

# Perrigo®

Quality Affordable Healthcare Products™

## Morgan Stanley Global Healthcare Conference

September 10<sup>th</sup>, 2013

Consumer Healthcare  
Nutritionals | Rx Pharmaceuticals  
Active Pharmaceutical Ingredients





# Important Information For Investors And Shareholders

This document does not constitute an offer to sell, or an invitation to subscribe for or purchase or purchase or exchange, any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law. New Perrigo will file with the SEC a registration statement on Form S-4, each of Perrigo and Elan will file with the SEC a proxy statement and each of New Perrigo, Perrigo and Elan Corporation, plc (“Elan”) will file with the SEC other documents with respect to the transactions contemplated by the Transaction Agreement. In addition, a definitive proxy statement will be mailed to shareholders of Perrigo and Elan. INVESTORS AND SECURITY HOLDERS OF PERRIGO AND ELAN ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the proxy statement (when available) and other documents filed with the SEC by New Perrigo, Perrigo and Elan through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by New Perrigo and Perrigo will be available free of charge on Perrigo’s internet website at [www.perrigo.com](http://www.perrigo.com) or by contacting Perrigo’s Investor Relations Department at +1-269-686-1709. Copies of the documents filed with the SEC by Elan will be available free of charge on Elan’s internet website at [www.elan.com](http://www.elan.com) or by contacting Elan’s Investor Relations Department at +1-800-252-3526.

Perrigo, Elan, their respective directors and certain of their executive officers may be considered participants in the solicitation of proxies in connection with the transactions contemplated by the Transaction Agreement, entered into by New Perrigo, Perrigo and Elan on July 28, 2013 (the “Transaction Agreement”). Information about the directors and executive officers of Elan is set forth in its Annual Report on Form 20-F for the fiscal year ended December 31, 2012, which was filed with the SEC on February 12, 2013, its Report on Form 6-K, which was filed with the SEC on February 28, 2013, its Report on Form 6-K, which was filed with the SEC on April 25, 2013 and its Report on Form 6-K, which was filed with the SEC on June 5, 2013. Information about the directors and executive officers of Perrigo is set forth in its Annual Report on Form 10-K for the fiscal year ended June 30, 2012, which was filed with the SEC on August 16, 2012, and its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on September 26, 2012. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.



# Forward – Looking Statements

This document includes certain 'forward looking statements' within the meaning of, and subject to the safe harbor created by, Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the business, strategy and plans of Perrigo, its expectations relating to the transactions contemplated by the Transaction Agreement and its future financial condition and performance, including estimated synergies. Statements that are not historical facts, including statements about Perrigo's managements' beliefs and expectations, are forward looking statements. Words such as 'believes', 'anticipates', 'estimates', 'expects', 'intends', 'aims', 'potential', 'will', 'would', 'could', 'considered', 'likely', 'estimate' and variations of these words and similar future or conditional expressions are intended to identify forward looking statements but are not the exclusive means of identifying such statements. While Perrigo believes these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Perrigo's control. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur. Actual results may differ materially from Perrigo's current expectations depending upon a number of factors affecting Perrigo's business, Elan's business and risks associated with acquisition transactions. These factors include, among others, the inherent uncertainty associated with financial projections; restructuring in connection with, and successful close of, the transactions contemplated by the Transaction Agreement; subsequent integration of the transactions contemplated by the Transaction Agreement and the ability to recognize the anticipated synergies and benefits of the transactions contemplated by the Transaction Agreement; the receipt of required regulatory approvals for the transactions contemplated by the Transaction Agreement (including the approval of antitrust authorities necessary to complete the transactions contemplated by the Transaction Agreement); access to available financing (including financing for the transactions contemplated by the Transaction Agreement) on a timely basis and on reasonable terms; the risks and uncertainties normally incident to the pharmaceutical industry, including product liability claims and the availability of product liability insurance; market acceptance of and continued demand for Perrigo's, and Elan's products; changes in tax laws or interpretations that could increase Perrigo's or the combined company's consolidated tax liabilities; and such other risks and uncertainties detailed in Perrigo's periodic public filings with the SEC, including but not limited to those discussed under "Risk Factors" in Perrigo's Form 10-K for the fiscal year ended June 29, 2013, in Perrigo's subsequent filings with the SEC and in other investor communications of Perrigo from time to time.



# Statements Required by Irish Takeover Laws

The Perrigo directors accept responsibility for all the information contained in this communication. To the best of the knowledge and belief of the Perrigo directors (who have taken all reasonable care to ensure that such is the case), the information in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Persons interested in 1% or more of any relevant securities in Perrigo or Elan may have disclosure obligations under Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007 (as amended).

Barclays, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Perrigo and no one else in connection with the matters described herein and will not be responsible to anyone other than Perrigo for providing the protections afforded to its clients or for providing advice in relation to the matters described in this announcement or any transaction or any other matters referred to herein.

Unless otherwise defined, capitalized items in slides 2 – 4 of this document have the meanings given to them in the announcement dated July 29, 2013 made by Perrigo pursuant to rule 2.5 of the Irish Takeover Rules.

# Perrigo & Elan – A Premier Global Healthcare Company

Combines two great companies to create value for our respective shareholders, patients and customers

Creates industry-leading global healthcare company

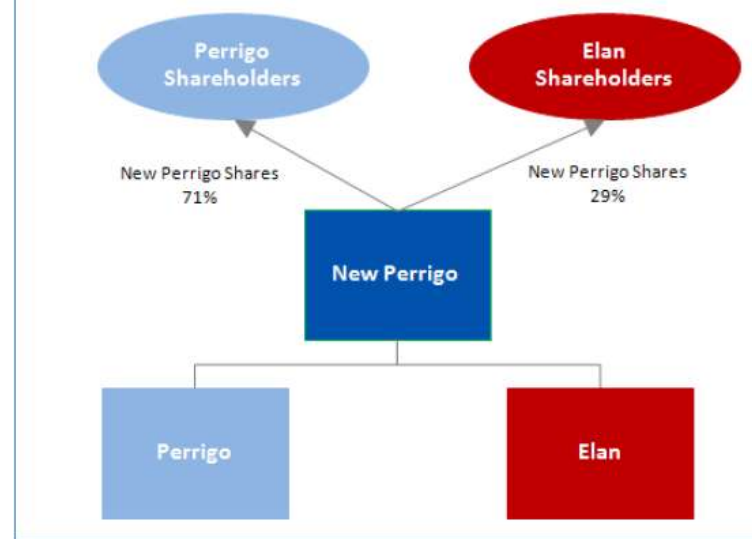
Furthers platform for international expansion

Diversifies business and strengthens financial profile

Financially compelling

1 + 1 is at least 3...

## End Structure





# Combination Empowers Future Growth

## Strengthened Financial Profile

- Increased revenue and cash flow
- Escalating royalty stream on Tysabri® - a blockbuster drug with a 19% 4-year CAGR
- \$1.9 billion in cash from Elan balance sheet



## More Efficient Corporate Structure

- Irish domicile to enhance international expansion platform
- Tax rate to migrate from ~30% to high teens



## Enables Growth Platform

- Superior operating company with consistent cash flows
- Ability to more successfully compete for M&A assets with global competitors
- Scale and scope to continue building differentiated business domestically and internationally
- After-tax operational synergies and tax savings >\$150 million annually
- Including synergies, accretive to adjusted EPS<sup>(1)</sup>
  - + at least \$0.10 in FY'14
  - + \$0.70-\$0.80 in FY'15

(1) The synergy and earning enhancement statement should not be construed as a profit forecast or interpreted to mean that New Perrigo's earnings in the current or any subsequent financial period, would necessarily match or be greater than or be less than those of Perrigo and / or Elan for the relevant financial period or any other period.



# Portfolio of Leading Store Brands & Generics

FY2013 Portfolio by Sales (~\$3.5B)



**Nutritionals**  
14%

**Consumer Healthcare**  
59%



# Perrigo's Business Model is Unique

## Pharmaceutical



A leading manufacturer and developer of high quality pharmaceutical products in dozens of dosage forms

## FMCG

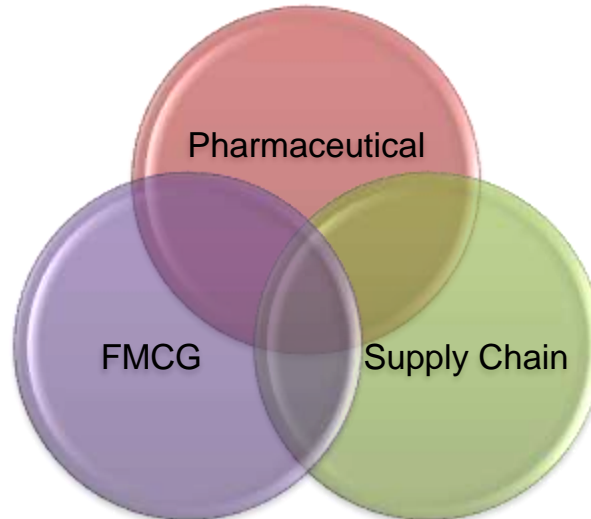


CHC and NUT products are marketed for ease of consumer self selection, providing retailers a full 'turn key' offering

## Supply Chain



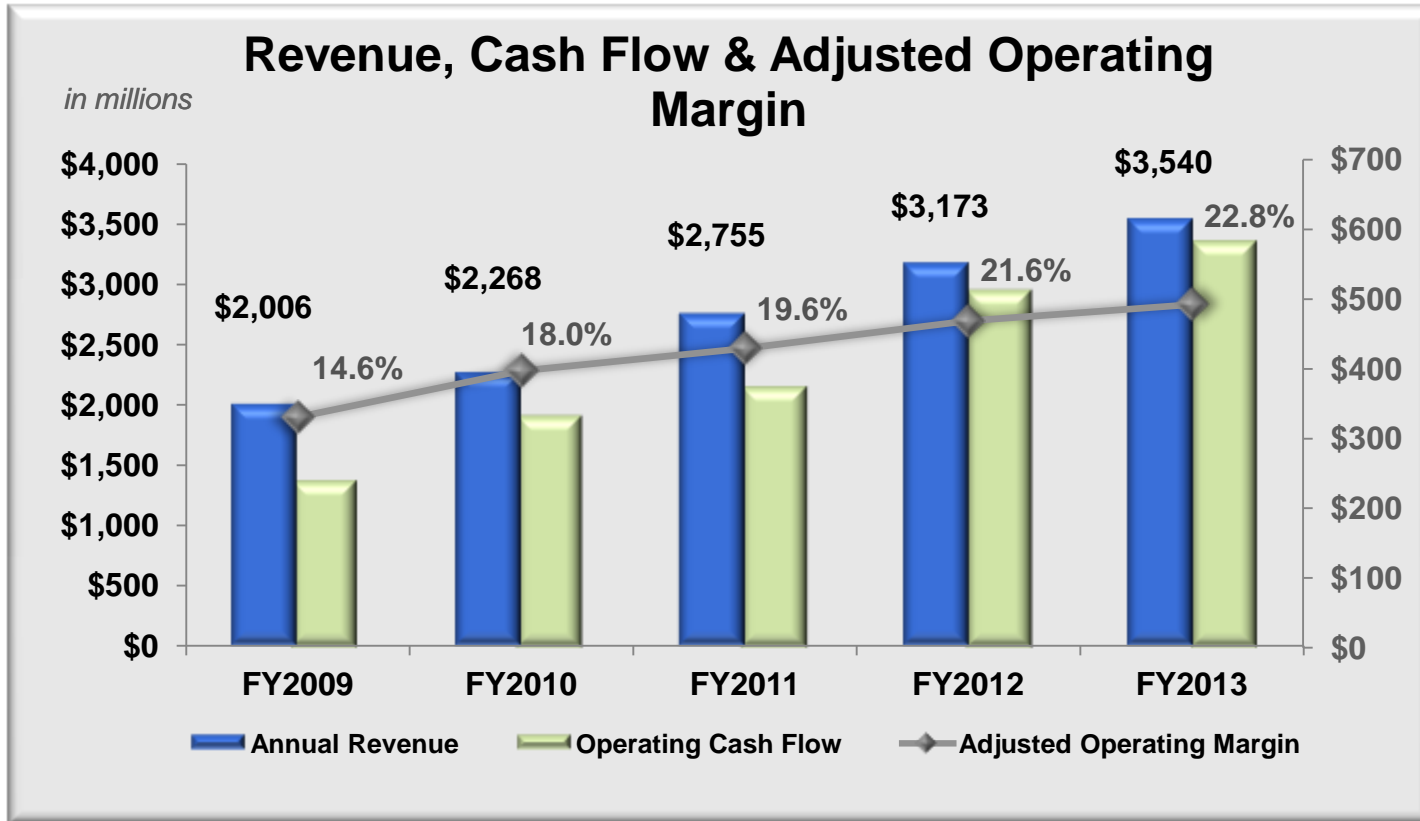
Vast, highly complex, integrated supply chain which allows for custom packaging, promotion and inventory management on behalf of diverse customers







# Perrigo Consolidated – Key Financial Performance\*



**4 Year Revenue CAGR of 15%**

**4 Year Adjusted Operating Income CAGR of 29%**

**4 Year Operating Cash Flow CAGR of 25%**

**Store Brand Growth**

**Adjacent Categories**

**2014 Growth Drivers**

**>\$190M New Product Revenue;  
>75 New Products**

**Rx Performance**

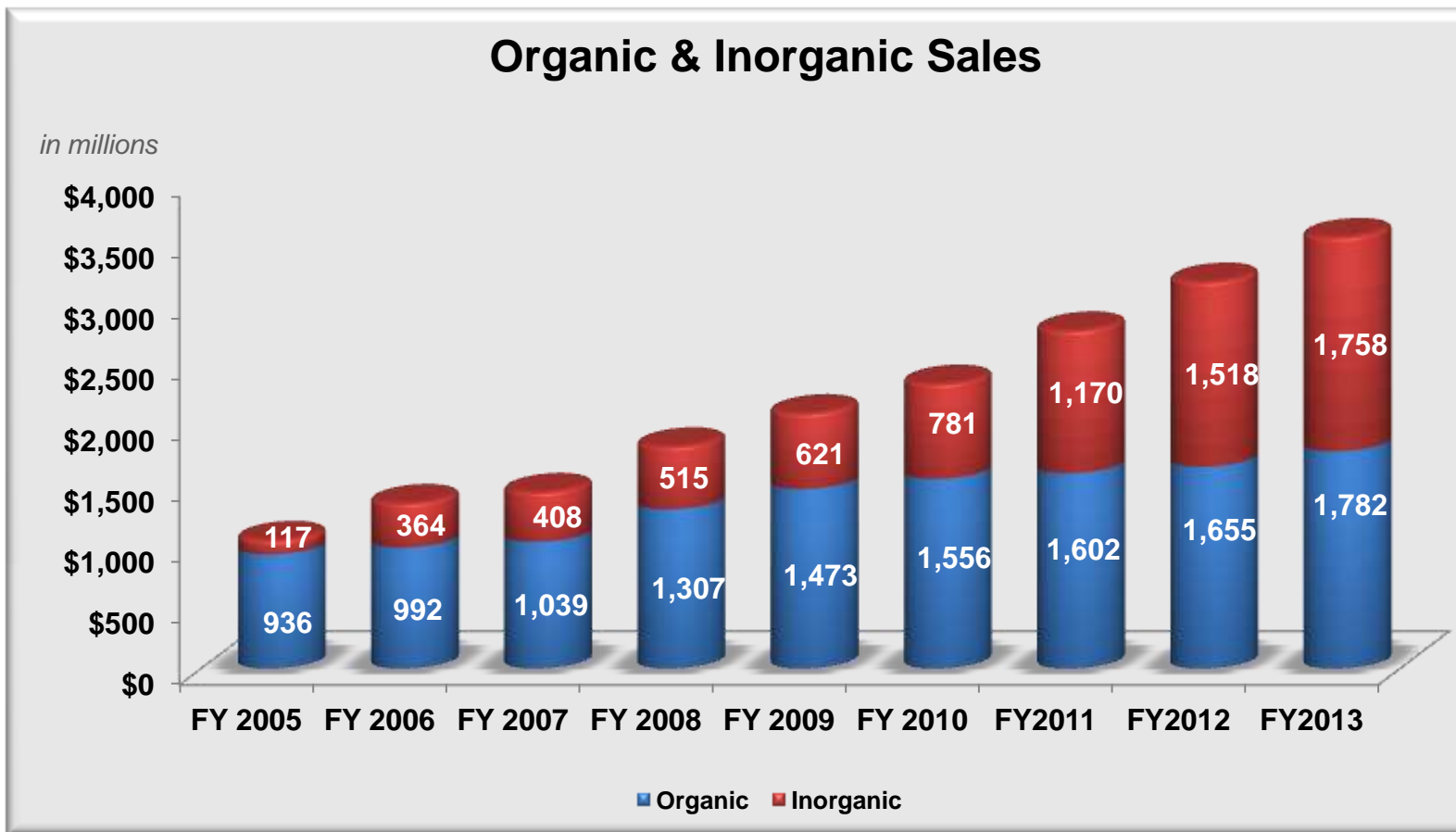


Quality Affordable Healthcare Products™



# Focused on Both Organic and Inorganic Growth\*

*FY2005 as the base year*



**8 Year Organic CAGR of 8%**  
**8 Year Inorganic CAGR of 40%**

\*Organic sales exclude the effects of acquisitions; acquisitions and their subsequent growth remain in inorganic sales in years following the acquisition



# One of the World's Leading Pharmaceutical Manufacturers

**Facilities**      **Solid Dose**      **Liquids**      **Semi-Solids**      **Infant Powder**

**North America**

14 Plants      42 Billion Tablets      2.3 Billion Doses      800 Million Doses      36 Million Units

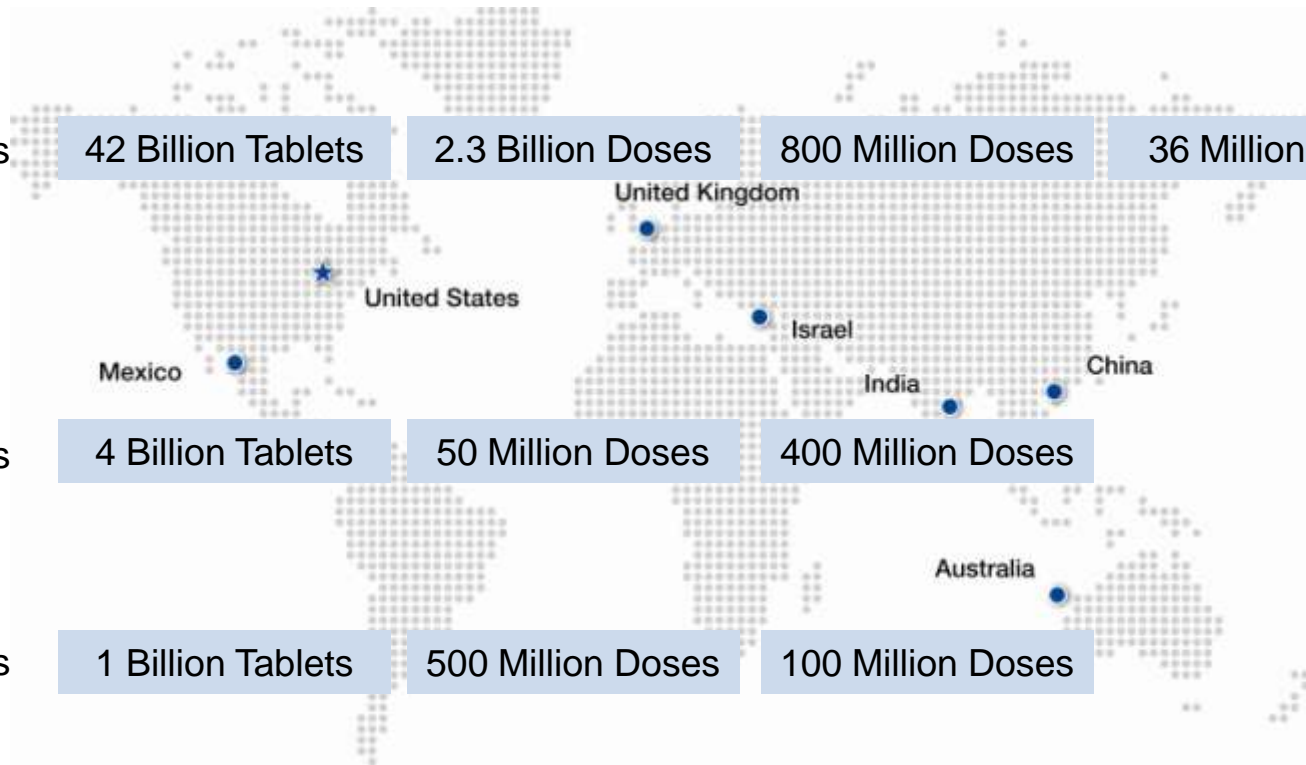
**EU**

2 Plants      4 Billion Tablets      50 Million Doses      400 Million Doses

**Middle/  
Far East**

4 Plants      1 Billion Tablets      500 Million Doses      100 Million Doses

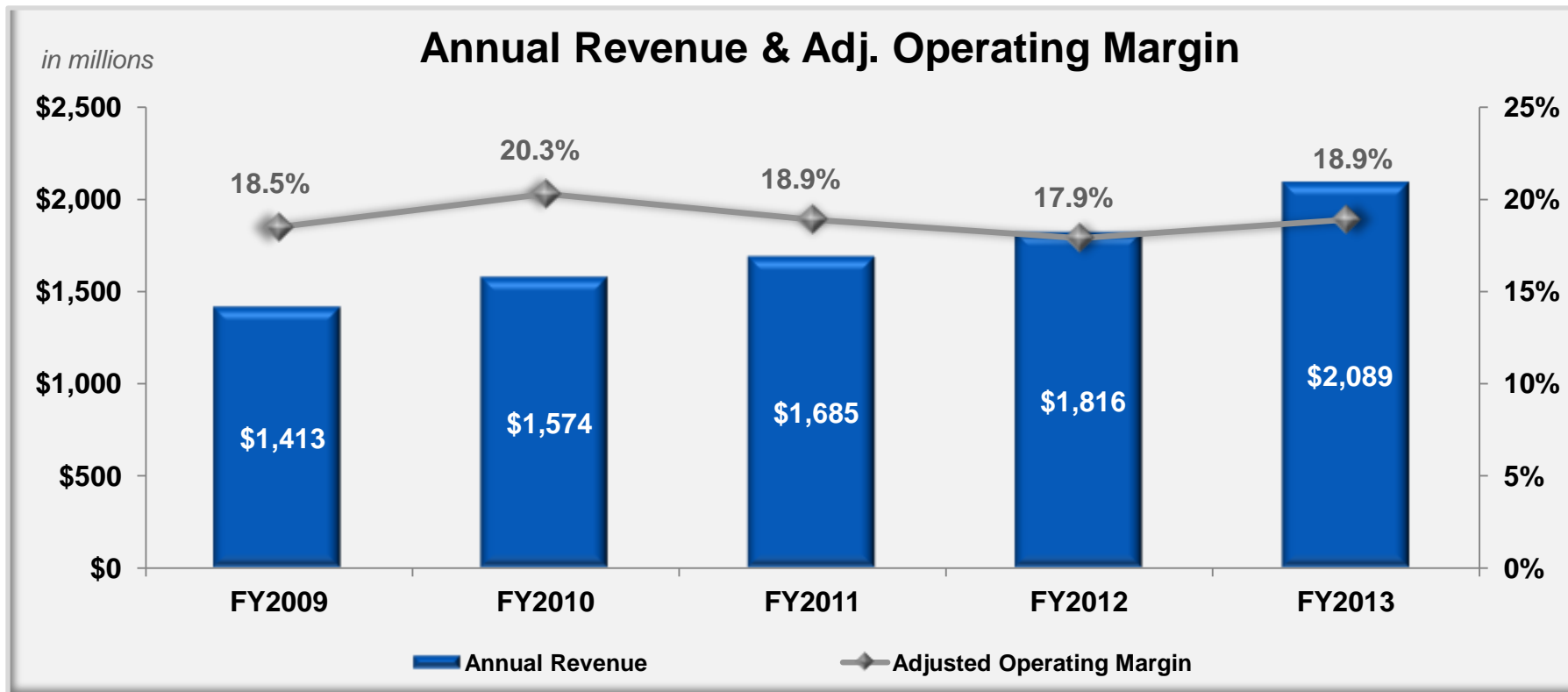
**Total:**      47 Billion Tablets      2.8 Billion Doses      1.3 Billion Doses      36 Million Units





# Consumer Healthcare Segment\*

Leveraging the Perrigo Advantage





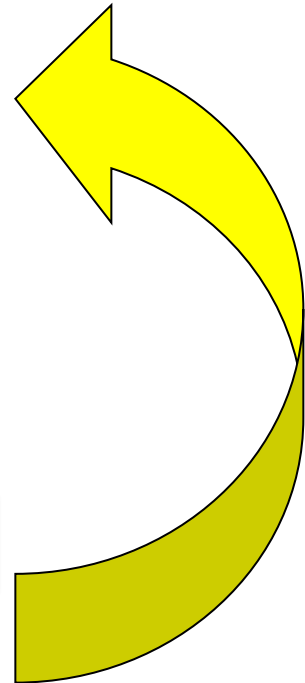
# The Magic of Store Brands...



<b>\$57.27</b>	<b>Cost to Retailer</b>	<b>\$23.50</b>
<b>\$71.59</b>	<b>Retail Selling Price</b>	<b>\$52.99</b>
<b>\$14.32</b>	<b>\$ Profit</b>	<b>\$29.49</b>
<b>20%</b>	<b>% Profit</b>	<b>56%</b>
	<b>Consumer Savings</b>	<b>26%</b>

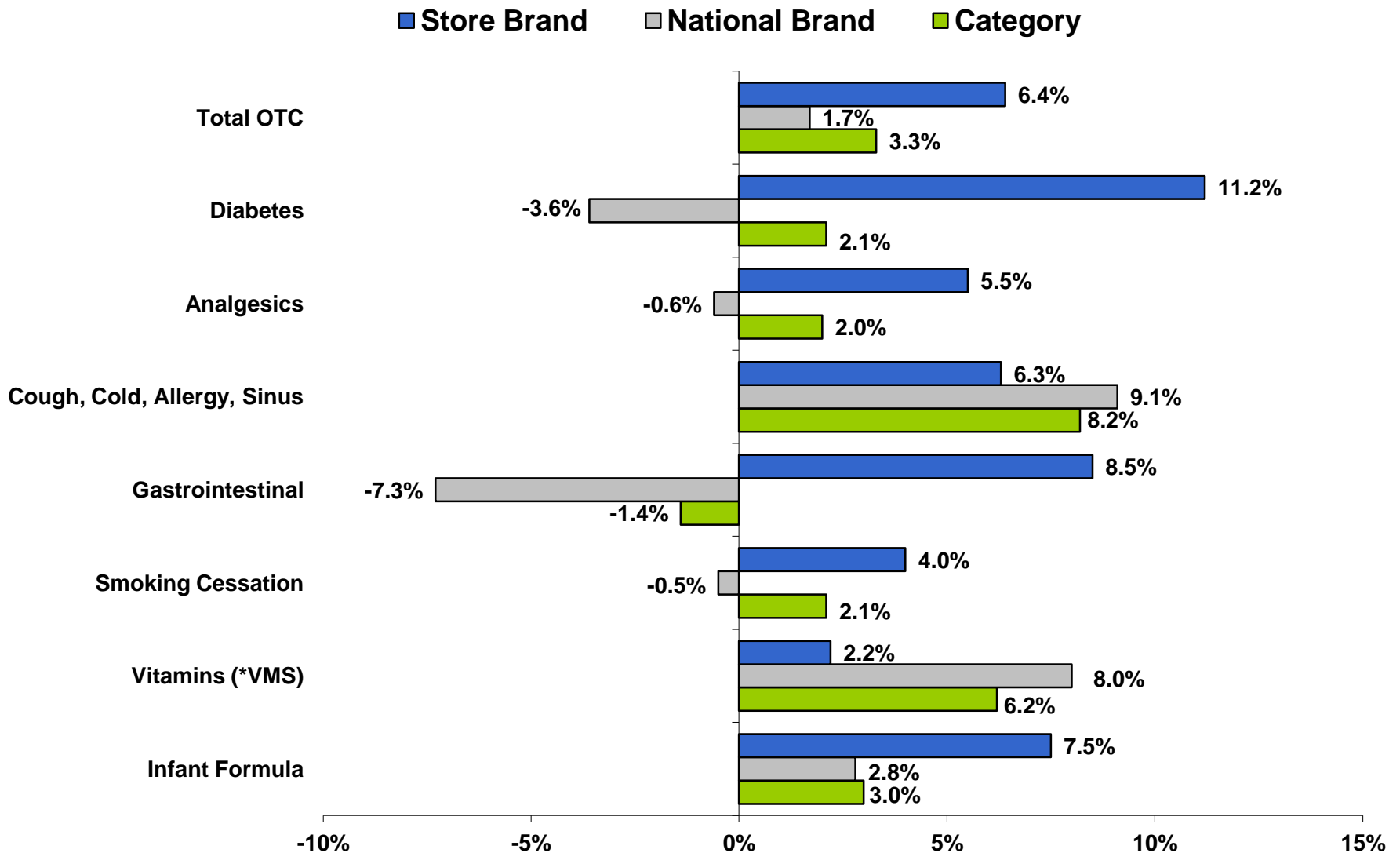
**Big dollar profits and margin for retailers**

**Reason for large investments by retailers in store brands**





# All Category Update – 52 Weeks



\*Vitamins, Minerals, and Supplements

Source: IRI 52 Week Data through June 30, 2013; FDMx

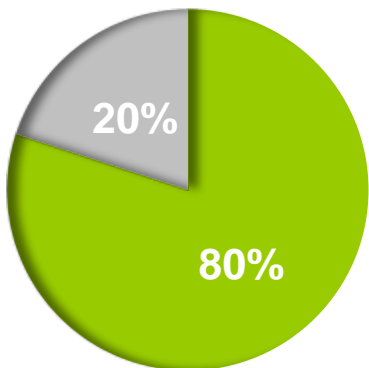


# Power of Perrigo – Recent Product Launches

## Cetirizine



With more than 7 OTC approvals, Perrigo has 80% Store Brand Market Share



■ Perrigo ■ Other

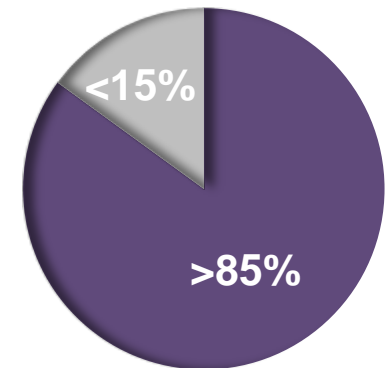
## Omeprazole



## Store Brand MiraLax®



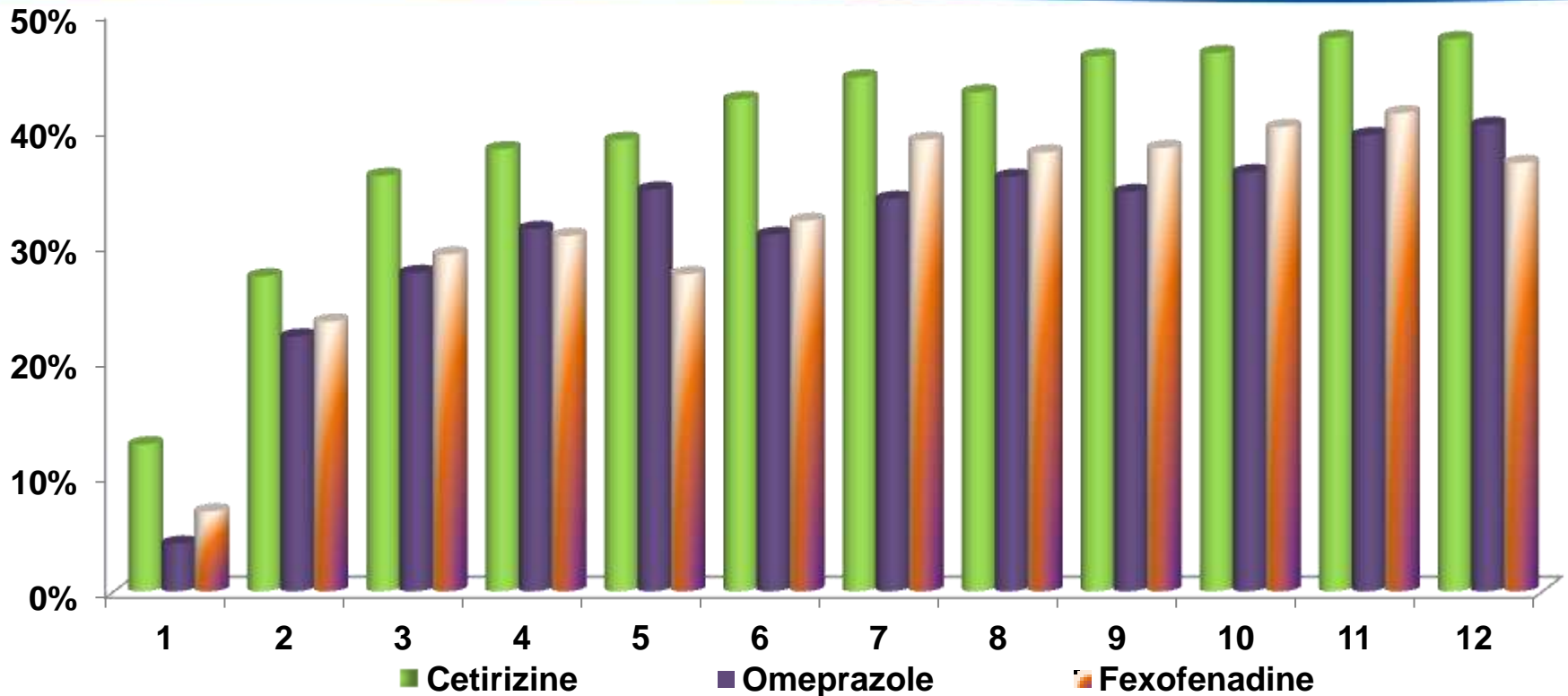
With 5 OTC approvals, Perrigo has >85% Store Brand Market Share



■ Perrigo ■ Other



# Store Brand Volume Penetration



Store brand Cetirizine increased to 48% penetration

Store brand Omeprazole increased to 40% penetration

Store brand Fexofenadine increased to 37% penetration





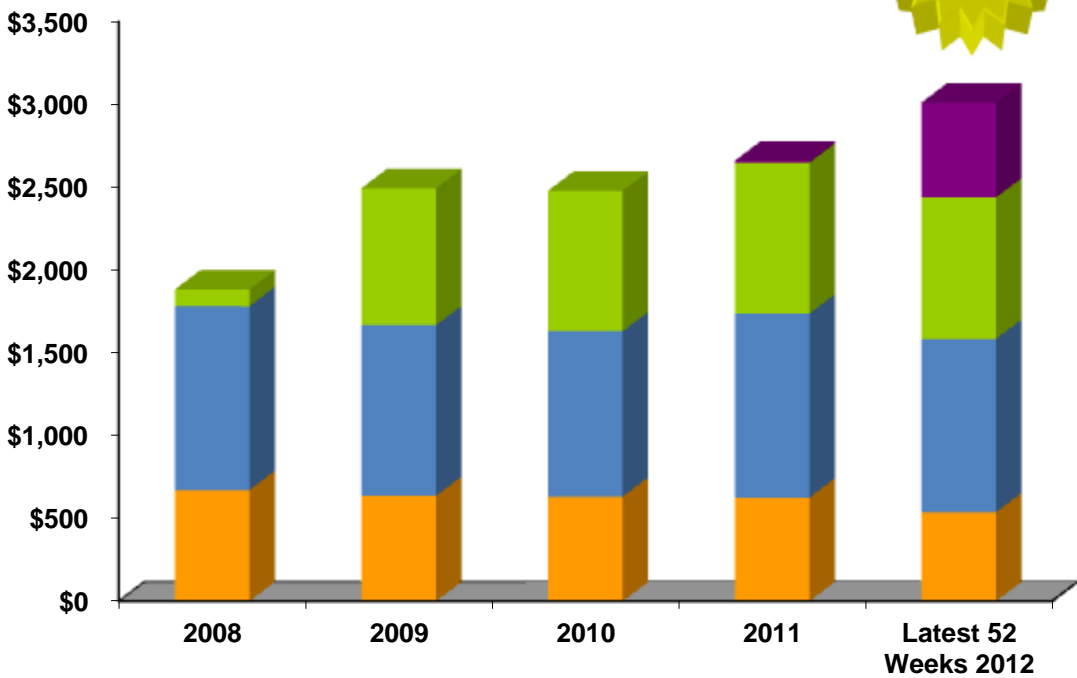


# Store Brand Allegra® – The Switch From Rx to OTC

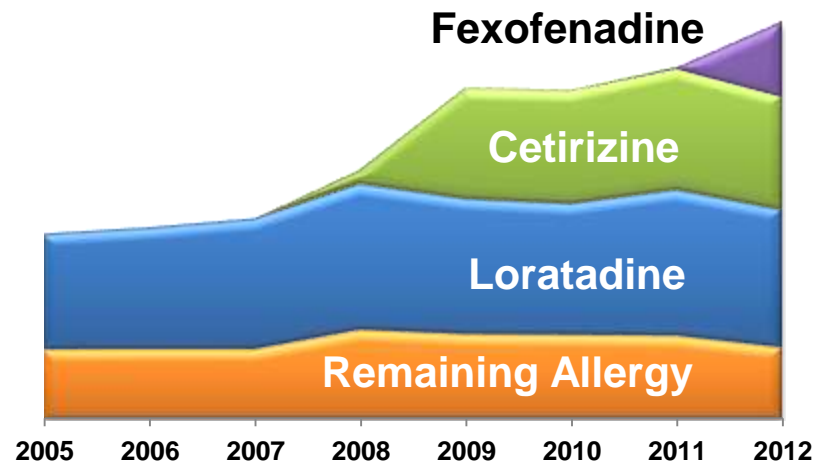
**We expect the switch of Allegra® from Rx to OTC will increase the size of the category, while having minimal impact to other NSA products**

*Every major NSA switch increased the OTC Allergy market over 50%!*

*in millions*



## OTC \$ Market



- Fexofenadine to contribute near 70% of incremental dollars to the OTC Allergy market
- When Loratadine launched in 2003, nearly 97% of the dollars were incremental to the OTC market & Cetirizine brought over 84%

■ Remaining Allergy ■ Loratadine ■ Cetirizine ■ Fexofenadine

# Corporate and Consumer Healthcare Growth – FY14 & Beyond

Publicly disclosed products

Across ALL segments, we expect to launch >75 new products, resulting in >\$190M of revenue in FY 2014

## Potential Rx to OTC switches

- \$10B in branded sales potential over the next 5 years



<u>Consumer Healthcare FY14 Pipeline Highlights</u>	<u>Branded Sales (\$M)</u>
SB versions of select Mucinex® Family of products	\$160
Full year effect of Guaifenesin 600mg ER	\$135
SB version of Children's Delsym® Liquid Suspension	\$100
SB version of Claritin® 24HR LiquidGel	\$35





# OTC Potential Future Product Pipeline

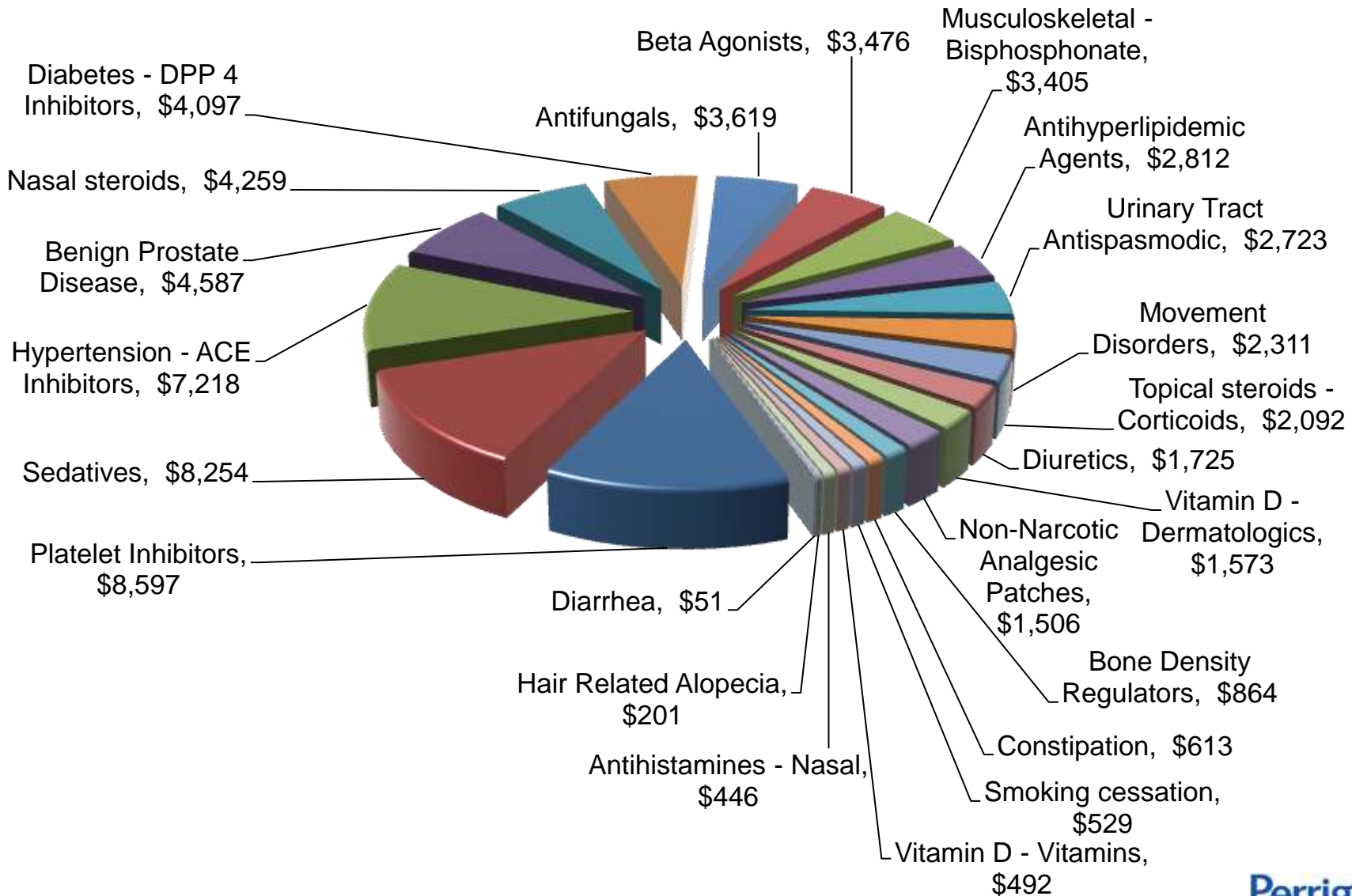
Future Pipeline		Brand Sales (\$B)
Nexium ®	Esomeprazole (Rx)	\$ 7.6
Protonix ®	Pantoprazole (Rx)	3.2
Aciphex ®	Rabeprazole (Rx)	1.1
Mucinex ® Family	Guaifenesin RS, D, RS D, RS DM, MAX, MAX DM (OTC)	0.7
Nasacort ® AQ	Triamcinolone Acetonide (Rx)	0.4
Clarinet ®	Desloratadine (Rx)	0.3
Voltaren ®	Diclofenac Topical Gel (Rx)	0.2
Advil ® LG	Ibuprofen LG (OTC)	0.2
Allegra ® D 12	Fexofenadine D12 (Rx)	0.1
Allegra ® D 24	Fexofenadine D24 (Rx)	0.1
Zegerid ®	Omeprazole Sodium Bicarbonate (OTC)	0.1
Plan B One-Step ®	Levonorgestrel (BTC)	0.1
Oxytrol ®	Oxybutynin Transdermal (Rx)	0.1
<b>Total</b>		<b>\$ 14.2</b>

Potential Switch Products/Categories	Brand Sales (\$B)
Statins	\$ 17.0
Singulair ®	5.3
Prostate	3.6
Cox-2 Inhibitors	3.5
Erectile Dysfunction	2.9
Nasal Allergy	2.5
Overactive Bladder	2.2
Migraine	1.7
Omega-3 Fish Oils	1.6
Ophthalmic-Allergy/Dry Eye	1.3
Acne	0.6
<b>Total</b>	<b>\$ 42.2</b>



# \$73B in Potential Switch Product Categories (\$M)

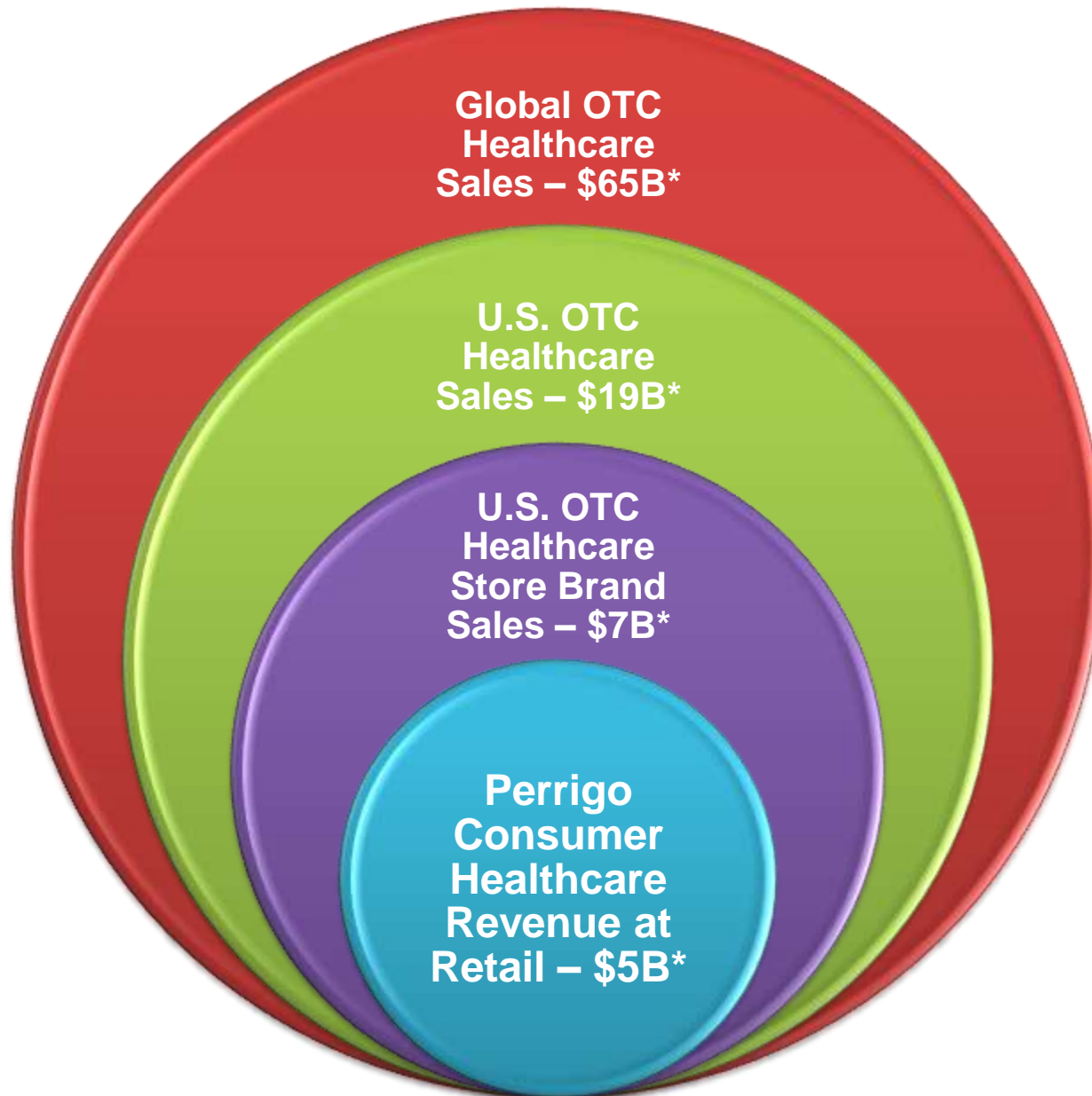
Excluding ~\$42B on Slide 20





# Growth Opportunities through Base Business

*Does not include Vitamins, Minerals & Supplements*

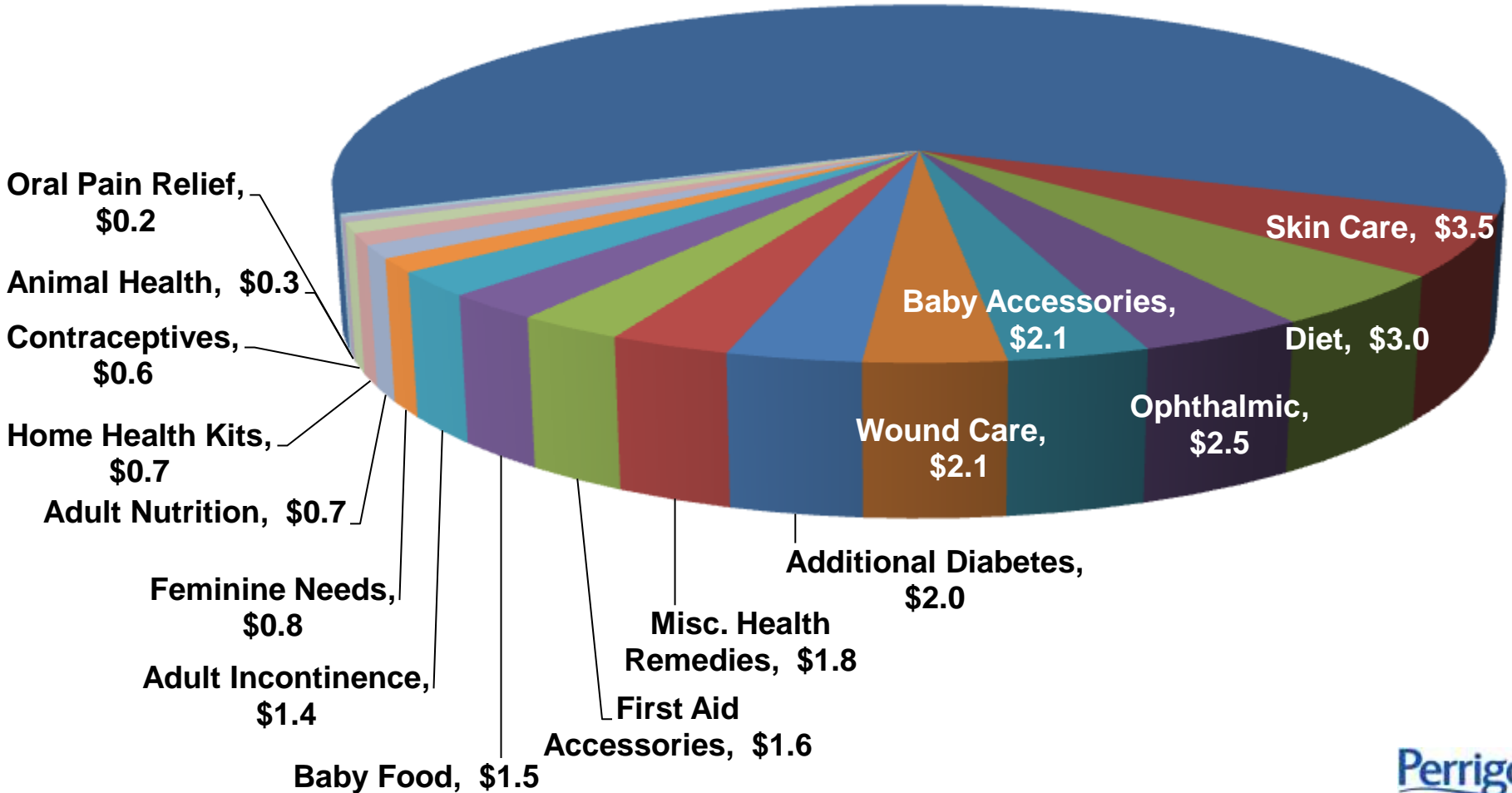




# Growth Opportunities through Adjacent Categories

~\$25B Adjacent Category Healthcare Market\*

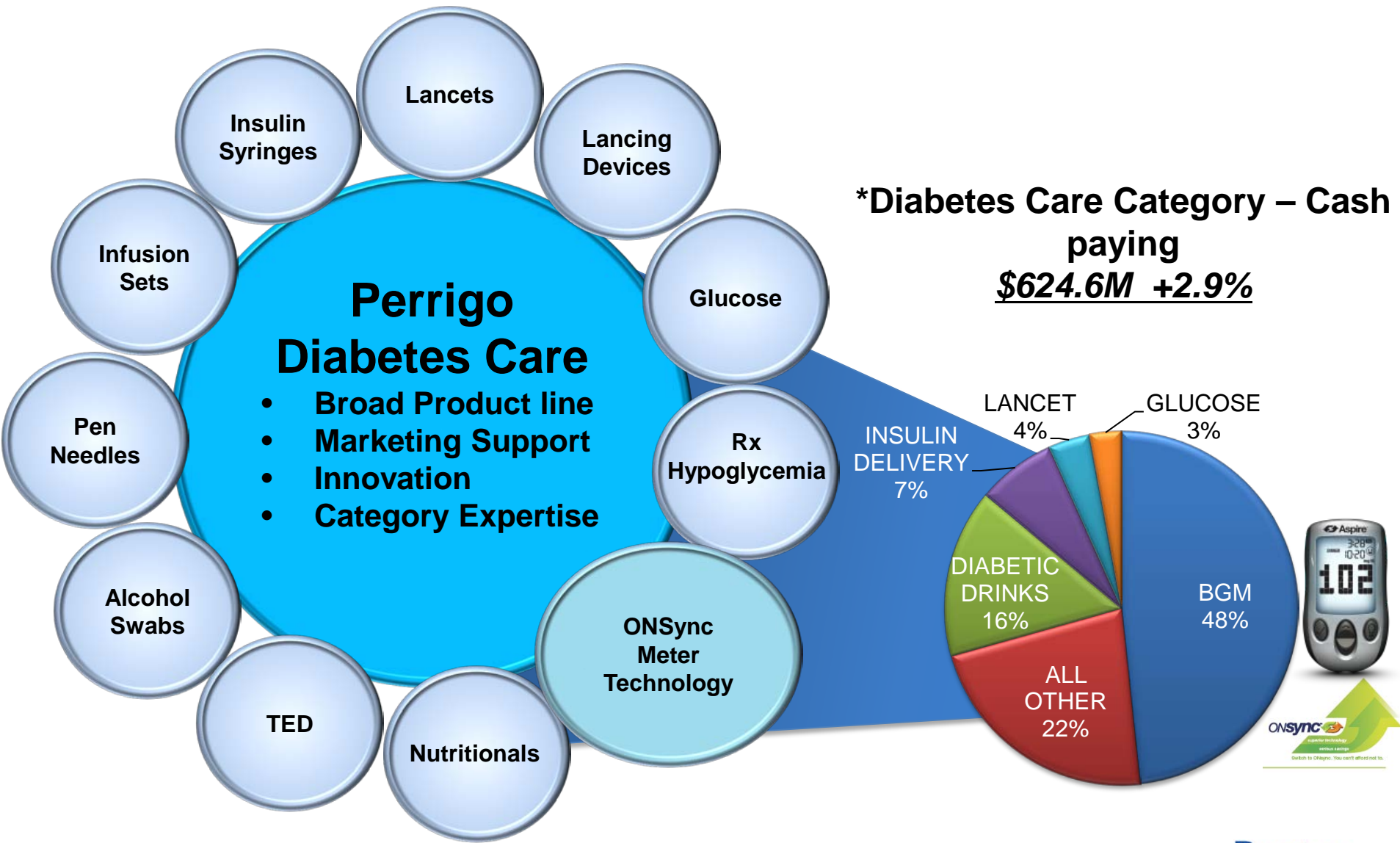
## Categories Where Perrigo Competes Today, \$39.0





# Diabetes Care Overview – Large & Growing Market

Total Diabetes Category ~\$3.5B







# Animal Health – Large & Growing Market\*

Combined Sergeant's & Velcera Acquisitions

## Strategic Fit

- Flea & Tick category ~\$1.6 billion retail sales market
- Adds PetArmor® and Sergeant's brands to become the #1 flea & tick value-brand franchises
- Adds PetTrust™ Plus brand – contains the same active ingredients as the #1 veterinarian-recommended heartworm preventive
- Ability to leverage distribution and add products into established Store Brand infrastructure
- Provides in-house manufacturing capabilities

## Financially Attractive

- Adds ~\$200 million in annual sales
- Expected to be at least \$0.31 accretive to adjusted EPS and in FY 2014
- Sergeant's expected to be ROIC accretive in FY 2014 and Velcera in FY 2015
- Gross margins above and operating margins in-line with corporate average

## Transaction Details

- \$445 million all cash transactions
- Financed entirely from cash on hand



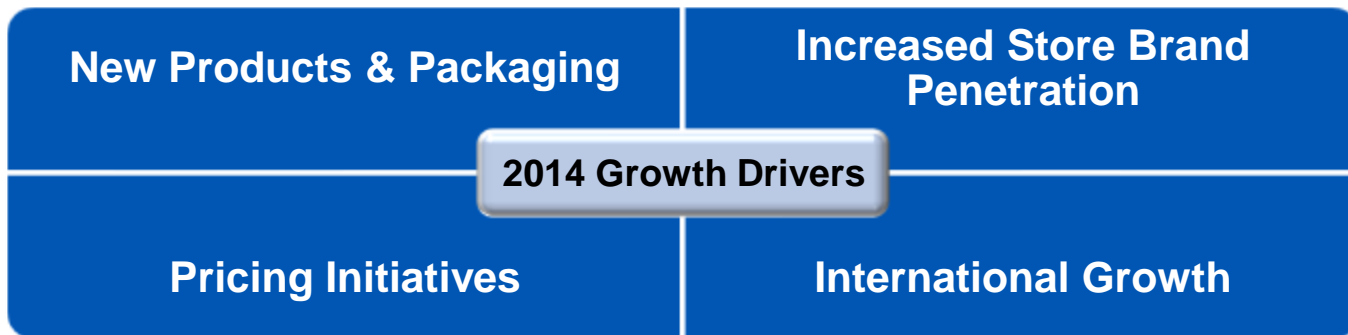
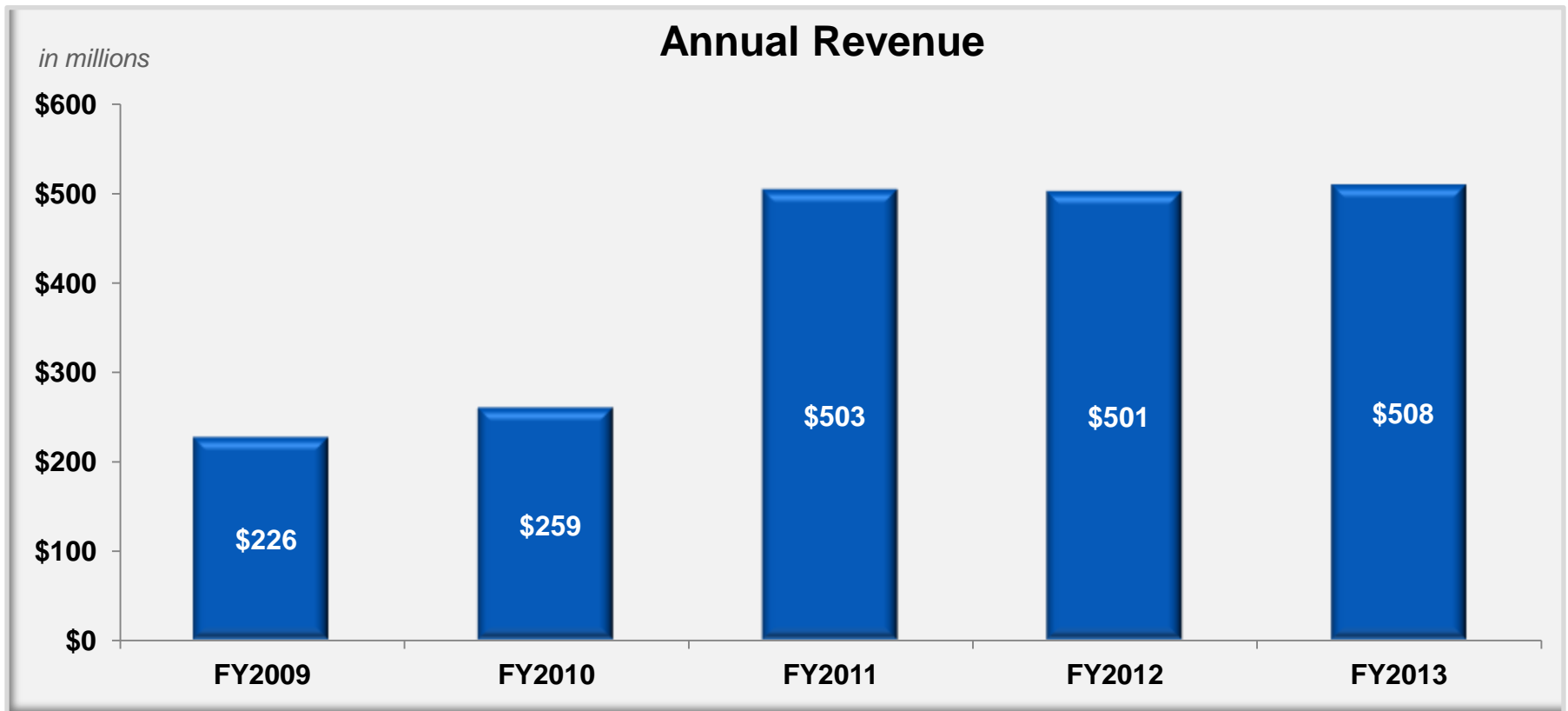
Perrigo™

Animal Health



# Nutritionals Segment – VMS\* and Infant Formula

*Leveraging the Perrigo Advantage*





# Nutritionals Growth – FY14 & Beyond

*Publicly disclosed products*

## Infant Formula SmarTub™

- Upgraded National Brand style package
- Improved usage experience for parents/caregivers
- Global Expansion

## North American Formulas

- Organic Toddler
- Dual Prebiotics
- Partially Hydrolyzed & Low Lactose (Compare to Similac Total Comfort)
- Concentrates in Plastic Bottles
- Extensively Hydrolyzed

## Chinese Formulas

- Ultra-Premium Stage 1, 2 & 3

## CODEX Gold Formulas

- Upgraded to include: prebiotics, lutein & DHA
- Targeting: Latin America, Africa & Middle East



Nutritionals



# Nutritionals Growth – FY14 & Beyond

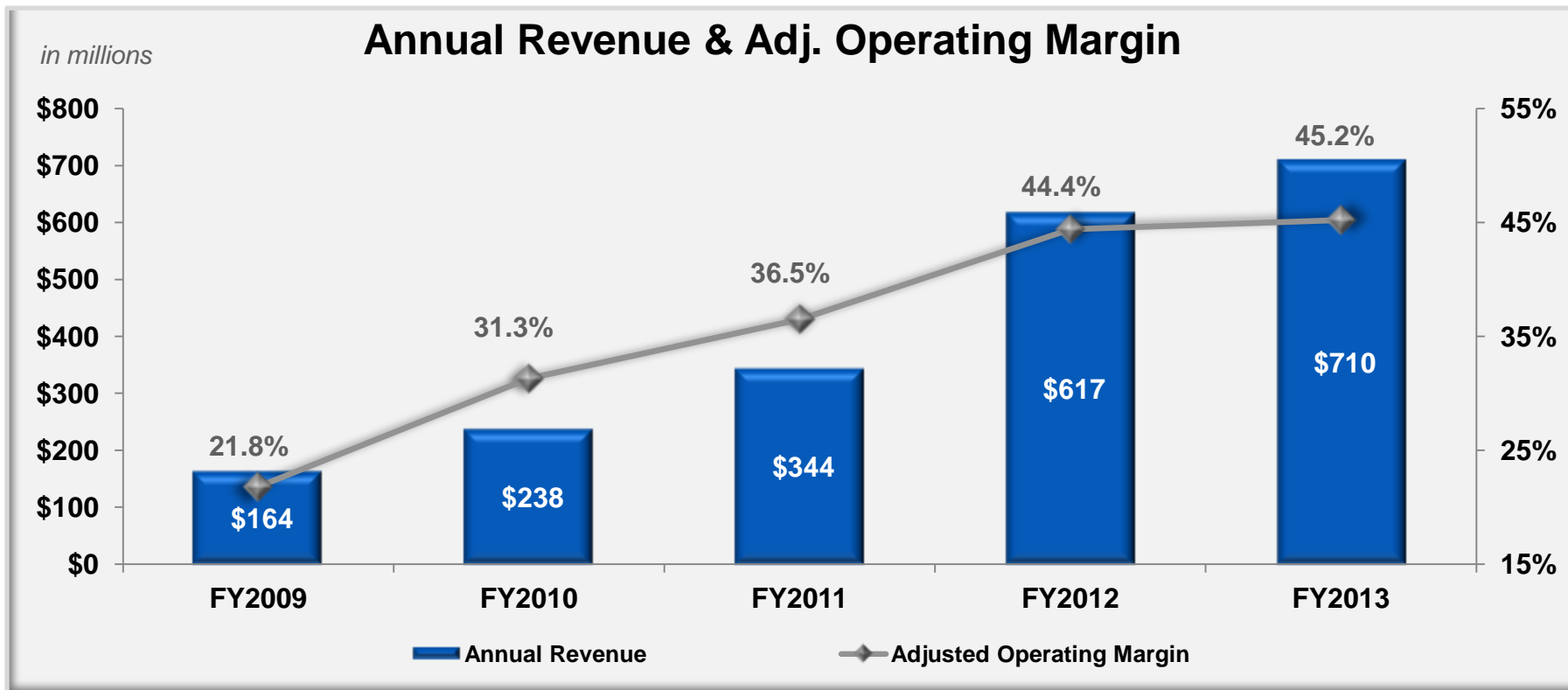
*New SmarTub™ Packaging*

**Store Brand Product Placement – Center, at Eye Level**



# Rx Segment – Extended Topicals & Specialty Generics\*

Leveraging the Perrigo Advantage





# Rx Growth – FY14 & Beyond

*Publicly disclosed products*

## 34 ANDAs Pending FDA approval

- ANDAs represent \$5B in branded sales
- 7 confirmed first-to-file ANDAs
- 3 first-to-file ANDAs have final approval with later certain launch dates

## 5 Paragraph IV litigations

- Repaglinide Tablets (Prandin®)(Appeals Court victory)
- Azelastine Nasal Spray (Astepro®)
- Albuterol HFA Inhaler (Proair®)
- Testosterone 1.62% Gel (Androgel®)
- Testosterone 2% Topical Solution (Axiron®)

## 4 projects in clinical studies

<u>Rx FY14 Pipeline Highlights</u>	<u>Branded Sales (\$M)</u>	<u>Launch Status</u>
Generic equivalent to Derma-Smoothe/FS Oil & Lotion	~\$25	Launched
Generic equivalent to Cutivate	~19	Launched
>2 Extended topicals	>\$200	
>1 Oral solids	>\$200	
>3 Liquids	>\$200	
>8 products expected to launch in FY14	>\$600	





# Rx Growth – FY14 & Beyond\*

Leadership position in multiple technologies

## Cobrek – topical foam technologies

- Expected to be \$0.04 accretive to adjusted EPS in FY13



## Rosemont – oral liquid technologies

- Expected to be \$0.24 accretive to adjusted EPS in first 12-months post-February 11, 2013 close



## Fera – ophthalmic technologies

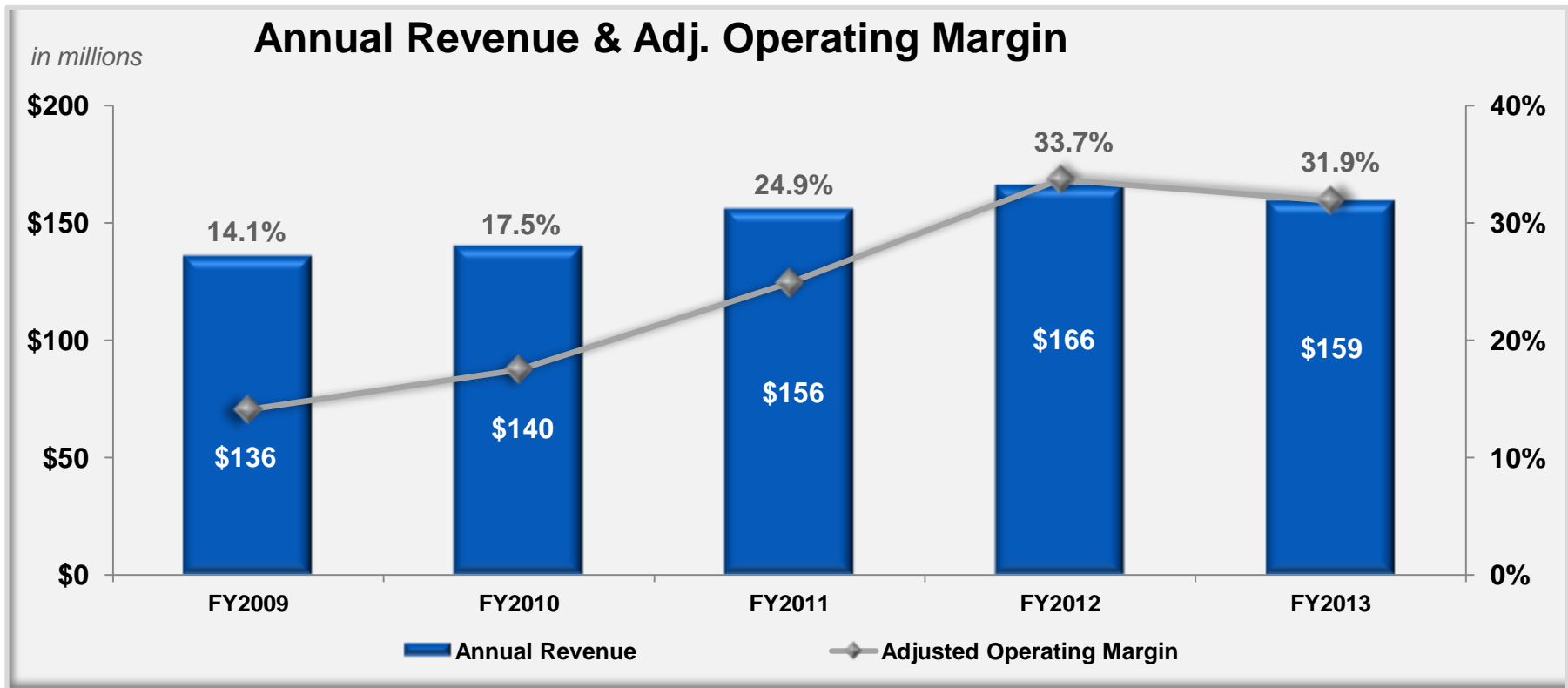
- Expected to be \$0.12 accretive to adjusted EPS in FY14





# API – Active Pharmaceutical Ingredients\*

Leveraging the Perrigo Advantage







# Perrigo FY14 Segment Guidance\*

STAND ALONE PERRIGO GUIDANCE

	FY 2014 Guidance 8/15/13 Conference Call
<b>CONSUMER HEALTHCARE</b> Revenue Growth Y/Y Adjusted Gross Margin % Adjusted Operating Margin %	<b>10% - 14%</b> <b>33% - 37%</b> <b>18% - 22%</b>
<b>NUTRITIONALS</b> Revenue Growth Y/Y Adjusted Gross Margin % Adjusted Operating Margin %	<b>8% - 12%</b> <b>26% - 30%</b> <b>12% - 16%</b>
<b>RX PHARMACEUTICALS</b> Revenue Growth Y/Y Adjusted Gross Margin % Adjusted Operating Margin %	<b>25% - 29%</b> <b>58% - 62%</b> <b>46% - 50%</b>
<b>API</b> Revenue Growth Y/Y Adjusted Gross Margin % Adjusted Operating Margin %	<b>3% - 8%</b> <b>52% - 56%</b> <b>32% - 36%</b>

**Legend:**  
Y/Y = Year over Year



Quality Affordable Healthcare Products™



# Perrigo FY14 Consolidated & EPS Guidance\*

STAND ALONE PERRIGO GUIDANCE

	FY 2014 Guidance 8/15/13 Conference Call
<b>CONSOLIDATED PERRIGO</b>	
Revenue Growth Y/Y	<b>12% - 16%</b>
Adjusted Gross Margin %	<b>38% - 42%</b>
R&D as % to Net Sales	<b>~3.5%</b>
Adjusted DSG&A as % to Net Sales	<b>~12.5%</b>
Adjusted Operating Margin %	<b>23% - 25%</b>
Effective Tax Rate	<b>30% - 32%</b>
Adjusted Diluted EPS	<b>\$6.35 - \$6.60</b>
Y/Y Growth	<b>13% - 18%</b>
Y/Y Growth w/out Discrete Tax <sup>†</sup>	<b>15% - 19%</b>
Operating Cash Flow	<b>\$650M - \$700M</b>
CAPEX	<b>\$150M - \$185M</b>

## † Implied Y/Y Growth Without Discrete Tax Items Reconciliation

	FY 2013	FY 2014 Guidance
Adjusted Diluted EPS	\$5.61	\$6.35 - \$6.60
Less: Discrete Tax Items	(0.08)	
<b>Adjusted Diluted EPS, Excluding Discrete Tax Items</b>	<b>\$5.53</b>	<b>\$6.35 - \$6.60</b>
<b>Implied FY Y/Y Adjusted EPS Growth</b>		<b>13% - 18%</b>
<b>Implied FY Y/Y Adjusted EPS Growth, Excluding Discrete Tax Items</b>		<b>15% - 19%</b>

### Legend:

Y/Y = Year over Year

R&D = Research & Development Expense

DSG&A = Distribution, Selling, General & Administrative Expense

CAPEX = Capital Expenditures



Quality Affordable Healthcare Products™



# Combination Empowers Future Growth

Perrigo's S-4 Projections

## Perrigo's Standalone Projections (4-Year CAGR)

Revenue – 7%

Operating Profit<sup>(1)</sup> – 9%

Non-GAAP Net Income<sup>(2)</sup> – 11%

Non-GAAP Net Income per Share<sup>(3)</sup> – 11%

Free Cash Flow<sup>(4)</sup> – 9%

## Perrigo's Elan Projections (4-Year CAGR)

Revenue – 11%

Operating Profit<sup>(1)</sup> – 20%

Non-GAAP Net Income<sup>(2)</sup> – 19%

Non-GAAP Net Income per Share<sup>(3)</sup> – 18%

Free Cash Flow<sup>(4)</sup> – 32%

## COMBINED GUIDANCE

After-tax operational synergies and tax savings >\$150 million annually

Including synergies, accretive to adjusted EPS<sup>(5)</sup>

- at least \$0.10 in FY14
- \$0.70-\$0.80 in FY15

(1) Non-GAAP measure. For this purpose, Operating Profit represents net income before interest, tax and amortization.

(2) Non-GAAP measure. For this purpose, Non-GAAP Net Income represents GAAP net income adjusted for the after-tax effects of amortization.

(3) Non-GAAP measure. For this purpose, Non-GAAP Net Income per Share represents GAAP net income adjusted for the after-tax effects of amortization, divided by the number of outstanding shares of Perrigo and Elan, respectively, on a fully diluted basis.

(4) Non-GAAP measure. For this purpose, free cash flow represents Adjusted EBITDA less cash taxes, capital expenditures and less the amount of any increase or plus the amount of any decrease in net working capital.

(5) The synergy and earning enhancement statement should not be construed as a profit forecast or interpreted to mean that New Perrigo's earnings in the current or any subsequent financial period, would necessarily match or be greater than or be less than those of Perrigo and / or Elan for the relevant financial period or any other period.

## Appendix

### Contacts:

Arthur J. Shannon, Vice President,  
Investor Relations and Global  
Communications  
(269) 686-1709  
[ajshannon@perrigo.com](mailto:ajshannon@perrigo.com)

Bradley Joseph, Senior Manager,  
Investor Relations and Global  
Communications  
(269) 686-3373  
[bradley.joseph@perrigo.com](mailto:bradley.joseph@perrigo.com)



**Table I**  
**PERRIGO COMPANY**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(in millions, except per share amounts)

	<u>FY 2009*</u>	<u>FY 2010*</u>	<u>FY 2011*</u>	<u>FY 2012*</u>	<u>FY 2013</u>
<b>Consolidated</b>					
Net sales	\$ 2,005.6	\$ 2,268.2	\$ 2,755.0	\$ 3,173.2	\$ 3,539.8
Reported operating income	\$ 249.5	\$ 335.9	\$ 490.2	\$ 569.2	\$ 679.1
Acquisition-related amortization <sup>(1)</sup>	23.6	25.1	46.8	74.8	94.0
Acquisition and other integration-related costs	-	8.2	3.2	9.4	9.5
Impairment of fixed assets	1.6	-	-	-	-
Inventory step-ups	2.9	10.9	-	27.2	10.8
Loss on asset exchange	0.6	-	-	-	-
Restructuring charges	14.6	9.5	1.0	8.8	2.9
Net charge associated with acquired R&D and proceeds from sale of IPR&D projects	-	-	-	0.8	-
Earnings associated with sale of pipeline development projects	-	-	-	(3.5)	-
Write-offs of in-process R&D	0.3	19.0	-	-	9.0
Adjusted operating income	<u>293.2</u>	<u>408.6</u>	<u>541.3</u>	<u>686.6</u>	<u>805.3</u>
Adjusted operating income %	<u>14.6%</u>	<u>18.0%</u>	<u>19.6%</u>	<u>21.6%</u>	<u>22.8%</u>

\*All information based on continuing operations.



**Table II**  
**PERRIGO COMPANY**  
**RECONCILIATION OF NON-GAAP MEASURES**

(in millions)  
(unaudited)

	FY 2009*	FY 2010*	FY 2011*	FY 2012*	FY 2013
<b>Consumer Healthcare</b>					
Net sales	\$ 1,412.6	\$ 1,573.7	\$ 1,684.9	\$ 1,815.8	\$ 2,089.0
Reported operating income	\$ 250.0	\$ 313.7	\$ 309.0	\$ 315.3	\$ 363.2
Acquisition-related amortization <sup>(1)</sup>	6.6	5.9	8.4	9.3	17.3
Impairment of fixed assets	1.6	-	-	-	-
Inventory step-ups	1.9	0.5	-	-	7.7
Loss on asset exchange	0.6	-	-	-	-
Restructuring and other integration-related charges	-	-	1.0	-	5.6
Adjusted operating income	<u>\$ 260.8</u>	<u>\$ 320.1</u>	<u>\$ 318.4</u>	<u>\$ 324.6</u>	<u>\$ 393.8</u>
Adjusted operating income %	18.5%	20.3%	18.9%	17.9%	18.9%
<b>Rx Pharmaceuticals</b>					
Net sales	\$ 163.9	\$ 237.6	\$ 343.7	\$ 617.4	\$ 709.5
Reported operating income	\$ 24.5	\$ 44.6	\$ 114.6	\$ 213.5	\$ 263.2
Acquisition-related amortization <sup>(1)</sup>	11.2	10.8	11.0	32.4	43.8
Inventory step-ups	-	-	-	27.2	3.1
Acquisition-related costs	-	-	-	3.8	1.5
Net charge associated with acquired R&D and proceeds from sale of IPR&D projects	-	-	-	0.8	-
Earnings associated with sale of pipeline development projects	-	-	-	(3.5)	-
Write-offs of in-process R&D	-	19.0	-	-	9.0
Adjusted operating income	<u>\$ 35.7</u>	<u>\$ 74.4</u>	<u>\$ 125.6</u>	<u>\$ 274.1</u>	<u>\$ 320.6</u>
Adjusted operating income %	21.8%	31.3%	36.5%	44.4%	45.2%
<b>API</b>					
Net sales	\$ 135.7	\$ 140.0	\$ 155.7	\$ 165.8	\$ 159.3
Reported operating income	\$ 2.3	\$ 13.7	\$ 36.2	\$ 53.9	\$ 48.9
Acquisition-related amortization <sup>(1)</sup>	2.2	2.0	2.5	2.0	2.0
Restructuring charges	14.6	8.8	-	-	-
Adjusted operating income	<u>\$ 19.1</u>	<u>\$ 24.5</u>	<u>\$ 38.7</u>	<u>\$ 55.9</u>	<u>\$ 50.8</u>
Adjusted operating income %	14.1%	17.5%	24.9%	33.7%	31.9%

(1) Amortization of acquired intangible assets related to business combinations and asset acquisitions



Quality Affordable Healthcare Products™



**Table III**  
**PERRIGO COMPANY**  
**FY 2014 GUIDANCE AND FY 2013 EPS**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(unaudited)

	<b>Fiscal 2014 Guidance</b>
FY14 reported diluted EPS range <sup>(1)</sup>	\$5.51 - \$5.76
Acquisition-related amortization <sup>(1,2)</sup>	0.84
FY14 adjusted diluted EPS range <sup>(1)</sup>	<u>\$6.35 - \$6.60</u>
	<b>Fiscal 2013</b>
FY13 reported diluted EPS	\$4.68
Acquisition-related amortization <sup>(2)</sup>	0.668
Charges associated with inventory step-ups	0.077
Charges associated with acquisition, severance and other integration-related costs	0.061
Charge associated with write-off of in-process R&D	0.059
Losses on sales of investments	0.047
Charge associated with restructuring	0.018
FY13 adjusted diluted EPS	<u>\$5.61</u>

(1) Does not include any estimate related to the Elan transaction.

(2) Amortization of acquired intangible assets related to business combinations and asset acquisitions.



**Table IV**  
**PERRIGO COMPANY**  
**FY 2014 GUIDANCE**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(unaudited)

	<b>Fiscal 2014 Guidance</b>
<b>Consolidated</b>	
Reported consolidated gross margin range <sup>(1)</sup>	35.7% - 39.7%
Acquisition-related amortization <sup>(1,2)</sup>	2.3%
Adjusted consolidated gross margin range <sup>(1)</sup>	38% - 42%
Reported distribution, sales, general and administrative expense as % of net sales <sup>(1)</sup>	13.1%
Acquisition-related amortization <sup>(1,2)</sup>	-0.6%
Adjusted distribution, sales, general and administrative expense as % of net sales <sup>(1)</sup>	12.5%
Reported consolidated operating margin range <sup>(1)</sup>	20.1% - 22.1%
Acquisition-related amortization <sup>(1,2)</sup>	2.9%
Adjusted consolidated operating margin range <sup>(1)</sup>	23% - 25%
<b>Consumer Healthcare</b>	
Reported gross margin range	32.4% - 36.4%
Acquisition-related amortization <sup>(2)</sup>	0.6%
Adjusted gross margin range	33% - 37%
Reported operating margin range	17.1% - 21.1%
Acquisition-related amortization <sup>(2)</sup>	0.9%
Adjusted operating margin range	18% - 22%

*(1) Does not include any estimate related to the Elan transaction.*

*(2) Amortization of acquired intangible assets related to business combinations and asset acquisitions.*





**Table IV (Continued)**  
**PERRIGO COMPANY**  
**FY 2014 GUIDANCE**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(unaudited)

	<b>Fiscal 2014 Guidance</b>
<b>Nutritionals</b>	
Reported gross margin range	23.8% - 27.8%
Acquisition-related amortization <sup>(2)</sup>	2.2%
Adjusted gross margin range	26% - 30%
Reported operating margin range	6.8% - 10.8%
Acquisition-related amortization <sup>(2)</sup>	5.2%
Adjusted operating margin range	12% - 16%
<b>Rx Pharmaceuticals</b>	
Reported gross margin range	50.9% - 54.9%
Acquisition-related amortization <sup>(2)</sup>	7.1%
Adjusted gross margin range	58% - 62%
Reported operating margin range	38.9% - 42.9%
Acquisition-related amortization <sup>(2)</sup>	7.1%
Adjusted operating margin range	46% - 50%
<b>API</b>	
Reported gross margin range	50.9% - 54.9%
Acquisition-related amortization <sup>(2)</sup>	1.1%
Adjusted gross margin range	52% - 56%
Reported operating margin range	30.9% - 34.9%
Acquisition-related amortization <sup>(2)</sup>	1.1%
Adjusted operating margin range	32% - 36%

(1) Does not include any estimate related to the Elan transaction.

(2) Amortization of acquired intangible assets related to business combinations and asset acquisitions.



**Table V**  
**PERRIGO COMPANY**  
**RECONCILIATION OF NON-GAAP MEASURES**  
(unaudited)

	<b>Sergeant's</b>
	<b>Fiscal 2014 Guidance</b>
FY14 Sergeant's accretion - reported diluted EPS	\$0.13
Acquisition-related amortization <sup>(1)</sup>	0.07
FY14 Sergeant's accretion - adjusted diluted EPS	<u>\$0.20</u>
	<b>Velcera</b>
	<b>Fiscal 2014 Guidance</b>
FY14 Velcera accretion - reported diluted EPS	\$0.09 - \$0.10
Acquisition-related amortization <sup>(1)</sup>	0.01
FY14 Velcera accretion - adjusted diluted EPS	<u>\$0.10 - \$0.11</u>
	<b>Cobrek</b>
	<b>Fiscal 2013 Guidance</b>
FY13 Cobrek accretion - reported diluted EPS	\$0.01
Acquisition-related amortization <sup>(1)</sup>	0.02
Charge associated with severance costs	0.01
FY13 Cobrek accretion - adjusted diluted EPS	<u>\$0.04</u>
	<b>First 12 Months Accretion</b>
	<b>Post-Closing Rosemont</b>
Rosemont accretion first 12 months post-close - reported diluted EPS	\$0.09
Acquisition-related amortization <sup>(1)</sup>	0.11
Charge associated with inventory step-up	0.02
Charges associated with acquisition costs	0.01
Rosemont accretion first 12 months post-close - adjusted diluted EPS	<u>\$0.24</u>
	<b>Fera</b>
	<b>Fiscal 2014 Guidance</b>
FY14 Fera accretion - reported diluted EPS	\$0.07
Acquisition-related amortization <sup>(1)</sup>	0.05
FY14 Fera accretion - adjusted diluted EPS	<u>\$0.12</u>

(1) Amortization of acquired intangible assets related to business combinations and asset acquisitions.



**Table VI**  
**PERRIGO COMPANY**  
**PERRIGO'S S-4 PROJECTIONS**

Perrigo's Projections  
(in millions, expect per share amounts)  
Fiscal Year Ended June,

	2014 E	2015 E	2016 E	2017 E	2018 E	4-Year CAGR
<b>CONSOLIDATED PERRIGO</b>						
Revenue	\$4,035	\$4,380	\$4,728	\$5,027	\$5,270	7%
Operating Profit <sup>(1)</sup>	\$981	\$1,116	\$1,241	\$1,319	\$1,386	9%
Non-GAAP Net Income <sup>(2)</sup>	\$619	\$720	\$818	\$882	\$951	11%
Non-GAAP Net Income per Share <sup>(3)</sup>	\$6.52	\$7.58	\$8.61	\$9.29	\$10.01	11%
Free Cash Flow <sup>(4)</sup>	\$539	\$660	\$740	\$815	\$916	14%

Perrigo's Elan Projections  
(in millions, expect per share amounts)  
Fiscal Year Ended December,

	2014 E	2015 E	2016 E	2017 E	2018 E	4-Year CAGR
<b>CONSOLIDATED PERRIGO</b>						
Revenue	\$328	\$410	\$447	\$478	\$502	11%
Operating Profit <sup>(1)</sup>	\$232	\$368	\$422	\$452	\$475	20%
Non-GAAP Net Income <sup>(2)</sup>	\$237	\$359	\$409	\$442	\$469	19%
Non-GAAP Net Income per Share <sup>(3)</sup>	\$0.46	\$0.69	\$0.79	\$0.85	\$0.90	18%
Free Cash Flow <sup>(4)</sup>	\$133	\$305	\$350	\$380	\$403	32%

(1) Non-GAAP measure. For this purpose, Operating Profit represents net income before interest, tax and amortization.

(2) Non-GAAP measure. For this purpose, Non-GAAP Net Income represents GAAP net income adjusted for the after-tax effects of amortization.

(3) Non-GAAP measure. For this purpose, Non-GAAP Net Income per Share represents GAAP net income adjusted for the after-tax effects of amortization, divided by the number of outstanding shares of Perrigo and Elan, respectively, on a fully diluted basis.

(4) Non-GAAP measure. For this purpose, free cash flow represents Adjusted EBITDA less cash taxes, capital expenditures and less the amount of any increase or plus the amount of any decrease in net working capital.