning and expression in connection with any discussion of future operating or financial performance. Important factors that could cause or contribute to such differences include risks relating to:

- our ability to successfully compete in the marketplace, including: that we are substantially dependent on our generic products; consolidation of our customer base and commercial alliances among our customers; the increase in the number of competitors targeting generic opportunities and seeking U.S. market exclusivity for generic versions of significant products; competition for our specialty products, especially COPAXONE®, our leading medicine, which faces competition from existing and potential additional generic versions, competing glatiramer acetate products and orally-administered alternatives; the uncertainty of commercial success of AJOVY® or AUSTEDO®; competition from companies with greater resources and capabilities; delays in launches of new products and our ability to achieve expected results from investments in our product pipeline; ability to develop and commercialize biopharmaceutical products; efforts of pharmaceutical companies to limit the use of generics, including through legislation and regulations and the effectiveness of our patents and other measures to protect our intellectual property rights;
- our substantial indebtedness, which may limit our ability to incur additional indebtedness, engage in additional transactions or make new investments, may result in a further downgrade of our credit ratings; and our inability to raise debt or borrow funds in amounts or on terms that are favorable to us;
- our business and operations in general, including: uncertainty regarding the magnitude, duration, and geographic reach of the COVID-19 pandemic and its impact on our business, financial condition, operations, cash flows, and liquidity and on the economy in general; our ability to successfully execute and maintain the activities and efforts related to the measures we have taken or may take in response to the COVID-19 pandemic and associated costs therewith; effectiveness of our restructuring plan announced in December 2017; our ability to attract, hire and retain highly skilled personnel; our ability to develop and commercialize additional pharmaceutical products; compliance with anti-corruption sanctions and trade control laws; manufacturing or quality control problems; interruptions in our supply chain, including due to potential effects of the COVID-19 pandemic on our operations and business in geographic locations impacted by the pandemic and on the business operations of our suppliers; disruptions of information technology systems; breaches of our data security; variations in intellectual property laws; challenges associated with conducting business globally, including adverse effects of the COVID-19 pandemic, political or economic instability, major hostilities or terrorism; significant sales to a limited number of customers; our ability to successfully bid for suitable acquisition targets or licensing opportunities, or to consummate and integrate acquisitions; our prospects and opportunities for growth if we sell assets; and potential difficulties related to the operation of our new global enterprise resource planning (ERP) system;

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

- compliance, regulatory and litigation matters, including: increased legal and regulatory action in connection with public concern over the abuse of opioid medications in the U.S. and our ability to reach a final resolution of the remaining opioid-related litigation; costs and delays resulting from the extensive governmental regulation to which we are subject or delays in governmental processing time due to modified government operations due to the COVID-19 pandemic, including effects on product and patent approvals due to the COVID-19 pandemic; the effects of reforms in healthcare regulation and reductions in pharmaceutical pricing, reimbursement and coverage; governmental investigations into S&M practices; potential liability for patent infringement; product liability claims; increased government scrutiny of our patent settlement agreements; failure to comply with complex Medicare and Medicaid reporting and payment obligations; and environmental risks;
- other financial and economic risks, including: our exposure to currency fluctuations and restrictions as well as credit risks; potential impairments of our intangible assets; potential significant increases in tax liabilities; and the effect on our overall effective tax rate of the termination or expiration of governmental programs or tax benefits, or of a change in our business;

and other factors discussed in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2019, including in the sections captioned “Risk Factors.” Forward-looking statements speak only as of the date on which they are made, and we assume no obligation to update or revise any forward-looking statements or other information contained herein, whether as a result of new information, future events or otherwise. You are cautioned not to put undue reliance on these forward-looking statements.

PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in millions, except for share data)
(Unaudited)

	June 30, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,402	\$ 1,975
Accounts receivables, net of allowance for credit losses of \$129 million and \$135 million as of June 30, 2020 and December 31, 2019	4,545	5,676
Inventories	4,361	4,422
Prepaid expenses	956	870
Other current assets	448	434
Assets held for sale	69	87
Total current assets	<u>12,781</u>	<u>13,464</u>
Deferred income taxes	483	386
Other non-current assets		
Property, plant and equipment, net	6,122	6,436
Operating lease right-of-use assets	489	514
Identifiable intangible assets, net	9,940	11,232
Goodwill	<u>24,616</u>	<u>24,846</u>
Total assets	<u><u>\$54,991</u></u>	<u><u>\$ 57,470</u></u>
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 1,649	\$ 2,345
Sales reserves and allowances	5,201	6,159
Accounts payables	1,606	1,718
Employee-related obligations	544	693
Accrued expenses	1,755	1,869
Other current liabilities	995	889
Total current liabilities	<u>11,751</u>	<u>13,674</u>
Long-term liabilities:		
Deferred income taxes	975	1,096
Other taxes and long-term liabilities	2,411	2,640
Senior notes and loans	24,616	24,562
Operating lease liabilities	414	435
Total long-term liabilities	<u>28,417</u>	<u>28,733</u>
Commitments and contingencies , see note 10		
Total liabilities	<u><u>40,167</u></u>	<u><u>42,407</u></u>
Equity:		
Teva shareholders' equity:		
Ordinary shares of NIS 0.10 par value per share; June 30, 2020 and December 31, 2019: authorized 2,495 million shares; issued 1,202 million shares and 1,198 million shares, respectively	57	56
Additional paid-in capital	27,374	27,312
Accumulated deficit	(6,747)	(6,956)
Accumulated other comprehensive loss	(2,703)	(2,312)
Treasury shares as of June 30, 2020 and December 31, 2019 — 107 million ordinary shares and 106 million ordinary shares, respectively	(4,128)	(4,128)
Non-controlling interests	<u>13,852</u>	<u>13,972</u>
Total equity	<u><u>14,824</u></u>	<u><u>15,063</u></u>
Total liabilities and equity	<u><u>\$54,991</u></u>	<u><u>\$ 57,470</u></u>

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(U.S. dollars in millions, except share and per share data)
(Uunaudited)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Net revenues	\$3,870	\$4,177	\$8,227	\$8,326
Cost of sales	2,107	2,284	4,402	4,577
Gross profit	1,763	1,893	3,826	3,749
Research and development expenses	225	276	446	537
Selling and marketing expenses	597	666	1,210	1,313
General and administrative expenses	264	296	567	589
Intangible assets impairments	120	561	768	1,030
Other assets impairments, restructuring and other items	381	101	502	103
Legal settlements and loss contingencies	13	646	(12)	703
Other income	(9)	(9)	(22)	(15)
Operating (loss) income	173	(644)	364	(510)
Financial expenses, net	223	206	448	425
Income (loss) before income taxes	(51)	(850)	(84)	(934)
Income taxes (benefit)	(104)	(179)	(163)	(170)
Share in (profits) losses of associated companies, net	—	—	—	4
Net income (loss)	53	(671)	78	(768)
Net income (loss) attributable to non-controlling interests	(87)	18	(131)	26
Net income (loss) attributable to Teva	140	(689)	209	(794)
Earnings (loss) per share attributable to ordinary shareholders:				
Basic	\$ 0.13	\$(0.63)	\$ 0.19	\$(0.73)
Diluted	\$ 0.13	\$(0.63)	\$ 0.19	\$(0.73)
Weighted average number of shares (in millions):				
Basic	1,096	1,092	1,095	1,091
Diluted	1,100	1,092	1,098	1,091

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(U.S. dollars in millions)
(Uunaudited)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Net income (loss)	\$ 53	\$ (671)	\$ 78	\$ (768)
Other comprehensive income (loss), net of tax:				
Currency translation adjustment	144	86	(416)	133
Unrealized gain (loss) from derivative financial instruments	7	(10)	37	37
Unrealized gain from available-for-sale securities	—	1	—	1
Unrealized loss on defined benefit plans	—	(1)	—	(1)
Total other comprehensive income (loss)	<u>151</u>	<u>76</u>	<u>(379)</u>	<u>170</u>
Total comprehensive income (loss)	204	(595)	(301)	(598)
Comprehensive income (loss) attributable to non-controlling interests	(85)	47	(119)	49
Comprehensive income (loss) attributable to Teva	<u>\$ 289</u>	<u>\$ (642)</u>	<u>\$ (182)</u>	<u>\$ (647)</u>

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Teva shareholders' equity									
Ordinary shares									
	Number of shares (in millions)	Stated value	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive (loss)	Treasury shares	Total Teva shareholders' equity	Non-controlling interests	Total equity
Balance at March 31, 2020	1,201	56	27,342	(6,887)	(2,852)	(4,128)	13,531	1,057	14,588
Net Income (loss)				140			140	(87)	53
Other comprehensive income (loss)					149		149	2	151
Issuance of Shares	1	*					*		*
Stock-based compensation expense			32				32		32
Balance at June 30, 2020	<u>1,202</u>	<u>\$ 57</u>	<u>\$ 27,374</u>	<u>\$ (6,747)</u>	<u>\$ (2,703)</u>	<u>\$ (4,128)</u>	<u>\$ 13,852</u>	<u>\$ 972</u>	<u>\$ 14,824</u>

* Represents an amount less than \$0.5 million.

Teva shareholders' equity									
Ordinary shares									
	Number of shares (in millions)	Stated value	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive (loss)	Treasury shares	Total Teva shareholders' equity	Non-controlling interests	Total equity
Balance at March 31, 2019	1,198	56	27,234	(6,063)	(2,359)	(4,137)	14,732	1,089	15,821
Net Income (loss)				(689)			(689)	18	(671)
Other comprehensive income (loss)					47		47	29	76
Issuance of Shares	*								*
Issuance of Treasury Shares			(6)			9	3		3
Stock-based compensation expense		32					32		32
Other			(2)				(2)		(2)
Transactions with non-controlling							(8)		(8)
Balance at June 30, 2019	<u>1,198</u>	<u>\$ 56</u>	<u>\$ 27,258</u>	<u>\$ (6,752)</u>	<u>\$ (2,312)</u>	<u>\$ (4,128)</u>	<u>\$ 14,122</u>	<u>\$ 1,128</u>	<u>\$ 15,251</u>

* Represents an amount less than \$0.5 million.

Teva shareholders' equity									
Ordinary shares									
	Number of shares (in millions)	Stated value	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive (loss)	Treasury shares	Total Teva shareholders' equity	Non-controlling interests	Total equity
Balance at December 31, 2019	1,198	56	27,312	(6,956)	(2,312)	(4,128)	13,972	1,091	15,063
Net Income (loss)				209			209	(131)	78
Other comprehensive income (loss)					(391)		(391)	12	(379)
Issuance of Shares	4	*					*		*
Stock-based compensation expense			62				62		62
Balance at June 30, 2020	<u>1,202</u>	<u>\$ 57</u>	<u>\$ 27,374</u>	<u>\$ (6,747)</u>	<u>\$ (2,703)</u>	<u>\$ (4,128)</u>	<u>\$ 13,852</u>	<u>\$ 972</u>	<u>\$ 14,824</u>

* Represents an amount less than \$0.5 million.

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

Teva shareholders' equity									
Ordinary shares									
	Number of shares (in millions)	Stated value	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive (loss)	Treasury shares	Total Teva shareholders' equity	Non-controlling interests	Total equity
Balance at December 31, 2018	1,196	56	27,210	(5,958)	(2,459)	(4,142)	14,707	1,087	15,794
Net Income (loss)				(794)			(794)	26	(768)
Other comprehensive income (loss)					147		147	23	170
Issuance of shares	2	*							*
Issuance of Treasury Shares			(8)			14	6		6
Stock-based compensation expense			64				64		64
Transactions with non-controlling interests								(8)	(8)
Other			(8)				(8)		(8)
Balance at June 30, 2019	1,198	\$ 56	\$ 27,258	\$ (6,752)	\$ (2,312)	\$ (4,128)	\$ 14,122	\$ 1,128	\$ 15,251

* Represents an amount less than \$0.5 million.

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in millions)
(Uunaudited)

	Six months ended June 30,	
	<u>2020</u>	<u>2019</u>
Operating activities:		
Net income (loss)	\$ 78	\$ (768)
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Depreciation and amortization	781	893
Impairment of long-lived assets and assets held for sale	1,120	1,097
Net change in operating assets and liabilities	(1,002)	(1,056)
Deferred income taxes – net and uncertain tax positions	(502)	(362)
Stock-based compensation	62	64
Net loss (gain) from sale of investments and long-lived assets	24	6
Other items	17	11
Net cash provided by (used in) operating activities	<u>578</u>	<u>(115)</u>
Investing activities:		
Beneficial interest collected in exchange for securitized accounts receivables	769	746
Purchases of property, plant and equipment	(259)	(237)
Proceeds from sale of long lived assets	45	134
Other investing activities	10	58
Net cash provided by investing activities	<u>565</u>	<u>701</u>
Financing activities:		
Repayment of senior notes and loans and other long-term liabilities	(700)	(157)
Tax withholding payments made on shares and dividends	—	(52)
Other financing activities	(3)	(15)
Net cash used in financing activities	<u>(703)</u>	<u>(224)</u>
Translation adjustment on cash and cash equivalents	<u>(13)</u>	<u>21</u>
Net change in cash and cash equivalents	<u>427</u>	<u>383</u>
Balance of cash and cash equivalents at beginning of period	<u>1,975</u>	<u>1,782</u>
Balance of cash and cash equivalents at end of period	<u><u>\$ 2,402</u></u>	<u><u>\$ 2,165</u></u>
Non-cash financing and investing activities:		
Beneficial interest obtained in exchange for securitized accounts receivables	\$ 728	\$ 770

Amounts may not add up due to rounding
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements
(Unaudited)

Note 1 – Basis of presentation:

a. Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements. In the opinion of management, the financial statements reflect all recurring adjustments necessary to fairly state the financial position and results of operations of Teva. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Form 10-K for the year ended December 31, 2019, as filed with the Securities and Exchange Commission ("SEC"). Amounts as of December 31, 2019 were derived from the audited balance sheet at that date, but not all disclosures required by generally accepted accounting principles in the United States ("U.S. GAAP") are included.

In the process of preparing the consolidated financial statements, management makes estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, equity, revenues and expenses and related disclosure of contingent assets and liabilities. The inputs into Teva's judgments and estimates also consider the economic implications of COVID-19 on its critical and significant accounting estimates, most significantly in relation to sales, reserves and allowances, IPR&D assets, marketed product rights and goodwill, all of which will depend on future developments that are highly uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain or treat it, as well as the economic impact on customers and markets. All estimates made by Teva related to the impact of COVID-19 within its financial statements may change in future periods. Actual results could differ from those estimates.

The results of operations for the six months ended June 30, 2020 are not necessarily indicative of results that could be expected for the entire fiscal year. Certain amounts in the consolidated financial statements and associated notes may not add up due to rounding. All percentages have been calculated using unrounded amounts.

b. Significant accounting policies

Change in the annual goodwill assessment date

The Company has historically performed its annual goodwill assessment during the fourth quarter of each year. During the second quarter of 2020, the Company decided to change the date of its annual impairment assessment from October 1 to June 30. The change was made to more closely align the impairment assessment date with the Company's long-term planning and forecasting process. See note 6.

Recently adopted accounting pronouncements

In March 2020, the FASB issued ASU 2020-04 "Reference Rate Reform (Topic 848)—Facilitation of the Effects of Reference Rate Reform on Financial Reporting". This guidance provides optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The guidance applies only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. This guidance is effective for all entities as of March 12, 2020 through December 31, 2022. There was no impact to the Company's consolidated financial statements for the period ended June 30, 2020 as a result of adopting this standard update. The Company will continue to evaluate this guidance to determine the impact it may have in the future on its consolidated financial statements.

In April 2019, the FASB issued ASU 2019-04 "Codification Improvements to Financial Instruments—Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Financial Instruments (Topic 825)." This ASU provides clarifications of three topics related to financial instruments accounting. Teva adopted the provisions of this update as of January 1, 2020 with no material impact on its consolidated financial statements.

In November 2018, the FASB issued ASU 2018-18 "Collaborative Arrangements (Topic 808)—Clarifying the interaction between Topic 808 and Topic 606." The amendments provide guidance on whether certain transactions between collaborative arrangement participants should be accounted for as revenue under ASC 606. It also specifically (i) addresses when the participant should be considered a customer in the context of a unit of account, (ii) adds unit-of-account guidance in ASC 808 to align with guidance in ASC 606 and (iii) precludes presenting revenue from a collaborative arrangement together with revenue recognized under ASC 606 if the collaborative arrangement participant is not a customer. Teva adopted the provisions of this update as of January 1, 2020 with no material impact on its consolidated financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements
(Unaudited)

In August 2018, the FASB issued ASU 2018-15 “Intangibles—Goodwill and other—Internal-use software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract.” This guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. Teva applied the guidance prospectively to all implementation costs incurred after the date of adoption. Teva adopted the provisions of this update as of January 1, 2020 with no material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13 “Fair Value Measurement (Topic 820)—Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement.” This guidance removes certain disclosure requirements related to the fair value hierarchy, modifies existing disclosure requirements related to measurement uncertainty and adds new disclosure requirements. The new disclosure requirements include disclosing the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. Certain disclosures required by this guidance must be applied on a retrospective basis and others on a prospective basis. Teva adopted the provisions of this update as of January 1, 2020 with no material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 “Financial Instruments—Credit Losses—Measurement of Credit Losses on Financial Instruments.” This guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Teva adopted the provisions of this update as of January 1, 2020 with no impact on its consolidated financial statements.

Recently issued accounting pronouncements, not yet adopted

In December 2019, the FASB issued ASU 2019-12 “Income Taxes (Topic 740)—Simplifying the Accounting for Income Taxes” (the “update”). The amendments in this update simplify the accounting for income taxes by removing the following exceptions in ASC 740: (1) exception to the incremental approach for intra-period tax allocation when there is a loss from continuing operations and income or a gain from other items; (2) exception to the requirement to recognize a deferred tax liability for equity method investments when a foreign subsidiary becomes an equity method investment; (3) exception to the ability not to recognize a deferred tax liability for a foreign subsidiary when a foreign equity method investment becomes a subsidiary; and (4) exception to the general methodology for calculating income taxes in an interim period when a year-to-date loss exceeds the anticipated loss for the year.

In addition, the update also simplifies the accounting for income taxes in certain topics as follows: (1) requiring that an entity recognize a franchise tax (or similar tax) that is partially based on income as an income-based tax and account for any incremental amount incurred as a non-income-based tax; (2) requiring that an entity evaluate when a step up in the tax basis of goodwill should be considered part of the business combination in which the book goodwill was originally recognized and when it should be considered a separate transaction; (3) specifying that an entity can elect (rather than be required to) allocate the consolidated amount of current and deferred tax expense to a legal entity that is not subject to tax in its separate financial statements; and (4) requiring that an entity reflect the effect of an enacted change in tax laws or rates in the annual effective tax rate computation in the interim period that includes the enactment date. The amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements.

c. Revision of Previously Reported Consolidated Financial Statements

In connection with the preparation of Teva’s consolidated financial statements for the fiscal year ended December 31, 2019, Teva determined that in the full years and interim periods of fiscal years 2017 and 2018, and the first three quarters of fiscal year 2019, it had an immaterial error in the presentation of distribution revenues from its Israeli distribution business. This business is part of the International Markets reporting segment and facilitates distribution of Teva and third party products to pharmacies, hospitals and other organizations in Israel.

Specifically, the Company concluded that it presented revenues from its Israeli distribution business on a gross basis, although it should have reported such revenues on a net basis. Because Teva has no discretion in establishing prices for any specified goods or services, limited inventory risk and is not primarily responsible for contract fulfillment, Teva does not meet the criteria for reporting revenues from such business as a principal (on a gross basis), as opposed to as an agent (on a net basis).

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The Company evaluated the cumulative impact of this item on its previously issued annual financial statements for 2017 and 2018, and the interim financial statements for 2017, 2018 and the first three quarters of 2019, and concluded that, for the reasons mentioned below, the revisions were not material, individually or in the aggregate, to any of its previously-issued interim or annual financial statements. Teva has revised its presentation of net revenue and cost of sales in the historical consolidated financial statements to reflect the change in this item, as described in more detail below.

The impact of this revision is a decrease in net revenues with an offsetting decrease in cost of sales. There is no impact on gross profit, operating income or earnings per share. In addition, there is no impact on Teva's balance sheet or statement of cash flows for the related periods.

The following table summarizes the impact of the revision on net revenues and cost of sales in the consolidated statements of income for the relevant periods:

	Net revenues			Cost of sales		
	As reported	Adjustment	As revised (U.S. \$ in millions)	As reported	Adjustment	As revised
2019						
Q1	4,295	(146)	4,149	2,440	(146)	2,293
Q2	4,337	(159)	4,177	2,443	(159)	2,284
Total	8,632	(306)	8,326	4,883	(306)	4,577

NOTE 2 – Certain transactions:

The Company has entered into alliances and other arrangements with third parties to acquire rights to products it does not have, to access markets it does not operate in and to otherwise share development costs or business risks. The Company's most significant agreements of this nature are summarized below.

Alvotech Partnership

In August 2020, Teva entered into an exclusive partnership agreement with biopharmaceutical company Alvotech for the commercialization in the U.S. of five biosimilar product candidates. The initial pipeline for this partnership contains biosimilar candidates addressing multiple therapeutic areas. Under this agreement, Alvotech will be responsible for the development, registration and supply of the biosimilar product candidates and Teva will exclusively commercialize the products in the United States. The agreement includes an upfront payment payable by Teva, with subsequent milestone payments over the next few years. Teva and Alvotech will share profit from the commercialization of the biosimilars.

Eli Lilly and Alder BioPharmaceuticals

In December 2018, Teva entered into an agreement with Eli Lilly, resolving the European Patent Office opposition they had filed against Teva's AJOVY® patents. The settlement agreement with Lilly also resolved Lilly's action to revoke the patent protecting AJOVY in the United Kingdom.

On January 8, 2018, Teva signed a global license agreement with Alder BioPharmaceuticals ("Alder"). The agreement validates Teva's IP and resolves Alder's opposition to Teva's European patent with respect to anti-calcitonin gene-related peptide (CGRP) antibodies, including the withdrawal of Alder's appeal before the European Patent Office. Under the terms of the agreement, Alder will receive a non-exclusive license to Teva's anti-CGRP antibodies patent portfolio to develop, manufacture and commercialize eptinezumab in the United States and worldwide, excluding Japan and Korea. Teva received a \$25 million upfront payment that was recognized as revenue during the first quarter of 2018, and a \$25 million milestone payment in March 2020 that was recognized as revenue in the first quarter of 2020. The agreement stipulates additional milestone payments to Teva of up to \$150 million, as well as future royalties.

AUSTEDO®

On September 19, 2017, Teva entered into a partnership agreement with Nuvelution Pharma, Inc. ("Nuvelution") for development of AUSTEDO for the treatment of Tourette syndrome in pediatric patients in the United States. There are no further plans in this indication following clinical trial results received in February 2020, which failed to meet their primary endpoints.

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Otsuka

On May 12, 2017, Teva entered into a license and collaboration agreement with Otsuka Pharmaceutical Co. Ltd. (“Otsuka”), providing Otsuka with an exclusive license to conduct phase 2 and 3 clinical trials for AJOVY in Japan and, if approved, to commercialize the product in Japan. Otsuka paid Teva an upfront payment of \$50 million in consideration for the transaction. Teva may receive additional milestone payments upon filing with Japanese regulatory authorities, receipt of regulatory approval and achievement of certain revenue targets. Otsuka will also pay Teva royalties on AJOVY sales in Japan. Results for these trials were received in January 2020 indicating that primary and secondary endpoints were achieved and that no clinically significant adverse events were observed in subjects. On July 29, 2020, Otsuka submitted an application to obtain manufacturing and marketing approval for AJOVY in Japan.

Celltrion

In October 2016, Teva and Celltrion, Inc. (“Celltrion”) entered into a collaborative agreement to commercialize TRUXIMA® and HERZUMA®, two biosimilar products for the U.S. and Canadian markets. Teva paid Celltrion \$160 million, of which up to \$60 million is refundable or creditable. Teva and Celltrion will share the profit from the commercialization of these products. These two products, TRUXIMA and HERZUMA, were approved by the FDA in November and December 2018, respectively and were launched in the United States in November 2019 and March 2020, respectively.

Regeneron

In September 2016, Teva and Regeneron Pharmaceuticals, Inc. (“Regeneron”) entered into a collaborative agreement to develop and commercialize Regeneron’s pain medication product, fasinumab. Teva and Regeneron share equally in the global commercial rights to this product, as well as ongoing associated R&D costs of approximately \$1 billion. Teva made an upfront payment of \$250 million to Regeneron in the third quarter of 2016 as part of the agreement. The agreement stipulates additional development milestone payments to Regeneron, as well as future royalties.

Assets and Liabilities Held For Sale:

Certain assets of Teva’s business venture in Japan

Teva operates its business in Japan, which is part of Teva’s International Market segment, through a business venture with The Takeda Pharmaceutical Company Limited (“Takeda”), in which Teva owns a 51% stake and Takeda owns the remaining 49%.

During the second quarter of 2020, Teva and Takeda decided to sell the majority of the business venture’s generic and operational assets. Teva expects this transaction to close by early 2021.

Teva is accounting for the business venture assets and liabilities to be sold as held for sale and determined that the fair value less cost to sell did not exceed the carrying value, resulting in an impairment charge of \$261 million in other assets impairments, restructuring and other items.

Teva determined that the sale of this portion of the Teva-Takeda business venture, whether pending or completed, does not constitute a strategic shift for Teva, and does not and will not have a major effect on its operations and financial results. Accordingly, the operations associated with the transactions are not reported as discontinued operations.

Assets held for sale include the Teva-Takeda business venture assets that are held for sale and other manufacturing assets that are expected to be sold within the next year.

The table below summarizes all Teva assets included as held for sale as of June 30, 2020 and December 31, 2019:

	<u>June 30, 2020</u>	<u>December 31, 2019</u>
	(U.S. \$ in millions)	
Inventories	154	—
Property, plant and equipment, net and others	176	98
Goodwill	11	—
Adjustments of assets held for sale to fair value	<u>(272)</u>	<u>(11)</u>
Total assets of the disposal group classified as held for sale in the consolidated balance sheets	<u>\$ 69</u>	<u>\$ 87</u>

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NOTE 3 – Revenue from contracts with customers:

Disaggregation of revenue

The following table disaggregates Teva's revenues by major revenue streams. For additional information on disaggregation of revenues, see note 15.

	Three months ended June 30, 2020				
	North America	Europe	International Markets (U.S. \$ in millions)	Other activities	Total
Sale of goods	1,658	1,000	457	211	3,326
Licensing arrangements	17	3	1	1	22
Distribution	374	—	7	—	381
Other	(2)	(2)	23	123	141
	\$ 2,047	\$ 1,001	\$ 488	\$ 335	\$ 3,870

	Three months ended June 30, 2019				
	North America	Europe	International Markets (U.S. \$ in millions)	Other activities	Total
Sale of goods	1,686	1,173	526	204	3,588
Licensing arrangements	35	10	2	1	48
Distribution	351	\$	4	—	354
Other	—	\$	49	137	186
	\$ 2,071	\$ 1,183	\$ 582	\$ 342	\$ 4,177

§ Represents an amount less than \$1 million.

	Six months ended June 30, 2020				
	North America	Europe	International Markets (U.S. \$ in millions)	Other activities	Total
Sale of goods	3,283	2,370	939	388	6,981
Licensing arrangements	42	15	4	2	63
Distribution	800	2	13	—	815
Other	4	17	97	252	369
	\$ 4,129	\$ 2,404	\$ 1,053	\$ 642	\$ 8,227

	Six months ended June 30, 2019				
	North America	Europe	International Markets (U.S. \$ in millions)	Other activities	Total
Sale of goods	3,324	2,433	994	390	7,141
Licensing arrangements	65	15	2	3	85
Distribution	729	\$	10	—	739
Other	—	\$	97	264	362
	\$ 4,118	\$ 2,448	\$ 1,103	\$ 657	\$ 8,326

§ Represents an amount less than \$1 million.

The financial data presented in the tables above with respect to prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c.

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Variable consideration

Variable consideration mainly includes sales reserves and allowances (“SR&A”), comprised of rebates (including Medicaid and other governmental program discounts), chargebacks, returns and other promotional (including shelf stock adjustments) items. Provisions for prompt payment discounts are netted against accounts receivables.

The Company recognizes these provisions at the time of sale and adjusts them if the actual amounts differ from the estimated provisions.

SR&A to U.S. customers comprised approximately 80% of the Company’s total SR&A as of June 30, 2020, with the remaining balance primarily in Canada and Germany. The changes in SR&A for third-party sales for the six months ended June 30, 2020 and 2019 were as follows:

	Sales Reserves and Allowances								Total	
	Reserves included in Accounts Receivable, net	Medicaid and other governmental allowances			Chargebacks (U.S. \$ in millions)	Returns	Other	Total reserves included in SR&A		
		Rebates	Medicaid	other governmental allowances						
Balance at December 31, 2019	\$ 87	\$ 2,895	\$ 1,109	\$ 1,342	\$ 637	\$ 176	\$ 6,159	\$ 6,246		
Provisions related to sales made in current year period	193	2,588	434	4,325	216	50	7,613	7,806		
Provisions related to sales made in prior periods	—	(191)	(105)	(15)	18	—	(293)	(293)		
Credits and payments	(206)	(3,064)	(505)	(4,416)	(211)	(64)	(8,260)	(8,466)		
Translation differences	—	(9)	—	(2)	(2)	(5)	(18)	(18)		
Balance at June 30, 2020	<u>\$ 74</u>	<u>2,219</u>	<u>\$ 933</u>	<u>\$ 1,234</u>	<u>\$ 658</u>	<u>\$ 157</u>	<u>\$ 5,201</u>	<u>\$ 5,275</u>		
	Reserves included in Accounts Receivable, net	Medicaid and other governmental allowances			Chargebacks (U.S. \$ in millions)	Returns	Other	Total reserves included in SR&A	Total	
		Rebates	Medicaid	other governmental allowances						
	Balance at December 31, 2018	\$ 175	\$ 3,006	\$ 1,361	\$ 1,530	\$ 638	\$ 176	\$ 6,711	\$ 6,886	
Provisions related to sales made in current year period	229	2,651	548	4,822	148	213	8,382	8,611		
Provisions related to sales made in prior periods	—	7	—	(5)	3	(4)	1	1		
Credits and payments	(242)	(2,975)	(739)	(4,936)	(196)	(206)	(9,052)	(9,294)		
Translation differences	—	4	—	2	2	4	12	12		
Balance at June 30, 2019	<u>\$ 162</u>	<u>2,693</u>	<u>\$ 1,170</u>	<u>\$ 1,413</u>	<u>\$ 595</u>	<u>\$ 183</u>	<u>\$ 6,054</u>	<u>\$ 6,216</u>		

Allowance for credit losses

Accounts receivable are recognized net of allowance for credit losses. Allowances for credit losses were \$129 million and \$135 million as of June 30, 2020 and December 31, 2019, respectively. The decrease is mainly due to currency fluctuations.

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NOTE 4 – Inventories:

Inventories, net of reserves, consisted of the following:

	June 30, 2020	December 31, 2019
	(U.S. \$ in millions)	
Finished products	\$2,281	\$ 2,504
Raw and packaging materials	1,282	1,183
Products in process	618	583
Materials in transit and payments on account	179	151
Total	\$4,361	\$ 4,422

NOTE 5 – Identifiable intangible assets:

Identifiable intangible assets consisted of the following:

	Gross carrying amount net of impairment		Accumulated amortization		Net carrying amount	
	June 30, 2020	December 31, 2019	June 30, 2020	December 31, 2019	June 30, 2020	December 31, 2019
	(U.S. \$ in millions)					
Product rights	\$19,386	\$ 19,663	\$11,252	\$ 10,640	\$ 8,134	\$ 9,023
Trade names	599	600	144	126	455	474
In process research and development	1,352	1,735	—	—	1,352	1,735
Total	\$21,336	\$ 21,998	\$11,396	\$ 10,766	\$ 9,940	\$ 11,232

Product rights and trade names

Product rights and trade names are assets presented at amortized cost. Product rights and trade names represent a portfolio of pharmaceutical products from various therapeutic categories from various acquisitions with a weighted average life of approximately 12 years.

Amortization of intangible assets was \$249 million and \$285 million in the three months ended June 30, 2020 and 2019, respectively.

Amortization of intangible assets was \$507 million and \$568 million in the six months ended June 30, 2020 and 2019, respectively.

IPR&D

Teva's IPR&D are assets that have not yet been approved in major markets. Teva's IPR&D is comprised mainly of various generic products from the Actavis Generics acquisition of \$1,317 million. IPR&D carries intrinsic risks that the asset might not succeed in advanced phases and may be impaired in future periods.

Intangible assets impairments

Impairments of long-lived intangible assets for the three months ended June 30, 2020 and 2019 were \$120 million and \$561 million, respectively.

Impairments in the second quarter of 2020 consisted of:

- (a) Identifiable product rights of \$103 million, mainly due to updated market assumptions regarding price and volume of products acquired from Actavis Generics; and

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(b) IPR&D assets of \$17 million, mainly due to generic pipeline products acquired from Actavis Generics resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape, launch date or discount rate).

Impairments in the second quarter of 2019 consisted of:

(a) Identifiable product right of \$365 million, mainly due to updated market assumptions regarding price and volume of products acquired from Actavis Generics that are primarily marketed in the United States; and

(b) IPR&D assets of \$196 million due to: (i) \$137 million of generic pipeline products acquired from Actavis Generics resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape, launch date or discount rate) in the United States and (ii) \$59 million related to a change in the assumption of the future market share of certain products within Teva's Actavis Generics related pipeline in Europe.

Impairments of long-lived intangible assets for the six months ended June 30, 2020 and 2019 were \$768 million and \$1,030 million, respectively.

Impairments in the first six months of 2020 consisted of:

(a) IPR&D assets of \$348 million, primarily due to: (i) \$211 million related to AUSTEDO for the treatment of Tourette syndrome in pediatric patients in the United States following clinical trial results received in February 2020, which failed to meet their primary endpoints; and (ii) \$117 million related to generic pipeline products acquired from Actavis Generics resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape, launch date) in the United States; and

(b) Identifiable product rights of \$420 million, mainly due to: (i) \$232 million due to updated market assumptions regarding price and volume of products acquired from Actavis Generics; and (ii) \$165 million in Japan in connection with ongoing regulatory pricing reductions and generic competition.

Impairments in the first six months of 2019 consisted of:

(a) Identifiable product rights of \$569 million, mainly due to updated market assumptions regarding price and volume of products acquired from Actavis Generics that are primarily marketed in the United States; and

(b) IPR&D assets of \$461 million, due to: (i) \$277 million of generic pipeline products acquired from Actavis Generics resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape, launch date or discount rate) in the United States; (ii) \$125 million related to lenalidomide (generic equivalent of Revlimid®) due to modified competition assumptions as a result of settlements between the innovator and other generic filers; and (iii) \$59 million related to a change in the assumption of the future market share of certain products within Teva's Actavis Generics related pipeline in Europe.

NOTE 6 – Goodwill:

The changes in the carrying amount of goodwill for the period ended June 30, 2020 were as follows:

	North America	Europe	International Markets (U.S. \$ in millions)	Other	Total
Balance as of December 31, 2019 (1)	\$ 11,091	\$8,536	\$ 2,532	\$2,687	\$24,846
Changes during the period:					
Goodwill reclassified as assets held for sale	—	—	(11)	—	(11)
Translation differences	(17)	(33)	(169)	—	(219)
Balance as of June 30, 2020 (1)	<u>\$ 11,074</u>	<u>\$8,503</u>	<u>\$ 2,352</u>	<u>\$2,687</u>	<u>\$24,616</u>

(1) Accumulated goodwill impairment as of June 30, 2020 and December 31, 2019 was approximately \$21.0 billion.

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Teva operates its business through three reporting segments: North America, Europe and International Markets. Each of these business segments is a reporting unit. Additional reporting units include Teva's production and sale of APIs to third parties ("Teva API") and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through its affiliate Medis. The Teva API and Medis reporting units are included under "Other" in the above table. See note 15 for additional segment information.

Teva determines the fair value of its reporting units using the income approach. The income approach is a forward-looking approach for estimating fair value. Within the income approach, the method used is the discounted cash flow method. Teva starts with a forecast of all the expected net cash flows associated with the reporting unit, which includes the application of a terminal value, and then applies a discount rate to arrive at a net present value amount. Cash flow projections are based on Teva's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used is based on the weighted average cost of capital ("WACC"), adjusted for the relevant risk associated with country-specific and business-specific characteristics. If any of these expectations were to vary materially from Teva's assumptions, Teva may record an impairment of goodwill allocated to these reporting units in the future.

First Quarter Developments

During the first quarter of 2020, management assessed developments that occurred during the quarter, including expected effects of the COVID-19 pandemic on its business, to determine if it was more likely than not that the fair value of any of its reporting units was below its carrying amount. As part of this assessment, management also considered the sensitivity of its conclusions as they relate to changes in the estimates and assumptions used in the latest forecast available for each period.

Based on this assessment, management concluded that it was not more likely than not that the fair value of any of the reporting units was below its carrying value as of March 31, 2020 and, therefore, no quantitative assessment was performed.

Second Quarter Developments

Pursuant to Company policy, the Company has historically performed its annual goodwill assessment during the fourth quarter of each year. During the second quarter of 2020, the Company changed its annual impairment assessment date from October 1 to June 30.

The change was made to more closely align the impairment assessment date with the Company's long-term planning and forecasting process. The change in annual impairment testing date did not impact the financial statements, nor did it accelerate, avoid or trigger an impairment charge. The Company has determined that this change is preferable.

During the second quarter of 2020, the Company completed its long-range planning ("LRP") process. The LRP is part of Teva's internal financial planning and budgeting processes and is discussed and reviewed by Teva's management and its board of directors. In addition, Teva evaluated qualitative factors, including expected effects of the COVID-19 pandemic on its business. The impact of the COVID-19 pandemic on Teva's projections has been evaluated and it is not expected to significantly alter the Company's cash flows at this time. However, if circumstances were to change from Teva's expectations about the duration or impact of the COVID-19 pandemic, one or more business units could be impacted, which may result in an impairment.

During the second quarter of 2020, Teva conducted a quantitative analysis of all reporting units as part of its annual goodwill impairment test (pursuant to the change in the annual impairment assessment date as mentioned above) and utilized the assistance of an independent valuation expert. No goodwill impairment charge was recorded during the second quarter of 2020.

Market Capitalization

Teva analyzed the aggregated fair value of its reporting units compared to its market capitalization as part of its annual goodwill impairment test, in order to assess the reasonableness of the results of its cash flow projections used for its goodwill impairment analysis.

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Teva noted its market capitalization has been below management's assessment of the aggregated fair value of the Company's reporting units. However, as of June 30, 2020, the Company's market capitalization plus a reasonable control premium exceeded its book value.

So far, during 2020, the COVID-19 pandemic has negatively impacted the global economy and created significant volatility, uncertainty and disruption of financial markets. Although Teva experienced volatility in its share price resulting from the impact of the COVID-19 pandemic on equity markets and the global economy, its share price is relatively consistent with the share price prior to the COVID-19 pandemic outbreak. Management continues to believe the following underlying factors are driving the differences between the aggregated fair value of its reporting units and its market capitalization:

- Management believes a portion of the difference is due to sales projections of AJOVY and AUSTEDO in the International Markets reporting unit. Management continues to believe that the majority of analysts do not focus on this market in preparing their financial models and, as a result, have not attributed value to the launch potential in this reporting unit. Accordingly, management's projections exceed those it believes are being used by analysts, particularly in International Markets. However, even if management were to conform to analyst expectations, the estimated fair value of the International Markets reporting unit would still exceed its carrying amount.
- Management believes an additional difference is due to sales projections of AUSTEDO in the North America reporting unit, resulting in higher fair value as analyzed by management compared to Teva's market capitalization. Management continues to believe that it has more accurate information based on its knowledge of the market and its growth and therefore no adjustment was incorporated to the fair value. However, even if management were to conform to analyst expectations, the estimated fair value of the North America reporting unit would still exceed its carrying amount.
- Management continues to believe that market concerns regarding the uncertainty related to the opioid and price fixing litigation risks are impacting its market capitalization. Management believes that these concerns led to an acute reaction, which resulted in a decline in Teva's share price and continues to impact the Company's share price during 2020. Management believes developments in the opioids case are expected to clarify the outlook with regards to the opioid litigation, when the proposed settlement framework is finalized. Based upon Teva's current estimates of fair value, even if management was to adjust the fair value of the North America reporting unit for this uncertainty, the estimated fair value would still exceed its carrying amount. If the outcome of the litigations were to vary materially from the proposed settlement framework as explained in note 10, this may lead to a goodwill impairment charge.

While none of these factors individually would cause a goodwill impairment charge in the North America reporting unit, if management were to conform to the market's expectations in the North America reporting unit in connection with both AUSTEDO projections and the volatility and uncertainty of certain litigation risks, the Company would record a goodwill impairment charge of \$1.1 billion. Future impairment charges, if any, reflecting conditions at that time may be materially different.

Sensitivity Analysis

North America

The estimated fair value exceeds its carrying amount for the North America reporting unit by 20%.

The Company used a terminal growth rate of 1.61% and a discount rate of 10.31%. If Teva holds all other assumptions constant, a reduction in the terminal growth rate of 0.50% to 1.11%, or an increase in discount rate of 0.50% to 10.81%, would result in a reduction of the excess of fair value over carrying amount with respect to Teva's North America reporting unit to 15% and 13%, respectively.

Remaining reporting units

The percentage difference between estimated fair value and estimated carrying value for the Europe, International Markets, Medis and Teva API reporting units is 34%, 43%, 147% and 30%, respectively.

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Management will continue to monitor business conditions, including any impact of the COVID-19 pandemic, and will consider future developments in Teva's market capitalization when assessing whether a goodwill impairment charge is required in future periods.

NOTE 7 – Debt obligations:

a. Short-term debt:

	<u>Weighted average interest rate as of June 30, 2020</u>	<u>Maturity</u>	<u>June 30, 2020</u>	<u>December 31, 2019</u>
			(U.S. \$ in millions)	
Convertible debentures	0.25%	2026	\$ 514	\$ 514
Current maturities of long-term liabilities (1)			1,136	1,831
Total short-term debt			\$1,649	\$ 2,345

(1) In July 2020, Teva repaid at maturity EUR 1,010 million of its 0.375% senior notes.

Convertible senior debentures

Teva's 0.25% convertible senior debentures due 2026, with \$514 million principal amount outstanding as of June 30, 2020 and December 31, 2019, include a "net share settlement" feature according to which the principal amount will be paid in cash and in case of conversion, only the residual conversion value above the principal amount will be paid in Teva shares. Due to the "net share settlement" feature, exercisable at any time, these convertible senior debentures are classified in the Balance Sheet under short-term debt. Holders of the convertible debentures will be able to cause Teva to redeem the debentures on February 1, 2021.

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Long-term debt:

	<u>Weighted average interest rate as of June 30, 2020</u>	<u>Maturity</u>	<u>June 30, 2020</u>	<u>December 31, 2019</u>
			(U.S. \$ in millions)	
Senior notes EUR 1,010 million (1)	0.38%	2020	1,136	1,131
Senior notes EUR 1,500 million	1.13%	2024	1,680	1,673
Senior notes EUR 1,300 million	1.25%	2023	1,457	1,451
Senior notes EUR 1,000 million	6.00%	2025	1,124	1,120
Senior notes EUR 900 million	4.50%	2025	1,012	1,008
Senior notes EUR 750 million	1.63%	2028	837	833
Senior notes EUR 700 million	3.25%	2022	787	784
Senior notes EUR 700 million	1.88%	2027	786	782
Senior notes USD 3,500 million	3.15%	2026	3,494	3,494
Senior notes USD 1,475 million	2.20%	2021	1,474	1,474
Senior notes USD 3,000 million	2.80%	2023	2,995	2,995
Senior notes USD 2,000 million	4.10%	2046	1,985	1,985
Senior notes USD 1,250 million	6.00%	2024	1,250	1,250
Senior notes USD 1,250 million	6.75%	2028	1,250	1,250
Senior notes USD 1,000 million	7.13%	2025	1,000	1,000
Senior notes USD 844 million	2.95%	2022	855	856
Senior notes USD 789 million	6.15%	2036	783	782
Senior notes USD 700 million (2)	2.25%	2020	0	700
Senior notes USD 613 million	3.65%	2021	618	618
Senior notes USD 588 million	3.65%	2021	587	587
Senior notes CHF 350 million	0.50%	2022	368	361
Senior notes CHF 350 million	1.00%	2025	368	362
Total senior notes			25,846	26,496
Other long-term debt	1.13%	2026	1	1
Less current maturities			(1,136)	(1,831)
Less debt issuance costs			(94)	(103)
Total senior notes and loans			\$24,616	\$ 24,562

(1) In July 2020, Teva repaid at maturity EUR 1,010 million of its 0.375% senior notes.

(2) In March 2020, Teva repaid at maturity \$700 million of its 2.25% senior notes.

Long-term debt was issued by several indirect wholly-owned subsidiaries of the Company and is fully and unconditionally guaranteed by the Company as to payment of all principal, interest, discount and additional amounts, if any.

Long-term debt as of June 30, 2020 is effectively denominated in the following currencies: 66% in U.S. dollar, 31% in euro and 3% in Swiss franc.

Teva's principal sources of short-term liquidity are its cash on hand, existing cash investments, liquid securities and available credit facilities, primarily its \$2.3 billion unsecured syndicated revolving credit facility entered into in April 2019 ("RCF").

The RCF agreement provides for two separate tranches, a \$1.15 billion tranche A and a \$1.15 billion tranche B. Loans and letters of credit will be available from time to time under each tranche for Teva's general corporate purposes. Tranche A has a maturity date of April 8, 2022, with two one-year extension options, of which \$1.065 billion was extended to April 8, 2023. Tranche B has a maturity date of April 8, 2024.

The RCF contains certain covenants, including certain limitations on incurring liens and indebtedness and maintenance of certain financial ratios, including the requirement to maintain compliance with a net debt to EBITDA ratio, which becomes more restrictive over time. The net debt to EBITDA ratio limit is 6.0x in the first and second quarters of 2020 and declines to 5.75x in the third and fourth quarters of 2020, and continues to gradually decline over the remaining term of the RCF.

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The RCF can be used for general corporate purposes, including repaying existing debt. As of June 30, 2020, no amounts were outstanding under the RCF. As of the date of this quarterly report, €200 million was outstanding under the RCF. Based on current and forecasted results, the Company expects that it will not exceed the financial covenant thresholds set forth in the RCF within one year from the date these financial statements are issued.

Under specified circumstances, including non-compliance with any of the covenants described above and the unavailability of any waiver, amendment or other modification thereto, the Company will not be able to borrow under the RCF. Additionally, violations of the covenants, under the above-mentioned circumstances, would result in an event of default in all borrowings under the RCF and, when greater than a specified threshold amount as set forth in each series of senior notes is outstanding, could lead to an event of default under the Company's senior notes due to cross acceleration provisions.

Teva expects that it will continue to have sufficient cash resources to support its debt service payments and all other financial obligations within one year from the date that these financial statements are issued.

NOTE 8 – Derivative instruments and hedging activities:

a. Foreign exchange risk management:

In the first six months of 2020, approximately 48% of Teva's revenues were denominated in currencies other than the U.S. dollar. As a result, Teva is subject to significant foreign currency risks.

The Company enters into forward exchange contracts, purchases and writes options in order to hedge the currency exposure on balance sheet items, revenues and expenses. In addition, the Company takes measures to reduce exposure by using natural hedging. The Company also acts to offset risks in opposite directions among the companies within Teva. The currency hedged items are usually denominated in the following main currencies: the Russian ruble, the euro, the Swiss franc, the Japanese yen, the British pound, the Canadian dollar, the Polish zloty, the Indian rupee and other European and Latin American currencies.

Depending on market conditions, foreign currency risk is also managed through the use of foreign currency debt.

In the past, the Company hedged against possible fluctuations in foreign subsidiaries' net assets ("net investment hedge") and from time to time enters into cross-currency swaps and forward contracts in order to hedge such an exposure.

Most of the counterparties to the derivatives are major banks and the Company is monitoring the associated inherent credit risks. The Company does not enter into derivative transactions for trading purposes.

b. Interest risk management:

The Company raises capital through various debt instruments, including straight notes that bear a fixed or variable interest rate, bank loans and convertible debentures. In some cases, the Company has swapped from a fixed to a floating interest rate ("fair value hedge") and from a fixed to a fixed interest rate with an exchange from a currency other than the functional currency ("cash flow hedge"), thereby reducing overall interest expenses or hedging risks associated with interest rate fluctuations.

c. Derivative instruments notional amounts

The following table summarizes the notional amounts for hedged items, when transactions are designated as hedge accounting:

	<u>June 30,</u> <u>2020</u>	<u>December 31,</u> <u>2019</u>
	(U.S. \$ in millions)	
Cross-currency swap - net investment hedge	\$ —	\$ 1,000

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d. Derivative instrument outstanding:

The following table summarizes the classification and fair values of derivative instruments:

<u>Reported under</u>	Fair value			
	Designated as hedging instruments		Not designated as hedging instruments	
	<u>June 30, 2020</u>	<u>December 31, 2019</u>	<u>June 30, 2020</u>	<u>December 31, 2019</u>
Asset derivatives:				
Other current assets:				
Option and forward contracts	\$ —	\$ —	\$ 40	\$ 32
Liability derivatives:				
Other current liabilities:				
Cross-currency swaps - net investment hedge	—	(22)	—	—
Option and forward contracts	—	—	(52)	(41)

The table below provides information regarding the location and amount of pre-tax (gains) losses from derivatives designated in fair value or cash flow hedging relationships:

<u>Reported under</u>	Financial expenses, net		Other comprehensive income (loss)	
	Three months ended,		Three months ended,	
	<u>June 30, 2020</u>	<u>June 30, 2019</u>	<u>June 30, 2020</u>	<u>June 30, 2019</u>
Line items in which effects of hedges are recorded				
Line items in which effects of hedges are recorded				
Cross-currency swaps - cash flow hedge (1)	\$ 223	\$ 206	\$ 151	\$ 76
Cross-currency swaps - net investment hedge (2)	—	(1)	—	4
Interest rate swaps - fair value hedge (3)	—	(7)	—	14
	—	1	—	—
<u>Reported under</u>	Financial expenses, net		Other comprehensive income (loss)	
	Six months ended,		Six months ended,	
	<u>June 30, 2020</u>	<u>June 30, 2019</u>	<u>June 30, 2020</u>	<u>June 30, 2019</u>
Line items in which effects of hedges are recorded				
Line items in which effects of hedges are recorded				
Cross-currency swaps - cash flow hedge (1)	\$ 448	\$ 425	\$ (379)	\$ 170
Cross-currency swaps - net investment hedge (2)	—	(1)	—	(15)
Interest rate swaps - fair value hedge (3)	(2)	(15)	(21)	(6)
	—	1	—	—

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The table below provides information regarding the location and amount of pre-tax (gains) losses from derivatives not designated as hedging instruments:

Reported under	Financial expenses, net				Net revenues	
	Three months ended,				Three months ended,	
	June 30, 2020	June 30, 2019	(U.S. \$ in millions)	June 30, 2020	June 30, 2019	
Line items in which effects of hedges are recorded	\$ 223	\$ 206	\$(3,870)	\$(4,177)		
Option and forward contracts (4)	13	34	—	—		
Option and forward contracts economic hedge (5)	—	—	20	4		
Reported under						
Line items in which effects of hedges are recorded	\$ 448	\$ 425	\$(8,227)	\$(8,326)		
Option and forward contracts (4)	37	(7)	—	—		
Option and forward contracts Economic hedge (5)	—	—	(40)	4		

- (1) With respect to cross-currency swap agreements, Teva recognized gains which mainly reflect the differences between the fixed interest rate and the floating interest rate. In the fourth quarter of 2019, Teva terminated \$588 million in cross-currency swap agreements against its outstanding 3.65% senior notes maturing in November 2021. The settlement of these transactions resulted in cash proceeds of \$95 million. The cash flow hedge accounting adjustments of these instruments, which are recorded under senior notes and loans, are amortized under financial expenses, net over the life of the debt as additional interest expense.
- (2) In each of the first and second quarters of 2017, Teva entered into a cross currency swap agreement with a notional amount of \$500 million maturing in 2020. These cross currency swaps were designated as a net investment hedge of Teva's foreign subsidiaries euro denominated net assets, in order to reduce the risk of adverse exchange rate fluctuations. With respect to these cross currency swap agreements, Teva recognized gains which mainly reflect the differences between the float-for-float interest rates paid and received. In the first quarter of 2020, these cross-currency swap agreements expired. The settlement of these transactions resulted in cash proceeds of \$3 million.
- (3) In the fourth quarter of 2016, Teva entered into an interest rate swap agreement designated as fair value hedge relating to its 2.8% senior notes due 2023 with respect to \$500 million notional amount of outstanding debt. With respect to this interest rate swap agreement, Teva recognized a loss which mainly reflects the differences between the fixed interest rate and the floating interest rate. In the third quarter of 2019, Teva terminated this interest rate swap agreement. The settlement of these transactions resulted in a gain position of \$10 million. The fair value hedge accounting adjustments of these instruments, which are recorded under senior notes and loans, are amortized under financial expenses, net over the life of the debt as additional interest expense.
- (4) Teva uses foreign exchange contracts (mainly option and forward contracts) to hedge balance sheet items from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, Teva recognizes gains or losses that offset the revaluation of the balance sheet items also recorded under financial expenses, net.
- (5) Teva entered into option and forward contracts designed to limit the exposure of foreign exchange fluctuations on projected revenues and expenses recorded in euro, the British pound, the Russian ruble and some other currencies during the period for which such instruments are transacted. These derivative instruments do not meet the criteria for hedge accounting, however, they are accounted for as an economic hedge. These derivative instruments, which may include hedging transactions against future projected revenues and expenses, are recognized on the balance sheet at their fair value on a quarterly basis, while the foreign exchange impact on the underlying revenues and expenses may occur in subsequent quarters. Changes in the fair value of the derivative instruments are recognized in the same line item in the statements of income as the underlying exposure being hedged. In the first six months of 2020, the positive impact from these derivatives recognized under revenues was \$40 million, partially offset by a \$4 million negative impact recognized under cost of sales. The cash flows associated with these derivatives are reflected as cash flows from operating activities in the consolidated statements of cash flows.

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e. Amortizations due to terminated derivative instruments:

Forward starting interest rate swaps and treasury lock agreements

In 2015, Teva entered into forward starting interest rate swaps and treasury lock agreements to protect the Company from interest rate fluctuations in connection with a future debt issuance the Company was planning. These forward starting interest rate swaps and treasury lock agreements were terminated in July 2016 upon the debt issuance. The termination of these transactions resulted in a loss position of \$493 million, which was recorded in other comprehensive income (loss) and is amortized under financial expenses, net over the life of the debt.

With respect to these forward starting interest rate swaps and treasury lock agreements, losses of \$8 million and \$7 million were recognized under financial expenses, net for the three months ended June 30, 2020 and 2019, respectively, and losses of \$16 million and \$15 million were recognized under financial expenses, net for the six months ended June 30, 2020 and 2019, respectively.

Fair value hedge

In the third quarter of 2016, Teva terminated interest rate swap agreements designated as a fair value hedge relating to its 2.95% senior notes due 2022 with respect to \$844 million notional amount and its 3.65% senior notes due 2021 with respect to \$450 million notional amount. Settlement of these transactions resulted in a gain position of \$41 million. The fair value hedge accounting adjustments of these instruments, which are recorded under senior notes and loans, are amortized under financial expenses, net over the life of the debt as additional interest expense.

In the third quarter of 2019, Teva terminated \$500 million interest rate swap agreements designated as a fair value hedge relating to its 2.8% senior notes due 2023 with respect to \$3,000 million notional amount. Settlement of these transactions resulted in cash proceeds of \$10 million. The fair value hedge accounting adjustments of these instruments, which are recorded under senior notes and loans, are amortized under financial expenses, net over the life of the debt.

Cash flow hedge

In the fourth quarter of 2019, Teva terminated \$588 million cross-currency swap agreements against its outstanding 3.65% senior notes maturing in November 2021. Settlement of these transactions resulted in cash proceeds of \$95 million. The cash flow hedge accounting adjustments of these instruments, which are recorded under senior notes and loans, are amortized under financial expenses, net over the life of the debt.

With respect to the interest rate swap and cross-currency swap agreements, gains of \$1 million and \$2 million were recognized under financial expenses, net for the three months ended June 30, 2020 and 2019, respectively, and gains of \$2 million and \$3 million were recognized under financial expenses, net for the six months ended June 30, 2020 and 2019, respectively.

NOTE 9 – Legal settlements and loss contingencies:

In the second quarter of 2020, Teva recorded an expense of \$13 million in legal settlements and loss contingencies, compared to \$646 million in the second quarter of 2019. The expense in the second quarter of 2020 was mainly due to the increase of a reserve for certain legal expenses and settlement contributions related to products liability claims in the United States, partially offset by proceeds received following a settlement of the FCPA derivative proceedings in Israel. The expense in the second quarter of 2019 was mainly related to the \$85 million settlement paid in the opioid litigation brought by the Oklahoma Attorney General and an estimated provision made for certain other opioid cases.

In the first six months of 2020, Teva recorded an income of \$12 million in legal settlements and loss contingencies, compared to expense of \$703 million in the first six months of 2019. The income in the first six months of 2020 was mainly due to proceeds received following a settlement of the FCPA derivative proceedings in Israel and settlement of an action brought against the sellers of Auden McKenzie (an acquisition made by Actavis Generics), partially offset by the increase of a reserve for certain legal expenses and settlement contributions related to products liability claims in the United States. The expense in the first six months of 2019 was mainly related to the \$85 million settlement paid in the opioid litigation brought by the Oklahoma Attorney General and an estimated provision made for certain other opioid cases.

As of June 30, 2020 and December 31, 2019, Teva's provision for legal settlements and loss contingencies recorded under accrued expenses was \$1,588 million and \$1,580 million, respectively.

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NOTE 10 – Commitments and contingencies:

General

From time to time, Teva and/or its subsidiaries are subject to claims for damages and/or equitable relief arising in the ordinary course of business. In addition, as described below, in large part as a result of the nature of its business, Teva is frequently subject to litigation. Teva generally believes that it has meritorious defenses to the actions brought against it and vigorously pursues the defense or settlement of each such action.

Teva records a provision in its financial statements to the extent that it concludes that a contingent liability is probable and the amount thereof is estimable. Based upon the status of the cases described below, management's assessments of the likelihood of damages, and the advice of counsel, no provisions have been made regarding the matters disclosed in this note, except as noted below. Litigation outcomes and contingencies are unpredictable, and excessive verdicts can occur. Accordingly, management's assessments involve complex judgments about future events and often rely heavily on estimates and assumptions. Teva continuously reviews the matters described below and may, from time to time, remove previously disclosed matters that the Company has determined no longer meet the materiality threshold for disclosure.

If one or more of such proceedings described below were to result in final judgments against Teva, such judgments could be material to its results of operations and cash flows in a given period. In addition, Teva incurs significant legal fees and related expenses in the course of defending its positions even if the facts and circumstances of a particular litigation do not give rise to a provision in the financial statements.

In connection with third-party agreements, Teva may under certain circumstances be required to indemnify, and may be indemnified by, in unspecified amounts, the parties to such agreements against third-party claims. Among other things, Teva's agreements with third parties may require Teva to indemnify them, or require them to indemnify Teva, for the costs and damages incurred in connection with product liability claims, in specified or unspecified amounts.

Except as otherwise noted, all of the litigation matters disclosed below involve claims arising in the United States. Except as otherwise noted, all third party sales figures given below are based on IQVIA (formerly IMS Health Inc.) data.

Intellectual Property Litigation

From time to time, Teva seeks to develop generic versions of patent-protected pharmaceuticals for sale prior to patent expiration in various markets. In the United States, to obtain approval for most generics prior to the expiration of the originator's patents, Teva must challenge the patents under the procedures set forth in the Hatch-Waxman Act of 1984, as amended. To the extent that Teva seeks to utilize such patent challenge procedures, Teva is and expects to be involved in patent litigation regarding the validity, enforceability or infringement of the originator's patents. Teva may also be involved in patent litigation involving the extent to which its product or manufacturing process techniques may infringe other originator or third-party patents.

Additionally, depending upon a complex analysis of a variety of legal and commercial factors, Teva may, in certain circumstances, elect to market a generic version even though litigation is still pending. To the extent Teva elects to proceed in this manner, it could face substantial liability for patent infringement if the final court decision is adverse to Teva, which could be material to its results of operations and cash flows in a given period.

Teva could also be sued for patent infringement outside of the context of the Hatch-Waxman Act. For example, Teva could be sued for patent infringement after commencing sales of a product. In addition, for biosimilar products, Teva could be sued according to the "patent dance" procedures of the Biologics Price Competition and Innovation Act (BPCIA).

The general rule for damages in patent infringement cases in the United States is that the patentee should be compensated by no less than a reasonable royalty and it may also be able, in certain circumstances, to be compensated for its lost profits. The amount of a reasonable royalty award would generally be calculated based on the sales of Teva's product. The amount of lost profits would generally be based on the lost sales of the patentee's product. In addition, the patentee may seek consequential damages as well as enhanced damages of up to three times the profits lost by the patent holder for willful infringement, although courts have typically awarded much lower multiples.

Teva is also involved in litigation regarding patents in other countries where it does business, particularly in Europe. The laws concerning generic pharmaceuticals and patents differ from country to country. Damages for patent infringement in Europe may include lost profits or a reasonable royalty, but enhanced damages for willful infringement are generally not available.

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In July 2014, GlaxoSmithKline (“GSK”) sued Teva in Delaware federal court for infringement of a patent expiring in June 2015 directed to using carvedilol in a specified manner to decrease the risk of mortality in patients with congestive heart failure. Teva and eight other generic producers began selling their carvedilol tablets (the generic version of GSK’s Coreg®) in September 2007. A jury trial was held and the jury returned a verdict in GSK’s favor finding Teva liable for induced infringement, including willful infringement, and assessing damages of \$235.5 million, not including pre- or post-judgment interest or a multiplier for willfulness. Following post-trial motions filed by the parties, on March 28, 2018, the district court issued an opinion overturning the jury verdict and instead found no induced infringement by Teva, thereby finding that Teva did not owe any damages; the district court also denied Teva’s motion seeking to overturn the jury verdict with respect to invalidity. The provision that was originally included in the financial statements following the damages verdict in this matter was reversed following the opinion overturning the verdict as the exposure was no longer considered probable. A hearing on an appeal filed by both parties was held on September 4, 2019 and Teva awaits the Court’s decision. If the appeal of the district court’s decision is decided against Teva, the case would be remanded to the district court for it to consider Teva’s other legal and equitable defenses that have not yet been considered by the district court.

In 2014, Teva Canada succeeded in its challenge of the bortezomib (the generic equivalent of Velcade®) product and mannitol ester patents under the Patented Medicines (Notice Of Compliance) Regulations (“PM (NOC)”). At the time of Teva’s launch in 2015, annual sales of Velcade were approximately 94 million Canadian dollars. Additionally, Teva commenced an action under Section 8 of PM (NOC) to recover damages for being kept off of the market during the PM (NOC) proceedings. Janssen and Millennium filed a counterclaim for infringement of the same two patents as well as a patent covering a process to prepare bortezomib. The product patent expired in October 2015; the other patents expire in January 2022 and March 2025. In 2017, Teva entered into an agreement with Janssen and Millennium which limited the damages payable by either party depending on the outcome of the infringement/impeachment action. As a result, the most Janssen and Millennium could have recovered is 200 million Canadian dollars plus post-judgment interest. In June 2018, the court ruled that Janssen and Millennium pay Teva 5 million Canadian dollars in Section 8 damages. Janssen and Millennium filed an appeal, which was denied by the appellate court on November 4, 2019. On January 3, 2020, Janssen and Millennium applied for leave to appeal to the Canadian Supreme Court. On May 8, 2020, the Canadian Supreme Court denied Janssen and Millennium’s application. This matter is now closed.

Product Liability Litigation

Teva’s business inherently exposes it to potential product liability claims. Teva maintains a program of insurance, which may include commercial insurance, self-insurance (including direct risk retention), or a combination of both approaches, in amounts and on terms that it believes are reasonable and prudent in light of its business and related risks. However, Teva sells, and will continue to sell, pharmaceuticals that are not covered by its product liability insurance; in addition, it may be subject to claims for which insurance coverage is denied as well as claims that exceed its policy limits. Product liability coverage for pharmaceutical companies is becoming more expensive and increasingly difficult to obtain. As a result, Teva may not be able to obtain the type and amount of insurance it desires, or any insurance on reasonable terms, in all of its markets.

Teva and its subsidiaries are parties to litigation relating to previously unknown nitrosamine impurities discovered in certain products. The discovery led to a global recall of single and combination valsartan medicines around the world starting in July 2018. The nitrosamine impurities in valsartan are allegedly found in the active pharmaceutical ingredient (API) supplied by multiple API manufacturers. Teva’s products allegedly at issue in the litigation pending in the United States include valsartan, losartan, metformin and ranitidine. There are currently two Multi-District Litigations (“MDL”) pending in the United States District Courts. One MDL is pending in the United States District Court for the District of New Jersey for valsartan, losartan and irbesartan. The second MDL is pending in the United States District Court for the Southern District of Florida for ranitidine. The lawsuits against Teva in the MDLs consist of individual personal injury and/or product liability claims and economic damages claims brought by consumers and end payors on behalf of purported classes of other consumers and end payors as well as medical monitoring claims with respect to the New Jersey MDL. In addition to these MDLs, Teva has also been named in a consolidated proceeding pending in the United States District Court for the District of New Jersey brought by individuals and end payors seeking economic damages on behalf of purported classes of consumers and end payors who purchased Teva’s, as well as other generic manufacturers’ metformin products. Similar lawsuits are pending in Canada and Germany.

Competition Matters

As part of its generic pharmaceuticals business, Teva has challenged a number of patents covering branded pharmaceuticals, some of which are among the most widely-prescribed and well-known drugs on the market. Many of Teva’s patent challenges have resulted in litigation relating to Teva’s attempts to market generic versions of such pharmaceuticals under the federal Hatch-Waxman Act. Some of this litigation has been resolved through settlement agreements in which Teva obtained a license to market a generic version of the drug, often years before the patents expire.

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Teva and its subsidiaries have increasingly been named as defendants in cases that allege antitrust violations arising from such settlement agreements. The plaintiffs in these cases, which are usually direct and indirect purchasers of pharmaceutical products, and often assert claims on behalf of classes of all direct and indirect purchasers, typically allege that (1) Teva received something of value from the innovator in exchange for an agreement to delay generic entry, and (2) significant savings could have been realized if there had been no settlement agreement and generic competition had commenced earlier. These class action cases seek various forms of injunctive and monetary relief, including damages based on the difference between the brand price and what the generic price allegedly would have been and disgorgement of profits, which are automatically tripled under the relevant statutes, plus attorneys' fees and costs. The alleged damages generally depend on the size of the branded market and the length of the alleged delay, and can be substantial—potentially measured in multiples of the annual brand sales—particularly where the alleged delays are lengthy or branded drugs with annual sales in the billions of dollars are involved.

Teva believes that its settlement agreements are lawful and serve to increase competition, and has defended them vigorously. In Teva's experience to date, these cases have typically settled for a fraction of the high end of the damages sought, although there can be no assurance that such outcomes will continue.

In June 2013, the U.S. Supreme Court held, in Federal Trade Commission ("FTC") v. Actavis, Inc. (the "AndroGel case"), that a rule of reason test should be applied in analyzing whether such settlements potentially violate the federal antitrust laws. The Supreme Court held that a trial court must analyze each agreement in its entirety in order to determine whether it violates the antitrust laws. This new test has resulted in increased scrutiny of Teva's patent settlements, additional action by the FTC and state and local authorities, and an increased risk of liability in Teva's currently pending antitrust litigations.

Beginning in April 2006, certain subsidiaries of Teva were named in a class action lawsuit filed in the U.S. District Court for the Eastern District of Pennsylvania with allegations that the settlement agreements entered into between Cephalon, Inc., now a Teva subsidiary ("Cephalon"), and various generic pharmaceutical companies in late 2005 and early 2006 to resolve patent litigation involving certain finished modafinil products (marketed as PROVIGIL®) were unlawful because they had the effect of excluding generic competition. The cases also allege that Cephalon improperly asserted its PROVIGIL patent against the generic pharmaceutical companies. Separately, Apotex challenged Cephalon's PROVIGIL patent and, in October 2011, the court found the patent to be invalid and unenforceable based on inequitable conduct. Teva has either settled or reached agreements in principle to settle with all plaintiffs in such cases, except for an action brought by the State of Louisiana. The settlement with the State of California that was reached in 2019 received final court approval in June 2020. All settlements entered into in connection with the above proceeding are covered by the settlement fund explained below.

In May 2015, Cephalon entered into a consent decree with the FTC (the "Modafinil Consent Decree") under which the FTC dismissed its claims against Cephalon in the FTC Modafinil Action in exchange for payment of \$1.2 billion (less set-offs for prior settlements) by Cephalon and Teva into a settlement fund. The settlement fund does not cover any judgments or settlements outside the United States. Under the Modafinil Consent Decree, Teva also agreed to certain injunctive relief with respect to the types of settlement agreements Teva may enter into to resolve patent litigation in the United States for a period of ten years. The remaining balance of the settlement fund after consideration of the settlement with the State of California noted above is approximately \$19 million. In February 2019, in connection with the settlement of other unrelated FTC antitrust lawsuits, as described below, Teva and the FTC agreed to amend certain non-financial provisions of the Modafinil Consent Decree and to restart its ten-year term.

Additionally, following an investigation initiated by the European Commission in April 2011 regarding a modafinil patent settlement in Europe, the European Commission issued a Statement of Objections and a Supplementary Statement of Objection in July 2017 and June 2020, respectively, against both Cephalon and Teva alleging that the 2005 settlement agreement between the parties had the object and effect of hindering the entry of generic modafinil. No final decision regarding liability has yet been taken by the European Commission. The sales of modafinil in the European Economic Area during the last full year of the alleged breach amounted to €46.5 million.

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In January 2009, the FTC and the State of California filed a complaint for injunctive relief in California federal court alleging that a September 2006 patent lawsuit settlement between Watson Pharmaceuticals, Inc. (“Watson”), from which Teva later acquired certain assets and liabilities, and Solvay Pharmaceuticals, Inc. (“Solvay”) relating to AndroGel® 1% (testosterone gel) violated the antitrust laws. Additional lawsuits alleging similar claims were later filed by private plaintiffs (including plaintiffs purporting to represent classes of similarly situated claimants as well as retailer plaintiffs filing separately) and the various actions were consolidated in a multidistrict litigation in Georgia federal court. On February 22, 2019, the FTC stipulated to the dismissal of its claims against Watson, in exchange for Teva’s agreement to amend the Modafinil Consent Decree, as described above. Teva also settled with most of the retailer plaintiffs in April 2019. On July 16, 2018, the direct purchaser plaintiffs’ motion for class certification was denied, and in December 2019, Teva reached a settlement agreement with the three direct purchasers that had sought class certification. Settlement amounts were paid in full. In addition, in August 2019, certain other direct-purchaser plaintiffs (who would have been members of the direct purchaser class, had it been certified) filed their own claims in federal court in Philadelphia, challenging (in one complaint) both the September 2006 settlement between Watson and Solvay referenced above, as well as Teva’s December 2011 settlement with AbbVie involving AndroGel® and TriCor®, referenced below. Annual sales of AndroGel® 1% were approximately \$350 million at the time of the settlement and approximately \$140 million at the time Actavis launched its generic version of AndroGel® 1% in November 2015. A provision for this case was included in the financial statements.

In December 2011, three groups of plaintiffs sued Wyeth and Teva for alleged violations of the antitrust laws in connection with their settlement of patent litigation involving extended release venlafaxine (generic Effexor XR®) entered into in November 2005. The cases were filed by a purported class of direct purchasers, by a purported class of indirect purchasers and by certain chain pharmacies in the U.S. District Court for the District of New Jersey. The plaintiffs claim that the settlement agreement between Wyeth and Teva unlawfully delayed generic entry. In October 2014, the court granted Teva’s motion to dismiss in the direct purchaser cases, after which the parties agreed that the court’s reasoning applied equally to the indirect purchaser cases. Plaintiffs appealed and, in August 2017, the Third Circuit reversed the district court’s decision and remanded for further proceedings. In March 2020, the district court temporarily stayed discovery and referred the case to mediation. Annual sales of Effexor XR® were approximately \$2.6 billion at the time of settlement and at the time Teva launched its generic version of Effexor XR® in July 2010.

In February 2012, two purported classes of direct-purchaser plaintiffs sued GSK and Teva in New Jersey federal court for alleged violations of the antitrust laws in connection with their settlement of patent litigation involving lamotrigine (generic Lamictal®) entered into in February 2005. The plaintiffs claim that the settlement agreement unlawfully delayed generic entry and seek unspecified damages. In December 2012, the court dismissed the case, but in June 2015, the U.S. Court of Appeals for the Third Circuit reversed and remanded for further proceedings. In December 2018, the district court granted the direct-purchaser plaintiffs’ motion for class certification, but on April 22, 2020, the Third Circuit reversed that ruling and remanded for further class certification proceedings. Annual sales of Lamictal® were approximately \$950 million at the time of the settlement and approximately \$2.3 billion at the time Teva launched its generic version of Lamictal® in July 2008.

In April 2013, purported classes of direct purchasers of, and end payers for, Niaspan® (extended release niacin) sued Teva and Abbott for violating the antitrust laws by entering into a settlement agreement in April 2005, to resolve patent litigation over the product. A multidistrict litigation has been established in the U.S. District Court for the Eastern District of Pennsylvania. Throughout 2015 and in January 2016, several individual direct-purchaser opt-out plaintiffs filed complaints with allegations nearly identical to those of the direct purchasers’ class. In August 2019, the district court certified the direct-purchaser class, but in June 2020, the court denied the indirect purchasers’ motion for class certification. In October 2016, the District Attorney for Orange County, California, filed a similar complaint in California state court, which has since been amended, alleging violations of state law. Defendants moved to strike the District Attorney’s claims for restitution and civil penalties to the extent not limited to alleged activity occurring in Orange County. The Superior Court denied that motion. The Court of Appeals subsequently reversed the decision and in June 2020, the California Supreme Court reversed the Court of Appeals’ decision, allowing the District Attorney’s claims to proceed. Annual sales of Niaspan® were approximately \$416 million at the time of the settlement and approximately \$1.1 billion at the time Teva launched its generic version of Niaspan® in September 2013.

Beginning in 2013, several putative class actions were filed against Actavis, Inc. and certain of its affiliates, alleging that Watson’s 2012 patent lawsuit settlement with Endo Pharmaceuticals Inc. relating to Lidoderm® (lidocaine transdermal patches) violated the antitrust laws. The cases were consolidated as a multidistrict litigation in federal court in California and were settled in 2018. The FTC also filed suit to challenge the Lidoderm® settlement, although in February 2019, the FTC dismissed its claims against Actavis and Allergan, in exchange for Teva’s agreement to amend the Modafinil Consent Decree, as described above. In July 2019, Teva also settled a complaint brought by the State of California. On September 16, 2019, end-payers Blue Cross Blue Shield of Michigan and Blue Care Network of Michigan filed their own lawsuit against Watson, and other defendants, in Michigan state court. Defendants moved to dismiss that lawsuit on June 5, 2020, and those motions remain pending. On January 24, 2020, the State of Mississippi filed a complaint against Teva and Watson in Mississippi state court, which it subsequently amended on June 12, 2020.

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Since January 2014, numerous lawsuits have been filed in the U.S. District Court for the Southern District of New York by purported classes of end-payers for, and direct-purchasers of, Actos® and Actoplus Met (pioglitazone and pioglitazone plus metformin) against Takeda, the innovator, and several generic manufacturers, including Teva, Actavis and Watson. The lawsuits allege, among other things, that the settlement agreements between Takeda and the generic manufacturers violated the antitrust laws. The court dismissed the end-payers' lawsuits against all defendants in September 2015. On February 8, 2017, the Court of Appeals for the Second Circuit affirmed the dismissal in part and vacated and remanded the dismissal in part with respect to the claims against Takeda. The direct purchasers' case had been stayed pending resolution of the appeal in the end payer matter and the direct purchasers amended their complaint for a second time following the Second Circuit's decision, but on October 8, 2019, the district court dismissed, with prejudice, the direct purchasers' claims against the generic manufacturers (including Teva, Actavis, and Watson). At the time of Teva's settlement, annual sales of Actos® and Actoplus Met were approximately \$3.7 billion and approximately \$500 million, respectively. At the time Teva launched its authorized generic version of Actos® and Actoplus Met in August 2012, annual sales of Actos® and Actoplus Met were approximately \$2.8 billion and approximately \$430 million, respectively.

In September 2014, the FTC sued AbbVie Inc. and certain of its affiliates ("AbbVie") as well as Teva in federal court in Philadelphia alleging that they violated the antitrust laws by entering into a December 2011 settlement agreement to resolve the patent litigation on AndroGel® and a supply agreement under which AbbVie agreed to supply Teva with an authorized generic version of TriCor®. In May 2015, the court dismissed the FTC's claim concerning the settlement and supply agreements, and thus dismissed Teva from the case entirely. The FTC proceeded with a separate claim against AbbVie alone and, in June 2018, secured a \$448 million judgement against AbbVie. The FTC then filed a notice of appeal, including as to the claims against Teva that had been dismissed by the district court, but in February 2019, the FTC stipulated to dismiss Teva from its appeal, in exchange for Teva's agreement to amend the Modafinil Consent Decree, as described above. In August 2019, two groups of direct-purchaser plaintiffs filed similar claims against AbbVie and Teva, in the same federal court in Philadelphia where the FTC's claims had been pending. In December 2019, Teva reached a settlement agreement with one group of plaintiffs. The second group's claims challenge both Teva's December 2011 settlement with AbbVie and the September 2006 AndroGel® settlement between Watson and Solvay, referenced above. Those claims remain pending.

In May 2015, a purported class of end payers for Namenda IR® (memantine hydrochloride) filed a lawsuit against Forest Laboratories, LLC ("Forest"), the innovator, and several generic manufacturers, including Teva, alleging, among other things, that the settlement agreements between Forest and the generic manufacturers to resolve patent litigation over Namenda IR® violated the antitrust laws. Teva reached a settlement agreement with these plaintiffs, in principle, in July 2020, which has yet to be finalized. Annual sales of Namenda IR® at the time of the patent litigation settlement were approximately \$1.1 billion and approximately \$550 million at the time other manufacturers first launched generic versions of Namenda IR® in July 2015.

In January 2019, generic manufacturer Cipla Limited filed a lawsuit against Amgen in Delaware federal court, alleging, among other things, that a January 2, 2019 settlement agreement between Amgen and Teva, resolving patent litigation over cinacalcet (generic Sensipar®), violated the antitrust laws. In March 2019, Cipla Limited amended its complaint to name Teva as an additional defendant, and putative classes of direct-purchaser and end-payer plaintiffs have also filed antitrust lawsuits (which have since been consolidated in federal court in Delaware) against Amgen and Teva related to the January 2, 2019 settlement. Both Cipla Limited and the putative class plaintiffs seek damages and injunctive relief and the defendants moved to dismiss their claims on October 15, 2019. Those motions remain pending. Annual sales of Sensipar® in the United States were approximately \$1.4 billion at the time Teva launched its generic version of Sensipar® in December 2018, and at the time of the January 2, 2019 settlement.

On December 16, 2016, the U.K. Competition and Markets Authority ("CMA") issued a statement of objections (a provisional finding of breach of the Competition Act) in respect of certain allegations against Allergan, Actavis UK and certain Auden McKenzie entities alleging competition law breaches in connection with the supply of 10mg and 20mg hydrocortisone tablets in the U.K. On December 18, 2017, the CMA issued a Statement of Draft Penalty Calculation. On March 3, 2017 and February 28, 2019, the CMA issued second and third statements of objections in respect of certain additional allegations relating to the same products and covering part of the same time periods as in the first statement of objections. On February 12, 2020, the CMA issued a Supplementary Statement of Objections effectively combining the three previously issued statements referenced above. On January 9, 2017, Teva completed the sale of Actavis UK to Accord Healthcare Limited, in connection with which Teva will indemnify Accord Healthcare for potential fines imposed by the CMA and/or damages awarded by a court against Actavis UK in relation to the December 16, 2016 and March 3, 2017 statements of objections, and resulting from conduct prior to the closing date of the sale. In addition, Teva agreed to indemnify Allergan against losses arising from this matter in the event of any such fines or damages. A liability for this matter has been recorded in the financial statements.

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In October 2019, the European Commission commenced an inspection of Teva and subsequently requested information for purposes of investigating whether Teva may have abused a dominant position in the Multiple Sclerosis field, dating back to at least 2014. No formal proceedings have been initiated. Annual sales of COPAXONE in the European Economic Area for the past year were approximately \$431 million.

Government Investigations and Litigation Relating to Pricing and Marketing

Teva is involved in government investigations and litigation arising from the marketing and promotion of its pharmaceutical products in the United States.

In 2015 and 2016, Actavis and Teva USA each respectively received subpoenas from the U.S. Department of Justice (“DOJ”) Antitrust Division seeking documents and other information relating to the marketing and pricing of certain Teva USA generic products and communications with competitors about such products. A resolution with the DOJ may include material fines and additional compliance conditions. While efforts to reach a resolution are continuing, failure to reach a resolution with the DOJ will likely lead to criminal charges and could have a material adverse impact on the Company’s business.

In May 2018, Teva received a civil investigative demand from the DOJ Civil Division, pursuant to the federal False Claims Act, seeking documents and information produced since January 1, 2009 relevant to the Civil Division’s investigation concerning allegations that generic pharmaceutical manufacturers, including Teva, engaged in market allocation and price-fixing agreements, paid illegal remuneration, and caused false claims to be submitted in violation of the False Claims Act. An adverse resolution of this matter may include fines, penalties, financial forfeiture and compliance conditions.

In 2015 and 2016, Actavis and Teva USA each respectively received a subpoena from the Connecticut Attorney General seeking documents and other information relating to potential state antitrust law violations. Subsequently, on December 15, 2016, a civil action was brought by the attorneys general of twenty states against Teva USA and several other companies asserting claims under federal antitrust law alleging price fixing of generic products in the United States. That complaint was later amended to add new states as named plaintiffs, as well as new allegations and new state law claims, and on June 18, 2018, the attorneys general of 49 states plus Puerto Rico and the District of Columbia filed a consolidated amended complaint against Actavis and Teva, as well as other companies and individuals. On May 10, 2019, most (though not all) of these attorneys general filed yet another antitrust complaint against Actavis, Teva and other companies and individuals, alleging price-fixing and market allocation with respect to additional generic products. On November 1, 2019, the state attorneys general filed an amended complaint, bringing the total number of plaintiff states and territories to 54. The amended complaint alleges that Teva was at the center of a conspiracy in the generic pharmaceutical industry, and asserts that Teva and others fixed prices, rigged bids, and allocated customers and market share with respect to certain additional products. On June 10, 2020, most, but not all, of the same states, with the addition of the U.S. Virgin Islands, filed a third complaint in the District of Connecticut naming, among other defendants, Actavis, but not Teva USA in a similar complaint relating to dermatological generics products. In the various complaints described above, the states seek a finding that the defendants’ actions violated federal antitrust law and state antitrust and consumer protection laws, as well as injunctive relief, disgorgement, damages on behalf of various state and governmental entities and consumers, civil penalties and costs. All such complaints have been transferred to the generic drug multidistrict litigation in the Eastern District of Pennsylvania (“Pennsylvania MDL”) with the exception of the recently filed June 10, 2020 complaint, which transfer is currently pending. On July 13, 2020, the court overseeing the Pennsylvania MDL chose the attorneys’ general May 10, 2019 complaint, referenced above, along with three complaints filed by private plaintiffs, to proceed first in the litigation as bellwether complaints.

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Beginning on March 2, 2016, numerous complaints have been filed in the United States on behalf of putative classes of direct and indirect purchasers of several generic drug products, as well as several individual direct and indirect purchaser opt-out plaintiffs. These complaints, which allege that the defendants engaged in conspiracies to fix prices and/or allocate market share of generic products have been brought against various manufacturer defendants, including Teva and Actavis. The plaintiffs generally seek injunctive relief and damages under federal antitrust law, and damages under various state laws. On April 6, 2017, these cases were transferred to the Pennsylvania MDL. Additional cases were transferred to that court and the plaintiffs filed consolidated amended complaints on August 15, 2017. On October 16, 2018, the court denied certain of the defendants' motions to dismiss as to certain federal claims, and on February 15, 2019, the court granted in part and denied in part defendants' motions to dismiss as to certain state law claims. On July 18, 2019, and again on May 6, 2020, certain individual plaintiffs commenced a civil action in the Pennsylvania Court of Common Pleas of Philadelphia County against many of the defendants in the Pennsylvania MDL, including Teva and Actavis, but no complaint has been filed in either action and the July 18, 2019 case has been placed in deferred status. On November 13, 2019, several counties in New York commenced a civil action against many of the defendants in the Pennsylvania MDL, including Teva and Actavis, and the complaint has been transferred to the Pennsylvania MDL. On March 1, 2020, Harris County in Texas filed a complaint against several generic manufacturers including Teva and Actavis in the District Court for the Southern District of Texas. This complaint largely mirrors certain allegations in the complaints in the Pennsylvania MDL and has been transferred to the Pennsylvania MDL. There is also one similar complaint brought in Canada, which alleges that the defendants engaged in conspiracies to fix prices and/or allocate market share of generic drug products to the detriment of a class of private payors. The action is in its early stages.

On March 21, 2017, Teva received a subpoena from the U.S. Attorney's office in Boston, Massachusetts requesting documents related to Teva's donations to patient assistance programs. Teva has cooperated with the investigation and responded to the subpoena. An adverse resolution of this investigation may involve damages and civil penalties.

In December 2016, Teva resolved certain claims under the U.S. Foreign Corrupt Practices Act ("FCPA") with the SEC and the DOJ. The settlement included a fine, disgorgement and prejudgment interest, a three-year deferred prosecution agreement ("DPA") for Teva and the retention of an independent compliance monitor for a period of three years. In February 2020 the term of the monitorship provided for by the DPA and Teva's consent judgement with the SEC expired and on March 4, 2020, following Teva's certification to the SEC and the DOJ confirming that Teva had complied with its disclosure obligations under the DPA, the DOJ filed a motion to dismiss the information filed against Teva at the time the DPA was entered into. On July 21, 2020, the information was dismissed.

Opioids Litigation

Since May 2014, more than 3,000 complaints have been filed with respect to opioid sales and distribution against various Teva affiliates, along with several other pharmaceutical companies, by a number of cities, counties, states, other governmental agencies, tribes and private plaintiffs (including various putative class actions of individuals) in both state and federal courts. Most of the federal cases have been consolidated into a multidistrict litigation in the Northern District of Ohio ("MDL Opioid Proceeding") and many of the cases filed in state court have been removed to federal court and consolidated into the MDL Opioid Proceeding. Two cases that were in the MDL Opioid Proceeding were recently transferred back to federal district court for additional discovery, pre-trial proceedings and trial. Those cases are: City of Chicago v. Purdue Pharma L.P. et al., No. 14-cv-04361 (N.D. Ill.) and City and County of San Francisco v. Purdue Pharma L.P. et al., No. 18-cv-07591-CRB (N.D. Cal.). Other cases remain pending in various states. In some jurisdictions, such as Illinois, New York, Pennsylvania, South Carolina, Texas, Utah and West Virginia, certain state court cases have been transferred to a single court within their respective state court systems for coordinated pretrial proceedings. Complaints asserting claims under similar provisions of different state law, generally contend that the defendants allegedly engaged in improper marketing and distribution of opioids, including ACTIQ® and FENTORA®. The complaints also assert claims related to Teva's generic opioid products. In addition, over 930 personal injury plaintiffs, including various putative class actions of individuals, have asserted personal injury and wrongful death claims in over 600 complaints. Furthermore, approximately 700 complaints have named Anda, Inc. (and other distributors and manufacturers) alleging that Anda failed to develop and implement systems sufficient to identify suspicious orders of opioid products and prevent the abuse and diversion of such products to individuals who used them for other than legitimate medical purposes. Plaintiffs seek a variety of remedies, including restitution, civil penalties, disgorgement of profits, treble damages, attorneys' fees and injunctive relief. Certain plaintiffs assert that the measure of damages is the entirety of the costs associated with addressing the abuse of opioids and opioid addiction and certain plaintiffs specify multiple billions of dollars in the aggregate as alleged damages. In many of these cases, plaintiffs are seeking joint and several damages among all defendants.

Absent resolutions, trials are expected to proceed in several states in 2020 and 2021. A court in New York had set a date, for a liability trial only, to start in March 2020. However, that trial has been postponed due to the impact of COVID-19. A new trial date has not been set. It is difficult to predict when or if trials will occur in 2020 given the current impact of COVID-19 on the United States and the U.S. judicial system.

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In May 2019, Teva settled the Oklahoma litigation brought by the Oklahoma Attorney General (State of Oklahoma, ex. rel. Mike Hunter, Attorney General of Oklahoma vs. Purdue Pharma L.P., et. al.) for \$85 million. The settlement did not include any admission of violation of law for any of the claims or allegations made. As the Company demonstrated a willingness to settle part of the litigation, for accounting purposes, management considered a portion of opioid-related cases as probable and, as such, recorded an estimated provision in the second quarter of 2019. Given the relatively early stage of the cases, management viewed no amount within the range to be the most likely outcome. Therefore, management recorded a provision for the reasonably estimable minimum amount in the assessed range for such opioid-related cases in accordance with Accounting Standards Codification 450 “Accounting for Contingencies.”

On October 21, 2019, Teva reached a settlement with the two plaintiffs in the MDL Opioid Proceeding that was scheduled for trial for the Track One case, Cuyahoga and Summit Counties of Ohio. Under the terms of the settlement, Teva will provide the two counties with opioid treatment medication, buprenorphine naloxone (sublingual tablets), known by the brand name Suboxone®, with a value of \$25 million at wholesale acquisition cost and distributed over three years to help in the care and treatment of people suffering from addiction, and a cash payment in the amount of \$20 million, to be paid in four payments over three years.

Also on October 21, 2019, Teva and certain other defendants reached an agreement in principle with a group of Attorneys General from North Carolina, Pennsylvania, Tennessee and Texas for a nationwide settlement framework (the “framework”). The framework is designed to provide a mechanism by which the Company attempts to seek resolution of remaining potential and pending opioid claims by both the U.S. states and political subdivisions (i.e., counties, tribes and other plaintiffs) thereof. Under this framework, Teva would provide buprenorphine naloxone (sublingual tablets) with an estimated value of up to approximately \$23 billion at wholesale acquisition cost over a ten year period. In addition, Teva would also provide cash payments of up to \$250 million over a ten year period. The Company cannot predict if the framework will be finalized. Following these developments, the Company considered a range of potential settlement outcomes. The current provision is a reasonable estimate of the ultimate costs if the nationwide settlement framework is finalized in its current form. However, if not finalized in its current form for the entirety of the cases, a reasonable upper end of a range of loss cannot be determined. An adverse resolution of any of these lawsuits or investigations may involve large monetary penalties, damages, and/or other forms of monetary and non-monetary relief and could have a material and adverse effect on Teva’s reputation, business, results of operations and cash flows.

Separately, on April 27, 2018, Teva received subpoena requests from the United States Attorney’s office in the Western District of Virginia and the Civil Division seeking documents relating to the manufacture, marketing and sale of branded opioids. In August 2019, Teva received a grand jury subpoena from the United States Attorney’s Office for the Eastern District of New York for documents related to the Company’s anti-diversion policies and procedures and distribution of its opioid medications, in what the Company understands to be part of a broader investigation into manufacturers’ and distributors’ monitoring programs and reporting under the Controlled Substances Act. In September 2019, Teva received subpoenas from the New York State Department of Financial Services (NYDFS) as part of an industry-wide inquiry into the effect of opioid prescriptions on New York health insurance premiums. The Company is cooperating with NYDFS’s inquiry and producing documents in response to the various subpoenas and requests for information. Currently, Teva cannot predict how the nationwide settlement framework agreement (if finalized) will affect these investigations. In addition, a number of state attorneys general, including a coordinated multistate effort, have initiated investigations into sales and marketing practices of Teva and its affiliates with respect to opioids. Other states are conducting their own investigations outside of the multistate group. Teva is cooperating with these ongoing investigations and cannot predict their outcome at this time.

In addition, several jurisdictions in Canada have initiated litigation regarding opioids alleging similar claims as those in the United States. The cases in Canada are likely to be consolidated and are in their early stages.

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Shareholder Litigation

On November 6, 2016 and December 27, 2016, two putative securities class actions were filed in the U.S. District Court for the Central District of California against Teva and certain of its current and former officers and directors. Those lawsuits were consolidated and transferred to the U.S. District Court for the District of Connecticut (the “Ontario Teachers Securities Litigation”). On December 13, 2019, the lead plaintiff in that action filed an amended complaint, purportedly on behalf of purchasers of Teva’s securities between February 6, 2014 and May 10, 2019. The amended complaint asserts that Teva and certain of its current and former officers and directors violated federal securities and common laws in connection with Teva’s alleged failure to disclose pricing strategies for various drugs in its generic drug portfolio and by making allegedly false or misleading statements in certain offering materials. The amended complaint seeks unspecified damages, legal fees, interest, and costs. In July 2017, August 2017, and June 2019, other putative securities class actions were filed in other federal courts based on similar allegations, and those cases have been transferred to the U.S. District Court for the District of Connecticut. Between August 2017 and June 2020, nineteen complaints were filed against Teva and certain of its current and former officers and directors seeking unspecified compensatory damages, legal fees, costs and expenses. The similar claims in these complaints have been brought on behalf of plaintiffs, in various forums across the country, who have indicated that they intend to “opt-out” of the plaintiffs’ class if one is certified in the Ontario Teachers Securities Litigation. On March 10, 2020, the Court consolidated the Ontario Teachers Securities Litigation with all of the above-referenced putative class actions for all purposes and the “opt-out” cases for pretrial purposes. The case is now in discovery.

Motions to approve derivative actions against certain past and present directors and officers have been filed in Israeli Courts alleging negligence and recklessness with respect to the acquisition of the Rimsa business, the acquisition of Actavis Generics and the patent settlement relating to Lidoderm®. Motions for document disclosure prior to initiating derivative actions were filed with respect to several U.S. and EU settlement agreements, opioids and the U.S. price-fixing investigations. Motions to approve securities class actions against Teva and certain of its current and former directors and officers were filed in Israel based on allegations of improper disclosure of the above-mentioned pricing investigation, as well as lack of disclosure of negative developments in the generic sector, including price erosion with respect to Teva’s products. Various motions were filed in Israel to approve a derivative action, discovery and a class action related to claims regarding Teva’s above-mentioned FCPA resolution with the SEC and DOJ. The parties have reached a settlement which was approved by the Tel Aviv District Court on April 6, 2020.

Environmental Matters

Teva or its subsidiaries are party to a number of environmental proceedings, or have received claims, including under the federal Superfund law or other federal, provincial or state and local laws, imposing liability for alleged noncompliance, or for the investigation and remediation of releases of hazardous substances and for natural resource damages. Many of these proceedings and claims seek to require the generators of hazardous wastes disposed of at a third party-owned site, or the party responsible for a release of hazardous substances that impacted a site, to investigate and clean the site or to pay or reimburse others for such activities, including for oversight by governmental authorities and any related damages to natural resources. Teva or its subsidiaries have received claims, or been made a party to these proceedings, along with others, as an alleged generator of wastes that were disposed of or treated at third-party waste disposal sites, or as a result of an alleged release from one of Teva’s facilities or former facilities.

Although liability among the responsible parties, under certain circumstances, may be joint and several, these proceedings are frequently resolved so that the allocation of clean-up and other costs among the parties reflects the relative contributions of the parties to the site conditions and takes into account other pertinent factors. Teva’s potential liability varies greatly at each of the sites; for some sites the costs of the investigation, clean-up and natural resource damages have not yet been determined, and for others Teva’s allocable share of liability has not been determined. At other sites, Teva has taken an active role in identifying those costs, to the extent they are identifiable and estimable, which do not include reductions for potential recoveries of clean-up costs from insurers, indemnitors, former site owners or operators or other potentially responsible parties. In addition, enforcement proceedings relating to alleged violations of federal, state, commonwealth or local requirements at some of Teva’s facilities may result in the imposition of significant penalties (in amounts not expected to materially adversely affect Teva’s results of operations) and the recovery of certain costs and natural resource damages, and may require that corrective actions and enhanced compliance measures be implemented.

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Other Matters

On February 1, 2018, former shareholders of Ception Therapeutics, Inc., a company that was acquired by and merged into Cephalon in 2010, prior to Cephalon's acquisition by Teva, filed breach of contract and other related claims against the Company, Teva USA and Cephalon in the Delaware Court of Chancery. Among other things, the plaintiffs allege that Cephalon breached the terms of the 2010 Ception-Cephalon merger agreement by failing to exercise commercially reasonable efforts to develop and commercialize CINQAIR® (reslizumab) for the treatment of eosinophilic esophagitis ("EE"). The plaintiffs claim damages of at least \$200 million, an amount they allege is equivalent to the milestones payable to the former shareholders of Ception in the event Cephalon were to obtain regulatory approval for EE in the United States (\$150 million) and Europe (\$50 million). Defendants moved to dismiss the complaint and on December 28, 2018, the court granted the motion in part and dismissed all of plaintiffs' claims, except for their claim against Cephalon for breach of contract. Trial in this matter is currently scheduled for October 2021.

NOTE 11 – Income taxes:

In the second quarter of 2020, Teva recognized a tax benefit of \$104 million, on pre-tax loss of \$51 million. In the second quarter of 2019, Teva recognized a tax benefit of \$179 million, on pre-tax loss of \$850 million. Teva's tax rate for the second quarter of 2020 was mainly affected by impairments in jurisdictions in which tax rates are higher than Teva's average tax rate on its ongoing business operations and other changes to tax positions and deductions.

In the first six months of 2020, Teva recognized a tax benefit of \$163 million, on pre-tax loss of \$84 million. In the first six months of 2019, Teva recognized a tax benefit of \$170 million, on pre-tax loss of \$934 million. Teva's tax rate for the first six months of 2020 was mainly affected by impairments reflected in the quarter in jurisdictions in which tax rates are higher than Teva's average tax rate on its ongoing business operations and other changes to tax positions and deductions.

The statutory Israeli corporate tax rate is 23% in 2020. Teva's tax rate differs from the Israeli statutory tax rate, mainly due to generation of profits in various jurisdictions in which tax rates are different than the Israeli tax rate, tax benefits in Israel and other countries, as well as infrequent or discrete items.

Teva filed a claim seeking the refund of withholding taxes paid to the Indian tax authorities in 2012. Trial in this case is scheduled to begin in September 2020. A final and binding decision against Teva in this case may lead to an impairment of \$136 million.

The Israeli tax authorities issued a tax assessment decrees for 2013-2016, challenging the Company's positions on several issues. Teva will protest the 2013-2016 decrees before the Central District Court in Israel. The Company believes it has adequately provided for these items, however, an adverse result could be material.

NOTE 12 – Other assets impairments, restructuring and other items:

	Three months ended June 30,		Six months ended June 30,	
	2020 (U.S. \$ in millions)	2019 (U.S. \$ in millions)	2020 (U.S. \$ in millions)	2019 (U.S. \$ in millions)
Impairments of long-lived tangible assets (1)	\$ 277	\$ 48	\$ 352	\$ 68
Contingent consideration	76	24	83	(47)
Restructuring	33	47	73	79
Other	(6)	(18)	(5)	3
Total	\$ 381	\$ 101	\$ 502	\$ 103

(1) Including impairments related to exit and disposal activities

Impairments

Impairments of tangible assets for the three months ended June 30, 2020 and 2019 were \$277 million and \$48 million, respectively. The impairment for the three months ended June 30, 2020 was mainly related to an agreement to sell certain assets from Teva's business venture in Japan. See note 2.

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Impairments of tangible assets for the six months ended June 30, 2020 and 2019 were \$352 million and \$68 million, respectively. The impairment for the six months ended June 30, 2020 was mainly related to an agreement to sell certain assets from Teva's business venture in Japan and plant rationalization. See note 2.

Teva may record additional impairments in the future, to the extent it changes its plans on any given asset and/or the assumptions underlying such plans, as a result of its plant rationalization plan.

Contingent consideration

In the three months ended June 30, 2020, Teva recorded an expense of \$76 million for contingent consideration, compared to an expense of \$24 million in the three months ended June 30, 2019. The expense in the second quarter of 2020 was mainly related to a change in the estimated future royalty payments to Eagle Pharmaceuticals, Inc. ("Eagle") in connection with expected future bendamustine sales and the expected royalty payments in connection with lenalidomide (generic equivalent of Revlimid®) which was part of the Actavis acquisition.

In the six months ended June 30, 2020, Teva recorded an expense of \$83 million for contingent consideration, compared to an income of \$47 million in the six months ended June 30, 2019. The expense in the first six months of 2020 was mainly related to a change in the estimated future royalty payments to Eagle in connection with expected future bendamustine sales and the expected royalty payments in connection with lenalidomide (generic equivalent of Revlimid®), which was part of the Actavis acquisition.

Restructuring

In the three months ended June 30, 2020, Teva recorded \$33 million of restructuring expenses, compared to \$47 million in the three months ended June 30, 2019.

In the six months ended June 30, 2020, Teva recorded \$73 million of restructuring expenses, compared to \$79 million in the six months ended June 30, 2019.

The expenses for the three and six months ended June 30, 2020 were primarily related to residual expenses of the restructuring plan announced in 2017 and other network consolidation impacts.

The following tables provide the components of costs associated with Teva's restructuring plan, including other costs associated with Teva's restructuring plan and recorded under different items:

	Three months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
Restructuring		
Employee termination	\$ 3	\$ 36
Other	30	11
Total	\$ 33	\$ 47
Six months ended June 30,		
(U.S. \$ in millions)		
Restructuring		
Employee termination	\$ 36	\$ 56
Other	36	23
Total	\$ 73	\$ 79

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The following table provides the components of and changes in the Company's restructuring accruals:

	Employee termination costs	Other	Total
	(U.S. \$ in millions)		
Balance as of January 1, 2020	\$ (208)	\$ (7)	\$(215)
Provision	(36)	(36)	(73)
Utilization and other*	114	36	150
Balance as of June 30, 2020	<u><u>\$ (130)</u></u>	<u><u>\$ (7)</u></u>	<u><u>\$(137)</u></u>

* Includes adjustments for foreign currency translation.

Significant regulatory and other events

In July 2018, the FDA completed an inspection of Teva's manufacturing plant in Davie, Florida in the United States, and issued a Form FDA-483 to the site. In October 2018, the FDA notified Teva that the inspection of the site is classified as "official action indicated" (OAI). On February 5, 2019, Teva received a warning letter from the FDA that contained four additional enumerated concerns related to production, quality control, and investigations at this site. Teva has been working diligently to address the FDA's concerns in a manner consistent with current good manufacturing practice (cGMP) requirements, and to address those concerns as quickly and as thoroughly as possible. An FDA follow up inspection occurred in January 2020, resulting in some follow up findings, and Teva received a letter from the FDA dated April 24, 2020 notifying that the site continues to be classified as OAI. If Teva is unable to remediate the findings to the FDA's satisfaction, it may face additional consequences. These would potentially include delays in FDA approval for future products from the site, financial implications due to loss of revenues, impairments, inventory write offs, customer penalties, idle capacity charges, costs of additional remediation and possible FDA enforcement action. Teva expects to generate approximately \$161 million in revenues from this site in 2020, assuming remediation or enforcement does not cause any unscheduled slowdown or stoppage at the facility, however delays in FDA approvals of future products from the site may occur.

In July 2018, Teva announced the voluntary recall of valsartan and certain combination valsartan medicines in various countries due to the detection of trace amounts of a previously unknown nitrosamine impurity called NDMA found in valsartan API supplied by Zhejiang Huahai Pharmaceuticals Co. Ltd. ("Huahai"). Since July 2018, Teva has been actively engaged with global regulatory authorities in reviewing its sartan and other products to determine whether NDMA and/or other related nitrosamine impurities are present in specific products. Where necessary, Teva has initiated additional voluntary recalls. In December 2019, Teva reached a settlement with Huahai resolving its claims related to certain sartan API supplied by Huahai. Under the settlement agreement, Huahai agreed to compensate Teva for some of its direct losses and provide it with prospective cost reductions for API. The settlement does not release Huahai from liability for any losses Teva may incur as a result of third party personal injury or product liability claims relating to the sartan API at issue. In addition, multiple lawsuits have been filed in connection with this matter, which may lead to additional customer penalties, impairments and litigation costs.

In the second quarter of 2020, Teva's operations in its manufacturing facilities in Goa, India were temporarily suspended due to a water supply issue. Teva expects remediation of this issue to be completed in the third quarter of 2020. The impact to Teva's financial results in the second quarter of 2020 was immaterial, however, if the remediation takes longer than expected there may be further loss of sales, customer penalties or impairments to related assets.

NOTE 13 – Earnings (Loss) per share:

Basic earnings and loss per share are computed by dividing net results attributable to Teva's ordinary shareholders by the weighted average number of ordinary shares outstanding (including fully vested restricted share units ("RSUs")) during the period, net of treasury shares.

In computing diluted earnings per share for the three months ended June 30, 2020, basic earnings per share were adjusted to take into account the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, using the treasury stock method. No account was taken of the potential dilution by the convertible senior debentures, since they had an anti-dilutive effect on earnings per share. In computing diluted loss per share for the three months ended June 30, 2019, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

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In computing diluted earnings per share for the six months ended June 30, 2020, basic earnings per share were adjusted to take into account the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, using the treasury stock method. No account was taken of the potential dilution by the convertible senior debentures, since they had an anti-dilutive effect on earnings per share. In computing the diluted loss per share for the six months ended June 30, 2019, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

Basic and diluted earnings per share were \$0.13 for the three months ended June 30, 2020, compared to basic and diluted loss per share of \$0.63 for the three months ended June 30, 2019.

Basic and diluted earnings per share were \$0.19 for the six months ended June 30, 2020, compared to basic and diluted loss per share of \$0.73 for the six months ended June 30, 2019.

NOTE 14 – Accumulated other comprehensive income (loss):

The components of, and changes within, accumulated other comprehensive income (loss) attributable to Teva are presented in the table below:

	Net Unrealized Gains (Losses)			Benefit Plans	
	Foreign currency translation adjustments	Available-for-sale securities	Derivative financial instruments (U.S. \$ in millions)	Actuarial gains (losses) and prior service (costs) credits	Total
Balance as of December 31, 2019	\$ (1,794)	\$ —	\$ (420)	\$ (98)	\$(2,312)
Other comprehensive income (loss) before reclassifications	(428)	—	19	—	(409)
Amounts reclassified to the statements of income	—	—	18	—	18
Net other comprehensive income (loss) before tax	(428)	—	37	—	(391)
Net other comprehensive income (loss) after tax*	(428)	—	37	—	(391)
Balance as of June 30, 2020	\$ (2,222)	\$ —	\$ (383)	\$ (98)	\$(2,703)

* Amounts do not include a \$12 million gain from foreign currency translation adjustments attributable to non-controlling interests.

	Net Unrealized Gains (Losses)			Benefit Plans	
	Foreign currency translation adjustments	Available-for-sale securities	Derivative financial instruments (U.S. \$ in millions)	Actuarial gains (losses) and prior service (costs) credits	Total
Balance as of December 31, 2018	\$ (1,878)	\$ 1	\$ (504)	\$ (78)	\$(2,459)
Other comprehensive income (loss) before reclassifications	110	1	22	**	133
Amounts reclassified to the statements of income	—	—	15	—	15
Net other comprehensive income (loss) before tax	110	1	37	**	148
Net other comprehensive income (loss) after tax*	110	1	37	(1)	147
Balance as of June 30, 2019	\$ (1,768)	\$ 2	\$ (467)	\$ (79)	\$(2,312)

* Amounts do not include a \$23 million gain from foreign currency translation adjustments attributable to non-controlling interests.

** Represents an amount less than \$0.5 million.

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NOTE 15 – Segments:

Teva operates its business and reports its financial results in three segments:

- (a) North America segment, which includes the United States and Canada.
- (b) Europe segment, which includes the European Union and certain other European countries.
- (c) International Markets segment, which includes all countries other than those in the North America and Europe segments.

In addition to these three segments, Teva has other sources of revenues, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through its affiliate Medis.

Teva's Chief Executive Officer ("CEO"), who is the chief operating decision maker ("CODM"), reviews financial information prepared on a consolidated basis, accompanied by disaggregated information about revenues and contributed profit by the three identified reportable segments, namely North America, Europe and International Markets, to make decisions about resources to be allocated to the segments and assess their performance.

Segment profit is comprised of gross profit for the segment less R&D expenses, S&M expenses, G&A expenses and other income related to the segment. Segment profit does not include amortization and certain other items.

Teva manages its assets on a company basis, not by segments, as many of its assets are shared or commingled. Teva's CODM does not regularly review asset information by reportable segment and, therefore, Teva does not report asset information by reportable segment.

Teva's CEO may review its strategy and organizational structure from time to time. Any changes in strategy may lead to a reevaluation of the Company's segments and goodwill allocation to reporting units, as well as fair value attributable to its reporting units. See note 3 and note 6.

a. Segment information:

	Three months ended June 30,		
	2020		
	<u>North America</u>	<u>Europe</u> (U.S. \$ in millions)	<u>International Markets</u>
Revenues	\$ 2,047	\$ 1,001	\$ 488
Gross profit	1,090	548	247
R&D expenses	154	65	19
S&M expenses	254	188	105
G&A expenses	110	52	29
Other (income) expenses	(2)	(1)	(2)
Segment profit	<u>\$ 573</u>	<u>\$ 244</u>	<u>\$ 97</u>

	Three months ended June 30,		
	2019		
	<u>North America</u>	<u>Europe</u> (U.S. \$ in millions)	<u>International Markets*</u>
Revenues	\$ 2,071	\$ 1,183	\$ 582
Gross profit	1,067	674	312
R&D expenses	175	70	24
S&M expenses	269	216	119
G&A expenses	117	70	34
Other (income) expenses	2	1	(1)
Segment profit	<u>\$ 504</u>	<u>\$ 316</u>	<u>\$ 136</u>

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	Six months ended June 30,		
	2020		
	North America	Europe	International Markets
	(U.S. \$ in millions)		
Revenues	\$ 4,129	\$ 2,404	\$ 1,053
Gross profit	2,152	1,371	552
R&D expenses	300	120	34
S&M expenses	505	390	211
G&A expenses	228	118	63
Other (income) expenses	(4)	(2)	(8)
Segment profit	<u>\$ 1,123</u>	<u>\$ 746</u>	<u>\$ 253</u>

	Six months ended June 30,		
	2019		
	North America	Europe	International Markets*
	(U.S. \$ in millions)		
Revenues	\$ 4,118	\$ 2,448	\$ 1,103
Gross profit	2,107	1,404	582
R&D expenses	340	136	46
S&M expenses	537	431	234
G&A expenses	230	119	70
Other (income) expenses	(2)	(1)	(1)
Segment profit	<u>\$ 1,001</u>	<u>\$ 719</u>	<u>\$ 233</u>

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c for additional information.

The following table presents a reconciliation of Teva's segment profits to its consolidated operating income (loss) and to consolidated income (loss) before income taxes for the three and six months ended June 30, 2020 and 2019:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
	(U.S. \$ in millions)		(U.S. \$ in millions)	
North America profit	\$ 573	\$ 504	\$ 1,123	\$ 1,001
Europe profit	244	316	746	719
International Markets profit	97	136	253	233
Total reportable segments profit	914	956	2,121	1,954
Profit of other activities	66	55	102	76
Total segments profit	979	1,011	2,223	2,029
Amounts not allocated to segments:				
Amortization	249	285	507	568
Other assets impairments, restructuring and other items	381	101	502	103
Intangible asset impairments	120	561	768	1,030
Legal settlements and loss contingencies	13	646	(12)	703
Other unallocated amounts	44	62	93	136
Consolidated operating income (loss)	173	(644)	364	(510)
Financial expenses, net	223	206	448	425
Consolidated income (loss) before income taxes	<u>\$ (51)</u>	<u>\$ (850)</u>	<u>\$ (84)</u>	<u>\$ (934)</u>

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b. Segment revenues by major products and activities:

The following tables present revenues by major products and activities for the three and six months ended June 30, 2020 and 2019:

North America	Three months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
Generic products	\$ 923	\$ 946
AJOVY	34	23
AUSTEDO	161	96
BENDEKA/TREANDA	103	125
COPAXONE	238	274
ProAir*	66	65
QVAR	51	60
Anda	374	351
Other	96	131
Total	<u><u>\$ 2,047</u></u>	<u><u>\$ 2,071</u></u>

* Does not include revenues from the ProAir authorized generic, which are included under generic products.

North America	Six months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
Generic products	\$ 1,875	\$ 1,913
AJOVY	63	43
AUSTEDO	283	171
BENDEKA/TREANDA	208	247
COPAXONE	435	482
ProAir*	125	123
QVAR	97	124
Anda	800	729
Other	242	286
Total	<u><u>\$ 4,129</u></u>	<u><u>\$ 4,118</u></u>

* Does not include revenues from the ProAir authorized generic, which are included under generic products.

Europe	Three months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
Generic products	\$ 737	\$ 844
COPAXONE	84	107
Respiratory products	80	89
AJOVY	5	1
Other	95	142
Total	<u><u>\$ 1,001</u></u>	<u><u>\$ 1,183</u></u>

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Europe	<u>Six months ended June 30,</u>	
	<u>2020</u>	<u>2019</u>
	(U.S. \$ in millions)	
Generic products	\$ 1,769	\$ 1,763
COPAXONE	193	221
Respiratory products	186	181
AJOVY	9	1
Other	246	282
Total	<u><u>\$ 2,404</u></u>	<u><u>\$ 2,448</u></u>

International Markets	<u>Three months ended</u>	
	<u>June 30,</u>	
	<u>2020</u>	<u>2019*</u>
	(U.S. \$ in millions)	
Generic products	\$ 426	\$ 489
COPAXONE	12	13
Other	50	80
Total	<u><u>\$ 488</u></u>	<u><u>\$ 582</u></u>

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c for additional information.

International Markets	<u>Six months ended June 30,</u>	
	<u>2020</u>	<u>2019*</u>
	(U.S. \$ in millions)	
Generic products	\$ 875	\$ 930
COPAXONE	23	27
Other	154	147
Total	<u><u>\$ 1,053</u></u>	<u><u>\$ 1,103</u></u>

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c for additional information.

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NOTE 16 – Fair value measurement:

Financial items carried at fair value as of June 30, 2020 and December 31, 2019 are classified in the tables below in one of the three categories of fair value levels:

	June 30, 2020			
	Level 1	Level 2	Level 3 (U.S. \$ in millions)	Total
Cash and cash equivalents:				
Money markets	\$ 607	\$ —	\$ —	\$ 607
Cash, deposits and other	1,795	—	—	1,795
Investment in securities:				
Equity securities	15	—	—	15
Other, mainly debt securities	1	—	13	14
Derivatives:				
Asset derivatives—options and forward contracts	—	40	—	40
Liability derivatives—options and forward contracts	—	(52)	—	(52)
Contingent consideration*	—	—	(484)	(484)
Total	\$2,418	\$ (12)	\$ (471)	\$1,935
December 31, 2019				
Level 1				
Level 2				
Level 3 (U.S. \$ in millions)				
Cash and cash equivalents:				
Money markets	\$ 577	\$ —	\$ —	\$ 577
Cash, deposits and other	1,398	—	—	1,398
Investment in securities:				
Equity securities	42	—	—	42
Other, mainly debt securities	2	—	12	14
Derivatives:				
Asset derivatives—options and forward contracts	—	32	—	32
Liability derivatives—options and forward contracts	—	(41)	—	(41)
Liability derivatives—interest rate and cross-currency swaps	—	(22)	—	(22)
Contingent consideration*	—	—	(460)	(460)
Total	\$2,019	\$ (31)	\$ (448)	\$1,540

* Contingent consideration represents liabilities recorded at fair value in connection with acquisitions.

Teva determined the fair value of the liabilities for the contingent consideration based on a probability-weighted discounted cash flow analysis. This fair value measurement is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration is based on several factors, such as: the cash flows projected from the success of unapproved product candidates; the probability of success of product candidates, including risks associated with uncertainty regarding achievement and payment of milestone events; the time and resources needed to complete the development and approval of product candidates; the life of the potential commercialized products and associated risks of obtaining regulatory approvals in the United States and Europe, and the risk adjusted discount rate for fair value measurement. A probability of success factor ranging from 80% to 100% was used in the fair value calculation to reflect inherent regulatory and commercial risk of the contingent payments and IPR&D. The discount rate applied ranged from 7.5% to 8.5%. The weighted average discount rate, calculated based on the relative fair value of Teva's contingent consideration liabilities, was 8.1%. The contingent consideration is evaluated quarterly, or more frequently, if circumstances dictate. Changes in the fair value of contingent consideration are recorded in earnings. Significant changes in unobservable inputs, mainly the probability of success and cash flows projected, could result in material changes to the contingent consideration liabilities.

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The following table summarizes the activity for those financial assets and liabilities where fair value measurements are estimated utilizing Level 3 inputs:

	Six months ended June 30, 2020 (U.S. \$ in millions)
Fair value at the beginning of the period	\$ (448)
Revaluation of debt securities	1
Adjustments to provisions for contingent consideration:	
Actavis Generics transaction	(15)
Eagle transaction	(67)
Settlement of contingent consideration:	
Eagle transaction	58
Fair value at the end of the period	<u><u>\$ (471)</u></u>

Financial instruments not measured at fair value

Financial instruments measured on a basis other than fair value mostly consist of senior notes and convertible senior debentures and are presented in the table below in terms of fair value (level 1 inputs):

	Fair value*	
	June 30, 2020	December 31, 2019
	(U.S. \$ in millions)	
Senior notes included under senior notes and loans	\$23,131	\$ 22,686
Senior notes and convertible senior debentures included under short-term debt	1,595	2,318
Total	<u><u>\$24,726</u></u>	<u><u>\$ 25,004</u></u>

* Based on quoted market price. See note 7 for carrying value.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

We are a global pharmaceutical company, committed to helping patients around the world to access affordable medicines and benefit from innovations to improve their health. Our mission is to be a global leader in generics, specialty medicines and biopharmaceuticals, improving the lives of patients.

We operate worldwide, with headquarters in Israel and a significant presence in the United States, Europe and many other markets around the world. Our key strengths include our world-leading generic medicines expertise and portfolio, focused specialty medicines portfolio and global infrastructure and scale.

Teva was incorporated in Israel on February 13, 1944 and is the successor to a number of Israeli corporations, the oldest of which was established in 1901.

Our Business Segments

We operate our business through three segments: North America, Europe and International Markets. Each business segment manages our entire product portfolio in its region, including generics, specialty and OTC products. This structure enables strong alignment and integration between operations, commercial regions, R&D and our global marketing and portfolio function, optimizing our product lifecycle across therapeutic areas.

In addition to these three segments, we have other activities, primarily the sale of API to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis.

The COVID-19 Pandemic

As a leading global pharmaceutical company, Teva provides essential medicines to millions of patients around the world every day. Our priorities remain focused on the health and well-being of our employees and on our responsibility to continue to provide our medicines to the nearly 200 million patients who depend on us every day.

Our industry plays a critical role, particularly during such challenging times. We are working with governments to do all they can, in partnership with our industry, to maintain the development, production, supply and distribution of high quality medicines for patients worldwide during this unprecedented global health crisis.

Business Continuity

The supply chain supporting our key products – specialty, generics and API – remains largely uninterrupted, and with adequate product inventory across our network. Additionally, based on analysis of potential scenarios, we currently have inventory and redundancy plans in place to address potential shortfalls, if any. We are closely monitoring the evolving situation in our key manufacturing locations and commercial markets, and are accordingly adapting our business continuity plans. All our facilities that research, manufacture, order, pack, distribute and provide critical customer and patient services are currently functioning to meet demand for essential medicines for patients throughout the world.

Teva has worked since the early days of the COVID-19 pandemic to support efforts of governments and health services to curb the impact of the virus. Our global manufacturing network has been tirelessly focused on securing and scaling production of both API and finished doses for potential treatments that may prove essential in treating the condition nearly everywhere Teva does business. Teva will continue to work with governments and international organizations throughout the world to support emerging needs related to this crisis, while doing everything possible to also continue to supply our vast portfolio of medicines to patients.

R&D and New Launches

We do not expect a material impact on our ongoing clinical research programs and product launches as a result of the COVID-19 pandemic; however, we have experienced immaterial delays in clinical trials due to cessation or slow-downs of recruitment for patient studies and suspended regulatory inspections, delays in regulatory approvals of new products due to reduced capacity or re-prioritization of regulatory agencies and delays in pre-commercial launch activities. We may experience further delays if the pandemic continues for an extended period of time. All of our new product launches have been risk-assessed based on upcoming manufacturing and regulatory inspections.

Workforce Policy and Measures

Our employees across all aspects of our business are safeguarding the continuity of our activities and we are committed to supporting their efforts while caring for their personal health and safety. We are enacting appropriate measures to ensure the safe supply and transport of our medicines and APIs, and have established measures intended to ensure our sites remain open, allowing us to maintain our business, R&D and manufacturing operations. We have reduced the number of people in our facilities to only those who are essential and may not work remotely. By doing our part to reduce physical proximity to one another, we hope to better protect our overall workforce, and ultimately, the communities in which we live.

As we work through this health crisis, we continue to adapt our strategy for returning to usual operations at all organizational levels as events develop, under guiding principles to protect our business and maximize organizational productivity and efficiency, while simultaneously ensuring a safe workplace.

Trends

We still have limited insight into the extent to which our business may be impacted by the COVID-19 pandemic and there are many unknowns facing our industry and society at large. We are still not experiencing material delays in development, production and distribution of medicines or disruptions in our supply chains; however, longer term effects cannot be predicted at this time and would depend on the duration and severity of the pandemic and the restrictive measures put in place to control its impact. In the first quarter of 2020, we experienced increasing demand for certain medicines, as would be expected during a global crisis of this nature. We saw a compensating effect with lower demand for certain medicines during the second quarter of 2020. Although no one can predict future demand for pharmaceutical products, market dynamics or the scope or duration of the financial and other challenges arising from the pandemic, it is possible that we will continue to see variable demand during the remainder of the year, but we do not currently anticipate a material negative impact on our 2020 financial results due to the evolving global pandemic.

Highlights

Significant highlights in the second quarter of 2020 included:

- Revenues in the second quarter of 2020 were \$3,870 million, a decrease of 7% in U.S. dollar or 5% in local currency terms, compared to the second quarter of 2019, mainly due to lower revenues from generics, OTC and COPAXONE in all regions and lower revenues from QVAR and BENDEKA/TREANDA in our North America segment, as well as reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns, partially offset by higher revenues from AUSTEDO, Anda and AJOVY in the U.S.
- Our North America segment generated revenues of \$2,047 million and profit of \$573 million in the second quarter of 2020. Revenues decreased by 1% compared to the second quarter of 2019, mainly due to a decrease in revenues of COPAXONE, generic products and BENDEKA/TREANDA, partially offset by higher revenues from AUSTEDO, Anda and AJOVY. Profit increased by 14%, mainly due to the favorable mix of products, including AUSTEDO and AJOVY, and lower expenses.
- Our Europe segment generated revenues of \$1,001 million and profit of \$244 million in the second quarter of 2020. Revenues decreased by 15%, or 13% in local currency terms, compared to the second quarter of 2019. This decrease was mainly due to reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter and also led to a decline in doctor visits by patients resulting in fewer prescriptions during the second quarter of 2020. The decrease is also attributed to price declines for oncology products as a result of generic competition and a decline in COPAXONE revenues due to competing glatiramer acetate products, partially offset by new generic product launches. Profit decreased by 23%, mainly due to lower revenues, partially offset by lower expenses.
- Our International Markets segment generated revenues of \$488 million and profit of \$97 million in the second quarter of 2020. Revenues decreased by 16%, or 9% in local currency terms, compared to the second quarter of 2019, mainly due to lower sales in Japan. Revenues in the second quarter of 2020 were also impacted by reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter. The revenues in the second quarter of 2020 included \$16 million from a negative hedging impact. Profit decreased by 29%, mainly due to lower revenues and a negative hedging impact, partially offset by lower expenses.
- Impairments of identifiable intangible assets were \$120 million in the second quarter of 2020, compared to \$561 million in the second quarter of 2019. Impairment expenses in the second quarter of 2020 comprised of \$103 million of identifiable product rights and \$17 million of IPR&D assets.

- Other asset impairments, restructuring and other items were \$381 million in the second quarter of 2020, compared to expenses of \$101 million in the second quarter of 2019. The increase is primarily related to an agreement to sell certain assets from Teva's business venture in Japan.
- Legal settlements and loss contingencies expenses were \$13 million in the second quarter of 2020, compared to \$646 million in the second quarter of 2019. The expense in the second quarter of 2020 was mainly due to the increase of a reserve for certain legal expenses and settlement contributions related to products liability claims in the United States, partially offset by proceeds received following a settlement of the FCPA derivative proceedings in Israel. The expense in the second quarter of 2019 was mainly related to the \$85 million settlement paid in the opioid litigation brought by the Oklahoma Attorney General and an estimated provision made for certain other opioid cases.
- Operating income was \$173 million in the second quarter of 2020, compared to operating loss of \$644 million in the second quarter of 2019. The increase in the second quarter of 2020 was mainly due to higher legal settlements and loss contingencies charges in the second quarter of 2019 and lower intangible asset impairments charges in the second quarter of 2020, partially offset by higher other assets impairments, restructuring and other items in the second quarter of 2020.
- Financial expenses were \$223 million in the second quarter of 2020, compared to \$206 million in the second quarter of 2019. Financial expenses in the second quarter of 2020 and 2019 were mainly comprised of interest expenses of \$241 million and \$226 million, respectively.
- In the second quarter of 2020, we recognized a tax benefit of \$104 million, on pre-tax loss of \$51 million. In the second quarter of 2019, we recognized a tax benefit of \$179 million, on pre-tax loss of \$850 million. Our tax rate for the second quarter of 2020 was mainly affected by impairments in jurisdictions in which tax rates are higher than Teva's average tax rate on its ongoing business operations and other changes to tax positions and deductions.
- Exchange rate movements during the second quarter of 2020, net of hedging, negatively impacted revenues by \$79 million and operating income by \$35 million, compared to the second quarter of 2019.
- As of June 30, 2020, our debt was \$26,266 million, compared to \$26,103 million as of March 31, 2020. This increase was mainly due to exchange rate fluctuations. In July 2020, we repaid at maturity debt of €1,010 million.
- Cash flow generated from operating activities during the second quarter of 2020 was \$273 million, compared to cash flow used in operating activities of \$227 million in the second quarter of 2019. The increase in the second quarter of 2020 was mainly due to favorable collection of payments from customers in the second quarter of 2020 resulting from increased sales in the first quarter.
- During the second quarter of 2020, we generated free cash flow of \$582 million, which we define as comprising \$273 million in cash flow generated from operating activities, \$401 million in beneficial interest collected in exchange for securitized accounts receivables and \$39 million in proceeds from sale of property, plant and equipment, partially offset by \$131 million in cash used for capital investment. During the second quarter of 2019, we generated free cash flow of \$168 million, comprising \$227 million in cash flow used in operating activities, \$384 million in beneficial interest collected in exchange for securitized accounts receivables and \$20 million in proceeds from sale of property, plant and equipment and intangible assets, partially offset by \$112 million in cash used for capital investment. The increase in the second quarter of 2020 resulted mainly from higher cash flow generated from operating activities.

Alvotech Partnership

In August 2020, we entered into an exclusive partnership agreement with biopharmaceutical company Alvotech for the commercialization in the U.S. of five biosimilar product candidates. The initial pipeline for this partnership contains biosimilar candidates addressing multiple therapeutic areas. Under this agreement, Alvotech will be responsible for the development, registration and supply of the biosimilar product candidates and Teva will exclusively commercialize the products in the United States. The agreement includes an upfront payment payable by Teva, with subsequent milestone payments over the next few years. Teva and Alvotech will share profit from the commercialization of the biosimilars.

Results of Operations

Comparison of Three Months Ended June 30, 2020 to Three Months Ended June 30, 2019

Segment Information

North America Segment

The following table presents revenues, expenses and profit for our North America segment for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,			
	2020		2019	
	(U.S. \$ in millions / % of Segment Revenues)			
Revenues	\$2,047	100%	\$2,071	100.0%
Gross profit	1,090	53.3%	1,067	51.5%
R&D expenses	154	7.5%	175	8.5%
S&M expenses	254	12.4%	269	13.0%
G&A expenses	110	5.4%	117	5.6%
Other (income) expense	(2)	§	2	§
Segment profit*	\$ 573	28.0%	\$ 504	24.3%

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

North America Revenues

Our North America segment includes the United States and Canada. Revenues from our North America segment in the second quarter of 2020 were \$2,047 million, a decrease of \$24 million, or 1%, compared to the second quarter of 2019, mainly due to a decrease in revenues of COPAXONE, generics products and BENDEKA/TREANDA, partially offset by higher revenues from AUSTEDO, Anda and AJOVY.

Revenues by Major Products and Activities

The following table presents revenues for our North America segment by major products and activities for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,		Percentage Change 2019-2020
	2020	2019	
	(U.S. \$ in millions)		
Generic products	\$ 923	\$ 946	(2%)
AJOVY	34	23	50%
AUSTEDO	161	96	67%
BENDEKA/TREANDA	103	125	(18%)
COPAXONE	238	274	(13%)
ProAir*	66	65	2%
QVAR	51	60	(15%)
Anda	374	351	7%
Other	96	131	(27%)
Total	\$2,047	\$2,071	(1%)

* Does not include revenues from the ProAir authorized generic, which are included under generic products.

Generic products revenues in our North America segment (including biosimilars) in the second quarter of 2020 were \$923 million, a decrease of 2% compared to the second quarter of 2019. This decrease was mainly due to lower volume and lower royalty income, offset by an increase in revenues from TRUXIMA and from our ProAir® authorized generic due to higher demand related to the COVID-19 pandemic.

Among the most significant generic products we sold in North America in the second quarter of 2020 were TRUXIMA (the biosimilar to Rituxan®), albuterol sulfate inhalation aerosol (ProAir HFA authorized generic of our specialty product), epinephrine injectable solution (the generic equivalent of EpiPen® and EpiPen Jr.®), budesonide suspension for inhalation (the generics equivalent of Pulmicort®), amphetamine salt tablets (the generic equivalent of Adderall IR®) and lidocaine transdermal patch (the generic equivalent of Lidoderm Patch®).

On May 4, 2020, TRUXIMA became available in the U.S. for the treatment of rheumatoid arthritis, granulomatosis with polyangiitis (Wegener's Granulomatosis) and microscopic polyangiitis.

In the second quarter of 2020, we led the U.S. generics market in total prescriptions and new prescriptions, with approximately 376 million total prescriptions (based on trailing twelve months), representing 10.2% of total U.S. generic prescriptions according to IQVIA data.

AJOVY® revenues in our North America segment in the second quarter of 2020 were \$34 million, an increase of \$11 million, or 50% compared to the second quarter of 2019, mainly due to growth in volume in the second quarter of 2020 and the introduction of the auto-injector device. AJOVY was approved by the FDA and launched in the United States in September 2018 for the preventive treatment of migraine in adults. On January 27, 2020, the FDA approved an auto-injector device for AJOVY in the U.S., which became commercially available in April 2020. In addition, AJOVY was approved in Canada on April 14, 2020.

On May 12, 2017, we entered into a license and collaboration agreement with Otsuka Pharmaceutical Co., Ltd. ("Otsuka") providing Otsuka with an exclusive license to conduct phase 2 and 3 clinical trials for AJOVY in Japan and, once approved, to commercialize the product in Japan. Results for these trials were received in January 2020 indicating that primary and secondary endpoints were achieved and that no clinically significant adverse events were observed in subjects. On July 29, 2020, Otsuka submitted an application to obtain manufacturing and marketing approval for AJOVY in Japan.

AJOVY is also in clinical development to evaluate safety and efficacy in the treatment of post traumatic headache and fibromyalgia.

AJOVY is protected by patents expiring in 2026 in Europe and in 2027 in the United States. Applications for patent term extensions have been submitted in various markets around the world. An additional patent relating to the use of AJOVY in the treatment of migraine is issued in the United States and will expire in 2035. This patent is also pending in other countries. AJOVY will also be protected by regulatory exclusivity for 12 years from marketing approval in the United States and 10 years from marketing approval in Europe.

We have filed a lawsuit in the U.S. District Court for the District of Massachusetts alleging that Eli Lilly & Co.'s ("Lilly") marketing and sale of its galcanezumab product for the treatment of migraine infringes nine Teva patents. Lilly also submitted IPR (inter partes review) petitions to the Patent Trial and Appeal Board, challenging the validity of the nine patents asserted against it in the litigation. The litigation in the district court was stayed pending resolution of the IPR petitions. On February 18, 2020, the Patent Trial and Appeal Board issued decisions on the first six IPRs, finding the six patents invalid as being obvious. On April 21, 2020, we filed notices of appeal in connection with these decisions. On March 31, 2020 the Patent Trial and Appeal Board issued a decision upholding the three method of treatment patents. On June 1, 2020, Lilly filed notices of appeal in connection with the decisions on these three patents. The litigation stay ended following the issuance of the most recent IPR decisions, and the parties are proceeding with the litigation. In addition, we have entered into separate agreements with Alder Biopharmaceuticals, Inc. and Lilly, resolving the European Patent Office oppositions that they filed against our AJOVY patents. The settlement agreement with Lilly also resolved Lilly's action to revoke the patent protecting AJOVY in the United Kingdom.

AUSTEDO revenues in our North America segment in the second quarter of 2020 increased by 67%, to \$161 million, compared to \$96 million in the second quarter of 2019. This increase was mainly due to growth in volume in the second quarter of 2020.

In April 2017, AUSTEDO was approved by the FDA and launched in the United States for the treatment of chorea associated with Huntington disease. In August 2017, the FDA approved AUSTEDO for the treatment of tardive dyskinesia. In May 2020, AUSTEDO was approved in China for the treatment of chorea associated with Huntington disease and for the treatment of tardive dyskinesia.

AUSTEDO is protected in the United States by five Orange Book patents expiring between 2031 and 2033 and in Europe by two patents expiring in 2029.

BENDEKA and **TREANDA** combined revenues in our North America segment in the second quarter of 2020 decreased by 18% to \$103 million, compared to the second quarter of 2019, mainly due to the emergence of alternative novel therapies and continued competition from Belrapzo® (a ready-to-dilute bendamustine hydrochloride product from Eagle Pharmaceuticals, Inc. (“Eagle”)).

In July 2018, Eagle prevailed in its suit against the FDA to obtain seven years of orphan drug exclusivity in the United States for BENDEKA. On March 13, 2020, this decision was upheld in the appellate court. On May 27, 2020, the FDA filed a petition for rehearing *en banc*. It is unclear at this time whether the court will grant the petition. As things currently stand, drug applications referencing BENDEKA, TREANDA or any other bendamustine product will not be approved by the FDA until the orphan drug exclusivity expires in December 2022. However, it is unknown whether this will be changed by further appellate proceedings. In April 2019, we signed an amendment to the license agreement with Eagle extending the royalty term applicable to the United States to the full period for which we sell BENDEKA and increasing the royalty rate. In consideration, Eagle agreed to assume a portion of BENDEKA-related patent litigation expenses. In September 2019, a patent infringement action against four of the five ANDA filers for generic versions of BENDEKA was tried in the United States District Court for the District of Delaware. On April 27, 2020, the District Court upheld the validity of all of the asserted patents and found that all four ANDA filers infringe these patents. As a result, the ANDA filers should be enjoined until these patents expire in 2031.

Additionally, in July 2018, Teva and Eagle filed suit against Hospira, Inc. (“Hospira”) related to its 505(b)(2) new drug application (“NDA”) referencing BENDEKA in the U.S. District Court for the District of Delaware. Hospira’s 30-month stay expires in December 2020. On December 16, 2019, the Delaware District Court dismissed the case against Hospira on all but one of the asserted patents, which expires in 2031. Trial against Hospira on that patent is scheduled to begin on November 15, 2021.

We have U.S. Orange Book patents for TREANDA expiring between 2026 and 2031. One 505(b)(2) NDA was filed for a liquid version of bendamustine and 22 ANDAs with paragraph IV certifications were filed for generic versions of the lyophilized form of TREANDA. We have reached final settlements with all 23 filers, providing for the launch of generic versions of TREANDA prior to patent expiration.

COPAXONE revenues in our North America segment in the second quarter of 2020 decreased by 13% to \$238 million, compared to the second quarter of 2019, mainly due to generic competition in the United States.

The market for MS treatments continues to develop, particularly with the approvals of generic versions of COPAXONE, as well as additional generic versions expected to be approved in the future. Oral treatments for MS, such as Tecfidera®, Gilenya® and Aubagio®, continue to present significant and increasing competition. COPAXONE also continues to face competition from existing injectable products, as well as from monoclonal antibodies, such as Ocrevus®.

ProAir revenues in our North America segment in the second quarter of 2020 were \$66 million, flat compared to the second quarter of 2019. In January 2019, we launched our own ProAir authorized generic in the United States following the launch of a generic version of Ventolin® HFA, another albuterol inhaler. Revenues from our ProAir HFA authorized generic are included in “generic products” above. ProAir is the fourth-largest short-acting beta-agonist in the market, with an exit market share of 11.0% in terms of total number of prescriptions for albuterol inhalers during the second quarter of 2020, compared to 23.9% in the second quarter of 2019. The exit market share including our ProAir HFA authorized generic is 33.4%, making our overall albuterol product the second largest in the market, compared to 44.4% in the second quarter of 2019. In June 2014, we settled a patent challenge to ProAir HFA with Perrigo Company plc (“Perrigo”), under which Perrigo is now permitted to launch its generic product. In February 2020, Perrigo obtained FDA approval of its generic product and announced initial release of limited supplies. In November 2017, we settled another patent challenge to ProAir HFA with Lupin Pharmaceuticals, Inc. (“Lupin”), et al. permitting Lupin to launch its generic product on September 23, 2019, or earlier under certain circumstances.

In July 2020, we announced the launch of **ProAir® Digihaler®** (albuterol sulfate 117 mcg) inhalation powder, which is the first and only digital rescue inhaler with built-in sensors which connects to a companion mobile application and provides inhaler use information to people with asthma and COPD. ProAir Digihaler was approved by the FDA on December 21, 2018 for the treatment or prevention of bronchospasm in patients aged four years and older with reversible obstructive airway disease and for prevention of exercise-induced bronchospasm (EIB) in patients aged four years and older.

QVAR revenues in our North America segment in the second quarter of 2020 decreased by 15% to \$51 million, compared to the second quarter of 2019, mainly due to increased price competition and lower volumes. QVAR maintained its second-place position in the inhaled corticosteroids category in the United States, with an exit market share of 19.8% in terms of total number of prescriptions during the second quarter of 2020, compared to 20.2% in the second quarter of 2019.

Anda revenues in our North America segment in the second quarter of 2020 increased by 7% to \$374 million, compared to \$351 million in the second quarter of 2019, mainly due to higher volume increases primarily related to the COVID-19 pandemic. **Anda**, our distribution business in the United States, distributes generic, specialty and OTC pharmaceutical products from various third party manufacturers to independent retail pharmacies, pharmacy retail chains, hospitals and physician offices in the United States. **Anda** is able to compete in the secondary distribution market by maintaining high inventory levels for a broad offering of products, competitive pricing and offering next day delivery throughout the United States.

Product Launches and Pipeline

In the second quarter of 2020, we launched the generic version of the following branded products in North America:

<u>Product Name</u>	<u>Brand Name</u>	<u>Launch Date</u>	<u>Total Annual U.S. Branded Sales at Time of Launch (U.S. \$ in millions (IQVIA))*</u>
Deferasirox Tablets, 180mg	Jadenu®	April	\$ 53
Romidepsin Injection, 27.5 mg/5.5 mL (5 mg/mL)	**	April	—
Vigabatrin for Oral Solution, USP, 500mg	Sabril®	May	\$ 254
Everolimus Tablets, 2.5mg, 5mg & 7.5mg	Afinitor®	June	\$ 401

* The figures presented are for the twelve months ended in the calendar quarter immediately prior to our launch or re-launch.

** Approved via 505(b)(2) regulatory pathway; not equivalent to a brand product.

Our generic products pipeline in the United States includes, as of June 30, 2020, 237 product applications awaiting FDA approval, including 80 tentative approvals. This total reflects all pending ANDAs, supplements for product line extensions and tentatively approved applications and includes some instances where more than one application was submitted for the same reference product. Excluding overlaps, the branded products underlying these pending applications had U.S. sales for the twelve months ended March 31, 2020 exceeding \$119 billion, according to IQVIA. Approximately 70% of pending applications include a paragraph IV patent challenge, and we believe we are first to file with respect to 90 of these products, or 113 products including final approvals where launch is pending a settlement agreement or court decision. Collectively, these first to file opportunities represent over \$77 billion in U.S. brand sales for the twelve months ended March 31, 2020, according to IQVIA.

IQVIA reported brand sales are one of the many indicators of future potential value of a launch, but equally important are the mix and timing of competition, as well as cost effectiveness. The potential advantages of being the first filer with respect to some of these products may be subject to forfeiture, shared exclusivity or competition from so-called “authorized generics,” which may ultimately affect the value derived.

In the second quarter of 2020, we received tentative approvals for generic equivalents of the products listed in the table below, excluding overlapping applications. A “tentative approval” indicates that the FDA has substantially completed its review of an application and final approval is expected once the relevant patent expires, a court decision is reached, a 30-month regulatory stay lapses or a 180-day exclusivity period awarded to another manufacturer either expires or is forfeited.

<u>Generic Name</u>	<u>Brand Name</u>	<u>Total Annual U.S. Branded Sales at Time of Launch (U.S. \$ in millions (IQVIA))*</u>
Eliglustat Capsules, 84mg	Cerdelga®	\$ 111
Icosapent Capsules, 500mg & 1000mg	Vascepa®	\$ 972
Macitentan Tablets, 10mg	Opsumit®	\$ 590
Pemetrexed Disodium Injection, 100mg vial	Alimta®	\$ 255

* The figures presented are for the twelve months ended in the calendar quarter immediately prior to our launch or re-launch.

Below is a description of key products in our specialty pipeline as of June 30, 2020:

Product	Potential Indication(s)	Route of Administration	Development Phase (date entered phase 3)	Comments
<u>CNS, Neurology and Neuropsychiatry</u>				
AUSTEDO (deutetrabenazine)	Dyskinesia in cerebral palsy	Oral	3 (September 2019)	
TV-46000 (risperidone LAI)	Schizophrenia	Subcutaneous	3 (April 2018)	
<u>Migraine and Pain</u>				
fremanezumab (anti CGRP)	Post traumatic headache	Subcutaneous	2	
	fibromyalgia	Subcutaneous	2	
fasinumab	Osteoarthritis pain	Subcutaneous	3 (March 2016)	Developed in collaboration with Regeneron Pharmaceuticals, Inc. (“Regeneron”). See below table regarding phase 3 clinical trial results.

Respiratory

AirDuo® Digihaler®	Treatment of asthma in patients aged 12 years and older	Oral inhalation	Approved by FDA (July 2019)
ArmonAir® DigiHaler®	Treatment of asthma in patients aged 12 years and older	Oral inhalation	Approved by FDA (February 2020)
GoResp® DigiHaler® / DuoResp® DigiHaler®	Treatment of asthma in patients aged 12 years and older and COPD	Oral inhalation	Under regulatory review

Fasinumab. Results for two phase 3 clinical trials, FACT OA1 and FACT OA2, were released on August 5, 2020, indicating that the co-primary endpoints for fasinumab were achieved. Fasinumab 1 mg monthly demonstrated significant improvements in pain and physical function over placebo at week 16 and week 24, respectively. Fasinumab 1 mg monthly also showed nominally significant benefits in physical function in two trials and pain in one trial, when compared to the maximum FDA-approved prescription doses of non-steroidal anti-inflammatory drugs for osteoarthritis. The FACT OA1 trial included an additional treatment arm, fasinumab 1 mg every two months, which showed numerical benefit over placebo, but did not reach statistical significance. In initial safety analyses from the phase 3 trials, there was an increase in arthropathies reported with fasinumab. In a sub-group of patients from one phase 3 long-term safety trial, there was an increase in joint replacement with fasinumab 1 mg monthly treatment during the off-drug follow-up period, although this increase was not seen in the other trials to date. Additional longer-term safety data from the ongoing trials are being collected, and are expected to be reported early next year.

North America Gross Profit

Gross profit from our North America segment in the second quarter of 2020 was \$1,090 million, an increase of 2%, compared to \$1,067 million in the second quarter of 2019.

Gross profit margin for our North America segment in the second quarter of 2020 increased to 53.3%, compared to 51.5% in the second quarter of 2019. This increase was mainly due to the change in mix of products.

North America R&D Expenses

R&D expenses relating to our North America segment in the second quarter of 2020 were \$154 million, a decrease of 12%, compared to \$175 million in the second quarter of 2019.

For a description of our R&D expenses in the second quarter of 2020, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

North America S&M Expenses

S&M expenses relating to our North America segment in the second quarter of 2020 were \$254 million, a decrease of 6%, compared to \$269 million in the second quarter of 2019. This decrease was mainly due to cost reductions and efficiency measures as well as lower marketing and travel costs attributed to restrictions related to the COVID-19 pandemic.

North America G&A Expenses

G&A expenses relating to our North America segment in the second quarter of 2020 were \$110 million, a decrease of 6%, compared to \$117 million in the second quarter of 2019.

North America Profit

Profit from our North America segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our North America segment in the second quarter of 2020 was \$573 million, an increase of 14%, compared to \$504 million in the second quarter of 2019. This increase was due to the favorable mix of products, including AUSTEDO and AJOVY, and lower expenses, as discussed above.

Europe Segment

The following table presents revenues, expenses and profit for our Europe segment for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,			
	2020	2019	(U.S. \$ in millions / % of Segment Revenues)	
Revenues	\$ 1,001	100%	\$ 1,183	100%
Gross profit	548	54.7%	674	56.9%
R&D expenses	65	6.5%	70	5.9%
S&M expenses	188	18.8%	216	18.3%
G&A expenses	52	5.2%	70	5.9%
Other (income) expense	(1)	§	1	§
Segment profit*	<u>\$ 244</u>	<u>24.3%</u>	<u>\$ 316</u>	<u>26.7%</u>

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

Europe Revenues

Our Europe segment includes the European Union and certain other European countries. Revenues from our Europe segment in the second quarter of 2020 were \$1,001 million, a decrease of 15% or \$182 million, compared to the second quarter of 2019. In local currency terms, revenues decreased by 13%, mainly due to reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter, and also led to a decline in doctor visits by patients resulting in fewer prescriptions during the second quarter of 2020. The decrease is also attributed to price declines for oncology products as a result of generic competition and a decline in COPAXONE revenues due to competing glatiramer acetate products, partially offset by new generic product launches.

Revenues by Major Products and Activities

The following table presents revenues for our Europe segment by major products and activities for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,		Percentage Change 2019-2020
	2020	2019	
	(U.S. \$ in millions)		
Generic products	\$ 737	\$ 844	(13%)
COPAXONE	84	107	(21%)
Respiratory products	80	89	(11%)
AJOVY	5	1	477%
Other	95	142	(33%)
Total	<u>\$ 1,001</u>	<u>\$ 1,183</u>	<u>(15%)</u>

Generic products revenues in our Europe segment in the second quarter of 2020, including OTC products, decreased by 13% to \$737 million, compared to the second quarter of 2019. In local currency terms, revenues decreased by 10% compared to the second quarter of 2019, mainly due to reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter, and also led to a decline in doctor visits by patients resulting in fewer prescriptions during the second quarter of 2020, partially offset by new generic product launches.

COPAXONE revenues in our Europe segment in the second quarter of 2020 decreased by 21% to \$84 million, compared to the second quarter of 2019. In local currency terms, revenues decreased by 19%, mainly due to price reductions and a decline in volume resulting from competing glatiramer acetate products and by reduced demand resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter.

COPAXONE 40 mg/mL is protected by one European patent expiring in 2030. This patent is being challenged in various European jurisdictions. In October 2017, the U.K. High Court found this patent invalid and our application for permission to appeal this decision was rejected. The patent was upheld by the Opposition Division of the European Patent Office in April 2019. A hearing for an appeal in this case has been postponed until September 2020.

Respiratory products revenues in our Europe segment in the second quarter of 2020 decreased by 11% to \$80 million, compared to the second quarter of 2019. In local currency terms, revenues decreased by 8%, mainly due to reduced demand resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter.

AJOVY revenues in our Europe segment in the second quarter of 2020 were \$5 million, compared to \$1 million in the second quarter of 2019.

AJOVY was granted a Marketing Authorization in the European Union by the European Medicines Agency (“EMA”) in a centralized process in April 2019. We commenced launching AJOVY in certain European markets in May 2019 and are moving forward with plans to launch in other European countries. In October 2019, we received approval from the EMA for AJOVY’s auto-injector submission in the European Union and we commenced launch in March 2020. For information about AJOVY patent protection, see “—North America Revenues—Revenues by Major Product” above.

Product Launches and Pipeline

As of June 30, 2020, our generic products pipeline in Europe included 177 generic approvals relating to 43 compounds in 80 formulations, no EMA approvals received. In addition, approximately 1,121 marketing authorization applications pending approval in 37 European countries, relating to 126 compounds in 245 formulations. No applications are pending with the EMA.

For information regarding our specialty pipeline and launches in the second quarter of 2020, see “—North America Segment—Product Launches and Pipeline” above.

Europe Gross Profit

Gross profit from our Europe segment in the second quarter of 2020 was \$548 million, a decrease of 19% compared to \$674 million in the second quarter of 2019. This decrease was mainly due to lower revenues, partially offset by new generic product launches, as discussed above.

Gross profit margin for our Europe segment in the second quarter of 2020 decreased to 54.7%, compared to 56.9% in the second quarter of 2019. This decrease was mainly due to price decreases in certain specialty products.

Europe R&D Expenses

R&D expenses relating to our Europe segment in the second quarter of 2020 were \$65 million, a decrease of 7% compared to \$70 million in the second quarter of 2019.

For a description of our R&D expenses in the second quarter of 2020, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

Europe S&M Expenses

S&M expenses relating to our Europe segment in the second quarter of 2020 were \$188 million, a decrease of 13% compared to \$216 million in the second quarter of 2019. This decrease was mainly due to lower marketing and travel costs attributed to restrictions related to the COVID-19 pandemic.

Europe G&A Expenses

G&A expenses relating to our Europe segment in the second quarter of 2020 were \$52 million, a decrease of 26% compared to \$70 million in the second quarter of 2019.

Europe Profit

Profit of our Europe segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our Europe segment in the second quarter of 2020 was \$244 million, a decrease of 23%, compared to \$316 million in the second quarter of 2019. This decrease was mainly due to lower revenues, partially offset by lower expenses, as discussed above.

International Markets Segment

The following table presents revenues, expenses and profit for our International Markets segment for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,			
	2020	2019**		
	(U.S. \$ in millions / % of Segment Revenues)			
Revenues	\$ 488	100%	\$ 582	100%
Gross profit	247	50.8%	312	53.7%
R&D expenses	19	3.9%	24	4.0%
S&M expenses	105	21.4%	119	20.5%
G&A expenses	29	6.0%	34	5.9%
Other (income) expense	(2)	-\$	(1)	-\$
Segment profit*	\$ 97	19.9%	\$ 136	23.4%

§ Represents an amount less than 0.5%.

* Segment profit does not include amortization and certain other items.

** The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

International Markets Revenues

Our International Markets segment includes all countries in which we operate other than those in our North America and Europe segments. The International Markets segment includes more than 35 countries, covering a substantial portion of the global pharmaceutical market. Our key international markets are Japan, Russia and Israel. The countries in our International Markets segment include highly regulated, pure generic markets, such as Israel, branded generics oriented markets, such as Russia and certain Latin America markets and hybrid markets, such as Japan.

On July 30, 2020, we entered into an agreement to sell the majority of the generic and operational assets of our business venture in Japan. We expect this transaction to close by early 2021.

Revenues from our International Markets segment in the second quarter of 2020 were \$488 million, a decrease of \$94 million, or 16%, compared to the second quarter of 2019. In local currency terms, revenues decreased by 9% compared to the second quarter of 2019, mainly due to lower sales in Japan resulting from regulatory price reductions and generic competition to off-patented products, as well as loss of revenues from the sale of certain assets in the Israeli market. Revenues in the second quarter of 2020 were also impacted by reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter. The revenues in the second quarter of 2020 included \$16 million from a negative hedging impact, which are included in "Other" in the table below. See note 8d to our consolidated financial statements.

The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

Revenues by Major Products and Activities

The following table presents revenues for our International Markets segment by major products and activities for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,		Percentage Change 2019-2020
	2020 (U.S. \$ in millions)	2019*	
Generic products	\$ 426	\$ 489	(13%)
COPAXONE	12	13	(13%)
Other	50	80	(38%)
Total	<u>\$ 488</u>	<u>\$ 582</u>	(16%)

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

Generic products revenues in our International Markets segment in the second quarter of 2020, which include OTC products, decreased by 13% to \$426 million, compared to the second quarter of 2019. In local currency terms, revenues decreased by 7%, mainly due to lower sales in Japan resulting from regulatory price reductions and generic competition to off-patented products. Revenues in the second quarter of 2020 were also impacted by reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns. The COVID-19 pandemic led to increased demand in the first quarter and a correlating decrease in demand in the second quarter.

COPAXONE revenues in our International Markets segment in the second quarter of 2020 decreased by 13% to \$12 million, compared to \$13 million in the second quarter of 2019. In local currency terms, revenues decreased by 2%.

International Markets Gross Profit

Gross profit from our International Markets segment in the second quarter of 2020 was \$247 million, a decrease of 21% compared to \$312 million in the second quarter of 2019.

Gross profit margin for our International Markets segment in the second quarter of 2020 decreased to 50.8%, compared to 53.7% in the second quarter of 2019. This decrease was mainly due to lower sales as discussed above.

International Markets R&D Expenses

R&D expenses relating to our International Markets segment in the second quarter of 2020 were \$19 million, a decrease of 19% compared to \$24 million in the second quarter of 2019.

For a description of our R&D expenses in the second quarter of 2020, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

International Markets S&M Expenses

S&M expenses relating to our International Markets segment in the second quarter of 2020 were \$105 million, a decrease of 12% compared to \$119 million in the second quarter of 2019. This decrease was mainly due to lower marketing and travel costs attributed to restrictions related to the COVID-19 pandemic.

International Markets G&A Expenses

G&A expenses relating to our International Markets segment in the second quarter of 2020 were \$29 million, a decrease of 16% compared to \$34 million in the second quarter of 2019.

International Markets Profit

Profit of our International Markets segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our International Markets segment in the second quarter of 2020 was \$97 million, a decrease of 29%, compared to \$136 million in the second quarter of 2019. This decrease was mainly due to lower revenues and a negative hedging impact, partially offset by lower expenses, as discussed above.

Other Activities

We have other sources of revenues, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis. Our other activities are not included in our North America, Europe or International Markets segments described above.

Our revenues from other activities in the second quarter of 2020 were \$335 million, a decrease of 2% compared to the second quarter of 2019. In local currency terms, revenues decreased by 1%.

API sales to third parties in the second quarter of 2020 were \$211 million, an increase of 4% in both U.S. dollar and local currency terms, compared to the second quarter of 2019.

Teva Consolidated Results

The data presented with respect to revenues, gross profit, R&D expenses, S&M expenses, G&A expenses and operating income (loss) for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

Revenues

Revenues in the second quarter of 2020 were \$3,870 million, a decrease of 7% or 5% in local currency terms, compared to the second quarter of 2019. This decrease was mainly due to lower revenues from generics, OTC and COPAXONE in all regions and lower revenues from QVAR and BENDEKA/TREANDA in our North America segment, as well as reduced demand for certain products resulting from the impact the COVID-19 pandemic had on purchasing patterns, partially offset by higher revenues from AUSTEDO, Anda and AJOVY. See “—North America Revenues,” “—Europe Revenues,” “—International Markets Revenues” and “—Other Activities” above.

Exchange rate movements during the second quarter of 2020, net of hedging, negatively impacted revenues by \$79 million, compared to the second quarter of 2019. See note 8d to our consolidated financial statements.

Gross Profit

Gross profit in the second quarter of 2020 was \$1,763 million, a decrease of 7% compared to the second quarter of 2019. This decrease was mainly a result of the factors discussed above under “—North America Gross Profit,” “—Europe Gross Profit” and “—International Markets Gross Profit.”

Gross profit margin was 45.5% in the second quarter of 2020, compared to 45.3% in the second quarter of 2019.

The increase in gross profit margin was mainly due to higher profitability in North America resulting from the change in mix of products, partially offset by lower profitability in Europe resulting from price decreases in our specialty products, as well as lower profitability in International Markets primarily resulting from lower sales in Japan and the impact the COVID-19 pandemic had on purchasing patterns, as well as lower sales of COPAXONE and other specialty products.

Research and Development (R&D) Expenses

R&D expenses in the second quarter of 2020 were \$225 million, a decrease of 19% compared to the second quarter of 2019.

Our R&D activities for generic products in each of our segments include both (i) direct expenses relating to product formulation, analytical method development, stability testing, management of bioequivalence and other clinical studies and regulatory filings; and (ii) indirect expenses, such as costs of internal administration, infrastructure and personnel.

Our R&D activities for specialty products in each of our segments include costs of discovery research, preclinical development, early- and late-clinical development and drug formulation, clinical trials and product registration costs. These expenditures are reported net of contributions received from collaboration partners. Our spending takes place throughout the development process, including (i) early-stage projects in both discovery and preclinical phases; (ii) middle-stage projects in clinical programs up to phase 3; (iii) late-stage projects in phase 3 programs, including where a new drug application is currently pending approval; (iv) life cycle management and post-approval studies for marketed products; and (v) indirect expenses that support our overall specialty R&D efforts but are not allocated by product or to specific R&D projects, such as the costs of internal administration, infrastructure and personnel.

In the second quarter of 2020, our R&D expenses related primarily to specialty product candidates in the pain, migraine and respiratory therapeutic areas, with additional activities in selected other areas and generic products including biosimilars. Our lower R&D expenses in the second quarter of 2020, compared to the second quarter of 2019, resulted primarily from the life cycle and stage of various projects, as well as an impact related to the COVID-19 pandemic.

R&D expenses as a percentage of revenues were 5.8% in the second quarter of 2020, compared to 6.6% in the second quarter of 2019.

Selling and Marketing (S&M) Expenses

S&M expenses in the second quarter of 2020 were \$597 million, a decrease of 10% compared to the second quarter of 2019. Our S&M expenses were primarily the result of the factors discussed above under “—North America Segment— S&M Expenses,” “—Europe Segment— S&M Expenses” and “—International Markets Segment— S&M Expenses.”

S&M expenses as a percentage of revenues were 15.4% in the second quarter of 2020, compared to 15.9% in the second quarter of 2019.

General and Administrative (G&A) Expenses

G&A expenses in the second quarter of 2020 were \$264 million, a decrease of 11% compared to the second quarter of 2019.

G&A expenses as a percentage of revenues were 6.8% in the second quarter of 2020, compared to 7.1% in the second quarter of 2019.

Intangible Asset Impairments

We recorded expenses of \$120 million for identifiable intangible asset impairments in the second quarter of 2020, compared to expenses of \$561 million in the second quarter of 2019. See note 5 to our consolidated financial statements.

Other Asset Impairments, Restructuring and Other Items

We recorded expenses of \$381 million for other asset impairments, restructuring and other items in the second quarter of 2020, compared to expenses of \$101 million in the second quarter of 2019. See note 12 to our consolidated financial statements.

Significant regulatory and other events

In July 2018, the FDA completed an inspection of our manufacturing plant in Davie, Florida in the United States, and issued a Form FDA-483 to the site. In October 2018, the FDA notified us that the inspection of the site is classified as “official action indicated” (OAI). On February 5, 2019, we received a warning letter from the FDA that contained four additional enumerated concerns related to production, quality control and investigations at this site. We have been working diligently to address the FDA’s concerns in a manner consistent with current good manufacturing practice (cGMP) requirements as quickly and as thoroughly as possible. An FDA follow up inspection occurred in January 2020, resulting in some follow up findings and we received a letter from the FDA dated April 24, 2020 notifying us that the site continues to be classified as OAI. If we are unable to remediate the findings to the FDA’s satisfaction, we may face additional consequences. These would potentially include delays in FDA approval for future products from the site, financial implications due to loss of revenues, impairments, inventory write offs, customer penalties, idle capacity charges, costs of additional remediation and possible FDA enforcement action. We expect to generate approximately \$161 million in revenues from this site in 2020, assuming remediation or enforcement does not cause any unscheduled slowdown or stoppage at the facility, however, delays in FDA approvals of future products from the site may occur.

In July 2018, we announced the voluntary recall of valsartan and certain combination valsartan medicines in various countries due to the detection of trace amounts of a previously unknown nitrosamine impurity called NDMA found in valsartan API supplied by Zhejiang Huahai Pharmaceuticals Co. Ltd. ("Huahai"). Since July 2018, we have been actively engaged with global regulatory authorities in reviewing our sartan and other products to determine whether NDMA and/or other related nitrosamine impurities are present in specific products. Where necessary, we have initiated additional voluntary recalls. In December 2019, we reached a settlement with Huahai resolving our claims related to certain sartan API supplied by Huahai. Under the settlement agreement, Huahai agreed to compensate Teva for some of its direct losses and provide it with prospective cost reductions for API. The settlement does not release Huahai from liability for any losses we may incur as a result of third party personal injury or product liability claims relating to the sartan API at issue. In addition, multiple lawsuits have been filed in connection with this matter, which may lead to additional customer penalties, impairments and litigation costs.

In the second quarter of 2020, our operations in our manufacturing facilities in Goa, India were temporarily suspended due to a water supply issue. We expect remediation of this issue to be completed in the third quarter of 2020. The impact to our financial results in the second quarter of 2020 was immaterial, however, if the remediation takes longer than expected there may be further loss of sales, customer penalties or impairments to related assets.

Restructuring

In the second quarter of 2020, we recorded \$33 million of restructuring expenses, compared to \$47 million in the second quarter of 2019. The expenses in the second quarter of 2020 were primarily related to residual expenses of the restructuring plan announced in 2017 and other network consolidation impacts.

Legal Settlements and Loss Contingencies

In the second quarter of 2020, we recorded an expense of \$13 million in legal settlements and loss contingencies, compared to \$646 million in the second quarter of 2019. The expense in the second quarter of 2020 was mainly due to the increase of a reserve for certain legal expenses and settlement contributions related to products liability claims in the United States, partially offset by proceeds received following a settlement of the FCPA derivative proceedings in Israel. The expense in the second quarter of 2019, was mainly related to the \$85 million settlement paid in the opioid litigation brought by the Oklahoma Attorney General and an estimated provision made for certain other opioid cases.

Other Income

Other income in the second quarter of 2020 was \$9 million, flat compared to the second quarter of 2019.

Other income as a percentage of revenues was 0.2% in the second quarters of both 2020 and 2019.

Operating Income (Loss)

Operating income was \$173 million in the second quarter of 2020, compared to operating loss of \$644 million in the second quarter of 2019.

Operating income as a percentage of revenues was 4.5% in the second quarter of 2020, compared to operating loss as a percentage of revenues of 15.4% in the second quarter of 2019. This increase was mainly due to higher legal settlements and loss contingencies charges in the second quarter of 2019 and lower intangible asset impairments charges in the second quarter of 2020, as well as the changes discussed above, partially offset by higher other assets impairments, restructuring and other items in the second quarter of 2020.

Financial Expenses, Net

Financial expenses were \$223 million in the second quarter of 2020, compared to \$206 million in the second quarter of 2019. Financial expenses in the second quarter of 2020 and 2019 were mainly comprised of interest expenses of \$241 million and \$226 million, respectively.

The following table presents a reconciliation of our segment profits to our consolidated operating income (loss) and to consolidated income (loss) before income taxes for the three months ended June 30, 2020 and 2019:

	Three months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
North America profit	\$ 573	\$ 504
Europe profit	244	316
International Markets profit	97	136
Total reportable segments profit	914	956
Profit of other activities	66	55
Total segments profit	979	1,011
Amounts not allocated to segments:		
Amortization	249	285
Other assets impairments, restructuring and other items	381	101
Intangible asset impairments	120	561
Legal settlements and loss contingencies	13	646
Other unallocated amounts	44	62
Consolidated operating income (loss)	173	(644)
Financial expenses, net	223	206
Consolidated income (loss) before income taxes	<u><u>\$ (51)</u></u>	<u><u>\$ (850)</u></u>

Tax Rate

In the second quarter of 2020, we recognized a tax benefit of \$104 million, on pre-tax loss of \$51 million. In the second quarter of 2019, we recognized a tax benefit of \$179 million, on pre-tax loss of \$850 million. Our tax rate for the second quarter of 2020 was mainly affected by impairments in jurisdictions in which tax rates are higher than Teva's average tax rate on its ongoing business operations and other changes to tax positions and deductions.

The statutory Israeli corporate tax rate is 23% in 2020. Our tax rate differs from the Israeli statutory tax rate, mainly due to generation of profits in various jurisdictions in which tax rates are different than the Israeli tax rate, tax benefits in Israel and other countries, as well as infrequent or discrete items.

Net Income (Loss) Attributable to Teva

Net income attributable to Teva was \$140 million in the second quarter of 2020, compared to net loss of \$689 million in the second quarter of 2019.

Diluted Shares Outstanding and Earnings (Loss) per Share

The weighted average diluted shares outstanding used for the fully diluted share calculation for the three months ended June 30, 2020 and 2019 were 1,100 million and 1,092 million shares, respectively.

In computing diluted earnings per share for the three months ended June 30, 2020, basic earnings per share were adjusted to take into account the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, using the treasury stock method. No account was taken of the potential dilution by the convertible senior debentures, since they had an anti-dilutive effect on earnings per share.

In computing diluted loss per share for the three months ended June 30, 2019, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

Diluted earnings per share were \$0.13 in the second quarter of 2020, compared to diluted loss per share of \$0.63 in the second quarter of 2019.

Share Count for Market Capitalization

We calculate share amounts using the outstanding number of shares (i.e., excluding treasury shares) plus shares that would be outstanding upon the exercise of options and vesting of RSUs and performance share units and the conversion of our convertible senior debentures, in each case, at period end.

As of June 30, 2020 and 2019, the fully diluted share count for purposes of calculating our market capitalization was approximately 1,119 million and 1,107 million, respectively.

Impact of Currency Fluctuations on Results of Operations

In the second quarter of 2020, approximately 46% of our revenues were denominated in currencies other than the U.S. dollar. Because our results are reported in U.S. dollars, we are subject to significant foreign currency risks. Accordingly, changes in the rate of exchange between the U.S. dollar and the local currencies in the markets in which we operate (primarily the euro, British pound, Japanese yen, new Israeli shekel, Canadian dollar and Russian ruble) impact our results.

During the second quarter of 2020, the following main currencies relevant to our operations decreased in value against the U.S. dollar (each on a quarterly average compared to quarterly average basis): Argentinian peso by 35%, Russian ruble by 11%, Canadian dollar by 4%, British pound by 3% and euro by 2%. The following main currencies relevant to our operations increased in value against the U.S. dollar: new Israeli shekel by 2% and Japanese yen by 2%.

As a result, exchange rate movements during the second quarter of 2020, net of hedging, negatively impacted overall revenues by \$79 million and negatively impacted our operating income by \$35 million, in comparison with the second quarter of 2019. In the second quarter of 2020, the negative hedging impact recognized under revenues was \$15 million, partially offset by a negative impact of \$1 million recognized under cost of sales, in comparison with the second quarter of 2019. Hedging transactions against future projected revenues and expenses are recognized on the balance sheet at their fair value on a quarterly basis, while the foreign exchange impact on the underlying revenues and expenses may occur in subsequent quarters. See note 8d to our consolidated financial statements.

Commencing in the third quarter of 2018, the cumulative inflation in Argentina exceeded 100% or more over a three-year period. Although this triggered highly inflationary accounting treatment, it did not have a material impact on our results of operations.

Comparison of Six Months Ended June 30, 2020 to Six Months Ended June 30, 2019

Unless specified otherwise, the factors used to explain quarterly changes on a year-over-year basis are also relevant for the comparison of the results for the six months ended June 30, 2020 and 2019. Where there are different factors affecting the six months comparison, we have described them below.

Segment Information

North America Segment

The following table presents revenues, expenses and profit for our North America segment for the six months ended June 30, 2020 and 2019:

	Six months ended June 30,			
	2020	2019	(U.S. \$ in millions / % of Segment Revenues)	
Revenues	\$ 4,129	100%	\$ 4,118	100.0%
Gross profit	2,152	52.1%	2,107	51.2%
R&D expenses	300	7.3%	340	8.3%
S&M expenses	505	12.2%	537	13.0%
G&A expenses	228	5.5%	230	5.6%
Other (income) expense	(4)	\$	(2)	\$
Segment profit*	\$ 1,123	27.2%	\$ 1,001	24.3%

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

North America Revenues

Our North America segment includes the United States and Canada. Revenues from our North America segment in the first six months of 2020 were \$4,129 million, an increase of \$11 million, flat compared to the first six months of 2019, mainly due to higher revenues from AUSTEDO, Anda and AJOVY, partially offset by a decrease in revenues of COPAXONE, generics products and BENDEKA/TREANDA.

Revenues by Major Products and Activities

The following table presents revenues for our North America segment by major products and activities for the six months ended June 30, 2020 and 2019:

	Six months ended June 30,		Percentage Change 2019-2020
	2020	2019	
	(U.S. \$ in millions)		
Generic products	\$ 1,875	\$ 1,913	(2%)
AJOVY	63	43	47%
AUSTEDO	283	171	66%
BENDEKA/TREANDA	208	247	(16%)
COPAXONE	435	482	(10%)
ProAir*	125	123	2%
QVAR	97	124	(22%)
Anda	800	729	10%
Other	242	286	(16%)
Total	<u>\$ 4,129</u>	<u>\$ 4,118</u>	<u>\$</u>

* Does not include revenues from the ProAir authorized generic, which are included under generic products.

§ Represents an amount less than 0.5%.

North America Gross Profit

Gross profit from our North America segment in the first six months of 2020 was \$2,152 million, an increase of 2%, compared to \$2,107 million in the first six months of 2019.

Gross profit margin for our North America segment in the first six months of 2020 increased to 52.1% compared to 51.2% in the first six months of 2019.

North America R&D Expenses

R&D expenses relating to our North America segment in the first six months of 2020 were \$300 million, a decrease of 12%, compared to \$340 million in the first six months of 2019.

North America S&M Expenses

S&M expenses relating to our North America segment in the first six months of 2020 were \$505 million, a decrease of 6% compared to \$537 million in the first six months of 2019.

North America G&A Expenses

G&A expenses relating to our North America segment in the first six months of 2020 were \$228 million, flat compared to the first six months of 2019.

North America Profit

Profit from our North America segment in the first six months of 2020 was \$1,123 million, an increase of 12%, compared to \$1,001 million in the first six months of 2019.

Europe Segment

The following table presents revenues, expenses and profit for our Europe segment for the six months ended June 30, 2020 and 2019:

	Six months ended June 30,			
	2020	2019	(U.S. \$ in millions)	% of Segment Revenues
Revenues	\$ 2,404	100%	\$ 2,448	100%
Gross profit	1,371	57.1%	1,404	57.4%
R&D expenses	120	5.0%	136	5.5%
S&M expenses	390	16.2%	431	17.6%
G&A expenses	118	4.9%	119	4.9%
Other (income) expense	(2)	§	(1)	§
Segment profit*	<u>\$ 746</u>	<u>31.0%</u>	<u>\$ 719</u>	<u>29.4%</u>

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

Europe Revenues

Our Europe segment includes the European Union and certain other European countries. Revenues from our Europe segment in the first six months of 2020 were \$2,404 million, a decrease of 2% or \$44 million, compared to the first six months of 2019. In local currency terms, revenues were flat compared to the first six months of 2019, mainly due to an increase in new generic product launches, offset by a decrease in revenues from COPAXONE and oncology products due to price erosion.

Revenues by Major Products and Activities

The following table presents revenues for our Europe segment by major products and activities for the six months ended June 30, 2020 and 2019:

	Six months ended June 30,	
	2020	2019
	(U.S. \$ in millions)	
Generic products	\$1,769	\$1,763
COPAXONE	193	221
Respiratory products	186	181
AJOVY	9	1
Other	246	282
Total	<u>\$2,404</u>	<u>\$2,448</u>

Europe Gross Profit

Gross profit from our Europe segment in the first six months of 2020 was \$1,371 million, a decrease of 2% compared to \$1,404 million in the first six months of 2019.

Gross profit margin for our Europe segment in the first six months of 2020 decreased to 57.1% compared to 57.4% in the first six months of 2019.

Europe R&D Expenses

R&D expenses relating to our Europe segment in the first six months of 2020 were \$120 million, a decrease of 12% compared to \$136 million in the first six months of 2019.

Europe S&M Expenses

S&M expenses relating to our Europe segment in the first six months of 2020 were \$390 million, a decrease of 9% compared to \$431 million in the first six months of 2019.

Europe G&A Expenses

G&A expenses relating to our Europe segment in the first six months of 2020 were \$118 million, flat compared to the first six months of 2019.

Europe Profit

Profit from our Europe segment in the first six months of 2020 was \$746 million, an increase of 4% compared to \$719 million in the first six months of 2019. This increase was mainly due to lower expenses, partially offset by lower revenues, as discussed above.

International Markets Segment

The following table presents revenues, expenses and profit for our International Markets segment for the six months ended June 30, 2020 and 2019:

	Six months ended June 30, 2020 2019** (U.S. \$ in millions / % of Segment Revenues)			
	2020	2019*		
			100%	100%
Revenues	\$ 1,053	100%	\$ 1,103	100%
Gross profit	552	52.5%	582	52.7%
R&D expenses	34	3.3%	46	4.1%
S&M expenses	211	20.0%	234	21.2%
G&A expenses	63	6.0%	70	6.4%
Other (income) expense	(8)	(0.8%)	(1)	§
Segment profit*	\$ 253	24.0%	\$ 233	21.1%

§ Represents an amount less than 0.5%.

* Segment profit does not include amortization and certain other items.

** The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements.

International Markets Revenues

Our International Markets segment includes all countries other than those in our North America and Europe segments. Revenues from our International Markets segment in the first six months of 2020 were \$1,053 million, a decrease of \$50 million, or 5%, compared to the first six months of 2019. In local currency terms, revenues decreased by 2% compared to the first six months of 2019, mainly due to lower sales in Japan and loss of revenues from the sale of certain assets in the Israeli market. The revenues in the first six months of 2020 included \$20 million from a positive hedging impact, which are included in "Other" in the table below. See note 8d to our consolidated financial statements.

Revenues by Major Products and Activities

The following table presents revenues for our International Markets segment by major products and activities for the six months ended June 30, 2020 and 2019:

	Six months ended June 30, 2020 2019*	
	2020	2019*
	(U.S. \$ in millions)	
Generic products	\$ 875	\$ 930
COPAXONE	23	27
Other	154	147
Total	\$1,053	\$1,103

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

International Markets Gross Profit

Gross profit from our International Markets segment in the first six months of 2020 was \$552 million, a decrease of 5% compared to \$582 million in the first six months of 2019.

Gross profit margin for our International Markets segment in the first six months of 2020 decreased to 52.5%, compared to 52.7% in the first six months of 2019. The decrease was mainly due to lower sales in Japan.

International Markets R&D Expenses

R&D expenses relating to our International Markets segment in the first six months of 2020 were \$34 million, a decrease of 25% compared to \$46 million in the first six months of 2019.

International Markets S&M Expenses

S&M expenses relating to our International Markets segment in the first six months of 2020 were \$211 million, a decrease of 10% compared to \$234 million in the first six months of 2019.

International Markets G&A Expenses

G&A expenses relating to our International Markets segment in the first six months of 2020 were \$63 million, a decrease of 10% compared to \$70 million in the first six months of 2019.

International Markets Profit

Profit from our International Markets segment in the first six months of 2020 was \$253 million, an increase of 8%, compared to \$233 million in the first six months of 2019. This increase was mainly due to lower expenses and a positive hedging impact, partially offset by lower revenues, as discussed above.

Other Activities

Our revenues from other activities in the first six months of 2020 decreased by 3% to \$642 million, compared to the first six months of 2019. In local currency terms, revenues decreased by 1%.

API sales to third parties in the first six months of 2020 were \$388 million, a decrease of 1%, compared to the first six months of 2019. In local currency terms, revenues were flat compared to the first six months of 2019.

Teva Consolidated Results

Revenues

Revenues in the first six months of 2020 were \$8,227 million, a decrease of 1%, or flat in local currency terms, compared to the first six months of 2019.

Exchange rate movements during the first six months of 2020, net of hedging, negatively impacted revenues by \$82 million, compared to the first six months of 2019. See note 8d to our consolidated financial statements.

Gross Profit

Gross profit in the first six months of 2020 was \$3,826 million, an increase of 2% compared to the first six months of 2019.

Gross profit margin was 46.5% in the first six months of 2020, compared to 45.0% in the first six months of 2019. This increase was mainly due to the change in mix of products in our North America segment.

Research and Development (R&D) Expenses

R&D expenses in the first six months of 2020 were \$446 million, a decrease of 17% compared to the first six months of 2019.

R&D expenses as a percentage of revenues were 5.4% in the first six months of 2020, compared to 6.5% in the first six months of 2019.

Selling and Marketing (S&M) Expenses

S&M expenses in the first six months of 2020 were \$1,210 million, a decrease of 8% compared to the first six months of 2019. Our S&M expenses were primarily the result of the factors discussed above under “—North America Segment— S&M Expenses,” “—Europe Segment— S&M Expenses” and “—International Markets Segment— S&M Expenses.”

S&M expenses as a percentage of revenues were 14.7% in the first six months of 2020, compared to 15.8% in the first six months of 2019.

General and Administrative (G&A) Expenses

G&A expenses in the first six months of 2020 were \$567 million, a decrease of 4% compared to the first six months of 2019.

G&A expenses as a percentage of revenues were 6.9% in the first six months of 2020, compared to 7.1% in the first six months of 2019.

Intangible Asset Impairments

We recorded expenses of \$768 million for identifiable intangible asset impairments, in the first six months of 2020, compared to expenses of \$1,030 million in the first six months of 2019. See note 5 to our consolidated financial statements.

Other Asset Impairments, Restructuring and Other Items

We recorded expenses of \$502 million for other asset impairments, restructuring and other items in the first six months of 2020, compared to expenses of \$103 million in the first six months of 2019. See note 12 to our consolidated financial statements.

Legal Settlements and Loss Contingencies

In the first six months of 2020, we recorded an income of \$12 million in legal settlements and loss contingencies, compared to an expense of \$703 million in the first six months of 2019. The income in the first six months of 2020 was mainly due to proceeds received following a settlement of the FCPA derivative proceedings in Israel and settlement of an action brought against the sellers of Auden McKenzie (an acquisition made by Actavis Generics), partially offset by the increase of a reserve for certain legal expenses and settlement contributions related to products liability claims in the United States. The expense in the first six months of 2019 was mainly related to the \$85 million settlement paid in the opioid litigation brought by the Oklahoma Attorney General and an estimated provision made for certain other opioid cases.

Other Income

Other income in the first six months of 2020 was \$22 million, compared to \$15 million in the first six months of 2019.

Other income as a percentage of revenues was 0.3% in the first six months of 2020, compared to 0.2% in the first six months of 2019.

Operating Income (Loss)

Operating income was \$364 million in the first six months of 2020, compared to an operating loss of \$510 million in the first six months of 2019.

Financial Expenses, Net

Financial expenses were \$448 million in the first six months of 2020, compared to \$425 million in the first six months of 2019. Financial expenses in the first six months of 2020 were mainly comprised of interest expenses of \$482 million, partially offset by a gain of \$29 million resulting from our hedging and derivatives activities. Financial expenses in the first six months of 2019 were mainly comprised of interest expenses of \$454 million, partially offset by interest income of \$27 million.

The following table presents a reconciliation of our segment profits to our consolidated operating income (loss) and to consolidated income (loss) before income taxes for the six months ended June 30, 2020 and 2019:

	Six months ended June 30,	
	2020	2019
	(U.S.\$ in millions)	
North America profit	\$ 1,123	\$ 1,001
Europe profit	746	719
International Markets profit	253	233
Total reportable segments profit	2,121	1,954
Profit (loss) of other activities	102	76
Total segments profit	2,223	2,029
Amounts not allocated to segments:		
Amortization	507	568
Other asset impairments, restructuring and other items	502	103
Intangible asset impairments	768	1,030
Legal settlements and loss contingencies	(12)	703
Other unallocated amounts	93	136
Consolidated operating income (loss)	364	(510)
Financial expenses, net	448	425
Consolidated income (loss) before income taxes	\$ (84)	\$ (934)

Tax Rate

In the first six months of 2020, we recognized a tax benefit of \$163 million, on pre-tax loss of \$84 million. In the first six months of 2019, we recognized a tax benefit of \$170 million, on pre-tax loss of \$934 million. Our tax rate for the first six months of 2020 was mainly affected by impairments in jurisdictions in which tax rates are higher than Teva's average tax rate on its ongoing business operations and other changes to tax positions and deductions.

Share in Losses (Income) of Associated Companies, Net

We did not have any share in losses of associated companies, net in the first six months of 2020, compared to share in losses of \$4 million in the first six months of 2019.

Net Income (Loss) Attributable to Teva

Net income attributable to Teva was \$209 million in the first six months of 2020, compared to net loss of \$794 million in the first six months of 2019.

Diluted Shares Outstanding and Earnings (Loss) per Share

The weighted average diluted shares outstanding used for the fully diluted share calculation for the six months ended June 30, 2020 and 2019 were 1,098 million and 1,091 million shares, respectively.

In computing diluted earnings per share for the six months ended June 30, 2020, basic earnings per share were adjusted to take into account the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, using the treasury stock method. No account was taken of the potential dilution by the convertible senior debentures, since they had an anti-dilutive effect on earnings per share.

In computing the diluted loss per share for the six months ended June 30, 2019, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested RSUs granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

Diluted earnings per share was \$0.19 in the first six months of 2020, compared to diluted loss per share of \$0.73 in the first six months of 2019.

Impact of Currency Fluctuations on Results of Operations

In the first six months of 2020, approximately 48% of our revenues were denominated in currencies other than the U.S. dollar. Because our results are reported in U.S. dollars, we are subject to significant foreign currency risks and, accordingly, changes in the exchange rate between the U.S. dollar and local currencies in the markets in which we operate (primarily the euro, British pound, Japanese yen, Israeli shekel, Canadian dollar and Russian ruble) impact our results. During the first six months of 2020, the following main currencies relevant to our operations decreased in value against the U.S. dollar: Argentinian peso by 36%, Russian ruble by 6%, Polish zloty by 5%, British pound by 3% and euro by 2% (all compared on a six-month average basis).

As a result, exchange rate movements during the first six months of 2020 negatively impacted overall revenues by \$82 million and our operating income by \$9 million, in comparison to the first six months of 2019. In the first six months of 2020, the positive hedging impact recognized under revenues was \$45 million, partially offset by a negative impact of \$4 million recognized under cost of sales, in comparison to the first six months of 2019. Hedging transactions against future projected revenues and expenses are recognized on the balance sheet at their fair value on a quarterly basis, while the foreign exchange impact on the underlying revenues and expenses may occur in subsequent quarters. See note 8d to our consolidated financial statements.

Liquidity and Capital Resources

Total balance sheet assets were \$54,991 million as of June 30, 2020, compared to \$55,330 million as of March 31, 2020.

Our working capital balance, which includes accounts receivables net of SR&A, inventories, prepaid expenses and other current assets, accounts payables, employee-related obligations, accrued expenses and other current liabilities, was \$209 million as of June 30, 2020, compared to \$302 million as of March 31, 2020, mainly due to favorable collection of payments from customers in the second quarter of 2020, which reduced the balance of our accounts receivables net of SR&A.

Cash investment in property, plant and equipment in the second quarter of 2020 was \$131 million, compared to \$128 million in the first quarter of 2020. Depreciation in the second quarter of 2020 was \$134 million, compared to \$141 million in the first quarter of 2020.

Cash and cash equivalents and short-term and long-term investments as of June 30, 2020 were \$2,431 million, compared to \$1,850 million as of March 31, 2020. The increase in the second quarter of 2020 was mainly due to cash generated during the quarter.

Our cash on hand that is not used for ongoing operations is generally invested in bank deposits as well as liquid securities that bear fixed and floating rates.

Our principal sources of short-term liquidity are our cash on hand, existing cash investments, liquid securities and available credit facilities, primarily our \$2.3 billion unsecured syndicated revolving credit facility entered into in April 2019 ("RCF").

The RCF agreement provides for two separate tranches, a \$1.15 billion tranche A and a \$1.15 billion tranche B. Loans and letters of credit will be available from time to time under each tranche for Teva's general corporate purposes. Tranche A has a maturity date of April 8, 2022, with two one-year extension options, of which \$1.065 billion were extended to April 8, 2023. Tranche B has a maturity date of April 8, 2024.

The RCF contains certain covenants, including certain limitations on incurring liens and indebtedness and maintenance of certain financial ratios, including the requirement to maintain compliance with a net debt to EBITDA ratio, which becomes more restrictive over time. The net debt to EBITDA ratio limit is 6.0x in the first and second quarters of 2020 and declines to 5.75x in the third and fourth quarters of 2020, and continues to gradually decline over the remaining term of the RCF.

The RCF can be used for general corporate purposes, including repaying existing debt. As of June 30, 2020 no amounts were outstanding under the RCF. As of the date of this quarterly report, €200 million was outstanding under the RCF. Based on current and forecasted results, we expect that we will not exceed the financial covenant thresholds set forth in the RCF within one year from the date the financial statements are issued.

Under specified circumstances, including non-compliance with any of the covenants described above and the unavailability of any waiver, amendment or other modification thereto, we will not be able to borrow under the RCF. Additionally, violations of the covenants, under the above-mentioned circumstances, would result in an event of default in all borrowings under the RCF and, when greater than a specified threshold amount as set forth in each series of senior notes is outstanding, could lead to an event of default under our senior notes due to cross acceleration provisions.

We expect that we will continue to have sufficient cash resources to support our debt service payments and all other financial obligations within one year from the date that the financial statements are issued.

Debt Balance and Movements

As of June 30, 2020, our debt was \$26,266 million, compared to \$26,103 million as of March 31, 2020. This increase was mainly due to exchange rate fluctuations.

In March 2020, we repaid at maturity our \$700 million 2.25% senior notes.

In July 2020, we repaid at maturity our EUR 1,010 million 0.375% senior notes.

Our debt as of June 30, 2020 was effectively denominated in the following currencies: 64% in U.S. dollars, 33% in euros and 3% in Swiss francs.

The portion of total debt classified as short-term as of June 30, 2020 was 6%, similar to March 31, 2020.

Our financial leverage was 64% as of June 30, 2020, similar to March 31, 2020.

Our average debt maturity was approximately 6.1 years as of June 30, 2020, compared to 6.6 years as of March 31, 2020.

Total Equity

Total equity was \$14,824 million as of June 30, 2020, compared to \$14,588 million as of March 31, 2020. This increase was mainly due to net income of \$53 million and \$144 million positive impact from exchange rate fluctuations.

Exchange rate fluctuations affected our balance sheet, as approximately 37% of our net assets in the second quarter of 2020 (including both non-monetary and monetary assets) were in currencies other than the U.S. dollar. When compared to March 31, 2020, changes in currency rates had a positive impact of \$144 million on our equity as of June 30, 2020, mainly due to the changes in value against the U.S. dollar of: the Russian ruble by 12%, the Mexican peso by 3%, the Canadian dollar by 4%, the Polish zloty by 4%, the British pound by 1%, the Chilean peso by 4%, the Croatian kuna by 2% and the euro by 2%. All comparisons are on a quarter-end to quarter-end basis.

Cash Flow

Cash flow generated from operating activities during the second quarter of 2020 was \$273 million, compared to cash flow used in operating activities of \$227 million in the second quarter of 2019. The increase in the second quarter of 2020 was mainly due to favorable collection of payments from customers in the second quarter of 2020, resulting from increased sales in the first quarter.

During the second quarter of 2020, we generated free cash flow of \$582 million, which we define as comprising \$273 million in cash flow generated from operating activities, \$401 million in beneficial interest collected in exchange for securitized accounts receivables and \$39 million in proceeds from sale of property, plant and equipment, partially offset by \$131 million in cash used for capital investment. During the second quarter of 2019, we generated free cash flow of \$168 million, comprising \$227 million in cash flow used in operating activities, \$384 million in beneficial interest collected in exchange for securitized accounts receivables and \$20 million in proceeds from sale of property, plant and equipment and intangible assets, partially offset by \$112 million in cash used for capital investment. The increase in the second quarter of 2020 resulted mainly from higher cash flow generated from operating activities.

Dividends

We have not paid dividends on our ordinary shares or ADSs since December 2017.

Commitments

In addition to financing obligations under short-term debt and long-term senior notes and loans, debentures and convertible debentures, our major contractual obligations and commercial commitments include leases, royalty payments, contingent payments pursuant to acquisition agreements and participation in joint ventures associated with R&D activities.

In August 2020, we entered into an exclusive partnership agreement with biopharmaceutical company Alvotech for the commercialization in the U.S. of five biosimilar product candidates. The initial pipeline for this partnership contains biosimilar candidates addressing multiple therapeutic areas. Under this agreement, Alvotech will be responsible for the development, registration and supply of the biosimilar product candidates and Teva will exclusively commercialize the products in the United States. The agreement includes an upfront payment payable by Teva, with subsequent milestone payments over the next few years. Teva and Alvotech will share profit from the commercialization of the biosimilars.

In September 2016, we entered into an agreement to develop and commercialize Regeneron's pain medication product, fasinumab. We paid Regeneron \$250 million upfront and will share equally with Regeneron in the global commercial benefits of this product, as well as ongoing associated R&D costs of approximately \$1.0 billion. The agreement stipulates additional development milestone payments to Regeneron, as well as future royalties. For information regarding recent fasinumab phase 3 clinical trial results, see "—North America Segment—Product Launches and Pipeline" above.

In October 2016, we entered into an exclusive partnership with Celltrion to commercialize two of Celltrion's biosimilar products in development for the U.S. and Canadian markets. We paid Celltrion \$160 million, of which up to \$60 million is refundable or creditable. We will share the profit from the commercialization of these products with Celltrion. These two products, TRUXIMA and HERZUMA, were approved by the FDA in November and December 2018, respectively, and were launched in the United States in November 2019 and March 2020, respectively.

We are committed to pay royalties to owners of know-how, partners in alliances and certain other arrangements, and to parties that financed R&D at a wide range of rates as a percentage of sales of certain products, as defined in the agreements. In some cases, the royalty period is not defined; in other cases, royalties will be paid over various periods not exceeding 20 years.

In connection with certain development, supply and marketing, and research and collaboration or services agreements, we are required to indemnify, in unspecified amounts, the parties to such agreements against third-party claims relating to (i) infringement or violation of intellectual property or other rights of such third party; or (ii) damages to users of the related products. Except as described in our financial statements, we are not aware of any material pending action that may result in the counterparties to these agreements claiming such indemnification.

2020 Aggregated Contractual Obligations

There have not been any material changes in our assessment of material contractual obligations and commitments as set forth in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2019.

Supplemental Non-GAAP Income Data

We utilize certain non-GAAP financial measures to evaluate performance, in conjunction with other performance metrics. The following are examples of how we utilize the non-GAAP measures:

- our management and Board of Directors use the non-GAAP measures to evaluate our operational performance, to compare against work plans and budgets, and ultimately to evaluate the performance of management;
- our annual budgets are prepared on a non-GAAP basis; and
- senior management's annual compensation is derived, in part, using these non-GAAP measures. While qualitative factors and judgment also affect annual bonuses, the principal quantitative element in the determination of such bonuses is performance targets tied to the work plan, which is based on the non-GAAP presentation set forth below.

Non-GAAP financial measures have no standardized meaning and accordingly have limitations in their usefulness to investors. We provide such non-GAAP data because management believes that such data provide useful information to investors. However, investors are cautioned that, unlike financial measures prepared in accordance with U.S. GAAP, non-GAAP measures may not be comparable with the calculation of similar measures for other companies. These non-GAAP financial measures are presented solely to permit investors to more fully understand how management assesses our performance. The limitations of using non-GAAP financial measures as performance measures are that they provide a view of our results of operations without including all events during a period and may not provide a comparable view of our performance to other companies in the pharmaceutical industry.

Investors should consider non-GAAP financial measures in addition to, and not as replacements for, or superior to, measures of financial performance prepared in accordance with GAAP.

In arriving at our non-GAAP presentation, we exclude items that either have a non-recurring impact on the income statement or which, in the judgment of our management, are items that, either as a result of their nature or size, could, were they not singled out, potentially cause investors to extrapolate future performance from an improper base. In addition, we also exclude equity compensation expenses to facilitate a better understanding of our financial results, since we believe that such exclusion is important for understanding the trends in our financial results and that these expenses do not affect our business operations. While not all inclusive, examples of these items include:

- amortization of purchased intangible assets;
- legal settlements and/or loss contingencies, due to the difficulty in predicting their timing and scope;
- impairments of long-lived assets, including intangibles, property, plant and equipment and goodwill;
- restructuring expenses, including severance, retention costs, contract cancellation costs and certain accelerated depreciation expenses primarily related to the rationalization of our plants or to certain other strategic activities, such as the realignment of R&D focus or other similar activities;
- acquisition- or divestment- related items, including changes in contingent consideration, integration costs, banker and other professional fees, inventory step-up and in-process R&D acquired in development arrangements;
- expenses related to our equity compensation;
- significant one-time financing costs and devaluation losses;
- unusual tax items;
- other awards or settlement amounts, either paid or received;
- other exceptional items that we believe are sufficiently large that their exclusion is important to facilitate an understanding of trends in our financial results, such as impacts due to changes in accounting, significant costs for remediation of plants, such as inventory write-offs or related consulting costs, or other unusual events; and
- corresponding tax effects of the foregoing items.

The following tables present supplemental non-GAAP data, in U.S. dollar, which we believe facilitates an understanding of the factors affecting our business. In these tables, we exclude the following amounts:

The following table presents the GAAP measures, related non-GAAP adjustments and the corresponding non-GAAP amounts for the applicable periods:

	U.S. \$ and shares in millions (except per share amounts)										Non-GAAP
	Three Months Ended June 30, 2020 Excluded for non-GAAP measurement										
GAAP	Amortization of purchased intangible assets	Legal settlements and contingencies	Impairment of long lived assets	Other R&D expenses	Restructuring costs	Other actions taken in facilities	Equity compensation	Contingent consideration	Other non-GAAP items	Other items	Non-GAAP
Cost of sales	2,107	219				6	6	6	16	1,859	
R&D expenses	225					5				233	
S&M expenses	597	30				8				559	
G&A expenses	264					11		8		245	
Other (income) expense	(9)					(4)		8		(6)	
Legal settlements and loss contingencies											—
Other assets											—
impairments, restructuring and other items	381		277	33		76	(6)				—
Intangible assets impairments	120		120								—
Financial expenses, net	223								(5)	229	
Income taxes	(104)								(231)	128	
Net income (loss) attributable to non-controlling interests	(87)								(105)	19	
Total reconciled items		249	13	396	(13)	33	6	30	76	15	(342)
EPS - Basic	0.13								0.42	0.55	
EPS - Diluted	0.13								0.42	0.55	

The non-GAAP diluted weighted average number of shares was 1,100 million for the three months ended June 30, 2020.

	Three Months Ended June 30, 2019 U.S. \$ and shares in millions (except per share amounts)							Non-GAAP
	Excluded for non-GAAP measurement							
GAAP								
Costs related to regulatory actions taken in facilities compensation								
Amortization of purchased intangible assets								
Legal settlements and loss contingencies								
Impairment of long lived assets								
Restructuring costs								
Contingent business items								
Gain on sale of non-GAAP items								
Other items								
Other, net								
Cost of sales*	2,284	249						1,989
R&D expenses	276							271
S&M expenses	666	35						621
G&A expenses	296							286
Other (income)	(9)							
Expense								
Legal settlements and loss contingencies	646							—
Other assets impairments, restructuring and other items	101							—
Intangible assets impairments	561							—
Financial expenses, net	206							198
Income taxes	(179)							134
Net income (loss) attributable to non-controlling interests	18							26
Total reconciled items		285	646	609	47	12	35	(8)
EPS - Basic	(0.63)							1.23
EPS - Diluted	(0.63)							0.60

* The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

	Six Months Ended June 30, 2020								Non GAAP
	U.S. \$ and shares in millions (except per share amounts)								
	Excluded for non-GAAP measurement								
	Costs related to regulatory actions taken in facilities	Legal settlements and loss contingencies	Impairment of long-lived assets	Restructuring costs	Equity compensation	Contingent consideration	Other non GAAP items	Other items	Corresponding tax effect
Cost of sales	4,402	443	—	11	12	9	32	(17)	3,905
R&D expenses	446	—	—	—	—	—	—	—	454
S&M expenses	1,210	64	—	—	17	—	—	—	1,129
G&A expenses	567	21	—	—	—	—	12	—	535
Other (income) expense	(22)	—	—	—	—	—	(3)	—	(19)
Legal settlements and loss contingencies	(12)	(12)	—	—	—	—	—	—	—
Other assets impairments, restructuring and other items	502	352	73	—	83	(5)	—	—	—
Intangible assets impairment	768	—	768	—	—	—	—	—	—
Financial expenses, net	448	—	—	—	6	(465)	442	303	—
Income taxes	(163)	—	—	—	—	—	—	—	—
Net income (loss) attributable to non-controlling interests	(131)	—	—	—	—	(169)	—	38	—
Total reconciled items	—	507	(12)	1,121	73	11	60	83	(465)
EPS - Basic	0.19	—	—	—	—	—	—	—	—
EPS - Diluted	0.19	—	—	—	—	—	—	—	—

The non-GAAP diluted weighted average number of shares was 1,098 million for the six months ended June 30, 2020.

U.S. \$ and shares in millions (except per share amounts)

GAAP	Six months ended June 30, 2019										Non GAAP
	Excluded for non-GAAP measurement										
	Costs related to regulatory actions taken in compensation facilities	Gain on sale of business items	Other tax effect	Unusual tax item*							
Amortization of purchased intangible assets	Legal settlements and loss contingencies	Impairment of long-lived assets	Acquisition, integration and related expenses	Restructuring costs	Contingent consideration	Other	GAAP	Other	Corresponding		
Cost of sales**	4,577	497	16	14	61	61	61	61	61	3,988	3,988
R&D expenses	537	71			11					525	525
S&M expenses	1,313				20					1,223	1,223
G&A expenses	589				24				(1)	566	566
Other (income) expense	(15)				(9)					(6)	(6)
Legal settlements and loss contingencies	703	703									
Other assets impairments, restructuring and other items	103	68	2	79	(47)	1				—	—
Intangible assets impairment	1,030	1,030									—
Financial expenses, net	425				6					419	419
Corresponding tax effect	(170)				(490)	61	259				
Share in losses of associated companies – net	4									4	4
Net income (loss) attributable to non-controlling interests	26									(16)	(16)
Total reconciled items		568	703	1,098	2	79	16	69	(47)	(9)	61
EPS - Basic	(0.73)									1.93	1.20
EPS - Diluted	(0.73)									1.93	1.20

* Interest disallowance as a result of the U.S Tax Cuts and Jobs Act.

** The data presented for prior periods have been revised to reflect a revision in the presentation of net revenues and cost of sales in the consolidated financial statements. See note 1c to our consolidated financial statements for additional information.

Non-GAAP Tax Rate

Non-GAAP income taxes for the second quarter of 2020 were \$128 million or 17%, on pre-tax non-GAAP income of \$751 million. Non-GAAP income taxes in the second quarter of 2019 were \$134 million, or 16%, on pre-tax non-GAAP income of \$812 million. Our non-GAAP tax rate for the second quarter of 2020 was mainly affected by the mix of products we sold and other changes to tax positions and deductions.

Non-GAAP income taxes for the first six months of 2020 were \$303 million, or 17%, on pre-tax non-GAAP income of \$1,781 million. Non-GAAP income taxes in the first six months of 2019 were \$259 million, or 16%, on pre-tax non-GAAP income of \$1,611 million.

We expect our annual non-GAAP tax rate for 2020 to be 17%-18%, slightly lower than our non-GAAP tax rate for 2019, which was 18%. This is due to lower amounts of interest expense disallowance and other changes to tax positions and deductions.

Off-Balance Sheet Arrangements

Except for securitization transactions, which are disclosed in note 10(f) to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2019, we do not have any material off-balance sheet arrangements.

Critical Accounting Policies

For a summary of our significant accounting policies, see note 1 to our consolidated financial statements and “Critical Accounting Policies” included in our Annual Report on Form 10-K for the year ended December 31, 2019.

Recently Issued Accounting Pronouncements

See note 1 to our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has not been any material change in our assessment of market risk as set forth in Item 7A to our Annual Report on Form 10-K for the year ended December 31, 2019.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Teva maintains “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed in Teva’s reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to Teva’s management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective.

After evaluating the effectiveness of our disclosure controls and procedures as of June 30, 2020, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, Teva’s disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2020, there were no changes in internal control over financial reporting that materially affected or are reasonably likely to materially affect Teva’s internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to various litigation and other legal proceedings. For a discussion of these matters, see “Commitments and Contingencies” included in note 10 to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

Except as set forth below, there are no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2019.

The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, such as the COVID-19 pandemic, could adversely affect our business, results of operations and financial condition.

The novel coronavirus outbreak, or COVID-19, has affected segments of the global economy and may materially affect our operations, including potentially interrupting our manufacturing, supply chain, clinical trial and pre-commercial launch activities.

COVID-19 originated in Wuhan, China, in December 2019 and was declared a pandemic by the World Health Organization in March 2020. The virus has since spread globally to multiple countries and regions, including to the United States, certain European countries, Israel, India and Latin America, where we currently manufacture most of our products and conduct our clinical trials. The closure of our facilities in these or other areas in which we operate, or other restrictions inhibiting our employees’ ability to access our facilities, could disrupt our business operations. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains, and created significant volatility and disruption of financial markets. Protracted disruption of supply chains, including protectionist measures taken in response to the COVID-19 pandemic, could have a material impact on our operations.

At present, we are not experiencing significant impacts or delays from COVID-19 on our business operations. We have experienced immaterial delays in clinical trials due to cessation or slow-downs of recruitment for patient studies and suspended regulatory inspections, delays in regulatory approvals of new products due to reduced capacity or re-prioritization of regulatory agencies and delays in pre-commercial launch activities. In addition, we experienced reduced demand for certain products in the second quarter of 2020, resulting from the impact of the COVID-19 pandemic on purchasing patterns. As we expect to be able to continue our operations and to satisfy the demand for our products, while protecting the health and safety of our employees and customers, the uncertainty surrounding the severity and continued spread of the coronavirus may result in a period of business disruption. COVID-19 may impact our operations, including potential delays in supply and manufacturing or material interruptions to supply chains, clinical trials and pre-commercial launch activities and regulatory reviews and approvals. COVID-19 may also affect our employees and employees and operations at third-party manufacturers or suppliers that may result in delays or disruptions in manufacturing and supply. Any COVID-19 related disruption could have a material adverse impact on our business and our results of operation and financial condition. Changes in patient behavior resulting in less visits to physicians and medical facilities, or increased layoffs in the U.S. employment market, which may affect healthcare benefits coverage, may cause a decline or slower growth in the number of patients diagnosed with diseases for which we produce treatments, and as a result our revenues could be adversely affected. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect our business and the value of our shares.

Additionally, if the COVID-19 pandemic has a significant impact on our business and financial results for an extended period of time, our credit losses, liquidity and cash resources could be negatively impacted. We may be required to draw down funds from our RCF or pursue additional sources of financing to fund our operations. Capital and credit markets have been disrupted by the crisis and foreign exchanges have experienced increased volatility. As a result, access to additional financing may be challenging and is largely dependent upon evolving market conditions and other factors.

We have taken precautionary measures, and may take additional measures, intended to minimize the risk of COVID-19 to our employees and operations. The extent of the impact of COVID-19 on our operational and financial performance, including our ability to execute our business strategies in the expected time frame or at all, will depend on future developments, such as the duration and spread of the COVID-19 pandemic and related restrictions and implications, all of which are uncertain and cannot be predicted.

Further, the COVID-19 pandemic, and the volatile global economic conditions stemming from the pandemic, could precipitate or amplify the other risk factors that we identify in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2019, which could materially adversely affect our business, operations and financial condition and results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**Unregistered Sales of Equity Securities**

There were no sales of unregistered equity securities during the three months ended June 30, 2020.

Repurchase of Shares

We did not repurchase any of our shares during the three months ended June 30, 2020 and currently cannot conduct share repurchases or pay dividends due to our accumulated deficit.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

3.1	<u>Articles of Association (1)</u>
10.1	<u>Amendment No. 1 dated as of June 9, 2020, to the Employment Agreement between Teva Pharmaceutical Industries Limited and Kåre Schultz (2)</u>
18	<u>Kesselman & Kesselman Preferability Letter *</u>
31.1	<u>Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *</u>
31.2	<u>Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *</u>
32	<u>Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *</u>
101.INS	XBRL Taxonomy Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

(1) Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on June 9, 2020.
(2) Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on June 9, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Date: August 5, 2020

By: _____ /s/ Eli Kalif
Name: **Eli Kalif**
Title: **Executive Vice President,
Chief Financial Officer**
(Duly Authorized Officer)

August 5, 2020

Board of Directors
Teva Pharmaceutical Industries Ltd.
5 Basel Street
Petach Tikva, Israel

Dear Directors:

We are providing this letter to you for inclusion as an exhibit to Teva Pharmaceutical Industries Ltd.'s (the "Company") Quarterly Report on Form 10-Q for the period ended June 30, 2020 (the "Form 10-Q") pursuant to Item 601 of Regulation S-K.

We have been provided a copy of the Company's Form 10-Q. Note 1 therein describes a change in accounting principle related to the testing date of the annual goodwill impairment assessment from October 1 to June 30. It should be understood that the preferability of one acceptable method of accounting over another for a change in the date of the annual goodwill impairment assessment has not been addressed in any authoritative accounting literature, and in expressing our concurrence below we have relied on management's determination that this change in accounting principle is preferable. Based on our reading of management's stated reasons and justification for this change in accounting principle related to the testing date of the goodwill annual impairment assessment in the Form 10-Q, and our discussions with management as to their judgment about the relevant business planning factors relating to the change, we concur with management that such change represents, in the Company's circumstances, a change to a preferable accounting principle in conformity with Accounting Standards Codification 250, *Accounting Changes and Error Corrections*.

We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2019. Accordingly, our comments are subject to change upon completion of an audit of the financial statements covering the period of the accounting change.

Very truly yours,

/s/ Kesselman & Kesselman
Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member of PricewaterhouseCoopers International Limited

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Kåre Schultz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Teva Pharmaceutical Industries Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: August 5, 2020

/s/ Kåre Schultz

Kåre Schultz

President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Eli Kalif, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Teva Pharmaceutical Industries Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: August 5, 2020

/s/ Eli Kalif
Eli Kalif
Executive Vice President, Chief Financial Officer

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Teva Pharmaceutical Industries Limited (the "Company") on Form 10-Q for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Kåre Schultz, President and Chief Executive Officer of the Company, and Eli Kalif, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 5, 2020

/s/ Kåre Schultz

Kåre Schultz

President and Chief Executive Officer

/s/ Eli Kalif

Eli Kalif

Executive Vice President, Chief Financial Officer