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COMPANIES HOUSE

HIKMA PHARMACEUTICALS PLC (the "Company")

**ORDINARY AND SPECIAL RESOLUTIONS
PASSED AT THE ANNUAL GENERAL MEETING
ON 15 MAY 2014**

At the Annual General Meeting of the Company duly convened and held at the Westbury, Bond Street, Mayfair, London W1S 2YF on 15 May 2014 at 11 00 a m , the following special business was transacted and such resolutions were duly passed of which numbers 15 to 17, 21 and 22 were passed as ordinary resolutions and numbers 18 to 20 were passed as a special resolutions

SPECIAL BUSINESS

Ordinary resolutions

- 15 To approve and adopt for a period of 5 years from the date of this meeting the Hikma Pharmaceuticals plc 2014 Executive Incentive Plan (the 'EIP'), the principal terms of which are summarised in the circular to this Notice of Meeting dated 8 April 2014, and the rules of the EIP which are produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification
- 16 To approve the amendment to clause 90 of the Company's Articles of Association
- 17 That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot Ordinary Shares and grant rights to subscribe for, or convert any security into, Ordinary Shares
 - (a) up to an aggregate nominal amount within the meaning of section 551(3) and (6) of the Act) of £6,605,233 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £13,210,466 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment, (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange, in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2015), save that the Company may before

such expiry make any offer or agreement which would or might require Ordinary Shares to be allotted or rights to be granted, after such expiry and the Directors may allot Ordinary Shares, or grant rights to subscribe for or to convert any security into Ordinary Shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired

- 21 Subject to the time limitations set out in paragraph 19(d) of Resolution 19 above, that the Waiver granted by the Panel on Takeovers and Mergers (described in the circular to Shareholders dated 8 April 2014 (the "**Circular**")) of any requirements under Rule 9 of the Takeover Code (as defined in the Circular) for the Concert Party (as defined in the Circular) to make a general offer to Shareholders by reason of any buy back of up to 19,815,700 Ordinary Shares, as a result of which the aggregate interest of the Concert Party in Ordinary Shares could increase to 35.37 per cent of the voting rights of the Company, be and is hereby approved
- 22 That the Waiver granted by the Panel on Takeovers and Mergers (described in the Circular) of any requirements under Rule 9 of the Takeover Code for the Concert Party and persons acting in concert with them to make a general offer to Shareholders of the Company by reason of the issue of up to 165,600 Ordinary Shares to members of the Concert Party pursuant to the grant and vesting of up to 150,600 LTIP Awards and up to 15,000 MIP Awards (each as defined in the Circular) as a result of which the aggregate interest of the Concert Party in Ordinary Shares would increase to 31.90 per cent of the voting rights of the Company, be and is hereby approved

Special Resolutions

- 18 That subject to the passing of resolution 17 above, the Directors be given power pursuant to sections 570(1) and 573 of the Act to
- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by that resolution, and
 - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

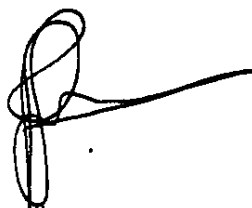
as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares

- (i) in the case of the authority granted under resolution 17(b) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (ii) of this resolution, up to an aggregate nominal amount of £990,785, and
- (ii) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authority granted under resolution 17(a), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider

necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2015), save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired

- 19 That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares of 10 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such Ordinary Shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that
- (a) the maximum number of Ordinary Shares which may be purchased is 19,815,700 representing approximately 10 per cent of the issued ordinary share capital as at 7 April 2014,
 - (b) the minimum price which may be paid for each Ordinary Share is 10 pence which amount shall be exclusive of expenses, if any,
 - (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for the Ordinary Shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased,
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting to be held in 2015 or 30 June 2015, whichever is the earlier, and
 - (e) under this authority the Company may make a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired
- 20 That a general meeting of shareholders of the Company other than an annual general meeting may be called on not less than 14 clear days' notice



Peter Speirs
Company Secretary