



Perrigo to Acquire HRA Pharma

September 8, 2021



**Bradley Joseph,
VP Investor Relations &
Corporate Communications**



Forward-Looking Statements

Certain statements in this communication are “forward-looking statements.” 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,” “forecast,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential” or the negative of those terms 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, including: the effect of the novel coronavirus (COVID-19) pandemic and the associated economic downturn and supply chain impacts on the Company’s business; the timing, amount and cost of any share repurchases; future impairment charges; customer acceptance of new products; competition from other industry participants, some of whom have greater marketing resources or larger market shares in certain product categories than the Company does; pricing pressures from customers and consumers; resolution of uncertain tax positions, including the Company’s appeal of the Notice of Assessment (“NoA”) issued by the Irish Office of the Revenue Commissioner and the draft and final Notices of Proposed Assessment (“NOPAs”) issued by the U.S. Internal Revenue Service and the impact that an adverse result in any such proceedings would have on operating results, cash flows, and liquidity; pending and potential third-party claims and litigation, including litigation relating to alleged price-fixing in the generic pharmaceutical industry, alleged class action and individual securities law claims, and alleged product liability claims and litigation relating to uncertain tax positions, including the NoA and the NOPAs; developments relating to ongoing or future settlement discussions relating to any such claims or litigation; potential impacts of ongoing or future government investigations and regulatory initiatives; potential costs and reputational impact of product recalls or sales halts; the impact of tax reform legislation and healthcare policy; general economic, credit, and market conditions; fluctuations in currency exchange rates and interest rates; the success of the Rx business sale, including the ability to achieve the expected benefits thereof, the risk that potential costs or liabilities incurred or retained in connection with the transaction may exceed the Company’s estimates or adversely affect the Company’s business or operations; the consummation and success of other announced acquisitions or dispositions, and the Company’s ability to realize the desired benefits thereof; our ability to remain in compliance with its debt covenants, and the Company’s ability to execute and achieve the desired benefits of announced cost-reduction efforts and strategic and other initiatives. An adverse result with respect to our appeal of any material outstanding tax assessments or pending litigation, including securities or drug pricing matters, could ultimately require the use of corporate assets to pay such assessments, damages from third-party claims, and related interest and/or penalties, and any such use of corporate assets would limit the assets available for other corporate purposes. These and other important factors, including those discussed under “Risk Factors” in the Company’s Form 10-K for the year ended December 31, 2020, and in any subsequent filings with the United States 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 this communication 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.

Non-GAAP Measures: As it relates to the projected impact of the acquisition on adjusted earnings per share in FY 2023, the Company has not provided a reconciliation to diluted earnings per share as presented herein because it is unable to determine the ultimate outcome of certain significant items necessary to calculate such measures without unreasonable effort. These items include, but are not limited to, certain non-recurring items that are uncertain, depend on various factors, and could have a material impact on the U.S. GAAP reported results for the guidance period.

**Murray S. Kessler,
President & CEO**



Two Years Ago, Perrigo Began a Journey to Transform from a Healthcare Company to a Consumer Self-Care Company

Our Vision

To make lives better by bringing **Quality, Affordable Self-Care Products** that consumers trust everywhere they are sold.

The Perrigo logo is displayed in a blue, sans-serif font. The word "Perrigo" is written in a large, bold font, with a registered trademark symbol (®) to the upper right of the 'o'. A blue wave-like underline is positioned beneath the letters "igo".

Our Goal – Achieve Repeatable ‘3/5/7’ Growth by:

1. Capitalizing on self-care trends through focus on core OTC business
2. Exiting Rx and non-strategic businesses to reduce volatility and simplify business model
3. Expanding into adjacent self-care segments and technologies via bolt-on M&A
4. Investing in new product pipeline, talent, systems, capabilities and capacity
5. Reducing overhead

Perrigo Has Made Significant Progress Achieving Transformation



Recent Update

1. Net sales excluding divested businesses and currency. See attached Appendix for reconciliation of Adjusted (Non-GAAP) to Reported (GAAP) amounts.

Deploying \$2B and Resolving Uncertainty – The Final Steps

Deploying Rx Proceeds to Acquire HRA and Resolving the Tax Overhangs Represent the Final Steps in Perrigo's Transformation



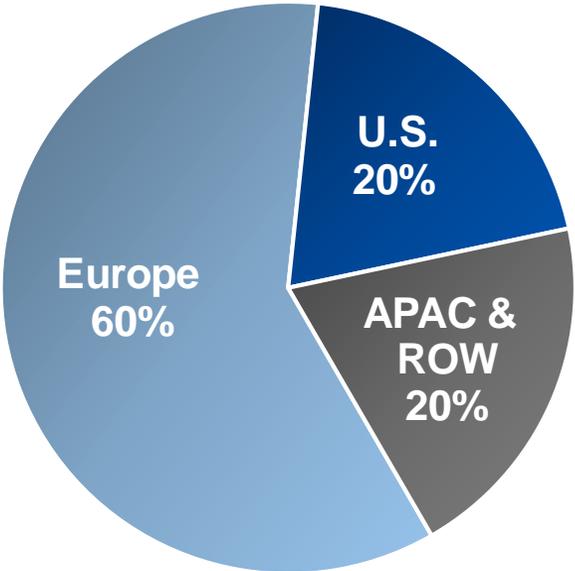
The Acquisition of HRA is Strategically Compelling

	Strategic Evaluation	Commentary
Strategically Aligned with Perrigo's Vision and Capabilities	✓	<ul style="list-style-type: none"> Fits in Perrigo's <i>'Five Pillars' acquisition focus area</i> All HRA brands hold a <i>#1 position in their categories</i>
Top-Tier Growth Among Consumer Companies	✓	<ul style="list-style-type: none"> Top-line growth has been and is projected to continue well <i>in excess of CPG averages</i> <i>Bolsters growth</i> in European business
Growing, Stretchable Brands	✓	<ul style="list-style-type: none"> <i>Leading brands</i> with potential to expand into <i>new categories</i> <ul style="list-style-type: none"> Plans to stretch Compeed® into wound care (cuts and burns) Recently and successfully expanded Mederma® into cold sores High future growth potential from switching / stretching the emergency contraception portfolio into regular contraception
Strong Rx-to-OTC Switch Pipeline	✓	<ul style="list-style-type: none"> Two <i>Rx-to-OTC switch projects underway</i> to bring first-to-market regular contraception switches to the U.S. and select European markets <i>Experienced internal switch team</i>
Synergy Potential	✓	<ul style="list-style-type: none"> Complements <i>most of Perrigo's geographic presence worldwide</i> (incl. Europe) via distributors and external sales forces
Meaningful Transaction Size	✓	<ul style="list-style-type: none"> Scale acquisition <i>meaningfully offsets lost earnings from Rx divestiture</i> Adds <i>critical scale to key CSCI markets</i> like France, Germany, Spain, and Italy <i>Deploys Rx proceeds</i> and excess cash on hand effectively

HRA is a Star Asset!

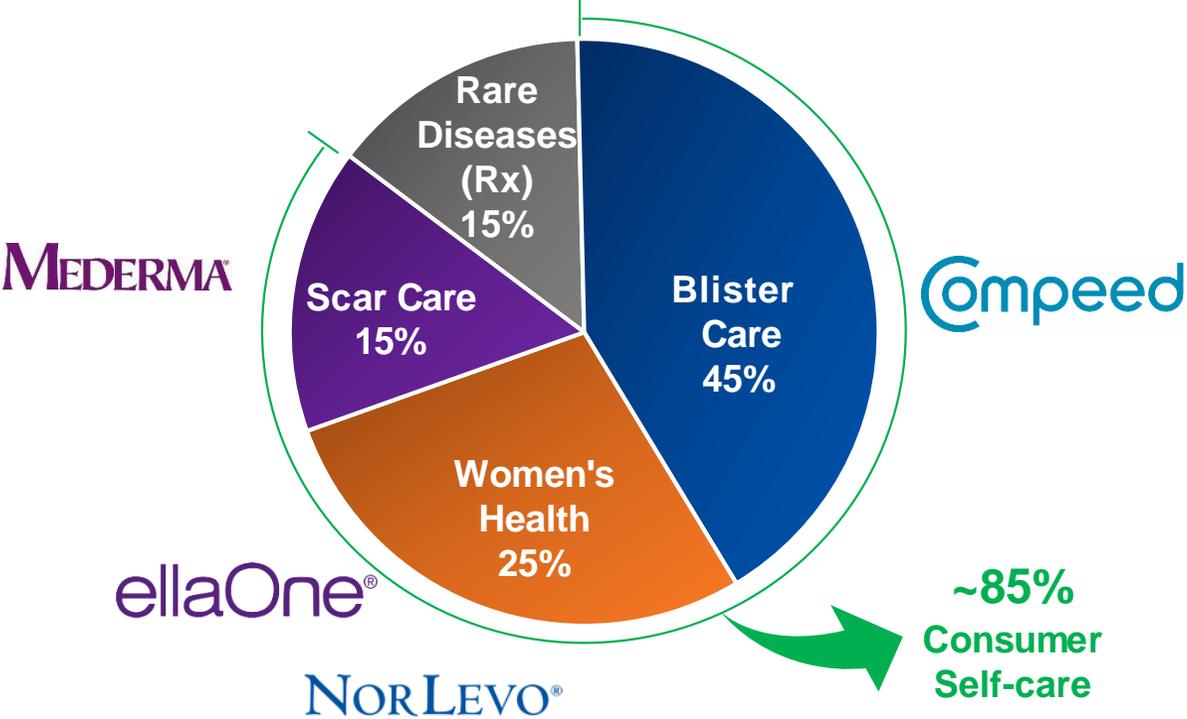
2023 Estimated Net Sales of ~€400M

Sales by Geography



European Focus with Global Reach

Sales by Segment



Focused Portfolio of Leading Brands

~85% Consumer Self-care

With Leading Brands in Growing Categories

Blister Care

Women's Health

Scar Care

Rare Diseases

Primary Brand Carrier

Compeed®

ellaOne®
NORLEVO®

MEDERMA®

Metopirone®
Metyrapone 250 mg
Soft Capsules

Lysodren®
Mitotane 500 mg
Tablets

Ketoconazole HRA™
Ketoconazole 200 mg
Tablets

Offering

"Solutions for preventing and treating blisters, bunions, callus, corns, and cold sores"

"The most effective morning after pill available without a prescription"

"High quality solutions for reducing the appearance of scars and stretch marks"

"Dedicated to bringing the best care and services to patients with rare & ultra-rare diseases"

Market Share

>70%
(EU)

>50%
(EU)

~45%
(U.S.)

N/A

Commentary

#1 in foot care on blister treatments and #2 in cold sore in Europe

HRA is the undisputed category leader in emergency contraception in Europe

#1 Doctor & Pharmacist recommended brand in the U.S.

Focus on Cushing Syndrome and adrenocortical carcinoma

Selected Products



Blister



Corn, Callus



Cold Sore



Emergency Contraception



Scar Treatment



Stretch Mark Therapy



Lysodren



Ketoconazole

Growth Drivers

New adjacencies including cuts, burns, spots

Rx-to-OTC Switches (Hana®, Frieda®)

Expand into beauty and skincare with medicated skincare

Further jurisdictional regulatory approvals

Led by the HRA Leadership Team, Who Will Remain with Perrigo To Provide Continuity and a Smooth Integration



David Wright
Chief Executive
Officer



Geoff Allan
Chief Financial
Officer



Frederique Welgryn
Chief Strategic Operations &
Innovation Officer



Richard Westcott
Chief Supply Chain &
Facilities Officer



Florian Battung
Chief Corporate Development
& Strategy Officer



Sophie Lacourrège
Chief of Human Resources &
Communication Officer



Paul Carter
Chief Scientific
Officer



Chris Heath
Corporate IT
Director



Martyn Hilton
Chief Global
Commercial Officer

HRA's Truly Pan-European Brands Advance CSCI's Leading European Self-Care Position

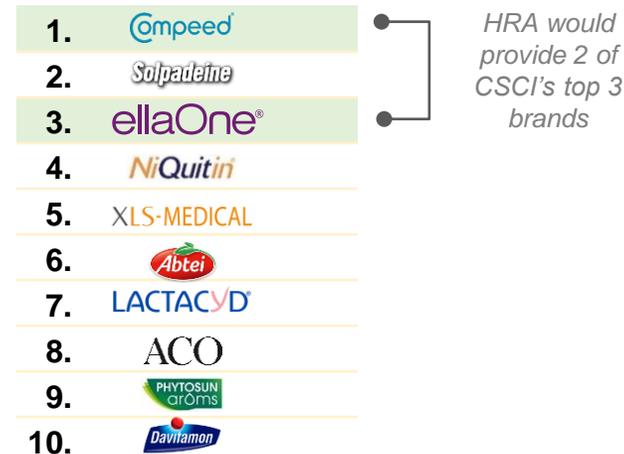
HRA Pharma
Enhances
Perrigo's
Presence &
Scale

HRA Pharma
Leading
Brands
Become
CSCI's
Leading
Brands

Top European OTC Companies*
(LTM Q1'21 in \$M, excludes personal & oral care)

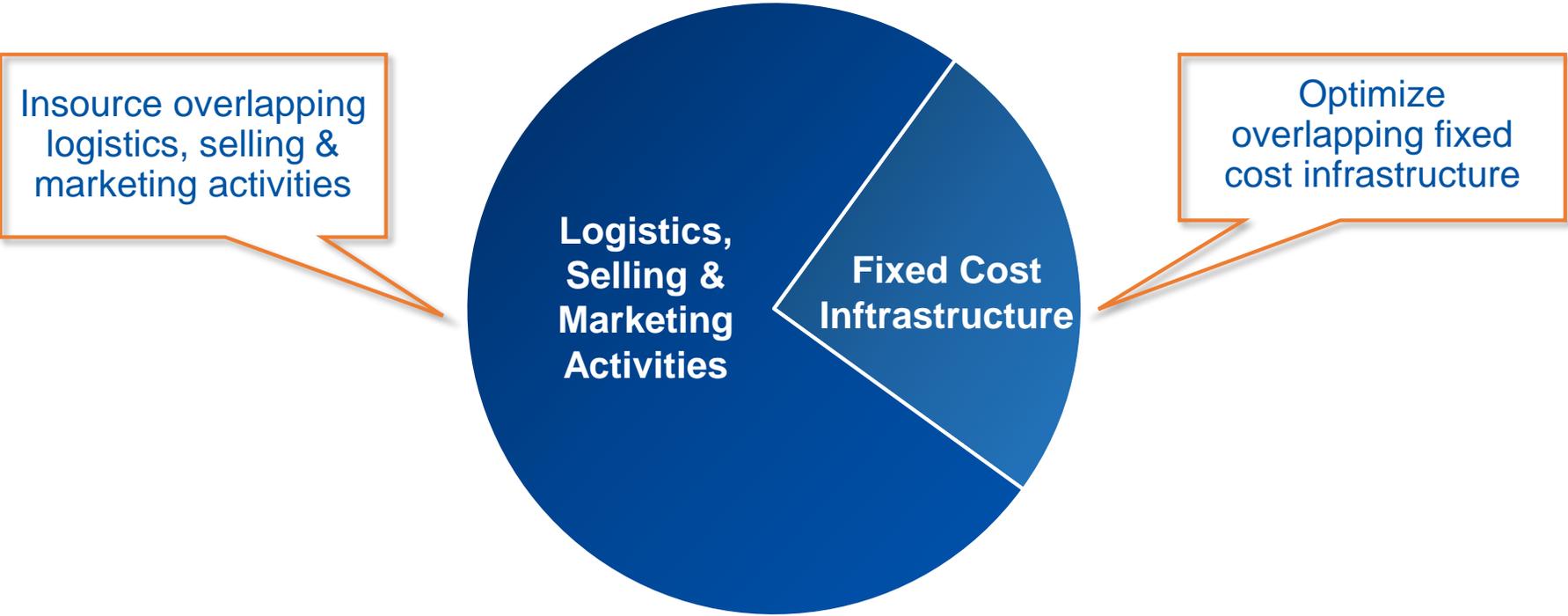


Pro Forma Top 10 CSCI Brands by Net Sales⁽¹⁾

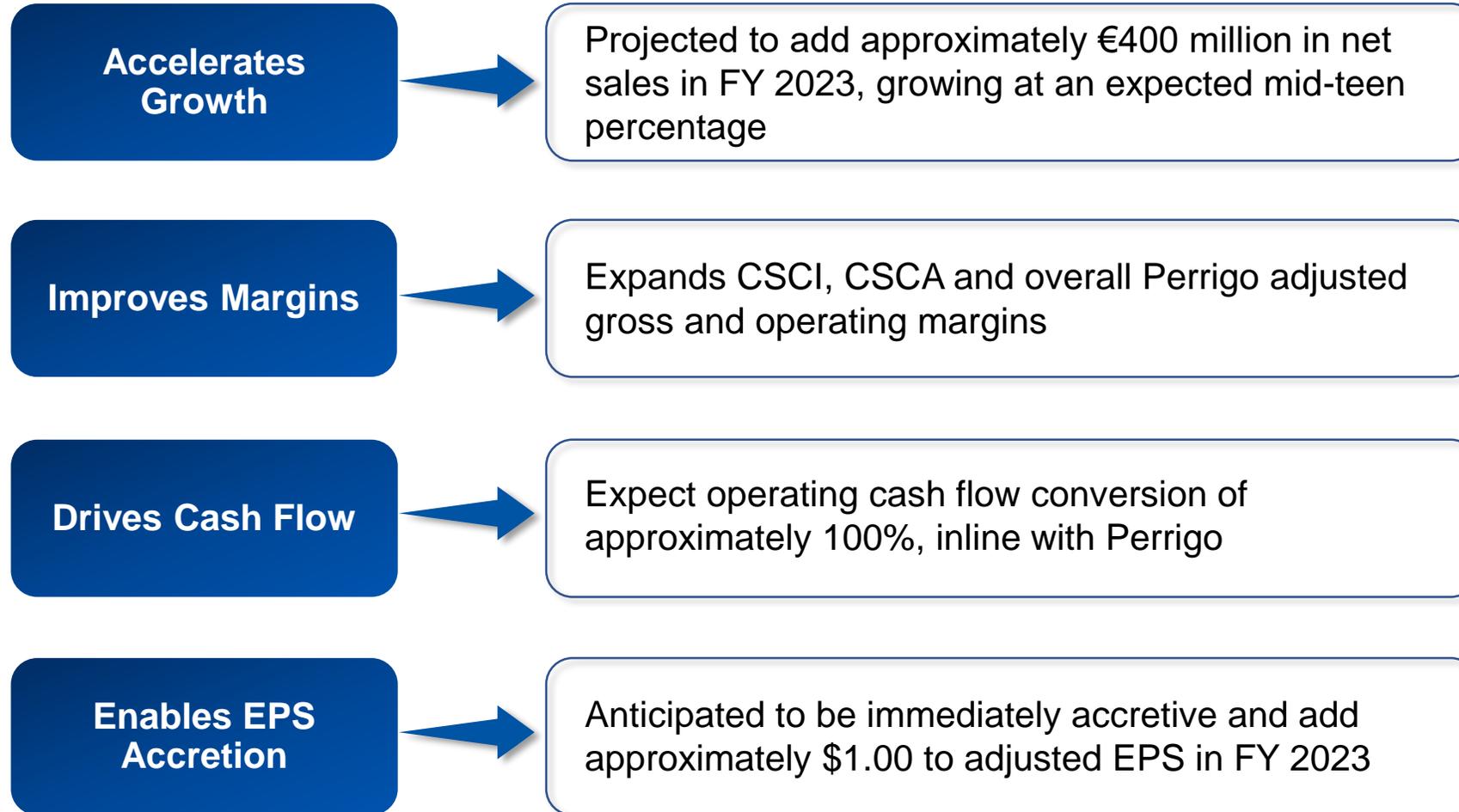


HRA's Matching Footprint with Perrigo Would Allow for Significant Operating Synergies

Expect to Drive Annual Operating Synergies of Greater Than €30M by 2023



Transaction Would Substantially Improve Perrigo's Financial Growth Profile



Which Reflects The Following Transaction Details

Total Consideration

- Approximately €1.8B (~\$2.1B) total cash consideration
- Values HRA at an enterprise value to expected 2022 adjusted EBITDA multiple of 18x; adding anticipated synergies expected by 2023 on a proforma basis, purchase price represents an adjusted EBITDA multiple of less than 14x

Transaction to be Funded in Cash

- \$336M of cash on balance sheet as of Q2 2021
- Rx divestiture proceeds received after Q2 2021 of approximately \$1.5B
- Recently awarded approximately \$400M from Omega sellers
- Operating cash flow generated
- Full capacity under current credit facility; depending on market conditions, may consider new debt financing

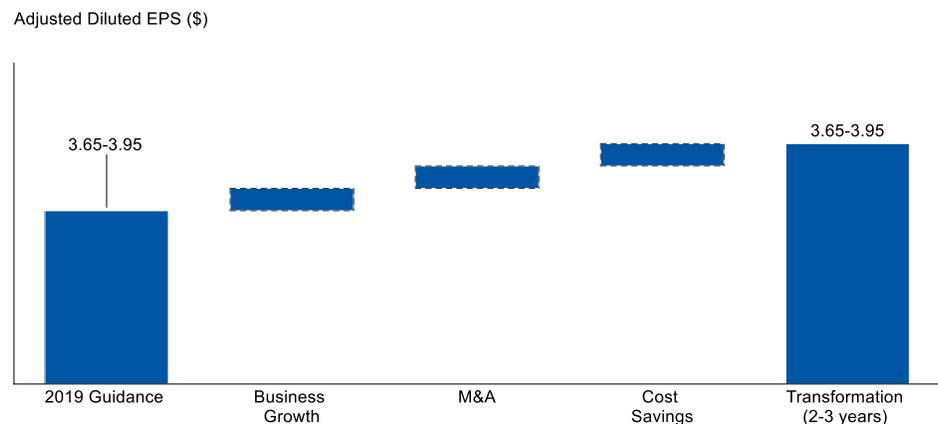
Closing*

- Expected to close by the end of the first half of 2022
- Subject to standard regulatory approvals and other customary closing conditions

* Binding offer pursuant to a put option agreement; parties will enter into agreed form of purchase agreement upon and subject to the completion of consultation process with HRA's works council in France and sellers' exercise of the put option.

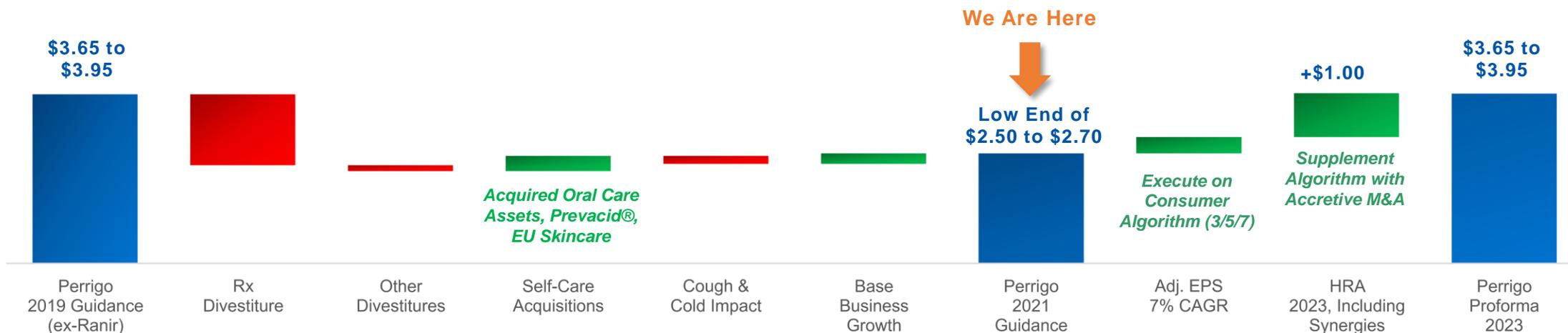
And Will Fulfill our May 2019 Investor Day Promise!

2019 Investor Day Messaging



Plan was to divest Rx and *achieve \$3.65 - \$3.95 of adjusted diluted EPS within 2-3 years* through business growth, bolt-on M&A and cost savings

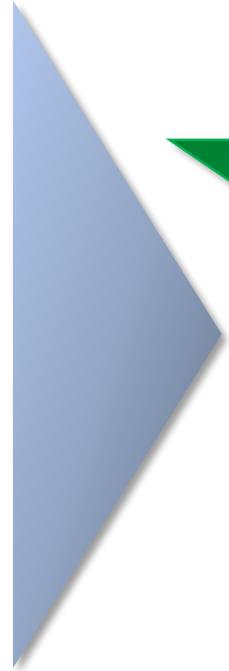
2019-2023E Adjusted Diluted EPS Bridge



Believe This Acquisition Represents the Best Use of Capital

Evaluated all scenarios against trade-off of ROI and IRR depending on the growth and value relative to Perrigo's organic trajectory

	Benefit	Considerations
HRA Acquisition	<ul style="list-style-type: none">• Revenue & margin accretive• Accretive to 3/5/7 algorithm• Driver of long-term growth	<ul style="list-style-type: none">• HRA represents attractive fully synergized multiple for a premier asset
Share Repurchase	<ul style="list-style-type: none">• Fast EPS uplift and accretive to 3/5/7	<ul style="list-style-type: none">• No on-going growth benefit; limits balance sheet flexibility; would be viewed negatively by credit agencies
Special Dividend	<ul style="list-style-type: none">• Significant capital return to shareholders without expectation of ongoing returns	<ul style="list-style-type: none">• Perrigo dividend payout ratio currently in-line with leading CPG companies• Negative impact to stock price and balance sheet



Going Forward, Incremental Capital Allocation Will Be Directed Towards Reducing Uncertainty, Reducing Leverage and Opportunistic Share Repurchases

Capital Allocation Priorities

Strong Foundation of Cash Generation

- Continue to expect operating cash flow conversion of approximately 100%

Continue to Evaluate Capital Allocation Priorities Relative to Return Profile

- Growing dividends at appropriate payout ratio
- Reducing uncertainty
- Reducing leverage
- Opportunistic share repurchases

Perrigo 3.0 Is A Compelling Investment!

Investment Thesis

- ✓ **A Focused, Global Consumer Self-Care Company**
- ✓ **Positioned To Deliver Top Tier Revenue Growth and Double-Digit EPS Growth**
- ✓ **That Has Meaningful Scale in Both the U.S. & Europe AND Both National Brands & Store/Value Brands**
- ✓ **With Significant Value Creation Potential Through Profitable Growth AND Multiple Expansion**
- ✓ **Team Working Hard to Restore Certainty Through Reduction of the Overhang**

QUESTIONS?

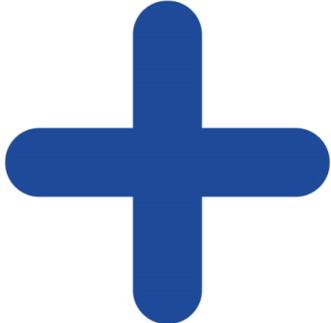


TABLE I
PERRIGO COMPANY PLC
RECONCILIATION OF NON-GAAP MEASURES
ADJUSTED NET SALES GROWTH - SELECTED
SEGMENTS
(in millions)
(unaudited)

	Adjusted Net Sales - Constant Currency Twelve Months Ended				2015-2018 Change	Adjusted Constant Currency 2015-2018 CAGR
	December 31, 2015	December 31, 2016	December 31, 2017	December 31, 2018		
Consolidated Continuing Operations						
Reported Net Sales	\$ 3,845	\$ 4,087	\$ 3,836	\$ 3,811	\$ (34)	(0.3)%
Sales related to VMS business	(162)	(110)	—	—		
Sales related to CSCI exited businesses ⁽¹⁾	(229)	(242)	(32)	—		
Pro-forma Omega ⁽¹⁾⁽²⁾	260	—	—	—		
Pro-forma other acquisition ⁽¹⁾⁽³⁾	86	—	—	—		
Sales related to Animal Health	(154)	(144)	(141)	(94)		
Sales related to Infant foods	(29)	(34)	(32)	(34)		
Sales related to Rosemont Pharmaceuticals business ⁽¹⁾	(64)	(66)	(60)	(57)		
Sales related to Nordics ⁽¹⁾	(11)	(11)	(13)	(15)		
FX impact ⁽¹⁾	19	39	31	—		
Adjusted Net Sales - Constant Currency	\$ 3,561	\$ 3,519	\$ 3,589	\$ 3,611	\$ 50	0.5%

(1) Converted 2015-2017 and adjustments made in currencies other than USD at 2018 average FX rate for comparable presentation to 2018.

(2) Omega acquired 3/31/2015; annualized 2015 for comparable presentation to 2018.

(3) Includes GlaxoSmithKline Consumer Healthcare product portfolio and Naturwohl Pharma GmbH acquired in September 2015; annualized 2015 for comparable presentation to 2018.

	Adjusted Net Sales - Constant Currency Twelve Months Ended			2018-2020 Change	Adjusted Constant Currency 2018-2020 CAGR
	December 31, 2018	December 31, 2019	December 31, 2020		
Consolidated Continuing Operations					
Reported Net Sales	\$ 3,811	\$ 3,870	\$ 4,088	\$ 277	3.6%
Sales related to Animal Health	(94)	(44)	—		
Sales related to Infant foods	(34)	(6)	—		
Sales related to Rosemont Pharmaceuticals business ⁽¹⁾	(57)	(53)	(29)		
Sales related to Nordics ⁽¹⁾	(15)	(13)	—		
FX impact ⁽¹⁾	—	84	90		
Adjusted Net Sales - Constant Currency	\$ 3,611	\$ 3,838	\$ 4,149	\$ 538	7.2%

(1) Converted 2019-2020 and adjustments made in currencies other than USD at 2018 average FX rate for comparable presentation to 2018.