

Mylan N.V.  
Form S-4/A  
May 13, 2016  
Table of Contents

As filed with the Securities and Exchange Commission on May 13, 2016

Registration No. 333-210696

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

**Amendment No. 1**  
**to the**  
**Form S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Mylan N.V.**  
**(Exact Name of Registrant as Specified in its Charter)**

**The Netherlands**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**2834**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**Building 4, Trident Place**

**98-1189497**  
**(I.R.S. Employer**  
**Identification Number)**

**Mosquito Way, Hatfield**

**Hertfordshire, AL10 9UL England**

**Tel: +44 (0) 1707-853-000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Joseph F. Haggerty**

**Corporate Secretary**

**Mylan N.V.**

**c/o Mylan Inc.**

**1000 Mylan Boulevard**

**Canonsburg, Pennsylvania 15317**

**Tel: (724) 514-1800**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Bradley L. Wideman, Esq.**  
**Vice President, Associate General Counsel,**  
**Securities and Assistant Secretary**  
**Mylan N.V.**  
**c/o Mylan Inc.**  
**1000 Mylan Boulevard**  
**Canonsburg, Pennsylvania 15317**  
**(724) 514-1800**

**Mark I. Greene, Esq.**  
**Thomas E. Dunn, Esq.**  
**Aaron M. Gruber, Esq.**  
**Cravath, Swaine & Moore LLP**  
**825 Eighth Avenue**  
**New York, New York 10019**  
**(212) 474-1000**

**Approximate date of commencement of proposed sale of securities to the public:** Pursuant to Rule 162 under the Securities Act, the offer described herein will commence as soon as practicable after the date of this Registration Statement. The offer cannot, however, be completed prior to the time this Registration Statement becomes effective. Accordingly, any actual sale or purchase of securities pursuant to the offer will occur only after this Registration Statement is effective, subject to the conditions set forth in this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering "

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

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

(Do not check if a smaller reporting company)  
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**



---

**Table of Contents**

**The information contained in this prospectus may be changed. Mylan N.V. may not complete the offer and issue these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and Mylan N.V. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED MAY 13, 2016**

Mylan N.V., a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands (Mylan), is making a public offer to the shareholders of Meda AB (publ.), a public limited liability company organized under the laws of Sweden (Meda), to acquire all of the outstanding shares of Meda (the Offer). Under the terms of the Offer, Mylan is offering each Meda shareholder (A) in respect of 80 percent of the number of Meda shares tendered by such shareholder, SEK 165 in cash per Meda share and (B) in respect of the remaining 20 percent of the number of Meda shares tendered by such shareholder, (i) if the volume-weighted average sale price per Mylan ordinary share (Mylan Share) on the NASDAQ Global Select Stock Market (NASDAQ) for the 20 consecutive trading days ending on and including the second trading day prior to the Offer being declared unconditional (the Offeror Average Closing Price) is greater than \$50.74, a number of Mylan Shares per Meda share equal to SEK 165 divided by the Offeror Average Closing Price as converted from USD to SEK at a SEK/USD exchange rate of 8.4158 (the Announcement Exchange Rate); (ii) if the Offeror Average Closing Price is greater than \$30.78 and less than or equal to \$50.74, 0.386 Mylan Shares per Meda share; or (iii) if the Offeror Average Closing Price is less than or equal to \$30.78, a number of Mylan Shares per Meda share equal to SEK 100 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate. In short, each Meda shareholder will receive between SEK 152 and SEK 165 per Meda share (based on the Announcement Exchange Rate) in a combination of cash and Mylan Shares. If the aggregate number of Mylan Shares that otherwise would be required to be issued by Mylan as described above exceeds 28,214,081 Mylan Shares (the Share Cap), which, based on the 365,467,371 Meda shares outstanding as of the most recent trading day prior to the date of this Prospectus and assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer, would occur if the Offeror Average Closing Price is less than \$30.78, then Mylan will have the option (in its sole discretion) to increase the cash portion of the Offer consideration and correspondingly decrease the share portion of the Offer consideration on the terms described in this prospectus. As a result, if the Share Cap is exceeded Meda shareholders may receive cash in lieu of a portion of the share consideration which they otherwise would have received.

Until Mylan declares the Offer unconditional, the Offeror Average Closing Price cannot be calculated. As a result, Meda shareholders cannot be certain of the value of the share portion of the Offer consideration when they make the decision to tender their shares. Assuming the Offeror Average Closing Price is equal to \$40.77, the closing price per Mylan Share on NASDAQ as of May 9, 2016, the latest practicable date prior to the date of this prospectus, each Meda shareholder would receive total consideration of approximately SEK 157.70, consisting of SEK 132 in cash and SEK 25.70 in Mylan Shares (based on such Mylan Share closing price and a SEK/USD exchange rate on May 9, 2016).

of 8.1649). See The Offer Offer Consideration beginning on page 67 of this prospectus.

Mylan Shares are listed on NASDAQ and the Tel Aviv Stock Exchange ( TASE ), in each case under the symbol MYL. Meda shares are listed on Nasdaq Stockholm under the symbol MEDA-A.

Mylan s obligation to accept for exchange, and to exchange, Meda shares for Mylan Shares is subject to terms and conditions which are described in this prospectus. This prospectus provides information about Mylan, Meda and the Offer that Meda shareholders should know when they decide whether or not to tender their shares in the Offer.

**FOR A DISCUSSION OF RISKS AND OTHER FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE OFFER, PLEASE CAREFULLY READ THE SECTION OF THIS PROSPECTUS ENTITLED RISK FACTORS RELATED TO MYLAN AND THE OFFER AND RISK FACTORS RELATED TO MEDA BEGINNING ON PAGES 22 AND 36, RESPECTIVELY, OF THIS PROSPECTUS.**

Mylan has not authorized any person to provide any information or to make any representation in connection with the Offer other than the information contained or incorporated by reference in this prospectus, and if any person provides any of this information or makes any representation of this kind, that information or representation must not be relied upon as having been authorized by Mylan.

MYLAN IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY TO MYLAN.

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The Offer is governed by and construed in all respects in accordance with the laws of Sweden, without regard to any conflict of law principles leading to the application of the laws of any other jurisdiction. The Swedish Financial Instruments Trading Act (SFS 1991:980) (the Swedish Trading Act ), the Swedish Takeover Act (*Sw. lagen om offentliga uppköpserbjudanden på aktiemarknaden*) (the Swedish Takeover Act ) and Nasdaq Stockholm s Takeover Rules (the Swedish Takeover Rules ), as well as the Swedish Securities Council s rulings and statements on the application and interpretation of the Swedish Takeover Rules, apply to the Offer.**

**The date of this prospectus is [ ], 2016**

In addition to this prospectus, in connection with the Offer a Swedish offer document (the Offer Document ) is being submitted for approval and registration with the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*) (the SFSA ) pursuant to the provisions of Chapter 2 of the Swedish Takeover Act and Chapter 2 a of the Swedish Trading Act and a formal prospectus (the EU Prospectus ) is being submitted for approval and registration with the Netherlands Authority for the Financial Markets (the AFM ). Each of the Offer Document and the EU Prospectus will be furnished to the Securities and Exchange Commission (the SEC ) once it has been submitted in final form to the SFSA or the AFM, as applicable.

THIS PROSPECTUS INCORPORATES BY REFERENCE IMPORTANT BUSINESS AND FINANCIAL INFORMATION ABOUT MYLAN FROM DOCUMENTS THAT MYLAN HAS FILED WITH THE SEC BUT WHICH HAVE NOT BEEN INCLUDED IN OR DELIVERED WITH THIS PROSPECTUS.

**THIS INFORMATION IS AVAILABLE AT THE INTERNET WEBSITE THE SEC MAINTAINS AT *WWW.SEC.GOV*, AS WELL AS FROM OTHER SOURCES. SEE THE SECTION OF THIS PROSPECTUS ENTITLED "WHERE YOU CAN FIND MORE INFORMATION" BEGINNING ON PAGE 181 OF THIS PROSPECTUS. YOU ALSO MAY REQUEST COPIES OF THESE DOCUMENTS FROM MYLAN OR HANDELSBANKEN CAPITAL MARKETS, ISSUE DEPARTMENT ( HANDELSBANKEN ), WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST TO MYLAN AT ITS EMAIL ADDRESS OR TELEPHONE NUMBER OR HANDELSBANKEN S SHAREHOLDER SERVICE AT ITS EMAIL ADDRESS OR TELEPHONE NUMBER SET FORTH IN THE SECTION OF THIS PROSPECTUS ENTITLED "WHERE YOU CAN FIND MORE INFORMATION" . IN ORDER TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS, YOU MUST MAKE YOUR REQUEST NO LATER THAN FIVE BUSINESS DAYS BEFORE [                    ], 2016, THE EXPIRATION DATE FOR THE ACCEPTANCE PERIOD, OR, IF THE ACCEPTANCE PERIOD IS EXTENDED, NO LATER THAN FIVE BUSINESS DAYS BEFORE THE EXPIRATION DATE OF SUCH EXTENDED ACCEPTANCE PERIOD.**

**Table of Contents**

**Note on Information Concerning Meda**

We are not affiliated with Meda and, since the announcement of the Offer, we have not had due diligence access to Meda or its business or management, other than limited exchanges of information with respect to the preparation of the unaudited pro forma financial information included in this prospectus, the preparation of the sections of this prospectus entitled Risk Factors Related to Meda, Information Regarding Meda, Meda's Management's Discussion and Analysis of Financial Condition and Results of Operations of Meda, Share Ownership Certain Beneficial Owners, Management and Directors of Meda and Index to Financial Statements of Meda, and preliminary integration planning. We have taken all other information concerning Meda, its business, management and operations contained in this prospectus from publicly available information. Therefore, non-public information concerning Meda's business and financial condition was generally not available to us for the purpose of preparing this prospectus. Although we have no knowledge that would indicate that any information or statements relating to Meda contained in this prospectus are inaccurate or incomplete, we generally were not involved in the preparation of the information or the statements and cannot verify them.

**Table of Contents**

**Certain Frequently Used Terms**

Unless otherwise indicated or as the context otherwise requires, each reference in this prospectus to:

Abbott refers to Abbott Laboratories, an Illinois corporation;

AFM refers to the Netherlands Authority for the Financial Markets;

Announcement Exchange Rate refers to a SEK/USD exchange rate of 8.4158;

Bridge Credit Agreement refers to the bridge credit agreement dated as of February 10, 2016 among Mylan N.V., as borrower, Mylan Inc., as a guarantor, Deutsche Bank AG Cayman Islands Branch, as administrative agent and a lender, Goldman Sachs Bank USA, as a lender, Goldman Sachs Lending Partners LLC, as a lender, and other lenders party thereto from time to time;

Bridge Credit Facility means the bridge credit facility made available to Mylan under the Bridge Credit Agreement;

Centerview Partners refers to Centerview Partners LLC, financial advisor to Mylan;

Combined Company refers to Mylan after completing the proposed acquisition of Meda;

dollars, USD or \$ refers to U.S. Dollars;

EBITDA refers to earnings before interest expense, income taxes, depreciation and amortization;

EPD Business refers to the non-U.S. developed markets specialty and branded generics business that Mylan acquired from Abbott;

EPS refers to earnings per share;

EU refers to the European Union;

## Edgar Filing: Mylan N.V. - Form S-4/A

EU Prospectus refers to the formal EU prospectus to be submitted by Mylan to the AFM in connection with the Offer;

EUR refers to Euro;

Euroclear refers to the system of Euroclear Sweden AB;

Fidim refers to Fidim S.r.l.;

Fidim Irrevocable Undertaking refers to the Irrevocable Undertaking dated as of February 10, 2016 between Fidim and Mylan;

Fidim Shareholder Agreement refers to the Shareholder Agreement dated as of February 10, 2016 between Fidim and Mylan;

FRBNY Exchange Rate refers to the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York;

Handelsbanken refers to Handelsbanken Capital Markets, Issue Department, Swedish financial advisor to Mylan and the receiving agent for the Offer;

IASB refers to the International Accounting Standards Board;

IFRS refers to International Financial Reporting Standards;

LTM refers to last twelve months;

Meda refers to Meda AB (publ.), a public limited liability company organized under the laws of Sweden;

Meda Articles refers to the articles of association of Meda as in effect on the date of this prospectus;

Meda Board refers to the board of directors of Meda;

Meda U.S. Business refers to Meda Pharmaceuticals Inc., a subsidiary of Meda conducting Meda's operations in the United States;



**Table of Contents**

Mylan, we, us and our refer to Mylan N.V. and, where applicable, its subsidiaries;

Mylan Articles refers to the articles of association of Mylan as in effect on the date of this prospectus;

Mylan Board refers to the board of directors of Mylan;

Mylan Shares and our ordinary shares refers to the ordinary shares of Mylan N.V., nominal value 0.01 per share;

Nasdaq Stockholm refers to Nasdaq Stockholm, Large Cap;

NASDAQ refers to the NASDAQ Global Select Stock Market;

Offer refers to the public offer by Mylan to acquire all of the outstanding shares of Meda;

Offer Document refers to the offer document to be submitted by Mylan to the SFSA in connection with the Offer;

Offeror Average Closing Price refers to a price per Mylan Share equal to the volume-weighted average sale price per Mylan Share on NASDAQ for the 20 consecutive trading days ending on and including the second trading day prior to the Offer being declared unconditional;

Revolving Credit Agreement refers to the Revolving Credit Agreement dated December 19, 2014, as amended by Amendment No. 1 thereto dated May 1, 2015, by Amendment No. 2 thereto dated June 19, 2015, by the Additional Credit Extension Amendment thereto dated October 28, 2015, and by Amendment No. 3 thereto dated February 22, 2016, among Mylan Inc., as the borrower, Mylan N.V., as a guarantor, the other borrowers and guarantors from time to time party thereto, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent;

Rothschild refers to N M Rothschild & Sons Ltd, financial advisor to Meda;

Rottapharm refers to Rottapharm S.p.A.;

SEB Corporate Finance refers to SEB Corporate Finance, Skandinaviska Enskilda Banken AB, financial advisor to Meda;

SEC refers to the Securities and Exchange Commission;

SEK or kr refers to Swedish kronor;

SFSA refers to the Swedish Financial Supervisory Authority;

Share Cap refers to 28,214,081 Mylan Shares;

Stena refers to Stena Sessan Rederi AB;

Stena Irrevocable Undertaking refers to the Irrevocable Undertaking dated as of February 10, 2016 between Stena and Mylan;

Stena Shareholder Agreement refers to the Shareholder Agreement dated as of February 10, 2016 between Stena and Mylan;

Swedish Holders refers to private individuals and limited liability companies that are residents of Sweden for tax purposes and that hold Meda shares;

Swedish Takeover Rules refers to Nasdaq Stockholm's Takeover Rules;

TASE refers to the Tel Aviv Stock Exchange;

transaction refers to the proposed acquisition of Meda by Mylan;

U.S. Holder refers to a beneficial owner of Meda shares or Mylan Shares that is, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a U.S.

**Table of Contents**

corporation or an entity taxable as a U.S. corporation, (iii) an estate whose income is subject to U.S. federal income tax regardless of its source, or (iv) a trust if (x) a U.S. court can exercise primary supervision over the trust's administration and (y) one or more U.S. persons are authorized to control all substantial decisions of the trust;

U.S. GAAP refers to accounting principles generally accepted in the United States of America;

U.K. refers to the United Kingdom;

2014 Term Credit Agreement refers to the Term Credit Agreement dated December 19, 2014, as amended by Amendment No. 1 thereto dated May 1, 2015, by Amendment No. 2 thereto dated October 28, 2015, and by Amendment No. 3 thereto dated February 22, 2016, among Mylan Inc., as the borrower, Mylan N.V., as a guarantor, the other borrowers and guarantors from time to time party thereto, the lenders party thereto from time to time and Bank of America, N.A., as administrative agent; and

2015 Term Credit Agreement refers to the Term Credit Agreement dated July 15, 2015, as amended by Amendment No. 1 thereto dated October 28, 2015, and by Amendment No. 2 thereto dated February 22, 2016, among Mylan Inc., as the borrower, Mylan N.V., as a guarantor, the other borrowers and guarantors from time to time party thereto, the lenders party thereto from time to time and PNC Bank, National Association, as administrative agent.

**Table of Contents**

**TABLE OF CONTENTS**

<u>Note on Information Concerning Meda</u>	i
<u>Certain Frequently Used Terms</u>	ii
<u>QUESTIONS AND ANSWERS ABOUT THE OFFER</u>	viii
<u>SUMMARY OF THE OFFER</u>	1
<u>The Companies</u>	1
<u>The Offer (see page 67)</u>	2
<u>Conditions of the Offer (see page 69)</u>	3
<u>Mylan's Reasons for the Offer (see page 51)</u>	3
<u>Recommendation of the Meda Board (see page 55)</u>	4
<u>Opinion of Meda's Financial Advisor (see page 56)</u>	4
<u>Financing of the Offer; Source and Amount of Funds (see page 93)</u>	4
<u>Ownership of Mylan After the Offer (see page 71)</u>	5
<u>Comparative Market Price and Dividend Information (see page 20)</u>	5
<u>Appraisal/Dissenters' Rights (see page 72)</u>	5
<u>Material Tax Considerations (see page 73)</u>	6
<u>Accounting Treatment (see page 94)</u>	6
<u>Regulatory Approvals (see page 94)</u>	6
<u>Listing of Mylan Shares; Delisting of Meda Shares (see page 93)</u>	7
<u>Ownership of Directors and Officers</u>	7
<u>Comparison of Shareholders' Rights (see page 137)</u>	7
<u>Extension of the Acceptance Period (see page 70)</u>	7
<u>Compulsory Acquisition (see page 71)</u>	7
<u>Irrevocable Undertakings to Accept the Offer; Shareholder Agreements (see page 92)</u>	8
<u>Risk Factors Related to Mylan and the Offer (see page 22)</u>	8
<u>Risk Factors Related to Meda (see page 36)</u>	8
<u>General</u>	8
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR MYLAN</u>	10
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR MEDA</u>	13
<u>Exchange Rate Information</u>	15
<u>SELECTED UNAUDITED PRO FORMA FINANCIAL INFORMATION</u>	16
<u>HISTORICAL AND UNAUDITED PRO FORMA PER SHARE INFORMATION</u>	18
<u>COMPARATIVE MARKET PRICE AND DIVIDEND INFORMATION</u>	20
<u>RISK FACTORS RELATED TO MYLAN AND THE OFFER</u>	22
<u>Risks Related to Mylan Following Completion of the Offer</u>	22

<u>Risks Related to the Offer</u>	27
<u>Risks Related to Mylan's Business</u>	35
<u>RISK FACTORS RELATED TO MEDA</u>	36
<u>FORWARD-LOOKING STATEMENTS</u>	45

**Table of Contents**

<b><u>BACKGROUND AND REASONS FOR THE OFFER</u></b>	47
<u>Background of the Offer</u>	47
<u>Mylan's Reasons for the Offer</u>	51
<u>Recommendation of the Meda Board</u>	55
<u>Opinion of Meda's Financial Advisor</u>	56
<u>Certain Meda Financial Forecasts</u>	65
<b><u>THE OFFER</u></b>	67
<u>Offer Consideration</u>	67
<u>Conditions of the Offer</u>	69
<u>Acceptance Period; Settlement</u>	70
<u>Extension of the Acceptance Period</u>	70
<u>Procedure for Tendering</u>	70
<u>Withdrawal Rights</u>	70
<u>Compulsory Acquisition</u>	71
<u>Ownership of Mylan after the Offer</u>	71
<u>Material Tax Considerations</u>	72
<u>Irrevocable Undertakings to Accept the Offer; Shareholder Agreements</u>	92
<u>Appraisal/Dissenters' Rights</u>	92
<u>Meda Share-Based Awards</u>	93
<u>Listing of Mylan Shares; Delisting of Meda Shares</u>	93
<u>Financing of the Offer: Source and Amount of Funds</u>	93
<u>Regulatory Approvals</u>	94
<u>Certain Relationships with Meda and Interests of Mylan in the Offer</u>	94
<u>Accounting Treatment</u>	94
<b><u>INFORMATION REGARDING MEDA</u></b>	96
<b><u>MEDA MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF MEDA</u></b>	101
<b><u>SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, MANAGEMENT AND DIRECTORS OF MEDA</u></b>	125
<b><u>DESCRIPTION OF MYLAN SHARES</u></b>	127
<u>Share Capital</u>	127
<u>Issuance of Shares</u>	127
<u>Pre-emptive Rights</u>	128
<u>Composition of Our Board</u>	128
<u>Election and Removal of Directors</u>	128
<u>Transfer of Shares</u>	129
<u>Form of Shares</u>	129

<u>Repurchase of Our Shares</u>	129
<u>Capital Reduction</u>	130
<u>Dividends and Other Distributions</u>	130

**Table of Contents**

<u>Annual Meeting of Our Shareholders</u>	130
<u>Extraordinary Meetings of Our Shareholders</u>	130
<u>Advance Notice Procedures for a Shareholder Proposal</u>	131
<u>Voting Rights</u>	131
<u>Amendment of Our Articles</u>	132
<u>Duties of Directors</u>	132
<u>Limitations on Liability of Directors</u>	132
<u>Indemnification of Directors and Officers</u>	133
<u>Forum Selection</u>	133
<u>Compensation of Directors</u>	134
<u>Protective Measures</u>	134
<u>Approval of Certain Transactions</u>	134
<u>Squeeze-Out</u>	135
<u>Dissolution/Liquidation</u>	135
<u>Listing</u>	136
<u>COMPARISON OF SHAREHOLDERS' RIGHTS</u>	137
<u>UNAUDITED PRO FORMA FINANCIAL INFORMATION</u>	165
<u>LEGAL MATTERS</u>	181
<u>EXPERTS</u>	181
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	181
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	182
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	183
<u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF MEDA</u>	F-1
<u>APPENDIX I</u>	
<u>OPINION OF SEB CORPORATE FINANCE, SKANDINAVISKA ENSKILDA BANKEN AB</u>	I-1
<u>APPENDIX II</u>	
<u>PROFIT FORECAST</u>	II-1
<u>APPENDIX III</u>	
<u>NON-GAAP FINANCIAL MEASURES</u>	III-1

---

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE OFFER**

*This section includes some of the questions that you, as a holder of Meda shares, may have regarding the Offer, along with answers to those questions. This section and the section of this prospectus entitled Summary of the Offer together provide a summary of the material terms of the Offer. These sections highlight selected information from this prospectus, but do not contain all of the information that may be important to you. To better understand the Offer, you should read this entire prospectus carefully, as well as those additional documents incorporated by reference or referred to in this prospectus. You may obtain the information incorporated by reference into this prospectus by following the instructions in the section of this prospectus entitled Where You Can Find More Information beginning on page 181 of this prospectus.*

**1. Who is offering to acquire my Meda shares?**

The Offer is being made by Mylan N.V., a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands. Mylan is a leading global pharmaceutical company, which develops, licenses, manufactures, markets and distributes generic, branded generic and specialty pharmaceuticals. Mylan is committed to setting new standards in healthcare by creating better health for a better world, and Mylan's mission is to provide the world's 7 billion people access to high quality medicine. To do so, Mylan innovates to satisfy unmet needs; makes reliability and service excellence a habit; does what's right, not what's easy; and impacts the future through passionate global leadership.

Mylan offers one of the industry's broadest product portfolios, including more than 1,400 marketed products, to customers in approximately 165 countries and territories. Mylan operates a global, high quality vertically-integrated manufacturing platform, which includes more than 50 manufacturing and research and development facilities around the world and one of the world's largest active pharmaceutical ingredient operations. Mylan also operates a strong and innovative research and development network that has consistently delivered a robust product pipeline including a variety of dosage forms, therapeutic categories and biosimilars. Additionally, Mylan has a specialty pharmaceutical business that is focused on respiratory and allergy therapies.

**2. What is Mylan offering to acquire in the Offer?**

We are seeking to acquire all outstanding shares of Meda.

**3. What will I receive for my Meda shares?**

Each Meda shareholder who validly tenders and does not properly withdraw prior to the Offer being declared unconditional will receive:

in respect of 80 percent of the number of Meda shares tendered by such shareholder, SEK 165 in cash per Meda share; and

in respect of the remaining 20 percent of the number of Meda shares tendered by such shareholder,

(i) if the Offeror Average Closing Price is greater than \$50.74, a number of Mylan Shares per Meda share equal to SEK 165 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate;

(ii) if the Offeror Average Closing Price is greater than \$30.78 and less than or equal to \$50.74, 0.386 Mylan Shares per Meda share; or

(iii) if the Offeror Average Closing Price is less than or equal to \$30.78, a number of Mylan Shares per Meda share equal to SEK 100 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate.

**Table of Contents**

In short, each Meda shareholder will receive between SEK 152 and SEK 165 per Meda share (based on the Announcement Exchange Rate) in a combination of cash and Mylan Shares.

If the aggregate number of Mylan Shares that otherwise would be required to be issued by Mylan as described above exceeds the Share Cap, then Mylan will have the option (in its sole discretion) to adjust the composition of the Offer consideration on the terms described in this prospectus. See Question 4 below for more information regarding the Share Cap.

The table below sets forth illustrative examples of the Offer consideration that Meda shareholders will receive in exchange for 100 Meda shares at different Offeror Average Closing Prices (subject to the treatment of fractional shares described below):

<b>Offeror</b>					
<b>Average</b>					
<b>Closing Price</b>	<b>Cash</b>	<b>Number of Equivalent Value of</b>	<b>Total</b>	<b>Average Total</b>	
<b>(USD)</b>	<b>Consideration</b>	<b>Mylan</b>	<b>Share Consideration</b>	<b>Consideration</b>	<b>Consideration Per</b>
	<b>(SEK)<sup>(1)</sup></b>	<b>Shares<sup>(2)</sup></b>	<b>(SEK)<sup>(3)</sup></b>	<b>(SEK)<sup>(4)</sup></b>	<b>Meda Share (SEK)<sup>(5)</sup></b>
60.00	13,200.00	6.54	3,300.00	16,500.00	165.00
55.00	13,200.00	7.13	3,300.00	16,500.00	165.00
50.00	13,200.00	7.72	3,248.50	16,448.50	164.48
45.00	13,200.00	7.72	2,923.65	16,123.65	161.24
40.00	13,200.00	7.72	2,598.80	15,798.80	157.99
35.00	13,200.00	7.72	2,273.95	15,473.95	154.74
30.00 <sup>(6)</sup>	13,200.00	7.92	2,000.00	15,200.00	152.00
25.00 <sup>(6)</sup>	13,200.00	9.51	2,000.00	15,200.00	152.00

(1) Calculated as the product of (i) 80 Meda shares and (ii) SEK 165.

(2) Calculated as the product of (i) 20 Meda shares and (ii) the applicable number of Mylan Shares per Meda share at the stated Offeror Average Closing Price.

(3) Calculated as the product of (i) the number of Mylan Shares, (ii) the Offeror Average Closing Price and (iii) the Announcement Exchange Rate.

(4) Calculated as the sum of (i) the Cash Consideration and (ii) the Equivalent Value of Share Consideration.

(5) Calculated as the quotient of (i) the Total Consideration and (ii) 100 Meda shares.

(6) Based on 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of the most recent trading day prior to the date of this prospectus), the Share Cap would be exceeded at this Offeror Average Closing Price (assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer). The figures shown assume that Mylan does not adjust the Offer consideration.

For each directly registered Meda shareholder, the total number of Meda shares tendered by such shareholder will be multiplied by 0.20 (subject to adjustment in the event Mylan adjusts the Offer consideration if the Share Cap is exceeded). The number of Meda shares resulting from the multiplication will be rounded up to the nearest whole Meda share and tendered in exchange for Mylan Shares. The remaining number of Meda shares that such shareholder tendered will be rounded down to the nearest whole Meda share and tendered in exchange for cash. The Offer can be accepted for each Meda shareholder's entire holding of Meda shares, even if such Meda shares do not correspond to a

whole number of Mylan Shares.

Only whole Mylan Shares will be delivered to Meda shareholders who accept the Offer. If a directly registered Meda shareholder would otherwise be entitled to a fraction of a Mylan Share, such fraction will be aggregated with the fractions of Mylan Shares to which other directly registered Meda shareholders would otherwise be entitled and sold by Handelsbanken on NASDAQ on behalf of such shareholders. The proceeds of such sales will be converted from USD to SEK, rounded to the nearest SEK 0.50, and distributed as promptly as practicable following settlement of the Offer to such shareholders based on the fraction of a Mylan Share to which each such shareholder would otherwise be entitled. There will be no commission fee for such sales. By accepting the Offer, each accepting Meda shareholder authorizes

**Table of Contents**

Handelsbanken to sell any such fraction on its behalf and convert the proceeds of such sale from USD to SEK. For each Meda shareholder whose Meda shares are registered with a nominee, any fraction of a Mylan Share to which such Meda shareholder would otherwise be entitled will be treated in accordance with the policies and practices of such nominee.

For more information, see Risk Factors Related to Mylan and the Offer Risks Related to the Offer The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate. on page 27 of this prospectus.

**4. How could the Offer consideration change if the Share Cap is exceeded?**

If the aggregate number of Mylan Shares that otherwise would be required to be issued by Mylan in connection with the Offer exceeds the Share Cap, then Mylan will have the option (in its sole discretion) to (a) issue Mylan Shares in connection with the Offer in excess of the Share Cap and thus pay the share portion of the Offer consideration as described above (i.e. the 20 percent set out in Question 3 above), (b) increase the cash portion of the Offer consideration (so that it becomes larger than the 80 percent set out in Question 3 above) and thus correspondingly decrease the share portion of the Offer consideration (so that it becomes smaller than the 20 percent set out in Question 3 above) such that the aggregate number of Mylan Shares issuable by Mylan in connection with the Offer would equal the Share Cap or (c) execute a combination of the foregoing.

The table below sets forth illustrative examples of the Offer consideration that Meda shareholders will receive in exchange for 100 Meda shares at different Offeror Average Closing Prices if Mylan elects to adjust the Offer consideration in the event the Share Cap is exceeded (subject to the treatment of fractional shares described in Question 3 above):

<b>Offeror</b>						<b>Average</b>
<b>Average</b>						<b>Total</b>
<b>Closing Price</b>				<b>Equivalent Value</b>	<b>Total</b>	<b>Consideration Per</b>
<b>(USD)</b>	<b>Cash Consideration</b>	<b>Number of</b>	<b>of Share</b>	<b>Consideration</b>	<b>Consideration</b>	<b>Meda</b>
	<b>(SEK)<sup>(1)</sup></b>	<b>Mylan Shares</b>	<b>(SEK)<sup>(2)</sup></b>	<b>(SEK)<sup>(3)</sup></b>	<b>(SEK)<sup>(4)</sup></b>	<b>Share</b>
30.00 <sup>(5)</sup>	13,200.00	7.92 <sup>(6)</sup>	2,000.00	15,200.00	152.00	
30.00 <sup>(5)</sup>	13,250.90	7.72 <sup>(7)</sup>	1,949.10	15,200.00	152.00	
30.00 <sup>(5)</sup>	13,225.45	7.82 <sup>(8)</sup>	1,974.55	15,200.00	152.00	
25.00 <sup>(5)</sup>	13,200.00	9.51 <sup>(6)</sup>	2,000.00	15,200.00	152.00	
25.00 <sup>(5)</sup>	13,575.75	7.72 <sup>(7)</sup>	1,624.25	15,200.00	152.00	
25.00 <sup>(5)</sup>	13,387.88	8.61 <sup>(8)</sup>	1,812.12	15,200.00	152.00	

(1) Calculated as the difference between (i) the Total Consideration and (ii) the Equivalent Value of Share Consideration.

(2) Calculated as the product of (i) the number of Mylan Shares, (ii) the Offeror Average Closing Price and (iii) the Announcement Exchange Rate.

Edgar Filing: Mylan N.V. - Form S-4/A

- (3) Equals the applicable Total Consideration in the table of illustrative examples set forth in Question 3 above.
- (4) Calculated as the quotient of (i) the Total Consideration and (ii) 100 Meda shares.
- (5) Based on 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of the most recent trading day prior to the date of this prospectus), the Share Cap would be exceeded at this Offeror Average Closing Price (assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer).
- (6) Assumes that Mylan issues Mylan Shares in excess of the Share Cap and thus pays the share portion of the Offer consideration as described in Question 3 above with no adjustments.
- (7) Assumes that Mylan increases the cash portion of the Offer consideration and thus correspondingly decreases the share portion of the Offer consideration such that the aggregate number of Mylan Shares issuable by Mylan in connection with the Offer would equal the Share Cap.

x

---

**Table of Contents**

- (8) Assumes that Mylan increases the cash portion of the Offer consideration and thus correspondingly decreases the share portion of the Offer consideration such that 50 percent of the Mylan Shares that would otherwise be issuable by Mylan in excess of the Share Cap are paid in cash.

**5. What are the benefits of a combination of Mylan and Meda?**

Mylan is making the Offer for several strategic reasons. Among others, the combination of Mylan and Meda will create a global pharmaceutical leader that is even more diversified and has a more expansive portfolio of branded and generic medicines and a stronger and growing portfolio of over-the-counter ( OTC ) products. The Combined Company will have a balanced global footprint with significant scale in key geographic markets, particularly the U.S. and Europe. The proposed acquisition of Meda also provides Mylan with entry into a number of new and attractive emerging markets, including China, Southeast Asia, Russia, the Middle East and Mexico, complemented by Mylan's presence in India, Brazil and Africa. Mylan and Meda have a highly complementary therapeutic presence, which will create a leading global player in respiratory / allergy, and achieve critical mass in dermatology and pain, offering greater opportunities for growth in these categories.

The Offer provides immediate and significant value to Meda shareholders and is supported by the Meda Board and Meda's two largest shareholders, representing approximately 30 percent of Meda's outstanding shares. If the Offer is completed, Meda shareholders will become shareholders of Mylan, which has a clear track record of creating shareholder value, with an annualized five year total shareholder return of approximately 20.7 percent.<sup>1</sup>

For more information, see "Background and Reasons for the Offer" beginning on page 47 of this prospectus.

**6. Does the Meda board of directors recommend that Meda shareholders accept the Offer?**

Yes. On February 10, 2016, the Meda Board unanimously recommended that Meda shareholders accept the Offer.<sup>2</sup> In the course of reaching its decision to approve the Offer, the Meda Board considered a number of factors that the Meda Board considered relevant in relation to the evaluation of the Offer. For a more complete discussion of these factors, please see "Background and Reasons for the Offer" Recommendation of the Meda Board.

**7. Have you entered into any arrangements with Meda shareholders with respect to the Offer?**

Yes. Mylan has received irrevocable undertakings to accept the Offer from (1) Stena in respect of 75,652,948 Meda shares, representing approximately 21 percent of the outstanding shares and votes of Meda, and (2) Fidim in respect of 33,016,286 Meda shares, representing approximately 9 percent of the outstanding shares and votes of Meda. The Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking relate to Stena's and Fidim's entire respective holdings of Meda shares. Each of Stena and Fidim has undertaken to accept the Offer no later than five business days prior to the expiry of the initial acceptance period for the Offer. The Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking shall be terminated if (i) a third party, prior to the Offer having been declared unconditional, makes a public offer to acquire all outstanding Meda shares at an offer value exceeding the value of the Offer by more than

<sup>1</sup> Total shareholder return data is from Bloomberg and reflects total return (including price appreciation and reinvested dividends) as of December 31, 2015.

<sup>2</sup> Since each of Stena and Fidim has entered into an undertaking to tender its Meda shares in the Offer and a related shareholder agreement (see The Offer Irrevocable Undertakings to Accept the Offer; Shareholder Agreements beginning on page 92 of this prospectus), Meda Board members Martin Svalstedt, Luca Rovati, Peter Claesson and Lars Westerberg did not participate in the Meda Board's decision to recommend the Offer. The other Meda Board members who did participate in such decision unanimously recommended the Offer.

---

**Table of Contents**

SEK 15 per share of Meda, (ii) the Offer is withdrawn, (iii) the Offer is not declared unconditional on or before February 10, 2017 or (iv) Mylan commits a material breach of applicable laws and regulations relating to the Offer.

Stena and Fidim have entered into the Stena Shareholder Agreement and the Fidim Shareholder Agreement, respectively, with Mylan. Each shareholder agreement imposes certain restrictions on the applicable shareholder, including prohibiting transfers of Mylan Shares to competitors of Mylan and to activist investors (as defined in such shareholder agreement), as well as certain customary standstill limitations. Each shareholder agreement also imposes non-competition, non-solicitation and non-hire restrictions on the applicable shareholder for a period of 24 months after the Offer is declared unconditional. Each of Stena and Fidim has agreed pursuant to its applicable shareholder agreement to vote its Mylan Shares in accordance with the recommendation of the Mylan Board in the period up to and including the 180th day following settlement of the Offer and not vote its Mylan Shares against the recommendation of the Mylan Board in the period after the 180th day following settlement of the Offer, in each case subject to certain exceptions relating to significant corporate transactions. Each of Stena and Fidim has also agreed not to dispose of any Mylan Shares that it owns to any third party during the period up to and including the 180th day following the settlement of the Offer.

For more information, see *The Offer Irrevocable Undertakings to Accept the Offer; Shareholder Agreements* beginning on page 92 of this prospectus.

**8. Will U.S. taxpayers be taxed on the Mylan Shares and cash received in the Offer or the cash received in a compulsory acquisition?**

The receipt of Mylan Shares and cash in exchange for Meda shares pursuant to the Offer or cash in exchange for Meda shares pursuant to a compulsory acquisition will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes. Therefore, generally, a U.S. Holder of Meda shares will recognize capital gain or loss equal to the difference between (i) the sum of the fair market value of the Mylan Shares and cash received and (ii) the shareholder's adjusted tax basis in the Meda shares exchanged therefor. A U.S. Holder's adjusted tax basis in the Meda shares generally should equal the holder's purchase price for the shares, as adjusted to take into account stock dividends, stock splits or similar transactions. **Mylan recommends that U.S. Holders consult their own tax advisors as to the particular tax consequences of the Offer and a compulsory acquisition, including the effect of U.S. federal, state, and local tax laws or non-U.S. tax laws.** For more information, see *The Offer Material Tax Considerations U.S. Federal Income Tax Considerations* beginning on page 72 of this prospectus.

**9. Will Swedish taxpayers be taxed on the Mylan Shares and cash received in the Offer or the cash received in a compulsory acquisition?**

For Swedish tax purposes, Swedish Holders that receive cash in respect of their Meda shares may be subject to Swedish capital gains tax (in the case of individuals) or Swedish corporation tax (in the case of companies, unless the gain is tax exempt under special rules) to the extent that the proceeds realized from such disposition exceed the cost basis of their Meda shares plus incidental selling expenses. Swedish Holders that receive Mylan Shares in respect of their Meda shares may qualify for a roll-over relief on certain conditions. Meda shareholders who are not residents in Sweden and do not carry on any trade in Sweden through a permanent establishment with which the Meda shares are connected will not have a Swedish tax liability on gains in respect of the transaction, with the exception of individual shareholders who have been residents of Sweden during the year of disposal or any of the preceding ten calendar years. **Mylan recommends that Swedish Holders consult their own tax advisors as to the particular tax consequences of the Offer and a compulsory acquisition, including the effect of Swedish tax laws or**

**non-Swedish tax laws.** For more information, see The Offer Material Tax Considerations Sweden Tax Considerations beginning on page 77 of this prospectus.

**THIS PROSPECTUS CONTAINS A GENERAL DESCRIPTION OF THE MATERIAL INCOME TAX CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION.**

**Table of Contents**

**CONSEQUENTLY, MYLAN URGES YOU TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU AS A RESULT OF THE OFFER AND/OR A COMPULSORY ACQUISITION.**

**10. What are the conditions of the Offer?**

The Offer is subject to the following conditions:

- (i) the Offer being accepted to such an extent that Mylan becomes the owner of shares in Meda representing more than 90 percent of the total number of shares of Meda;
- (ii) Mylan's Registration Statement on Form S-4, of which this prospectus forms a part, becoming effective under the Securities Act of 1933, as amended, and not being the subject of any stop order or proceeding seeking a stop order by the SEC;
- (iii) the Mylan Shares to be issued in connection with the Offer being approved for listing on NASDAQ in the United States and the TASE in Israel;
- (iv) with respect to the Offer and the acquisition of Meda, receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable;
- (v) no circumstances having occurred which could have a material adverse effect or could reasonably be expected to have a material adverse effect on Meda's financial position or operation, including Meda's sales, results, liquidity, equity ratio, equity or assets;
- (vi) neither the Offer nor the acquisition of Meda being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance;
- (vii) Meda not taking any action that is likely to impair the prerequisites for making or completing the Offer;
- (viii) no information made public by Meda or disclosed by Meda to Mylan being materially inaccurate, incomplete or misleading, and Meda having made public all information which should have been made public by it; and
- (ix) no other party announcing an offer to acquire shares in Meda on terms more favorable to the shareholders of Meda than the Offer.

Mylan reserves the right to withdraw the Offer in the event it becomes clear that any of the above conditions is not satisfied or cannot be satisfied. With regard to conditions (ii) (ix), however, such withdrawal will only be made to the extent permitted by applicable law if the non-satisfaction is of material importance to Mylan's acquisition of the shares in Meda.

Mylan reserves the right to waive, in whole or in part, one or more of the conditions above, including, with respect to condition (i) above, to complete the Offer at a lower level of acceptance.

See Risk Factors Related to Mylan and the Offer Risks Related to the Offer The Offer may not be completed on the terms or timeline currently contemplated, or at all.

**11. What does it mean for the Offer to be declared unconditional?**

Mylan will declare the Offer unconditional when all of the conditions of the Offer have been satisfied, fulfilled or, to the extent permitted, waived by Mylan, and Mylan has made a public announcement to such effect. Mylan will not acquire your Meda shares pursuant to the Offer before the Offer has been declared unconditional. See The Offer Withdrawal Rights beginning on page 70 of this prospectus.

**Table of Contents**

**12. How long will it take to complete the Offer?**

Mylan's obligation to complete the Offer is subject to the satisfaction or waiver of a number of customary closing conditions, including (i) holders of more than 90 percent of the outstanding Meda shares tendering their shares into the Offer and (ii) receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities. The Offer is expected to be completed by the end of the third quarter of 2016.

**13. Can the acceptance period be extended and, if so, under what circumstances?**

Yes. Mylan reserves the right to extend the acceptance period and, to the extent necessary and permissible, will do so in order for the acceptance period to cover applicable decision-making procedures at relevant authorities. Mylan also reserves the right to postpone the settlement date. Mylan will announce any extension of the acceptance period and/or postponement of the settlement date by a press release in accordance with applicable laws and regulations. See *The Offer Extension of the Acceptance Period* beginning on page 70 of this prospectus.

**14. Do I have to vote to approve the Offer?**

No. Your vote is not required. You simply need to tender your Meda shares if you choose to do so.

In addition, if Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. For additional information, see *The Offer Compulsory Acquisition* beginning on page 71 of this prospectus.

**15. Do Mylan shareholders have to vote to approve the Offer?**

No. Mylan shareholders do not have to approve the Offer or the issuance of Mylan Shares to Meda shareholders upon the completion of the Offer.

**16. Is Mylan's financial condition relevant to my decision to tender Meda shares in the Offer?**

Yes. Mylan's financial condition is relevant to your decision to tender your Meda shares because part of the consideration you will receive if your Meda shares are exchanged in the Offer will consist of Mylan Shares. You should therefore consider Mylan's financial condition before you decide to become one of Mylan's shareholders through the Offer. You also should consider the possible effect that Mylan's proposed acquisition of Meda will have on Mylan's financial condition. This prospectus contains financial information regarding Mylan and Meda, as well as unaudited pro forma financial information (which does not reflect any of our expected synergies) for the proposed combination of Mylan and Meda, all of which we encourage you to review. For more information, see *Risk Factors Related to Mylan and the Offer Risks Related to Mylan Following Completion of the Offer* Mylan will incur a substantial amount of indebtedness to acquire the Meda shares pursuant to the Offer and a compulsory acquisition on page 25 of this prospectus.

**17. Does Mylan have the financial resources to complete the Offer and a compulsory acquisition?**

Yes. The Offer is fully financed.

The aggregate cash consideration payable in the Offer for all Meda shares will be approximately SEK 48.2 billion or \$5.7 billion (based on (1) the Announcement Exchange Rate, (2) 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of both the date of the announcement of the Offer and the most recent trading day prior to the date of this prospectus) and (3) 80 percent of the total Offer consideration being paid in cash). The cash portion of the Offer consideration will be financed by the Bridge Credit Facility.

---

**Table of Contents**

The terms of the Bridge Credit Facility are described under **The Offer Financing of the Offer; Source and Amount of Funds** beginning on page 93 of this prospectus.

**18. What percentage of Mylan Shares will former Meda shareholders own after the completion of the Offer?**

Mylan has assumed, solely for the purposes of this calculation that (i) the number of Meda shares outstanding immediately prior to the completion of the Offer will be approximately 365.5 million, (ii) the number of Mylan Shares outstanding on a fully diluted basis immediately prior to the completion of the Offer will be approximately 515.8 million, (iii) Mylan will not adjust the Offer consideration in the event the Share Cap is exceeded, (iv) the Offeror Average Closing Price will be between \$30.78 and \$50.74 and (v) 100 percent of the outstanding Meda shares will be tendered into the Offer. Based on these assumptions, we expect that 28.2 million Mylan Shares will be issued in connection with the Offer and as a result Mylan shareholders will own, in the aggregate, approximately 95 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer and former Meda shareholders will own, in the aggregate, approximately 5 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer.

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. Because shares acquired pursuant to a compulsory acquisition procedure must be paid for in cash, holders of such Meda shares will not receive Mylan Shares as part of the consideration for their Meda shares, and former Meda shareholders will own in the aggregate a lower percentage of the outstanding Mylan Shares than they otherwise would have owned had all Meda shareholders tendered their shares into the Offer.

Similarly, if Mylan adjusts the Offer consideration in the event the Share Cap is exceeded (by increasing the cash portion of the Offer consideration and correspondingly decreasing the share portion of the Offer consideration), former Meda shareholders will receive fewer Mylan Shares than they otherwise would have been delivered had Mylan not adjusted the Offer consideration, and former Meda shareholders will own in the aggregate a lower percentage of the outstanding Mylan Shares than they otherwise would have owned had Mylan not adjusted the Offer consideration.

See **Risk Factors Related to Mylan and the Offer Risks Related to the Offer Meda shareholders will have a reduced ownership and voting interest after the consummation of the Offer and a compulsory acquisition and will exercise less influence over the management and policies of Mylan than they do over Meda** and **The Offer Ownership of Mylan after the Offer**.

**19. How do I tender my Meda shares?**

Once the Offer Document has been approved by the SFSA, the Offer Document and an accompanying acceptance form will be mailed to all directly registered Meda shareholders and made available for download in electronic form on the following websites: the transaction website ([medatransaction.mylan.com](http://medatransaction.mylan.com)), the Handelsbanken website ([www.handelsbanken.se/investeringserbjudande](http://www.handelsbanken.se/investeringserbjudande)) and the SFSA website ([www.fi.se](http://www.fi.se)) (Offer Document only). You should carefully read the Offer Document and the acceptance form, including the instructions for tendering your Meda shares included in the acceptance form and in the section of the Offer Document entitled **Terms, conditions and instructions**.

**20. Until what time can I withdraw tendered shares?**

Shareholders in Meda have the right to withdraw their acceptances of the Offer. To be valid, such withdrawal must have been received before Mylan has announced that the conditions for the completion of the Offer have been satisfied or, if such announcement has not been made during the acceptance period, by the last day of the acceptance period. See *The Offer Withdrawal Rights* beginning on page 70 of this prospectus.

**Table of Contents**

**21. How do I withdraw tendered shares?**

You should carefully read the instructions for withdrawing your tendered Meda shares included in the section of the Offer Document entitled "Terms, conditions and instructions - Right to withdraw acceptance."

**22. When and how will I receive the Offer consideration in exchange for my tendered Meda shares?**

You should read carefully the information regarding settlement of the Offer included in the section of the Offer Document entitled "Terms, conditions and instructions - Settlement."

**23. Will the Offer be followed by a compulsory acquisition?**

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. The purchase price for Meda shares acquired pursuant to the compulsory acquisition procedure will be determined by an arbitration tribunal. Such purchase price must be paid in cash and will include statutory interest accruing from the date the compulsory acquisition procedure is initiated. After initiating the compulsory acquisition procedure, Mylan will have the opportunity to obtain advance title to the minority Meda shares prior to the arbitration tribunal determining the purchase price for such Meda shares, which means that full ownership is obtained by Mylan with respect to the remaining Meda shares before the arbitration proceedings regarding the consideration have been completed.

For more information, see "The Offer - Compulsory Acquisition" beginning on page 71 of this prospectus.

**24. If more than 90 percent of the outstanding Meda shares are tendered in the Offer, will Meda continue as a public company?**

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to promote the delisting of the Meda shares from Nasdaq Stockholm.

**25. If I decide not to tender, how will the Offer affect my Meda shares?**

Mylan will be entitled to initiate a compulsory acquisition procedure with respect to any outstanding Meda shares if Mylan becomes the owner of more than 90 percent of Meda shares.

If the Offer is completed and a compulsory acquisition does not take place, the number of Meda shareholders and the number of Meda shares that are still in the hands of the public may be so small that there will no longer be an active public trading market, or, possibly, any public trading market, for these shares, which may affect the prices at which the shares trade. See "Risk Factors Related to Mylan and the Offer - Risks Related to the Offer - The Offer may adversely affect the liquidity and value of non-tendered Meda shares."

**26. Are dissenters' or appraisal rights available in either the Offer or a compulsory acquisition?**

Under Swedish law and the Meda Articles, Meda shareholders are not entitled to any rights to seek appraisal of their Meda shares in connection with the Offer, though certain related rights exist in connection with the compulsory

acquisition procedure described under "The Offer - Compulsory Acquisition" beginning on page 71 of this prospectus.

**27. What is the market value of my Meda shares as of a recent date?**

On February 10, 2016, the latest trading day prior to the announcement of the Offer, the closing price of a Meda share was SEK 86.05 on Nasdaq Stockholm. On May 12, 2016, the latest practicable trading day

**Table of Contents**

prior to the date of this prospectus, the closing price of a Meda share was SEK 146 on Nasdaq Stockholm. You are encouraged to obtain a recent quotation for Meda shares and Mylan Shares before deciding whether or not to tender your shares.

**28. Will I have to pay any fee or commission to exchange Meda shares?**

Meda shareholders that are the record owners of their shares and directly tender their shares to Mylan in the Offer will not have to pay any brokerage fees, commissions or similar expenses. Meda shareholders who own their shares through a broker, dealer, bank, trust company or other nominee may be charged a fee by such broker, dealer, bank, trust company or other nominee if such broker, dealer, bank, trust company or other nominee tenders Meda shares on their behalf. Meda shareholders should consult their broker, dealer, bank, trust company or other nominee to determine whether any charges will apply.

**29. Where can I find more information on Mylan and Meda?**

You can find more information about Mylan and Meda from the various sources described in the section of this prospectus entitled "Where You Can Find More Information" beginning on page 181 of this prospectus.

**30. Whom can I talk to if I have questions about the Offer?**

You can contact Mylan at +1 (724) 514-1813 or [investor.relations@mylan.com](mailto:investor.relations@mylan.com) or the Handelsbanken shareholder service at +46 (0) 480-404 110 or [handelsbanken@answeronline.se](mailto:handelsbanken@answeronline.se). Information is also available on the Handelsbanken website at [www.handelsbanken.se/investeringserbjudande](http://www.handelsbanken.se/investeringserbjudande) and the transaction website at [medatransaction.mylan.com](http://medatransaction.mylan.com).

**Table of Contents****SUMMARY OF THE OFFER**

*This summary highlights selected information from this prospectus. To obtain a better understanding of the Offer, you should read this entire prospectus carefully, as well as those additional documents to which we refer you. You may obtain the information incorporated by reference into this prospectus by following the instructions in the section of this prospectus entitled "Where You Can Find More Information" beginning on page 181 of this prospectus. We have included page references to direct you to a more complete description of the topics presented in this summary.*

**The Companies*****Mylan***

Mylan is a leading global pharmaceutical company, which develops, licenses, manufactures, markets and distributes generic, branded generic and specialty pharmaceuticals. Mylan is committed to setting new standards in healthcare by creating better health for a better world, and Mylan's mission is to provide the world's 7 billion people access to high quality medicine. To do so, Mylan innovates to satisfy unmet needs; makes reliability and service excellence a habit; does what's right, not what's easy; and impacts the future through passionate global leadership.

Mylan offers one of the industry's broadest product portfolios, including more than 1,400 marketed products, to customers in approximately 165 countries and territories. Mylan operates a global, high quality vertically-integrated manufacturing platform, which includes more than 50 manufacturing and research and development facilities around the world and one of the world's largest active pharmaceutical ingredient operations. Mylan also operates a strong and innovative research and development network that has consistently delivered a robust product pipeline including a variety of dosage forms, therapeutic categories and biosimilars. Additionally, Mylan has a specialty pharmaceutical business that is focused on respiratory and allergy therapies.

Mylan is a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, with its corporate seat (*statutaire zetel*) in Amsterdam, the Netherlands, its principal executive offices located at Building 4, Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL England and Mylan N.V. group's global headquarters located at 1000 Mylan Blvd., Canonsburg, PA 15317, U.S.A. The telephone number of Mylan's principal executive offices is +44 (0) 1707-853-000. The telephone number of the Mylan group's global headquarters is +1 (724) 514-1800. The Mylan Shares are traded on NASDAQ and the TASE, in each case under the symbol MYL.

***Meda (see page 96)***

Meda is a leading international specialty pharmaceutical company with a broad product portfolio sold in more than 150 countries and 2015 sales of approximately SEK 19.65 billion. Meda employs approximately 4,500 people, including a robust salesforce and marketing organization of more than 2,600. Approximately 60 percent of Meda's product sales are in the prescription area (Rx) and approximately 40 percent are in OTC products. Approximately half of Meda's revenues derive from products in three key therapeutic areas—respiratory, dermatology and pain. Some of Meda's leading Rx products include Dymista® (allergic rhinitis) and Elidel® (atopic dermatitis); Meda also is Mylan's commercial partner for EpiPen® Auto-Injector in Europe. Meda's leading OTC products include Dorin® (osteoarthritis), Saugella® (women's intimate hygiene) and CB1® (halitosis). Meda has a diversified geographic footprint with approximately 62 percent of Meda's sales generated in western Europe (the largest countries being Italy, Germany, France and Sweden), 19 percent in emerging markets (driven by China, Russia, the Middle East and Thailand) and 17 percent in the U.S. Meda has a network of seven manufacturing facilities in Europe, the U.S. and India. The Meda class A shares are listed under Large Cap on Nasdaq Stockholm. No Meda class B shares are

outstanding.

---

**Table of Contents**

Meda is a public limited liability company organized and existing under the laws of Sweden. Meda's principal executive offices are located at Pipers väg 2A, Box 906, 170 09 Solna, Sweden. The telephone number of Meda's principal executive offices is +46 8 630 19 00.

**The Offer (see page 67)**

Each Meda shareholder who validly tenders and does not properly withdraw prior to the Offer being declared unconditional will receive:

in respect of 80 percent of the number of Meda shares tendered by such shareholder, SEK 165 in cash per Meda share; and

in respect of the remaining 20 percent of the number of Meda shares tendered by such shareholder,

(i) if the Offeror Average Closing Price is greater than \$50.74, a number of Mylan Shares per Meda share equal to SEK 165 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate;

(ii) if the Offeror Average Closing Price is greater than \$30.78 and less than or equal to \$50.74, 0.386 Mylan Shares per Meda share; or

(iii) if the Offeror Average Closing Price is less than or equal to \$30.78, a number of Mylan Shares per Meda share equal to SEK 100 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate.

In short, each Meda shareholder will receive between SEK 152 and SEK 165 per Meda share (based on the Announcement Exchange Rate) in a combination of cash and Mylan Shares.

If the aggregate number of Mylan Shares that otherwise would be required to be issued by Mylan as described above exceeds the Share Cap, then Mylan will have the option (in its sole discretion) to (a) issue Mylan Shares in connection with the Offer in excess of the Share Cap and thus pay the share portion of the Offer consideration as described above (i.e. the 20 percent set out above), (b) increase the cash portion of the Offer consideration (so that it becomes larger than the 80 percent set out above) and thus correspondingly decrease the share portion of the Offer consideration (so that it becomes smaller than the 20 percent set out above) such that the aggregate number of Mylan Shares issuable by Mylan in connection with the Offer would equal the Share Cap or (c) execute a combination of the foregoing. The Share Cap will be exceeded if the Offeror Average Closing Price is less than \$30.78, based on 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of the most recent trading day prior to the date of this prospectus) and assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer.

For each directly registered Meda shareholder, the total number of Meda shares tendered by such shareholder will be multiplied by 0.20 (subject to adjustment in the event Mylan adjusts the Offer consideration if the Share Cap is exceeded). The number of Meda shares resulting from the multiplication will be rounded up to the nearest whole Meda share and tendered in exchange for Mylan Shares. The remaining number of Meda shares that such shareholder

tendered will be rounded down to the nearest whole Meda share and tendered in exchange for cash. The Offer can be accepted for each Meda shareholder's entire holding of Meda shares, even if such Meda shares do not correspond to a whole number of Mylan Shares.

Only whole Mylan Shares will be delivered to Meda shareholders who accept the Offer. If a directly registered Meda shareholder would otherwise be entitled to a fraction of a Mylan Share, such fraction will be aggregated with the fractions of Mylan Shares to which other directly registered Meda shareholders would otherwise be entitled and sold by Handelsbanken on NASDAQ on behalf of such shareholders. The proceeds of such sales will

**Table of Contents**

be converted from USD to SEK, rounded to the nearest SEK 0.50, and distributed as promptly as practicable following settlement of the Offer to such shareholders based on the fraction of a Mylan Share to which each such shareholder would otherwise be entitled. There will be no commission fee for such sales. By accepting the Offer, each accepting Meda shareholder authorizes Handelsbanken to sell any such fraction on its behalf and convert the proceeds of such sale from USD to SEK. For each Meda shareholder whose Meda shares are registered with a nominee, any fraction of a Mylan Share to which such Meda shareholder would otherwise be entitled will be treated in accordance with the policies and practices of such nominee.

**Conditions of the Offer (see page 69)**

The Offer is subject to the following conditions:

- (i) the Offer being accepted to such an extent that Mylan becomes the owner of shares in Meda representing more than 90 percent of the total number of shares of Meda;
- (ii) Mylan's Registration Statement on Form S-4, of which this prospectus forms a part, becoming effective under the Securities Act of 1933, as amended, and not being the subject of any stop order or proceeding seeking a stop order by the SEC;
- (iii) the Mylan Shares to be issued in connection with the Offer being approved for listing on NASDAQ in the United States and the TASE in Israel;
- (iv) with respect to the Offer and the acquisition of Meda, receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable;
- (v) no circumstances having occurred which could have a material adverse effect or could reasonably be expected to have a material adverse effect on Meda's financial position or operation, including Meda's sales, results, liquidity, equity ratio, equity or assets;
- (vi) neither the Offer nor the acquisition of Meda being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance;
- (vii) Meda not taking any action that is likely to impair the prerequisites for making or completing the Offer;
- (viii) no information made public by Meda or disclosed by Meda to Mylan being materially inaccurate, incomplete or misleading, and Meda having made public all information which should have been made public by it; and
- (ix) no other party announcing an offer to acquire shares in Meda on terms more favorable to the shareholders of Meda than the Offer.

Mylan reserves the right to withdraw the Offer in the event it becomes clear that any of the above conditions is not satisfied or cannot be satisfied. With regard to conditions (ii) (ix), however, such withdrawal will only be made to the extent permitted by applicable law if the non-satisfaction is of material importance to Mylan's acquisition of the shares in Meda.

Mylan reserves the right to waive, in whole or in part, one or more of the conditions above, including, with respect to condition (i) above, to complete the Offer at a lower level of acceptance.

**Mylan's Reasons for the Offer (see page 51)**

The Mylan Board believes that the combination of Mylan and Meda will create a global pharmaceutical leader that is even more diversified and has a more expansive portfolio of branded and generic medicines and a stronger and growing portfolio of OTC products. The Combined Company will have a balanced global footprint with significant scale in key geographic markets, particularly the U.S. and Europe. The proposed acquisition of Meda

## **Table of Contents**

also provides Mylan with entry into a number of new and attractive emerging markets, including China, Southeast Asia, Russia, the Middle East and Mexico, complemented by Mylan's presence in India, Brazil and Africa. Mylan and Meda have a highly complementary therapeutic presence, which will create a leading global player in respiratory / allergy, and achieve critical mass in dermatology and pain, offering greater opportunities for growth in these categories.

The Mylan Board considered many factors in making its decision to approve the Offer. For a more complete discussion of these factors, see "Background and Reasons for the Offer" Mylan's Reasons for the Offer beginning on page 51 of this prospectus.

### **Recommendation of the Meda Board (see page 55)**

The Meda Board's recommendation of the Offer, which was set forth in a press release issued on February 10, 2016, was based on an assessment of a number of factors that the Meda Board considered relevant in relation to the evaluation of the Offer. These factors include, but are not limited to, Meda's present position, the expected future development of Meda and thereto related possibilities and risks.

### **Opinion of Meda's Financial Advisor (see page 56)**

In connection with the Offer, the Meda Board requested that SEB Corporate Finance evaluate the fairness, from a financial point of view, of the Offer consideration to be received in the Offer by shareholders of Meda. On February 10, 2016, at a meeting of the Meda Board held to evaluate the Offer, SEB Corporate Finance delivered an oral opinion, confirmed by delivery of a written opinion dated February 10, 2016, to the Meda Board to the effect that, as of such date and based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken described in its opinion, the Offer consideration to be received in the Offer by shareholders of Meda was fair, from a financial point of view, to such holders. The full text of SEB Corporate Finance's written opinion, dated February 10, 2016, which describes the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, is attached as Appendix I to this prospectus and is incorporated herein by reference. The description of SEB Corporate Finance's opinion set forth in this prospectus is qualified in its entirety by reference to the full text of SEB Corporate Finance's opinion.

**SEB Corporate Finance's advisory services and opinion was provided for the information of and assistance to the Meda Board (in its capacity as such) in connection with its consideration of the Offer consideration from a financial point of view and did not address any other aspects or implications of the Offer. SEB Corporate Finance was not requested to consider, and its opinion did not address, the underlying business decision of Meda to effect the Offer, nor did SEB Corporate Finance's opinion address the relative merits of the Offer as compared to any alternative business strategies that might exist for Meda, including whether any other transaction would potentially be more favorable for the shareholders of Meda or the effect of any other transaction in which Meda might engage. SEB Corporate Finance's opinion is not intended to be and does not constitute a recommendation as to whether the shareholders of Meda should accept the Offer or how any such shareholder should act on any matters relating to the Offer or otherwise.**

### **Financing of the Offer; Source and Amount of Funds (see page 93)**

The aggregate cash consideration payable in the Offer for all Meda shares will be approximately SEK 48.2 billion (\$5.7 billion).<sup>3</sup> The cash portion of the Offer consideration will be financed by the Bridge Credit Facility.

- <sup>3</sup> Based on (1) the Announcement Exchange Rate, (2) 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of both the date of the announcement of the Offer and the most recent trading day prior to the date of this prospectus) and (3) 80 percent of the total Offer consideration being paid in cash.

**Table of Contents**

The terms of the Bridge Credit Facility are described under **The Offer Financing of the Offer; Source and Amount of Funds** beginning on page 93 of this prospectus.

**Ownership of Mylan After the Offer (see page 71)**

Based on the assumptions described under **The Offer Ownership of Mylan after the Offer**, Mylan shareholders will own, in the aggregate, approximately 95 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer and former Meda shareholders will own, in the aggregate, approximately 5 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer.

**Comparative Market Price and Dividend Information (see page 20)**

Mylan Shares are traded on NASDAQ and the TASE, in each case under the symbol **MYL**. Meda Class A shares are traded on Nasdaq Stockholm under the symbol **MEDA-A**.

The following table sets forth the closing prices per Mylan Share on February 9, 2016, the latest practicable trading day prior to the announcement of the Offer, and May 12, 2016, the latest practicable trading day prior to the filing of this prospectus. The following table also sets forth the closing prices per Meda share on February 10, 2016, the latest trading day prior to the announcement of the Offer, and May 12, 2016, the latest practicable trading day prior to the filing of this prospectus.

	<b>Mylan Share Closing Price</b>	<b>Meda Share Closing Price</b>
February 9, 2016 (Mylan) and February 10, 2016 (Meda)	\$ 50.74	SEK 86.05
May 12, 2016	38.62	146.00

**The number of Mylan Shares that Meda shareholders receive in connection with the Offer will be determined by reference to the Offeror Average Closing Price, which reflects the market price of Mylan Shares in the period preceding the Offer being declared unconditional and may vary significantly from the Mylan Share prices set forth above. The value of the Mylan Shares that form a part of the Offer consideration will change as the market price of Mylan Shares fluctuates during the pendency of the Offer and thereafter, and therefore will likely be different from the prices set forth above at the time Meda shareholders receive their Mylan Shares. See **Risk Factors Related to Mylan and the Offer Risks Related to the Offer** The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate beginning on page 27 of this prospectus.**

**Meda shareholders are urged to obtain current market quotations for Mylan Shares and Meda shares prior to making any decision with respect to the Offer.**

**Appraisal/Dissenters Rights (see page 92)**

Under Swedish law and the Meda Articles, Meda shareholders are not entitled to any rights to seek appraisal of their Meda shares in connection with the Offer, though certain related rights exist in connection with the compulsory acquisition procedure described under **The Offer Compulsory Acquisition**.



---

**Table of Contents**

**Material Tax Considerations (see page 72)**

*U.S. Federal Income Tax Considerations (see page 72)*

The receipt of Mylan Shares and cash in exchange for Meda shares pursuant to the Offer or cash in exchange for Meda shares pursuant to a compulsory acquisition will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes. Therefore, generally, a U.S. Holder of Meda shares will recognize capital gain or loss equal to the difference between (i) the sum of the fair market value of the Mylan Shares and cash received and (ii) the shareholder's adjusted tax basis in the Meda shares exchanged therefor. A U.S. Holder's adjusted tax basis in the Meda shares generally should equal the holder's purchase price for the shares, as adjusted to take into account stock dividends, stock splits or similar transactions. **Mylan recommends that U.S. Holders consult their own tax advisors as to the particular tax consequences of the Offer and a compulsory acquisition, including the effect of U.S. federal, state, and local tax laws or non-U.S. tax laws.** See The Offer Material Tax Considerations U.S. Federal Income Tax Considerations beginning on page 72 of this prospectus for a more detailed description of the U.S. federal income tax consequences of the Offer and a compulsory acquisition.

*Sweden Tax Considerations*

For Swedish tax purposes, Swedish Holders that receive cash in respect of their Meda shares may be subject to Swedish capital gains tax (in the case of individuals) or Swedish corporation tax (in the case of companies, unless the gain is tax exempt under special rules) to the extent that the proceeds realized from such disposition exceed the cost basis of their Meda shares plus incidental selling expenses. Swedish Holders that receive Mylan Shares in respect of their Meda shares may qualify for a roll-over relief on certain conditions. Meda shareholders who are not residents in Sweden and do not carry on any trade in Sweden through a permanent establishment with which the Meda shares are connected will not have a Swedish tax liability on gains in respect of the transaction, with the exception of individual shareholders who have been residents of Sweden during the year of disposal or any of the preceding ten calendar years. **Mylan recommends that Swedish Holders consult their own tax advisors as to the particular tax consequences of the Offer and a compulsory acquisition, including the effect of Swedish tax laws or non-Swedish tax laws.** For more information, see The Offer Material Tax Considerations Sweden Tax Considerations beginning on page 77 of this prospectus.

**MYLAN URGES YOU TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU AS A RESULT OF THE OFFER AND/OR A COMPULSORY ACQUISITION.**

**Accounting Treatment (see page 94)**

Mylan will account for the proposed acquisition of Meda shares using the acquisition method of accounting for business combinations. In determining the acquirer for accounting purposes, Mylan considered the factors required under FASB Accounting Standards Codification (ASC), Business Combinations, which is referred to as ASC 805, and determined that Mylan will be considered the acquirer for accounting purposes.

**Regulatory Approvals (see page 94)**

Mylan's obligation to consummate the Offer is subject to the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable. However, pursuant to the Swedish Takeover Rules, Mylan is only permitted to withdraw the Offer on the basis of actions required to be taken to obtain regulatory, governmental or similar

clearances if such actions are of material importance to Mylan's acquisition of Meda.

## **Table of Contents**

Mylan will obtain the relevant approvals, or the applicable waiting periods will have expired, under the antitrust and competition laws of the countries where filings or approvals are required prior to the completion of the Offer. Mylan cannot assure you that a challenge to the completion of the Offer will not be made or that, if a challenge is made, it will not succeed.

### **Listing of Mylan Shares; Delisting of Meda Shares (see page 93)**

Mylan will apply to list the Mylan Shares to be issued in connection with the Offer on NASDAQ in the United States and on the TASE in Israel, in each case under the ticker symbol MYL. Trading of the Mylan Shares delivered in connection with the Offer is expected to commence on NASDAQ and the TASE on the first trading day after settlement of the Offer.

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to promote the delisting of the Meda shares from Nasdaq Stockholm.

### **Ownership of Directors and Officers**

At the close of business on March 31, 2016, directors and executive officers of Meda and their affiliates beneficially owned and were entitled to vote approximately 0.17 percent of the Meda shares outstanding on that date and the directors and executive officers of Mylan beneficially owned and were entitled to vote approximately 0.80 percent of the Mylan Shares outstanding on that date. No vote of either Meda or Mylan shareholders is required to approve the Offer. Meda shareholders simply need to tender their Meda shares if they choose to do so.

### **Comparison of Shareholders Rights (see page 137)**

Upon the terms and subject to the conditions of the Offer, if the Offer is consummated, you will receive Mylan Shares as part of the Offer consideration if you tender your Meda shares in the Offer. For a description of the differences between the rights of a shareholder of Meda and the rights of a shareholder of Mylan, see Comparison of Shareholders Rights beginning on page 137 of this prospectus.

### **Extension of the Acceptance Period (see page 70)**

Mylan has reserved the right to extend the acceptance period and, to the extent necessary and permissible, will do so in order for the acceptance period to cover applicable decision-making procedures at relevant authorities. Mylan also has reserved the right to postpone the settlement date. Mylan will announce any extension of the acceptance period and/or postponement of the settlement date by a press release in accordance with applicable laws and regulations.

### **Compulsory Acquisition (see page 71)**

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. The purchase price for Meda shares acquired pursuant to the compulsory acquisition procedure will be determined by an arbitration tribunal. Such purchase price must be paid in cash and will include statutory interest accruing from the date the compulsory acquisition procedure is initiated. After initiating the compulsory acquisition procedure, Mylan will have the opportunity to obtain advance title to the minority Meda shares prior to the arbitration tribunal determining the purchase price for such Meda shares, which means that full ownership is obtained by Mylan with respect to the remaining Meda shares before the arbitration proceedings regarding the consideration have been completed.



---

**Table of Contents**

**Irrevocable Undertakings to Accept the Offer; Shareholder Agreements (see page 92)**

Mylan has received irrevocable undertakings to accept the Offer from (1) Stena in respect of 75,652,948 Meda shares, representing approximately 21 percent of the outstanding shares and votes of Meda, and (2) Fidim in respect of 33,016,286 Meda shares, representing approximately 9 percent of the outstanding shares and votes of Meda. The Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking relate to Stena's and Fidim's entire respective holdings of Meda shares. Each of Stena and Fidim has undertaken to accept the Offer no later than five business days prior to the expiry of the initial acceptance period for the Offer. The Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking shall be terminated if (i) a third party, prior to the Offer having been declared unconditional, makes a public offer to acquire all outstanding Meda shares at an offer value exceeding the value of the Offer by more than SEK 15 per share of Meda, (ii) the Offer is withdrawn, (iii) the Offer is not declared unconditional on or before February 10, 2017 or (iv) Mylan commits a material breach of applicable laws and regulations relating to the Offer.

Stena and Fidim have also entered into the Stena Shareholder Agreement and the Fidim Shareholder Agreement, respectively, with Mylan. Each shareholder agreement imposes certain restrictions on Stena and Fidim, as applicable, including prohibiting transfers of Mylan Shares to competitors of Mylan and to activist investors (as defined in each such shareholder agreement), as well as certain customary standstill limitations. Each shareholder agreement also imposes non-competition, non-solicitation and non-hire restrictions on the applicable shareholder for a period of 24 months after the Offer is declared unconditional. Each of Stena and Fidim has agreed pursuant to its applicable shareholder agreement to vote its Mylan Shares in accordance with the recommendation of the Mylan Board in the period up to and including the 180th day following settlement of the Offer and not vote its Mylan Shares against the recommendation of the Mylan Board in the period after the 180th day following settlement of the Offer, in each case subject to certain exceptions relating to significant corporate transactions. Each of Stena and Fidim has also agreed not to dispose of any Mylan Shares that it owns to any third party during the period up to and including the 180th day following the settlement of the Offer.

For more information, see "The Offer - Irrevocable Undertakings; Shareholder Agreements" beginning on page 92 of this prospectus.

**Risk Factors Related to Mylan and the Offer (see page 22)**

The Offer is, and if the Offer is completed, Mylan will be, subject to a number of risks which you should carefully consider prior to participating in the Offer.

**Risk Factors Related to Meda (see page 36)**

Meda's business is subject to a number of risks which you should carefully consider prior to participating in the Offer.

**General**

In connection with the Offer, Mylan has submitted the Offer Document to the SFSA and the EU Prospectus to the AFM. Once the Offer Document and the EU Prospectus have been approved by the SFSA and the AFM, respectively, the Offer Document will be mailed to all directly registered Meda shareholders and the Offer Document and EU Prospectus will be made available for download in electronic form on the following websites: the transaction website ([medatransaction.mylan.com](http://medatransaction.mylan.com)), the Handelsbanken website ([www.handelsbanken.se/investeringserbjudande](http://www.handelsbanken.se/investeringserbjudande)), the SFSA website ([www.fi.se](http://www.fi.se)) (Offer Document only) and the AFM website ([www.afm.nl](http://www.afm.nl)) (EU Prospectus only). INVESTORS AND SECURITYHOLDERS OF MEDA ARE URGED TO READ THE OFFER DOCUMENT, EU PROSPECTUS AND ANY OTHER DOCUMENTS FILED WITH THE



**Table of Contents**

SFSA, THE SEC, THE AFM OR ANY OTHER COMPETENT EU AUTHORITY CAREFULLY AND IN THEIR ENTIRETY (IF AND WHEN THEY BECOME AVAILABLE) BEFORE MAKING AN INVESTMENT DECISION BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MYLAN, MEDA AND THE OFFER.

Neither Mylan's website ([www.mylan.com](http://www.mylan.com)) and its contents nor Meda's website ([www.meda.se](http://www.meda.se)) and its contents are deemed incorporated by reference into or a part of this prospectus.

**Table of Contents**

**SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR MYLAN**

*The following table sets forth the selected historical consolidated financial and operating data of Mylan as of and for each of the years in the five-year period ended December 31, 2015 and as of and for the three months ended March 31, 2016 and 2015. The selected historical financial information as of and for the years ended December 31, 2015, 2014, 2013, 2012 and 2011 has been derived from Mylan's audited consolidated financial statements. The unaudited selected historical financial information as of and for the three months ended March 31, 2016 and 2015 has been derived from Mylan's unaudited condensed consolidated financial statements which include, in the opinion of Mylan's management, all normal and recurring adjustments that are necessary for the fair presentation of the results for such interim periods and dates. The historical consolidated financial statements of Mylan are prepared in accordance with U.S. GAAP. The information set forth below is only a summary that you should read together with the audited consolidated financial statements of Mylan and the related notes contained in Mylan's Annual Report on Form 10-K for the year ended December 31, 2015, as amended and as updated by Mylan's Quarterly Report on Form 10-Q for the three months ended March 31, 2016, which are incorporated by reference into this prospectus, and the audited consolidated financial statements of Mylan as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2012 and 2011 and the related notes, which are not incorporated by reference into this prospectus but which are available on Mylan's website at [www.mylan.com](http://www.mylan.com) and on the SEC website at [sec.gov](http://sec.gov). Mylan N.V. is considered the successor to Mylan Inc., and the information set forth below refers to Mylan Inc. for periods prior to February 27, 2015, and to Mylan N.V. on and after February 27, 2015. On February 27, 2015, Mylan completed the acquisition of the EPD Business. The results of the EPD Business's operations have been included in Mylan's consolidated financial statements since the acquisition date.*

**Table of Contents**

*The selected historical consolidated financial information may not be indicative of the future performance of Mylan. For all years presented, the consolidated balance sheet data has been adjusted for the retrospective application of the adoption of ASU 2015-03 and 2015-17, as described in footnotes 3 and 4 below. For more information, see [Where You Can Find More Information](#) beginning on page 181 of this prospectus.*

<i>(In millions, except per share amounts)</i>	<b>Three Months Ended March 31, (Unaudited)</b>		<b>Year Ended December 31,</b>				<b>2011<sup>(1)</sup></b>
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	
<b>Statements of Operations:</b>							
Total revenues	\$ 2,191.3	\$ 1,871.7	\$ 9,429.3	\$ 7,719.6	\$ 6,909.1	\$ 6,796.1	\$ 6,129.8
Cost of sales <sup>(2)</sup>	1,284.3	1,041.6	5,213.2	4,191.6	3,868.8	3,887.8	3,566.4
Gross profit	907.0	830.1	4,216.1	3,528.0	3,040.3	2,908.3	2,563.4
<b>Operating expenses:</b>							
Research and development	253.6	169.9	671.9	581.8	507.8	401.3	294.7
Selling, general and administrative	549.3	483.2	2,180.7	1,625.7	1,408.5	1,392.4	1,214.6
Litigation settlements, net	(1.5)	17.7	(97.4)	47.9	(14.6)	(3.1)	48.6
Other operating (income) expense, net				(80.0)	3.1	8.3	
Earnings from operations	801.4	159.3	1,460.9	1,352.6	1,135.5	1,109.4	1,005.5
Interest expense	70.3	79.5	339.4	333.2	313.3	308.7	335.9
Other expense (income), net	16.3	18.5	206.1	44.9	74.9	(3.5)	15.0
Earnings before income taxes and noncontrolling interest	19.0	61.3	915.4	974.5	747.3	804.2	654.6
Income tax provision	5.1	4.7	67.7	41.4	120.8	161.2	115.8
Net earnings attributable to the noncontrolling interest			(0.1)	(3.7)	(2.8)	(2.1)	(2.0)
Net earnings attributable to Mylan N.V. ordinary shareholders	\$ 13.9	\$ 56.6	\$ 847.6	\$ 929.4	\$ 623.7	\$ 640.9	\$ 536.8
<b>Selected Balance Sheet data:</b>							
Total assets <sup>(3)(4)</sup>	\$ 22,644.1	\$ 22,041.9	\$ 22,267.7	\$ 15,820.5	\$ 15,086.6	\$ 11,847.8	\$ 11,530.5
Working capital <sup>(3)(4)(5)</sup>	2,668.2	1,778.9	2,350.5	1,137.2	1,258.6	1,485.4	804.5
Short-term borrowings	66.4	169.2	1.3	330.7	439.8	299.0	128.1
Long-term debt, including current portion of long-term debt <sup>(3)</sup>	7,325.7	8,239.2	7,294.3	8,104.1	7,543.8	5,395.6	5,130.9
Total equity	10,274.9	9,093.2	9,765.8	3,276.0	2,959.9	3,355.8	3,504.8
<b>Earnings per ordinary share attributable to Mylan N.V. ordinary shareholders:</b>							
Basic	\$ 0.03	\$ 0.14	\$ 1.80	\$ 2.49	\$ 1.63	\$ 1.54	\$ 1.25
Diluted	\$ 0.03	\$ 0.13	\$ 1.70	\$ 2.34	\$ 1.58	\$ 1.52	\$ 1.22
Weighted average ordinary shares outstanding:							

Edgar Filing: Mylan N.V. - Form S-4/A

Basic	489.8	418.0	472.2	373.7	383.3	415.2	430.8
Diluted	509.6	443.8	497.4	398.0	394.5	420.2	438.8

- (1) The weighted average common shares outstanding includes the full year effect of the conversion of the 6.50 percent mandatorily convertible preferred stock into approximately 125.2 million shares of common stock.

**Table of Contents**

- (2) Cost of sales includes the following amounts primarily related to the amortization of purchased intangibles from acquisitions: \$243.6 million, \$144.0 million, \$854.2 million, \$375.9 million, \$351.1 million, \$349.5 million and \$348.6 million for the three months ended March 31, 2016 and March 31, 2015 and the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively. In addition, cost of sales included the following amounts related to impairment charges to intangible assets: \$31.3 million, \$27.7 million, \$18.0 million, \$41.6 million and \$16.2 million for the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively.
- (3) Pursuant to Mylan's early adoption of ASU 2015-03, Interest - Imputation of Interest, as of December 31, 2015, as further described in Note 2, Summary of Significant Accounting Policies in the notes to Mylan's audited consolidated financial statements for the year ended December 31, 2015, deferred financing fees related to term debt has been retrospectively reclassified from other assets to long-term debt or the current portion of long-term debt, depending on the debt instrument, on Mylan's consolidated balance sheets for all periods presented. Mylan retrospectively reclassified approximately \$53.5 million for the three months ended March 31, 2015 and approximately \$34.4 million, \$42.7 million, \$36.3 million and \$37.3 million for the years ended December 31, 2014, 2013, 2012 and 2011, respectively.
- (4) Pursuant to Mylan's early adoption of ASU 2015-17, Balance Sheet Classification of Deferred Taxes, as of December 31, 2015, as further described in Note 2, Summary of Significant Accounting Policies in the notes to Mylan's audited consolidated financial statements for the year ended December 31, 2015, deferred tax assets and liabilities that had been previously classified as current have been retrospectively reclassified to noncurrent on Mylan's consolidated balance sheets for all periods presented. The reclassification resulted in a decrease in current assets of approximately \$369.9 million for the three months ended March 31, 2015 and approximately \$345.7 million, \$250.1 million, \$229.3 million and \$202.9 million for the years ended December 31, 2014, 2013, 2012 and 2011, respectively. The reclassification resulted in a decrease in current liabilities of approximately \$7.4 million for the three months ended March 31, 2015 and approximately \$0.2 million, \$1.5 million, \$1.3 million and \$1.2 million for the years ended December 31, 2014, 2013, 2012 and 2011, respectively.
- (5) Working capital is calculated as current assets minus current liabilities.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR MEDA**

The following table sets forth the selected historical consolidated financial and operating data of Meda as of and for each of the years in the five-year period ended December 31, 2015 and as of and for the three months ended March 31, 2016 and 2015. The selected historical financial information as of and for the years ended December 31, 2015, 2014, 2013, 2012 and 2011 has been derived from Meda's audited consolidated financial statements. The unaudited selected historical financial information as of and for the three months ended March 31, 2016 and 2015 has been derived from Meda's unaudited consolidated financial statements. The derivation of the selected historical financial information as of and for the years ended December 31, 2012 and 2011 reflects the changes discussed in the footnotes below. The information set forth below is only a summary that you should read together with the audited consolidated financial statements of Meda and the related notes as of and for the years ended December 31, 2015, 2014 and 2013 and the unaudited consolidated financial statements of Meda as of and for the three months ended March 31, 2016 and 2015 and related notes beginning on page F-1 of this prospectus. The historical financial information of Meda included in this prospectus has been prepared in accordance with IFRS as issued by the IASB with all amounts presented in Swedish kronor. IFRS as issued by the IASB differs in certain material respects from U.S. GAAP.

The selected historical financial information may not be indicative of the future performance of Meda. For more information, see the consolidated financial statements of Meda and the related notes beginning on page F-1 of this prospectus and *Where You Can Find More Information* beginning on page 181 of this prospectus.

Consolidated income statement SEK Million	Three Months ended March 31		Years ended				
	2016	2015	2015	2014	2013	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>
	(Unaudited)	(Unaudited)				(Unaudited)	(Unaudited)
Net sales	4,315	4,583	19,648	15,352	13,114	12,991	12,856
Cost of sales	(1,628)	(1,750)	(7,525)	(6,083)	(5,087)	(5,041)	(4,657)
Gross profit	2,687	2,833	12,123	9,269	8,027	7,950	8,199
Other income			22	42			
Selling expenses	(1,010)	(1,049)	(4,359)	(3,718)	(2,993)	(2,867)	(2,449)
Medicine and business development expenses	(1,083)	(967)	(4,086)	(3,223)	(2,794)	(2,609)	(2,468)
Administrative expenses	(245)	(281)	(981)	(883)	(692)	(673)	(618)
Operating profit	349	536	2,719	1,487	1,548	1,801	2,664
Finance income	6	32	37	8	22	61	52
Finance costs	(258)	(501)	(1,452)	(913)	(567)	(626)	(676)
Profit after financial items	97	67	1,304	582	1,003	1,236	2,040
Tax	194	159	(112)	(180)	(198)	(61)	(432)
Net income	291	226	1,192	402	805	1,175	1,608

Earnings attributable to:

Edgar Filing: Mylan N.V. - Form S-4/A

Parent company shareholders	291	226	1,176	399	807	1,204	1,616
Non-controlling interests			16	3	(2)	(29)	(8)
	291	226	1,192	402	805	1,175	1,608
Earnings per share							
Basic, SEK	0.80	0.62	3.22	1.23	2.57	3.83 <sup>(1)</sup>	5.16 <sup>(1)</sup>
Diluted, SEK	0.80	0.62	3.22	1.23	2.57	3.83 <sup>(1)</sup>	5.16 <sup>(1)</sup>
Average number of shares							
Basic (thousands)	365,467	365,467	365,467	323,397	313,672	313,672	313,672
Diluted (thousands)	365,467	365,467	365,467	323,397	313,672	313,672	313,672
Number of shares at year-end							
Basic (thousands)	365,467	365,467	365,467	365,467	313,672	313,672	313,672
Diluted (thousands)	365,467	365,467	365,467	365,467	313,672	313,672	313,672
Dividend per share (SEK)	N/A	N/A	2.50	2.50	2.41	2.17 <sup>(1)</sup>	2.17 <sup>(1)</sup>

**Table of Contents**

Consolidated balance sheet SEK Million	March 31		2015	2014	December 31		
	2016 (Unaudited)	2015 (Unaudited)			2013 (Unaudited)	2012 <sup>(1)</sup> (Unaudited)	2011 <sup>(1)</sup> (Unaudited)
<b>ASSETS</b>							
Non-current assets							
Tangible assets	1,475	1,665	1,504	1,692	848	795	811
Intangible assets	46,541	50,710	47,478	50,798	29,666	30,419	32,306
Derivatives				25			9
Deferred tax assets	1,765	1,612	1,812	1,640	918	931	693
Available-for-sale financial assets	22	44	23	45	5	5	5
Other non-current receivables	188	301	262	305	13	10	12
<b>Total non-current assets</b>	<b>49,991</b>	<b>54,332</b>	<b>51,079</b>	<b>54,505</b>	<b>31,450</b>	<b>32,160</b>	<b>33,836</b>
Current assets							
Inventories	3,017	3,276	2,876	2,988	1,982	1,931	1,780
Trade receivables	4,185	4,223	4,295	4,151	2,151	1,929	1,944
Other receivables	366	512	320	480	196	199	154
Tax assets	262	276	225	203	106	117	151
Prepayments and accrued income	329	379	290	266	181	181	320
Derivatives	240	199	149	208	49	60	520
Cash and cash equivalents	977	1,624	1,612	2,311	178	194	140
<b>Total current assets</b>	<b>9,376</b>	<b>10,489</b>	<b>9,767</b>	<b>10,607</b>	<b>4,843</b>	<b>4,611</b>	<b>5,009</b>
<b>TOTAL ASSETS</b>	<b>59,367</b>	<b>64,821</b>	<b>60,846</b>	<b>65,112</b>	<b>36,293</b>	<b>36,771</b>	<b>38,845</b>
<b>EQUITY</b>							
Share capital	365	365	365	365	302	302	302
Other capital contributions	13,788	13,788	13,788	13,788	8,865	8,865	8,865
Other reserves	187	551	375	401	(415)	(776)	(239)
Retained earnings including profit for the year	6,739	6,374	6,431	6,142	6,491	6,364	5,840
	21,079	21,078	20,959	20,696	15,243	14,755	14,768
Non controlling interests	(3)	(19)	(3)	(16)	(32)	(32)	(4)
<b>Total equity</b>	<b>21,076</b>	<b>21,059</b>	<b>20,956</b>	<b>20,680</b>	<b>15,211</b>	<b>14,723</b>	<b>14,764</b>
<b>LIABILITIES</b>							
Non-current liabilities							
Borrowings	21,359	22,845	22,507	26,817	7,792	13,195	14,913
Derivatives	19	19	19	22	33	50	29
Deferred tax liabilities	4,249	5,137	4,708	5,278	2,211	2,537	2,735
Pension obligations	2,445	2,411	2,273	2,430	1,107	1,284	1,110
Other non-current liabilities	19	2,454	2,474	2,464	32	35	35
Other provisions	326	411	337	375	209	220	226

## Edgar Filing: Mylan N.V. - Form S-4/A

Total non-current liabilities	28,417	33,277	32,318	37,386	11,384	17,321	19,048
<b>Current liabilities</b>							
Trade payables	1,347	1,476	1,696	1,542	883	900	878
Current tax liabilities	597	442	515	483	464	431	373
Other liabilities	2,715	342	240	495	195	167	187
Accruals and deferred income	1,548	1,870	1,553	1,731	1,343	1,103	1,162
Derivatives	161	102	205	284	113	28	257
Borrowings	2,563	5,370	2,355	1,391	6,304	1,752	1,802
Other provisions	943	883	1,008	1,120	396	346	374
<b>Total current liabilities</b>	<b>9,874</b>	<b>10,485</b>	<b>7,572</b>	<b>7,046</b>	<b>9,698</b>	<b>4,727</b>	<b>5,033</b>
Total liabilities	38,291	43,762	39,890	44,432	21,082	22,048	24,081
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>59,367</b>	<b>64,821</b>	<b>60,846</b>	<b>65,112</b>	<b>36,293</b>	<b>36,771</b>	<b>38,845</b>

**Table of Contents**

- (1) The consolidated income statement and consolidated balance sheet figures for 2012 and 2011 have been restated from those previously published to retrospectively apply IAS 19 Employee Benefits Revised (IAS 19R), which Meda adopted in 2013. The restatements relate to recognition of unrecognized actuarial gains and losses in equity, as well as related adjustments of pension obligations, other provisions and deferred tax assets and liabilities. Furthermore, earnings per share and dividend per share for 2012 and 2011 have also been restated from those previously published due to the bonus issue element in the rights issue in 2014.

**Exchange Rate Information**

The following table shows, for the periods indicated, information concerning the exchange rate between SEK and USD. The information in the following table is expressed in SEK per USD and is based on the FRBNY Exchange Rate.

On May 9, 2016, the exchange rate was SEK 8.1649 per \$1.00. These translations should not be construed as a representation that the SEK amounts actually represent, or could be converted into, USD at the rates indicated.

	<b>Period-end Rate<sup>(1)</sup></b>	<b>Average Rate<sup>(2)</sup></b>	<b>High<sup>(3)</sup></b>	<b>Low<sup>(3)</sup></b>
<b>Recent Monthly Data</b>				
April 2016	8.0267	8.1110	8.1453	8.0267
March 2016	8.0962	8.3393	8.6321	8.0962
February 2016	8.5709	8.4804	8.5749	8.3440
January 2016	8.5709	8.5483	8.6024	8.5048
December 2015	8.4485	8.4938	8.7069	8.3622
November 2015	8.7206	8.6829	8.7633	8.5079
<b>Annual Data (Year ended December 31)</b>				
2015	8.4485	8.4643	8.8180	7.8847
2014	7.8245	6.9223	7.8245	6.3394
2013	6.4254	6.5152	6.8171	6.2880
2012	6.5074	6.7247	7.2655	6.5018
2011	6.8737	6.4263	7.0054	5.9968

- (1) The period-end rate is equal to the FRBNY Exchange Rate on the last business day of the applicable period.
- (2) The average rates for the six most recent months were calculated by taking the simple average of the FRBNY Exchange Rate on each business day during the applicable month. The average rates for the five most recent years were calculated by taking the simple average of the FRBNY Exchange Rate on the last business day of each month during the applicable year.
- (3) The high and low rates for each period are equal to the high and low FRBNY Exchange Rates during the applicable period.



---

**Table of Contents**

**SELECTED UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following selected unaudited pro forma financial information gives effect to the acquisition of the EPD Business and the proposed acquisition of Meda pursuant to the Offer, both of which are accounted for under the acquisition method of accounting in accordance with *ASC 805, Business Combinations*, with Mylan as the acquirer. The consolidated financial statements of Mylan and the EPD Business are prepared in accordance with U.S. GAAP with all amounts stated in U.S. Dollars. The consolidated financial statements of Meda are prepared in accordance with IFRS as issued by the IASB with all amounts presented in Swedish kronor. The selected unaudited pro forma financial information has been prepared in accordance with U.S. GAAP. The selected unaudited pro forma condensed combined balance sheet as of March 31, 2016 is based on the unaudited condensed consolidated balance sheet of Mylan as of March 31, 2016 and the unaudited consolidated balance sheet of Meda as of March 31, 2016, converted to U.S. GAAP and U.S. Dollars and conformed to Mylan's presentation, and has been prepared to reflect the proposed acquisition of Meda as if it had occurred on March 31, 2016. The selected unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2016 and the year ended December 31, 2015 are based on the unaudited condensed consolidated statement of operations of Mylan for the three months ended March 31, 2016, the audited consolidated statement of operations of Mylan for the year ended December 31, 2015, the unaudited consolidated income statement of Meda for the three months ended March 31, 2016, the audited consolidated income statement of Meda for the year ended December 31, 2015, with each such consolidated income statement of Meda converted to U.S. GAAP and U.S. Dollars and conformed to Mylan's presentation, and the unaudited EPD Business combined results of operations for the period from January 1, 2015 to February 27, 2015, the acquisition date of the EPD Business, and has been prepared to reflect the acquisition of the EPD Business and the proposed acquisition of Meda as if each had occurred on January 1, 2015. The selected unaudited pro forma financial information reflects only pro forma adjustments that are factually supportable and directly attributable to the acquisition of the EPD Business and the proposed acquisition of Meda and, with respect to the selected unaudited pro forma condensed combined statement of operations, expected to have a continuing impact on the results of the Combined Company.

The selected unaudited pro forma financial information has been derived from and should be read in conjunction with the more detailed unaudited pro forma financial information appearing elsewhere in this prospectus and the related notes thereto. In addition, the unaudited pro forma financial information was based on, and should be read in conjunction with, Mylan's condensed consolidated financial statements for the three months ended March 31, 2016 and consolidated financial statements for the year ended December 31, 2015 and the related notes thereto incorporated by reference into this prospectus, and the consolidated financial statements of Meda for the three months ended March 31, 2016 and year ended December 31, 2015 and the related notes thereto included in this prospectus beginning on page F-1. See [Where You Can Find More Information](#) beginning on page 181 of this prospectus.

The selected unaudited pro forma financial information is for illustrative purposes only. It does not purport to indicate the results that would have actually been attained had the acquisition of the EPD Business and the proposed acquisition of Meda been completed on the assumed dates or for the periods presented, or which may be realized in the future. To produce the unaudited pro forma financial information, Mylan allocated the estimated purchase price for Meda using its best estimates of fair value. Such estimates are preliminary and subject to further adjustments, which could be material. To the extent there are significant changes to the Meda business, the assumptions and estimates herein could change significantly.

The selected unaudited pro forma financial information has been prepared assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer.



**Table of Contents****Selected Unaudited Pro Forma Condensed Combined Balance Sheet Information***(in millions)*

	<b>March 31, 2016</b>
	<b>(Pro forma combined)</b>
Total assets	\$ 35,428.6
Long-term debt, including current portion	16,165.5
Total liabilities	24,288.1
Total equity	11,140.5

**Selected Unaudited Pro Forma Condensed Combined Statement of Operations Information***(in millions, except per share amounts)*

	<b>Three Months Ended</b>	<b>Year Ended</b>
	<b>March 31, 2016</b>	<b>December 31, 2015</b>
	<b>(Pro forma combined)</b>	<b>(Pro forma combined)</b>
Total revenues	\$ 2,687.7	\$ 11,930.0
Net earnings attributable to Mylan N.V. ordinary shareholders	26.3	773.6
Earnings per ordinary share attributable to Mylan N.V. ordinary shareholders:		
Basic	\$ 0.05	\$ 1.49
Diluted	\$ 0.05	\$ 1.42
Weighted average ordinary shares outstanding:		
Basic	518.0	518.7
Diluted	537.8	543.9

**Table of Contents****HISTORICAL AND UNAUDITED PRO FORMA PER SHARE INFORMATION**

The historical per share earnings, dividends and book value of Mylan and Meda shown in the tables below are derived from (a) with respect to Mylan, its unaudited condensed consolidated financial statements for the three months ended March 31, 2016 and its audited consolidated financial statements for the year ended December 31, 2015 and (b) with respect to Meda, its unaudited consolidated financial statements for the three months ended March 31, 2016 and its audited consolidated financial statements for the year ended December 31, 2015. The unaudited combined company pro forma information below includes Meda information converted to U.S. GAAP and U.S. Dollars and conformed to Mylan's presentation. The historical financial information of Meda presented below has been converted to U.S. Dollars. The unaudited pro forma comparative basic and diluted earnings per share data gives effect to the acquisition of the EPD Business and the proposed acquisition of Meda using the acquisition method of accounting in accordance with *ASC 805, Business Combinations*, as if each of the acquisition of the EPD Business and the proposed acquisition of Meda had been completed on January 1, 2015. The unaudited pro forma book value per share information was computed as if the proposed acquisition of Meda had been completed on March 31, 2016. You should read this information in conjunction with the historical financial information of Mylan and Meda incorporated by reference or included in this prospectus, including Mylan and Meda's respective consolidated financial statements and related notes. The combined company pro forma earnings per share was calculated in the section entitled "Selected Unaudited Pro Forma Financial Information" beginning on page 16. Equivalent pro forma per share amounts were calculated by multiplying the pro forma combined per share amounts by 0.386, the assumed equity exchange ratio in connection with the Offer, multiplied by 20 percent.

The unaudited pro forma data shown in the tables below is for illustrative purposes only. You should not rely on this data as being indicative of the historical results that would have been achieved had Mylan and Meda always been combined or the future results that the Combined Company will achieve after the completion of the Offer. This unaudited pro forma financial information is subject to risks and uncertainties, including those discussed in the sections entitled "Risk Factors Related to Mylan and the Offer" and "Risk Factors Related to Meda" beginning on pages 22 and 36 of this prospectus, respectively.

	<b>Three Months Ended March 31, 2016</b>		
	<b>Mylan</b>	<b>Meda</b>	
	<b>Historical</b>	<b>Combined Company Pro Forma</b>	<b>Equivalent Pro Forma</b>
Basic earnings per share	\$ 0.03	\$ 0.05	\$ 0.004
Diluted earnings per share	\$ 0.03	\$ 0.05	\$ 0.004
Cash dividends declared per share			
Book value per share at period end	\$ 20.91	\$ 21.44	\$ 1.66

	<b>Three Months Ended March 31, 2016</b>	
		<b>Meda Historical</b>
Basic earnings per share		\$ 0.09
Diluted earnings per share		\$ 0.09
Cash dividends declared per share		\$
Book value per share at period end		\$ 7.10



**Table of Contents**

	<b>Year Ended December 31, 2015</b>		
	<b>Historical</b>	<b>Mylan Combined Company Pro Forma</b>	<b>Meda Equivalent Pro Forma</b>
Basic earnings per share	\$ 1.80	\$ 1.49	\$ 0.12
Diluted earnings per share	\$ 1.70	\$ 1.42	\$ 0.11
Cash dividends declared per share			

	<b>Year Ended December 31, 2015</b>	
		<b>Meda Historical</b>
Basic earnings per share		\$ 0.38
Diluted earnings per share		\$ 0.38
Cash dividends declared per share		\$ 0.30

**Table of Contents****COMPARATIVE MARKET PRICE AND DIVIDEND INFORMATION**

Mylan Shares are listed on NASDAQ and the TASE, in each case under the symbol MYL. Meda shares are listed on Nasdaq Stockholm under the symbol MEDA-A.

The following table sets forth the quarterly high and low sales prices per Mylan Share on NASDAQ and Meda share on Nasdaq Stockholm for the periods indicated, in each case as reported in publicly available sources.

	Mylan Shares <sup>(1)</sup>		Meda shares	
	High	Low	High	Low
Year ending December 31, 2016				
Three months ended March 31, 2016	\$ 54.44	\$ 40.04	SEK 153.70	SEK 81.75
Year ended December 31, 2015				
Three months ended March 31, 2015	\$ 65.63	\$ 52.21	SEK 140.00	SEK 110.50
Three months ended June 30, 2015	76.69	57.46	152.00	111.20
Three months ended September 30, 2015	73.91	39.16	144.10	115.10
Three months ended December 31, 2015	55.51	37.59	126.70	95.05
Year ended December 31, 2014				
Three months ended March 31, 2014	\$ 57.52	\$ 41.97	SEK 96.36	SEK 74.63
Three months ended June 30, 2014	55.30	44.74	125.17	92.60
Three months ended September 30, 2014	53.05	44.80	112.93	87.78
Three months ended December 31, 2014	59.60	45.02	113.20	85.61

(1) The high and low sales prices for each fiscal quarter in 2014 and the period in the first fiscal quarter of 2015 beginning on January 1, 2015 and ending on February 27, 2015 reflect the common stock prices of Mylan Inc., the predecessor entity to Mylan N.V., while the remainder of the first fiscal quarter of 2015 and each subsequent fiscal quarter presented reflect the Mylan Share price, in each case as reported on NASDAQ.

As of March 31, 2016, there were approximately 187,000 holders of Mylan Shares, including those held in street or nominee name. As of March 31, 2016, there were approximately 22,200 holders of Meda shares, including those held in street or nominee name.

Mylan did not pay dividends in 2015, 2014 or 2013 and does not intend to pay dividends on the Mylan Shares in the near future. Meda declared an annual dividend per Meda share of SEK 2.50, SEK 2.50 and SEK 2.41 in May 2015, 2014 and 2013, respectively. Meda declared its regular annual dividend of SEK 2.50 per Meda share on April 14, 2016. Such dividend will not reduce the Offer consideration. See *The Offer Offer Consideration* beginning on page 67 of this prospectus.

The following table sets forth the closing prices per Mylan Share on February 9, 2016, the latest practicable trading day prior to the announcement of the Offer, and May 12, 2016, the latest practicable trading day prior to the filing of this prospectus. The following table also sets forth the closing prices per Meda share on February 10, 2016, the latest trading day prior to the announcement of the Offer, and May 12, 2016, the latest practicable trading day prior to the filing of this prospectus.

	<b>Mylan Share Closing Price</b>	<b>Meda Share Closing Price</b>
February 9, 2016 (Mylan) and February 10, 2016 (Meda)	\$ 50.74	SEK 86.05
May 12, 2016	38.62	146.00

**The number of Mylan Shares that Meda shareholders receive in connection with the Offer will be determined by reference to the Offeror Average Closing Price, which reflects the market price of Mylan Shares in the period preceding the Offer being declared unconditional and may vary significantly from the**

**Table of Contents**

**Mylan Share prices set forth above. The value of the Mylan Shares that form a part of the Offer consideration will change as the market price of Mylan Shares fluctuates during the pendency of the Offer and thereafter, and therefore will likely be different from the prices set forth above at the time Meda shareholders receive their Mylan Shares. See Risk Factors Related to Mylan and the Offer Risks Related to the Offer The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate beginning on page 27 of this prospectus.**

**Meda shareholders are urged to obtain current market quotations for Mylan Shares and Meda shares prior to making any decision with respect to the Offer.**

See The Offer Listing of Mylan Shares; Delisting of Meda Shares beginning on page 93 of this prospectus for a discussion of the possibility that Meda shares will be delisted from Nasdaq Stockholm.

---

**Table of Contents**

**RISK FACTORS RELATED TO MYLAN AND THE OFFER**

*By accepting the Offer, Meda shareholders will be choosing to invest in Mylan Shares. In deciding whether to accept the Offer, you should consider carefully the following risk factors and the risk factors set forth under the caption *Risk Factors Related to Meda*, in addition to the other information contained in or incorporated by reference into this prospectus, including the matters addressed under the caption *Forward-Looking Statements*. In addition to the other information included and incorporated by reference into this prospectus, you should carefully consider the following risks and the risks set forth under the caption *Risk Factors Related to Meda* before deciding whether to accept the Offer. See *Where You Can Find More Information* beginning on page 181 of this prospectus.*

**Risks Related to Mylan Following Completion of the Offer**

***IF COMPLETED, THE OFFER MAY NOT ACHIEVE THE INTENDED BENEFITS OR MAY DISRUPT MYLAN'S PLANS AND OPERATIONS.***

We cannot assure you that Mylan will be able to successfully integrate the business of Meda with the business of Mylan or otherwise realize the expected benefits of the Offer. Mylan's ability to realize the anticipated benefits of the Offer will depend, to a large extent, on Mylan's ability to integrate Meda with the business of Mylan and realize the benefits of the Combined Company. The combination of two independent businesses is a complex, costly, and time-consuming process. Mylan's business may be negatively impacted following the completion of the Offer if it is unable to effectively manage its expanded operations. The integration will require significant time and focus from management following the completion of the Offer and may divert attention from the day-to-day operations of the Combined Company. Additionally, completion of the Offer could disrupt current plans and operations, which could delay the achievement of Mylan's strategic objectives.

The expected synergies and operating efficiencies of the Offer may not be fully realized, which could result in increased costs and have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price. In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management's attention, among other potential adverse consequences. The difficulties of combining the operations of the businesses include, among others:

the diversion of management's attention to integration matters;

difficulties in achieving anticipated synergies, operating efficiencies, business opportunities, and growth prospects from combining Meda with Mylan;

difficulties in the integration of operations and systems, including enterprise resource planning ( ERP ) systems;

difficulties in the integration of employees;

difficulties in managing the expanded operations of a significantly larger and more complex company;

challenges in keeping existing customers and obtaining new customers; and

challenges in attracting and retaining key personnel.

Many of these factors will be outside of Mylan's control and any one of them could result in increased costs, decreased revenues, and diversion of management's time and energy, which could have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price. In addition, even if the operations of Mylan and Meda are integrated successfully, Mylan may not realize the full anticipated benefits of the Offer, including the synergies, operating efficiencies, or sales or growth opportunities. These benefits may not be achieved within the anticipated time frame or at all. Any of these factors could cause dilution to the

---

**Table of Contents**

earnings per share of the Combined Company, decrease or delay the expected accretive effect of the Offer, and/or negatively impact the price of the Mylan Shares after completing the proposed acquisition of Meda.

In addition, if Mylan fails to acquire 100 percent of the Meda shares in the Offer and/or until we complete a compulsory acquisition to acquire any Meda shares not tendered into the Offer, it may be more difficult to achieve the intended benefits of the Offer and could further disrupt our plans and operations.

***IF GOODWILL OR OTHER INTANGIBLE ASSETS THAT MYLAN RECORDS IN CONNECTION WITH THE OFFER AND A COMPULSORY ACQUISITION BECOME IMPAIRED, MYLAN COULD HAVE TO TAKE SIGNIFICANT CHARGES AGAINST EARNINGS.***

In connection with the accounting for the Offer and a compulsory acquisition, Mylan expects to record a significant amount of goodwill and other intangible assets. Under U.S. GAAP, Mylan must assess, at least annually, whether the value of goodwill and indefinite-lived intangible assets has been impaired. Amortizing intangible assets will also be assessed for impairment in the event of an impairment indicator. Any reduction or impairment of the value of goodwill or other intangible assets will result in a charge against earnings, which could have a material adverse effect on Mylan's business, financial condition, results of operations, shareholder's equity, and/or share price.

***AN INABILITY TO IDENTIFY OR SUCCESSFULLY BID FOR SUITABLE ACQUISITION TARGETS, OR CONSUMMATE AND EFFECTIVELY INTEGRATE RECENT AND FUTURE POTENTIAL ACQUISITIONS, OR TO EFFECTIVELY DEAL WITH AND RESPOND TO UNSOLICITED BUSINESS PROPOSALS, COULD LIMIT MYLAN'S FUTURE GROWTH AND HAVE A MATERIAL ADVERSE EFFECT ON MYLAN'S BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS, CASH FLOWS, AND/OR SHARE PRICE.***

After the completion of the Offer, Mylan intends to continue to seek to expand its product line and/or business platform organically as well as through complementary or strategic acquisitions of other companies, products, or assets or through joint ventures, licensing agreements, or other arrangements. Acquisitions or similar arrangements may prove to be complex and time consuming and require substantial resources and effort. Mylan may compete for certain acquisition targets with companies having greater financial resources than Mylan or other advantages over Mylan that may hinder or prevent Mylan from acquiring a target company or completing another transaction, which could also result in significant diversion of management time, as well as substantial out-of-pocket costs.

If an acquisition is consummated, the integration of such acquired business, product, or other assets into Mylan may also be complex, time consuming, and result in substantial costs and risks. The integration process may distract management and/or disrupt Mylan's ongoing businesses, which may adversely affect Mylan's relationships with customers, employees, partners, suppliers, regulators, and others with whom Mylan has business or other dealings. In addition, there are operational risks associated with the integration of acquired businesses. These risks include, but are not limited to, difficulties in achieving or inability to achieve identified or anticipated financial and operating synergies, cost savings, revenue synergies, and growth opportunities; difficulties in consolidating or inability to effectively consolidate information technology and manufacturing platforms, business applications, and corporate infrastructure; the impact of pre-existing legal and/or regulatory issues, such as quality and manufacturing concerns, among others; the risks that the acquired business does not operate to the same quality, manufacturing, or other standards as Mylan does; the impacts of substantial indebtedness and assumed liabilities; challenges associated with operating in new markets; and the unanticipated effects of export controls, exchange rate fluctuations, domestic and foreign political conditions, and/or domestic and foreign economic conditions.

In addition, in April 2015, Mylan received an unsolicited and subsequently withdrawn non-binding expression of interest from Teva Pharmaceutical Industries Ltd. ( Teva ) to acquire all of the outstanding Mylan Shares and

---

**Table of Contents**

may receive similar proposals in the future. Such unsolicited business proposals may not be consistent with or enhancing to our financial, operational, or market strategies (which we believe have proven to be successful), may not further (or be contrary to) the interests of our shareholders and other stakeholders, including employees, creditors, customers, suppliers, relevant patient populations and communities in which Mylan operates and may jeopardize the sustainable success of Mylan's business. Moreover, the evaluation of and response to such unsolicited business proposals may nevertheless distract management and/or disrupt our ongoing businesses, which may adversely affect our relationships with customers, employees, partners, suppliers, regulators, and others with whom we have business or other dealings.

Mylan may be unable to realize synergies or other benefits, including tax savings, expected to result from acquisitions, joint ventures, or other transactions or investments Mylan may undertake, or Mylan may be unable to generate additional revenue to offset any unanticipated inability to realize these expected synergies or benefits. Realization of the anticipated benefits of acquisitions or other transactions could take longer than expected, and implementation difficulties, unforeseen expenses, complications and delays, market factors, or deterioration in domestic and global economic conditions could reduce the anticipated benefits of any such transactions. Mylan also may inherit legal, regulatory, and other risks that occurred prior to the acquisition, whether known or unknown to Mylan.

Any one of these challenges or risks could impair Mylan's growth and ability to compete, require Mylan to focus additional resources on integration of operations rather than other profitable areas, require Mylan to reexamine its business strategy, or otherwise cause a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price.

***MYLAN'S ACTUAL FINANCIAL CONDITION AND RESULTS OF OPERATIONS MAY DIFFER MATERIALLY FROM THE UNAUDITED PRO FORMA FINANCIAL INFORMATION INCLUDED IN THIS PROSPECTUS.***

The unaudited pro forma financial information contained in this prospectus is presented for illustrative purposes only and may not be an indication of what Mylan's financial condition or results of operations would have been had the Offer been completed on the dates indicated. The unaudited pro forma financial information has been derived from the consolidated financial statements of Mylan and Meda and certain adjustments and assumptions have been made regarding Mylan after giving effect to the Offer. The information upon which these adjustments and assumptions have been made is preliminary, and these kinds of adjustments and assumptions are difficult to make with complete accuracy. For example, the unaudited pro forma financial information does not reflect all costs that are expected to be incurred by Mylan in connection with the Offer and, if applicable, a compulsory acquisition. In addition, the final amount of any charges relating to acquisition accounting adjustments that Mylan may be required to record will not be known until following the closing of the Offer and, if applicable, a compulsory acquisition. Accordingly, the actual financial condition and results of operations of Mylan following the completion of the Offer and, if applicable, a compulsory acquisition may not be consistent with, or evident from, this unaudited pro forma financial information. In addition, the assumptions used in preparing the unaudited pro forma financial information may not prove to be accurate, and other factors may affect Mylan's business, financial condition, results of operations, cash flows, and/or share price following closing of the Offer, including, among others, those described herein. See "Unaudited Pro Forma Financial Information" beginning on page 165 of this prospectus.

***MYLAN WILL NEED TO TIMELY AND EFFECTIVELY IMPLEMENT ITS INTERNAL CONTROLS OVER MEDA'S OPERATIONS AS REQUIRED UNDER THE SARBANES-OXLEY ACT OF 2002.***

Following the completion of the Offer, Mylan will need to timely and effectively implement its own internal controls and procedures over Meda necessary for Mylan to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act

of 2002, including the requirements to provide in the future an annual management assessment of the effectiveness of internal control over financial reporting ( ICFR ) and an audit report by

---

**Table of Contents**

Mylan's independent registered public accounting firm. Mylan intends, to the extent necessary, to take appropriate measures to establish or implement an internal control environment at Meda so that Mylan meets the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 when required. However, it is possible that Mylan may experience delays in implementing any required controls or may be unable to implement the required internal financial reporting controls and procedures with respect to Meda. In addition, in connection with the audit of ICFR required under the Sarbanes-Oxley Act of 2002 by Mylan's independent registered public accounting firm, Mylan may encounter problems or delays in completing the implementation of any recommended improvements or the independent registered public accounting firm may be unable to conclude that Mylan's ICFR is effective. If Mylan cannot favorably assess the effectiveness of its ICFR, or if Mylan's independent registered public accounting firm is unable to provide an audit report finding that Mylan's ICFR is effective, there could be a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price.

***WHILE MYLAN CURRENTLY EXPECTS THE OFFER TO BE IMMEDIATELY ACCRETIVE TO ITS ADJUSTED ANNUAL EARNINGS PER SHARE FOLLOWING ITS COMPLETION, A DECREASE OR DELAY IN THE EXPECTED ACCRETIVE EFFECT OF THE OFFER TO MYLAN'S ANNUAL ADJUSTED EARNINGS PER SHARE MAY NEGATIVELY AFFECT THE MARKET PRICE OF MYLAN SHARES.***

Mylan currently expects the Offer to be accretive to its adjusted annual earnings per share immediately upon the completion of the Offer. This is based on certain assumptions and may change materially. Mylan could also encounter additional costs or other factors such as the failure to realize some or all of the benefits anticipated in the Offer or the difficulty of managing a larger company. Any of these factors could cause dilution to the earnings per share of the combined business, decrease or delay any potential accretive effect of the Offer, and/or have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price.

***MYLAN WILL INCUR A SUBSTANTIAL AMOUNT OF INDEBTEDNESS TO ACQUIRE THE MEDA SHARES PURSUANT TO THE OFFER AND A COMPULSORY ACQUISITION.***

In connection with the Offer, Mylan obtained the Bridge Credit Facility, which provides for loans of up to \$6 billion to fund the cash portion of the consideration for the Offer and a compulsory acquisition, if applicable, and pay related transaction expenses. Mylan cannot guarantee that it will be able to generate sufficient cash flow to make all of the principal and interest payments under this indebtedness when such payments are due or that it will be able to refinance such indebtedness on favorable terms, or at all. The failure to so repay or refinance such indebtedness when due could have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows and/or share price.

***DISRUPTION IN THE FINANCIAL MARKETS COULD AFFECT MYLAN'S ABILITY TO REFINANCE THE BRIDGE CREDIT FACILITY ON FAVORABLE TERMS, OR AT ALL.***

If and to the extent drawn, the Bridge Credit Facility must be repaid within 364 days of the funding date. Mylan anticipates refinancing, or obtaining alternative financing to repay, the Bridge Credit Facility. Disruptions in the commercial credit markets or uncertainty in the United States, European Union or elsewhere could result in a tightening of financial markets. As a result of financial market turmoil or other economic, financial or commercial factors, Mylan may not be able to obtain alternate financing in order to repay the Bridge Credit Facility or refinance the Bridge Credit Facility on favorable terms, or at all. The failure to so repay or refinance such indebtedness when due could have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows and/or share price.

If Mylan is unable to successfully obtain alternative financing or refinance the Bridge Credit Facility on favorable terms and conditions (including, but not limited to, pricing and other fee payments), this could result in

---

**Table of Contents**

additional costs to Mylan. If Mylan is unable to obtain alternate financing or refinance at all, the outstanding amounts under the Bridge Credit Facility must be repaid within 364 days after the funding date.

***MYLAN WILL HAVE SIGNIFICANT ADDITIONAL INDEBTEDNESS WHICH COULD ADVERSELY AFFECT MYLAN'S FINANCIAL CONDITION, PREVENT MYLAN FROM FULFILLING ITS OBLIGATIONS WITH RESPECT TO SUCH INDEBTEDNESS AND IMPOSE OTHER FINANCIAL AND OPERATING RESTRICTIONS ON MYLAN. ANY REFINANCING OF THIS DEBT COULD BEAR SIGNIFICANTLY HIGHER INTEREST RATES.***

Based upon the unaudited condensed combined pro forma balance sheet as of March 31, 2016, Mylan would have total indebtedness (defined as long-term debt plus the current portion of long-term debt and other long-term obligations), less cash, of approximately \$15.0 billion following completion of the Offer. Mylan's increased indebtedness following the completion of the Offer and, if applicable, a compulsory acquisition could have adverse consequences, including but not limited to:

increasing our vulnerability to general adverse economic and industry conditions;

requiring us to dedicate a substantial portion of our cash flow from operations to make debt service payments, thereby reducing the availability of cash flow to fund working capital, capital expenditures, acquisitions and investments and other general corporate purposes;

limiting our flexibility in planning for, or reacting to, challenges and opportunities, and changes in our businesses and the markets in which we operate;

limiting our ability to obtain additional financing to fund our working capital, capital expenditures, acquisitions and debt service requirements and other financing needs;

increasing our vulnerability to increases in interest rates in general because a substantial portion of our indebtedness bears interest at floating rates; and

placing us at a competitive disadvantage to our competitors that have less debt.

In addition, although the Combined Company is expected to maintain an investment grade credit rating, Mylan's increased indebtedness following the completion of the Offer and, if applicable, a compulsory acquisition could result in a downgrade in the credit rating of Mylan or any indebtedness of Mylan or its subsidiaries. A downgrade in the credit rating of Mylan or any indebtedness of Mylan or its subsidiaries could increase the cost of further borrowings or refinancings of such indebtedness, limit access to sources of financing in the future or lead to other adverse consequences.

The terms of Mylan's indebtedness today impose, and any additional indebtedness we incur in the future, or may impose, significant operating and financial restrictions on us. These restrictions limit our ability to, among other things, incur additional indebtedness, make investments, pay certain dividends, prepay other indebtedness, sell assets,

incur certain liens, enter into agreements with our affiliates and restrict our subsidiaries' ability to pay dividends, merge or consolidate. In addition, certain of our credit facilities and accounts receivable securitization facility, as well as certain agreements governing Meda's indebtedness, require the respective company to maintain specified financial ratios. A breach of any of these covenants or our inability to maintain the required financial ratios could result in a default under the related indebtedness. If a default occurs, the relevant lenders could elect to declare our indebtedness, together with accrued interest and other fees, to be immediately due and payable. These factors could have a material adverse effect on our business, financial condition, results of operations, cash flows, and/or share price. See Risk Factors Related to Meda. Meda may be unable to continue to secure financing on agreeable terms and a sudden change in Meda's liquidity could impede its ability to fulfill existing payment obligations as they become due.

---

**Table of Contents**

***LOSS OF KEY PERSONNEL COULD LEAD TO LOSS OF CUSTOMERS, BUSINESS DISRUPTION, AND A DECLINE IN REVENUES, ADVERSELY AFFECT THE PROGRESS OF PIPELINE PRODUCTS, OR OTHERWISE ADVERSELY AFFECT THE OPERATIONS OF MYLAN.***

Mylan's success after the completion of the Offer will depend in part upon its ability to retain key employees of Mylan and Meda. Prior to and following the completion of the Offer, employees of Mylan and Meda might experience uncertainty about their future roles with Mylan following the completion of the Offer, which might adversely affect Mylan's ability to retain key managers and other employees of both companies. Competition for qualified personnel in the pharmaceutical industry is very intense. Mylan may lose key personnel or may be unable to attract, retain, and motivate qualified individuals or the associated costs to Mylan may increase significantly, which could have a material adverse effect on the business, financial condition, results of operations, cash flows, and/or share price of Mylan.

**Risks Related to the Offer**

***THE VALUE OF THE SHARE PORTION OF THE OFFER CONSIDERATION IS DEPENDENT ON THE MARKET PRICE OF MYLAN SHARES. BECAUSE THE MARKET PRICE OF MYLAN SHARES AND THE EXCHANGE RATE BETWEEN USD AND SEK MAY FLUCTUATE, THE MARKET VALUE OF THE MYLAN SHARES THAT WILL BE ISSUED IN CONNECTION WITH THE OFFER MAY FLUCTUATE.***

Unless Mylan adjusts the Offer consideration in the event the Share Cap is exceeded, each Meda shareholder who tenders into the Offer will receive, in respect of 80 percent of the number of Meda shares tendered by such shareholder, SEK 165 in cash per Meda share; and in respect of the remaining 20 percent of the number of Meda shares tendered by such shareholder,

- (i) if the Offeror Average Closing Price is greater than \$50.74, a number of Mylan Shares per Meda share equal to SEK 165 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate;
- (ii) if the Offeror Average Closing Price is greater than \$30.78 and less than or equal to \$50.74, 0.386 Mylan Shares per Meda share; or
- (iii) if the Offeror Average Closing Price is less than or equal to \$30.78, a number of Mylan Shares per Meda share equal to SEK 100 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate.

Because there is a fixed exchange ratio of 0.386 Mylan Shares per Meda share when the Offeror Average Closing Price is greater than USD 30.78 and less than or equal to USD 50.74, Meda shareholders will bear the risk of declines in the market price of Mylan Shares that cause the Offeror Average Closing Price to fluctuate within that range.

The Offeror Average Closing Price could vary significantly from the market value of Mylan Shares as of the date of this prospectus or as of the dates on which Meda shareholders tender their shares, which could result in the value of the share portion of the Offer consideration being lower than it would have been as of such dates. In addition, the value of the share portion of the Offer consideration will never exceed SEK 33 in Mylan Shares per Meda share (based on the Offeror Average Closing Price converted from USD to SEK at the Announcement Exchange Rate).

Until Mylan declares the Offer unconditional, which will not occur until such time as the conditions to the Offer, including the condition that holders of more than 90 percent of the outstanding Meda shares tender their shares into

the Offer, have either been satisfied or waived, the Offeror Average Closing Price cannot be calculated. As a result, Meda shareholders may be uncertain of the value of the share portion of the Offer consideration when they make the decision to tender their shares. Similarly, Mylan will not announce whether it is electing to adjust the

**Table of Contents**

Offer consideration in the event the Share Cap is exceeded until it declares the Offer unconditional, so Meda shareholders may be uncertain of the allocation of the Offer consideration between cash and Mylan Shares when they make the decision to tender their shares.

The terms of the Offer do not provide for an adjustment mechanism in the case of any increases or decreases in the price of Mylan Shares or Meda shares after the Offeror Average Closing Price is publicly announced, including with respect to Meda shares that are tendered during any subsequent acceptance period. While settlement for the initial acceptance period is expected to take place within five business days after the date that the Offer is declared unconditional, the market value of the Mylan Shares that tendering Meda shareholders will receive in the Offer could still vary significantly from the Offeror Average Closing Price.

See Comparative Market Price and Dividend Information beginning on page 20 of this prospectus for the historical high and low sales prices of Mylan Shares and Meda shares, as well as the historical cash dividends per Mylan Share and Meda share, respectively. You are urged to obtain current market quotations for Mylan Shares and Meda shares when you consider whether to tender your Meda shares pursuant to the Offer.

The number of Mylan Shares that will be issued as the share portion of the Offer consideration is based upon the Announcement Exchange Rate. Fluctuations in the exchange rate between USD and SEK may further affect the value in SEK of the Mylan Shares that are issued in connection with the Offer. There will be no adjustment to the Offer consideration based on fluctuations in currency rates from the Announcement Exchange Rate. Accordingly, if the value of SEK falls relative to USD, the Offer consideration will consist of a lower value in SEK terms to Meda shareholders, which could cause the total Offer consideration to fall below SEK 152 at prevailing SEK/USD exchange rates.

See Exchange Rate Information beginning on page 15 of this prospectus for historical SEK to USD exchange rate information. You are urged to obtain current market currency exchange rates when you consider whether to tender your Meda shares pursuant to the Offer.

***THE OFFER MAY NOT BE COMPLETED ON THE TERMS OR TIMELINE CURRENTLY CONTEMPLATED, OR AT ALL.***

Mylan's obligation to complete the Offer is subject to the satisfaction or waiver of a number of customary closing conditions, including (i) holders of more than 90 percent of the outstanding Meda shares tendering their shares into the Offer and (ii) receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities.

Since the fulfillment of these conditions is beyond Mylan's control, there are no guarantees as to when the Offer will be completed, or that it will be completed at all. Uncertainty in the financial markets regarding if or when the Offer will be completed may negatively affect the price of Mylan Shares and/or Meda shares. In addition, to grant such clearances, approvals, and decisions, competition authorities may impose requirements, limitations, or costs on the conduct of Mylan's businesses or require divestitures after completion of the Offer that could delay the completion of the Offer or may reduce the anticipated benefits of the Offer.

If the proposed acquisition of Meda is not completed for any reason, Mylan and/or Meda would be subject to a number of risks, including, among others:

incurring substantial expenses and costs, including legal, accounting, financing, and advisory fees, that Mylan and/or Meda would be unable to recover; and

negative reactions from the financial markets or from Mylan's and/or Meda's respective customers, vendors, and employees.

Any of these factors could have a material adverse effect on Mylan's or Meda's respective business, financial condition, results of operations, cash flows, and/or share price.

---

**Table of Contents**

***THE OFFER MAY ADVERSELY AFFECT THE LIQUIDITY AND VALUE OF NON-TENDERED MEDA SHARES.***

In the event that not all of the Meda shares are tendered into the Offer and we accept for exchange those shares tendered into the Offer, the number of shareholders and the number of Meda shares held by individual holders will be greatly reduced. As a result, Mylan's acceptance of Meda shares for exchange in the Offer could adversely affect the liquidity and could also adversely affect the market value of the remaining Meda shares held by the public. If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to promote the delisting of the Meda shares from Nasdaq Stockholm. As a result of such delisting, Meda shares not tendered pursuant to the Offer may become illiquid and may be of reduced value. See Risk Factors Related to Mylan and the Offer. Holders of Meda shares that do not accept the Offer and whose Meda shares are acquired by Mylan in the compulsory acquisition proceedings may not receive payment for a significant period of time after completion of the Offer beginning on page 29 of this prospectus.

***HOLDERS OF MEDA SHARES THAT DO NOT ACCEPT THE OFFER AND WHOSE MEDA SHARES ARE ACQUIRED BY MYLAN IN THE COMPULSORY ACQUISITION PROCEEDINGS MAY NOT RECEIVE PAYMENT FOR A SIGNIFICANT PERIOD OF TIME AFTER COMPLETION OF THE OFFER.***

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. It may take 18 months or more from initiation of the compulsory acquisition procedure until the arbitration tribunal decides on the purchase price. Thereafter, cash consideration will be distributed to the holders of Meda shares whose shares are acquired through the compulsory acquisition procedure, together with interest thereon at a market rate set by the Swedish Central Bank pursuant to Swedish law. If advance title (*Sw. förhandstillträde*) to the Meda shares is obtained by Mylan (which means that full ownership is obtained by Mylan with respect to the remaining Meda shares before the arbitration proceedings regarding the consideration have been completed), the arbitration tribunal may issue a separate award with respect to that portion of the purchase price that is not disputed by Mylan. In that case, Mylan would be obliged to pay such portion prior to the final arbitration award.

As a result, holders of Meda shares who do not accept the Offer and whose Meda shares are subsequently acquired in the compulsory acquisition proceedings may not receive payment for a significant period of time after completion of the Offer. See The Offer Compulsory Acquisition.

***MYLAN MUST OBTAIN REQUIRED APPROVALS AND CONSENTS TO CONSUMMATE THE OFFER, WHICH, IF DELAYED OR NOT GRANTED, MAY JEOPARDIZE OR DELAY THE COMPLETION OF THE OFFER, RESULT IN ADDITIONAL EXPENDITURES OF MONEY AND RESOURCES, AND/OR REDUCE THE ANTICIPATED BENEFITS OF THE OFFER.***

The Offer is subject to customary closing conditions. These closing conditions include, among others, the effectiveness of the registration statement of which this prospectus forms a part and the receipt of the relevant approvals under the antitrust and competition laws of certain countries under which filings or approvals are required.

The governmental agencies from which Mylan will seek certain of these approvals have broad discretion in administering the governing regulations. As a condition to their approval of the Offer, such agencies may impose requirements, limitations, or costs or require divestitures or place restrictions on the conduct of Mylan's businesses after completion of the Offer. These requirements, limitations, costs, divestitures, or restrictions could delay the completion of the Offer or may reduce the anticipated benefits of the Offer. Further, no assurance can be given that the required closing conditions will be satisfied, and, if all required consents and approvals are obtained and the closing

conditions are satisfied, no assurance can be given as to the terms, conditions, and timing of the consents and approvals. Mylan's obligation to consummate the Offer is subject to the receipt of all

---

**Table of Contents**

necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable. However, pursuant to the Swedish Takeover Rules, Mylan is only permitted to withdraw the Offer on the basis of actions required to be taken to obtain regulatory, governmental or similar clearances if such actions are of material importance to Mylan's acquisition of Meda.

If Mylan agrees to any material requirements, limitations, costs, divestitures, or restrictions in order to obtain any approvals required to consummate the Offer, these requirements, limitations, costs, divestitures or restrictions could adversely affect Mylan's ability to integrate Mylan's operations with Meda or reduce the anticipated benefits of the Offer. This could delay the completion of the Offer or have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows, and/or share price. For further information regarding required approvals and consents, see "The Offer Regulatory Approvals" beginning on page 94 of this prospectus.

***THE MARKET PRICE OF MYLAN SHARES AFTER THE OFFER MAY BE AFFECTED BY FACTORS DIFFERENT FROM THOSE CURRENTLY AFFECTING MEDA SHARES.***

The businesses of Mylan and Meda differ in many respects, including relative focus on specialty brands, generics and OTC and, accordingly, the results of operations of Mylan and the market price of Mylan Shares after the Offer may be affected by factors different from those currently affecting the independent results of operations of Mylan and Meda and the market price of Meda shares. For a discussion of the businesses of Mylan and Meda and of certain factors to consider in connection with their respective businesses, see the Mylan documents incorporated by reference into this prospectus and referred to under "Where You Can Find More Information" beginning on page 181 of this prospectus, the audited consolidated financial statements and related notes thereto of Meda included in this prospectus and the description of Meda's business included in the section of this prospectus entitled "Information Regarding Meda." See "Comparative Market Price and Dividend Information" beginning on page 20 of this prospectus for additional information on the historical market value of Mylan Shares and Meda shares.

***THE MARKET FOR MYLAN SHARES MAY BE ADVERSELY AFFECTED BY THE ISSUANCE OF MYLAN SHARES PURSUANT TO THE OFFER.***

In connection with the completion of the Offer, and as described and based on the assumptions set forth in the section of this prospectus entitled "The Offer Ownership of Mylan After the Offer" beginning on page 71, Mylan expects to issue approximately 28.2 million Mylan Shares in connection with the Offer. The issuance of these new Mylan Shares could have the effect of depressing the market price for Mylan Shares.

Other than the Mylan Shares held by Stena and Fidim subject to certain selling restrictions pursuant to the shareholder agreements entered into between Mylan and each of Stena and Fidim, the new Mylan Shares to be issued in connection with the Offer will be freely tradable upon completion of the Offer. The issuance of Mylan Shares to Meda shareholders who may not have the ability or wish to hold such shares, may lead to sales of such shares or the perception that such sales may occur, either of which may adversely affect the market for, and the market price of, Mylan Shares.

***THE MYLAN SHARES TO BE RECEIVED BY MEDA SHAREHOLDERS IN CONNECTION WITH THE OFFER WILL HAVE DIFFERENT RIGHTS FROM THE MEDA SHARES.***

There will be material differences between the current rights of holders of Meda shares and the rights such holders can expect as shareholders of Mylan. Under the terms of the Offer and if the Offer is completed, Meda shareholders will receive a combination of Mylan Shares and cash consideration, and will consequently become holders of Mylan

Shares. Mylan is organized under the laws of the Netherlands and Meda is organized under the laws of Sweden. Therefore, differences in the rights of holders of Mylan Shares and Meda shares arise both from

---

**Table of Contents**

differences between the Mylan Articles and the Meda Articles and also from differences between Dutch and Swedish law. As holders of Mylan Shares, your rights with respect thereto will be governed primarily by Dutch law, including the Dutch Civil Code and the Dutch Corporate Governance Code, as well as Mylan's constituent documents. Significant differences between the rights of holders of Mylan Shares and holders of Meda shares include rights relating to the nomination of directors and the permissibility of protective measures.

Mylan's directors are appointed by the general meeting of its shareholders (the General Meeting) upon the binding nomination by the Mylan Board. The General Meeting may only overrule the binding nomination by a resolution adopted by at least a two-thirds majority of the votes cast, provided such majority represents more than half of the issued share capital. In contrast, the Meda Articles do not provide for binding nominations of directors.

Under Dutch law, various protective measures are permissible. Mylan's governance arrangements include several provisions that may have the effect of making a takeover more difficult or less attractive, including: (1) Mylan's issuance of a call option to a Dutch foundation (which under Dutch law must act in the sole discretion of its independent board of directors, whose conduct in turn is subject to and limited by the foundation's governing documents and a fundamental principle of Dutch law that any protective measure adopted must be an adequate and proportional response to the perceived threat) to acquire preferred shares that, if exercised, could discourage, prevent or delay a potential takeover or allow Mylan to further discuss with a potential acquiror its future plans for Mylan as well as to search for strategic alternatives; (2) requirements that certain matters, including the amendment of the Mylan Articles may only be brought to the General Meeting for a vote upon a proposal by the Mylan Board; and (3) subject the appointment of Mylan directors to a binding nomination by the Mylan Board. Mylan believes that these measures allow it to safeguard its business interests and the interests of its stakeholders against any influences or interests that might be contrary to or threaten the mission and strategy of Mylan and its stakeholders. In contrast, under Swedish law, if, based on information originating from a party who intends to launch a takeover bid in respect of the shares in the company, the board of directors (or the managing director) of such Swedish company whose shares are admitted to trading on a regulated market or a comparable market outside the European Economic Area has a well-founded reason to believe that such a bid is imminent or that such a bid has been launched, the company shall only be entitled to take measures which are intended to impair the conditions for the launching or implementation of the bid following a resolution adopted by the general meeting of shareholders, although the company may seek alternative bids.

Furthermore under the Mylan Articles, unless we consent in writing to the selection of an alternative forum, the competent courts of Amsterdam, the Netherlands will be the sole and exclusive forum for any action asserting a claim for breach of a duty owed by any of our directors, officers, or other employees (including any of our former directors, former officers, or other former employees to the extent such claim arises from such director, officer, or other employee's breach of duty while serving as our director, officer, or employee) to us or our shareholders; any action asserting a claim arising pursuant to or otherwise based on any provision of Dutch law or our Articles; any action asserting a claim that is mandatorily subject to Dutch law; or to the extent permitted under Dutch law, any derivative action or proceeding brought on behalf of us, in each such case subject to such court having personal jurisdiction over the indispensable parties named as defendants therein. As a result, it may be more difficult for holders of Mylan Shares to serve process on us or our directors and officers in the United States or other jurisdictions or to bring claims in jurisdictions they find favorable. This may serve to discourage lawsuits with respect to such claims against Mylan and its directors, officers and other employees.

For a detailed discussion of the material differences between the current rights of Meda shareholders, and the rights you can expect as a holder of Mylan Shares, please see our discussion in the section of this prospectus entitled "Comparison of Shareholders' Rights" beginning on page 137.

As discussed above, certain features of our governance arrangements or that are otherwise available under Dutch law may discourage, delay, or prevent a change in control of Mylan, even if such a change in control is sought by Mylan's shareholders. This may affect the market price of Mylan Shares. See "Description of Ordinary Shares" "Protective Measures" beginning on page 134 of this prospectus for more information regarding such anti-takeover provisions.

---

**Table of Contents**

***THE PRIMARY LISTING OF THE MYLAN SHARES IS IN THE U.S. WHICH MAY EXPOSE NON-U.S. SHAREHOLDERS TO ADDITIONAL RISKS.***

The primary listing for the Mylan Shares to be delivered in connection with the Offer will be NASDAQ, and such shares will also be listed secondarily on the TASE. The Mylan Shares listed on NASDAQ are traded in USD and the value of the Mylan Shares for a non-U.S. shareholder will not only be dependent on the value of Mylan following completion of the Offer, but also on the applicable exchange rate. For example, changes in the SEK/USD exchange rate may have an adverse effect on the value in SEK of Mylan Shares, notwithstanding the absence of any material events affecting Mylan's business and its share price following completion of the Offer. Further, the fact that the Mylan Shares will not be listed in Sweden may cause additional transaction costs and logistical challenges for persons holding their Mylan Shares through Euroclear, such as delays in effecting transactions in Mylan Shares.

***MYLAN DOES NOT ANTICIPATE PAYING DIVIDENDS FOR THE IMMEDIATE FUTURE, AND MEDA SHAREHOLDERS WHO RECEIVE MYLAN SHARES IN CONNECTION WITH THE OFFER MUST RELY ON INCREASES IN THE TRADING PRICE OF MYLAN SHARES TO OBTAIN A RETURN ON THEIR INVESTMENT.***

Mylan does not anticipate paying dividends in the immediate future. Mylan anticipates that it will retain all earnings, if any, to support its operations and to pursue additional transactions to deliver additional shareholder value. Any future determination as to the payment of dividends will, subject to Dutch law requirements, be at the sole discretion of the Mylan Board and will depend on Mylan's financial condition, results of operations, capital requirements, and other factors the Mylan Board deems relevant at that time. Mylan shareholders must rely on increases in the trading price of their shares to obtain a return on their investment in the foreseeable future.

If Mylan were to pay dividends in the future with respect to the Mylan Shares, it would administer payment of such dividends to holders of shares registered with Euroclear through Euroclear. However, the methodology for providing payments of dividends through Euroclear has not yet been established and no agreement with Euroclear regarding administration of dividends has been entered into. The absence of an agreement with Euroclear does not deprive holders of Mylan Shares registered with Euroclear of the right to receive future dividend payments, if any, but may cause delays and other problems in relation to the administration of the dividend.

Furthermore, any dividends paid to holders of shares registered with Euroclear would be subject to the risk of exchange rate fluctuations. If the Combined Company were to pay dividends in the future with respect to the Mylan Shares, such dividends will be paid in USD. However, investors whose shares are registered with Euroclear would receive dividend distributions in SEK. Any depreciation of the USD in relation to SEK could reduce the value of the investment or of any dividends. In addition, the holding of shares registered with Euroclear by an investor whose principal currency is not SEK would expose the investor to additional foreign currency exchange rate risk.

***DUAL AFFILIATION WITH SECURITIES DEPOSITORIES MAY ENTAIL LOGISTICAL AND TECHNICAL CHALLENGES FOR SHAREHOLDERS WHOSE SHARES ARE REGISTERED WITH EUROCLEAR.***

The Mylan Shares are deposited with the Depository Trust Company and the Mylan Shares to be issued in connection with the Offer will be delivered to Meda shareholders through the system of Euroclear. It is possible that this arrangement will entail logistical and technical challenges for Meda shareholders whose shares are registered with Euroclear. Such challenges may include delays in transfers of shares between the depositories, receiving any dividends, notices distributed via the depositories, and difficulties in exercising any or all of the shareholder's rights, such as attending annual shareholder meetings.



---

**Table of Contents**

***MEDA SHAREHOLDERS WILL HAVE A REDUCED OWNERSHIP AND VOTING INTEREST AFTER THE COMPLETION OF THE OFFER AND WILL EXERCISE LESS INFLUENCE OVER THE MANAGEMENT AND POLICIES OF MYLAN THAN THEY DO OVER MEDA.***

When Meda shares are accepted in the Offer, each participating Meda shareholder will become a shareholder of Mylan with a percentage ownership of Mylan that is much smaller than the shareholder's percentage ownership of Meda. Mylan has assumed, solely for the purposes of this calculation that (i) the number of Meda shares outstanding immediately prior to the completion of the Offer will be approximately 365.5 million, (ii) the number of Mylan Shares outstanding on a fully diluted basis immediately prior to the completion of the Offer will be approximately 515.8 million, (iii) Mylan will not adjust the Offer consideration in the event the Share Cap is exceeded, (iv) the Offeror Average Closing Price will be between \$30.78 and \$50.74 and (v) 100 percent of the outstanding Meda shares will be tendered into the Offer. Based on these assumptions, we expect that 28.2 million Mylan Shares will be issued in connection with the Offer and as a result Mylan shareholders will own, in the aggregate, approximately 95 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer and former Meda shareholders will own, in the aggregate, approximately 5 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer. As a result, Meda shareholders will have less influence over the management and policies of Mylan than they now have over the management and policies of Meda.

In addition, if Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. Because shares acquired pursuant to a compulsory acquisition procedure must be paid for in cash, holders of such Meda shares will not receive Mylan Shares as part of the consideration for their Meda shares, and former Meda shareholders will own in the aggregate a lower percentage of the outstanding Mylan Shares than they otherwise would have owned had all Meda shareholders tendered their shares into the Offer.

Similarly, if Mylan adjusts the Offer consideration in the event the Share Cap is exceeded (by increasing the cash portion of the Offer consideration and correspondingly decreasing the share portion of the Offer consideration), former Meda shareholders will receive fewer Mylan Shares than they otherwise would have been delivered had Mylan not adjusted the Offer consideration, and former Meda shareholders will own in the aggregate a lower percentage of the outstanding Mylan Shares than they otherwise would have owned had Mylan not adjusted the Offer consideration.

***EACH OF STENA AND FIDIM MAY HAVE INTERESTS IN THE OFFER THAT MAY BE DIFFERENT FROM, OR IN ADDITION TO, THE INTERESTS OF THE OTHER MEDA SHAREHOLDERS.***

Stena and Fidim, which as of February 10, 2016 owned approximately 21 percent and 9 percent, respectively, of the outstanding shares and votes of Meda, have each entered into an irrevocable undertaking with Mylan, pursuant to which each has agreed to accept the Offer, subject to certain conditions. In addition, each of Stena and Fidim have entered into a shareholder agreement with Mylan, pursuant to which, among other things, each is restricted for a certain period from disposing of the Mylan Shares it receives pursuant to the Offer and from voting against the recommendation of the Mylan Board. As a result of these agreements, each of Stena and Fidim may have interests in the Offer that are different from, or in addition to, or may be deemed to conflict with, interests of the other Meda shareholders. Meda shareholders are encouraged to evaluate the Offer based on their own individual circumstances. See The Offer Irrevocable Undertakings to Accept the Offer; Shareholder Agreements beginning on page 92 of this prospectus.

***MYLAN WILL INCUR SIGNIFICANT TRANSACTION-RELATED COSTS IN CONNECTION WITH THE OFFER, WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON MYLAN'S BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS, CASH FLOWS AND/OR SHARE PRICE.***

Mylan will incur significant transaction costs relating to the Offer, including legal, accounting, financial advisory, regulatory, and other expenses, which could have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows and/or share price. Many of these expenses are payable by

---

**Table of Contents**

Mylan whether or not the Offer is completed. Most of these expenses will be comprised of transaction costs related to the Offer and the Bridge Credit Facility. Mylan will also incur transaction fees and costs related to formulating integration plans. These fees and costs may be higher or lower than estimated. Additional unanticipated costs may be incurred in the integration of the two companies' businesses. The total estimated transaction costs expected to be incurred in connection with the transaction are approximately \$108.3 million (excluding Mylan's financing fees payable related to the Bridge Credit Agreement). Of that total, approximately \$75 million of transaction costs are expected to be incurred by Mylan and approximately \$33.3 million are expected to be incurred by Meda. Transaction costs include investment banking, advisory, legal, valuation and other professional fees necessary to complete the transaction. If Mylan were to finance the cash portion of the Transaction by borrowing the full \$6 billion available under the Bridge Credit Facility and holding the debt to maturity, Mylan would incur approximately \$208.0 million of debt issuance costs for the Bridge Credit Facility, primarily consisting of financing fees and commitment fees.

Although Mylan expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow Mylan to offset incremental transaction-related costs over time, this net benefit may not be achieved in the near term, or at all.

***THE BUSINESS RELATIONSHIPS OF MYLAN AND MEDA, INCLUDING CUSTOMER RELATIONSHIPS, MAY BE SUBJECT TO DISRUPTION DUE TO UNCERTAINTY ASSOCIATED WITH THE OFFER.***

Parties with which Mylan and Meda currently do business or may do business in the future, including customers and suppliers, may experience uncertainty associated with the Offer, including with respect to current or future business relationships with Mylan, Meda or the Combined Company. As a result, the business relationships of Mylan and Meda may be subject to disruptions if customers, suppliers, or others attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than Mylan or Meda. For example, certain customers and collaborators may have contractual consent rights or termination rights that may be triggered by a change of control or assignment of the rights and obligations of contracts that will be transferred in the Offer. These disruptions could have a material adverse effect on the business, financial condition, results of operations, cash flows, and/or share price of Mylan or the Combined Company or a material adverse effect on the business, financial condition, results of operations, and/or cash flows of Meda. The effect of such disruptions could be exacerbated by a delay in the completion of the Offer.

***IF COUNTERPARTIES TO CERTAIN AGREEMENTS WITH MEDA, INCLUDING CERTAIN DEBT AGREEMENTS, DO NOT CONSENT, CHANGE OF CONTROL RIGHTS UNDER THOSE AGREEMENTS MAY BE TRIGGERED AS A RESULT OF THE OFFER, WHICH COULD CAUSE THE COMBINED COMPANY TO LOSE THE BENEFIT OF SUCH AGREEMENTS AND INCUR MATERIAL LIABILITIES OR REPLACEMENT COSTS.***

Meda is party to agreements that contain change-of-control, or certain other provisions that will be triggered as a result of the Offer and/or the completion of the Offer. If the counterparties to these agreements do not consent to the proposed acquisition of Meda by Mylan, the counterparties may have the ability to exercise certain rights (including termination rights), resulting in Meda incurring liabilities as a consequence of breaching such agreements, or causing the Combined Company to lose the benefit of such agreements or incur costs in seeking replacement agreements.

Meda has certain debt obligations that contain change-of-control, or certain other provisions, that will be triggered as a result of the Offer and/or the completion of the Offer. If these provisions are triggered, the debt obligations may have to be repurchased, refinanced or otherwise settled. As of March 31, 2016, approximately SEK 28.35 billion principal amount of Meda's outstanding debt obligations and committed bank facilities contained change-of-control provisions that will be triggered as a result of the Offer. In addition, the completion of the Offer will accelerate a deferred

payment of EUR 275 million relating to Meda's acquisition of Rottapharm

**Table of Contents**

which otherwise would have been payable in January 2017. Mylan cannot assure you that sufficient funds will be available to repurchase any outstanding debt obligations or that Mylan will be able to refinance or otherwise settle such debt obligations on favorable terms, if at all.

***THE OFFER, IF SUCCESSFUL, WILL TRIGGER PROVISIONS CONTAINED IN CERTAIN OF MEDA'S EMPLOYEE BENEFIT PLANS OR AGREEMENTS THAT WILL REQUIRE MYLAN TO MAKE CHANGE IN CONTROL PAYMENTS.***

Certain of Meda's employee benefit plans and agreements contain provisions providing for compensation to be paid to, or received by, certain Meda employees in connection with a change in control. If successful, the Offer would constitute a change in control of Meda, thereby giving rise to change in control payments.

**Risks Related to Mylan's Business**

You should read and consider risk factors specific to Mylan's business that will also affect the Combined Company after the Offer, described in Part I, Item 1A of Mylan's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (as amended by the Form 10-K/A filed April 29, 2016), in Part II, Item 1A of Mylan's Quarterly Report on Form 10-Q for the three months ended March 31, 2016 and in other documents that are incorporated by reference into this prospectus. See "Where You Can Find More Information" beginning on page 181 of this prospectus for the location of information incorporated by reference in this prospectus.

---

**Table of Contents**

**RISK FACTORS RELATED TO MEDA**

*In deciding whether to accept the Offer, Meda shareholders should consider carefully the following risk factors and the risk factors set forth under the caption **Risk Factors Related to Mylan and the Offer**, in addition to the other information contained in or incorporated by reference into this prospectus, including the matters addressed under the caption **Forward-Looking Statements**. The following risk factors related to Meda's business reflect Meda's views and should be read in conjunction with the consolidated financial statements of Meda and related notes thereto included in this prospectus beginning on page F-1.*

***MEDA OPERATES IN A HIGHLY COMPETITIVE INDUSTRY.***

The pharmaceutical industry is highly competitive, and Meda faces competition in all the regions and product categories in which it is active. Meda's competitors may be able to develop products and processes competitive with or superior to Meda's own for many reasons, such as more experience in developing new drugs or greater financial resources. There is accordingly a risk that Meda's product candidates or products developed by Meda's partners will not be preferred over existing or newly developed products, which may negatively affect Meda's operations and financial position. Future products in development by other pharmaceutical companies may result in increased competition and lower sales of Meda's products.

***SALES OF MEDA PRODUCTS THAT ARE PROTECTED BY PATENTS MAY BE NEGATIVELY IMPACTED BY EXPIRY, CHALLENGE OR INFRINGEMENT.***

Meda's prescription drugs face competition from generic products. Generic products are generally less expensive than branded versions and, in certain markets where they are available, may be required or encouraged in place of branded versions under third-party reimbursement programs or as a result of legal or other efforts to control healthcare spending.

The extent of Meda's patent protection from generic products varies on a product by product basis, and from market to market. For example, for Elidel, there are several patent families claiming different aspects of the product (e.g. in respect of substance, crystalline form, formulation and production matters), with the main patent family covering the crystalline form used in the product beginning to expire from 2018 in certain markets; while for Dymista, there are relevant patent families expiring in Europe in 2028 and in the United States in 2023 and 2026. Moreover, the pharmaceutical industry historically has generated substantial litigation concerning the manufacture, use and sale of products, with patents routinely challenged (or alleged to have been infringed).

If Meda is not successful in defending its patents and maintaining exclusive rights to market its products still under patent protection, its sales of the relevant products could decline sharply in a very short period and be subject to considerable pricing pressure. Meda may also become subject to infringement claims by third parties and may have to defend against charges that it violated patents or the proprietary rights of third parties and, if infringement is found, could lose its right to develop, manufacture or sell certain products, or could be required to pay monetary damages or royalties to license proprietary rights from third parties.

***MEDA MAY BE UNABLE MAINTAIN ITS CURRENT MARGINS ON CERTAIN PRODUCTS DUE TO PRICING PRESSURE, INCLUDING SOCIAL AND POLITICAL PRESSURE.***

Price pressure has been and can be expected to remain significant within certain of Meda's business areas, and there is thus a risk that Meda will not be able to maintain its current margins on certain products.

Meda may experience downward pricing pressure on the prices of certain of its products due to social or political pressure to lower the cost of pharmaceutical products, which may reduce its revenue and future profitability. Recent events have resulted in increased public and governmental scrutiny of the cost of pharmaceutical products, especially in connection with price increases following other companies' acquisitions of product rights, including from U.S. federal prosecutors and members of the U.S. Congress. Meda's revenue and future

**Table of Contents**

profitability could be negatively affected if these or similar inquiries or regulatory steps were to result in legislative or regulatory proposals that limit Meda's ability to maintain the prices of, and thus margins on, its products.

Some Meda products entitle the end customer to remuneration from paying third parties, such as private insurance companies and public authorities. Meda cannot be certain that, over time, third party reimbursements for its products will remain at the same levels or permit the same level of return on its investments. Changes among such bodies in terms of their scope, efforts, guidelines and ability to influence pricing of and demand for pharmaceuticals may result in negative commercial and financial effects for Meda. Other Meda products are not reimbursed by third parties, and in respect of these in particular, reduced purchasing power of the end consumer may lead to decrease in demand and/or the will to spend money on such products, which may result in lower sales of Meda's products.

***AN ECONOMIC DOWNTURN OR OTHER MACROECONOMIC TRENDS MAY CAUSE A DECREASE IN DEMAND AND MAY CONSEQUENTLY HAVE A NEGATIVE IMPACT ON MEDA'S EARNINGS AND FINANCIAL POSITION.***

The global economy continues to experience significant volatility, and the economic environment may continue to be, or become, less favorable than that of past years. This has led, and/or could lead, to reduced consumer and customer spending and/or reduced or eliminated governmental or third party payor coverage or reimbursement in the foreseeable future, and this may include reduced spending on healthcare, including but not limited to pharmaceutical products. Meda's sales could be negatively impacted if patients forego obtaining healthcare, patients and customers reduce spending or purchases, and/or if governments and/or third-party payors reduce or eliminate coverage or reimbursement amounts for pharmaceuticals and/or impose price or other controls adversely impacting the price or availability of pharmaceuticals. In addition, reduced consumer and customer spending, and/or reduced government and/or third-party payor coverage or reimbursement, and/or new government controls, may drive Meda and its competitors to decrease prices and/or may reduce the ability of customers to pay and/or may result in reduced demand for Meda's products. Although Meda operates in a large number of geographical markets and its products may be vital for the patient irrespective of economic trends, there is a risk that a recession could lead to a decreased demand for Meda's products and consequently have a negative impact on Meda's earnings and financial position.

***MEDA'S PRODUCTS OR OPERATIONS MAY BECOME SUBJECT TO INCREASED OR CHANGED REQUIREMENTS OR RESTRICTIONS FROM REGULATORY AUTHORITIES, WHICH COULD HAVE NEGATIVE COMMERCIAL AND FINANCIAL EFFECTS FOR MEDA.***

Meda is dependent on and subject to the actions of public authorities. Governmental authorities such as the FDA impose substantial requirements on the development, manufacture, holding, labeling, marketing, advertising, promotion, distribution and sale of therapeutic pharmaceutical products through lengthy and detailed laboratory and clinical testing and other costly and time-consuming procedures. Regulatory bodies may also introduce changes in regulations on pricing and discounting of drugs or changes in the conditions for prescribing a certain drug. (See Meda may be unable to maintain its current margins on products due to pricing pressure, including social or political pressure to lower the cost of drugs. ) If Meda's products or operations become subject to further or changed requirements or restrictions from regulatory authorities, it could have negative commercial and financial effects for Meda.

***CHALLENGES INHERENT IN DEVELOPING BUSINESS IN EMERGING MARKETS MAY IMPEDE THE FUTURE GROWTH OF MEDA'S PRODUCT PORTFOLIO.***

Meda has a diversified geographic footprint with approximately 62 percent of Meda's sales generated in western Europe (the largest countries being Italy, Germany, France and Sweden), 19 percent in emerging markets (driven by

China, Russia, the Middle East and Thailand) and 17 percent in the U.S. It operates in certain countries through its own sales organization and in others through distributors that manage the sales of Meda's products.

**Table of Contents**

Meda's focus on continuing to develop business in emerging markets is a significant factor for Meda's future growth prospects. In some of these countries, however, the financial, political and social situation may be unstable. Risks inherent in conducting business in emerging markets include:

difficulties in coordinating and managing foreign operations, including ensuring that foreign operations comply with foreign laws, such as export laws and applicable worldwide anti-bribery laws;

price and currency exchange controls;

potential restrictions on the repatriation of funds and scarcity of hard currency;

political and economic instability;

compliance with multiple regulatory regimes;

less established legal and regulatory regimes in certain jurisdictions, including as relates to enforcement of anti-bribery and anti-corruption laws and the reliability of the judicial systems;

differing degrees of protection for intellectual property;

unexpected changes in foreign regulatory requirements, including quality standards and other certification requirements;

new export license requirements;

adverse changes in tariff and trade protection measures;

differing labor regulations;

potentially negative consequences from changes in or interpretations of tax laws;

restrictive governmental actions;

possible nationalization or expropriation;

credit market uncertainty;

differing local practices, customs and cultures, some of which may not align or comply with Meda's practices and policies;

difficulties with licensees, contract counterparties, or other commercial partners; and

differing local product preferences and product requirements.

Any of these factors could have a material adverse effect on Meda's business, earnings and financial position. More generally, any difficulties that Meda may face in adapting to emerging markets could impair Meda's ability to take advantage of growth opportunities in these regions, and any decline in the growth of emerging markets could also negatively affect Meda's business, results of operations or financial condition.

***SALES OF CERTAIN MEDA PRODUCTS MAY BE ADVERSELY AFFECTED BY UNANTICIPATED SEASONAL VARIATIONS OUTSIDE MEDA'S CONTROL.***

A portion of Meda's sales are dependent on seasonal variations that Meda cannot influence. For instance, a short pollen season or a season with low pollen counts may lead to reduced sales of certain of Meda's products in the key respiratory area (asthma and allergy), resulting in a negative effect on Meda's sales. Although seasonality of this sort presently only affects a limited portion of the product portfolio, the significance of seasonal variations may increase over time as the product portfolio evolves.

***AN INCREASE IN PARALLEL TRADE MAY HAVE NEGATIVE COMMERCIAL AND FINANCIAL EFFECTS FOR MEDA.***

Differences in the price of pharmaceuticals in markets where Meda operates may lead to an increase in parallel imports, with Meda's products being purchased at a lower price in certain markets and then competing with Meda's sales in other markets. For example, differences between national pricing regimes create price differentials within the European Union that can lead to significant parallel trade in pharmaceutical products.

---

**Table of Contents**

Movements of pharmaceutical products into North America, in particular the movement of products from Canada into the U.S., may also increase. Increased parallel trade could result in materially adverse commercial and financial effects for Meda.

***THERE IS A RISK THAT NEW PRODUCT LAUNCHES OR LAUNCHES OF EXISTING PRODUCTS IN NEW MARKETS WILL NOT SUCCEED, WHICH COULD NEGATIVELY IMPACT MEDA'S EXPECTED EARNINGS AND FINANCIAL POSITION.***

Launching a new drug is time consuming and unpredictable, and involves considerable investments in marketing, stocking of products before launch, as well as other types of costs. The success of new products is of particular importance for Meda because new product launches are intended to contribute to Meda's organic growth. There is a risk that new product launches will not succeed for various reasons, including inability to demonstrate a differentiated profile for the product or the undermining of intellectual property rights. New products or product launches that are not successful might have a negative impact on Meda's expected earnings and financial position. Success when establishing existing products in new markets is also of importance for Meda. There is a risk that the launch of existing products in new markets will not succeed for various reasons, including inability to correctly identify and utilize relevant sales and marketing opportunities for the product, inability to create a differentiated profile for the product and the undermining of intellectual property rights. Unsuccessful launches of existing products in new markets may have a negative impact on Meda's expected earnings and financial position.

***MEDA'S SALES AND EARNINGS MAY BE NEGATIVELY IMPACTED IF MEDA'S BUSINESS PARTNERS DO NOT MEET THEIR OBLIGATIONS UNDER THEIR PARTNERSHIP AND/OR LICENSE AGREEMENTS.***

Meda actively collaborates in marketing, sales and development with other pharmaceutical companies. Meda uses other pharmaceutical companies as distributors in North America and also uses local distributors in countries where it does not have its own marketing and sales organization, including in parts of South America, Asia and Africa.

There is a risk that companies that Meda enters into partnership and/or license agreements with may not meet their obligations under such agreements, which could have a negative impact on Meda's sales and earnings. There is also a risk that Meda will not be able to enter into partnership and/or license agreements on terms that are acceptable to Meda in the future, which could also have a negative impact on Meda's sales and earnings.

***THERE CAN BE NO GUARANTEE THAT CLINICAL TRIALS WILL RESULT IN MEDA RECEIVING THE REQUISITE APPROVAL FROM AUTHORITIES OR LEAD TO NEW PRODUCTS THAT CAN BE SOLD ON THE MARKET, EITHER OF WHICH MAY NEGATIVELY AFFECT MEDA'S EXPECTED SALES, EARNINGS AND FINANCIAL POSITION.***

Prior to the sale of certain new products, Meda or its partners may be required to demonstrate the potential product's safety and efficacy for humans through clinical trials. There can be no guarantee that clinical trials or other studies conducted by Meda or its partners will demonstrate the level of safety and efficacy necessary to receive the requisite approval from the authorities, or that they will result in products that can be sold on the market, either of which may negatively affect Meda's expected sales, earnings and financial position. Even promising results from preclinical and early clinical studies do not always accurately predict results in later, large scale trials. A failure to demonstrate safety and efficacy could or would result in Meda's failure to obtain regulatory approvals.

Clinical trials can also be delayed for reasons outside of Meda's control, which can lead to increased development costs and delays in regulatory approval. Meda also may experience delays in obtaining, or may not obtain, required initial and continuing approval of its clinical trials from institutional review boards.



---

**Table of Contents**

To the extent that clinical trials are required prior to the sale of Meda's new products, any failure to receive requisite approvals, or to receive requisite approvals in a timely manner, including for the reasons described above, could have a negative impact on Meda's expected sales, earnings and financial position.

***DISRUPTIONS IN MEDA'S MANUFACTURING OPERATIONS FOR ITS PRODUCTS MAY NEGATIVELY IMPACT EARNINGS AS MEDA'S ABILITY TO MANUFACTURE SUFFICIENT VOLUMES OF PRODUCTS TO MEET DEMAND MAY BE IMPAIRED.***

Meda's manufacturing operations entail production of complex pharmaceutical products amidst strict quality controls and in a highly regulated environment. Production is generally characterized by a chain of processes, manufacturing complexity (including the need for sophisticated equipment that can take time to install) and extensive testing requirements and safety and security processes that combine to increase the overall difficulty of manufacturing and resolving manufacturing problems that Meda may encounter. Moreover, approximately 60 percent of Meda's manufacturing is handled by externally contracted manufacturers, and Meda may not always be in a position to ensure that such third parties comply with current good manufacturing practices, quality system management requirements or similar standards, which further increases the potential for supply disruptions.

To the extent that Meda encounters supply disruptions in the future, including in respect of third party manufacturers, such disruptions could have a negative impact on Meda's operations, financial position and earnings.

***COMPETITION FOR EXPERIENCED EMPLOYEES CAN BE INTENSE, AND AN INABILITY TO ATTRACT AND RETAIN KEY EMPLOYEES MAY NEGATIVELY IMPACT MEDA'S BUSINESS, FINANCIAL POSITION AND EARNINGS.***

Meda is highly dependent on scientific, technical, commercial and management personnel to develop and commercialize new products, effectively market its product portfolio, manage its business, and, in general, compete effectively. Any failure to attract or retain key scientific, technical, commercial and management personnel could have negative financial and commercial implications for Meda. Meda's ability to recruit and retain qualified employees is of utmost importance in order to secure the appropriate level of expertise within Meda. Given the intense competition for experienced employees among pharmaceutical companies, there is a risk of losing key employees, which could have a negative impact on Meda's operations, financial position and earnings.

***PRODUCT LIABILITY CLAIMS FOR DAMAGES BROUGHT AGAINST MEDA MAY NEGATIVELY AFFECT MEDA'S OPERATIONS AND PROFITABILITY.***

Product development, clinical trials, production, sales and marketing of Meda's products are subject to product liability risk.

Plaintiffs have received substantial damage awards in some jurisdictions against pharmaceutical companies based upon claims for injuries allegedly caused by the use of their products. In addition to direct expenditures for damages, settlement and defense costs, there is a possibility of adverse publicity, loss of revenues and disruption of business as a result of product liability claims. Any such developments could negatively affect Meda's operations and profitability.

Moreover, although Meda has product liability insurance protection, there is a risk that Meda's insurance will not fully cover claims for liability for damages relating to the use of its products. This could negatively affect Meda's operations and profitability.



---

**Table of Contents**

***MEDA MAY BE UNSUCCESSFUL IN PREVENTING INFRINGEMENT OF ITS INTELLECTUAL PROPERTY RIGHTS OR MAY BE HELD LIABLE FOR INFRINGEMENT OF OTHERS' INTELLECTUAL PROPERTY RIGHTS, EITHER OF WHICH COULD HAVE A NEGATIVE IMPACT ON MEDA'S OPERATIONS AND PROFITABILITY.***

Meda invests significant sums in product development and acquires intellectual property developed by other companies. In order to support a return on these investments, Meda actively asserts its intellectual property rights and closely monitors the activities of its competitors, including competitors' possession of intellectual property rights. However, there is a risk that Meda's rights could be infringed upon. Should this occur, there is a risk that Meda would be unable to assert its rights to the extent expected in legal proceedings, because the scope of protection is considered to be too narrow, because Meda's rights are considered invalid or for other reasons, which could have a negative impact on Meda's operations and profitability.

There is a risk that Meda's products and/or trademarks will be alleged or deemed to infringe on the rights of others. Thus, Meda may be drawn into court proceedings for alleged infringement of the rights of others. If this happens, there is a risk that Meda may be liable to pay significant damages, which would have a negative impact on Meda's operations and profitability.

Furthermore, Meda is dependent on know-how and it cannot be ruled out that competitors may develop similar know-how, or that Meda will be unable to protect its know-how effectively, which may negatively affect Meda's operations and profitability.

***ANY POSSIBLE VIOLATIONS OF MEDA'S INTERNAL COMPLIANCE POLICIES AND GUIDELINES OR CODE OF CONDUCT FOR SUPPLIERS MAY HAVE SIGNIFICANT NEGATIVE EFFECTS ON MEDA'S OPERATIONS AND BRAND.***

Meda has adopted various internal compliance policies and guidelines as well as a code of conduct for suppliers, focusing *inter alia* on responsible business practices, environmental management and anti-corruption. Any possible violations of such policies and guidelines or applicable anti-corruption laws, anti-money laundering laws and/or similar laws applicable to Meda may have significant negative effects on Meda's expected sales, earnings, financial position and brand.

***MEDA MAY BE UNABLE TO CONTINUE TO SECURE FINANCING ON AGREEABLE TERMS AND A SUDDEN CHANGE IN MEDA'S LIQUIDITY COULD IMPEDE ITS ABILITY TO FULFILL EXISTING PAYMENT OBLIGATIONS AS THEY BECOME DUE.***

The ability of Meda to meet future capital needs is to a large extent depending on the successful sale of Meda's products. In order to finance acquisitions of companies, acquisitions of product rights or other measures undertaken to achieve strategic objectives, the future operations of Meda may need additional financial resources. There is a risk that Meda will not be able to secure necessary capital to be able to meet its payment obligations when due or to finance acquisitions of companies, acquisitions of product rights or other measures undertaken to achieve strategic objectives. In this respect, general developments in the capital and credit markets are also of significant importance and may adversely affect Meda.

Moreover, Meda may need to incur additional indebtedness in order to refinance existing indebtedness as it matures or comes due. As of March 31, 2016, Meda had SEK 23.9 billion of total borrowings outstanding, including SEK 2.4 billion of short-term borrowings. There is a risk that Meda will not be able to procure sufficient funds to refinance its indebtedness as it comes due or that financing will only be obtainable on undesirable commercial terms. In addition,

there is a risk that Meda may default on or otherwise breach the terms of its existing financial obligations due to, among other things, changes in the general economy or disruptions in the capital and credit markets. Such a default or breach could negatively affect Meda's financial position and earnings.

---

**Table of Contents**

***FAILURE TO NEGOTIATE ADEQUATE CONTRACTUAL PROTECTIONS IN CONNECTION WITH ACQUISITIONS OR FAILURE TO INTEGRATE ACQUIRED COMPANIES FOLLOWING AN ACQUISITION MAY NEGATIVELY AFFECT MEDA S SALES, EARNINGS AND FINANCIAL POSITION.***

In connection with acquisitions, all of the acquired company s liabilities, as well as its assets may be transferred. There is a risk that not all actual or potential liabilities of the acquired company are identified prior to the acquisition and/or that no representations, warranties or indemnities covering such liabilities are obtained. If Meda is unable to obtain contractual protection regarding such liabilities, this could adversely affect Meda s business and profitability.

Acquisitions generally involve risks related to integration. Apart from company specific risks, the acquired company s relationships with key individuals, customers and suppliers may be negatively affected. There is also a risk of integration processes taking longer or being more costly than estimated. Similarly, there is a risk that expected synergies do not occur, either completely or in part. The integration of acquisitions may involve organizational changes which, in the short term, could cause delays of the implementation of plans and achievement of objectives. Pharmaceutical companies are knowledge-based companies, and accordingly, integration normally involves risks relating to the ability to retain expertise and to create a common culture, among other risks. If Meda does not succeed in integrating acquired businesses, or if these businesses, after integration, do not perform as expected, this may negatively affect Meda s expected sales, earnings and financial position.

***MEDA MAY BE UNABLE TO GOVERN AND CONTROL ITS EXPANDED OPERATIONS EFFECTIVELY, WHICH MAY NEGATIVELY AFFECT MEDA S OPERATIONS AND EARNINGS.***

Acquisitions have historically been a primary driver of Meda s expansion. Between 2000 and 2015, Meda made more than 30 major acquisitions of companies and product rights. Several strategic acquisitions have added important products to Meda s portfolio. Meda s largest acquisition to date was completed in 2014 when Italian specialty pharma company Rottapharm was acquired.

With continued expansion comes the risk that Meda s existing control, governance, accounting and information systems may prove to be inadequate for the planned growth, and additional investment in these systems may be necessary. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, Meda may be required to devote significant management attention and resources to the integration of an acquired business into Meda s practices and operations. Any integration process may be disruptive and, if implemented ineffectively, may restrict the realization of the full expected benefits. Meda s potential inability to govern and control its expanded operations effectively could have negative commercial and financial consequences for Meda. In addition, any acquisition of assets and rights to products and compounds may fail to accomplish Meda s strategic objective and may not perform as expected.

***A SIGNIFICANT REDUCTION IN MEDA S GOODWILL MAY NEGATIVELY IMPACT ITS FINANCIAL POSITION.***

Meda reports substantial value for goodwill and product rights (SEK 47,478 million, or 78% of total assets, as of December 31, 2015). Goodwill is the only intangible asset that is reported based on indefinite useful life. Impairment testing is done on an ongoing basis. Significant reduction in value may arise in the future for a variety of reasons, such as unfavorable market conditions that either affect Meda specifically or the entire pharmaceutical industry more generally. This may result in negative effects on Meda s earnings and financial position.



---

**Table of Contents**

***MEDA ENGAGES IN CURRENCY HEDGING TO MITIGATE THE RISKS OF OPERATING IN MANY DIFFERENT CURRENCIES, BUT THERE CAN BE NO GUARANTEE THAT THESE CURRENCY HEDGES WILL PROVIDE COMPLETE PROTECTION AGAINST EXCHANGE RATE FLUCTUATIONS, WHICH MAY HAVE A NEGATIVE IMPACT ON MEDA'S SALES AND OPERATING PROFIT.***

A significant part of Meda's purchasing and sales occurs in currencies other than SEK. Consequently, exchange rate fluctuations could affect Meda's net profit and cash flow.

Sales to other countries occur as exports in both the customers' local currency and other currencies such as EUR and USD. Purchases are mainly made in EUR, SEK, and USD. Meda is therefore continually exposed to transaction risk. In addition, a large part of Meda's operations are conducted in subsidiaries outside of Sweden in accounting currencies other than SEK and translation exposure arises for net investments in foreign operations.

Although Meda has historically sought to manage its currency exposures in part through the use of hedging arrangements, there is a risk that Meda's currency hedges (if any) will not provide complete protection against exchange rate fluctuations, which may have a negative impact on Meda's sales and operating profit.

***IF MEDA IS UNABLE TO MINIMIZE INTEREST RATE RISK USING INTEREST RATE SWAPS OR OTHER MEANS, CHANGES IN INTEREST RATES MAY HAVE A NEGATIVE EFFECT ON MEDA'S FINANCIAL POSITION.***

Interest risk refers to the risk that changes in general interest rates may have an adverse effect on Meda's net income. Meda's financing consists in large part of interest-bearing liabilities, which means that Meda's net earnings are affected by changes in general interest rates. On December 31, 2015, group borrowings of SEK 24,862 million were mainly distributed as: EUR 1,614 million, \$610 million and SEK 4,879 million. The average interest rate including credit margins on December 31, 2015 was 2.5 percent. Interest expense for 2016 for this loan portfolio at unchanged interest rates would thus amount to approximately SEK 600 million. How quickly a change in interest rates will have an impact on Meda's net profits depends in part on the loan's fixed interest rate period. On average, this period was 5.5 months on December 31, 2015.

To some extent, Meda uses interest rate swaps to extend or shorten the fixed interest rate period on underlying loans; however, if these or other actions to minimize interest rate risk are not effective, changes in interest rates may have a negative impact on Meda's financial position.

**Table of Contents**

***CREDIT RISKS RELATED TO FINANCIAL TRANSACTIONS MAY NEGATIVELY IMPACT MEDA S BUSINESS.***

Meda s financial transactions may lead to credit risks in relation to financial counterparties. Credit risk exists in Meda s cash and cash equivalents, derivatives, and cash balances with banks and financial institutions and in relation to distributors and wholesalers, including outstanding receivables and committed transactions. If Meda s actions to minimize credit risks are not sufficient, it may have a negative impact on Meda s financial position and earnings.

***MEDA S PREVIOUS OR CURRENT TAX POSITION MAY CHANGE, WHICH MAY NEGATIVELY IMPACT MEDA S OPERATIONS, EARNINGS AND FINANCIAL POSITION.***

Meda is subject to taxation in a large number of countries. Moreover, Meda is from time to time subject to tax investigation by tax authorities in different jurisdictions. Meda s interpretation of tax regulations may be incorrect or legislations may be amended, potentially with retroactive effect. As a result of decisions from Swedish and foreign tax authorities, Meda s previous or current tax position may change, which may negatively affect Meda s operations, earnings and financial position. Such decisions include, among others, a proposal for the introduction of a new system of corporate taxation in Sweden intended to create a more neutral taxation of equity and borrowed capital that the so-called Corporate Tax Committee submitted to the Swedish government in June 2014, which is currently being reviewed by the Swedish government.

***MEDA MAY BE INVOLVED IN LEGAL PROCEEDINGS, THE MATERIAL COSTS OF WHICH COULD NEGATIVELY IMPACT MEDA S BUSINESS.***

As a part of the ordinary course of business, Meda may be involved in litigation and legal proceedings which may be time-consuming, disturb Meda s day-to-day operations, involve significant expenses and financial claims against Meda and/or threaten important aspects of Meda s operations. Any of these factors may result in material costs and negatively affect Meda s operations, earnings and financial position.

---

**Table of Contents****FORWARD-LOOKING STATEMENTS**

This prospectus, and the documents incorporated herein by reference, contain forward-looking statements. Such forward-looking statements may include, without limitation, statements about the proposed transaction to acquire Meda, the Offer, the EPD Transaction, the benefits and synergies of the EPD Transaction and the proposed transaction, future opportunities for Mylan, Meda, or the Combined Company and products and any other statements regarding Mylan's, Meda's or the Combined Company's future operations, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competition, and other expectations and targets for future periods. These may often be identified by the use of words such as will, may, could, should, would, believe, anticipate, expect, plan, estimate, forecast, potential, intend, continue, target and variations of comparable words. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: uncertainties related to the proposed transaction, including as to the timing of the proposed transaction, uncertainties as to whether Mylan will be able to complete the proposed transaction, the possibility that competing offers will be made, the possibility that certain conditions to the completion of the Offer will not be satisfied, and the possibility that Mylan will be unable to obtain regulatory approvals for the proposed transaction or be required, as a condition to obtaining regulatory approvals, to accept conditions that could reduce the anticipated benefits of the proposed transaction; the ability to meet expectations regarding the accounting and tax treatments of the EPD Transaction and the proposed transaction; changes in relevant tax and other laws, including but not limited to changes in the U.S. tax code and healthcare and pharmaceutical laws and regulations in the U.S. and abroad; the integration of the EPD Business and Meda being more difficult, time-consuming, or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients, or suppliers) being greater than expected following the EPD Transaction and the proposed transaction; the retention of certain key employees of the EPD Business and Meda being difficult; the possibility that Mylan may be unable to achieve expected synergies and operating efficiencies in connection with the EPD Transaction and the proposed transaction within the expected time-frames or at all and to successfully integrate the EPD Business and Meda; expected or targeted future financial and operating performance and results; the capacity to bring new products to market, including but not limited to where Mylan uses its business judgment and decides to manufacture, market, and/or sell products, directly or through third parties, notwithstanding the fact that allegations of patent infringement(s) have not been finally resolved by the courts (i.e., an at-risk launch); any regulatory, legal, or other impediments to Mylan's ability to bring new products to market; success of clinical trials and Mylan's ability to execute on new product opportunities; any changes in or difficulties with our inventory of, and our ability to manufacture and distribute, the EpiPen® Auto-Injector to meet anticipated demand; the scope, timing, and outcome of any ongoing legal proceedings and the impact of any such proceedings on financial condition, results of operations and/or cash flows; the ability to protect intellectual property and preserve intellectual property rights; the effect of any changes in customer and supplier relationships and customer purchasing patterns; the ability to attract and retain key personnel; changes in third-party relationships; the impact of competition; changes in the economic and financial conditions of the businesses of Mylan, Meda or the Combined Company; the inherent challenges, risks, and costs in identifying, acquiring, and integrating complementary or strategic acquisitions of other companies, products or assets and in achieving anticipated synergies; uncertainties and matters beyond the control of management; and inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis. For more detailed information on the risks and uncertainties associated with Mylan's business activities, see the risks described in Mylan's Annual Report on Form 10-K for the year ended December 31, 2015, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and its other filings with the SEC. These risks and uncertainties, as well as other risks and uncertainties associated with Mylan, Meda and the Combined Company are also more fully discussed in the sections entitled Risk Factors Related to Mylan and the Offer and Risk Factors Related to Meda beginning on pages 22 and 36 of this prospectus,

respectively, and those risks and uncertainties that will be discussed in the Offer Document and the EU Prospectus.  
You can access

**Table of Contents**

Mylan's filings with the SEC through the SEC website at [www.sec.gov](http://www.sec.gov), and Mylan strongly encourages you to do so. Mylan undertakes no obligation to update any statements herein for revisions or changes after the date of this prospectus, except as required by law.

All subsequent written or oral forward-looking statements concerning the proposed transaction, the Offer, a compulsory acquisition or other matters addressed in this prospectus and attributable to Mylan or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

---

**Table of Contents**

**BACKGROUND AND REASONS FOR THE OFFER**

**Background of the Offer**

During the past decade, Mylan has become a global leader in the pharmaceutical industry—one with unprecedented scale in its operating platform, diversity in its portfolio, and significant renown for the efficiency of its operations and the quality of its products. In addition to the cultivation of numerous organic growth drivers, a key aspect of its transformation and growth has been meaningful participation in the ongoing consolidation of the global pharmaceutical industry and the completion of transactions accretive to adjusted earnings.

Mylan has been highly active in evaluating quality companies and assets within the industry to identify those that would most effectively build on its operating platform and commercial presence, complement its existing strengths and capabilities, enhance its financial flexibility, further strengthen its competitive position, promote the long-term sustainable success of Mylan's business, enhance shareholder value and/or provide benefits to its other stakeholders, including employees, creditors, customers, suppliers, relevant patient populations and communities in which Mylan operates.

Since December 2010, Mylan and Meda have had an ongoing commercial relationship in which Meda markets and distributes Mylan's EpiPen Auto-Injector in Europe.

In the spring of 2014, Robert J. Coury, Executive Chairman of Mylan, initiated discussions with Bert-Åke Eriksson, Chairman of the Meda Board at that time, and Dr. Jörg-Thomas Dierks, Chief Executive Officer of Meda, regarding a potential combination of Mylan and Meda. On March 30, 2014, Mr. Coury sent a letter to Mr. Eriksson that contained Mylan's non-binding indication of interest in acquiring Meda for SEK 130 per share in an all-stock transaction. On April 4, 2014, the Meda Board publicly confirmed that it had received a proposal from Mylan and that the Meda Board had decided to reject such proposal. The rationale for the Meda Board's decision was not publicly disclosed. On April 24, 2014, Mr. Coury sent a letter to Mr. Eriksson that contained Mylan's revised non-binding indication of interest in acquiring Meda for SEK 145 per share in an all-stock transaction. On April 28, 2014, the Meda Board publicly announced that it had received a revised proposal from Mylan and that the Meda Board had decided to reject such revised proposal, explaining that the Meda Board's decision was based on a strong belief in the continued potential of Meda as a stand-alone company and the assumption that a transaction could not be completed as it lacked sufficient support from Meda's largest shareholder. No agreement to consummate a transaction was reached at that time.

In July 2014, Meda announced an agreement to acquire Rottapharm for EUR 2,752 million. Rottapharm reported 2013 revenue of EUR 536 million and 2013 adjusted EBITDA of EUR 149 million. Meda's acquisition of Rottapharm closed in October 2014.

On July 8, 2015, a representative of Meda invited Mylan to participate in an auction process relating to the potential sale by Meda of its German contraceptive products (the "Meda German Contraceptive Products"). Meda also invited other third parties, including potential financial buyers and strategic buyers, to participate in the auction process relating to the Meda German Contraceptive Products. On August 7, 2015, Mylan and Meda executed a confidentiality agreement related to the potential sale of the Meda German Contraceptive Products. During the period from August 2015 through November 2015, representatives of Mylan conducted a due diligence investigation of the Meda German Contraceptive Products and engaged in discussions with representatives of Meda and Meda's advisors with respect thereto. Meda ultimately abandoned its process to sell the Meda German Contraceptives Products as a result of Mylan's offer to acquire Meda's entire business.

Edgar Filing: Mylan N.V. - Form S-4/A

On August 29, 2015, Mr. Coury met with Dr. Dierks, Luca Rovati, Vice Chairman of Fidim and Deputy Chairman of the Meda Board, and Sigieri Diaz Pallavicini, Fidim's representative on Meda's Nomination Committee, in Madrid, Spain to discuss, among other things, a potential acquisition of Meda by Mylan.

On September 3, 2015, a representative of Rothschild invited Mylan to participate in an auction process relating to the potential sale by Meda of Meda Pharmaceuticals Inc., a subsidiary conducting Meda's operations in the

---

**Table of Contents**

United States (the Meda U.S. Business ). Meda also invited other third parties, including potential financial buyers and strategic buyers, to participate in the auction process relating to the Meda U.S. Business. On September 23, 2015, Mylan and Meda executed a confidentiality agreement related to the potential sale of the Meda U.S. Business. During the period from September 2015 through December 2015, representatives of Mylan and Mylan's advisors conducted a due diligence investigation of the Meda U.S. Business and engaged in discussions with representatives of Meda and Meda's advisors with respect thereto, including a Meda U.S. Business management meeting in New York, New York on November 9, 2015 and an in-person site visit at a Meda U.S. Business facility on December 1, 2015. Meda ultimately abandoned its process to sell the Meda U.S. Business as a result of Mylan's offer to acquire Meda's entire business.

On November 25, 2015, Mr. Coury and Mr. Rovati discussed by telephone a potential acquisition of Meda by Mylan. Between November 25, 2015 and December 1, 2015, Mr. Coury and Dr. Dierks had several conversations by email and telephone in which Dr. Dierks provided Mr. Coury with updates on Meda's business and its strategic direction and Mr. Coury expressed an interest in a potential acquisition of Meda by Mylan. They agreed to meet in person to discuss the matter further, including with respect to a proposed purchase price and consideration structure.

On December 9, 2015, Mr. Coury met with Dr. Dierks in Rome, Italy. During their meeting, Mr. Coury expressed Mylan's interest in pursuing a potential acquisition of Meda as a whole (including the Meda U.S. Business) for a total purchase price of between SEK 165 and SEK 180 per Meda share, comprised of at least 80 percent cash and the remainder in Mylan Shares. Mylan based its proposed purchase price range on publicly available information, including Meda's financial statements and Wall Street analyst reports. Mylan based its proposed 80 percent cash / 20 percent Mylan Shares consideration mix on its analysis of the optimal financial structure of the combined company, including its desire to balance accretion with financial flexibility to pursue additional strategic transactions.

Later on December 9, 2015, Mr. Coury met with Mr. Rovati and Mr. Pallavicini in Rome, Italy. During their meeting, Mr. Coury expressed Mylan's interest in pursuing a potential acquisition of Meda on the terms discussed with Dr. Dierks earlier that day.

On December 10, 2015, Mr. Coury and Dr. Dierks discussed by telephone the potential acquisition of Meda by Mylan. Dr. Dierks also informed Mr. Coury that Martin Svalstedt, Chairman of the Meda Board, and representatives of Stena, including Dan Sten Olsson, Chief Executive Officer of Stena, would be willing to meet with Mr. Coury to discuss the potential transaction if Mr. Coury would be willing to revise Mylan's initial proposed purchase price range of SEK 165-180 per Meda share to SEK 170-180 per Meda share. Mr. Coury agreed to do so and asked Dr. Dierks to arrange that meeting.

On December 13, 2015, Mr. Coury and a representative of Cravath, Swaine & Moore LLP, legal advisor to Mylan ( Cravath ), met with Mr. Svalstedt, Dr. Dierks, Mr. Olsson and Mr. Eriksson in Gothenburg, Sweden. During their meeting, Mr. Coury delivered to Mr. Svalstedt a non-binding indication of interest letter on behalf of Mylan to the Meda Board, which confirmed Mylan's interest in acquiring Meda (including the Meda U.S. Business) for a total purchase price of between SEK 170 and SEK 180 per Meda share, comprised of 80 percent cash and 20 percent Mylan Shares. The letter indicated that such price was based on publicly available information and that Mylan's interest in the potential transaction was based on the condition that the Meda Board publicly recommend Mylan's offer upon announcement and that both of Stena and Fidim support Mylan's offer by providing irrevocable undertakings to accept the offer.

On December 14, 2015, Mr. Olsson sent an email to Mr. Coury indicating that Stena's desired purchase price was SEK 175 per Meda share, comprised of SEK 136 in cash and SEK 39 in Mylan Shares. Mr. Coury sent a response email to Mr. Olsson indicating that the range of SEK 170 to SEK 180 per Meda share communicated by Mylan in its

non-binding indication of interest letter delivered on December 13, 2015 was based on publicly available information and that Mylan would not agree upon a specific price without conducting a due diligence investigation.

**Table of Contents**

On December 15, 2015, Mr. Olsson sent an email to Mr. Coury indicating Stena's willingness to continue discussions on the basis of Mylan's proposed purchase price range of SEK 170 to SEK 180 per Meda share. Later that day, a representative of Cravath sent via email a preliminary list of due diligence requests to Dr. Dierks.

On December 16, 2015, Mr. Svalstedt sent a letter via email on behalf of the Meda Board to Mr. Coury stating that the Meda Board had determined that Mylan's letter dated December 13, 2015 provided a basis for further discussions as well as confirmatory due diligence. Mr. Svalstedt also included in his email a draft confidentiality agreement relating to an acquisition by Mylan of Meda.

During the period from December 16, 2015 through December 23, 2015, representatives of Mylan and Meda and their respective advisors discussed and negotiated the terms of the confidentiality agreement, and Mylan and Meda executed the confidentiality agreement on December 24, 2015.

On December 17, 2015, representatives of Mylan, Meda, Cravath and Mannheimer Swartling Advokatbyrå, legal advisor to Meda (Mannheimer), convened a conference call to discuss the scope of due diligence items that would be provided by Meda to Mylan.

On December 29, 2015, Meda provided representatives of Mylan and Mylan's advisors with access to documents in an electronic data room for purposes of facilitating Mylan's due diligence investigation.

On January 7, 2016, Meda provided certain unaudited internal budget information prepared by Meda's management relating to fiscal years 2016 through 2018 to representatives of Mylan and Mylan's advisors.

On January 8, 2016, the Mylan Board held a meeting in London, United Kingdom to review and consider the approval of the potential acquisition of Meda by Mylan. After a comprehensive review and discussion conducted in consultation with its financial and legal advisors, the Mylan Board determined to approve the potential acquisition, subject to (1) confirmation that the Meda Board would issue a public recommendation of Mylan's offer upon Mylan's announcement thereof, (2) delivery of executed irrevocable undertakings to accept the offer and shareholder agreements by each of Stena and Fidim in a form acceptable to Mylan and (3) completion of Mylan's due diligence investigation to the satisfaction of Mylan.

Later on January 8, 2016, Mr. Coury called Mr. Svalstedt and explained that, based on Mylan's due diligence investigation conducted to that point, Mylan's proposed purchase price was expected to be SEK 160 per Meda share. Mr. Svalstedt and Mr. Coury agreed to meet in person to discuss further.

On January 10, 2016, Mr. Coury met with Mr. Svalstedt and Dr. Dierks in Frankfurt, Germany to discuss the potential transaction and Mylan's proposed purchase price. Messrs. Coury, Svalstedt and Dierks agreed to continue discussions regarding the potential transaction on the basis of a proposed purchase price of SEK 165 per Meda share, subject to the completion of Mylan's due diligence investigation.

On January 17, 2016, Meda suspended Mylan's access to the electronic data room, pending the completion of management meetings and a reaffirmation of Mylan's interest in the potential acquisition of Meda at a purchase price that would be acceptable to Meda.

On January 18, 2016, January 19, 2016 and January 20, 2016, representatives of Meda hosted management meetings in Frankfurt, Germany in order to make presentations to representatives of Mylan and Mylan's advisors and answer questions relating to Mylan's due diligence investigation.

Edgar Filing: Mylan N.V. - Form S-4/A

Between January 18, 2016 and January 21, 2016, Mr. Coury, Heather Bresch, Chief Executive Officer of Mylan, Mr. Svalstedt and Dr. Dierks, along with other representatives of Mylan and Meda and representatives of Centerview Partners, Rothschild, Cravath and Mannheimer, held several in-person meetings in Frankfurt,

**Table of Contents**

Germany and discussions by telephone relating to the potential transaction, which focused on Meda's business and its strategic direction and the amount and structure of the potential offer consideration.

On January 21, 2016, Mr. Coury delivered a term sheet to Mr. Svalstedt outlining a proposed consideration structure pursuant to which Meda shareholders would receive a fixed value of SEK 165 per Meda share, consisting of 80 percent in cash and 20 percent in Mylan Shares, subject to Mylan's option to adjust the mix of consideration in the event of a decline in the price of Mylan Shares between the announcement of the offer and the closing of the offer.

On January 21, 2016, Meda reinstated Mylan's access to the electronic data room and began uploading additional documents in response to follow-up due diligence requests by Mylan and Mylan's advisors. During the period from January 21, 2016 to February 10, 2016, Mylan and its advisors continued the due diligence investigation of Meda.

On January 21, 2016, a representative of Cravath sent to representatives of Mannheimer and Rothschild an initial draft of a form of irrevocable undertaking to accept Mylan's offer to be executed by each of Stena and Fidim. Between January 21, 2016 and February 10, 2016, representatives of Mylan, Stena, Fidim, Cravath, Mannheimer and Rothschild discussed and negotiated the terms of the Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking.

On January 28, 2016, a representative of Cravath sent to representatives of Mannheimer and Rothschild an initial draft of a form of shareholder agreement to be executed by each of Stena and Fidim. Between January 28, 2016 and February 10, 2016, representatives of Mylan, Stena, Fidim, Cravath, Mannheimer and Rothschild discussed and negotiated the terms of the Stena Shareholder Agreement and the Fidim Shareholder Agreement.

Between January 25, 2016 and January 29, 2016, representatives of Mylan conducted in-person site visits at certain of Meda's facilities.

On February 3, 2016 and February 4, 2016, representatives of Mylan, Meda, Centerview Partners, Rothschild, Cravath and Mannheimer convened several in-person meetings in London, United Kingdom and held several conversations by telephone to discuss and negotiate the terms of the potential transaction, including the proposed content of the Meda Board's recommendation of Mylan's offer and the proposed content of the offer announcement press release and the offer conditions contained therein.

On February 4, 2016, a representative of Cravath sent to representatives of Meda, Mannheimer and Rothschild a draft offer announcement press release. Between February 4, 2016 and February 10, 2016, representatives of Mylan, Meda, Cravath, Mannheimer and Rothschild discussed and negotiated the terms of the final Offer announcement press release.

On February 5, 2016, the Mylan Board held a meeting in London, United Kingdom to discuss, among other things, Mylan's financial results with respect to the year and quarter ended December 31, 2015, and to update the review of the potential acquisition of Meda. After a comprehensive review and discussion conducted in consultation with its financial and legal advisors, the Mylan Board reaffirmed and ratified the approval granted at its meeting on January 8, 2016, subject to (1) confirmation that the Meda Board would issue a public recommendation of Mylan's offer upon Mylan's announcement thereof, (2) delivery of executed irrevocable undertakings to accept the offer and shareholder agreements by each of Stena and Fidim in a form acceptable to Mylan and (3) completion of the remaining items in Mylan's due diligence investigation to the satisfaction of Mylan.

During the period from February 5, 2016 through February 10, 2016, representatives of Mylan, Meda, Stena, Fidim, Cravath, Advokatfirman Vinge KB, Swedish legal advisor to Mylan ( Vinge ), Mannheimer, Centerview Partners and

Rothschild engaged in several discussions to negotiate the final terms of the potential transaction.

---

**Table of Contents**

On February 9, 2016, Mr. Coury and Mr. Svalstedt engaged in several discussions with respect to the potential offer and the amount and structure of the offer consideration, including the formula used to determine the total offer consideration and the Share Cap. Later on February 9, 2016, Mr. Coury delivered a letter to Mr. Svalstedt on behalf of Mylan to the Meda Board that, among other things, indicated that the Mylan Board was supportive of the potential offer and had unanimously authorized Mylan to proceed with the Offer on the terms (including the amount and structure of the Offer consideration) as described in this prospectus, subject to (1) confirmation by the Meda Board that it would issue a public recommendation of the Offer upon Mylan's announcement of the Offer and (2) delivery of the Stena Irrevocable Undertaking and the Stena Shareholder Agreement each executed by Stena and delivery of the Fidim Irrevocable Undertaking and the Fidim Shareholder Agreement each executed by Fidim.

Also on February 9, 2016, a representative of Mannheimer sent to representatives of Cravath a draft Meda Board recommendation press release. On February 9, 2016 and February 10, 2016, representatives of Mylan, Meda, Cravath, Vinge and Mannheimer discussed and revised the text of the final Meda Board recommendation press release.

During the course of the day on February 10, 2016, all documentation relating to the transaction was finalized and the following agreements were executed: (1) Mylan and Stena executed the Stena Irrevocable Undertaking and the Stena Shareholder Agreement, (2) Mylan and Fidim executed the Fidim Irrevocable Undertaking and the Fidim Shareholder Agreement and (3) Mylan, Mylan Inc., Deutsche Bank AG Cayman Islands Branch, Goldman Sachs Bank USA and Goldman Sachs Lending Partners LLC executed the Bridge Credit Agreement to finance the cash portion of the Offer consideration.

Shortly after the close of trading on NASDAQ on February 10, 2016, Mylan issued the final Offer announcement press release and Meda issued the final Meda Board recommendation press release. As described in Mylan's Offer announcement press release, the total Offer consists of a combination of cash and Mylan Shares with a value at announcement of SEK 165 per Meda share, which represented a premium of approximately 9% compared to the 52-week intraday high of SEK 152.00 per Meda share for the 52-week period up to and including February 10, 2016, approximately 68% compared to the 90 calendar day volume-weighted average share price of SEK 98.50 per Meda share in the period up to and including February 10, 2016 and approximately 92% compared to the closing share price of SEK 86.05 per Meda share on February 10, 2016.

**Mylan's Reasons for the Offer**

Mylan has been highly active in evaluating major assets within the industry to identify those that would most effectively build on its operating platform and commercial presence, complement its existing strengths and capabilities, enhance its financial flexibility, strengthen its competitive position, deliver additional shareholder value and offer substantial benefits to Mylan's other stakeholders.

In furtherance of this strategy, Mylan identified Meda as a unique and strategic asset, with a high quality workforce which will add to Mylan's powerful, diversified and sustainable global platform. After careful consideration and deliberation, the Mylan Board unanimously approved the proposed acquisition of Meda.

In arriving at its determination, the Mylan Board consulted with Mylan's management, legal counsel, and financial advisor, reviewed a significant amount of information, considered a number of factors in its deliberations described above, and concluded that the proposed acquisition of Meda is likely to result in significant strategic and financial benefits to Mylan for the reasons discussed below:

The Combined Company will be a global pharmaceutical leader that is more diversified and has a stronger presence across geographies, therapeutic categories and channels and more breadth, scale and diversity to drive durable growth for the long term.

## Table of Contents

Following completion of the transaction, the Combined Company will have an enhanced financial profile with approximately \$11.8 billion in combined 2015 sales and combined 2015 adjusted EBITDA of approximately \$3.8 billion. The sum of 2015 U.S. GAAP net earnings attributable to Mylan N.V. and Meda s 2015 IFRS operating profit would have been approximately \$1.2 billion.<sup>1</sup>

The Combined Company will have a balanced portfolio of more than 2,000 products across the branded/specialty, generics and OTC segments, sold in more than 165 markets around the world.

The transaction will build on Mylan s recent acquisition of the EPD Business to create an unparalleled European platform for growth one that is well-positioned to succeed in this dynamic and challenging region. The transaction also consolidates EpiPen<sup>®</sup> Auto-Injector in Europe, providing greater opportunities to build the brand in this region.

The transaction delivers on Mylan s long-stated commitment to develop a substantial presence in the OTC segment, by creating an approximately \$1 billion global OTC business at close.

Mylan s and Meda s complementary therapeutic presence will create a scale player in respiratory / allergy, dermatology and pain products, providing greater opportunities for growth in these areas and maximizing the potential of future product launches.

By offering one of the industry s broadest portfolios of products across all customer channels (e.g., specialty, generics and OTC), the Combined Company will be well-positioned to deliver greater value to customers, which is increasingly important in light of the evolving payor and distributor environment. The combined portfolio will be supported by an expansive global commercial infrastructure, with sales representatives operating in 60 countries. The Combined Company will retain significant control over its supply chain, operating one of the industry s most extensive and highest-quality manufacturing and research and development platforms with approximately 60 facilities.

Substantial pre-tax annual operational synergies of approximately \$350 million by year four after completion of the Offer are expected to be realized as a result of savings associated with integration and optimization across cost components and functions, and through leveraging opportunities of the combined commercial platform. Components of these synergies include: (1) optimization of the combined commercial platform, (2) optimization of cost of goods sold through world-class supply chain, vertical integration and global sourcing excellence, (3) elimination of redundant general and administrative costs, including public company costs, and (4) cross-fertilization opportunities of the combined product portfolio.

The transaction is expected to be immediately accretive to Mylan adjusted earnings, with accretion to adjusted earnings increasing significantly after the first full year (2017) as synergies are realized. The transaction creates an opportunity to achieve \$0.35 to \$0.40 adjusted diluted EPS accretion in 2017 and to accelerate achievement of Mylan s previously stated \$6.00 in adjusted diluted EPS target in 2017 versus

2018.<sup>2</sup> However, the transaction is not expected to be immediately accretive on a U.S. GAAP basis.<sup>3</sup>

- <sup>1</sup> Combined Company figures represent an aggregation of Mylan figures derived from financial information prepared in accordance with U.S. GAAP and Meda figures derived from financial information prepared in accordance with IFRS as issued by the IASB and do not reflect pro forma adjustments (including no elimination of transactions between Mylan and Meda). See Appendix III to this prospectus for a quantitative reconciliation of the stated historical non-GAAP measure, combined 2015 adjusted EBITDA of approximately \$3.8 billion, to the most directly comparable U.S. GAAP and IFRS measures, 2015 U.S. GAAP net earnings attributable to Mylan N.V. and Meda's 2015 IFRS operating profit.
- <sup>2</sup> Stated 2017 opportunity/2018 target; this is a long-term target only and does not represent company guidance.
- <sup>3</sup> See Appendix III of this prospectus for a qualitative reconciliation of the stated forward-looking non-GAAP measures, pro forma adjusted earnings and opportunity to achieve \$0.35 to \$0.40 adjusted diluted EPS accretion in 2017, to their most directly comparable U.S. GAAP measures, U.S. GAAP net earnings attributable to Mylan N.V. and U.S. GAAP diluted earnings per share, respectively.

**Table of Contents**

Mylan's pro forma leverage at close is expected to be approximately 3.8x debt-to-adjusted EBITDA, and the significant adjusted free cash flows generated by the Combined Company will allow for rapid deleveraging. As a result, Mylan will retain ample financial flexibility to pursue additional external opportunities. Based upon historical levels of operating cash flow for Mylan and Meda, the Combined Company is expected to generate significant operating cash flow on a U.S. GAAP basis.<sup>4</sup>

The Mylan Board believes that the Offer is compelling given that:

the Offer consideration represents a meaningful premium for Meda shareholders;

the total enterprise value of the Offer for all Meda shares, including Meda net debt, was approximately SEK 83.6 billion or \$9.9 billion at announcement;

if the Offer is completed, Meda shareholders will become shareholders of Mylan, which has a clear track record of creating shareholder value, with an annualized five year total shareholder return of approximately 20.7 percent<sup>5</sup>; and

the Offer is fully financed and not conditional on further due diligence.

In addition to the compelling value to Meda shareholders, the Mylan Board believes that the proposed acquisition of Meda would offer substantial benefits to the other stakeholders of both companies:

the proposed acquisition of Meda will provide a broader variety of opportunities to employees of the Combined Company;

the position of creditors, customers and suppliers will be enhanced by the Combined Company's scale and significant cash flows; and

patients will receive improved access to high-quality medicine through increased scale across geographies and robust capabilities to drive innovation.

The Mylan Board weighed these factors and the anticipated benefits of the proposed acquisition of Meda against a number of uncertainties, risks, and potentially negative factors relevant to the proposed acquisition of Meda, including risks of the type and nature described under the sections entitled "Risk Factors Related to Mylan and the Offer," "Risk Factors Related to Meda" and "Forward-Looking Statements" beginning on pages 22, 36 and 45 of this prospectus, respectively, including:

The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the

market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate;

The Offer may not be completed on the terms or timeline currently contemplated, or at all;

Mylan must obtain required approvals and consents to consummate the Offer, which, if delayed or not granted, may jeopardize or delay the completion of the Offer, result in additional expenditures of money and resources, and/or reduce the anticipated benefits of the Offer;

The market for Mylan Shares may be adversely affected by the issuance of Mylan Shares pursuant to the Offer;

- <sup>4</sup> See Appendix III of this prospectus for qualitative reconciliations of the stated forward-looking non-GAAP financial measures, pro forma leverage at close of 3.8x debt-to-adjusted EBITDA and pro forma adjusted free cash flow, to the most directly comparable U.S. GAAP measures, pro forma U.S. GAAP debt to pro forma LTM U.S. GAAP net earnings attributable to Mylan N.V. at close and U.S. GAAP net cash provided by operating activities, respectively.
- <sup>5</sup> Total shareholder return data is from Bloomberg and reflects total return (including price appreciation and reinvested dividends) as of December 31, 2015.

**Table of Contents**

Mylan will incur significant transaction-related costs in connection with the Offer, which could have a material adverse effect on Mylan's business, financial condition, results of operations, cash flows and/or share price;

The business relationships of Mylan and Meda, including customer relationships, may be subject to disruption due to uncertainty associated with the Offer;

If counterparties to certain agreements with Meda, including certain debt agreements, do not consent, change of control rights under those agreements may be triggered as a result of the Offer, which could cause the Combined Company to lose the benefit of such agreements and incur material liabilities or replacement costs;

The Offer, if successful, will trigger provisions contained in certain of Meda's employee benefit plans and agreements that will require Mylan to make change in control payments;

If completed, the Offer may not achieve the intended benefits or may disrupt Mylan's plans and operations;

If goodwill or other intangible assets that Mylan records in connection with the Offer and a compulsory acquisition become impaired, Mylan could have to take significant charges against earnings;

Mylan's actual financial condition and results of operations may differ materially from the unaudited pro forma financial information included in the Offer Document;

Mylan will need to timely and effectively implement its internal controls over Meda's operations as required under the Sarbanes-Oxley Act of 2002;

While Mylan currently expects the Offer to be immediately accretive to its adjusted annual earnings per share following its completion, a decrease or delay in the expected accretive effect of the Offer to Mylan's annual adjusted earnings per share may negatively affect the market price of Mylan Shares;

Mylan will incur a substantial amount of indebtedness to acquire the Meda shares pursuant to the Offer and a compulsory acquisition. Based upon the unaudited condensed combined pro forma balance sheet as of March 31, 2016, Mylan would have total indebtedness (defined as long-term debt plus the current portion of long-term debt and other long-term obligations), less cash, of approximately \$15.0 billion following completion of the Offer;

Disruption in the financial markets could affect Mylan's ability to refinance the Bridge Credit Facility on favorable terms, or at all;

Mylan will have significant additional indebtedness which could adversely affect Mylan's financial condition, prevent Mylan from fulfilling its obligations with respect to such indebtedness and impose other financial and operating restrictions on Mylan. Any refinancing of this debt could bear significantly higher interest rates; and

Loss of key personnel could lead to loss of customers, business disruption, and a decline in revenues, adversely affect the progress of pipeline products, or otherwise adversely affect the operations of Mylan. The Mylan Board concluded that the potential benefits that it expected Mylan would achieve as a result of the proposed acquisition of Meda outweighed the uncertainties, risks, and potentially negative factors relevant to the proposed acquisition of Meda.

This discussion of the information and factors considered by the Mylan Board includes the principal positive and negative factors considered by the Mylan Board, but is not intended to be exhaustive and may not include all of the factors considered by the Mylan Board. In view of the wide variety of factors considered in connection with its evaluation of the proposed acquisition of Meda, and the complexity of these matters, the Mylan Board did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the proposed acquisition of Meda. Rather, the Mylan Board viewed its decisions as being based on the totality of the information presented to it and the factors it considered. In addition, individual members of the Mylan Board may have given differing weights to different factors.

The information presented in this section is forward looking in nature and, therefore, you should read it in light of the factors discussed in the section of this prospectus entitled "Forward-Looking Statements" beginning on page 45.

**Table of Contents**

**Recommendation of the Meda Board**

The Meda Board's recommendation of the Offer is based on an assessment of a number of factors that the Meda Board has considered relevant in relation to the evaluation of the Offer. These factors include, but are not limited to, Meda's present position, the expected future development of Meda and thereto related possibilities and risks.

In the Meda Board's opinion, Meda has a well-defined and viable strategy going forward, notably in relation to further organic growth of the Dymista® franchise both in Europe and the U.S., a strong and growing presence in emerging markets and further margin expansion following the integration of the Rottapharm business. However, the Meda Board views a combination of Meda and Mylan as positive and believes it to be strategically merited in a rapidly consolidating market, and the share consideration will further enable Meda's shareholders to benefit from the combined accelerated growth story and combination benefits.

Furthermore, these benefits enable Meda to address certain risks associated with Meda's current prospects. These risks include those associated with Meda's scale in the U.S. market, which is not at critical mass, macroeconomic issues in selected economies and the inorganic growth of Meda.

The Meda Board believes that there are a number of strategic benefits to Meda from combining its operations with Mylan, including:

Significantly strengthens and diversifies commercial presence

Diversifies Meda's global portfolio mix by strengthening branded platform and creates \$1 billion business in attractive OTC market

Establishes critical mass across all commercial channels in Europe; creates a leading U.S. specialty business; and provides exciting platform for growth in new emerging markets

Enhances critical mass in key therapeutic areas

Complementary therapeutic presence in all regions will create a leader in allergy and respiratory and a scale player in dermatology, pain and gastrointestinal

Provides opportunity to sell combined portfolio in new markets

Financially compelling transaction

Enhances size and scale with combined 2015 sales of approximately \$11.8 billion and combined 2015 adjusted EBITDA of approximately \$3.8 billion<sup>7</sup>

Substantial synergy opportunity, with approximately \$350 million of pre-tax annual operational synergies expected to be achieved by year four after completion of the Offer

In addition, the Meda Board has taken into account a number of factors including, but not limited to, that the Offer represented at announcement a significant premium to prevailing market prices for Meda shares, and that the Offer from Mylan is clearly superior to the non-binding indicative interest by Mylan in 2014.

Having concluded this assessment, the Meda Board believes that the terms of the Offer substantially recognize Meda's growth prospects, as well as the risks associated with those prospects.

When evaluating the Offer, the Meda Board also considered that shareholders representing approximately 30 percent of shares and votes in Meda have undertaken to accept the Offer and the opinion of SEB Corporate Finance, dated February 10, 2016, to the Meda Board as to the fairness, from a financial point of view and as of such date, of

<sup>7</sup> Combined Company figures represent an aggregation of Mylan figures derived from financial information prepared in accordance with U.S. GAAP and Meda figures derived from financial information prepared in accordance with IFRS as issued by the IASB and do not reflect pro forma adjustments (including no elimination of transactions between Mylan and Meda). See Appendix III to this prospectus for a quantitative reconciliation of the stated historical non-GAAP measure, combined 2015 adjusted EBITDA of approximately \$3.8 billion, to the most directly comparable U.S. GAAP and IFRS measures, 2015 U.S. GAAP net earnings attributable to Mylan N.V. and Meda's 2015 IFRS operating profit.

---

**Table of Contents**

the Offer consideration to be received in the Offer by shareholders of Meda, which opinion was based on and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as more fully described below under the caption Opinion of Meda's Financial Advisor.

Based on the above, the Meda Board unanimously recommended that the Meda shareholders accept the Offer.<sup>8</sup>

Risks related to the Offer are described under the caption Risk Factors related to Mylan and the Offer, beginning on page 22 of this prospectus.

**Opinion of Meda's Financial Advisor**

In connection with the Offer, the Meda Board requested that SEB Corporate Finance evaluate the fairness, from a financial point of view, of the Offer consideration to be received in the Offer by shareholders of Meda. On February 10, 2016, at a meeting of the Meda Board held to evaluate the Offer, SEB Corporate Finance delivered an oral opinion, confirmed by delivery of a written opinion dated February 10, 2016, to the Meda Board to the effect that, as of such date and based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken described in its opinion, the Offer consideration to be received in the Offer by shareholders of Meda was fair, from a financial point of view, to such holders. The full text of SEB Corporate Finance's written opinion, dated February 10, 2016, which describes the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, is attached as Appendix I to this prospectus and is incorporated herein by reference. The description of SEB Corporate Finance's opinion set forth below is qualified in its entirety by reference to the full text of SEB Corporate Finance's opinion. SEB Corporate Finance's opinion stated that, as described to SEB Corporate Finance by the management of Meda, pursuant to the terms of the Offer, the total implied value of the Offer consideration may not be less than SEK 152 (the Floor Value). For purposes of its analyses and opinion, SEB Corporate Finance assumed, with the Meda Board's consent, that the Offer consideration will have, and the term Offer consideration refers to, a total implied value per Meda share equal to the Floor Value.

**SEB Corporate Finance's advisory services and opinion was provided for the information of and assistance to the Meda Board (in its capacity as such) in connection with its consideration of the Offer consideration from a financial point of view and did not address any other aspects or implications of the Offer. SEB Corporate Finance was not requested to consider, and its opinion did not address, the underlying business decision of Meda to effect the Offer, nor did SEB Corporate Finance's opinion address the relative merits of the Offer as compared to any alternative business strategies that might exist for Meda, including whether any other transaction would potentially be more favorable for the shareholders of Meda or the effect of any other transaction in which Meda might engage. SEB Corporate Finance's opinion is not intended to be and does not constitute a recommendation as to whether the shareholders of Meda should accept the Offer or how any such shareholder should act on any matters relating to the Offer or otherwise.**

In connection with the presentation of its opinion, SEB Corporate Finance, *inter alia*, reviewed a draft, provided to SEB Corporate Finance on February 9, 2016, of the Offer press release (including the terms and conditions of the Offer set out therein), certain publicly available and other business and financial information relating to Meda (including annual reports for the financial years 2013 and 2014 and the interim report for the first nine months of 2015 and certain reports prepared by equity analysts) as well as certain financial forecasts and other information and data which were provided to or discussed with SEB Corporate Finance by the management of Meda and that

- <sup>8</sup> Since each of Stena and Fidim has entered into an undertaking to tender its Meda shares in the Offer and a related shareholder agreement (see The Offer Irrevocable Undertakings to Accept the Offer; Shareholder Agreements beginning on page 92 of this prospectus), Meda Board members Martin Svalstedt, Luca Rovati, Peter Claesson and Lars Westerberg did not participate in the Meda Board's decision to recommend the Offer. The other Meda Board members who did participate in such decision unanimously recommended the Offer.

**Table of Contents**

Meda directed SEB Corporate Finance to utilize for the purposes of its analyses (including extrapolations based on certain alternative assumptions provided by the management of Meda). In addition, SEB Corporate Finance held discussions with the Chairman of the Meda Board and senior members of the management of Meda concerning the businesses, operations, financial position and prospects of Meda.

SEB Corporate Finance performed discounted cash flow analyses and Leveraged Buy-Out analyses of Meda. Furthermore, SEB Corporate Finance considered certain financial and stock exchange related information regarding Meda in comparison with certain other companies with similar operations and other transactions that SEB Corporate Finance considered relevant in evaluating Meda and the Offer. SEB Corporate Finance also reviewed the share price development and trading activity in Meda shares on Nasdaq Stockholm and performed such other analyses and studies as SEB Corporate Finance deemed appropriate as a basis for its opinion.

Given that the Offer consideration only consists of up to 20 percent of newly issued Mylan Shares, and since the share portion of the Offer consideration is dependent on the Mylan Share price immediately before the Offer consideration will be paid, SEB Corporate Finance's mandate did not include financial analyses or an opinion relating to Mylan or the value of Mylan Shares. SEB Corporate Finance, however, reviewed certain publicly available business and financial information relating to Mylan (including certain reports prepared by equity analysts) for the purposes of its opinion. In addition, SEB considered certain financial and stock exchange related information regarding Mylan in comparison with certain other companies with similar operations that SEB Corporate Finance considered relevant in evaluating Mylan. SEB Corporate Finance also reviewed the share price development and trading activity in Mylan Shares on NASDAQ.

SEB Corporate Finance relied, without independent verification, upon the accuracy in all material aspects of all of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with SEB Corporate Finance and upon the assumption that no information of material importance to the evaluation of Meda's future earnings capacity or for SEB Corporate Finance's assessment in general was omitted.

With respect to financial forecasts and other information and data provided to or otherwise reviewed by or discussed with SEB Corporate Finance by the management of Meda, SEB Corporate Finance was advised by such management, and SEB Corporate Finance assumed, that such financial forecasts and other information and data (including extrapolations thereto) were reasonably prepared on bases reflecting the best currently available estimates and judgments of such management as to the future financial performance of Meda and the other matters covered thereby. With respect to the publicly available research analysts' estimates relating to Meda reflected in such financial forecasts and other information and data and publicly available research analysts' estimates relating to Mylan, SEB Corporate Finance assumed that they reflected reasonable estimates and judgments as to, and were a reasonable basis upon which to evaluate, the future financial performance of Meda, Mylan and the other matters covered thereby. SEB Corporate Finance further assumed that the financial results reflected in the financial forecasts and other information and data utilized in its analyses would be realized at the times and in the amounts projected. SEB Corporate Finance assumed that any adjustments, prorations or allocations of the Offer consideration would not be meaningful in any material respect to its analyses or opinion.

SEB Corporate Finance did not conduct any due diligence in order to verify the accuracy of received or reviewed information, and did not make any independent evaluation or assessment of the assets and liabilities (contingent, off-balance sheet or otherwise) of Meda, Mylan or any other entity. SEB Corporate Finance did not make any physical inspection of the properties or assets of Meda, Mylan or any other entity. SEB Corporate Finance assumed that the Offer would be consummated in accordance with its terms and in compliance with all applicable laws, documents and other requirements, without waiver, modification or amendment of any material term, condition or agreement, and that, in the course of obtaining the necessary governmental, regulatory or third party approvals, consents, releases,

waivers and agreements for the Offer, no delay, limitation, restriction or condition, including any divestiture requirements, amendments or modifications, would be imposed or occur that would be meaningful in any respect to SEB Corporate Finance's analyses or opinion. Representatives of Meda

**Table of Contents**

advised SEB Corporate Finance, and SEB Corporate Finance assumed, that the final terms and conditions of the Offer would not vary materially from those set forth in the draft of the Offer press release reviewed by SEB Corporate Finance. SEB Corporate Finance did not express any opinion with respect to accounting, tax, regulatory, legal or similar matters and it relied upon the assessments of representatives of Meda as to such matters.

SEB Corporate Finance's opinion did not address any terms (other than the Offer consideration to the extent expressly specified therein) or other aspects or implications of the Offer, including, without limitation, the form or structure of the Offer, the form of the Offer consideration or any terms, aspects or implications of any shareholders', non-competition, non-solicitation, non-hire or non-disruption or other agreement, arrangement or understanding to be entered into in connection with or contemplated by the Offer or otherwise. SEB Corporate Finance's assignment did not include expressing an opinion on the underlying business decision of Meda to effect the Offer, the relative merits of the Offer as compared to any alternative business strategies that might exist for Meda, including whether any other transaction would potentially be more favorable for the shareholders of Meda, or the effect of any other transaction in which Meda might engage. Furthermore, SEB Corporate Finance was not asked by the Meda Board to, and it did not, participate in the negotiation or structuring of the Offer or explore the possibility of any offer from another party as regards Meda or any part thereof. SEB Corporate Finance also expressed no view as to, and its opinion did not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the Offer, or any class of such persons, relative to the Offer consideration or otherwise.

SEB Corporate Finance's opinion was based upon current market, economic, financial and other conditions as in effect on, and upon the information made available as of, the date of such opinion. Any change in such conditions or information may require a reevaluation of SEB Corporate Finance's opinion. Although subsequent developments may affect SEB Corporate Finance's opinion, SEB Corporate Finance has no obligation to update, revise or reaffirm its opinion. SEB Corporate Finance's opinion did not include any assessment as to the actual value of Mylan Shares when issued or the prices at which Meda shares, Mylan Shares or any other securities would trade or otherwise be transferable at any time, including following announcement or consummation of the Offer.

In preparing its opinion, SEB Corporate Finance performed a variety of financial and comparative analyses, including those described below. The summary of the analyses below is not a complete description of SEB Corporate Finance's opinion or the analyses underlying, and factors considered in connection with, SEB Corporate Finance's opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to summary description. SEB Corporate Finance arrived at its ultimate opinion based on the results of all analyses and factors assessed as a whole, and it did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis. Accordingly, SEB Corporate Finance believes that the analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying such analyses and its opinion.

In its analyses, SEB Corporate Finance considered industry performance, general business, economic, market and financial conditions and other matters existing as of the date of its opinion, many of which are beyond the control of Meda and Mylan. No company, business or transaction reviewed is identical or directly comparable to Meda or Mylan or the Offer and an evaluation of these analyses is not entirely mathematical; rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading, acquisition or other values of the companies, business segments or transactions reviewed.

The estimates contained in SEB Corporate Finance's analyses and the valuation ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which

---

**Table of Contents**

may be significantly more or less favorable than those suggested by such analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold or acquired. Accordingly, the estimates used in, and the results derived from, SEB Corporate Finance's analyses are inherently subject to substantial uncertainty.

SEB Corporate Finance was not requested to, and it did not, recommend or determine the specific consideration payable in the Offer. The type and amount of consideration payable in the Offer were determined through negotiations between Meda and Mylan and the decision to recommend the Offer was solely that of the Meda Board. SEB Corporate Finance's opinion was only one of many factors considered by the Meda Board in its evaluation of the Offer and should not be viewed as determinative of the views of the Meda Board or the management of Meda with respect to the Offer or the consideration payable in the Offer.

The following is a summary of the material financial analyses presented to the Meda Board in connection with SEB Corporate Finance's opinion. **The financial analyses summarized below include information presented in tabular format. In order to fully understand SEB Corporate Finance's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of such analyses.** Financial data for Meda utilized in the financial analyses described below were based on, among other things, (i) research analysts' consensus estimates publicly available as of February 5, 2016 as extrapolated based on assumptions provided by the management of Meda (the Meda consensus case), (ii) internal financial forecasts and other information and data prepared by the management of Meda excluding Euromed S.A. as extrapolated based on assumptions provided by the management of Meda (the Meda bidder case), (iii) internal financial forecasts and other information and data reflected in the Meda bidder case as extrapolated based on alternative assumptions provided by the management of Meda (the Meda low case), (iv) internal financial forecasts and other information and data provided by the management of Meda excluding Euromed S.A. and Meda's U.S. operations as extrapolated based on assumptions provided by the management of Meda (the Meda management case) and (v) internal financial forecasts and other information and data reflected in the Meda management case as extrapolated based on alternative assumptions provided by the management of Meda (the Meda acquisition case).

---

**Table of Contents**

***Meda Financial Analyses***

*Selected Public Companies Analysis.* SEB Corporate Finance reviewed publicly available financial and stock market information of Meda and the following 29 selected companies, consisting of ten publicly traded companies that SEB Corporate Finance in its professional judgment considered generally relevant as publicly traded companies in the biopharmaceutical industry with mid-sized market capitalizations (collectively, the selected mid-cap companies ), 12 publicly traded companies that SEB Corporate Finance in its professional judgment considered generally relevant as publicly traded companies in the biopharmaceutical industry with large market capitalizations (collectively, the selected large-cap companies ) and seven publicly traded companies that SEB Corporate Finance in its professional judgment considered generally relevant as publicly traded companies in the generic biopharmaceutical industry (collectively, the selected generics companies and, together with the selected mid-cap companies and the selected large-cap companies, collectively, the selected companies ):

**Selected Mid-Cap Companies**

Almirall, S.A.  
Biogen Inc.  
Endo International plc  
H. Lundbeck A/S  
Ipsen SA  
Orion Corporation  
Recordati S.p.A.  
Shire plc  
UCB S.A.  
Valeant Pharmaceuticals International, Inc.

**Selected Large-Cap Companies**

AbbVie Inc.  
Amgen Inc.  
AstraZeneca PLC  
Bristol-Myers Squibb Company  
Eli Lilly and Company  
Gilead Sciences, Inc.  
GlaxoSmithKline plc  
Merck & Co., Inc.  
Novartis AG  
Pfizer Inc.  
Roche Holding Ltd  
Sanofi

**Selected Generics Companies**

Dr. Reddy's Laboratories Ltd.  
Impax Laboratories, Inc.  
Mylan N.V.  
Perrigo Company plc  
STADA Arzneimittel AG

Sun Pharmaceutical Industries Ltd.  
Teva Pharmaceutical Industries Ltd.

SEB Corporate Finance reviewed, among other information, enterprise values, calculated as fully diluted equity values based on closing stock prices on February 9, 2016, plus total debt, preferred stock and non-controlling interests (as applicable) and post-tax deficit of funded pension plans, and less cash and cash equivalents and investments in unconsolidated affiliates (as applicable), as a multiple of calendar year 2016 estimated earnings before interest, taxes, depreciation and amortization ( EBITDA ), calendar year 2016 estimated earnings before interest, taxes and amortization ( EBITA ) and five-year median next 12 months (as of February 9, 2016) estimated EBITDA. Financial data of the selected companies were based on public filings, publicly available research analysts consensus estimates (with amortization assumed in calendar year 2016 to equal amortization in calendar year 2015, in the case of EBITA, for select companies in respect of which research analysts consensus estimates for EBITA were unavailable as of February 9, 2016) and other publicly available information. Financial data of Meda was based on the Meda consensus case.

**Table of Contents**

The overall low to high calendar year 2016 estimated EBITDA and calendar year 2016 estimated EBITA multiples and the overall five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples observed for the selected companies were as follows:

selected mid-cap companies: low to high calendar year 2016 estimated EBITDA and calendar year 2016 estimated EBITA multiples of 8.8x to 23.4x (with a median of 10.2x) and 9.3x to 23.4x (with a median of 11.0x), respectively, and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiple of 10.6x;

selected large-cap companies: low to high calendar year 2016 estimated EBITDA and calendar year 2016 estimated EBITA multiples of 6.2x to 21.0x (with a median of 9.7x) and 6.3x to 23.7x (with a median of 10.8x), respectively, and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiple of 10.2x; and

selected generics companies: low to high calendar year 2016 estimated EBITDA and calendar year 2016 estimated EBITA multiples of 6.7x to 19.0x (with a median of 9.2x) and 6.7x to 20.5x (with a median of 11.0x), respectively, and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiple of 10.6x.

SEB Corporate Finance noted that the calendar year 2016 estimated EBITDA, calendar year 2016 estimated EBITA and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples observed for Meda were 8.3x, 8.6x and 8.7x, respectively.

SEB Corporate Finance then applied a selected range of calendar year 2016 estimated EBITDA multiples of 9.0x to 11.0x derived from the selected companies to Meda's calendar year 2016 estimated EBITDA, a selected range of calendar year 2016 estimated EBITA multiples of 11.0x to 12.5x derived from the selected companies to Meda's calendar year 2016 estimated EBITA and a selected range of five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples of 10.0x to 11.0x derived from the selected companies to Meda's calendar year 2016 estimated EBITDA. This analysis indicated the following approximate implied per share equity value reference ranges for Meda, as compared to the Offer consideration:

Approximate Implied Per Share

Equity Value Reference Ranges Based on:					Offer Consideration	
<u>CY 2016E EBITDA</u>		<u>CY 2016E EBITA</u>		<u>NTM EBITDA</u>		
SEK 95	SEK 132	SEK 125	SEK 151	SEK 114	SEK 132	SEK 152

**Table of Contents**

*Selected Precedent Transactions Analysis.* Using publicly available information, SEB Corporate Finance reviewed financial data relating to the following 37 selected transactions that SEB Corporate Finance in its professional judgment considered generally relevant involving target companies with operations in the biopharmaceutical industry, collectively referred to as the selected transactions:

Announcement Date	Acquiror	Target
September 8, 2015	Concordia Healthcare Corp.	Amdipharm Mercury Limited
May 18, 2015	Endo International plc	Par Pharmaceutical Holdings, Inc.
February 22, 2015	Valeant Pharmaceuticals International, Inc.	Salix Pharmaceuticals, Ltd.
February 5, 2015	Pfizer Inc.	Hospira, Inc.
January 26, 2015	Allergan plc (f/k/a Actavis plc)	Auden Mckenzie Holdings Limited
November 17, 2014	Actavis plc	Allergan, Inc.
November 6, 2014	Perrigo Company plc	Omega Pharma NV
September 16, 2014	Endo International plc	Auxilium Pharmaceuticals, Inc.
July 31, 2014	Meda AB (publ.)	Rottapharm S.p.A.
July 14, 2014	Mylan N.V.	Abbott Laboratories (non-U.S. developed markets specialty and branded generics business)
July 1, 2014	Actavis plc	Forest Laboratories, Inc.
June 24, 2014	Endo International plc	DAVA Pharmaceuticals, Inc.
April 7, 2014	Mallinckrodt public limited company	Questcor Pharmaceuticals, Inc.
April 6, 2014	Sun Pharmaceutical Industries Ltd.	Ranbaxy Laboratories Ltd
January 24, 2014	Actavis plc	Ascent Pharmahealth Ltd
November 19, 2013	Royal DSM N.V.	Patheon Inc.
November 5, 2013	Endo International plc	Paladin Labs Inc.
October 2, 2013	Pharma Strategy Partners GmbH	Acino Holding AG
August 16, 2013	STADA Arzneimittel AG	Thornton & Ross Ltd.
May 20, 2013	Actavis plc	Warner Chilcott plc
March 20, 2013	Valeant Pharmaceuticals International, Inc.	Ogabi Medical Products, Inc.
February 27, 2013	Mylan N.V.	Agila Specialities Private Limited
September 3, 2012	Valeant Pharmaceuticals International, Inc.	Medicis Pharmaceuticals International, Inc.
July 16, 2012	TPG Capital, L.P.	Par Pharmaceutical Companies, Inc.
May 2, 2012	Novartis AG	Fougera Pharmaceuticals Inc.
April 25, 2012	Watson Pharmaceuticals, Inc.	Actavis Group
July 11, 2011	Valeant Pharmaceuticals International, Inc.	Dermik Laboratories, Inc.
May 25, 2011	Watson Pharmaceuticals, Inc.	Specifar Pharmaceuticals S.A.
May 19, 2011	Takeda Pharmaceutical Company Limited	Nycomed A/S
May 16, 2011	Teva Pharmaceutical Industries Ltd.	Taiyo Pharmaceutical Industry Co. Ltd.

Edgar Filing: Mylan N.V. - Form S-4/A

May 2, 2011	Teva Pharmaceutical Industries Ltd.	Cephalon, Inc.
February 1, 2011	Valeant Pharmaceuticals International, Inc.	PharmaSwiss S.A.
December 15, 2010	Novartis AG	Alcon, Inc.
October 28, 2010	Sanofi (f/k/a Sanofi-Aventis)	BMP Sunstone Corporation
October 12, 2010	Pfizer Inc.	King Pharmaceuticals, Inc.
July 14, 2010	Mylan N.V.	Bioniche Pharma Holdings Limited
March 18, 2010	Teva Pharmaceutical Industries Ltd.	ratiopharm

SEB Corporate Finance reviewed, among other information, transaction values, based on the consideration paid in the selected transactions, as a multiple of such target companies' latest 12 months sales. Financial data of the selected transactions were based on publicly available research analysts' consensus estimates, public filings and other publicly available information. Financial data of Meda was based on the Meda consensus case.

The overall low to high latest 12 months sales multiples observed for the selected transactions were 1.7x to 11.9x (with a mean of 4.2x and a median of 3.5x). SEB Corporate Finance noted that the overall two-year and five-year median latest 12 months (as of February 5, 2016) sales multiples observed for the selected transactions were 4.7x

**Table of Contents**

and 3.5x, respectively, and the median latest 12 months sales multiples for the selected transactions that involved transaction values in excess of SEK 40 billion was 4.4x. SEB Corporate Finance then applied a selected range of latest 12 months sales multiples of 3.5x to 4.5x derived from the selected transactions to Meda's calendar year 2015 sales. This analysis indicated the following approximate implied per share equity value reference range for Meda, as compared to the Offer consideration:

Approximate Implied Per Share		Offer
Equity Value Reference Range		Consideration
SEK 120	SEK 175	SEK 152

*Discounted Cash Flow Analyses.* SEB Corporate Finance performed separate discounted cash flow analyses of Meda by calculating estimated present values of the unlevered, after-tax free cash flows that Meda was forecasted to generate during the fiscal years ending December 31, 2016 through December 31, 2025 based on the Meda consensus case, the Meda bidder case, the Meda low case, the Meda management case and the Meda acquisition case. SEB Corporate Finance calculated implied terminal values of Meda by applying to Meda's unlevered free cash flows for the fiscal year ending December 31, 2025 selected ranges of perpetuity growth rates of 0% to 1% in the case of the Meda consensus case, 0% to 1% in the case of the Meda bidder case, 0% to 0% in the case of the Meda low case, 0% to 1% in the case of the Meda management case, and 0% to 1.5% in the case of the Meda acquisition case. The present values (as of December 31, 2015) of Meda's cash flows and terminal values were then calculated using selected discount rates of 6.5% in the case of the Meda consensus case, 6.5% in the case of the Meda bidder case, 6.0% in the case of the Meda low case, 6.5% in the case of the Meda management case, and 7.5% in the case of the Meda acquisition case. These analyses indicated the following approximate implied per share equity value reference ranges for Meda, as compared to the Offer Consideration:

Approximate Implied Per Share					Offer
Equity Value Reference Ranges Based on:					Consideration
Meda	Meda	Meda	Meda	Meda	
Consensus Case	Bidder Case	Low Case	Management Case	Acquisition Case	
SEK 146	SEK 173	SEK 138	SEK 165	SEK 119	SEK 122
SEK 136	SEK 158	SEK 123	SEK 162	SEK 152	

*Additional Information.* SEB Corporate Finance observed certain additional information that was not considered part of its financial analyses for its opinion but was noted for informational purposes, including the following:

*Selected Public Companies Analysis.* SEB Corporate Finance reviewed publicly available financial and stock market information of Mylan and the selected companies. SEB Corporate Finance reviewed, among other information, the calendar year 2016 estimated EBITDA, calendar year 2016 estimated EBITA and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples described above under Meda Financial Analyses Selected Public Companies Analysis. Financial data of the selected companies were based on public filings, publicly available research analysts' consensus estimates (with amortization assumed in calendar year 2016 to equal amortization in calendar year 2015, in the case of EBITA, for select companies in respect of which research analysts' consensus estimates for EBITA were unavailable as of February 9, 2016) and other publicly available information. Financial data of Mylan was based on research analysts' consensus estimates publicly available as of February 5, 2016. SEB Corporate Finance then applied the same selected ranges of calendar year 2016 estimated EBITDA, calendar year

2016 estimated EBITA and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples derived from the selected companies to Mylan's calendar year 2016 estimated EBITDA, calendar year 2016 estimated EBITA and calendar year 2016 estimated EBITDA, respectively. This analysis indicated approximate implied per share equity value reference ranges for Mylan based on such calendar year 2016 estimated EBITDA, calendar year 2016 estimated EBITA and five-year median next 12 months (as of February 9, 2016) estimated EBITDA multiples of \$49 per share to \$63 per share, \$57 per share to \$66 per share and \$56 per share to \$63 per share, as compared to the closing price of Mylan Shares on February 9, 2016 of \$50.70 per share.

**Table of Contents**

*Other Information.* SEB Corporate Finance also observed, for informational purposes, the following:

historical trading prices of Meda shares during the 52-week period ended on February 9, 2016, which indicated low to high closing prices for Meda shares during such period of approximately SEK 83 per share to SEK 151 per share, as compared to the Offer consideration of SEK 152;

historical trading prices of Mylan Shares during the 52-week period ended on February 9, 2016, which indicated low to high closing prices for Mylan Shares during such period of approximately \$39 per share to \$76 per share, as compared to the closing price of Mylan Shares on February 9, 2016 of \$50.70 per share;

the liquidity of Mylan Shares based on the average daily trading volume of Mylan Shares during the 52-period ended on February 9, 2016, which indicated that the average daily trading volume during such period was approximately 7.3 million shares;

share price targets for Meda shares as reflected in selected publicly available research analysts' reports and other publicly available information, which indicated an overall low to high target share price range of approximately SEK 84 per share to SEK 150 per share (with a mean of SEK 128 per share and a median of SEK 129 per share) and an overall low to high target share price range adjusted to take into account share price movements since the publication dates of the applicable research analysts' reports of approximately SEK 81 per share to SEK 148 per share (with a mean of SEK 122 per share and a median of SEK 123 per share), as compared to the Offer consideration of SEK 152;

share price targets for Mylan Shares as reflected in selected publicly available research analysts' reports and other publicly available information, which indicated an overall low to high target share price range of approximately \$53 per share to \$72 per share (with a mean of \$63 per share and a median of \$62 per share), as compared to the closing price of Mylan Shares on February 9, 2016 of \$50.70 per share;

utilizing publicly available information, the implied premiums paid in selected precedent transactions announced from January 1, 2005 to December 31, 2015 involving Swedish target companies, excluding mandatory offers, which indicated an overall ten-year average implied premium in such transactions based on the closing share prices of the target companies involved in such transactions one trading day prior to announcement of such transactions of approximately 30%; applying such ten-year average implied premium derived from these transactions to the volume-weighted average closing price of Meda shares during the one-month and three-month periods ended February 9, 2016 of approximately SEK 91 per share and approximately SEK 99 per share, respectively, indicated approximate implied per share equity value reference ranges for Meda of SEK 118 per share to SEK 129 per share, as compared to the Offer consideration of SEK 152;

based on research analysts' consensus estimates and other publicly available information, the one-year and five-year median next 12 months (each as of February 9, 2016) estimated EBITDA multiples observed for

Mylan of 10.3x and 9.1x, respectively, which indicated an approximate implied per share equity value reference range for Mylan of \$49 per share to \$56 per share;

an illustrative leveraged buyout overview based on the Meda consensus case reflecting a theoretical range of purchase prices that could be paid by a hypothetical financial buyer in an acquisition of Meda assuming, among other things, a transaction closing date of December 31, 2015, pro forma leverage of 5.5x Meda's latest 12 months (as of December 31, 2015) EBITDA, a four-year investment period, a selected exit multiple of 10.5x Meda's latest 12 months (as of December 31, 2019) estimated EBITDA and a selected range of internal rates of return for a financial buyer of 15% to 25%, which indicated an approximate implied per share equity value reference range for Meda of SEK 86 per share to SEK 108 per share, as compared to the Offer consideration of SEK 152; utilizing the transaction closing date, leverage multiple and investment period assumptions described above and applying the same exit multiples and range of internal rates of return described above, such analysis would indicate, based on the Meda bidder case, the Meda low case, the Meda management case and the Meda acquisition case,

**Table of Contents**

approximate implied per share equity value reference ranges for Meda of SEK 78 per share to SEK 100 per share, SEK 64 per share to SEK 86 per share, SEK 72 per share to SEK 94 per share and SEK 75 per share to SEK 97 per share, respectively; and

an illustrative sensitivities overview of the potential impact on the discounted cash flow analyses described above under *Meda Financial Analyses Discounted Cash Flow Analyses* based on the Meda consensus case and the Meda acquisition case after applying, in calculating terminal values for Meda, selected ranges of perpetuity growth rates of (0.5%) to 2.5% in the case of the Meda consensus case and 0.0% to 3.0% in the case of the Meda acquisition case and, in calculating the present value (as of December 31, 2015) of the cash flows described above under *Meda Financial Analyses Discounted Cash Flow Analyses* and terminal values, a selected range of discount rates of 5.5% to 7.5% in the case of the Meda consensus case and 6.5% to 8.5% in the case of the Meda acquisition case, which indicated that a 0.5% change in the discount rate could result in a corresponding change in the approximate implied per share equity value for Meda by approximately 15%.

***Miscellaneous***

Meda has agreed to pay SEB Corporate Finance an aggregate fee of SEK 7 million, which was payable upon delivery of SEB Corporate Finance's opinion. In addition, Meda has agreed to reimburse SEB Corporate Finance for its expenses, including fees and expenses of counsel, and to indemnify SEB Corporate Finance and related parties against certain liabilities, including liabilities under federal securities laws, arising out of SEB Corporate Finance's engagement.

Meda selected SEB Corporate Finance based on SEB Corporate Finance's reputation, experience, industry knowledge, and familiarity with Meda and its business. Skandinaviska Enskilda Banken AB (SEB) is a leading bank in the Nordic market and offers Meda and other clients various financial services, including providing and arranging loans. Furthermore, SEB has operations within securities trading and brokerage, equity research and corporate finance. In the ordinary course of business within securities trading and brokerage, SEB or any of its affiliates may, at any point in time, hold long or short positions in, and may for its own or its clients' accounts trade in, the shares and other securities issued by Meda or Mylan.

As a result of its position in the Nordic market, other parts of SEB, apart from SEB Corporate Finance, are at any point in time, engaged in business with Meda, and SEB Corporate Finance has provided, and may at any point in time provide, financial advice to Meda regarding other transactions. As the Meda Board was aware, SEB, including SEB Corporate Finance, and its affiliates in the past have provided, currently are providing and in the future may provide investment banking, commercial banking and other similar financial services to Meda and its affiliates unrelated to the Offer, for which services SEB and its affiliates have received and expect to receive compensation, including, during the two-year period prior to the date of SEB Corporate Finance's opinion, having acted or acting as (i) lead manager for a rights issue of Meda and (ii) a lender under a credit facility of Meda, for which services described in clauses (i) and (ii) above SEB Corporate Finance and its affiliates received during the period from February 1, 2014 through January 31, 2016 aggregate fees of approximately SEK 270 million from Meda. Although SEB and its affiliates had not provided investment banking, commercial banking and other similar financial services to Mylan during the two-year period prior to the date of SEB Corporate Finance's opinion for which SEB or its affiliates received or expect to receive compensation, SEB and its affiliates may provide such services to Mylan and its affiliates in the future, for which services SEB and its affiliates would expect to receive compensation.

**Meda's Note Regarding Assumptions in Opinion of Meda's Financial Advisor**

The Floor Value assumption referenced above under Opinion of Meda's Financial Advisor (and the Meda Board's consent to its use by SEB Corporate Finance), which in effect assumes that the share portion of the Offer consideration should be valued based upon the market prices for Mylan Shares, was premised by the Meda

**Table of Contents**

Board, among other things, on the fact that the share portion of the Offer consideration would only pertain to at most 20 percent of the Meda shares tendered by each Meda shareholder, that the number of Mylan Shares per Meda share to be delivered as part of the Offer consideration would be based on a cap and collar mechanism that would reflect the market price of the Mylan Shares in the period preceding the Offer being declared unconditional, and the likelihood that, if Meda shareholders wanted to seek to capture the value of the Mylan Shares delivered as part of the Offer consideration, they would (given the anticipated listings of such Mylan Shares on NASDAQ and the TASE) be able to sell such Mylan Shares into a liquid market.

A description of the calculation of the Offer consideration, including a table which sets forth illustrative examples of the Offer consideration Meda shareholders will receive as the Offeror Average Closing Price varies, is included in the section entitled "Questions and Answers about the Offer: What will I receive for my Meda shares?" on page viii of this prospectus.

Please also see "Risk Factors Related to Mylan and the Offer: Risks Related to the Offer: The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate" beginning on page 27 of this prospectus.

**Table of Contents****THE OFFER****Offer Consideration**

Each Meda shareholder who validly tenders and does not properly withdraw prior to the Offer being declared unconditional will receive:

in respect of 80 percent of the number of Meda shares tendered by such shareholder, SEK 165 in cash per Meda share; and

in respect of the remaining 20 percent of the number of Meda shares tendered by such shareholder,

(i) if the Offeror Average Closing Price is greater than \$50.74, a number of Mylan Shares per Meda share equal to SEK 165 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate;

(ii) if the Offeror Average Closing Price is greater than \$30.78 and less than or equal to \$50.74, 0.386 Mylan Shares per Meda share; or

(iii) if the Offeror Average Closing Price is less than or equal to \$30.78, a number of Mylan Shares per Meda share equal to SEK 100 divided by the Offeror Average Closing Price as converted from USD to SEK at the Announcement Exchange Rate.

In short, each Meda shareholder will receive between SEK 152 and SEK 165 per Meda share in a combination of cash and Mylan Shares (based on the Announcement Exchange Rate).

If the aggregate number of Mylan Shares that otherwise would be required to be issued by Mylan as described above exceeds the Share Cap, then Mylan will have the option (in its sole discretion) to (a) issue Mylan Shares in connection with the Offer in excess of the Share Cap and thus pay the share portion of the Offer consideration as described above (i.e. the 20 percent set out above), (b) increase the cash portion of the Offer consideration (so that it becomes larger than the 80 percent set out above) and thus correspondingly decrease the share portion of the Offer consideration (so that it becomes smaller than the 20 percent set out above) such that the aggregate number of Mylan Shares issuable by Mylan in connection with the Offer would equal the Share Cap or (c) execute a combination of the foregoing.

The table below sets forth illustrative examples of the Offer consideration that Meda shareholders will receive in exchange for 100 Meda shares at different Offeror Average Closing Prices (subject to the treatment of fractional shares described below):

<b>Offeror Average</b>	<b>Cash Consideration (SEK)<sup>(1)</sup></b>	<b>Number of Mylan</b>	<b>Equivalent Value of Share</b>	<b>Total Consideration</b>	<b>Average Total Consideration Per</b>
----------------------------	---	----------------------------	--	--------------------------------	--

<b>Closing Price</b> <b>(USD)</b>		<b>Shares<sup>(2)</sup></b>	<b>Consideration</b> <b>(SEK)<sup>(3)</sup></b>	<b>(SEK)<sup>(4)</sup></b>	<b>Meda Share</b> <b>(SEK)<sup>(5)</sup></b>
60.00	13,200.00	6.54	3,300.00	16,500.00	165.00
55.00	13,200.00	7.13	3,300.00	16,500.00	165.00
50.00	13,200.00	7.72	3,248.50	16,448.50	164.48
45.00	13,200.00	7.72	2,923.65	16,123.65	161.24
40.00	13,200.00	7.72	2,598.80	15,798.80	157.99
35.00	13,200.00	7.72	2,273.95	15,473.95	154.74
30.00 <sup>(6)</sup>	13,200.00	7.92	2,000.00	15,200.00	152.00
25.00 <sup>(6)</sup>	13,200.00	9.51	2,000.00	15,200.00	152.00

(1) Calculated as the product of (i) 80 Meda shares and (ii) SEK 165.

(2) Calculated as the product of (i) 20 Meda shares and (ii) the applicable number of Mylan Shares per Meda share at the stated Offeror Average Closing Price.

**Table of Contents**

- (3) Calculated as the product of (i) the number of Mylan Shares, (ii) the Offeror Average Closing Price and (iii) the Announcement Exchange Rate.
- (4) Calculated as the sum of (i) the Cash Consideration and (ii) the Equivalent Value of Share Consideration.
- (5) Calculated as the quotient of (i) the Total Consideration and (ii) 100 Meda shares.
- (6) Based on 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of the most recent trading day prior to the date of this prospectus), the Share Cap would be exceeded at this Offeror Average Closing Price (assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer). The figures shown assume that Mylan does not adjust the Offer consideration.

The table below sets forth illustrative examples of the Offer consideration that Meda shareholders will receive in exchange for 100 Meda shares at different Offeror Average Closing Prices if Mylan elects to adjust the Offer consideration in the event the Share Cap is exceeded (subject to the treatment of fractional shares described below):

<b>Offeror</b>					
<b>Average</b>			<b>Equivalent Value</b>	<b>Total</b>	<b>Average Total</b>
<b>Closing Price</b>	<b>Cash</b>	<b>Number of</b>	<b>of Share</b>	<b>Consideration</b>	<b>Consideration</b>
<b>(USD)</b>	<b>Consideration</b>	<b>Mylan Shares</b>	<b>Consideration</b>		<b>Per</b>
	<b>(SEK)<sup>(1)</sup></b>		<b>(SEK)<sup>(2)</sup></b>	<b>(SEK)<sup>(3)</sup></b>	<b>Meda Share</b>
					<b>(SEK)<sup>(4)</sup></b>
30.00 <sup>(5)</sup>	13,200.00	7.92 <sup>(6)</sup>	2,000.00	15,200.00	152.00
30.00 <sup>(5)</sup>	13,250.90	7.72 <sup>(7)</sup>	1,949.10	15,200.00	152.00
30.00 <sup>(5)</sup>	13,225.45	7.82 <sup>(8)</sup>	1,974.55	15,200.00	152.00
25.00 <sup>(5)</sup>	13,200.00	9.51 <sup>(6)</sup>	2,000.00	15,200.00	152.00
25.00 <sup>(5)</sup>	13,575.75	7.72 <sup>(7)</sup>	1,624.25	15,200.00	152.00
25.00 <sup>(5)</sup>	13,387.88	8.61 <sup>(8)</sup>	1,812.12	15,200.00	152.00

- (1) Calculated as the difference between (i) the Total Consideration and (ii) the Equivalent Value of Share Consideration.
- (2) Calculated as the product of (i) the number of Mylan Shares, (ii) the Offeror Average Closing Price and (iii) the Announcement Exchange Rate.
- (3) Equals the applicable Total Consideration in the table of illustrative examples set forth immediately above.
- (4) Calculated as the quotient of (i) the Total Consideration and (ii) 100 Meda shares.
- (5) Based on 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of the most recent trading day prior to the date of this prospectus), the Share Cap would be exceeded at this Offeror Average Closing Price (assuming that 100 percent of the outstanding Meda shares will be tendered into the Offer).
- (6) Assumes that Mylan issues Mylan Shares in excess of the Share Cap and thus pays the share portion of the Offer consideration as described above with no adjustments.
- (7) Assumes that Mylan increases the cash portion of the Offer consideration and thus correspondingly decreases the share portion of the Offer consideration such that the aggregate number of Mylan Shares issuable by Mylan in connection with the Offer would equal the Share Cap.
- (8) Assumes that Mylan increases the cash portion of the Offer consideration and thus correspondingly decreases the share portion of the Offer consideration such that 50 percent of the Mylan Shares that would otherwise be issuable by Mylan in excess of the Share Cap are paid in cash.

For each directly registered Meda shareholder, the total number of Meda shares tendered by such shareholder will be multiplied by 0.20 (subject to adjustment in the event Mylan adjusts the Offer consideration if the Share Cap is

exceeded). The number of Meda shares resulting from the multiplication will be rounded up to the nearest whole Meda share and tendered in exchange for Mylan Shares. The remaining number of Meda shares that such shareholder tendered will be rounded down to the nearest whole Meda share and tendered in exchange for cash. The Offer can be accepted for each Meda shareholder's entire holding of Meda shares, even if such Meda shares do not correspond to a whole number of Mylan Shares.

---

**Table of Contents**

Only whole Mylan Shares will be delivered to Meda shareholders who accept the Offer. If a directly registered Meda shareholder would otherwise be entitled to a fraction of a Mylan Share, such fraction will be aggregated with the fractions of Mylan Shares to which other directly registered Meda shareholders would otherwise be entitled and sold by Handelsbanken on NASDAQ on behalf of such shareholders. The proceeds of such sales will be converted from USD to SEK, rounded to the nearest SEK 0.50, and distributed as promptly as practicable following settlement of the Offer to such shareholders based on the fraction of a Mylan Share to which each such shareholder would otherwise be entitled. There will be no commission fee for such sales. By accepting the Offer, each accepting Meda shareholder authorizes Handelsbanken to sell any such fraction on its behalf and convert the proceeds of such sale from USD to SEK. For each Meda shareholder whose Meda shares are registered with a nominee, any fraction of a Mylan Share to which such Meda shareholder would otherwise be entitled will be treated in accordance with the policies and practices of such nominee.

If Meda pays dividends or makes any other distributions to its shareholders with a record date occurring prior to the settlement of the Offer, or issues new shares (or takes any similar corporate action) resulting in a reduction of the value per share in Meda prior to the settlement of the Offer, the Offer consideration will be reduced accordingly. The reduction shall first be made against the cash portion of the Offer consideration. Mylan reserves the right to determine whether this price adjustment mechanism or the condition to the completion of the Offer requiring Meda to not take any action that is likely to impair the prerequisites for making or completing the Offer shall be invoked. Notwithstanding the foregoing in this paragraph, Meda will be permitted to pay in 2016 its regular annual cash dividend in respect of Meda shares not exceeding SEK 2.50 per Meda share, with declaration, record and payment dates consistent with past practice, and such regular annual cash dividend shall not reduce the Offer consideration.

Meda shareholders that are the record owners of their shares and directly tender their shares to Mylan in the Offer will not have to pay any brokerage fees, commissions or similar expenses. Meda shareholders who own their shares through a broker, dealer, bank, trust company or other nominee may be charged a fee by such broker, dealer, bank, trust company or other nominee if such broker, dealer, bank, trust company or other nominee tenders Meda shares on their behalf. Meda shareholders should consult their broker, dealer, bank, trust company or other nominee to determine whether any charges will apply.

For more information, see Risk Factors Related to Mylan and the Offer Risks Related to the Offer The value of the share portion of the Offer consideration is dependent on the market price of Mylan Shares. Because the market price of Mylan Shares and the exchange rate between USD and SEK may fluctuate, the market value of the Mylan Shares that will be issued in connection with the Offer may fluctuate on page 27 of this prospectus.

**Conditions of the Offer**

The Offer is subject to the following conditions:

- (i) the Offer being accepted to such an extent that Mylan becomes the owner of shares in Meda representing more than 90 percent of the total number of shares of Meda;
- (ii) Mylan's Registration Statement on Form S-4, of which this prospectus forms a part, becoming effective under the Securities Act of 1933, as amended, and not being the subject of any stop order or proceeding seeking a stop order by the SEC;
- (iii) the Mylan Shares to be issued in connection with the Offer being approved for listing on NASDAQ in the United States and the TASE in Israel;

(iv) with respect to the Offer and the acquisition of Meda, receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable;

(v) no circumstances having occurred which could have a material adverse effect or could reasonably be expected to have a material adverse effect on Meda's financial position or operation, including Meda's sales, results, liquidity, equity ratio, equity or assets;

## **Table of Contents**

(vi) neither the Offer nor the acquisition of Meda being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance;

(vii) Meda not taking any action that is likely to impair the prerequisites for making or completing the Offer;

(viii) no information made public by Meda or disclosed by Meda to Mylan being materially inaccurate, incomplete or misleading, and Meda having made public all information which should have been made public by it; and

(ix) no other party announcing an offer to acquire shares in Meda on terms more favorable to the shareholders of Meda than the Offer.

Mylan reserves the right to withdraw the Offer in the event it becomes clear that any of the above conditions is not satisfied or cannot be satisfied. With regard to conditions (ii) (ix), however, such withdrawal will only be made to the extent permitted by applicable law if the non-satisfaction is of material importance to Mylan's acquisition of the shares in Meda.

Mylan reserves the right to waive, in whole or in part, one or more of the conditions above, including, with respect to condition (i) above, to complete the Offer at a lower level of acceptance.

## **Acceptance Period; Settlement**

Once the Offer Document has been approved by the SFSA, the Offer Document and an accompanying acceptance form will be mailed to all directly registered Meda shareholders and made available for download in electronic form on [medatransaction.mylan.com](http://medatransaction.mylan.com), the Handelsbanken website ([www.handelsbanken.se/investeringserbjudande](http://www.handelsbanken.se/investeringserbjudande)) and the SFSA website ([www.fi.se](http://www.fi.se)) (Offer Document only). Meda shareholders should carefully read the information regarding the commencement date and expiration date of the acceptance period included in the Offer Document in the section "The Offer - Acceptance period," as well as the information regarding settlement included in the Offer Document in the section "Terms, conditions and instructions - Settlement."

## **Extension of the Acceptance Period**

Mylan has reserved the right to extend the acceptance period and, to the extent necessary and permissible, will do so in order for the acceptance period to cover applicable decision-making procedures at relevant authorities. Mylan also has reserved the right to postpone the settlement date. Mylan will announce any extension of the acceptance period and/or postponement of the settlement date by a press release in accordance with applicable laws and regulations.

## **Procedure for Tendering**

The Offer Document and the accompanying acceptance form will contain instructions for tendering Meda shares. Meda shareholders should carefully read the instructions for tendering Meda shares included in the acceptance form and in the section of the Offer Document entitled "Terms, conditions and instructions."

## **Withdrawal Rights**

Shareholders in Meda have the right to withdraw their acceptances of the Offer. To be valid, such withdrawal must have been received before Mylan has announced that the conditions for the completion of the Offer have been satisfied or, if such announcement has not been made during the acceptance period, by the last day of the acceptance

period. If any conditions for the completion of the Offer, which Mylan has reserved the right to waive, continue to apply during an extension of the Offer, the right to withdraw an acceptance will apply in the same manner throughout any such extension of the Offer.

## **Table of Contents**

The Offer Document will contain instructions for withdrawing tendered Meda shares. Meda shareholders should carefully read the instructions for withdrawing tendered Meda shares included in the section of the Offer Document entitled "Terms, conditions and instructions" Right to withdraw acceptance.

## **Compulsory Acquisition**

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. The purchase price for Meda shares acquired pursuant to the compulsory acquisition procedure will be determined by an arbitration tribunal. Such purchase price must be paid in cash and will include statutory interest accruing from the date the compulsory acquisition procedure is initiated. After initiating the compulsory acquisition procedure, Mylan will have the opportunity to obtain advance title to the minority Meda shares prior to the arbitration tribunal determining the purchase price for such Meda shares, which means that full ownership is obtained by Mylan with respect to the remaining Meda shares before the arbitration proceedings regarding the consideration have been completed. If advance title to the Meda shares is obtained by Mylan, the arbitration tribunal may issue a separate award with respect to that portion of the purchase price that is not disputed by Mylan. In that case, Mylan would be obliged to pay such portion prior to the final arbitration award.

See "Risk Factors Related to Mylan and the Offer" "Risks Related to the Offer" "Holders of Meda shares that do not accept the Offer and whose Meda shares are acquired by Mylan in the compulsory acquisition proceedings may not receive payment for a significant period of time after completion of the Offer."

## **Ownership of Mylan after the Offer**

Based on the assumptions described below, Mylan expects that 28.2 million Mylan Shares will be issued in connection with the Offer and as a result Mylan shareholders will own, in the aggregate, approximately 95 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer and former Meda shareholders will own, in the aggregate, approximately 5 percent of the outstanding Mylan Shares on a fully diluted basis immediately after completion of the Offer.

Mylan has assumed, solely for purposes of estimating the percentage of Mylan Shares that Mylan shareholders and former Meda shareholders will own upon the completion of the Offer, that:

the number of Meda shares outstanding immediately prior to the completion of the Offer will be approximately 365.5 million;

the number of Mylan Shares outstanding on a fully diluted basis immediately prior to the completion of the Offer will be approximately 515.8 million;

Mylan will not adjust the Offer consideration in the event the Share Cap is exceeded;

the Offeror Average Closing Price will be between \$30.78 and \$50.74; and

100 percent of the outstanding Meda shares will be tendered into the Offer.

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to initiate a compulsory acquisition procedure with respect to the remaining Meda shares in accordance with the Swedish Companies Act. Because shares acquired pursuant to compulsory acquisition proceedings must be paid for in cash, holders of such Meda shares will not receive Mylan Shares as part of the consideration for their Meda shares, and former Meda shareholders will own in the aggregate a lower percentage of the outstanding Mylan Shares than they otherwise would have owned had all Meda shareholders tendered their shares into the Offer.

Similarly, if Mylan adjusts the Offer consideration in the event the Share Cap is exceeded (by increasing the cash portion of the Offer consideration and correspondingly decreasing the share portion of the Offer consideration), former Meda shareholders will receive fewer Mylan Shares than they otherwise would have been delivered had Mylan not adjusted the Offer consideration, and former Meda shareholders will own in the aggregate a lower

---

**Table of Contents**

percentage of the outstanding Mylan Shares than they otherwise would have owned had Mylan not adjusted the Offer consideration.

See Risk Factors Related to Mylan and the Offer Risks Related to the Offer Meda shareholders will have a reduced ownership and voting interest after the completion of the Offer and will exercise less influence over the management and policies of Mylan than they do over Meda.

**Material Tax Considerations**

The following sections contain a discussion of the material tax consequences of the Offer and a compulsory acquisition to holders of Meda shares and the post-Offer-and-compulsory-acquisition ownership and disposition of Mylan Shares.

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER.**

**U.S. Federal Income Tax Considerations**

*Scope of Discussion*

The discussion below is based upon the existing provisions of the Code, applicable U.S. Treasury Regulations, judicial authority, administrative rulings effective as of the date hereof, and the income tax treaty between the United Kingdom and the United States ( Tax Treaty ). These laws and authorities are subject to change, possibly with retroactive effect. Any such change could produce tax consequences to the holders of Meda shares and Mylan Shares that are different than those described herein. The discussion below does not address any state, local or non-U.S. tax consequences or any U.S. federal tax consequences other than U.S. federal income tax consequences (such as estate and gift tax consequences or U.S. Medicare contribution tax consequences that may be applicable to a holder).

The discussion below is limited to U.S. Holders and non-U.S. Holders, in each case, who hold Meda shares or Mylan Shares as capital assets within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion describes the material U.S. federal income tax consequences of the Offer and a compulsory acquisition and the ownership and disposition of Mylan Shares but it does not purport to be a complete analysis or listing of all of the potential tax effects relevant to a decision on whether to approve the Offer. In particular, the tax treatment of holders will vary depending upon their particular situations and, except as otherwise noted, this discussion does not deal with all U.S. federal income tax considerations that may be relevant to particular holders in light of their particular circumstances, such as holders who are dealers in securities, who are subject to the alternative minimum tax provisions of the Code, that are banks, financial institutions, insurance companies, or tax-exempt entities, who own, directly, indirectly or constructively, 10 percent or more of the outstanding Meda shares or Mylan Shares, who do not hold their Meda shares or Mylan Shares as a capital asset, who acquired their Meda shares or Mylan Shares in connection with stock option or stock purchase plans or in other compensatory transactions, who hold Meda shares or Mylan Shares as part of an integrated investment (including a straddle ) comprised of Meda shares or Mylan Shares, as the case may be, and one or more other positions, or who may hold Meda shares or Mylan Shares subject to the constructive sale provisions of Section 1259 of the Code.

If a partnership (or an entity treated as a partnership for U.S. federal income tax purposes) holds Meda shares or Mylan Shares, the tax treatment of a partner generally will depend on the status of the partner and on the activities of the partnership. Mylan recommends that partners of partnerships holding Meda shares or Mylan Shares consult their

own tax advisors.

For purposes of this discussion, a U.S. Holder is a beneficial owner of Meda shares or Mylan Shares that is, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a U.S.

---

**Table of Contents**

corporation or an entity taxable as a U.S. corporation, (iii) an estate whose income is subject to U.S. federal income tax regardless of its source, or (iv) a trust if (x) a U.S. court can exercise primary supervision over the trust's administration and (y) one or more U.S. persons are authorized to control all substantial decisions of the trust.

For purposes of this discussion, a non-U.S. Holder is a beneficial owner of Meda shares or Mylan Shares that is not a U.S. Holder or a partnership (or an entity treated as a partnership U.S. federal income tax purposes).

As described under Risk Factors We expect to be treated as a non-U.S. corporation for U.S. federal income tax purposes. Any changes to the tax laws or changes in other laws (including under applicable income tax treaties), regulations, rules, or interpretations thereof applicable to inverted companies and their affiliates, whether enacted before or after the EPD Transaction, may materially adversely affect us in Part II, Item 1A of Mylan's Quarterly Report on Form 10-Q for the three months ended March 31, 2016, Mylan expects to be treated as a non-U.S. corporation for U.S. federal income tax purposes and this discussion assumes that Mylan will be so treated. The U.S. federal income tax consequences of receiving or owning Mylan Shares would be materially different than those stated herein if, notwithstanding Mylan's expectation, Mylan were to be treated as a U.S. corporation for U.S. federal income tax purposes.

***Tax Consequences of the Offer and a Compulsory Acquisition to Holders of Meda Shares***

***U.S. Holders***

The receipt of Mylan Shares and cash in exchange for Meda shares pursuant to the Offer or cash in exchange for Meda shares pursuant to a compulsory acquisition will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes. Therefore, generally, a U.S. Holder of Meda shares will recognize capital gain or loss equal to the difference between (i) the amount realized, as described in the succeeding sentence and (ii) the shareholder's adjusted tax basis in the Meda shares exchanged therefor.

The amount realized generally will be the sum of the fair market value of the Mylan Shares and the cash received in the Offer or the cash received in a compulsory acquisition. The fair market value of the Mylan Shares received will be determined on the settlement date of the Offer, in the case of a cash basis U.S. Holder, and the date of sale, in the case of an accrual basis U.S. Holder. An accrual basis U.S. Holder, if it elects, may determine the U.S. dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the Offer. If an accrual basis U.S. holder does not make such an election, such accrual basis U.S. Holder may have foreign currency exchange gain or loss because of differences between USD/SEK exchange rates prevailing on the date of sale and on the settlement date. Any such foreign currency exchange gain or loss would be treated as ordinary income or loss and would be in addition to gain or loss realized by the U.S. Holder on the disposition of Mylan Shares. Except with respect to foreign currency exchange gain or loss, any such gain or loss generally would be capital gains.

Capital gains of a non-corporate U.S. Holder (including an individual) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. Holder has held its Meda shares for more than one year as of the date of the Offer or a compulsory acquisition, as applicable. The deductibility of capital losses is subject to limitations.

A U.S. Holder's adjusted tax basis in the Meda shares generally should equal the holder's purchase price for the shares, as adjusted to take into account stock dividends, stock splits or similar transactions.

If a U.S. Holder acquired different blocks of Meda shares at different times or at different prices, the U.S. Holder must determine its tax basis and holding period separately with respect to each block of Meda shares.

A U.S. Holder receiving Mylan Shares in the Offer will have an aggregate tax basis in those Mylan Shares received equal to the fair market value of the Mylan Shares as of the effective date of the Offer and the holding

---

**Table of Contents**

period of the Mylan Shares will begin on the day after the Offer becomes effective. Although it is not entirely clear how statutory interest accruing from the date the compulsory acquisition procedure is initiated will be treated for U.S. federal income tax purposes, this discussion assumes it is properly treated as interest. A U.S. Holder will be taxed on amounts treated as interest accruing from the date the compulsory acquisition procedure is initiated as ordinary income.

Except in the case of certain corporations or other exempt holders, Mylan Shares and/or cash received by a U.S. Holder in the Offer or a compulsory acquisition may be subject to U.S. information reporting requirements and may be subject to backup withholding unless the U.S. Holder provides an accurate taxpayer identification number on a properly completed U.S. Internal Revenue Service ( IRS ) Form W-9 (or appropriate successor form) and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding will be allowed as a refund or credit against a holder's U.S. federal income tax liability, provided that certain required information is timely furnished to the IRS.

*Non-U.S. Holders*

A non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain realized upon an exchange pursuant to the Offer or a compulsory acquisition unless:

the gain is effectively connected with the non-U.S. Holder's conduct of a trade or business in the United States and, if required by an applicable income tax treaty as a condition for subjecting the holder to U.S. federal income taxation on a net income basis, the gain is attributable to a U.S. permanent establishment of the non-U.S. Holder; or

the non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and certain other conditions are satisfied.

Gain recognized by a non-U.S. Holder described in the first bullet point above will be subject to tax under the rules described above as if it were a U.S. Holder and, in the case of a non-U.S. corporation, might be subject to an additional branch profits tax at a 30 percent rate (or such lower rate as may be specified by an applicable income tax treaty). An individual non-U.S. Holder of Meda shares who is present in the United States for 183 days or more during the taxable year of the Offer or a compulsory acquisition, as applicable, and satisfies certain other conditions will be subject to U.S. federal income tax at a 30 percent rate (or such lower rate as may be specified by an applicable income tax treaty) on the gain, which may be offset by U.S. source capital losses of the non-U.S. Holder so long as the non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

A non-U.S. Holder generally will not be subject to U.S. federal income tax on any amounts received pursuant to the compulsory acquisition, which is characterized as accrued interest, unless the income is effectively connected with the non-U.S. Holder's conduct of a trade or business in the United States or in certain other circumstances.

A non-U.S. Holder will not be subject to U.S. backup withholding if it provides a certification of non-U.S. status on a properly completed W-8BEN or W-8BEN-E (or other applicable form). Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against any non-U.S. Holder's U.S. federal tax liability, so long as the required information is timely furnished to the IRS.

If a non-U.S. Holder is a citizen or resident of, or otherwise subject to taxation in, a country other than the United States, the non-U.S. tax consequences of the receipt of Mylan Shares and cash pursuant to the Offer or cash pursuant to a compulsory acquisition will depend on the applicable tax laws in such country. Mylan recommends that non-U.S. Holders consult their own tax advisors regarding the tax consequences of the receipt of Mylan Shares and cash pursuant to the Offer or cash pursuant to a compulsory acquisition.

---

**Table of Contents*****Tax Consequences of Holding Mylan Shares******U.S. Holders***

***Dividends.*** The gross amount of cash distributions on Mylan Shares (including amounts withheld in respect of taxes, if any) will be taxable as dividends to the extent paid out of Mylan's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such income will be includable in a U.S. Holder's gross income as ordinary income on the day actually or constructively received. Such dividends will not be eligible for the dividends-received deduction allowed to corporations under the Code.

Subject to exceptions for short-term and hedged positions, non-corporate U.S. Holders (including individuals) may be eligible for reduced rates of taxation applicable to qualified dividend income on certain dividends if (i) Mylan is eligible for the benefits of a comprehensive income tax treaty with the United States that the U.S. Treasury Department determines to be satisfactory for purposes of the qualified dividend rules and that includes an exchange of information program and (ii) Mylan was not, in its taxable year prior to the distribution, and is not, in its taxable year of the distribution, a passive foreign investment company (PFIC) under Section 1297 of the Code. The U.S. Treasury Department has determined that the Tax Treaty meets these requirements, and Mylan believes that it is eligible for benefits under the Tax Treaty. As explained below, Mylan believes it will not be a PFIC in the current taxable year, and does not anticipate becoming a PFIC in any subsequent taxable year.

Except if certain exceptions apply, dividends paid by Mylan should constitute foreign source income and will, depending on the U.S. Holder's circumstances, be either passive or general category income for purposes of computing the foreign tax credit allowable to the holder. Foreign tax credits will not be allowed for foreign dividend withholding taxes, if any, imposed on a U.S. Holder in respect of certain short-term or hedged positions in Mylan Shares. The foreign tax credit rules are complex and Mylan recommends that U.S. Holders consult their own tax advisors concerning the implications of these rules in light of their particular circumstances.

To the extent that the amount of any distribution exceeds Mylan's current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction (but not below zero) in the adjusted tax basis of the U.S. Holder's Mylan Shares, and to the extent the amount of the distributions exceeds such adjusted tax basis, the excess will be taxed as capital gain recognized on a sale or exchange.

***Capital gains.*** For U.S. federal income tax purposes, a U.S. Holder will recognize gain or loss on any sale or exchange of a Mylan Share in an amount equal to the difference between the amount realized for the share and its adjusted tax basis in the share. The gain or loss recognized by a U.S. Holder on the sale or exchange will generally be capital gain or loss. Capital gains of a non-corporate U.S. Holder (including an individual) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. Holder has held its Mylan Shares for more than one year as of the date of the sale or exchange. The deductibility of capital losses is subject to limitations.

***Passive Foreign Investment Company.*** U.S. Holders would be subject to a special, adverse U.S. federal income tax regime (that would differ in certain respects from that described above) if Mylan were, or were to become, a PFIC for U.S. federal income tax purposes. Although Mylan believes it will not be a PFIC for the current year and that it is unlikely that it will become a PFIC, the determination of whether a non-U.S. corporation is a PFIC is made annually, and thus may be subject to change. In addition, the IRS or a court may disagree with Mylan's position, and Mylan cannot assure U.S. Holders that Mylan will avoid PFIC status in the future. Mylan recommends that U.S. Holders consult with their own tax advisors regarding the adverse U.S. federal income tax consequences of owning the stock of a PFIC and of making certain available elections designed to lessen those adverse consequences.

*Controlled Foreign Corporation.* If one or more U.S. persons who each own, directly, indirectly or constructively, 10 percent or more of the vote of Mylan (each, a CFC Shareholder ) own directly, indirectly or

---

**Table of Contents**

constructively more than 50 percent of Mylan (by vote or value), Mylan would generally be treated as a controlled foreign corporation (a CFC). CFC Shareholders are treated as receiving current distributions of their respective share of certain income of the CFC without regard to any actual distributions. CFC Shareholders are subject to certain burdensome U.S. federal income tax and administrative requirements (but generally are not subject to the requirements generally applicable to U.S. shareholders of a PFIC). In addition, a U.S. Holder who is or has been a CFC Shareholder may recognize dividend income and not capital gain on the disposition of shares of the CFC. U.S. Holders who are not CFC Shareholders would not be subject to any additional U.S. federal income tax consequences in the event Mylan becomes a CFC in the future. Mylan believes that it is not a CFC and does not expect to become a CFC in the future.

*Information reporting and backup withholding.* Except in the case of certain corporations or other exempt holders, dividends paid by Mylan to a U.S. Holder may be subject to U.S. information reporting requirements and may be subject to backup withholding unless the U.S. Holder provides an accurate taxpayer identification number on a properly completed IRS Form W-9 and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that certain required information is timely furnished to the IRS.

*Specified foreign financial assets.* Individual U.S. Holders that own specified foreign financial assets with an aggregate value in excess of \$50,000 are generally required to file an information statement along with their tax returns, currently on IRS Form 8938, with respect to such assets. Specified foreign financial assets include any financial accounts held at a foreign financial institution, as well as securities issued by a foreign issuer (which would include Mylan Shares) that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations have been proposed that would extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. U.S. Holders who fail to report the required information could be subject to substantial penalties. Mylan recommends that U.S. Holders consult their own tax advisors concerning the application of these rules to their investment in Mylan, including the application of the rules to their particular circumstances.

#### *Non-U.S. Holders*

*Dividends.* Non-U.S. Holders generally will not be subject to U.S. federal income tax (including U.S. federal withholding tax) on dividends in respect of Mylan Shares.

Holders whose dividend is effectively connected with the conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed place of business maintained by the non-U.S. Holder in the United States) will be subject to U.S. federal income tax on a net income basis in the same manner as if the non-U.S. Holder were a U.S. Holder and, in the case of a non-U.S. corporation, might be subject to an additional branch profits tax equal to 30 percent of its effectively connected earnings and profits (or such lower rate as may be specified by an applicable income tax treaty) in the same manner as a U.S. Holder, as described above.

*Capital gain.* In addition, a non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain recognized on the sale, exchange or other disposition of Mylan Shares unless:

the gain is effectively connected with the non-U.S. Holder's conduct of a trade or business in the United States, and, if required by an applicable income tax treaty as a condition for subjecting the holder to U.S. federal income taxation on a net income basis, the gain is attributable to a U.S. permanent establishment of the non-U.S. Holder; or

the non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of the transaction and certain other conditions are satisfied.

---

## **Table of Contents**

Gain recognized by a non-U.S. Holder described in the first bullet point above will be subject to tax under the rules described above as if it were a U.S. Holder and, in the case of a non-U.S. corporation, might be subject to an additional branch profits tax at a 30 percent rate (or such lower rate as may be specified by an applicable income tax treaty). An individual non-U.S. Holder of Mylan Shares who is present in the United States for 183 days or more during the taxable year of the transaction and satisfies certain other conditions will be subject to U.S. federal income tax at a 30 percent rate (or such lower rate as may be specified by an applicable income tax treaty) on the gain, which may be offset by U.S. source capital losses of the non-U.S. Holder so long as the non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

If a non-U.S. Holder is a citizen or resident of, or otherwise subject to taxation in, a country other than the United States, the foreign tax consequences of owning and disposing of Mylan Shares will depend on the applicable tax laws in such country Mylan recommends that non-U.S. Holders consult their own tax advisors regarding the tax consequences of the owning and disposing of Mylan Shares.

Non-U.S. Holders may be required to comply with certification and identification procedures in order to establish an exemption from information reporting and backup withholding.

### ***FATCA***

Provisions under Sections 1471 through 1474 of the Code and applicable U.S. Treasury Regulations commonly referred to as FATCA generally impose 30 percent withholding on certain withholdable payments and, in the future, may impose such withholding on foreign passthru payments made by a foreign financial institution (each as defined in the Code) that has entered into an agreement with the IRS to perform certain diligence and reporting obligations with respect to the foreign financial institution's accounts (a participating foreign financial institution or PFFI). While Mylan does not expect to be treated as a foreign financial institution for the purposes of FATCA, it is possible that FATCA withholding may be imposed on Mylan dividends if, for example, such dividends are paid to an intermediary foreign financial institution that is not a PFFI or if the dividend is paid to a recipient who has failed to comply with certain FATCA reporting obligations (a so called recalcitrant account holder). Mylan recommends that prospective investors consult their own tax advisors regarding the potential impact of FATCA and any foreign legislation or foreign intergovernmental agreement implementing FATCA on their ownership of Mylan Shares.

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF U.S. LAW.**

### **Sweden Tax Considerations**

Below is a summary of the material Swedish tax issues related to the Offer for private individuals and limited liability companies that are residents of Sweden for tax purposes (unless otherwise stated) and hold Meda shares ( Swedish Holders ). This summary is based on current legislation in Sweden and is intended to provide general information only regarding the shares for the period during which the Meda shares are traded on Nasdaq Stockholm and Mylan Shares are traded on NASDAQ and the TASE.

This summary does not cover:

the tax consequences related to a compulsory acquisition;

situations where shares are held as current assets in business operations (for tax purposes);

situations where shares are held by a limited partnership or a partnership;

situations where shares are held in an investment savings account (Sw. *investeringssparkonto*);

**Table of Contents**

the special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends that may be applicable e.g. when the investor holds shares representing more than 10 percent of the voting rights or the capital or holds shares that are deemed to be held for business purposes (for tax purposes);

the special rules that may be applicable to private individuals who make or reverse a so called investor deduction (*Sw. investeraravdrag*);

taxation of any currency exchange gains or losses;

credit of foreign taxes;

foreign companies conducting business through a permanent establishment in Sweden; or

foreign companies that have been Swedish companies.

Further, special tax rules apply to certain categories of companies. The tax consequences for each shareholder depend on the holder's particular circumstances.

***Disposal of some Meda shares against cash***

For shareholders in Meda that accept the Offer and thereby dispose some of their Meda shares against cash, a liability for capital gains taxation will occur. The capital gain or the capital loss is computed as the difference between the consideration, less selling expenses, and the acquisition value and should be declared in the income tax return. The acquisition value for all shares of the same class and type shall be added together and computed collectively in accordance with the so-called average method (*Sw. genomsnittsmetoden*). As an alternative, the so-called standard method (*Sw. schablonmetoden*) may be used at the disposal of listed shares, such as the Meda shares. This method means that the acquisition value may be determined as 20 percent of the consideration less selling expenses.

***Private individuals***

For private individuals resident in Sweden for tax purposes, capital income such as interest income, dividends and capital gains is taxed in the capital income category. The tax rate in the capital income category is 30 percent. Capital losses on listed shares, such as the Meda shares, are fully deductible against taxable capital gains realized in the same year on shares, as well as on listed securities taxed as shares (however not mutual funds, (*Sw. värdepappersfonder*), or hedge funds, (*Sw. specialfonder*), containing Swedish receivables only, (*Sw. räntefonder*)). 70 percent of capital losses not absorbed by these set-off rules are deductible in the capital income category.

If there is a net loss in the capital income category, a reduction is granted of the tax on income from employment and business operations, as well as national and municipal property tax. This tax reduction is 30 percent of the net loss that does not exceed SEK 100,000 and 21 percent of any remaining net loss. A net loss cannot be carried forward to future tax years.

***Limited liability companies***

For limited liability companies (*Sw. aktiebolag*) all income, including taxable capital gains and taxable dividends, is taxed as income from business operations at a rate of 22 percent. Deductible capital losses on shares may only offset taxable capital gains on shares and other securities taxed as shares. A net capital loss on shares that cannot be utilized during the year of the loss, may be carried forward (by the limited liability company that has suffered the loss) and offset taxable capital gains on shares and other securities taxed as shares in future years, without any limitation in time. If a capital loss cannot be deducted by the company that has suffered the loss, it may be deducted from another group company's taxable capital gains on shares and other securities taxed as shares, provided that the companies are entitled to tax consolidation (through so-called group contributions)

---

## **Table of Contents**

and both companies request this treatment for a tax year having the same filing date for each company (or, if one of the companies' accounting liability ceases, would have had the same filing date). Special tax rules may apply to certain categories of companies or certain legal persons (e.g. investment companies).

### ***Disposal of some Meda shares against Mylan Shares***

Swedish Holders who accept the Offer and acquire new Mylan Shares against some of their Meda shares should be considered to have disposed of such Meda shares. Based on the assumption that the sale of the Meda shares to Mylan will be made on market terms and that Mylan, by the end of the calendar year during which the disposal of the Meda shares was completed, will hold Meda shares representing more than in aggregate 50 percent of the total votes in Meda, the rules on roll-over relief should apply to private individuals and deferred taxation should apply to limited liability companies. If the Offer is completed, Mylan intends to hold Meda shares in such manner that these requirements will be met.

#### ***Private individuals holding***

Private individuals that are residents of Sweden for tax purposes should be deemed to have acquired the Mylan Shares at a purchase price corresponding to the acquisition value of the Meda shares if the rules on roll-over relief apply. It should be noted that the exchange of shares itself does not need to be declared in the tax return.

If a private individual ceases to have his or her residence (*Sw. bosättning*) or ceases to permanently stay (*Sw. stadigvarande vistas*) within the European Economic Area and the rules on roll-over relief have been applied, a fictitious capital gain assignable to the share exchange would become taxable. A capital gain or a capital loss will be computed as the difference between the fair market value of the Mylan Shares received at the time of the disposal and the acquisition value of the Meda shares disposed of. Mylan intends to make a request to the Swedish Tax Agency for a determination of the fair market value of the Mylan Shares at the time of disposal. Information regarding the value will be provided on Mylan's and Meda's respective websites, [www.mylan.com](http://www.mylan.com) and [www.meda.se](http://www.meda.se).

#### ***Limited liability companies***

Limited liability companies that wish to defer the tax on the capital gain must declare the capital gain in their tax returns and formally request a tax deferral. A capital gain or a capital loss will be computed as the difference between the fair market value of the Mylan Shares received at the time of the disposal and the acquisition value of the Meda shares disposed of. Mylan intends to make a request to the Swedish Tax Agency for a determination of the fair market value of the Mylan Shares at the time of disposal. Information regarding the value will be provided on Mylan's and Meda's respective websites, [www.mylan.com](http://www.mylan.com) and [www.meda.se](http://www.meda.se).

If a limited liability company has requested a tax deferral of a capital gain on disposed Meda shares, the deferred capital gain should be brought to taxation no later than when the received Mylan Shares are disposed of. If this company already owned Mylan Shares of the same type and class before accepting the Offer or acquires such Mylan Shares following the acceptance of the Offer, a certain order of priority is applicable. When the Mylan Shares are sold, the Mylan Shares are then deemed to have been disposed of in the following order.

1. Mylan Shares acquired prior to the Offer

2. Mylan Shares acquired in connection with the Offer

3. Mylan Shares acquired after the Offer

***Taxation of holders of Mylan Shares following the completion of the Offer***

*Private individuals*

For private individuals resident in Sweden for tax purposes, capital income such as interest income, dividends and capital gains is taxed in the capital income category. The tax rate in the capital income category is 30 percent.

---

## **Table of Contents**

Capital gains and capital losses are calculated and offset in the same way as described above under Disposal of some Meda shares against cash . This also applies to such capital gains or losses on received fractions of Mylan Shares that will be added together with other such fractions and disposed of for the shareholders account.

For private individuals resident in Sweden for tax purposes, a preliminary tax is normally withheld on dividends if the dividends are paid by Euroclear or by another legal entity domiciled in Sweden, including a Swedish branch of a non-Swedish corporation. For private individuals resident in Sweden for tax purposes, such preliminary tax is calculated so that it, together with any foreign tax that has been withheld, amounts to 30 percent.

### *Limited liability companies*

For limited liability companies (*Sw. aktiebolag*) all income, including taxable capital gains, is taxed as income from business operations at a rate of 22 percent. Capital gains and capital losses are calculated and offset in the same way as described above under Disposal of some Meda shares against cash .

### *Shareholders not resident in Sweden for tax purposes*

Shareholders not resident in Sweden for tax purposes are normally not liable for capital gains taxation in Sweden upon disposals of shares. Shareholders may, however, be subject to taxation in their country of residence.

According to a special rule, private individuals not resident in Sweden for tax purposes are, however, subject to Swedish capital gains taxation upon disposals of shares, if they have been residents of Sweden due to a residence (*Sw. bosättning*) or permanent stay (*Sw. stadigvarande vistelse*) in Sweden at any time during the calendar year of disposal or the ten calendar years preceding the year of disposal. In a number of cases though, the applicability of this rule is limited by tax treaties.

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF SWEDISH LAW.**

## **Netherlands Tax Considerations**

### **Scope of Discussion**

The following is a summary of the material Netherlands tax consequences of the Offer and a compulsory acquisition and the ownership and disposition of Mylan Shares. This summary does not purport to describe all possible tax considerations or consequences that may be relevant to all categories of investors, some of which may be subject to special treatment under applicable law (such as trusts or other similar arrangements), and in view of its general nature, it should be treated with corresponding caution.

All Meda shareholders and holders of Mylan Shares are urged to consult with their own tax advisors with regard to the tax consequences of the Offer and a compulsory acquisition and the holding or disposal of Mylan Shares. The discussion below is included for general information purposes only.

Please note that this summary does not describe the tax considerations for:

- (i) holders of Meda shares and holders of Mylan Shares if such holders, and in the case of individuals, his/her partner or certain of their relatives by blood or marriage in the direct line (including foster children), have a substantial interest or deemed substantial interest in Meda or in Mylan under the Netherlands Income Tax Act 2001 (in Dutch: *Wet inkomstenbelasting 2001* ). Generally speaking, a holder of securities in a company is considered to hold a substantial interest in such company, if such holder alone or, in the case of individuals, together with his/her partner (statutorily defined term),

**Table of Contents**

directly or indirectly, holds (i) an interest of 5 percent or more of the total issued and outstanding capital of that company or of 5 percent or more of the issued and outstanding capital of a certain class of shares of that company; or (ii) rights to acquire, directly or indirectly, such interest; or (iii) certain profit sharing rights in that company that relate to 5 percent or more of the company's annual profits and/or to 5 percent or more of the company's liquidation proceeds. A deemed substantial interest may arise if a substantial interest (or part thereof) in a company has been disposed of, or is deemed to have been disposed of, on a non-recognition basis;

- (ii) holders of Meda shares and holders of Mylan Shares that qualify or qualified as a participation for purposes of the Netherlands Corporate Income Tax Act 1969 (in Dutch: *Wet op de vennootschapsbelasting 1969*). Generally, a taxpayer's shareholding of 5 percent or more in a company's nominal paid-up share capital qualifies as a participation. A holder may also have a participation if such holder does not have a 5 percent shareholding but a related entity (statutorily defined term) has a participation or if the company in which the shares are held is a related entity (statutorily defined term);
- (iii) holders of Meda shares who are individuals for whom the Meda shares or any benefit derived from the Meda shares are a remuneration or deemed to be a remuneration for activities performed by such holders or certain individuals related to such holders (as defined in the Netherlands Income Tax Act 2001);
- (iv) holders of Mylan Shares who are individuals for whom the Mylan Shares or any benefit derived from the Mylan Shares are a remuneration or deemed to be a remuneration for activities performed by such holders or certain individuals related to such holders (as defined in the Netherlands Income Tax Act 2001); and
- (v) pension funds, fiscal investment institutions (in Dutch: *fiscale beleggingsinstellingen*), exempt investment institutions (in Dutch: *vrijgestelde beleggingsinstellingen*) and other entities that are, in whole or in part, not subject to or exempt from corporate income tax in the Netherlands, as well as entities that are exempt from corporate income tax in their country of residence, such country of residence being another state of the European Union, Norway, Liechtenstein, Iceland or any other state with which the Netherlands have agreed to exchange information in line with international standards.

The United Kingdom and the Netherlands competent authorities have determined that Mylan is tax resident solely in the United Kingdom for the purposes of the Netherlands-U.K. tax treaty and Mylan has received a binding ruling confirming this treatment. Mylan will therefore be tax resident solely in the United Kingdom so long as the facts and circumstances set forth in the relevant application letters sent to those authorities remain accurate. Even though Mylan received a binding ruling, the applicable tax laws or interpretations thereof may change, or the assumptions on which such rulings were based may differ from the facts, and in such case such changes may invalidate the contents of this section, which will not be updated to reflect any such change.

Except as otherwise indicated, this summary only addresses Netherlands national tax legislation and published regulations, whereby the Netherlands means the part of the Kingdom of the Netherlands located in Europe, as in effect on the date hereof and as interpreted in published case law until this date, without prejudice to any amendment introduced or to become effective at a later date and implemented with or without retroactive effect.

***Tax Consequences of the Offer and a Compulsory Acquisition to Holders of Meda shares Taxes on Income and Capital Gains***

*Netherlands Resident Individuals*

If a holder of Meda shares is a resident or deemed to be resident in the Netherlands for Netherlands tax purposes ( Netherlands Resident Individual ), any benefit derived or deemed to be derived from the exchange of such

---

**Table of Contents**

holder's Meda shares for Mylan Shares and cash pursuant to the Offer or a compulsory acquisition is taxable at the progressive income tax rates (with a maximum of 52 percent), if:

- (a) the Meda shares are attributable to an enterprise from which the Netherlands Resident Individual derives a share of the profit, whether as an entrepreneur or as a person who has a co-entitlement to the net worth (in Dutch: *medegerechtigd tot het vermogen*) of such enterprise, without being an entrepreneur or a shareholder, as defined in the Netherlands Income Tax Act 2001; or
- (b) the holder of the Meda shares is considered to perform activities with respect to the Meda shares that go beyond ordinary asset management (in Dutch: *normaal, actief vermogensbeheer*) or derives benefits from the Meda shares that are taxable as benefits from other activities (in Dutch: *resultaat uit overige werkzaamheden*).

If the above-mentioned conditions (a) and (b) do not apply to the individual holder of Meda shares, the Meda shares are recognised as investment assets and included as such in such holder's net investment asset base (in Dutch: *rendementsgrondslag*). Such holder will be taxed annually on a deemed income of 4 percent of his or her net investment assets for the year at an income tax rate of 30 percent. The net investment assets for the year are the fair market value of the investment assets less the allowable liabilities on January 1 of the relevant calendar year. A tax free allowance may be available. Actual benefits derived from the Meda shares are as such not subject to Netherlands income tax.

*Netherlands Resident Entities*

Any benefit derived or deemed to be derived from the Meda shares held by corporate legal entities who are resident or deemed to be resident in the Netherlands for Netherlands tax purposes (Netherlands Resident Entities), including any capital gains realized on the exchange of Meda shares for Mylan Shares and cash pursuant to the Offer or compulsory acquisition, will generally be subject to Netherlands corporate income tax at a rate of 25 percent (a corporate income tax rate of 20 percent applies with respect to taxable profits up to 200,000).

*Non-residents of the Netherlands*

A holder of Meda shares will not be subject to Netherlands taxes on income or on capital gains in respect of any payment under the Meda shares or any gain realized on the exchange of Meda shares for Mylan Shares and cash pursuant to the Offer or a compulsory acquisition, provided that:

- (i) such holder is neither a resident nor deemed to be resident in the Netherlands for Netherlands tax purposes;
- (ii) such holder does not have an interest in an enterprise or a deemed enterprise (statutorily defined term) which, in whole or in part, is either effectively managed in the Netherlands or is carried out through a permanent establishment, a deemed permanent establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise the Meda shares are attributable; and

- (iii) in the event such holder is an individual, such holder does not carry out any activities in the Netherlands with respect to the Meda shares that go beyond ordinary asset management and does not derive benefits from the Meda shares that are taxable as benefits from other activities in the Netherlands.

***Tax Consequences of Holding Mylan Shares Withholding Tax***

*Residents of the Netherlands*

Dividends distributed by Mylan to Netherlands Resident Individuals and Netherlands Resident Entities generally are subject to Netherlands dividend withholding tax at a rate of 15 percent. The expression "dividends distributed" includes, among other things:

distributions in cash or in kind, deemed and constructive distributions and repayments of paid-in capital not recognized for Netherlands dividend withholding tax purposes;

---

**Table of Contents**

liquidation proceeds, proceeds of redemption of Mylan Shares, or proceeds of the repurchase of Mylan Shares by Mylan or one of its subsidiaries or other affiliated entities to the extent such proceeds exceed the average paid-in capital of those Mylan Shares as recognized for purposes of Netherlands dividend withholding tax;

an amount equal to the par value of Mylan Shares issued or an increase of the par value of Mylan Shares, to the extent that it does not appear that a contribution, recognized for purposes of Netherlands dividend withholding tax, has been made or will be made; and

partial repayment of the paid-in capital, recognized for purposes of Netherlands dividend withholding tax, if and to the extent that Mylan has net profits (in Dutch: *zuivere winst* ), unless the holders of Mylan Shares have resolved in advance at a general meeting to make such repayment and the par value of the Mylan Shares concerned has been reduced by an equal amount by way of an amendment of our articles of association.

Netherlands Resident Individuals and Netherlands Resident Entities can generally credit the Netherlands dividend withholding tax against their income tax or corporate income tax liability.

In general, Mylan will be required to remit all amounts withheld as Netherlands dividend withholding tax to the Netherlands tax authorities. However, under certain circumstances, Mylan is allowed to reduce the amount to be remitted to the Netherlands tax authorities by the lesser of:

3 percent of the portion of the distribution paid by Mylan that is subject to Netherlands dividend withholding tax; and

3 percent of the dividends and profit distributions, before deduction of foreign withholding taxes, received by Mylan from qualifying foreign subsidiaries in the current calendar year (up to the date of the distribution by Mylan) and the two preceding calendar years, as far as such dividends and profit distributions have not yet been taken into account for purposes of establishing the above mentioned reduction.

Although this reduction reduces the amount of Netherlands dividend withholding tax that Mylan is required to remit to the Netherlands tax authorities, it does not reduce the amount of tax that Mylan is required to withhold on dividends distributed.

Pursuant to legislation to counteract dividend stripping , a reduction, exemption, credit or refund of Netherlands dividend withholding tax is denied if the recipient of the dividend is not the beneficial owner as described in the Netherlands Dividend Withholding Tax Act 1965. This legislation generally targets situations in which a shareholder retains its economic interest in shares but reduces the withholding tax costs on dividends by a transaction with another party. It is not required for these rules to apply that the recipient of the dividends is aware that a dividend stripping transaction took place.

*Non-residents of the Netherlands*

Payments by Mylan on Mylan Shares to holders of Mylan Shares who are neither Netherlands Resident Individuals nor Netherlands Resident Entities may be made free from Netherlands dividend withholding tax.

**Tax Consequences of Holding Mylan Shares Taxes on Income and Capital Gains**

*Netherlands Resident Individuals*

If a holder of Mylan Shares is a Netherlands Resident Individual, any benefit derived or deemed to be derived from the Mylan Shares is taxable at the progressive income tax rates (with a maximum of 52 percent), if:

- (a) the Mylan Shares are attributable to an enterprise from which the Netherlands Resident Individual derives a share of the profit, whether as an entrepreneur or as a person who has a co-entitlement to the

---

**Table of Contents**

net worth (in Dutch: *medegerechtigd tot het vermogen* ) of such enterprise, without being an entrepreneur or a shareholder, as defined in the Netherlands Income Tax Act 2001; or

- (b) the holder of the Mylan Shares is considered to perform activities with respect to the Mylan Shares that go beyond ordinary asset management (in Dutch: *normaal, actief vermogensbeheer* ) or derives benefits from the Mylan Shares that are taxable as benefits from other activities (in Dutch *resultaat uit overige werkzaamheden* ).

*Income from savings and investments:* If the above-mentioned conditions (a) and (b) do not apply to the individual holder of Mylan Shares, the Mylan Shares are recognized as investment assets and included as such in such holder's net investment asset base (in Dutch: *rendementsgrondslag* ). Such holder will be taxed annually on a deemed income of 4 percent of his or her net investment assets for the year at an income tax rate of 30 percent. The net investment assets for the year are the fair market value of the investment assets less the allowable liabilities on January 1 of the relevant calendar year. A tax free allowance may be available. Actual benefits derived from the Mylan Shares are as such not subject to Netherlands income tax.

A law has been enacted, pursuant to which, beginning on January 1, 2017, the taxation of income from savings and investments will be amended and the deemed income will no longer be fixed at 4 percent, but instead a variable return between, as currently proposed, 2.9 percent and 5.5 percent (depending on the amount of the individual holder's net investment assets for the year) will be applied. However, at the request of the Dutch Parliament the Dutch Ministry of Finance will also review, in the course of 2016, whether the taxation of income from savings and investments can be based on the actual income and/or gains realized in respect of the Mylan Shares instead of a deemed return.

*Netherlands Resident Entities*

Any benefit derived or deemed to be derived from the Mylan Shares held by Netherlands Resident Entities, including any capital gains realized on the disposal thereof, will generally be subject to Netherlands corporate income tax at a rate of 25 percent (a corporate income tax rate of 20 percent applies with respect to taxable profits up to 200,000).

*Non-residents of the Netherlands*

A holder of Mylan Shares will not be subject to Netherlands taxes on income or on capital gains in respect of any payment under Mylan Shares or any gain realized on the disposal or deemed disposal of Mylan Shares, provided that:

- (i) such holder is neither a resident nor deemed to be resident in the Netherlands for Netherlands tax purposes;
- (ii) such holder does not have an interest in an enterprise or a deemed enterprise (statutorily defined term) which, in whole or in part, is either effectively managed in the Netherlands or is carried out through a permanent establishment, a deemed permanent establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise the Mylan Shares are attributable; and
- (iii) in the event such holder is an individual, such holder does not carry out any activities in the Netherlands with respect to the Mylan Shares that go beyond ordinary asset management and does not derive benefits from the Mylan Shares that are taxable as benefits from other activities in the Netherlands.

***Other Taxes and Duties***

No Netherlands VAT and no Netherlands registration tax, stamp duty or any other similar documentary tax or duty will be payable by a holder of Meda shares or a holder of Mylan Shares on any payment in consideration for the exchange of Meda shares for Mylan Shares and cash pursuant to the Offer or a compulsory acquisition or for the holding or disposal of the Mylan Shares.

---

**Table of Contents**

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF DUTCH LAW.**

**United Kingdom Tax Considerations**

*Tax Consequences of the Offer and a Compulsory Acquisition for Holders of Meda shares*

*Scope of Discussion*

The comments set out below summarize the material aspects of the U.K. tax treatment of certain holders of Meda shares of the Offer and a compulsory acquisition, and do not purport to be a complete analysis of all tax considerations relating to the Offer and a compulsory acquisition. They are based on current U.K. legislation and what is understood to be current HM Revenue and Customs ( HMRC ) practice, both of which are subject to change, possibly with retroactive effect.

The comments are intended as a general guide and do not deal with certain types of holders of Meda shares such as charities, dealers in securities, persons who have or could be treated for tax purposes as having acquired their Meda shares by reason of their employment, collective investment schemes, persons subject to U.K. tax on the remittance basis, insurance companies and persons who hold more than 5 percent of Meda s shares (either alone or with persons connected with them).

References below to U.K. Holders are to holders of Meda shares who are resident for tax purposes in the United Kingdom, who hold their Meda shares as an investment (other than under a personal equity plan or individual savings account) and who are the absolute beneficial owners of their Meda shares. Non-U.K. Holders are persons who are not resident for tax purposes in the United Kingdom, have not within the past five years been resident or ordinarily resident for tax purposes in the United Kingdom and are not carrying on a trade (or profession or vocation) in the United Kingdom.

*Taxation of Chargeable Gains ( CGT ) U.K. Holders*

To the extent that a U.K. Holder receives Mylan Shares under the terms of the Offer or a compulsory acquisition, he is not expected to be treated as having made a disposal of his Meda shares for CGT purposes. Instead, the Mylan Shares so received should generally be treated as the same asset, acquired at the same time and for the same consideration, as the Meda shares.

To the extent that a U.K. Holder receives cash under the terms of the Offer or compulsory acquisition, he should be treated as making a disposal or part disposal of the relevant Meda shares for CGT purposes which may, depending on the holder s individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a liability to CGT.

*Taxation of Chargeable Gains Non-U.K. Holders*

Non-U.K. Holders should not be subject to CGT in respect of the Offer or a compulsory acquisition.

*Stamp Duty and Stamp Duty Reserve Tax ( SDRT )*

No stamp duty or SDRT should be payable by holders of Meda shares in respect of the Offer or a compulsory acquisition.

***Tax Consequences of Holding Mylan Shares***

*Scope of Discussion*

The comments set out below summarize certain aspects of the U.K. tax treatment of certain holders of Mylan Shares after the Offer or a compulsory acquisition and do not purport to be a complete analysis of all tax

## Table of Contents

considerations relating to the Mylan Shares. They are based on current U.K. legislation and what is understood to be current HMRC practice, both of which are subject to change, possibly with retroactive effect.

The comments are intended as a general guide and apply only to holders of Mylan Shares who are resident for tax purposes in the United Kingdom, who hold their Mylan Shares as an investment (other than under a personal equity plan or individual savings account) and who are the absolute beneficial owners of their Mylan Shares. The comments do not deal with certain types of holders of Mylan Shares such as charities, dealers in securities, persons who have or could be treated for tax purposes as having acquired their Mylan Shares by reason of their employment, collective investment schemes, persons subject to U.K. tax on the remittance basis and insurance companies. They assume that Mylan is, and will continue to be, tax resident solely in the United Kingdom (including for the purposes of applicable tax treaties).

### *Taxation of Dividends Individuals*

Provisions announced in the U.K. Summer Budget 2015 and contained in draft Finance Bill clauses published by the U.K. Government on December 9, 2015 will, if passed by the U.K. Parliament, change the tax treatment of dividends in the hands of shareholders who are individuals where a dividend is paid on or after April 6, 2016.

### *General*

Assuming that the draft provisions are duly enacted without relevant changes, the tax treatment of will be as follows.

Dividends will not carry a tax credit.

All dividends received by an individual shareholder from Mylan (or from other sources) will, except to the extent that they are earned through an individual savings account (ISA), self-invested pension plan or other regime which exempts the dividends from tax, form part of the shareholder's total income for income tax purposes and will represent the highest part of that income.

A nil rate of income tax will apply to the first £5,000 of taxable dividend income received by an individual holder of Mylan Shares in a tax year (the Nil Rate Amount), regardless of what tax rate would otherwise apply to that dividend income.

Any taxable dividend income received by an individual shareholder in a tax year in excess of the Nil Rate Amount will be taxed at a special rate, as set out below.

That tax will be applied to the amount of the dividend income actually received by the individual holder of Mylan Shares (rather than to a grossed-up amount).

### *Dividend Income in excess of the Nil Rate Amount*

Where a shareholder's taxable dividend income for a tax year exceeds the Nil Rate Amount, the excess amount (the Relevant Dividend Income) will be subject to income tax:

at the rate of 7.5 percent, to the extent that the Relevant Dividend Income falls below the threshold for the higher rate of income tax;

at the rate of 32.5 percent, to the extent that the Relevant Dividend Income falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax; and

at the rate of 38.1 percent, to the extent that the Relevant Dividend Income falls above the threshold for the additional rate of income tax.

In determining whether and, if so, to what extent the Relevant Dividend Income falls above or below the threshold for the higher rate of income tax or, as the case may be, the additional rate of income tax, the shareholder's total taxable dividend income for the tax year in question (including the part within the Nil Rate

## **Table of Contents**

Amount) will, as noted above, be treated as the highest part of the shareholder's total income for income tax purposes.

### *Taxation of dividends Companies*

Holders of Mylan Shares within the charge to U.K. corporation tax which are small companies (for the purposes of U.K. taxation of dividends) will not generally be subject to tax on dividends paid on their Mylan Shares.

Other holders of Mylan Shares within the charge to U.K. corporation tax will not be subject to tax on dividends paid on their Mylan Shares so long as (i) the dividends fall within an exempt class, (ii) the dividends do not fall within certain anti-avoidance provisions and (iii) the holder of Mylan Shares has not elected for the dividends not to be exempt. It would normally be expected that dividends paid on the Mylan Shares would fall within an exempt class; for example, dividends paid in respect of portfolio holdings (that is, where the recipient owns less than 10 percent of the issued share capital of the payer or any class of that share capital) will do so.

### *Taxation of Chargeable Gains*

A disposal or deemed disposal of Mylan Shares may, depending on the particular circumstances of the holder and subject to any available exemptions or reliefs, give rise to a chargeable gain or an allowable loss for CGT purposes.

### *Individuals*

A holder of Mylan Shares who is an individual resident in the United Kingdom for tax purposes and whose total taxable gains and income in a given tax year, including any gains made on the disposal or deemed disposal of his Mylan Shares, are less than or equal to the upper limit of the income tax basic rate band applicable in respect of that tax year (the Band Limit) will generally be subject to CGT at a flat rate of 18 percent in respect of any gain arising on a disposal or deemed disposal of his Mylan Shares.

A holder of Mylan Shares who is an individual resident in the United Kingdom for tax purposes and whose total taxable gains and income in a given tax year, including any gains made on the disposal or deemed disposal of his Mylan Shares, are more than the Band Limit will generally be subject to CGT at a flat rate of 18 percent in respect of any gain arising on a disposal or deemed disposal of his Mylan Shares (to the extent that, when added to the holder's other taxable gains and income in that tax year, the gain is less than or equal to the Band Limit) and at a flat rate of 28 percent in respect of the remainder of the gain arising on a disposal or deemed disposal of his Mylan Shares.

No indexation allowance will be available to an individual holder of Mylan Shares in respect of any disposal or deemed disposal of Mylan Shares. However, each individual has an annual exemption, such that CGT is chargeable only on gains arising from all sources during the tax year in excess of this figure. The annual exemption is £11,100 for the tax year 2015/2016.

### *Companies*

For holders of Mylan Shares within the charge to U.K. corporation tax, indexation allowance may be available in respect of the period of ownership of the Mylan Shares (together with any preceding period of ownership of Meda shares) to reduce any chargeable gain arising (but not to create or increase any allowable loss).

### *Stamp Duty and SDRT*

No SDRT will be payable in respect of any transfer of, or agreement to transfer, Mylan Shares after the Offer or compulsory acquisition, assuming that they are not registered in a register kept in the United Kingdom by or on behalf of Mylan. Provided that any instrument of transfer is executed outside the United Kingdom and does not

## **Table of Contents**

relate to any property situate, or to any matter or thing done or to be done, in the United Kingdom, no stamp duty will arise in respect of a transfer of Mylan Shares after the Offer or compulsory acquisition.

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF U.K. LAW.**

## **Danish Tax Considerations**

### ***Scope of Discussion***

Below is a summary of the material Danish tax issues related to the Offer for private individuals and limited liability companies that are residents in Denmark for tax purposes (unless otherwise stated) and that hold Meda shares. This summary is based on current legislation in Denmark as of the date of this prospectus and is subject to any changes in law and the interpretation and application thereof, which changes could be made with retroactive effect.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to holders of Meda shares or Mylan Shares and does not purport to deal with the tax consequences applicable to all categories of shareholders. Each shareholder is advised to consult his or her own tax advisor as to the tax consequences relating to the holder's particular circumstances that could arise from the Offer, including the applicability and effect of foreign tax legislation (including regulations) and provisions in tax treaties.

This summary does not cover:

situations where shares are held as current assets in business operations;

situations where shares are held by a limited partnership or a partnership;

Pension funds and pension savers subject to taxation according to the Danish Act on Taxation of Pension Yield (in Danish *pensionsafkatbeskatningsloven* );

the special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends that may be applicable e.g. when the investor holds shares representing more than 10 percent of the voting rights or the capital or holds shares that are deemed to be held for business purposes (for tax purposes);

credit of foreign taxes;

foreign companies conducting business through a permanent establishment in Denmark.

### ***Disposal of Meda shares against cash***

For shareholders in Meda that accept the Offer and thereby dispose of their Meda shares, a liability for capital gains taxation will occur.

*Private individuals*

For private individuals resident in Denmark for tax purposes, gains on listed shares are taxed as share income (in Danish *aktieindkomst* ). Share income is taxed at a rate of 27 percent up to Danish kroner ( DKK ) 50,600 (in 2016) (for married couples an aggregate of DKK 101,200), and then at a rate of 42 percent.

Loss on listed shares can be offset in gains and dividends from other listed shares. Any excess loss can be carried forward for an indefinite period of time.

The capital gain or the capital loss is computed as the difference between the consideration, less selling expenses, and the acquisition value. The acquisition value for all shares of the same class and type shall be added together

## **Table of Contents**

irrespective of the time of acquisition and computed collectively in accordance with the so-called average method (in Danish *gennemsnitsmetoden* ).

### *Limited liability companies*

For limited liability companies gains and losses on the listed Meda shares are included in the calculation of taxable income pursuant to the mark-to-market principle. The tax rate is 22 percent.

A gain or a loss is calculated as the difference between the value of the shares at the beginning and the end of the income year, beginning with the difference between the acquisition sum of the shares and the value of the shares at the end of the same income year. Upon realization of the shares by disposal, the taxable income of that income year equals the difference between the value of the shares at the beginning of the income year and the value of the shares at realization less selling expenses. If the shares have been acquired and realized in the same income year, the taxable income equals the difference between the acquisition sum and the value at realization.

### ***Disposal of Meda shares against shares in Mylan***

#### *Private individuals holding*

Private individuals that are residents of Denmark for tax purposes who accept the Offer and acquire Mylan Shares against Meda shares should be considered to have disposed of their Meda shares.

However, no potential capital gain or deductible capital loss is considered to arise upon the disposal pursuant to the rules on roll-over-relief. Based on the assumption that the sale of the Meda shares to Mylan will occur on market terms and that Mylan by the end of the calendar year during which the disposal of the Meda shares was completed, will hold Meda shares representing more than in aggregate 50 percent of the total votes in Meda, the rules on roll-over-relief should be applicable. Private individuals that are residents of Denmark for tax purposes should under such circumstances generally be deemed to have acquired the shares in Mylan at a purchase price and at a purchase time corresponding to the acquisition value and the purchase time of the Meda shares.

#### *Limited liability companies*

Limited liability companies that are residents of Denmark for tax purposes and hold Meda shares and accept the Offer and acquire Mylan Shares against Meda shares should be considered to have disposed of their Meda shares.

Gains and losses on the listed Meda shares are included in the calculation of taxable income pursuant to the mark-to-market principle and future gains and losses on listed the shares in Mylan are also taxed pursuant to the mark-to-market principle. This applies irrespective of a generally achieved deferred taxation of the share exchange. Consequently a generally achieved deferred taxation should not influence on the taxation of Danish resident limited liability companies since both the Meda shares and the acquired Mylan Shares are taxed based on the mark-to-market principle.

### ***Taxation of Mylan shareholders following the completion of the Offer***

#### *Private individuals*

For private individuals resident in Denmark for tax purposes, any subsequent gain on the acquired Mylan Shares is taxed as share income. Share income is taxed at a rate of 27 percent up to DKK 50,600 (in 2016) (for married couples

an aggregate of DKK 101.200), and then at a rate of 42 percent.

Capital gains and capital losses are calculated and offset in the same way as described above under Disposal of Meda shares against cash . Assuming that a tax deferral is available for the private individual in connection with the acquisition of shares in Mylan, the Mylan Shares are considered acquired at a purchase price and purchase time corresponding to the acquisition value and the purchase time of the Meda shares.

## **Table of Contents**

For private individuals resident in Denmark for tax purposes receiving dividends, a preliminary tax is normally withheld on such dividends and if the preliminary tax withheld exceeds the withholding tax rate pursuant to the applicable tax treaty, the shareholder can request a refund of withholding tax exceeding the applicable tax treaty withholding tax rate.

### *Limited liability companies*

For limited liability companies any subsequent gain or loss on the acquired shares in Mylan is taxed pursuant to the mark-to-market principle in the same way as described above under Disposal of Meda shares against cash .

### *Other Taxes and Duties*

No Danish VAT and no Danish registration tax, stamp duty or any other similar documentary tax or duty will be payable by a holder of Meda shares or a holder of Mylan Shares on any payment in consideration for the exchange of Meda shares for Mylan Shares and cash pursuant to the Offer or a compulsory acquisition or for the holding or disposal of the Mylan Shares.

### *Shareholders not resident in Denmark for tax purposes*

Shareholders not resident in Denmark for tax purposes are generally not liable for capital gains taxation in Denmark upon disposals of shares unless the shares can be allocated to a permanent establishment in Denmark of the foreign shareholder. The mere investment in shares does not constitute a permanent establishment of the foreign investor.

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF DANISH LAW.**

## **Irish Tax Considerations**

### *Scope of Discussion*

The following discussion describes the material Irish tax consequences of (a) the Offer and a compulsory acquisition which may be applicable to certain beneficial owners of Meda shares and (b) disposing of Mylan Shares received in the proposed transaction. The summary is based upon Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this prospectus. Changes in law and/or administrative practice may result in alteration of the tax considerations described below. The summary does not constitute tax advice and is intended only as a general guide.

Also it is not exhaustive and shareholders are urged to consult their own tax advisors about the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the transactions and of the acquisition, ownership and disposal of Mylan Shares. The summary applies only to shareholders who beneficially own Meda shares as capital assets and who will beneficially own Mylan Shares received in the Offer or a compulsory acquisition as capital assets and does not apply to other categories of shareholders, such as dealers in securities, trustees, insurance companies, collective investment schemes, pension funds or shareholders who have, or who are deemed to have, acquired their Meda shares or Mylan Shares by virtue of an Irish office or employment (performed or carried on in Ireland).

### *Irish Chargeable Gains Tax ( CGT )*

***The Offer and a Compulsory Acquisition Irish Holders***

A shareholder who is resident or ordinarily resident for tax purposes in Ireland or who holds its shares in connection with a trade or business carried on by such shareholder in Ireland through a branch or agency is referred to herein as an Irish Holder .

---

**Table of Contents**

Meda shareholders who are Irish Holders will be subject to Irish CGT in respect of the Offer or a compulsory acquisition.

As share for share roll-over relief should apply to the Mylan Shares issued pursuant to the Offer or a compulsory acquisition:

- a. an Irish Holder's holding of Mylan Shares received pursuant to the Offer or a compulsory acquisition should be treated as the same asset, acquired at the same time and for the same consideration, as the holding of Meda shares held by that Irish Holder immediately prior to the Offer or a compulsory acquisition; and
- b. an Irish Holder should be treated as having made a part disposal of its holding of Meda shares for any cash received pursuant to the Offer or a compulsory acquisition (including cash received in respect of any fractional entitlement) which may, subject to the Irish Holder's individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT.

The amount of Irish CGT, if any, payable as a consequence of the Offer or a compulsory acquisition by an Irish Holder will depend on his or her own personal tax position. No Irish CGT should be payable on any chargeable gain realized as a result of the Offer or a compulsory acquisition if the amount of the net chargeable gains realized by an Irish Holder, when aggregated with other net chargeable gains realized by that Irish Holder in the year of assessment (and after taking account of allowable losses), does not exceed the annual exemption (EUR( ) 1,270 for 2016). Broadly, any gains in excess of this amount will be taxed at a rate of 33 percent. Indexation allowance will not be available in respect of expenditure incurred on or after January 1, 2003 or in respect of periods of ownership after December 31, 2002.

For the purposes of computing Irish CGT, euro amounts must generally be used. Where an Irish Holder has given or received a non-euro amount in acquiring or being treated as disposing of assets, such euro amounts must be determined by reference to the relevant rate of exchange at the time of the relevant Irish CGT event. An Irish Holder receiving a dollar amount in the Offer or a compulsory acquisition or on another disposal of Mylan Shares will therefore be required to convert that sum into euro by reference to the relevant rate of exchange as at the date on which the Offer or a compulsory acquisition of those shares becomes effective in accordance with its terms.

***The Offer and a Compulsory Acquisition Non-Irish Holders***

Meda shareholders who are not Irish Holders should not be within the charge to Irish CGT on the disposal of their Meda shares, or on the receipt of Mylan Shares and cash pursuant to the Offer or a compulsory acquisition.

***After the Offer or a Compulsory Acquisition Irish Holders***

Mylan shareholders that are Irish Holders will be subject to Irish CGT on a future disposal of their Mylan Shares. Where an Irish Holder disposes of Mylan Shares and those Mylan Shares were received in the Offer or a compulsory acquisition the base cost for Irish CGT purposes that was rolled-over from the Meda shares into the Mylan Shares should be available as a deduction in computing any gain on such disposal.

***After the Offer or a Compulsory Acquisition Non-Irish Holders***

Mylan shareholders who are not Irish Holders should not be liable for Irish CGT realized on a subsequent disposal of their Mylan Shares.

***Stamp Duty***

No Irish stamp duty will be payable by Meda shareholders in respect of the Offer or a compulsory acquisition. No Irish stamp duty will be payable in respect of a cash sale of Mylan Shares after the Offer or a compulsory acquisition.

---

**Table of Contents**

**EACH HOLDER OF MEDA SHARES OR MYLAN SHARES IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES OF THE OFFER AND A COMPULSORY ACQUISITION THAT MAY APPLY TO THE HOLDER, INCLUDING THE EFFECTS OF IRISH LAW.**

**Irrevocable Undertakings to Accept the Offer; Shareholder Agreements**

*Irrevocable Undertakings to Accept the Offer*

Mylan has received irrevocable undertakings to accept the Offer from (1) Stena in respect of 75,652,948 Meda shares, representing approximately 21 percent of the outstanding shares and votes of Meda, and (2) Fidim in respect of 33,016,286 Meda shares, representing approximately 9 percent of the outstanding shares and votes of Meda. The Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking relate to Stena's and Fidim's entire respective holdings of Meda shares. Each of Stena and Fidim has undertaken to accept the Offer no later than five business days prior to the expiry of the initial acceptance period for the Offer. The irrevocable undertakings given by Stena and Fidim shall be terminated if (i) a third party, prior to the Offer having been declared unconditional, makes a public offer to acquire all outstanding Meda shares at an offer value exceeding the value of the Offer by more than SEK 15 per share of Meda, (ii) the Offer is withdrawn, (iii) the Offer is not declared unconditional on or before February 10, 2017 or (iv) Mylan commits a material breach of applicable laws and regulations relating to the Offer.

The foregoing summary descriptions of the Stena Irrevocable Undertaking and the Fidim Irrevocable Undertaking are subject to and qualified in their entirety by reference to such irrevocable undertakings, each of which is incorporated by reference herein and is filed as an exhibit to the registration statement of which this prospectus forms a part.

*Shareholder Agreements*

In connection with the Offer, Mylan entered into the Stena Shareholder Agreement and the Fidim Shareholder Agreement, which set forth certain terms and conditions concerning the ownership of Mylan Shares by Stena and Fidim, respectively. Each shareholder agreement imposes certain restrictions on the applicable shareholder, including prohibiting transfers of Mylan Shares to competitors of Mylan and to activist investors (as defined in such shareholder agreement), as well as certain customary standstill limitations. Each shareholder agreement also imposes non-competition, non-solicitation and non-hire restrictions on the applicable shareholder for a period of 24 months after the Offer is declared unconditional. Each of Stena and Fidim has agreed pursuant to its applicable shareholder agreement to vote its Mylan Shares in accordance with the recommendation of the Mylan Board in the period up to and including the 180th day following settlement of the Offer and not vote its Mylan Shares against the recommendation of the Mylan Board in the period after the 180th day following settlement of the Offer, in each case subject to certain exceptions relating to significant corporate transactions. Each of Stena and Fidim has also agreed not to dispose of any Mylan Shares that it owns to any third party during the period up to and including the 180th day following the settlement of the Offer.

The foregoing summary descriptions of the Stena Shareholder Agreement and the Fidim Shareholder Agreement are subject to and qualified in their entirety by reference to such shareholder agreements, each of which is incorporated by reference herein and is filed as an exhibit to the registration statement of which this prospectus forms a part.

**Appraisal/Dissenters' Rights**

Under Swedish law and the Meda Articles, Meda shareholders are not entitled to any rights to seek appraisal of their Meda shares in connection with the Offer, though certain related rights exist in connection with the compulsory acquisition procedure described under "Compulsory Acquisition" beginning on page 71 of this prospectus.



---

**Table of Contents**

**Meda Share-Based Awards**

The Offer does not include any share-based awards granted by Meda to its employees. Mylan intends to procure fair treatment in connection with the transaction for holders of such share-based awards.

**Listing of Mylan Shares; Delisting of Meda Shares**

Mylan will apply to list the Mylan Shares to be issued in connection with the Offer on NASDAQ in the United States and on the TASE in Israel, in each case under the ticker symbol MYL. Trading of the Mylan Shares delivered in connection with the Offer is expected to commence on NASDAQ and the TASE on the first trading day after settlement of the Offer.

If Mylan becomes the owner of more than 90 percent of the Meda shares, Mylan intends to promote the delisting of the Meda shares from Nasdaq Stockholm.

**Financing of the Offer; Source and Amount of Funds**

The Offer is fully financed.

The aggregate cash consideration payable in the Offer for all Meda shares will be approximately SEK 48.2 billion (USD 5.7 billion).<sup>1</sup> The cash portion of the Offer consideration will be financed by the Bridge Credit Facility. Subject to market conditions, Mylan expects to refinance or reduce advances under the Bridge Credit Facility from proceeds of alternative financing sources.

*Bridge Credit Facility*

**The Bridge Credit Agreement incorporated by reference herein contains representations and warranties by Mylan. Those representations and warranties were made solely for the benefit of the other parties to the Bridge Credit Agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to Mylan if those statements prove to be inaccurate; (ii) may have been qualified in the Bridge Credit Agreement by disclosures that were made to the other parties in connection with the negotiation of the Bridge Credit Agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the Bridge Credit Agreement or such other date or dates as may be specified in the Bridge Credit Agreement.**

In connection with the Offer, on February 10, 2016 Mylan entered into the Bridge Credit Agreement, among Mylan N.V., as borrower, Mylan Inc., as guarantor, Deutsche Bank AG Cayman Islands Branch, as administrative agent and a lender, Goldman Sachs Bank USA, as a lender, Goldman Sachs Lending Partners LLC, as a lender, and other lenders party thereto from time to time. The Bridge Credit Agreement provides for the Bridge Credit Facility under which Mylan may obtain Tranche A Loans (as defined in the Bridge Credit Agreement) up to an aggregate amount of \$6.0 billion (the Loans). The proceeds of the Loans will be applied solely to finance the proposed acquisition of Meda shares and pay other costs associated with the acquisition, the Bridge Credit Agreement and related transactions. The Loans will bear interest at LIBOR (determined in accordance with the Bridge Credit Agreement), if Mylan chooses to make LIBOR borrowings, or at a base rate (determined in accordance with the Bridge Credit Agreement), in each case plus an applicable margin. The applicable margin for borrowings will be determined by reference to a grid based on Mylan's Debt Rating (as defined in the Bridge Credit Agreement), and such applicable margin will range from 0.125 percent to 1.225 percent per annum with respect to base rate borrowings and 1.125 percent to 2.225 percent per annum with respect to LIBOR borrowings, in each case subject to increase by 0.25 percent per annum, 0.25 percent per

- <sup>1</sup> Based on (1) the Announcement Exchange Rate, (2) 365,467,371 outstanding Meda shares (the number of outstanding Meda shares as of both the date of the announcement of the Offer and the most recent trading day prior to the date of this prospectus) and (3) 80 percent of the total Offer consideration being paid in cash.

## **Table of Contents**

annum and 0.50 percent per annum on the date that is 90, 180 and 270 days, respectively, after the funding date. The commitments under the Bridge Credit Agreement will be available until the earliest to occur of February 8, 2017 and certain events relating to the completion or termination of the Offer set forth in the Bridge Credit Agreement. The Loans will be unsecured and will be guaranteed by Mylan Inc. The Loans will mature on the day that is 364 days after the funding date. The Bridge Credit Agreement also provided for commitments in respect of Tranche B Loans (as defined in the Bridge Credit Agreement) in an aggregate amount of up to \$4.05 billion to be applied if necessary to prepay the Revolving Credit Agreement, the 2014 Term Credit Agreement and the 2015 Term Credit Agreement and to pay fees and expenses relating thereto. The commitments in respect of such Tranche B Loans were permanently terminated in their entirety in connection with the effectiveness of certain amendments to the Revolving Credit Agreement, the 2014 Term Credit Agreement and the 2015 Term Credit Agreement.

The foregoing summary description of the Bridge Credit Agreement and the transactions contemplated thereby is subject to and qualified in its entirety by reference to the Bridge Credit Agreement, which is incorporated by reference herein and is filed as an exhibit to the registration statement of which this prospectus forms a part.

## **Regulatory Approvals**

### ***Antitrust Clearance***

Mylan's obligation to consummate the Offer is subject to the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in Mylan's opinion, are acceptable. However, pursuant to the Swedish Takeover Rules, Mylan is only permitted to withdraw the Offer on the basis of actions required to be taken to obtain regulatory, governmental or similar clearances if such actions are of material importance to Mylan's acquisition of Meda.

On February 29, 2016, Mylan filed the requisite notification and report form with the Federal Trade Commission and the Antitrust Division of the Department of Justice in the U.S. On March 1, 2016, Meda filed the requisite notification and report form with the Federal Trade Commission and the Antitrust Division of the Department of Justice in the U.S. Mylan plans to file formal antitrust notifications with the European Commission in the European Union, the Federal Antimonopoly Service in Russia and the Turkish Competition Authority, in each case as promptly as practicable.

Mylan will obtain the relevant approvals, or the applicable waiting periods will have expired, under the antitrust and competition laws of the countries where filings or approvals are required prior to the completion of the Offer. Mylan cannot assure you that a challenge to the completion of the Offer will not be made or that, if a challenge is made, it will not succeed.

## **Certain Relationships with Meda and Interests of Mylan in the Offer**

Except as set forth in this prospectus, neither we nor any of our affiliates has any material interest, direct or indirect, by security holdings or otherwise, in the transaction. Except as set forth in this prospectus, neither Meda nor any of Meda's affiliates, has any material interest, direct or indirect, by security holdings or otherwise, in the transaction.

## **Accounting Treatment**

ASC 805 requires the use of the acquisition method of accounting for business combinations. In applying the acquisition method, it is necessary to identify the accounting acquiree and accounting acquiror. In a business combination effected through an exchange of equity interest, such as the proposed acquisition of Meda, the entity that

issues the interest (Mylan in this case) is generally the acquiring entity. However, there are other factors in *ASC 805* which must also be considered. Mylan management considered these other factors and determined that Mylan will be considered the acquiror for accounting purposes. The total purchase price will be allocated to the

**Table of Contents**

identifiable assets acquired and liabilities assumed from Meda based on their fair values as of the date of the completion of the transaction, with any excess being allocated to goodwill. Reported financial condition and results of operations of Mylan issued after completion of the transaction will reflect Meda's balances and results after completion of the transaction, but will not be restated retroactively to reflect the historical financial position or results of operations of Meda. Following the completion of the transaction, the earnings of the Combined Company will reflect purchase accounting adjustments; for example, amortization of identified intangible assets or other impacts from the purchase price allocation.

**Table of Contents**

**INFORMATION REGARDING MEDA**

*The following summary discussion of Meda's business, management and operations reflects Meda's views and should be read in conjunction with the risks discussed in the section entitled "Risk Factors Related to Meda" and Meda's consolidated financial statements and the notes thereto included elsewhere in this prospectus.*

**Overview**

Meda is a leading specialty pharmaceutical company with a diversified product portfolio. Meda's product portfolio is divided in two primary areas:

Prescription (Rx), which totaled 62 percent of net sales in 2015. This product area comprises original prescription pharmaceuticals and specialty products focusing on the respiratory, dermatology, pain and inflammation therapeutic categories; and

Non prescription (Cx) / Over the counter (OTC), which totaled 36 percent of net sales in 2015. Cx / OTC drugs are a common first step within self-treatment and preventive health care.

Other sales accounted for 2 percent net sales in 2015.

**Meda Operations in the World**

Meda is headquartered in Solna, Sweden. Meda has six proprietary production units in Ireland, France, Germany, Italy and the U.S. During 2015, Western Europe (comprised of western Europe, excluding the Baltics, Poland, Czech Republic, Slovakia and Hungary) accounted for 62 percent of Meda's net sales, the U.S. accounted for 17 percent of Meda's net sales, emerging markets accounted for 19 percent of Meda's net sales and other sales accounted for 2 percent of Meda's net sales. Emerging markets is the fastest growing region with a pro forma organic growth in net sales of 7 percent in 2015. See Meda Management's Discussion and Analysis of Financial Position and Results of Operations of Meda Non-IFRS Financial Measures

**Targets and Strategy**

Meda's business concept is to offer cost-effective and clinically proven products. Based on a broad product portfolio and strong cash flows, Meda has been able to identify, secure access to, integrate and commercialize pharmaceutical products in its targeted therapeutic categories (primarily respiratory, dermatology and pain and inflammation) and the Cx / OTC market segment.

***Sales and Marketing***

Meda believes that among its strongest assets is the ability to quickly and effectively integrate acquired operations and commercialize new products globally. Key activities are primarily development of existing products, manufacturing and supply, and sales and marketing.

***Acquisition and Further Development of Products***

Meda does not conduct any in-house, early-stage pharmaceutical development and is primarily active in late-stage clinical development. Meda mainly acquires new products through the acquisition of companies, product rights and through partnerships with other pharmaceutical companies. Meda does, however, improve the properties of existing drugs or substances in a variety of ways:

New improved formulations, such as a pen in addition to cotton swab for the medical device product Endwarts<sup>®</sup>, which contains formic acid for the treatment of warts.

Development of combination products, such as Dymista<sup>®</sup> (azelastine and fluticasone propionate) for allergic rhinitis.

---

## **Table of Contents**

Globalization and regulatory approval of drugs, such as Novolizer<sup>®</sup>, Acnatac<sup>®</sup>, Zyclara<sup>®</sup> and Dymista<sup>®</sup>, in new countries/regions.

Meda's development work can be described as market and patient-adapted product development in late clinical phases.

### ***Two-Pronged Growth Strategy***

Meda's growth strategy involves a combination of organic growth and acquisitions. Acquisitions have historically been the main driver of Meda's expansion and have been supported on an ongoing basis by Meda's investments in organic product and market development. The combined results are a significant product portfolio in respiratory, dermatology, pain and inflammation and Cx / OTC.

Between 2000 and 2015, Meda made more than 30 major acquisitions of companies and product rights. Several strategic acquisitions were completed in the period from 2005 to 2008, including the German pharmaceutical group Viatrix, 3M's European pharmaceuticals division, the U.S. specialty pharmaceutical company MedPointe and Valeant's European pharmaceutical division. In 2010, Meda acquired the U.S. specialty pharmaceutical company, Alaven, and subsequently acquired the Nordic OTC company, Antula, in 2011. During 2013, Meda acquired the U.S. development company, Acton Pharmaceuticals, Inc., which included its proprietary product Aerospan<sup>®</sup>. Meda further acquired all global rights to EB24<sup>®</sup> with its acquisition of ZpearPoint AS.

In 2014, Meda completed the acquisition of Rottapharm.

### ***Greater Focus on Organic Growth***

Since 2012, in addition to the Cx / OTC portfolio and emerging markets, Meda has focused on a number of selected therapeutic categories, particularly respiratory, dermatology and pain and inflammation. This has involved a greater focus on organic growth. In 2012 and 2013, new products, such as Dymista<sup>®</sup> and Zyclara<sup>®</sup>, were launched in these therapeutic focus areas.

Several products in the Nordic OTC portfolio were launched in new markets in 2012. In 2015, Meda also increased its market investments to expand within the Cx /OTC area and drive growth in emerging markets following the Rottapharm transaction.

## **Products**

### ***Prescription Drugs three primary therapy areas***

Meda focuses primarily on three therapeutic categories respiratory, dermatology and pain and inflammation. Meda has stated that its products are meeting a growing need among patients and healthcare providers. This need is driven by factors such as the growing incidence of allergies, particularly in Western Europe and North America, but also in emerging markets. Dermatology includes diseases such as skin cancer and its precursors, acne and eczema, which are all common conditions experiencing an increase in prevalence. This is partly due to environmental factors such as sun exposure. The pain and inflammation therapeutic area is experiencing growth in several different indications resulting in rising costs for customers.

### ***Respiratory (Allergies and Asthma) 15 percent 2015 net sales (across Rx, Cx and OTC)***

Allergic rhinitis is one form of allergy and is considered a global epidemic, affecting some 500 million people worldwide, of which around 180 million are in Western Europe, U.S. and Japan.

Asthma is a chronic condition affecting the respiratory tract and lungs. It is the most common chronic disease among children. Asthma affects some 300 million individuals worldwide.

## **Table of Contents**

### ***Dermatology 22 percent 2015 net sales (across Rx, Cx and OTC)***

The skin is the body's largest organ and has many vital functions, such as protection from microbes.

Skin diseases are common in all age groups and in all parts of the world. Some of the most common skin diseases are eczema, psoriasis, acne and skin cancer.

### ***Pain and Inflammation 14 percent 2015 net sales (across Rx, Cx and OTC)***

Inflammation is a process by which the body's white blood cells and the substances they produce protect us from infection with foreign organisms, such as bacteria and viruses.

Since many organs do not have many pain sensitive nerves, pain may not be a primary issue, but can still be a life-disrupting symptom of an inflammatory disease.

### ***Non-Prescription (Cx)***

Meda's portfolio of consumer healthcare Cx products, which can be prescribed or recommended by physicians and pharmacists, are backed by clinical data, which strengthens their credibility and reputation with healthcare professionals.

Cx products tend to be less susceptible to the pricing pressures that affect Rx-products as a result of reference pricing, financial pressure on national health systems and the increased competitiveness of generics.

### ***Over-the-Counter Drugs (OTC)***

The percentage of OTC drugs is higher in emerging markets than in mature markets, often due to the fact that consumers in those markets have less access to advanced healthcare. In these circumstances, OTC drugs may replace prescription drugs. In more developed markets, demand for OTC drugs is driven by a growing interest in self-healing, wellness and improved quality of life.

## **Manufacturing and Supply**

Meda combines proprietary production with contract manufacturing of drugs. Meda's proprietary production accounted for approximately 40 percent of its sales volume as of March 31, 2016.

At December 31, 2015, Meda had the following proprietary production units:

Merignac (France) contains around 260 employees. Produces liquids and solutions, such as Betadin®

Cologne (Germany) contains around 260 employees. Produces various preparation forms, such as Novolizer®

Decatur (Illinois, USA) contains around 90 employees. Produces various preparation forms, such as Som®  
Astepro® and Geritol®

Dublin (Ireland) contains around 160 employees. Produces glucosamine sulphate (API), oral solid dosage and drops, such as the products Dona<sup>®</sup>, Zyma<sup>®</sup> and Plantaben<sup>®</sup>

Troisdorf (Germany) contains around 240 employees. Multipurpose production of oral solid dosage, liquids, gels and granules, such as Legalon<sup>®</sup>, Reparil<sup>®</sup> and Agiolax<sup>®</sup>

Confienza (Italy) contains around 80 employees. Produces various preparation forms, such as Soma<sup>®</sup>, Astepro<sup>®</sup> and Geritol<sup>®</sup>

## **Table of Contents**

### **Customers**

Meda's customer structure consists of several customer groups. With respect to prescription drugs, the most important target group is doctors, nurses and other medical professionals at specialist clinics and general practice surgeries. As Meda increasingly chooses to focus on specialist drugs, its marketing increasingly targets specialists.

For Cx / OTC drugs, marketing focuses largely on end customers (i.e. patients). Pharmacies and other establishments that provide pharmaceuticals are important sales channels for Cx / OTC drugs. Their staff, in particular, plays a key role as they often provide advice to customers.

### **Organization and Employees**

Meda had, as of March 31, 2016, a diversified product portfolio and proprietary sales organization in close to 60 countries. Taking into account the markets where sales are handled by distributors, Meda's products were sold in more than 150 countries as of March 31, 2016. Meda is the parent company of a number of subsidiaries (the Meda Group), and its headquarters are located in Solna, outside of Stockholm, Sweden. Meda's employees are primarily organized into four divisions:

Marketing and sales

Product development

Manufacturing

Administration

Most of Meda's employees work in marketing and sales, which represented almost 60 percent of all employees as of March 31, 2016. The total number of employees for the Meda Group, as of March 31, 2016, was 4,668, of which 428 were contractors. Meda's operations and number of employees has grown quickly, primarily through acquisitions.

### **Marketing and Sales**

Meda's marketing organization consisted of 2,729 people as of March 31, 2016, of which 67 percent work in the Western European market, 22 percent in emerging markets and 11 percent in the U.S. market. In markets where Meda has no representation, the export organization International Trade Business is in charge of operations. Meda's marketing centers provide central support functions in key therapeutic categories and also maintain relationships with relevant international organizations.

### **Product Development**

Meda had, as of March 31, 2016, 461 employees working with development, clinical trials and drug registration. As a specialty pharmaceutical company, Meda has stated that it refrains from capital-intensive, early-stage pharmaceutical development. Instead, Meda focuses on development in the late clinical phase, for example registering new pharmaceutical forms or new indications for existing drugs. By working actively to improve and further develop

existing products and known substances, Meda is able to defend and enhance its market position in its existing therapeutic categories.

**Manufacturing**

The manufacturing division ensures a steady product flow to Meda's marketing companies. Finished products are delivered from Meda's own manufacturing units as well as contract manufacturers. Meda has six proprietary production units in Ireland, France, Germany, Italy and the U.S. For more information on manufacturing, see Manufacturing and Supply above.

**Table of Contents**

**History**

Meda was founded in 1954. The groundwork was laid to establish Meda's platform as a specialty pharmaceutical company in 2000-2002 when Meda set a strategy to build its future on proprietary products. Customers' needs would be met through cost-effective measures with medical quality as a guiding principle. This work focused largely on identifying potential acquisitions and opportunities for in-licensing.

---

**Table of Contents**

**MEDA MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF MEDA**

*This discussion and analysis reflects Meda's views and should be read in conjunction with Meda's audited consolidated financial statements and the related notes thereto and Meda's unaudited interim consolidated financial statements and the related notes thereto, each included elsewhere in this prospectus. Meda's audited consolidated financial statements and Meda's unaudited interim consolidated financial statements included in this prospectus have been prepared in accordance with IFRS as issued by the IASB.*

*This discussion and analysis contains forward-looking statements that reflect Meda's views and which involve risk, uncertainties and assumptions. See *Forward-Looking Statements*. Meda's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including those discussed in the section of this prospectus entitled *Risk Factors Related to Meda*.*

**Overview**

Meda is a leading international specialty pharmaceutical company with a broad product portfolio and its own sales organizations in over 60 countries. Including those markets where sales are managed by distributors, Meda's products are sold in more than 150 different countries.

Based on a broad product portfolio and strong cash flow, Meda's business concept is to identify, secure access to, integrate and commercialize pharmaceutical products in its key therapeutic categories, and products for self-treatment and preventive healthcare. One of Meda's assets has historically been the ability to commercialize products through its global organization. Key activities are primarily development of existing products, manufacturing and supply, and sales and marketing.

Meda's growth strategy involves a combination of organic growth and acquisitions, although acquisitions have been the main driver of Meda's expansion to date. Meda has been built on several transformational acquisitions, and this is expected to remain an important pathway for growth. The addition of new products will also remain key to Meda's growth over time. Acquisitions drive growth in two ways: firstly, by adding acquired revenue; and secondly, by creating new organic growth opportunities which are realized through market and patient adapted product development and expanded geographical footprint. The successful integration of Rottapharm during 2015, for example, opened possibilities for further organic growth based on an expanded position (pain and inflammation) and sustained potential (respiratory and dermatology) in key therapeutic categories, clinically proven consumer healthcare (Cx) products and OTC products together with an increased presence in emerging markets.

Meda's product portfolio is well diversified and spans several therapeutic areas and product areas. In 2015, prescription drugs (Rx) accounted for 62 percent of net sales, while non-prescription drugs accounted for 36 percent, consisting of both Cx and OTC products. Even though Meda is involved in several therapeutic categories, it has three key therapeutic categories: respiratory, dermatology, and pain and inflammation.

Meda has stated that its prescription drug (Rx) products are meeting a growing need among patients and healthcare providers. The need is driven by different factors. In the respiratory therapeutic category, there is a growing incidence of respiratory illnesses in the form of allergies and asthma, particularly in Western Europe and North America, but also in growth markets. The dermatology therapeutic category includes diseases such as skin cancer, acne and dermatitis, all of which are common conditions where incidence is growing. This is partly due to environmental factors such as sun exposure. The pain and inflammation therapeutic category is experiencing growth in several different indications, resulting in rising costs for the customers. Pain and inflammation is an area affecting an

increasing number of people due to increases in life expectancy. The most common indications are back pain, neck pain and knee osteoarthritis.

## **Table of Contents**

Non-prescription drugs have increased in importance for Meda following the acquisition of Rottapharm. The non-prescription product category consists of Cx and OTC products, which are categorized based on how they are marketed. Cx includes clinically effective and scientifically proven non-prescription drugs. Cx is an attractive area which combines the best of Rx and OTC, such as non-reimbursement, free pricing, good margins and limited generic competition. In recent years, Meda has built an extensive portfolio of OTC products, and now offers an increasing range of OTC products in its markets. OTC products are key complements to prescribed drugs because they are easily accessible, save patients' time and reduce cost pressures on the healthcare system.

In 2016, Meda's focus has been and is expected to continue to be on further exploiting growth products, emerging markets franchises and other opportunities.

## **Key Developments**

### ***Challenges with Italian business***

Meda has noted that it faces numerous challenges in Italy, including: a declining Cx business; unfavorable pricing conditions; and high inventories built up over the years at the wholesale level. Meda sought to take measures in the course of 2015 to address issues in its Italian business, including reorganizing the sales force. The situation with wholesale stocks also improved during the year as inventories were drawn down. As a result, Meda significantly reduced receivables in Italy and improved cash flow.

### ***Dymista approved for treatment of SAR in children aged 6 to 11***

On February 20, 2016, Meda announced that the FDA has approved Dymista<sup>®</sup>, a nasal spray that combines azelastine hydrochloride and fluticasone propionate in a composition for treating symptoms of seasonal allergic rhinitis (SAR) in patients aged 6 to 11 years in need of both components for treatment. Dymista<sup>®</sup> was previously only indicated for adults and children over the age of 12. The approved dosage for children aged 6 to 11 is one spray per nostril BID (the same dosage as for adolescents and adults with SAR).

### ***Reglan settlement***

In conjunction with the purchase of Alaven Pharmaceuticals in 2010, Meda Pharmaceuticals Inc. assumed responsibility for ongoing U.S. product liability cases involving the product Reglan (metoclopramide). There are slightly less than 3,300 relevant cases in which the company is named as one of multiple defendants, with most of the cases in Philadelphia, San Francisco and New Brunswick. In general, the cases involve plaintiffs that took Reglan for long periods of time to control gastric stasis and gastroesophageal reflux and developed the side effect tardive dyskinesia, which is characterized by repetitive, involuntary muscle movements, generally of the face and extremities. The Reglan labeling has, since 1986, warned about this condition if the product was taken for more than twelve weeks. The plaintiffs allege that the warning was not prominent enough. While Meda has stated that it believes that it has meritorious defenses to these claims, Meda has reported that in order to avoid the expense and distraction of litigation, Meda entered into a confidential settlement agreement in 2015 which establishes a framework to resolve all of the claims. Meda recognized a provision of \$25 million in the third quarter of 2015 and \$2.5 million was paid in the fourth quarter of 2015. The settlement is subject to sufficient participation by the plaintiffs as determined in Meda's sole discretion.

### ***Divestment of Euromed manufacturing unit***

On December 1, 2015, Meda signed an agreement with The Riverside Company to divest Euromed S.A., a business-to-business manufacturer of herbal extracts and natural active substances located in Spain. The transaction was closed December 29, 2015 and total consideration was EUR 82 million in upfront cash for the shares of Euromed. The unit generated sales of around EUR 40 million (inclusive of approximately EUR 12 million of intercompany sales) and an operating profit margin of around 18 percent on an annual basis

---

**Table of Contents**

(and 15 percent exclusive of intercompany sales). The divestment resulted in a gain of SEK 22 million which has been recognized as other income in 2015.

***Acquisition and successful integration of Rottapharm***

On July 31, 2014, Meda announced an agreement to acquire the Italian specialty pharma company Rottapharm S.p.A. The acquisition was completed on October 10, 2014. The acquisition of Rottapharm increased Meda's earnings profile by contributing a strong brand portfolio within consumer healthcare and increasing the company's presence on Emerging Markets (as defined below) by roughly 50 percent. The acquisition was initially expected by Meda to lead to annual cost synergies of approximately SEK 900 million.

Rottapharm S.p.A., headquartered in Monza, Italy, was founded by Professor Luigi Rovati in 1961 and grew into a leading consumer healthcare focused branded specialty pharma company. The company's products have received the professional endorsement of doctors and pharmacists within the consumer healthcare segment. The company combines Rx-reimbursed medications with more traditional consumer healthcare products, characterized by high scientific credibility (clinically-proven consumer healthcare products or Cx); these are high-margin products that are prescribed or recommended by doctors with nearly no generic competition. Rottapharm has a global footprint with a presence of its products in 90 countries worldwide.

The purchase price amounted to SEK 17,654 million and consisted of SEK 12,309 million in cash after deduction of net debt in Rottapharm, 30 million Meda shares at a value, at the time of concluding the transaction, corresponding to SEK 2,976 million, and an unconditional deferred payment of SEK 2,600 million (EUR 275 million) which is payable in January 2017 (unless such payment is accelerated by Meda undertaking certain transformative transactions).

In 2014, Rottapharm contributed SEK 1,533 million to Meda's net sales and an operating profit of SEK 409 million. The operating profit is adjusted for amortizations of SEK 162 million related to adjustments of product rights to fair value and restructuring costs of SEK 485 million, which are the part of the restructuring costs charged to Rottapharm.

Meda has reported that it successfully integrated Rottapharm during 2015, ahead of plan and achieving more than the planned synergies for the year, while at the same time continuing to drive its day-to-day business forward in its respective markets. Apart from synergies and increased revenues, Meda has reported that the acquisition has strengthened Meda in several areas. It now has a wider product range and a more balanced portfolio with the addition, in particular, of a strong range of Cx products and presence in Emerging Markets. Meda's own distribution network now spans over 60 countries.

***Meda and Valeant terminated their joint ventures***

Meda reached an agreement with Valeant to terminate the companies' joint ventures in Canada, Mexico, and Australia during the second quarter 2014. Meda has established subsidiaries in all three countries. The rights to the products Flupirtine<sup>®</sup>, Onsolis<sup>®</sup>, and Sublinox<sup>®</sup> reverted to Meda, while Valeant has continued to pursue operations in Canada including the products Palafer<sup>®</sup>, Contac<sup>®</sup>, and Manerix<sup>®</sup>. Sublinox<sup>®</sup> has been out-licensed to Valeant in Canada. The agreement also gave Meda extended sales rights to the in-licensed products Acnatac<sup>®</sup> and Zyclara<sup>®</sup>, allowing Meda to sell the products in Australia and South Africa. Meda has also ceased paying royalties to Valeant on sales of Acnatac<sup>®</sup> and Zyclara<sup>®</sup>. The divestment resulted in a gain of SEK 42 million which has been recognized as other income in 2014.

***Dymista approved in Europe***

Dymista was approved in Europe in 2013 through the decentralized registration process. Dymista has been approved for the treatment of seasonal and perennial allergic rhinitis. The national registration processes,

**Table of Contents**

including negotiations regarding pricing and reimbursement, as well as product launches also began in 2013, with Dymista now sold in several European markets.

**Meda acquired Aerospa**

Meda acquired the patented product Aerospa through the acquisition of Acton Pharmaceuticals Inc. in 2013. The acquisition was completed on October 21, 2013 and the purchase price was \$135 million. The transaction included a milestone payment of \$10 million and a royalty-based milestone payment.

**Reporting Segments and Product Categories**

Meda management has stated that it assesses operations from a geographic perspective. Meda currently is organized in three geographic areas: Western Europe (comprising Western Europe, excluding the Baltics, Poland, Czech Republic, Slovakia and Hungary); the U.S. (which includes Canada); and Emerging Markets (comprising Eastern Europe, including the Baltics, Poland, Czech Republic, Slovakia, Hungary, Turkey, the Middle East, Mexico and other non-European markets).

In addition, Meda reports certain information by product category: Rx (prescription drugs and specialty products); and Cx/OTC (non-prescription drugs).

**Non-IFRS Financial Measures**

Meda management uses EBITDA, EBITDA margin (i.e., EBITDA as a percentage of net sales) and free cash flow, each a non-IFRS financial measure, in conjunction with other IFRS and non-IFRS financial measures, to assess its operating results and for financial and operational decision-making purposes. EBITDA represents operating profit (which excludes tax and finance income and finance costs) before amortization and depreciation. Meda has stated that it believes that EBITDA provides useful information about its core operating results and enhances the comparability of profit across segments. Free cash flow represents cash flow from operating activities less cash flow from investing activities (excluding acquired product rights and acquired operations). Meda also has stated that it believes that free cash flow provides useful information to investors about the amount of cash generated by its business that can be used for strategic transactions, including making strategic investments and acquisitions.

The table below sets forth a reconciliation of EBITDA to operating profits (the most directly comparable IFRS measure) for the periods indicated:

	Three months ended		Year ended December 31		
	March 31 2016	March 31 2015	2015	2014	2013
<b>SEK million</b>					
<b>Operating profit</b>	<b>349</b>	<b>536</b>	<b>2,719</b>	<b>1,487</b>	<b>1,548</b>
Depreciation and amortization	786	810	3,284	2,503	2,186
<b>EBITDA</b>	<b>1135</b>	<b>1346</b>	<b>6,003</b>	<b>3,990</b>	<b>3,734</b>
<b>EBITDA margin (%)</b>	<b>26.3</b>	<b>29.4</b>	<b>30.6</b>	<b>26.0</b>	<b>28.5</b>

A reconciliation of free cash flow to cash flow from operating activities (the most directly comparable IFRS measure) is set forth under Liquidity and Capital Resources Cash Flows Free Cash Flow.

**Table of Contents**

In addition, the discussion of Meda's reported operating results and cash flows present certain adjusted measures that are regularly reviewed by Meda management but are not prepared in accordance with IFRS. These include the following:

*constant exchange rate measures:* net sales and certain expense measures that are adjusted to exclude currency effects;

*organic growth measures:* net sales measures that are adjusted for currency effects, acquisitions, disposals, discontinued products, and revenues from the cooperation agreement with Valeant (which revenues have not been included in the past based on Meda's view that they represent a royalty stream over which Meda has no influence). Differences between period-over-period growth in net sales on an actual and organic basis in the comparisons of 2015 versus 2014 and 2014 versus 2013 have primarily been attributable to currency effects and the impact of the acquisition of Rottapharm. Organic growth in net sales has been calculated, in 2014 versus 2013, by excluding the impact of the acquisition of Rottapharm on Meda's 2014 results, and in 2015 versus 2014, by including Rottapharm's 2014 results prior to its acquisition in Meda's 2014 results on a pro forma basis as if the acquisition of Rottapharm had been completed as at the beginning of 2014. Although this difference in approach impacts the comparability of the organic growth figures presented in respect of the different period-over-period comparisons, Meda has stated that it believes that this represents the most useful representation of organic growth in respect of 2015 versus 2014 and 2014 versus 2013 in isolation. Differences between period-over-period growth in net sales on an actual and organic basis in the comparisons of the three months ended March 31, 2016 versus the three months ended March 31, 2015 have primarily been attributable to currency effects, the divestment of Euromed discussed above and reduced royalties under the cooperation agreement with Valeant; and

*measures adjusted for items affecting comparability:* measures that are adjusted to exclude the effect of certain restructuring costs, transaction costs and other items that Meda has stated affect the period-over-period comparisons of Meda's financial results.

Meda has stated that, while not intended to be a substitute for or superior to reporting measures prepared in accordance with IFRS, it believes the above adjusted measures are useful to investors in evaluating its results as they are indicative of its ongoing performance and reflect how management evaluates its operational results and trends.

In order to compute constant exchange rate growth, Meda translates financial data for a period into SEK using the same foreign currency exchange rates that it used to translate financial data for the previous period.

Reconciliations of organic growth to reported growth are shown after their use in the discussion below.

Meda's net sales for 2014 by geographic segment and by product category on a pro forma basis as if the acquisition of Rottapharm had been completed as at the beginning of 2014 (which, as discussed above, are used in the calculation of organic growth in 2015 versus 2014) are as follows:

<b>SEK million</b>	<b>2014</b>	<b>Sales (pro forma)</b>
<b>Sales (reported)<sup>(1)</sup></b>		

**Pro forma adjustments  
relating to  
acquisition  
of  
Rottapharm<sup>(2)</sup>**

Western Europe	10,205	2,253	12,458
U.S.	2,542	4	2,546
Emerging Markets	2,370	908	3,278
Other Sales	235	186	421
<b>Total net sales</b>	<b>15,352</b>	<b>3,351</b>	<b>18,703</b>
Rx	10,536	792	11,328
Cx/OTC	4,581	2,373	6,954
Other Sales	235	186	421
<b>Total net sales</b>	<b>15,352</b>	<b>3,351</b>	<b>18,703</b>

**Table of Contents**

- (1) As of January 1, 2015, Meda reports all medical device products by geographic area and by product category. These products were previously not allocated in full by geographic area and were recognized as other sales in the reporting by product category. The change has not resulted in any change in the reporting by geographic area for the full year 2014. Other Sales by product category for 2014 have been adjusted from SEK 492 million to SEK 235 million, with SEK 28 million allocated to Rx and SEK 229 million allocated to Cx/OTC.
- (2) Represents historical Rottapharm net sales for the portion of 2014 prior to its consolidation as of October 10, 2014, with reclassifications to align Rottapharm's historical financial information with Meda's financial statement presentation.

Reconciliations of key income statement line items and EBITDA for 2015 and 2014 excluding and including restructuring costs and other items affecting comparability are set forth below under Results of Operations Items Affecting Comparability.

The additional information discussed in this section is not uniformly defined by all companies including those in Meda's industry. Accordingly, it may not be comparable with similarly titled measures and disclosures by other companies. Additionally, certain information presented is derived from amounts calculated in accordance with IFRS but is not itself an expressly permitted IFRS measure. Such non-IFRS measures should not be viewed in isolation or as an alternative to the equivalent IFRS measure.

**Results of Operations**

The following table summarizes Meda's consolidated results of operations for the periods indicated.

SEK million	Three months ended		Year ended December 31		
	March 31 2016	March 31 2015	2015	2014	2013
Net sales	4,315	4,583	19,648	15,352	13,114
Cost of sales	1,628	1,750	7,525	6,083	5,087
<b>Gross profit</b>	<b>2,687</b>	<b>2,833</b>	<b>12,123</b>	<b>9,269</b>	<b>8,027</b>
Other income			22	42	
Selling expenses	1,010	1,049	4,359	3,718	2,993
Medicine and business development expenses	1,083	967	4,086	3,223	2,794
Administrative expenses	245	281	981	883	692
<b>Operating profit</b>	<b>349</b>	<b>536</b>	<b>2,719</b>	<b>1,487</b>	<b>1,548</b>
Net financial items	252	469	1,415	905	545
<b>Profit after financial items</b>	<b>97</b>	<b>67</b>	<b>1,304</b>	<b>582</b>	<b>1,003</b>
Tax	194	159	112	180	198
<b>Net income</b>	<b>291</b>	<b>226</b>	<b>1,192</b>	<b>402</b>	<b>805</b>

<b>Earnings attributable to:</b>					
Parent company shareholders	291	226	1,176	399	807
Non-controlling interests	0	0	16	3	2

**Table of Contents****Items Affecting Comparability**

The following table sets forth a reconciliation of key income statement line items and EBITDA for the three months ended March 31, 2016 excluding and including transaction costs and other items affecting comparability and for the three months ended March 31, 2015, 2015 and 2014 excluding and including restructuring costs and other items affecting comparability. No such items were applicable or incurred in 2013.

	<b>Three Months Ended March 31, 2016</b>		
	<b>Excluding transaction costs and other items affecting comparability</b>	<b>Transaction costs and other items affecting comparability</b>	<b>Including transaction costs and other items affecting comparability</b>
Net sales	4,315		4,315
Cost of sales	1,628		1,628
<b>Gross profit</b>	<b>2,687</b>		<b>2,687</b>
Other income			
Other operating expenses	2,217	121	2,338
<b>Operating profit</b>	<b>470</b>	<b>121</b>	<b>349</b>
Net financial items	252		252
<b>Profit after financial items</b>	<b>218</b>	<b>121</b>	<b>97</b>
Tax	50	244	194
<b>Net income</b>	<b>168</b>	<b>123</b>	<b>291</b>
<b>EBITDA</b>	<b>1,256</b>	<b>121</b>	<b>1,135</b>
Amortization, product rights	731		731
Depreciation and amortization, other	55		55
<b>Operating profit</b>	<b>470</b>	<b>121</b>	<b>349</b>

	<b>Three Months Ended March 31, 2015</b>		
	<b>Excluding transaction costs and other items affecting</b>	<b>Transaction costs and other items affecting comparability</b>	<b>Including transaction costs and other items affecting comparability</b>

	<b>comparability</b>		
Net sales	4,583		4,583
Cost of sales	1,750		1,750
<b>Gross profit</b>	<b>2,833</b>		<b>2,833</b>
Other income			
Other operating expenses	2,240	57	2,297
<b>Operating profit</b>	<b>593</b>	<b>57</b>	<b>536</b>
Net financial items	308	161	469
<b>Profit after financial items</b>	<b>285</b>	<b>218</b>	<b>67</b>
Tax	68	227	159
<b>Net income</b>	<b>217</b>	<b>9</b>	<b>226</b>
<b>EBITDA</b>	<b>1,403</b>	<b>57</b>	<b>1,346</b>
Amortization, product rights	751		751
Depreciation and amortization, other	59		59
<b>Operating profit</b>	<b>593</b>	<b>57</b>	<b>536</b>

**Table of Contents**

	<b>Year Ended December 31, 2015</b>			
	<b>Excluding restructuring costs and other items affecting comparability</b>	<b>Restructuring costs</b>	<b>Other items affecting comparability</b>	<b>Including restructuring costs and other items affecting comparability</b>
Net sales	19,648			19,648
Cost of sales	7,533	8		7,525
<b>Gross profit</b>	<b>12,115</b>	<b>8</b>		<b>12,123</b>
Other income			22	22
Selling expenses	4,132	227		4,359
Medicine and business development expenses	3,851	25	210	4,086
Administrative expenses	934	47		981
<b>Operating profit</b>	<b>3,198</b>	<b>291</b>	<b>188</b>	<b>2,719</b>
Net financial items	1,196		219	1,415
<b>Profit after financial items</b>	<b>2,002</b>	<b>291</b>	<b>407</b>	<b>1,304</b>
Tax	471	359		112
<b>Net income</b>	<b>1,531</b>	<b>68</b>	<b>407</b>	<b>1,192</b>
<b>EBITDA</b>	<b>6,482</b>	<b>291</b>	<b>188</b>	<b>6,003</b>
Amortization, product rights	3,040			3,040
Depreciation and amortization, other	244			244
<b>Operating profit</b>	<b>3,198</b>	<b>291</b>	<b>188</b>	<b>2,719</b>

	<b>Year Ended December 31, 2014</b>			
	<b>Excluding restructuring costs and other items affecting comparability</b>	<b>Restructuring costs</b>	<b>Other items affecting comparability</b>	<b>Including restructuring costs and other items affecting comparability</b>
Net sales	15,352			15,352
Cost of sales	6,053	30		6,083
<b>Gross profit</b>	<b>9,299</b>	<b>30</b>		<b>9,269</b>
Other income			42	42
Selling expenses	3,342	376		3,718

Medicine and business development expenses	3,043	59	121	3,223
Administrative expenses	717	166		883
<b>Operating profit</b>	<b>2,197</b>	<b>631</b>	<b>79</b>	<b>1,487</b>
Net financial items	665		240	905
<b>Profit after financial items</b>	<b>1,532</b>	<b>631</b>	<b>319</b>	<b>582</b>
Tax	351	171		180
<b>Net income</b>	<b>1,181</b>	<b>460</b>	<b>319</b>	<b>402</b>
<b>EBITDA</b>	<b>4,700</b>	<b>631</b>	<b>79</b>	<b>3,990</b>
Amortization, product rights	2,348			2,348
Depreciation and amortization, other	155			155
<b>Operating profit</b>	<b>2,197</b>	<b>631</b>	<b>79</b>	<b>1,487</b>

**Table of Contents****Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015***Sales*

Net sales for the three months ended March 31, 2016 amounted to SEK 4,315 million (the three months ended March 31, 2015: SEK 4,583 million), which corresponds to a decrease of 6 percent as against the three months ended March 31, 2015. At constant exchange rates, sales for the period decreased by 4 percent compared to the prior year period. Sales compared to the prior year period were negatively impacted by reduced royalties under the agreement with Valeant as well as the divestment of the manufacturing site Euromed. Organic growth for the period amounted to 2 percent. On an organic basis, positive sales development in Emerging Markets could not offset lower sales in the US. Western Europe sales on an organic basis were only slightly lower than in the comparable prior year period.

The following table sets forth Meda's net sales by geographic segment for the periods indicated:

SEK million	Three months ended March 31		Change (actual)	Change (constant exchange rates)	Change (organic)
	2016	2015			
Western Europe	2,801	2,865	2%	1%	1%
U.S.	669	786	15%	16%	11%
Emerging Markets	810	819	1%	5%	4%
Other Sales	35	113	69%	69%	16%
<b>Total net sales</b>	<b>4,315</b>	<b>4,583</b>	<b>6%</b>	<b>4%</b>	<b>2%</b>

Sales for Western Europe over the period were SEK 2,801 million (the three months ended March 31, 2015: SEK 2,865 million), representing a 2 percent decrease as against the three months ended March 31, 2015 and a 1 percent decrease at constant exchange rates. Organic growth for the three months ended March 31, 2016 also registered a 1 percent decrease as against the three months ended March 31, 2015. On an organic basis, slow sales development in Germany, the UK, Denmark, and the Netherlands was not fully offset by positive sales development in the rest of the markets and especially Spain, Finland, Portugal and Sweden.

U.S. sales for the three months ended March 31, 2016 amounted to SEK 669 million (the three months ended March 31, 2015: SEK 786 million), corresponding to a decrease of 15 percent as against the three months ended March 31, 2015, and a decrease of 16 percent at constant exchange rates. Several products showed lower sales compared to last year on a constant exchange rate basis, most notably Felbatol, Astepro, Astelin and Soma. License income from the collaboration agreement with Valeant was reduced to SEK 43 million for the period (the three months ended March 31, 2015: SEK 92 million).

Sales in Emerging Markets for the period amounted to SEK 810 million (the three months ended March 31, 2015: SEK 819 million), representing a 1 percent decrease as against the three months ended March 31, 2015. At constant exchange rates, the increase was 5 percent and organic growth was 4 percent. On an organic basis, several markets showed a good sales development in the region and especially Turkey where market demand for Meda's products was very strong. The overall sales growth on an organic basis was held back by lower sales in Hong Kong and Taiwan, which was primarily due to differences in timing of deliveries.

The reduction in Other Sales primarily resulted from the divestment of Euromed.

**Table of Contents**

The following table sets forth Meda's net sales by product category for the periods indicated:

SEK million	Three months ended March 31		Change (actual)	Change (constant exchange rates)	Change (organic)
	2016	2015 <sup>(1)</sup>			
Rx	2,609	2,820	7%	6%	5%
Cx/OTC	1,671	1,650	1%	3%	3%
Other Sales	35	113	69%	69%	16%
<b>Total net sales</b>	<b>4,315</b>	<b>4,583</b>	<b>6%</b>	<b>4%</b>	<b>2%</b>

Sales of prescription drugs (Rx) for the three months ended March 31, 2016 amounted to SEK 2,609 million (the three months ended March 31, 2015: SEK 2,820 million), representing a 7 percent decrease as against the three months ended March 31, 2015 and a 6 percent decrease at constant exchange rates. Organic growth for the period was 5 percent compared to the three months ended March 31, 2015. Lower sales of Rx products in the US, Germany and the UK (driven by lower Epipen sales) were the main reasons for the sluggish development on an organic basis. Dymista continued to show growth on a constant exchange rate basis at 19 percent for the three months ended March 31, 2016 (actual: 19 percent) and Legalon grew on a constant exchange rate basis by 22 percent (actual: 16 percent).

Cx/OTC sales amounted to SEK 1,671 million for the period (the three months ended March 31, 2015: SEK 1,650 million), representing a 1 percent increase as against the three months ended March 31, 2015 and a 3 percent increase at constant exchange rates. Also, organic growth for the period was 3 percent compared to the three months ended March 31, 2015. Amongst other products, Saugella, Armolipid, Betadine and Reparil were the main drivers behind the positive development in organic growth for the period. Sales of Dona were down by 15 percent on a constant exchange rate basis for the three months ended March 31, 2016 (actual: 18 percent), mainly as a result of timing of shipments in Hong Kong and Taiwan. CB12 sales turned around and grew by 6 percent on a constant exchange rate basis for the period (actual: 4 percent).

The table below sets forth a reconciliation of reported growth to organic growth for net sales by geographic segment and product category for the three months ended March 31, 2016 versus the three months ended March 31, 2015:

	Change (actual)	Currency effects	Cooperation agreement with Valeant	Discontinued products	Change (organic)
Western Europe	2%	1%	0%	0%	1%
U.S.	15%	1%	5%	0%	11%
Emerging Markets	1%	6%	1%	0%	4%
Other Sales	69%	0%	0%	53%	16%
<b>Total net sales</b>	<b>6%</b>	<b>1%</b>	<b>1%</b>	<b>2%</b>	<b>2%</b>

	<b>Change (actual)</b>	<b>Currency effects</b>	<b>Cooperation agreement with Valeant</b>	<b>Discontinued products</b>	<b>Change (organic)</b>
Rx	7%	2%	1%	0%	5%
Cx/OTC	1%	1%	0%	0%	3%
Other Sales	69%	0%	0%	53%	16%
<b>Total net sales</b>	<b>6%</b>	<b>1%</b>	<b>1%</b>	<b>2%</b>	<b>2%</b>

---

**Table of Contents***Operating Expenses, Operating Profit and EBITDA*

Operating profit for the period was SEK 349 million (the three months ended March 31, 2015: SEK 536 million) and EBITDA was SEK 1,135 million (the three months ended March 31, 2015: SEK 1,346 million) due to the development of net sales discussed above and of operating expenses discussed below. This yielded an 8.1 percent operating profit margin for the three months ended March 31, 2016 (the three months ended March 31, 2015: 11.7 percent) and a 26.3 percent EBITDA margin (the three months ended March 31, 2015: 29.4 percent). Excluding transaction costs of SEK 121 million related to the Mylan offer (and restructuring costs of SEK 57 million in the three months ended March 31, 2015), operating profit amounted to SEK 470 million for the period (the three months ended March 31, 2015: SEK 593 million) and EBITDA to SEK 1,256 million (the three months ended March 31, 2015: SEK 1,403 million). This corresponds to an operating profit margin for the period (excluding transaction costs) of 10.9 percent (the three months ended March 31, 2015, excluding restructuring costs: 13.0 percent) and an EBITDA margin (excluding transaction costs) of 29.1 percent (the three months ended March 31, 2015, excluding restructuring costs: 30.6 percent).

Operating expenses for the period amounted to SEK 2,338 million (the three months ended March 31, 2015: SEK 2,297 million) and included transaction costs of SEK 121 million discussed above. Accordingly, operating expenses excluding transaction costs were SEK 2,217 million for the period (the three months ended March 31, 2015, excluding restructuring costs: SEK 2,240 million).

Selling expenses for the period were SEK 1,010 million (the three months ended March 31, 2015: SEK 1,049 million).

Medicine and business development expenses for the period were SEK 1,083 million (the three months ended March 31, 2015: SEK 967 million) including transaction costs of SEK 121 million discussed above.

Administrative expenses for the period totaled SEK 245 million (the three months ended March 31, 2015: SEK 281 million)

*Net Financial Items, Tax and Net Profit*

Net financial items for the period amounted to SEK 252 million (the three months ended March 31, 2015: SEK 469 million), a 46% decrease. The decrease after excluding SEK 161 million of expense incurred in the three months ended March 31, 2015 related to the redemption of a bond loan absorbed in conjunction with the acquisition of Rottapharm was 18 percent. This 18 percent decrease is related to lower interest costs as a result of reduced net debt.

Profit/loss after net financial items for the period totaled SEK 97 million (the three months ended March 31, 2015: SEK 67 million). Reported tax for the period amounted to SEK 194 million (the three months ended March 31, 2015: SEK 159 million). Tax was affected by re-assessment of certain deferred tax balances and tax effects of transaction costs. Excluding such items affecting comparability, tax expense for the three months ended March 31, 2016 was SEK 50 million (the three months ended March 31, 2015: SEK 68 million), equivalent to a tax rate of 23.0 percent (the three months ended March 31, 2015: 23.8 percent).

Net profit totaled SEK 291 million (the three months ended March 31, 2015: SEK 226 million) for the reasons described above.

*Year Ended December 31, 2015 Compared to Year Ended December 31, 2014**Sales*

Net sales for 2015 amounted to SEK 19,648 million (2014: SEK 15,352 million), which corresponds to an increase of 28 percent as against 2014. At constant exchange rates, net sales increased by 21 percent, with the

**Table of Contents**

lower growth rate in constant exchange rate terms primarily reflecting a significant appreciation of the U.S. dollar against the Swedish kronor, and moderate appreciation of the euro against the Swedish kronor. The Rottapharm acquisition contributed sales of SEK 4,937 million in 2015 (as against SEK 1,533 million in 2014). Organic growth in net sales amounted to 1 percent. Differences between growth in net sales on an actual and organic basis in 2015 as against 2014, including in respect of the geographic segments and product categories discussed below, were primarily attributable to currency effects and the impact of the acquisition of Rottapharm. On an organic basis, strong sales in Emerging Markets and in the U.S. region were more than offset by lower sales in Western Europe, mainly attributable to the challenges in Italy discussed above under Key Developments (although, due to Rottapharm's significant presence in Italy, Italy favorably contributed to growth in actual and constant exchange rate terms).

The following table sets forth Meda's net sales by geographic segment for the periods indicated:

SEK million	Year ended December 31		Change (actual)	Change (constant exchange rates)	Change (organic pro forma)
	2015	2014			
Western Europe	12,213	10,205	20%	16%	5%
U.S.	3,354	2,542	32%	10%	11%
Emerging Markets	3,660	2,370	54%	48%	7%
Other Sales	421	235	79%	75%	2%
<b>Total net sales</b>	<b>19,648</b>	<b>15,352</b>	<b>28%</b>	<b>21%</b>	<b>1%</b>

Sales for Western Europe were SEK 12,213 million (2014: SEK 10,205 million), representing a 20 percent increase over 2014 and a 16 percent increase at constant exchange rates. Sales of products from Rottapharm amounted to SEK 3,013 million (as against SEK 1,119 million in 2014). Organic growth was 5 percent as against 2014. On an organic basis, sales were negatively impacted above all by poor sales development in Italy, as well as in France, due to generic competition for Tambocor. Sales development on an organic basis was positive in the Nordic markets, Germany, Austria and Portugal.

U.S. sales amounted to SEK 3,354 million (2014: SEK 2,542 million), corresponding to an increase of 32 percent over 2014 and 10 percent at constant exchange rates. Organic growth was 11 percent as against 2014. On an organic basis, sales were held back by the impact of generic competition on Astepro and sales of launch quantities in the first quarter of 2014 for Aerospan. These negative effects were more than compensated for by higher sales in constant exchange rate terms of Felbatol in particular, as well as Astelin and some other products. Dymista sales of SEK 706 million were 3 percent higher than in the prior year in constant exchange rate terms (actual: 27 percent higher).

Sales in Emerging Markets amounted to SEK 3,660 million (2014: SEK 2,370 million), representing a 54 percent increase. At constant exchange rates, the increase was 48 percent, while organic growth was 7 percent. Sales of products from Rottapharm amounted to SEK 1,612 million (as against SEK 349 million in 2014). On an organic basis, sales were especially strong in Greater China, the Middle East, and Malaysia, while sales in the CIS region (comprised of Ukraine, Moldova, Belarus, Kazakhstan, Azerbaijan, Armenia, Georgia, Turkmenistan, Uzbekistan, Mongolia and the Kyrgyz Republic) were hampered by the economic situation and Australia and Turkey also showed lower sales.



**Table of Contents**

The following table sets forth Meda's net sales by product category for the periods indicated:

SEK million	Year ended December 31		Change (actual)	Change (constant exchange rates)	Change (organic pro forma)
	2015	2014 <sup>(1)</sup>			
Rx	12,160	10,536	15%	8%	0%
Cx/OTC	7,067	4,581	54%	47%	3%
Other Sales	421	235	79%	75%	2%
<b>Total net sales</b>	<b>19,648</b>	<b>15,352</b>	<b>28%</b>	<b>21%</b>	<b>1%</b>

(1) As of January 1, 2015, Meda reports all medical device products by geographic area and by product category. These products were previously not allocated in full by geographic area and were recognized as other sales in the reporting by product category. The change has not resulted in any change in the reporting by geographic area for the full year 2014. Other Sales by product category for 2014 have been adjusted from SEK 492 million to SEK 235 million, with SEK 28 million allocated to Rx and SEK 229 million allocated to Cx/OTC.

Sales of prescription drugs (Rx) amounted to SEK 12,160 million (2014: SEK 10,536 million), representing a 15 percent increase over 2014 and an 8 percent increase at constant exchange rates. Organic growth was flat. The impact on sales growth on an organic basis from generic competitors to Astepro in the U.S. and Tambocor in France was negative. Several products in Meda's prioritized therapeutic areas showed good growth on a constant exchange rate basis, including Dymista, which grew at 19 percent (actual: 39 percent) to SEK 1,003 million, and Elidel, which grew at 40 percent (actual: 51 percent) to SEK 518 million.

Cx/OTC sales amounted to SEK 7,067 million (2014: SEK 4,581 million), representing a 54 percent increase over 2014 and a 47 percent increase at constant exchange rates. The Rottapharm acquisition contributed sales of SEK 3,474 million (as against SEK 1,027 million in 2014). Organic growth amounted to 3 percent, mainly due to negative sales development in Italy. On an organic basis, sales of Dona and Armolipid, part of the product portfolio acquired from Rottapharm, grew at moderate rates to SEK 855 million and SEK 334 million, respectively. On a constant exchange rate basis, Betadine sales were slightly below last year, while CB12 sales declined by 17 percent (actual: 15 percent) to SEK 290 million.

The table below sets forth a reconciliation of reported growth to organic growth for net sales by geographic segment and product category for 2015 versus 2014:

	Change (actual)	Currency effects	Discontinued products	Rottapharm acquisition	Change (organic pro forma)
Western Europe	20%	4%		21%	5%
U.S.	32%	22%	1%		11%
Emerging Markets	54%	7%		40%	7%
Other Sales	79%	5%	1%	77%	2%

<b>Total net sales</b>	<b>28%</b>	<b>7%</b>		<b>22%</b>	<b>1%</b>
------------------------	------------	-----------	--	------------	-----------

	<b>Change (actual)</b>	<b>Currency effects</b>	<b>Discontinued products</b>	<b>Rottapharm acquisition</b>	<b>Change (organic pro forma)</b>
Rx	15%	7%		8%	0%
Cx/OTC	54%	7%		50%	3%
Other Sales	79%	5%	1%	77%	2%
<b>Total net sales</b>	<b>28%</b>	<b>7%</b>		<b>22%</b>	<b>1%</b>

**Table of Contents***Operating Expenses, Operating Profit and EBITDA*

Operating profit was SEK 2,719 million (2014: SEK 1,487 million) and EBITDA was SEK 6,003 million (2014: SEK 3,990 million) due to the development of net sales discussed above and of operating expenses discussed below. This yielded a 13.8 percent operating profit margin and a 30.6 percent EBITDA margin (2014: 26.0 percent). Excluding restructuring costs and other items affecting comparability, operating profit amounted to SEK 3,198 million (2014: SEK 2,197 million) and EBITDA to SEK 6,482 million (2014: SEK 4,700 million). This corresponds to a growth rate of operating profit (excluding restructuring costs and other items affecting comparability) of 46 percent, or 28 percent at constant exchange rates, and operating profit margin (excluding restructuring costs and other items affecting comparability) of 16.3 percent (2014: 14.3 percent), and to a growth rate of EBITDA (excluding restructuring costs and other items affecting comparability) of 38 percent, or 30 percent at constant exchange rates, and EBITDA margin (excluding restructuring costs and other items affecting comparability) of 33.0 percent (2014: 30.6 percent).

Operating expenses amounted to SEK 9,426 million (2014: SEK 7,824 million) and included restructuring costs of SEK 299 million and a provision of SEK 210 million related to the ongoing U.S. product liability cases involving the product Reglan. Operating expenses excluding restructuring costs and other items affecting comparability were SEK 8,917 million (2014: SEK 7,102 million), with the increase over 2014 primarily reflecting the inclusion of Rottapharm in Meda's results for the full year.

Selling expenses, including restructuring costs of SEK 227 million, were SEK 4,359 million (2014: SEK 3,718 million, including restructuring costs of SEK 376 million). Selling expenses excluding restructuring costs increased by 15 percent compared with the previous year at constant exchange rates, with the increase over 2014 primarily reflecting the inclusion of Rottapharm in Meda's results for the full year.

Medicine and business development expenses, including restructuring costs of SEK 25 million and the provision of SEK 210 million mentioned above, were SEK 4,086 million (2014: SEK 3,223 million, including restructuring costs and other items affecting comparability of SEK 180 million). The increase in medicine and business development expenses excluding restructuring costs and other items affecting comparability primarily reflected the inclusion of Rottapharm in Meda's results for the full year.

Administrative expenses, including restructuring costs of SEK 47 million, totaled SEK 981 million (2014: SEK 883 million, including restructuring costs of SEK 166 million). The increase in administrative expenses excluding restructuring costs primarily reflected the inclusion of Rottapharm in Meda's results for the full year.

*Net Financial Items, Tax and Net Profit*

Net financial items amounted to SEK 1,415 million (2014: SEK 905 million) and include expenses of SEK 219 million categorized as an item affecting comparability related to the redemption of a bond loan in late April 2015 which was absorbed in conjunction with the acquisition of Rottapharm. Excluding items affecting comparability (see Results of Operations Items Affecting Comparability), net financial items totaled SEK 1,196 million (2014: SEK 665 million), with the increase over 2014 primarily attributable to increased interest expense due to increased borrowings and higher interest rates.

Profit/loss after net financial items totaled SEK 1,304 million (2014: SEK 582 million). Reported tax amounted to SEK 112 million (2014: SEK 180 million). Reported tax was reduced by SEK 359 million as a result of tax effects attributable to restructuring costs and the utilization of a non-capitalized loss carry-forward in the German operations. Excluding tax effects attributable to restructuring costs, the tax expense was SEK 471 million (2014: SEK 351 million), equivalent to a tax rate of 23.5 percent (2014: 22.9 percent), with the increased tax rate primarily attributable

to the inclusion of Rottapharm in Meda s results for the full year.

Net profit totaled SEK 1,192 million (2014: SEK 402 million) for the reasons described above.

**Table of Contents****Year Ended December 31, 2014 Compared to Year Ended December 31, 2013***Sales*

Net sales for 2014 amounted to SEK 15,352 million (2013: SEK 13,114 million), which corresponds to an increase of 17 percent as against 2013. At constant exchange rates, sales increased 12 percent, with the lower growth rate in constant exchange rate terms primarily reflecting moderate appreciation of the U.S. dollar and the euro against the Swedish kronor. The Rottapharm acquisition contributed sales of SEK 1,533 million in 2014. Organic growth for the full-year amounted to 2 percent. Differences between growth in net sales on an actual and organic basis in 2014 as against 2013, including in respect of the geographic segments and product categories discussed below, were primarily attributable to currency effects and the impact of the acquisition of Rottapharm.

The following table sets forth Meda's net sales by geographic segment for the periods indicated:

SEK million	Year ended December 31		Change (actual exchange rate)	Change (constant exchange rate)	Change (organic)
	2014 <sup>(1)</sup>	2013 <sup>(1)</sup>			
Western Europe	10,205	8,507	20%	14%	2%
U.S.	2,542	2,454	5%	0%	1%
Emerging Markets	2,370	1,951	21%	22%	5%
Other Sales	235	202	16%	8%	19%
<b>Total net sales</b>	<b>15,352</b>	<b>13,114</b>	<b>17%</b>	<b>12%</b>	<b>2%</b>

<sup>(1)</sup> As of January 1, 2015, Meda reports all medical device products by geographic area and by product category. These products were previously not allocated in full by geographic area and were recognized as other sales in the reporting by product category. The change has not resulted in any change in the reporting by geographic area for the full year 2014. Other Sales by product category for 2014 have been adjusted from SEK 492 million to SEK 235 million, with SEK 28 million allocated to Rx and SEK 229 million allocated to Cx/OTC. Other sales by geographic area for 2013 have been adjusted from SEK 240 million to SEK 202 million, with SEK 38 million allocated to U.S. Other Sales by product category for 2013 have been adjusted from SEK 396 million to SEK 202 million, with SEK 15 million allocated to Rx and SEK 179 million allocated to Cx/OTC.

Sales for Western Europe were SEK 10,205 million (2013: SEK 8,507 million), representing a 20 percent increase over 2013 and 14 percent at constant exchange rates. Sales of products from Rottapharm amounted to SEK 1,119 million. Organic growth amounted to 2 percent as against 2013. On an organic basis, growth was primarily fueled by Spain and Sweden, but most other markets also displayed healthy growth. Sales on the German market saw a decline on an organic basis compared with the previous year, primarily owing to lower sales of Formatrix in constant exchange rate terms. Sales in France also dropped on an organic basis due to increased generic competition for Tambocor during the second half of the year.

U.S. sales amounted to SEK 2,542 million (2013: SEK 2,454 million), representing a 5 percent increase. At constant exchange rates, sales were flat, while organic growth was 1 percent. Sales of Dymista rose to SEK 556 million (2013: SEK 410 million). Sales of launch quantities of Aerospan totaled SEK 37 million. The negative organic growth is

primarily attributable to lower sales of Astepro in constant exchange rate terms owing to generic competition.

Sales in Emerging Markets amounted to SEK 2,370 million (2013: SEK 1,951 million), representing a 21 percent increase as against 2013. At constant exchange rates, the increase was 22 percent. The Rottapharm acquisition contributed sales of SEK 349 million in 2014. Organic growth amounted to 5 percent and was driven mainly by Russia, Australia, Turkey, and Mexico. Organic growth was impeded by delivery problems for Elidel, which resulted in lower sales in the Middle East and China compared to the previous year.

**Table of Contents**

The following table sets forth Meda's net sales by product category for the periods indicated:

SEK million	Year ended December 31		Change (actual exchange rate)	Change (constant exchange rate)	Change (organic)
	2014 <sup>(1)</sup>	2013 <sup>(1)</sup>			
Rx	10,536	9,599	10%	6%	2%
Cx/OTC	4,581	3,313	38%	32%	3%
Other Sales	235	202	16%	8%	19%
<b>Total net sales</b>	<b>15,352</b>	<b>13,114</b>	<b>17%</b>	<b>12%</b>	<b>2%</b>

(1) As of January 1, 2015, Meda reports all medical device products by geographic area and by product category. These products were previously not allocated in full by geographic area and were recognized as other sales in the reporting by product category. The change has not resulted in any change in the reporting by geographic area for the full year 2014. Other Sales by product category for 2014 have been adjusted from SEK 492 million to SEK 235 million, with SEK 28 million allocated to Rx and SEK 229 million allocated to Cx/OTC. Other sales by geographic area for 2013 have been adjusted from SEK 240 million to SEK 202 million, with SEK 38 million allocated to U.S. Other Sales by product category for 2013 have been adjusted from SEK 396 million to SEK 202 million, with SEK 15 million allocated to Rx and SEK 179 million allocated to Cx/OTC.

Sales of prescription drugs (Rx) amounted to SEK 10,536 million (2013: SEK 9,599 million), representing an increase of 10 percent as against 2013 and 6 percent at constant exchange rates. The Rottapharm acquisition contributed sales of SEK 394 million in 2014. Organic growth amounted to 2 percent. Dymista made a significant contribution to the organic growth in the period as a result of strong sales growth in constant exchange rate terms, while the trends for Astepro and Elidel in constant exchange rate terms were weak owing to generic competition and delivery problems. Tambocor also saw weak sales in constant exchange rate terms due to increased generic competition.

Cx/OTC sales amounted to SEK 4,581 million (2013: SEK 3,313 million), representing an increase of 38 percent, 32 percent at constant exchange rates and 3 percent in organic terms. The Rottapharm acquisition contributed sales of SEK 1,027 million, mainly via Dona, Legalon, Saugella, and Armolipid.

The table below sets forth a reconciliation of reported growth to organic growth for net sales by geographic segment and product category for 2014 versus 2013:

	Change (actual)	Currency effects	Cooperation agreement with Valeant	Discontinued products	Rottapharm acquisition	Change (organic)
Western Europe	20%	6%			12%	2%
U.S.	5%	5%	1%	2%		1%
Emerging Markets	21%	1%			17%	5%
Other Sales	16%	8%			27%	19%

<b>Total net sales</b>	<b>17%</b>	<b>5%</b>	<b>1%</b>	<b>11%</b>	<b>2%</b>	
	<b>Change (actual)</b>	<b>Currency effects</b>	<b>Cooperation agreement with Valeant</b>	<b>Discontinued products</b>	<b>Rottapharm acquisition</b>	<b>Change (organic)</b>
Rx	10%	4%			4%	2%
Cx/OTC	38%	6%		1%	30%	3%
Other Sales	16%	8%			27%	19%
<b>Total net sales</b>	<b>17%</b>	<b>5%</b>		<b>1%</b>	<b>11%</b>	<b>2%</b>

---

**Table of Contents***Operating Expenses, Operating Profit and EBITDA*

Operating profit for 2014 was SEK 1,487 million (2013: SEK 1,548 million) and EBITDA was SEK 3,990 million (2013: SEK 3,734 million) due to the development of net sales discussed above and of operating expenses discussed below. This yielded a 26.0 percent (2013: 28.5 percent) EBITDA margin. Excluding restructuring costs and other items impacting comparability, operating profit amounted to SEK 2,197 million (2013: 1,548 million) and EBITDA to SEK 4,700 million (2013: 3,734 million), corresponding to an operating profit (excluding restructuring costs and other items affecting comparability) margin of 14.3 percent (2013: 11.8 percent) and an EBITDA (excluding restructuring costs and other items affecting comparability) margin of 30.6 percent (2013: 28.5 percent).

Operating expenses for the period amounted to SEK 7,824 million (2013: SEK 6,479 million). The increase is entirely due to an increase in total costs resulting from the acquisition of Rottapharm, coupled with restructuring costs of SEK 631 million and transaction costs of SEK 121 million categorized as an item affecting comparability associated with the acquisition of Rottapharm.

Selling expenses for the period amounted to SEK 3,718 million (2013: SEK 2,993 million). Selling expenses, excluding restructuring costs and other additional costs from Rottapharm, were consistent with the previous year at constant exchange rates. Restructuring costs amounted to SEK 376 million.

Medicine and business development expenses amounted to SEK 3,223 million (2013: SEK 2,794 million) and include the transaction costs of SEK 121 million associated with the acquisition of Rottapharm referred to above, along with restructuring costs of SEK 59 million. The increase in medicine and business development expenses excluding the aforementioned restructuring costs and other items affecting comparability primarily reflected the inclusion of Rottapharm in Meda's 2014 results for the portion of the year following its acquisition.

Administrative expenses for the period totaled SEK 883 million (2013: SEK 692 million). Excluding restructuring costs and other additional costs from Rottapharm, administrative expenses decreased at constant exchange rates, primarily as a result of lower legal expenses. Restructuring costs amounted to SEK 166 million.

*Net Financial Items, Tax and Net Profit*

Meda net finance expense amounted to SEK 905 million (2013: SEK 545 million) and profit after net financial items amounted to SEK 582 million (2013: SEK 1,003 million). The net finance expense in 2014 includes items affecting comparability of SEK 160 million relating to borrowing costs, transaction tax of SEK 36 million on the acquisition of the shares in Rottapharm, recognition of capitalized borrowing costs regarding Meda's former bank facilities of SEK 32 million, and financial expenses of SEK 12 million relating to Rottapharm. Excluding the aforementioned items affecting comparability of SEK 240 million, net finance expense totaled SEK 665 million in 2014 (2013: 545 million), with the increase over 2013 primarily resulting from increased interest expense, increased finance lease expense and transaction tax relating to the acquisition of Rottapharm shares.

Tax expense was SEK 180 million (2013: SEK 198 million), equivalent to a tax rate of 30.9 percent (2013: 19.8 percent). Excluding tax effects attributable to restructuring costs, the tax rate in 2014 was 22.9 percent (see Note 13 to Meda's audited consolidated financial statements on page F-33), with the increased tax rate primarily attributable to improved earnings growth in the United States. Tax effects attributable to restructuring costs reduced reported tax by SEK 171 million whereof SEK 229 million is linked to restructuring costs and financial costs, SEK 21 million is linked to internal restructuring of subsidiaries ahead of the acquisition of Rottapharm and SEK 37 million is related to write-downs of deferred tax and additional tax related to prior years.

Net profit amounted to SEK 402 million (2013: SEK 805 million) for the reasons described above. Excluding restructuring costs and other items affecting comparability, net profit for 2014 amounted to SEK 1,181 million (2013: SEK 805 million).

**Table of Contents****Liquidity and Capital Resources**

Meda's primary cash requirements have historically consisted of cash used in operating activities, including its working capital requirements, servicing indebtedness and financing investments in future growth, such as the company's own product and marketing investments, as well as acquisitions. Meda's primary sources of liquidity have historically consisted of cash flows from operating activities, debt financing and, in limited instances, equity issuances.

Meda has stated that it anticipates that it will have adequate sources of working capital in the next 12 months.

***Cash Flows***

The following table presents information regarding Meda's cash flows for the periods indicated:

SEK million	Three months ended		Year ended		
	March 31		December 31		
	2016	2015	2015	2014	2013
<b>Cash flow from operating activities before changes in working capital</b>	<b>723</b>	<b>749</b>	<b>3,717</b>	<b>3,254</b>	<b>2,956</b>
Changes in working capital	369	418	393	212	111
<b>Cash flow from operating activities</b>	<b>354</b>	<b>331</b>	<b>3,324</b>	<b>3,042</b>	<b>2,845</b>
<b>Cash flow from investing activities</b>	<b>47</b>	<b>246</b>	<b>262</b>	<b>8,906</b>	<b>1,255</b>
<b>Cash flow from financing activities</b>	<b>939</b>	<b>804</b>	<b>4,272</b>	<b>7,914</b>	<b>1,597</b>
<b>Cash flow for the period</b>	<b>632</b>	<b>719</b>	<b>686</b>	<b>2,050</b>	<b>7</b>
Cash and cash equivalents at period start	1,612	2,311	2,311	178	194
Exchange-rate difference for cash and cash equivalents	3	32	13	83	9
<b>Cash and cash equivalents at period-end</b>	<b>977</b>	<b>1,624</b>	<b>1,612</b>	<b>2,311</b>	<b>178</b>

***Cash Flow from Operating Activities***

Cash flow from operating activities before changes in working capital amounted to SEK 723 million in the three months ended March 31, 2016. Working capital had an impact of SEK 369 million on cash flow. Cash flow from inventories totaled SEK 154 million, partly due to inventory build-up of seasonal products and partly due to timing of inventory purchases. Receivables had a positive effect of SEK 55 million on cash flow. Liabilities had a negative effect of SEK 270 million on cash flow due to payment of bridging stocks acquired in end of Q4 2015 and fluctuations in payments of trade payables. Accordingly, cash flow from operating activities amounted to SEK 354 million.

Cash flow from operating activities before changes in working capital amounted to SEK 749 million in the three months ended March 31, 2015. Working capital had a SEK 418 million impact on cash flow. Cash flow from inventories totaled SEK 273 million, which is primarily due to higher inventory levels in the European market as a

result of stockpiling of Elidel following production challenges in 2014, variations in the timing of raw material purchases by the production units and strong sales in the fourth quarter of 2014, especially in Southern Europe. Receivables had an adverse effect on cash flow of SEK 132 million driven mainly by an increase in prepaid expenses. Cash flow from trade receivables performed slightly negatively in the three months ended March 31, 2015, which is mainly due to the acquired Rottapharm units, which made sales with longer credit terms in the past. Liabilities had a negative effect on cash flow of SEK 13 million. Accordingly, cash flow from operating activities amounted to SEK 331 million.

**Table of Contents**

Cash flow from operating activities before changes in working capital amounted to SEK 3,717 million in 2015. Working capital had an impact of SEK 393 million on cash flow. Cash flow from inventories totaled SEK 198 million, mainly relating to bridging stocks of raw material for Elidel, following the transfer to in-house manufacturing and lower sales than expected in the fourth quarter of 2015. Receivables had a negative effect of SEK 96 million on cash flow. Liabilities had a negative effect of SEK 99 million on cash flow due to fluctuations in payments of trade payables offset by a reduction of accrued expenses in the U.S. market and the payment of acquisition-related transaction costs. Accordingly, cash flow from operating activities amounted to SEK 3,324 million in 2015.

Cash flow from operating activities before changes in working capital amounted to SEK 3,254 in 2014. Working capital had a SEK 212 million impact on cash flow. Cash flow from inventories totaled SEK 182 million, which is primarily due to lower wholesale inventory levels in southern Europe and the U.S. Receivables had an adverse effect on cash flow of SEK 536 million driven mainly by increased trade receivables, which is mainly due to strong sales in the fourth quarter of 2014. Liabilities had a positive effect on cash flow of SEK 142 million. Accordingly, cash flow from operating activities amounted to SEK 3,042 million in 2014.

Cash flow from operating activities before changes in working capital amounted to SEK 2,956 million in 2013. Working capital affected cash flow in the amount of SEK 111 million. Inventories increased by SEK 97 million, mainly due to stockpiling of Dymista in the U.S. market. Receivables had a negative impact on cash flow of SEK 225 million, mainly as a result of strong sales at the end of the fourth quarter of 2013. Liabilities had a positive impact on cash flow in the amount of SEK 211 million, mainly explained by an increase in accrued expenses. Accordingly, cash flow from operating activities amounted to SEK 2,845 million in 2013.

*Cash Flow from Investing Activities*

Cash flow from investing activities amounted to SEK 47 million in the three months ended March 31, 2016.

Cash flow from investing activities amounted to SEK 246 million in the three months ended March 31, 2015, of which SEK 149 million represented a residual payment due in respect of the Rottapharm acquisition.

Cash flow from investing activities amounted to SEK 262 million in 2015, and includes a cash effect of SEK 701 million related to the divestment of the Euromed manufacturing unit in Spain.

Cash flow from investing activities amounted to SEK 8,906 million in 2014. The fourth quarter of 2014 saw the completion of the Rottapharm acquisition, which had a SEK 8,744 million impact on investing activities.

Cash flow from investing activities amounted to SEK 1,255 million in 2013. The acquisition of the patented product Aerospan in the U.S. was completed at the beginning of the fourth quarter of 2013.

*Cash Flow from Financing Activities*

Cash flow from financing activities amounted to SEK 939 million in the three months ended March 31, 2016, primarily as a result of debt repayments.

Cash flow from financing activities amounted to SEK 804 million in the three months ended March 31, 2015, primarily as a result of debt repayments.

Cash flow from financing activities amounted to SEK 4,272 million in 2015, primarily as a result of debt repayments and deleveraging efforts. Dividends of SEK 914 million were paid in the second quarter of 2015.

Cash flow from financing activities amounted to SEK 7,914 million in 2014, due primarily to substantial borrowings incurred in connection with the acquisition of Rottapharm. Dividends of SEK 756 million were paid during the second quarter of 2014.

**Table of Contents**

Cash flow from financing activities amounted to SEK 1,597 million in 2013.

*Free Cash Flow*

The table below sets forth a reconciliation of free cash flow to cash flow from operating activities (the most directly comparable IFRS measure) for the periods indicated, and a further reconciliation of free cash flow excluding restructuring costs and other items affecting comparability to free cash flow:

SEK million	Three months ended		Year ended December 31		
	March 31 2016	2015	2015	2014	2013
<b>Cash flow from operating activities</b>	<b>354</b>	<b>331</b>	<b>3,324</b>	<b>3,042</b>	<b>2,845</b>
Cash flow from investing activities	47	246	262	8,906	1,255
Excluding investments in product rights & acquired/divested operations	23	184	491	8,820	1,101
Excluding sale of non-current assets				55	3
<b>Free cash flow (reported)</b>	<b>330</b>	<b>269</b>	<b>3,095</b>	<b>2,901</b>	<b>2,688</b>
Restructuring payments	66	333	632	21	
Financial payments categorized as items affecting comparability			289	32	
Transaction cost payments	100	107	113	46	
Reglan settlement payment			21		
Tax payments categorized as items affecting comparability			22		
<b>Free cash flow (excluding restructuring costs and other items affecting comparability)</b>	<b>496</b>	<b>709</b>	<b>4,172</b>	<b>3,000</b>	<b>2,688</b>

Free cash flow was SEK 330 million in the three months ended March 31, 2016. Transaction costs related to the Mylan offer of SEK 100 million and restructuring costs of SEK 66 million were paid during the period. Accordingly, free cash flow excluding restructuring costs and transaction costs totaled SEK 496 million.

Free cash flow was SEK 269 million in the three months ended March 31, 2015. Restructuring costs amounting to SEK 333 million and acquisition-related transaction costs in the amount of SEK 107 million were paid during the quarter. Accordingly, free cash flow excluding restructuring costs and other items impacting comparability totaled SEK 709 million.

Free cash flow was SEK 3,095 million in 2015. Restructuring costs of SEK 632 million, acquisition-related transaction costs of SEK 113 million, costs related to the early redemption of the bond loan in Rottapharm of SEK 289 million, a tax payment of SEK 22 million linked to internal restructuring of subsidiaries and settlement costs of SEK 21 million related to Reglan were paid during the period. Accordingly, free cash flow excluding restructuring costs and other items affecting comparability totaled SEK 4,172 million, corresponding to a 39 percent increase as against 2014.

Free cash flow was SEK 2,901 million in 2014. Free cash flow excluding restructuring costs and other items affecting comparability of SEK 99 million totaled SEK 3,000 million, corresponding to a 12 percent increase.

Free cash flow was SEK 2,688 million in 2013. There were no restructuring costs or other items affecting comparability increasing or decreasing free cash flow in the year ended December 31, 2013.

***Borrowings***

On December 31, 2015, Meda had EUR, USD and SEK borrowings of SEK 24,862 million. The average interest rate including credit margins on December 31, 2015 was 2.5 percent (2014: 3.6 percent). Further information on Meda's current borrowings, including their maturity profile, can be found in Notes 2 and 25 to Meda's audited consolidated financial statements beginning on pages F-17 and F-50 of this prospectus.

## **Table of Contents**

The basis of Meda's debt financing is syndicated bank loans of SEK 25,000 million with nine Swedish and foreign banks. This financing is augmented with borrowing via a Swedish medium term note program with an upper limit of SEK 7,000 million, a Swedish commercial paper program with an upper limit of SEK 4,000 million, and a Bilateral bank loan of SEK 2,000 million.

Confirmed credit facilities were as follows on December 31, 2015:

Bond loan of SEK 400 million, maturing in April 2016

Bilateral bank loan of SEK 2,000 million, maturing in 2017

Bond loan of SEK 600 million, maturing in April 2018

Bond loan of SEK 750 million, maturing in April 2019

Credit facility with nine banks amounting to SEK 25,000 million, maturing 2016 - 2020.

Term loan of SEK 6,063 million, maturing in December 2018.

Revolving loan of SEK 12,500 million, maturing in December 2019.

Term loan of SEK 6,151 million maturing in December 2020 (amortization of SEK 2,578 million).

The syndicated credit facilities are available provided that Meda meets certain financial key ratios concerning net debt in relation to EBITDA and interest coverage ratio. Meda has met its financial key ratios for 2015.

As of December 31, 2015, Meda had unused confirmed credit facilities of SEK 5,227.

## **Off-Balance Sheet Arrangements**

As of March 31, 2016 and December 31, 2015, Meda did not have any off balance-sheet arrangements that had a material current effect or that are reasonably likely to have a material future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## **Contractual Obligations**

The following table summarizes Meda's contractual obligations as of December 31, 2015:

SEK million	Payment Due by Period					
	Less than 1 year	1 2 years	2 3 years	3 4 years	4 5 years	More than 5 years
Borrowings	2,891	3,130	7,540	9,769	3,746	
Unconditional deferred payment		2,458				
Derivatives <sup>(1)</sup>	40	8				
Trade payables	1,696					
Finance leases						
Operating leases	215	164	159	92	52	58
Other liabilities	80					
Accrued expenses	907					

- <sup>(1)</sup> Represents net settled derivatives. For derivatives with a variable interest rate, the variable rate that applied to each derivative on December 31, 2015 was used for the entire period to maturity. Financial derivatives which will be settled gross comprised various currency forward contracts on the reporting date (see also Note 22 to Meda's audited consolidated financial statements beginning on page F-45 of this prospectus; on December 31, 2015, the contractually agreed undiscounted cash flows from these instruments, maturing within 12 months, stood at SEK 23,835 million and SEK 23,895 million respectively.

---

**Table of Contents**

**Research and Development**

Meda has stated that the value-generating work performed in Meda's development department is focused on tailored clinical development programs and the compilation of scientific arguments defending, exploring and highlighting product features. As a specialty pharma company, Meda has stated that it refrains from high-risk, capital-intensive early research. Instead the company's resources are concentrated on development of 'close to market' in the late clinical or registration phases. The focus is often on well-known active ingredients and improving the characteristics of existing products, for example through:

New improved formulations, such as a pen in addition to the cotton swab for the medical device product EndWarts, which contains formic acid for the treatment of warts.

Development of combination products, such as Dymista (azelastine and fluticasone propionate) for allergic rhinitis.

Internationalization and regulatory approval of approved drugs, such as Novolizer, Acnatac, Zyclara and Dymista, in new countries/regions.

In the years ended December 31, 2015, 2014 and 2013, Meda invested SEK 207 million, SEK 235 million and SEK 249 million, respectively, in drug maintenance and development, excluding costs for registration, side effect management and quality assurance.

**Critical Accounting Estimates and Judgments**

Preparation of the financial statements in accordance with IFRS requires Meda management to make assessments, estimates and assumptions which affect the reported assets and liabilities and other information disclosed in the closing accounts as well as the income and expenses reported during the period. Meda's description of the most important accounting policies applied by Meda based on assessments and the most important sources of uncertainty in estimates that may have an impact on Meda's reported results and position in future financial years is set out in Note 3 to Meda's audited consolidated financial statements beginning on page F-21 of this prospectus.

**Quantitative and Qualitative Disclosures about Market Risk**

Meda is exposed to various financial risks through its operations. Meda's management of these risks is centralized to Meda's internal bank and is regulated in Meda's financial policy. Meda's objective is to identify, quantify, and keep risks of adverse impact on Meda's income statements, balance sheets, and cash flows at suitable levels.

***Currency risk***

Transaction exposure is the risk of impact on Meda's net income and cash flow due to change in the value of commercial flows in foreign currencies in conjunction with exchange rate fluctuations. Meda has sales through its own sales organizations in more than 60 countries. Sales to other countries occur as exports in both the customers local currency and other currencies such as EUR and USD. Purchases are mainly made in EUR, SEK, and USD. So in all, Meda is continually exposed to transaction risk; Meda has stated that it believes that this exposure is however limited to a few units and the exposure that rises in trade receivables and trade payables denominated in foreign

currency is continuously hedged. On December 31, 2015, currency derivatives that hedged transaction exposure had a net fair value of SEK 36 million (2014: SEK 13 million). Hedge accounting is not applicable to these transactions, which means that changes to the fair value are carried to the income statement.

Most of Meda's operations are conducted in subsidiaries outside of Sweden in functional currencies other than SEK. Translation exposure arises for net investments in foreign operations. Translation exposure is for the most

**Table of Contents**

part in EUR, but also USD. Meda hedges risk partially by taking external loans and contracting for currency swaps in the respective currency. Hedge accounting in accordance with IAS 39 is applied for these hedging transactions. Translation differences recognized in other comprehensive income in 2015 that relate to net investments in foreign operations amounted to SEK -376 million (2014: SEK 2,118 million), and translation differences from hedging instruments for net investments amounted to SEK 308 million (2014: SEK -1,014 million) after tax.

Meda sales are generated principally in currencies other than SEK. Changes in exchange rates therefore have a significant effect on the consolidated income statement since consolidation in the foreign subsidiaries income statements is in SEK. This exposure is not hedged, because the subsidiaries mainly work in local currencies; exchange rate fluctuations thus have no significant impact on competition or margins.

The next table shows the annual theoretical translation effect on Meda's net sales and earnings before tax. Calculated effects are based on recognized figures for 2015 excluding one-time effects. The average EUR/SEK exchange rate for 2015 was 9.35346 and 8.43026 for USD/SEK.

<b>Parameter</b>	<b>Change, %</b>	<b>Effect on net sales, SEK million</b>	<b>Effect on profit after tax, SEK million</b>
<b>On December 31, 2015</b>			
EUR/SEK	+ / 1	+ / 98	+ / 31
USD/SEK	+ / 1	+ / 36	+ / 4
Other currencies/SEK	+ / 1	+ / 49	+ / 1
<b>On December 31, 2014</b>			
EUR/SEK	+ / 1	+ / 84	+ / 15
USD/SEK	+ / 1	+ / 24	+ / 1
Other currencies/SEK	+ / 1		