

# Perrigo to Acquire Omega Pharma NV to Expand Leadership Position Across Europe and Announces Fiscal 2015 First Quarter Results

*November 6, 2014*

**Perrigo**<sup>®</sup>



# Forward – Looking Statements



Certain statements in this presentation are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created thereby. These statements relate to future events or the Company's future financial performance and involve known and unknown risks, uncertainties and other factors that may cause the actual results, levels of activity, performance or achievements of the Company or its industry to be materially different from those expressed or implied by any forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential" or other comparable terminology. The Company has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While the Company 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 the Company's control. These and other important factors, including those discussed under "Risk Factors" in the Perrigo Company's Form 10-K for the year ended June 28, 2014, as well as the Company's subsequent filings with the Securities and Exchange Commission, may cause actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements in this presentation are made only as of the date hereof, and unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This Presentation contains non-GAAP measures. The reconciliation of those measures to the most comparable GAAP measures is included at the end of this presentation. A copy of this presentation, including the reconciliations, is available on our website at [www.perrigo.com](http://www.perrigo.com).

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# Perrigo Consolidated – Q1 FY15 GAAP Financials



(\$ in millions, except per share amounts)	Q1 FY15	Q1 FY14	% Change Y/Y
<b>Net Sales</b>	<b>\$952</b>	<b>\$933</b>	<b>2 %</b>
Cost of Sales	630	577	9 %
<b>Gross Profit</b>	<b>\$322</b>	<b>\$356</b>	<b>(10 %)</b>
Distribution	14	13	9 %
R&D	37	32	13 %
SG&A <sup>(1)</sup>	134	131	2 %
<b>Operating Income</b>	<b>\$137</b>	<b>\$180</b>	<b>(24 %)</b>
<b>Net Income</b>	<b>\$96</b>	<b>\$111</b>	<b>(14 %)</b>
<b>Diluted Income Per Share</b>	<b>\$0.72</b>	<b>\$1.18</b>	<b>(39 %)</b>

Gross Margin*		
Q1 FY15	Q1 FY14	Change
33.8%	38.2%	(440) bps
Operating Margin*		
Q1 FY15	Q1 FY14	Change
14.4%	19.3%	(490) bps

\*Margin changes as a % to sales may not calculate due to rounding

<sup>(1)</sup> Includes restructuring charges of \$2 million in FY 2015 and \$2 million in FY 2014

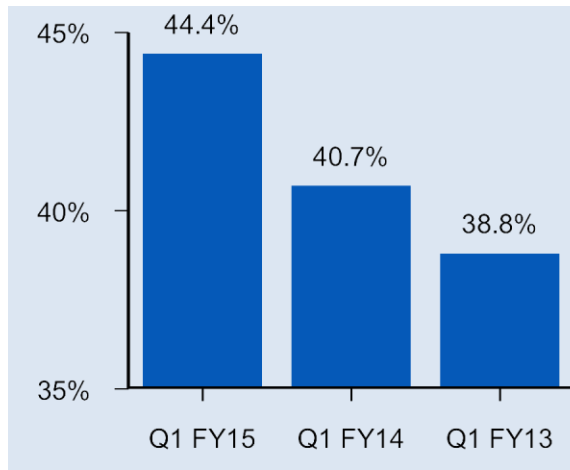
# Perrigo Consolidated – Q1 FY15 As Adjusted\*



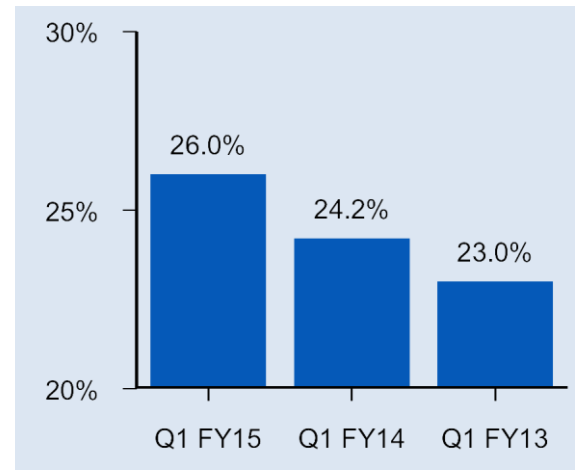
(\$ in millions, except per share amounts)	Q1 FY15	Q1 FY14	% Change Y/Y	Change as a % to sales**
<b>Net Sales</b>	<b>\$952</b>	<b>\$933</b>	<b>2 %</b>	
Adjusted Cost of Sales*	529	554	(4 %)	
<b>Gross Profit</b>	<b>\$422</b>	<b>\$380</b>	<b>11 %</b>	<b>370 bps</b>
Adjusted Distribution	14	13	9 %	
R&D	37	32	13 %	
Adjusted SG&A*	124	108	15 %	
<b>Adjusted Operating Income*</b>	<b>\$247</b>	<b>\$226</b>	<b>9 %</b>	<b>180 bps</b>
<b>Adjusted Net Income*</b>	<b>\$188</b>	<b>\$144</b>	<b>30%</b>	<b>430 bps</b>
<b>Adjusted Diluted EPS*</b>	<b>\$1.40</b>	<b>\$1.52</b>	<b>(8 %)</b>	

Adjusted Gross Margin**		
Q1 FY15	Q1 FY14	Change
<b>44.4%</b>	<b>40.7%</b>	<b>370 bps</b>
Adjusted Operating Margin**		
Q1 FY15	Q1 FY14	Change
<b>26.0%</b>	<b>24.2%</b>	<b>180 bps</b>

**Adj. Gr. Margin Q1'15-Q1'13**



**Adj. Op. Margin Q1'15-Q1'13**



\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted Margin changes as a % to sales may not calculate due to rounding

# Perrigo Consolidated – Q1 FY15 As Adjusted\*



(\$ in millions)	Q1 FY15	Q1 FY14	% Change Y/Y**
<b>Consolidated Perrigo</b> <i>Adjusted Operating Income*</i>	<b>\$952</b> 247	<b>\$933</b> 226	<b>2%</b> 9%
<b>Consumer Healthcare</b> <i>Adjusted Operating Income*</i>	<b>493</b> 76	<b>538</b> 96	<b>(8%)</b> <b>(20%)</b>
<b>Nutritionals</b> <i>Adjusted Operating Income*</i>	<b>125</b> 16	<b>129</b> 15	<b>(3%)</b> 5%
<b>Rx Pharmaceuticals</b> <i>Adjusted Operating Income*</i>	<b>195</b> 82	<b>204</b> 103	<b>(4%)</b> <b>(21%)</b>
<b>API</b> <i>Adjusted Operating Income*</i>	<b>25</b> 8	<b>43</b> 23	<b>(43%)</b> <b>(67%)</b>
<b>Specialty Sciences</b> <i>Adjusted Operating Income*</i>	<b>92</b> 88	<b>N/A</b> N/A	<b>N/A</b> N/A

\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Changes may not calculate due to rounding

# Consumer Healthcare Segment – As Adjusted\*



(\$ in millions)	Q1 FY15	Q1 FY14	% Change Y/Y	Change as a % to sales**
<b>Net Sales</b>	<b>\$493</b>	<b>\$538</b>	<b>(8 %)</b>	
<i>Adjusted Cost of Sales*</i>	333	358	(7 %)	
<b>Adjusted Gross Profit*</b>	<b>\$160</b>	<b>\$180</b>	<b>(11 %)</b>	<b>(110) bps</b>
<i>Adjusted Operating Expenses*</i>	84	84	(1 %)	
<b>Adjusted Operating Income*</b>	<b>\$76</b>	<b>\$96</b>	<b>(20 %)</b>	<b>(230) bps</b>

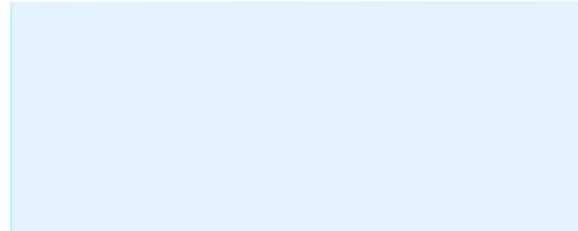
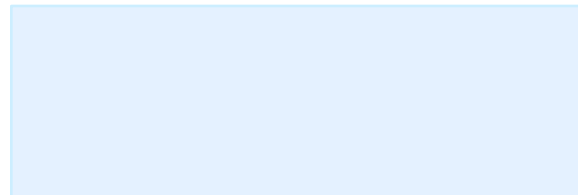
## Positive Impacts

## Negative Offsets

Adjusted Gross Margin**		
Q1 FY15	Q1 FY14	Change
32.4%	33.5%	(110) bps

Adjusted Operating Margin**		
Q1 FY15	Q1 FY14	Change
15.5%	17.8%	(230) bps



- Product mix
- Animal Health

- R&D investments

\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted margin changes as a % to sales may not calculate due to rounding

# Nutritionals Segment – As Adjusted\*



(\$ in millions)	Q1 FY15	Q1 FY14	% Change Y/Y	Change as a % to sales**
<b>Net Sales</b>	\$125	\$129	(3 %)	
<i>Adjusted Cost of Sales*</i>	89	95	(7 %)	
<b>Adjusted Gross Profit*</b>	\$37	\$34	8 %	290 bps
<i>Adjusted Operating Expenses*</i>	21	19	10 %	
<b>Adjusted Operating Income*</b>	\$16	\$15	5 %	90 bps

## Positive Impacts

## Negative Offsets

Adjusted Gross Margin**		
Q1 FY15	Q1 FY14	Change
29.2%	26.3%	290 bps

Adjusted Operating Margin**		
Q1 FY15	Q1 FY14	Change
12.6%	11.7%	90 bps

+ Product mix  
+ Manufacturing efficiencies

+ Gross margin flow-through

- Selling investments

\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted margin changes as a % to sales may not calculate due to rounding

# Rx Pharmaceuticals Segment – As Adjusted\*



(\$ in millions)	Q1 FY15	Q1 FY14	% Change Y/Y	Change as a % to sales**
<b>Net Sales</b>	<b>\$195</b>	<b>\$204</b>	<b>(4 %)</b>	
<i>Adjusted Cost of Sales*</i>	81	75	8 %	
<b>Adjusted Gross Profit*</b>	<b>\$113</b>	<b>\$129</b>	<b>(12 %)</b>	<b>(480) bps</b>
<i>Adjusted Operating Expenses*</i>	32	25	24 %	
<b>Adjusted Operating Income*</b>	<b>\$82</b>	<b>\$103</b>	<b>(21 %)</b>	<b>(850) bps</b>

## Positive Impacts

## Negative Offsets

Adjusted Gross Margin**		
Q1 FY15	Q1 FY14	Change
58.3%	63.1%	(480) bps

Adjusted Operating Margin**		
Q1 FY15	Q1 FY14	Change
42.1%	50.6%	(850) bps

+ Product mix

- Pricing programs

- Clinical costs  
- Specialty pharmaceuticals  
investments

\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted margin changes as a % to sales may not calculate due to rounding



# API Segment – As Adjusted\*



(\$ in millions)	Q1 FY15	Q1 FY14	% Change Y/Y	Change as a % to sales**
<b>Net Sales</b>	<b>\$25</b>	<b>\$43</b>	<b>(43 %)</b>	
<i>Adjusted Cost of Sales*</i>	11	13	(12 %)	
<b>Adjusted Gross Profit*</b>	<b>\$14</b>	<b>\$30</b>	<b>(55 %)</b>	<b>(1,590) bps</b>
<i>Adjusted Operating Expenses*</i>	6	7	(20 %)	
<b>Adjusted Operating Income*</b>	<b>\$8</b>	<b>\$23</b>	<b>(67 %)</b>	<b>(2,260) bps</b>

## Positive Impacts

## Negative Offsets

Adjusted Gross Margin**		
Q1 FY15	Q1 FY14	Change
54.4%	70.3%	(1,590) bps
Adjusted Operating Margin**		
Q1 FY15	Q1 FY14	Change
30.5%	53.1%	(2,260) bps

+ Lower SG&A dollar spend

- Loss of generic temozolomide  
U.S. exclusivity  
- Lower absorption rates

- Gross margin flow-through

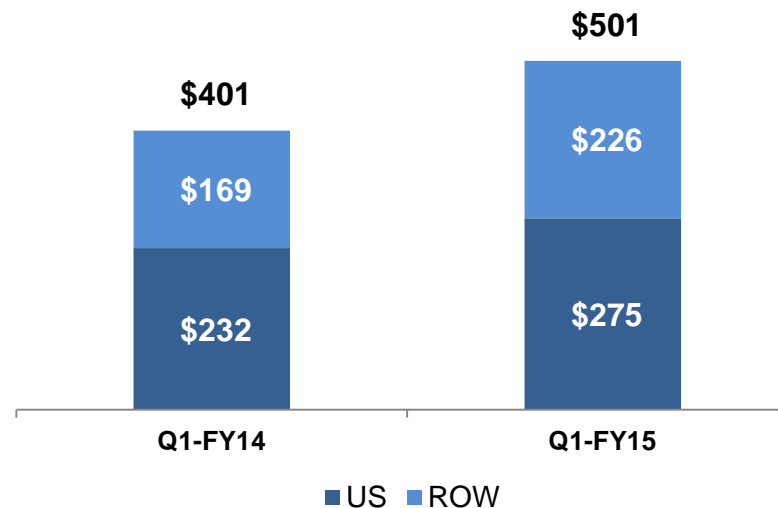
\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted margin changes as a % to sales may not calculate due to rounding

# Specialty Sciences Segment – As Adjusted\*

	Q1 FY15
<i>(\$ in millions)</i>	
<b>Net Sales</b>	<b>\$92</b>
<i>Adjusted Cost of Sales*</i>	<i>0</i>
<b>Adjusted Gross Profit*</b>	<b>\$92</b>
<i>Adjusted Operating Expenses*</i>	<i>4</i>
<b>Adjusted Operating Income*</b>	<b>\$88</b>

## Global Tysabri® Performance (in millions)\*\*



\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Data according to Biogen idec, Inc.

# FY15 – Consolidated & Segment Guidance\*



	FY 2015 Guidance 8/14/14 Conference Call**	FY 2015 Guidance 11/6/14 Conference Call**
<b>CONSOLIDATED PERRIGO</b>		
Revenue Growth Y/Y	7% - 11%	7% - 11%
Adjusted Operating Margin %	~29%	~29%
Effective Tax Rate	~16%	~16%
R&D as % to Net Sales	~3.5%	~3.5%
Adjusted DSG&A as % to Net Sales	~12.5%	~12.5%
Adjusted Diluted EPS Range	\$7.20 - \$7.50	\$7.20 - \$7.50
Y/Y Adjusted Diluted EPS Growth	13% - 17%	13% - 17%
Y/Y Adjusted Net Income Growth	31% - 37%	31% - 37%
Operating Cash Flow	>\$1B	>\$1B
CAPEX	~\$160M	~\$160M
Diluted Shares Outstanding	135M	135M
<b>CONSUMER HEALTHCARE</b>		
Revenue Growth Y/Y	3% - 7%	3% - 7%
Adjusted Operating Margin %	~18%	~18%
<b>NUTRITIONALS</b>		
Revenue Growth Y/Y	7% - 11%	7% - 11%
Adjusted Operating Margin %	~13%	~13%
<b>RX PHARMACEUTICALS</b>		
Revenue Growth Y/Y	5% - 9%	8% - 12%
Adjusted Operating Margin %	~49%	~49%
<b>API</b>		
Revenue Growth Y/Y	(3%) - (7%)	(8%) - (12%)
Adjusted Operating Margin %	~30%	~30%

**Legend:**

Y/Y = Year over Year

R&D = Research & Development Expense

DSG&A = Distribution, Selling, General &

Administrative Expense

CAPEX = Capital Expenditures

\*See attached financial schedule for reconciliation to GAAP numbers

\*\*Adjusted Operating Margin guidance implies a range of approximately +/-200 bps



**Perrigo to acquire Omega Pharma NV for €3.6 / \$4.5 billion, comprised of the purchase of Omega's equity for €2.48 billion and the assumption of €1.1 billion in debt**

- 1 Expands** OTC leadership position across Europe
- 2 Accelerates** international expansion & geographic diversification through enhanced scale and broadened footprint
- 3 Diversifies** revenue and cash flow streams while strengthening Perrigo's financial profile

# Consistent with Perrigo's Long-Term Strategy



## Strategic M&A priorities

## Omega acquisition characteristics

### Strategic fit

- Complements Perrigo's U.S. store-brand OTC and supply chain/quality excellence with Omega's branded OTC expertise and European commercial infrastructure
- Provides leadership position in durable, European OTC cash pay market
- Provides access to 211,000 pharmacists, 105,000 retail stores and 3,900 para-pharmacies

### Segment attractiveness

- \$30bn+ European OTC market opportunity
- Omega has a strong presence in both established and emerging growth economies

### Materiality

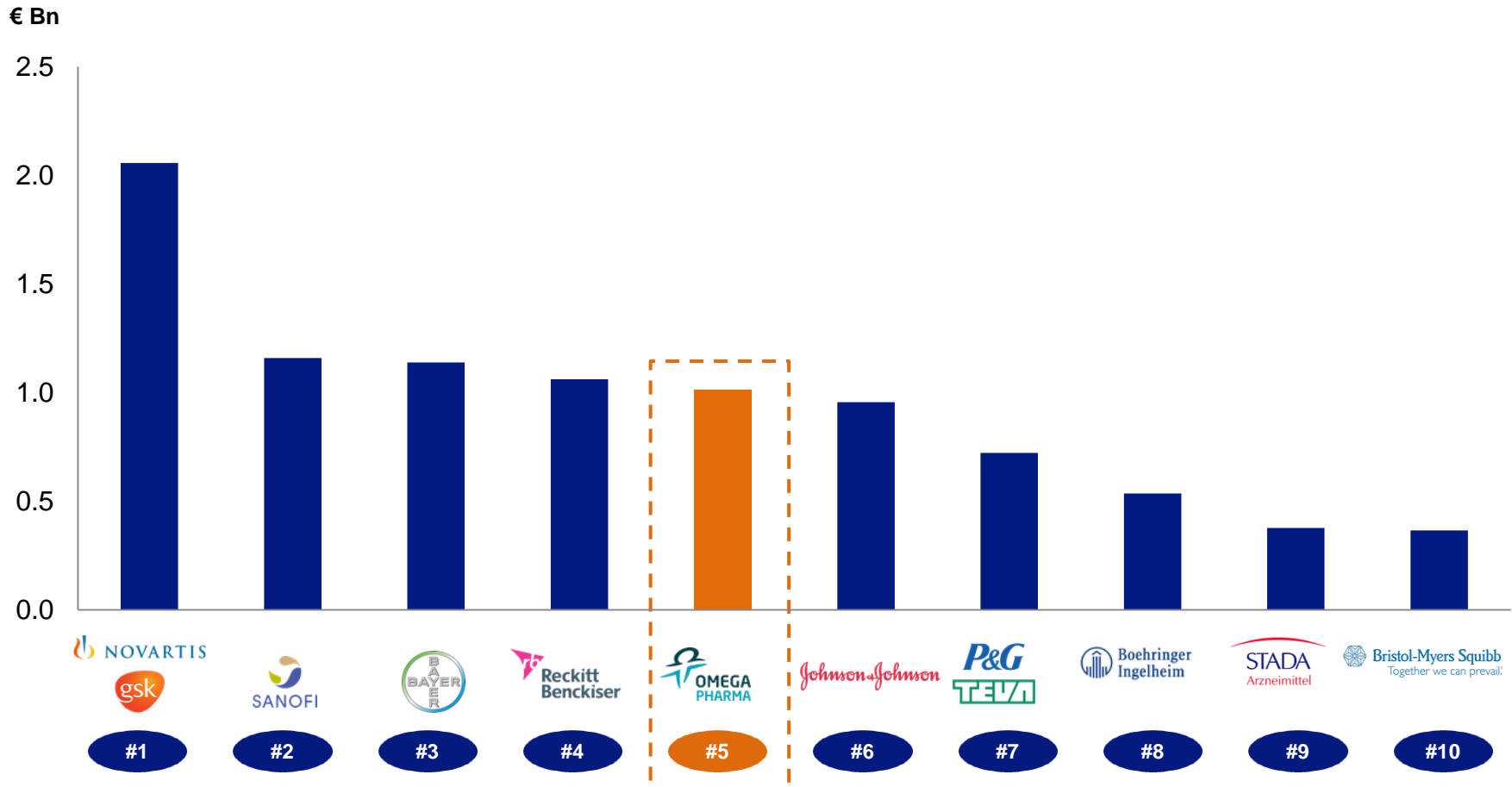
- Omega LTM revenue of \$1.7bn (29% of pro forma revenue)
- Immediately accretive to adjusted EPS and double-digit accretive in FY16

### Competitive fit

- Opportunity to derive top-line synergies by driving products from both companies through complementary U.S. and European channels
- Application of Perrigo supply chain excellence to Omega footprint to drive efficiency and operational synergies

- ✓ Headquartered in Nazareth, Belgium, Omega is **a leading European OTC company**
- ✓ Founded in 1987, the Company was public from 1998 until it was taken private in 2012
- ✓ Omega has **~2,500 employees globally**
- ✓ Direct commercial presence in **35 European countries**
- ✓ **#1 or #2 player** in 4 European markets
- ✓ **Key segments** include cough/cold/allergy, personal care/dermatology, weight/sleep management and natural health

# Omega – Top 5 European OTC Player



Source IMS, Nicholas Hall, Perrigo and Omega company information

# Omega Features a Breadth of Market Leading Brands



## Omega Top 20 Brand Portfolio

### Natural Health Supplements / VMS



Natural health products



Phyto Medicines



Vitamins and supplements

### Cough, Cold and Allergy



Cold & flu/  
General health



Natural decongestant



Natural health products



Allergenic and non-allergenic rhinitis



Cough treatment

Analgesic



Pain relief

### Personal Care / Derma-therapeutics



Daily skin and beauty care



Intimate feminine hygiene



Body care range



Eczema, psoriasis and rosacea

### Lifestyle

Weight Management



Long-term weight management

General Pet Health



Minor pet health issues

Sleep Management



Snoring/  
Sleep management

Pregnancy Testing



Pregnancy/  
Fertility Tests

### Anti-Parasites



Head lice treatment



Wart treatment



Insect repellent

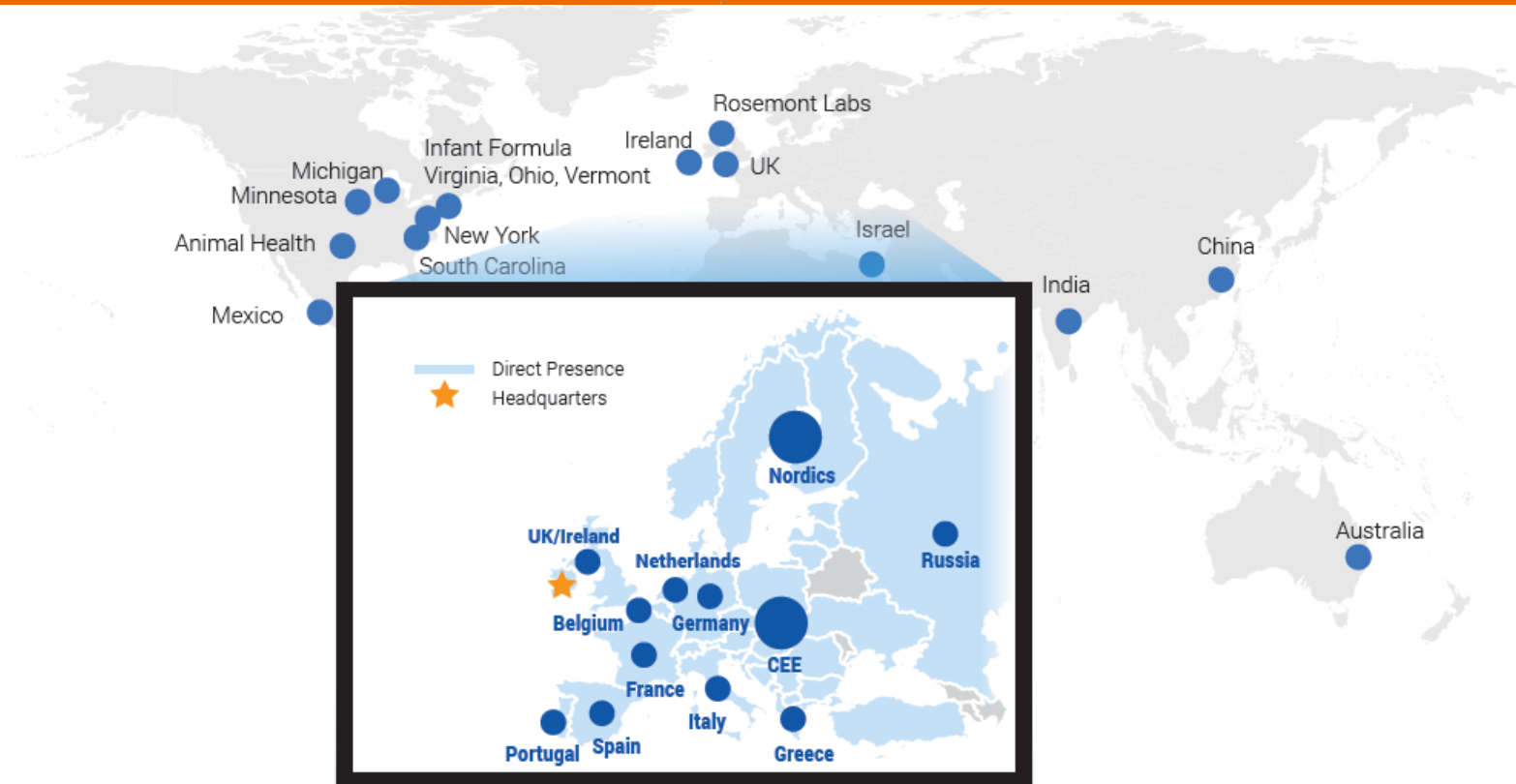


# Delivers Immediate Geographic Scale



**35** Countries w/  
Commercial  
Presence

**2,500** Employees



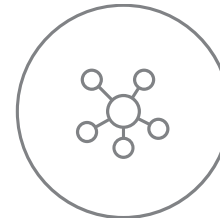
# Multiple Synergy Opportunities

## Opportunity to Generate Top-line Synergies



## Revenue

- ✓ Complementary Perrigo products into Omega's European distribution channel
  - ✓ Opportunity across core segments (OTC, VMS, Animal Health)
- ✓ Perrigo products introduced to Europe to enter new product categories not occupied by Omega
- ✓ Expand Omega products with Perrigo's customer relationships outside US
- ✓ Introduce current Omega products into Perrigo's US distribution channel



## Operations, Supply Chain & Procurement

- ✓ Apply Perrigo's supply chain and manufacturing expertise to Omega's existing operations
- ✓ Drive operating overhead improvement from increased scale
- ✓ Integrate external sourcing in-house
- ✓ Take advantage of Perrigo's global scale and relationships to reduce procurement costs

# Transaction Summary



<b>Purchase price</b>	<ul style="list-style-type: none"><li>▪ €3.6 / \$4.5 billion total consideration, comprised of the purchase of Omega's equity for €2.48 billion and the assumption of €1.1 billion in debt</li></ul>
<b>Consideration</b>	<ul style="list-style-type: none"><li>▪ 25% of equity purchase price in Perrigo stock to Omega founder Marc Coucke</li><li>▪ 75% of equity purchase price in cash</li></ul>
<b>Returns</b>	<ul style="list-style-type: none"><li>▪ Attractive return profile and strong cash flow</li><li>▪ Adjusted ROIC to be reach WACC by Year 2 and in line with stated objective by Year 4</li><li>▪ Immediately accretive to adjusted EPS and double-digit accretive in FY16</li></ul>
<b>Synergies</b>	<ul style="list-style-type: none"><li>▪ Expected revenue synergies due to ability to leverage Omega's European distribution channel for Perrigo products and Perrigo's U.S. distribution channel for Omega products</li><li>▪ Expected cost synergies due to application of Perrigo supply chain and manufacturing expertise, operational efficiencies, integration of external sourcing and procurement efficiency</li></ul>
<b>Financing</b>	<ul style="list-style-type: none"><li>▪ Fully committed bridge facility in place</li><li>▪ Permanent financing available from a combination of existing cash on hand and other sources</li></ul>
<b>Leverage</b>	<ul style="list-style-type: none"><li>▪ Financing structured expected to maintain investment grade ratings</li><li>▪ Capital structure enables path to return back to current leverage ratio in approximately 18 to 24 months</li></ul>

# Combination Enhances Financial Position



	Perrigo Standalone	Combined Pro Forma
Revenue <sup>1</sup>	\$4.1B	\$5.7B
Geographic Distribution of Sales <sup>2</sup>	81% US / 19% ROW	57% US / 43% ROW
Adjusted Operating Income <sup>1</sup>	\$1.1B	\$1.3B
Cash Flow <sup>1</sup>	\$1.0B	\$1.2B

Note: excludes impact of synergies

<sup>1</sup> Figures represent last twelve months as of September 31, 2014 and adjusted for \$180 million of Elan transaction expenses

<sup>2</sup> Figure current for Perrigo as of the end of fiscal 2014 with the addition of Omega's last twelve months as of September 31, 2014

<sup>3</sup> Operating cash flow calculated as net income, plus depreciation & amortization, less increase in working capital

- ✓ Secured **€1.75 billion** in fully committed underwritten bridge financing commitments from J.P. Morgan Chase Bank, N.A. and Barclays Bank PLC
- ✓ **Permanent financing available** from a combination of existing cash on hand and other sources
- ✓ Upsized revolving credit facility to **\$1.0B** from \$600M and extended term loan maturity to 5 years
- ✓ Cash flow generation profile allows for **rapid deleveraging** back to current leverage ratio in approximately 18 to 24 months

# Expected Perrigo Capital Structure at Close



- ✓ Combined company profile **supportive of rapid deleveraging**
- ✓ **Immediately enhances scale and broadens footprint**, accelerating international expansion & geographic diversification
- ✓ Financing structured **to maintain investment grade rating**
- ✓ At close, expected Perrigo debt on balance sheet of **~\$5.5 billion**
- ✓ Perrigo shares outstanding of 147 million following issuance post transaction
- ✓ Anticipated close in Q1 CY 2015

# Compelling Acquisition for Perrigo



- 1 Expands** OTC leadership position across Europe
- 2 Accelerates** international expansion & geographic diversification through enhanced scale and broadened footprint
- 3 Diversifies** revenue and cash flow streams while strengthening Perrigo's financial profile

# Perrigo®

Quality Affordable Healthcare Products®



## Questions and Appendix

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# APPENDIX

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



Consolidated	Three Months Ended						% Change	
	September 27, 2014			September 28, 2013			GAAP	As Adjusted
	GAAP	Non-GAAP Adjustments	As Adjusted	GAAP*	Non-GAAP Adjustments*	As Adjusted*		
Net sales	\$ 951.5	\$ —	\$ 951.5	\$ 933.4	\$ —	\$ 933.4	2%	2%
Cost of sales	629.7	100.5 (a)	529.2	577.1	23.5 (a)	553.7	9%	-4%
Gross profit	321.8	100.5	422.3	356.3	23.5	379.7	-10%	11%
Operating expenses			—					
Distribution	14.4	—	14.4	13.2	—	13.2	9%	9%
Research and development	36.6	—	36.6	32.3	—	32.3	13%	13%
Selling	50.4	5.6 (a)	44.8	50.2	5.5 (a)	44.6	—%	—%
Administration	81.5	2.3 (a,b)	79.2	78.8	15.4 (a, b,d)	63.4	3%	25%
Restructuring	1.7	1.7 (c)	—	2.1	2.1	—	-18%	NM
Total operating expenses	184.6	9.6	175.0	176.6	23.1	153.5	5%	14%
Operating income	137.2	110.1	247.3	179.7	46.5	226.2	-24%	9%
Interest expense, net	25.9	—	25.9	21.4	2.8	18.7	20%	26%
Other expense (income), net	2.7	1.9 (e)	0.8	1.0	—	1.0	NM	NM
Income before income taxes	108.6	112.0	220.6	157.3	49.3	206.5	-31%	7%
Income tax expense	12.3	20.8 (f)	33.1	45.9	16.8 (f)	62.7	-73%	-47%
Net income	\$ 96.3	\$ 91.2	\$ 187.5	\$ 111.4	\$ 32.5	\$ 143.9	-14%	30%
Diluted earnings per share	\$ 0.72		\$ 1.40	\$ 1.18		\$ 1.52	-39%	-8%
Diluted weighted average shares outstanding	134.4		134.4	94.7		94.7		
Effective tax rate	11.4%		15.0%	29.2%		30.3%		
Gross margin**	33.8%		44.4%	38.2%		40.7%		
Operating margin**	14.4%		26.0%	19.3%		24.2%		

\* Amounts may not sum or cross-foot due to rounding

\*\*Ratios as a % to net sales may not calculate due to rounding

NM - Calculations are not meaningful

(a) Acquisition-related amortization

(b) Acquisition and integration-related charges

(c) Restructuring and other integration-related charges

(d) Litigation settlement of \$2.5 million

(e) Equity method investment losses totaling \$3.1 million and a \$1.2 million investment distribution

(f) Total tax effect for non-GAAP pre-tax adjustments

# APPENDIX

**Table II**  
**PERRIGO COMPANY PLC**  
**REPORTABLE SEGMENTS**  
**RECONCILIATION OF NON-GAAP**  
**MEASURES**  
(in millions)  
(unaudited)



## Consumer Healthcare

	Three Months Ended						% Change	
	September 27, 2014			September 28, 2013			GAAP	As Adjusted
	GAAP	Non-GAAP Adjustments	As Adjusted	GAAP*	Non-GAAP Adjustments*	As Adjusted*		
Net sales	\$ 493.3	\$ —	\$ 493.3	\$ 538.5	\$ —	\$ 538.5	-8%	-8%
Cost of sales	340.5	7.1 (a)	333.4	361.5	3.4 (a)	358.1	-6%	-7%
Gross profit	152.8	7.1	159.9	176.9	3.4	180.3	-14%	-11%
Operating expenses	87.5	4.0 (a,c)	83.5	87.0	2.7 (a,c)	84.3	1%	-1%
Operating income	65.3	11.1	76.4	89.9	6.1	96.0	-27%	-20%
<i>Gross margin**</i>	31.0%		32.4%	32.9%		33.5%		
<i>Operating margin**</i>	13.2%		15.5%	16.7%		17.8%		

## Nutritionals

	Three Months Ended						% Change	
	September 27, 2014			September 28, 2013			GAAP	As Adjusted
	GAAP	Non-GAAP Adjustments	As Adjusted	GAAP*	Non-GAAP Adjustments*	As Adjusted*		
Net sales	\$ 125.3	\$ —	\$ 125.3	\$ 129.0	\$ —	\$ 129.0	-3%	-3%
Cost of sales	91.8	3.1 (a)	88.7	98.2	3.1 (a)	95.1	-7%	-7%
Gross profit	33.4	3.1	36.5	30.8	3.1	33.9	8%	8%
Operating expenses	24.9	4.2 (a)	20.7	23.1	4.3 (a)	18.8	7%	10%
Operating income	\$ 8.6	\$ 7.3	\$ 15.9	\$ 7.7	\$ 7.4	\$ 15.1	12%	5%
<i>Gross margin**</i>	26.7%		29.2%	23.9%		26.3%		
<i>Operating margin**</i>	6.8%		12.6%	6.0%		11.7%		

\* Amounts may not sum or cross-foot due to rounding

\*\*Ratios as a % to net sales may not calculate due to rounding

NM - Calculations are not meaningful

(a) Acquisition-related amortization

(c) Restructuring and other integration-related charges

# APPENDIX

**Table II (Continued)**  
**PERRIGO COMPANY PLC**  
**REPORTABLE SEGMENTS**  
**RECONCILIATION OF NON-GAAP**  
**MEASURES**  
(in millions)  
(unaudited)



Rx Pharmaceuticals	Three Months Ended						% Change	
	September 27, 2014			September 28, 2013				
	GAAP	Non-GAAP Adjustments	As Adjusted	GAAP*	Non-GAAP Adjustments*	As Adjusted*	GAAP	As Adjusted
Net sales	\$ 194.5	\$ —	\$ 194.5	\$ 203.6	\$ —	\$ 203.6	-4%	-4%
Cost of sales	98.1	16.9 (a)	81.2	91.1	16.0 (a)	75.1	8%	8%
Gross profit	96.4	16.9	113.3	112.5	16.0	128.5	-14%	-12%
Operating expenses	31.7	0.2 (a)	31.5	29.4	4.0 (a,c,d)	25.4	8%	24%
Operating income	\$ 64.7	\$ 17.1	\$ 81.8	\$ 83.1	\$ 20.0	\$ 103.1	-22%	-21%
<i>Gross margin**</i>	49.6%		58.3%	55.2%		63.1%		
<i>Operating margin**</i>	33.3%		42.1%	40.8%		50.6%		

API	Three Months Ended						% Change	
	September 27, 2014			September 28, 2013				
	GAAP	Non-GAAP Adjustments	As Adjusted	GAAP*	Non-GAAP Adjustments*	As Adjusted*	GAAP	As Adjusted
Net sales	\$ 24.8	\$ —	\$ 24.8	\$ 43.2	\$ —	\$ 43.2	-43%	-43%
Cost of sales	11.8	0.5 (a)	11.3	13.3	0.5 (a)	12.8	-11%	-12%
Gross profit	13.0	0.5	13.5	29.8	0.5	30.3	-56%	-55%
Operating expenses	5.9	—	5.9	7.4	—	7.4	-20%	-20%
Operating income	\$ 7.1	\$ 0.5	\$ 7.6	\$ 22.4	\$ 0.5	\$ 22.9	-69%	-67%
<i>Gross margin**</i>	52.3%		54.4%	69.1%		70.3%		
<i>Operating margin**</i>	28.3%		30.5%	52.0%		53.1%		

\* Amounts may not sum or cross-foot due to rounding

\*\*Ratios as a % to net sales may not calculate due to rounding

NM - Calculations are not meaningful

(a) Acquisition-related amortization

(c) Restructuring and other integration-related charges

(d) Litigation settlement of \$2.5 million

# APPENDIX

Table II (Continued)  
**PERRIGO COMPANY PLC**  
**REPORTABLE SEGMENTS**  
**RECONCILIATION OF NON-GAAP**  
**MEASURES**  
(in millions)  
(unaudited)



Specialty Sciences	Three Months Ended		
	September 27, 2014		
	GAAP	Non-GAAP Adjustments	As Adjusted
Net sales	\$ 91.9	\$ —	\$ 91.9
Cost of sales	72.5	72.5 (a)	—
Gross profit	19.4	72.5	91.9
Operating expenses	4.5	0.4 (a)	4.1
Operating income (loss)	\$ 14.9	\$ 72.9	\$ 87.8
<i>Gross margin**</i>	21.1%		100.0%
<i>Operating margin**</i>	16.2%		95.6%

*\*\*Ratios as a % to net sales may not calculate due to rounding*  
*NM - Calculations are not meaningful*

- (a) Acquisition-related amortization
- (b) Acquisition and integration-related charges

# APPENDIX

**Table III**  
**PERRIGO COMPANY PLC**  
**FY 2015 GUIDANCE AND FY 2014 EPS**  
**RECONCILIATION OF NON-GAAP**  
**MEASURES**  
(unaudited)



	<b>Fiscal 2015 Guidance</b>
FY15 reported diluted EPS range	\$4.58 - \$4.88
Acquisition-related amortization <sup>(1)</sup>	2.59
Losses on Elan equity method investments	0.02
Restructuring and impairments	0.01
Acquisition-related costs	0.01
Distributions from investments	(0.01)
FY15 adjusted diluted EPS range	<u>\$7.20 - \$7.50</u>
	<b>Fiscal 2015 Guidance</b>
	(in millions)
FY15 net income - reported	\$617.8 - \$658.3
Acquisition-related amortization <sup>(1)</sup>	349.5
Losses on equity method investments	3.2
Restructuring and impairments	1.6
Acquisition-related costs	0.9
Distributions from investments	(1.0)
FY15 net income - adjusted	<u>\$972.0 - \$1,012.5</u>
FY14 adjusted net income	\$739.5
% change	31% - 37%
	<b>Fiscal 2014</b>
FY14 reported diluted EPS	\$1.77
Acquisition-related costs	2.06
Acquisition-related amortization <sup>(1)</sup>	1.93
Restructuring and impairments	0.34
Charges associated with litigation settlements	0.11
Losses on sales of investments	0.09
Losses on Elan equity method investments	0.06
Charges associated with write-offs of in-process R&D	0.03
Earnings associated with escrow settlement	(0.01)
Charge associated with contingent consideration adjustment	0.01
FY14 adjusted diluted EPS	<u>\$6.39</u>

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

# APPENDIX

Table IV  
 PERRIGO COMPANY PLC  
 FY 2015 GUIDANCE  
 RECONCILIATION OF NON-GAAP  
 MEASURES  
 (unaudited)



	<u>Fiscal 2015 Guidance</u>
<b>Consolidated</b>	
Reported distribution, sales, general and administrative expense as % of net sales	13.1%
Acquisition-related amortization <sup>(1)</sup>	(0.6)%
Adjusted distribution, sales, general and administrative expense as % of net sales	<u>12.5%</u>
Reported consolidated operating margin	19.3%
Acquisition-related amortization <sup>(1)</sup>	9.6%
Restructuring and impairments	0.1%
Adjusted consolidated operating margin	<u>29.0%</u>
<b>Consumer Healthcare</b>	
Reported operating margin range	16.4%
Acquisition-related amortization <sup>(1)</sup>	1.5%
Restructuring and impairments	0.1%
Adjusted operating margin	<u>18.0%</u>
<b>Nutritionals</b>	
Reported operating margin	8.1%
Acquisition-related amortization <sup>(1)</sup>	4.9%
Adjusted operating margin	<u>13.0%</u>
<b>Rx Pharmaceuticals</b>	
Reported operating margin	42.2%
Acquisition-related amortization <sup>(1)</sup>	6.8%
Adjusted operating margin	<u>49.0%</u>
<b>API</b>	
Reported operating margin	28.3%
Acquisition-related amortization <sup>(1)</sup>	1.7%
Adjusted operating margin	<u>30.0%</u>

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

# APPENDIX

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



	<b>June 28, 2014</b>
Total debt	\$ 3,192.3
Less: cash and cash equivalents	891.5
Total net debt	2,300.8
Total shareholders' equity	8,716.7
Total capital	\$ 11,017.5
Net debt to total capital ratio	20.9%
<b>Consolidated</b>	<b>Q1 FY13</b>
Net sales	\$ 769.8
Reported gross profit	\$ 285.3
Acquisition-related amortization <sup>(1)</sup>	13.3
Adjusted gross profit	\$ 298.6
Adjusted gross margin	38.8%
Reported operating income	\$ 156.6
Acquisition-related amortization <sup>(1)</sup>	18.8
Acquisition-related costs	1.9
Adjusted operating income	\$ 177.3
Adjusted operating margin	23.0%

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

# APPENDIX

**Table VI**  
**PERRIGO COMPANY PLC**  
**RECONCILIATION OF NON-GAAP**  
**MEASURES**  
(in millions)  
(unaudited)



	<b>September 27, 2014</b>	<b>June 28, 2014</b>
Current assets	\$ 2,634.0	\$ 2,550.9
Less: Cash & cash equivalents	891.5	799.5
Current assets, less cash, cash equivalents	1,742.5	1,751.4
Current liabilities	\$ 1,017.9	\$ 1,074.7
Adjusted working capital	\$ 724.6	\$ 676.7



**Table VII**  
**PERRIGO COMPANY PLC**  
**RECONCILIATION OF NON-GAAP MEASURES**

(in millions)

(unaudited)



	Perrigo*	Omega**	Combined
LTM reported operating income	\$ 524.5	\$ 246.0	\$ 770.5
Acquisition-related amortization <sup>(1)</sup>	357.6	—	357.6
Acquisition-related costs	98.5	—	98.5
Restructuring and impairments	47.5	14.0	61.5
Loss contingency accrual	15.0	—	15.0
Charges associated with write-offs of in-process R&D	6.0	—	6.0
Charges associated with litigation settlements	2.8	—	2.8
Charge associated with contingent consideration adjustment	0.9	—	0.9
Earnings associated with escrow settlement	(2.5)	—	(2.5)
LTM adjusted operating income	<u>\$ 1,050.3</u>	<u>\$ 260.0</u>	<u>\$ 1,310.3</u>

\* Perrigo last twelve months as of September 27, 2014

\*\* Omega last twelve months as of September 30, 2014

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