

Perrigo Company plc

Directors' Report and Consolidated Financial Statements

For the Twelve Months Ended December 31, 2022

Registered Company Number: 529592

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DIRECTORS' REPORT

For the twelve months ended December 31, 2022

Amounts are in millions of dollars unless otherwise indicated.

The directors present their report and audited consolidated financial statements of Perrigo Company plc (the "Company," "we," "our," "us," and similar pronouns) for the twelve months ended December 31, 2022. The consolidated financial statements can be found from pages 57 to 62.

The directors have elected to prepare the consolidated financial statements in accordance with Section 279 of the Companies Act 2014, which provides that a true and fair view of the state of affairs and profit or loss may be given by preparing the financial statements in accordance with the accounting principles generally accepted in the United States of America (U.S. GAAP), as defined in section 279(1) of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of Part 6 of the Companies Act 2014. While the financial statements of the Group are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP), the directors have elected to prepare the Parent company financial statements in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102").

BASIS OF PRESENTATION

The accompanying consolidated financial statements include the accounts of Perrigo Company plc and our majority owned subsidiaries or affiliated companies where we have the ability to control the entity through voting or similar rights.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

Perrigo Company plc was incorporated under the laws of Ireland on June 28, 2013 and became the successor registrant of Perrigo Company, a Michigan corporation, on December 18, 2013 in connection with the acquisition of Elan Corporation, plc ("Elan"). Unless the context requires otherwise, the terms "Perrigo", the "Company", "we," "our," "us," and similar pronouns used herein refer to Perrigo Company plc, its subsidiaries, and all predecessors of Perrigo Company plc and its subsidiaries.

WHO WE ARE

We are a leading provider of over-the-counter ("OTC") health and wellness solutions that are designed to enhance individual well-being. Our vision is *to make lives better by bringing Quality, Affordable Self-Care Products that consumers trust everywhere they are sold*. We are headquartered in Ireland and sell our products primarily in North America and Europe as well as in other markets around the world.

Our core competencies are geared to fully take advantage of the massive global trend towards self-care. We define self-care as not just treating disease or helping individuals feel better after taking a product, but also maintaining and enhancing their overall health and wellness. Consistent with our vision, we recently completed our three-year strategy to transform the Company into a consumer self-care leader by reconfiguring our portfolio through the divestiture of our Rx business in 2021 and acquiring Héra SAS ("HRA Pharma") in 2022. Additionally, we removed significant uncertainty during 2021 through final settlement of the Irish Revenue Notice of Amended Assessment. Upon completion of our transformation, we have transitioned our strategy to '*Optimizing*' our business and '*Accelerating*' profitable growth. Several initiatives are anticipated to propel this strategy, including plans to achieve significant synergies from our acquisitions and implementation of our Supply Chain Reinvention Program. In addition, we continue to invest in other initiatives, including innovation, information systems and tools, and our people to drive future consistent and sustainable results in line with consumer-packaged goods peers. We do not foresee any significant changes in our core self-care vision in the near future.

Strategy & Competitive Advantage

Our objective is to grow our business by responsibly bringing our self-care vision to life. We aim to accomplish this by leveraging our global infrastructure to deliver high quality products to our customers and consumers through our expansive product offerings, providing new innovative products and product line extensions to existing consumers and servicing new consumers through entering new adjacent products and categories, new

geographies and new channels of distribution organically and inorganically. Critical to this strategy is investing in and continually improving all aspects of five pillars which we call the *Perrigo Advantage*:

- High quality;
- Superior customer service;
- Leading innovation;
- Best cost; and
- Empowered people.

We seek to achieve our objective while remaining true to our four core values, *Integrity* - we do what is right; *Respect* - we demonstrate the value we hold for one another; *Responsibility* - we hold ourselves accountable for our actions; and our newest core value, *Curiosity* - we strive to always learn and innovate.

Among other things, we believe the following factors give us a competitive advantage and provide value to our customers and consumers:

- A diverse product portfolio, leadership in first-to-market product development, and product life cycle management;
- Experienced research and development ("R&D") department capable of developing high quality products and product formulations, differentiated product features and benefits, product reformulation, and differentiated store brand products relative to national brands;
- Deep understanding of consumer needs and customer strategies;
- Expansive pan-European commercial infrastructure, brand-building capabilities, and an extensive and diverse product portfolio;
- Turn-key regulatory and promotional capabilities;
- Supply chain breadth, and utilizing economies of scale to manage supply chain complexity across multiple dosage forms, formulations, and stock-keeping units;
- Quality and cost effectiveness throughout the supply chain and operational systems across all products creating a sustainable, low-cost network across our 20 manufacturing plants and distribution networks;
- Industry leading e-commerce support; and
- Shared services and R&D centers of excellence to drive global process consistency, and to maintain focus on the *Perrigo Advantage*.

SEGMENTS

Our reporting and operating segments reflect the way our chief operating decision maker, who is our CEO, makes operating decisions, allocates resources and manages the growth and profitability of the Company. Our reporting and operating segments are:

- **Consumer Self-Care Americas ("CSCA")** comprises our consumer self-care business in the U.S. and Canada. CSCA previously included our Latin American businesses until they were disposed on March 9, 2022.
- **Consumer Self-Care International ("CSCI")** comprises our consumer self-care business outside of the U.S. and Canada, primarily in Europe and Australia.

We previously had an Rx segment which comprised our generic prescription pharmaceuticals business in the U.S., and other pharmaceuticals and diagnostic businesses in Israel, which have been divested. Following the divestiture, there were no substantial assets or operations left in this segment. The Rx segment was reported as Discontinued Operations in 2021, and is presented as such for all periods in this report (refer to [Note 4](#)). Financial information related to our business segments can be found in [Note 21](#).

CONSUMER SELF-CARE AMERICAS

The CSCA segment develops, manufactures and markets our leading self-care consumer products in the U.S. and Canada. We primarily provide our customers self-care products that are sold and marketed under the customer's own brands and/or exclusive brands ("store brands"). We additionally have a select lineup of branded self-care products. Customers include major global, national, and regional retail drug, supermarket, and mass merchandise chains, e-commerce stores, and major wholesalers.

Our store brand products are comparable in quality and effectiveness to national brands. Store brand products must meet the same stringent U.S. Food and Drug Administration ("FDA") requirements as national brands within the U.S. and the requirements of comparable regulatory bodies outside the U.S. In most instances, our product packaging is designed to invite and reinforce comparison to national brand products, while communicating store brand value to consumers. The cost of store brand products to retailers is significantly lower than that of comparable nationally advertised brand name products. The retailer, therefore, can price a store brand product below the competing national brand product and realize a greater percentage and dollar profit, while consumers benefit from receiving a high-quality product at a price below the comparable national brand product. Consumer awareness and knowledge of the quality, value and efficacy of our products are achieved from marketing efforts made by us, our retailers and wholesalers.

Certain branded products are developed, manufactured and distributed within the CSCA segment. Our primary branded products sold under brand names include *Burt's Bees*®, *Compeed*®, *Dr. Fresh*®, *Firefly*®, *Good Sense*®, *Mederma*®, *Nasonex*®, *Plackers*®, *Prevacid*® 24HR, *REACH*®, *Rembrandt*®, and *Steripod*®.

CONSUMER SELF-CARE INTERNATIONAL

The CSCI segment comprises our consumer self-care product categories outside the U.S. and Canada, including our branded products in Europe and Australia and our store brand products in the United Kingdom and parts of Europe and Asia. These products are developed, manufactured, marketed and distributed by us, leveraging our broad regulatory, sales and distribution infrastructure to drive market share, innovate new products and brands, in-license and expand product lines, and sell and distribute third-party brands. The CSCI segment products are sold primarily through an established pharmacy sales force to an extensive network of customers including pharmacies, wholesalers, drug and grocery store retailers, e-commerce stores, and para-pharmacies in more than 29 countries, predominantly in Europe. Products in the CSCI segment are marketed using broadcast and digital advertising as well as point-of-sale promotional spending to enhance brand equity.

While we have hundreds of brands, we primarily concentrate our resources on 'Focus Brands' and sub-brands, such as *Solpadeine*®, *Coldrex*®, *Physiomer*®, *NiQuitin*®, *ACO*®, *Compeed*®, and *ellaOne*®. Many of these Focus Brands have leading positions in the markets in which they compete. Additional resources, including R&D investments, are allocated to these Focus Brands to strengthen their market position in high opportunity profit categories while leveraging the same R&D efforts under smaller local brands. The new product pipeline is supported by internal R&D, new product development, acquisitions and partnerships, both in terms of brand extensions and product improvements.

PRODUCTS

We offer products in the following categories:

Product Category	Description
Upper Respiratory	Products that relieve upper respiratory symptoms, including cough suppressants, expectorants, sinus and allergy relief.
Nutrition ⁽¹⁾	Infant formulas and nutritional beverages.
Digestive Health	Products such as antacids, anti-diarrheal, and anti-heartburn that relieve symptoms associated with digestive issues.
Pain and Sleep-Aids	Products comprised of pain relievers, fever reducers and sleep-aids.
Oral Care	Products used for oral care, including toothbrushes, toothbrush replacement heads, floss, flossers, whitening products and toothbrush covers.
Healthy Lifestyle	Products that help consumers live a healthy lifestyle such as smoking cessation, and well-being products.
Skin Care	Products for the face and body such as dermatological care, scar management, lice treatment, and other products for various skin conditions.
Women's Health	Women's health products, including feminine hygiene and contraceptives.
Vitamins, Minerals, and Supplements ("VMS")	Vitamins, minerals, and supplements.
Other ⁽²⁾	Rare diseases business and other miscellaneous self-care products.

(1) The Nutrition product category is exclusive to CSCA

(2) Rare Diseases business within the Other product category is exclusive to CSCI

In April 2022, we completed the acquisition of HRA Pharma for €1.8 billion, or approximately \$1.9 billion based on exchange rates at the time of closing (refer to Note 3 for transaction details). HRA Pharma operating results are reported within both our CSCA and CSCI segments. As a result of the acquisition, the Company made the following updates to its global reporting product categories described above:

- The creation of a new "Women's Health" reporting category, comprised of the women's health portfolio of HRA Pharma, including *ellaOne*® and *Hana*®, in addition to legacy Perrigo women's health products, including feminine hygiene and contraceptive products;
- The creation of a new "Skin Care" reporting category, comprised of *Compeed*®, *Mederma*®, and all of the products in the legacy Perrigo "Skincare and Personal Hygiene" category except for legacy Perrigo women's health products; and
- The "Other" category includes the Rare Diseases business acquired with HRA Pharma exclusive to the CSCI segment.

The updates were applied retroactively to impacted product categories. Such changes had no impact on the Company's historical consolidated financial position, results of operations or cash flows.

New Products

During the year ended December 31, 2022, new product sales were \$122.8 million. We consider a product to be new if it (i) was reformulated into an additional unique product, (ii) was a product line extension due to changes in characteristics such as strength, flavor, or color, (iii) had a change in product status from "prescription only" ("Rx") to OTC, (iv) was a new store brand or branded launch, (v) was provided in a new dosage form or (vi) was sold to a new geographic area with different regulatory authorities, in all cases, within 12 months prior to the end of the period for which net sales are being measured. Notable new product launches in the year ended December 31, 2022 included the over-the-counter use of *Nasonex*® 24HR Allergy and *Omeprazole Magnesium Delayed-Release Mini Capsules* in CSCA, and the launch of the *Plackers*® brand and line extensions in the *ACO*® brand in CSCI. We also launched various CSCI line extensions in the *XLS*® weight management brand in the Healthy lifestyle category, and in VMS under the brands *Arterin*®, *Davitamon*® and *Abtei*®.

On July 11, 2022, HRA Pharma, a Perrigo company, announced that it submitted its application for an Rx-to-OTC switch for *Opill*®, a progestin-only daily birth control pill (also referred to as a mini pill or non-estrogen pill). If approved, this would be the first daily birth control pill available OTC without a prescription in the U.S. On October 26, 2022, Perrigo announced that it has received notification that the U.S. Food and Drug Administration (FDA) has postponed the joint meeting of the Nonprescription Drugs Advisory Committee and the Obstetrics, Reproductive and Urologic Drugs Advisory Committee, previously planned for November 18, 2022, to discuss the Company's application for *Opill*® once daily oral contraceptive for OTC use. The rescheduled date for the joint advisory committee meeting has not yet been determined. The FDA postponed the meeting in order to review additional information requested related to the *Opill*® Rx-to-OTC switch. In a notice received from the FDA, the Prescription

Drug User Fee Act (PDUFA) date for Opill® has been extended by 90 days. The Company will continue to work collaboratively with the FDA to ensure a timely and thorough review.

Each of our product categories and 'Focus Brands' have a three to five-year innovation master plan. We rely on both internal R&D and strategic product development agreements with outside sources to develop new products.

SIGNIFICANT CUSTOMERS

Sales to Walmart Inc. represented 12.5% and 14.0% of our consolidated net sales in 2022 and 2021, respectively. While we have other important customers, no other individual customer represents more than 10% of net sales. Our top ten customers accounted for 47.0% and 45% of our total consolidated net sales in 2022 and 2021, respectively. We believe we generally have good relationships with our customers.

COMPETITION

The markets for our self-care products are highly competitive and differ for each product line and geographic region. Local companies often hold leading positions in individual product lines in particular countries. The competitive landscape of the European consumer products market in the categories in which we compete is more fragmented than the North American market. Our primary competitors include manufacturers, such as Dr. Reddy's Labs, LNK International, Inc., PL Developments, Aurobindo and Sun Pharmaceuticals, and brand-name pharmaceutical and consumer product companies, such as Haleon (the consumer health business spun-off by GSK plc in 2022), Kenvue (the consumer health business unit of Johnson & Johnson), Procter & Gamble, Reckitt Benckiser, Abbott Nutrition, Bayer AG, Sanofi, Philips, Teva, Viatris, Stada, and Novartis. Each product category of our business has certain key competitors, such that a competitor generally does not compete across all product lines or across all geographic markets. However, some competitors do have larger sales volumes in certain of our categories. Competition is based on a variety of factors, including price, quality, assortment of products, customer service, marketing support and approvals for new products.

TRADEMARKS, PATENTS AND LICENSING AGREEMENTS

While we own certain trademarks and patents, neither our business as a whole, nor any of our segments, is materially dependent upon our ownership of any one trademark, or patent, or group of trademarks or patents.

PRINCIPAL RISKS AND UNCERTAINTIES

SUMMARY OF RISK FACTORS

Operational Risks

- We face competition from other pharmaceutical and consumer packaged goods companies, which may threaten the demand for and pricing of our products.
- If we do not continue to develop, manufacture, and market innovative products, introduce new line extensions, and expand into adjacent categories that meet customer demands, our net sales may be negatively impacted and we may lose market share.
- We operate in highly regulated industries, and any inability to timely meet current or future regulatory requirements could have a material adverse effect on our business and operating results.
- Limitations on reimbursement, continuing healthcare reforms, and changes to reimbursement methods in the United States and other countries may have an adverse effect on our financial condition and operating results.
- If we fail to comply with the reporting and payment obligations under the Medicaid rebate program or other governmental purchasing and rebate programs, we could be subject to fines or penalties, which could be material.
- Unfavorable publicity or consumer perception of the safety, quality, and efficacy of our products could have a material adverse effect on our business.
- Lack of availability, or significant increases in the cost, of raw materials used in manufacturing our products could have a material adverse effect on our profit margins and operating results.
- The effects of public health outbreaks, including pandemics such as COVID-19 and epidemics, and related public and governmental actions could have a material adverse impact on our operations and our business and financial condition in the future.
- Disruption of our supply chain, including as a result of the COVID-19 pandemic or the war in Ukraine, could have a material adverse effect on our businesses, financial condition, results of operations and cash flows.
- A disruption at any of our main manufacturing facilities could have a material adverse effect on our business, financial position, and results of operations.
- Our business could be negatively affected by the performance of our collaboration partners and suppliers, and any such adverse impact could be material.
- Our business depends upon certain customers for a significant portion of our sales, therefore our business would be adversely affected by a disruption of our relationship with these customers or any material adverse change in these customers' businesses. The risk of such impacts would be increased by continued consolidation in the sector in which our customers operate.
- Our businesses could be adversely affected by deteriorating economic conditions in the countries in which we operate, and our results may be volatile due to these or other circumstances beyond our control.
- A cybersecurity breach, disruption or misuse of our information systems, or our external business partners' information systems could have a material adverse effect on our business.
- We are dependent on the services of certain key personnel.
- Management transition creates uncertainties, and any difficulties we experience in managing such transitions may negatively impact our business.

Strategic Risks

- We may not realize the benefits of business acquisitions, divestitures, and other strategic transactions, which could have a material adverse effect on our operating results.
- We have acquired significant assets that could become impaired or subject us to losses and may result in an adverse impact on our results of operations, which could be material.
- There can be no assurance that our strategic initiatives, including our Supply Chain Reinvention Program, will achieve their intended effects.
- The synergies and benefits expected from acquiring HRA Pharma and Gateway may not be realized in the amounts anticipated or at all and integrating HRA Pharma and Gateway's business may be more difficult, time consuming or costly than expected.
- Failure to effectively monitor and respond to ESG matters, including our ability to set and meet reasonable goals related to climate change and sustainability efforts, may negatively affect our business and operations.

Global Risks

- Our business, financial condition, and results of operations are subject to risks arising from the international scope of our operations.
- We operate in jurisdictions that could be affected by economic and geopolitical instability, which could have a material adverse effect on our business.
- The international scope of our business exposes us to risks associated with foreign exchange rates.

Litigation and Insurance Risks

- We are or may become involved in lawsuits and may experience unfavorable outcomes of such proceedings.
- Increased scrutiny on pricing practices and competition in the pharmaceutical industry, including antitrust enforcement activity by government agencies and class action litigation, may have an adverse impact on our business and operating results, which could be material.
- Third-party patents and other intellectual property rights may limit our ability to bring new products to market and may subject us to potential legal liability, which could have a material adverse effect on our business and operating results.
- The success of certain of our products depends on the effectiveness of measures we take to protect our intellectual property rights and patents.
- Our ability to achieve operating results in line with published guidance is inherently subject to numerous risks and other factors beyond our control. Publishing earnings guidance subjects us to risks, including increased stock volatility, that could lead to potential lawsuits by investors.
- Significant increases in the cost or decreases in the availability of the insurance we maintain could adversely impact our operating results and financial condition. Disputes with insurers on the scope of existing policies may limit the coverage available under such policies.

Tax Related Risks

- The resolution of uncertain tax positions, including the Notices of Proposed Adjustments and ongoing disputes with U.S. and foreign tax authorities, could be unfavorable, which could have a material adverse effect on our business.
- Changes to tax laws and regulations or the interpretation thereof could have a material adverse effect on our results of operations and the ability to utilize cash in a tax efficient manner.
- Our effective tax rate or cash tax payment requirements may change in the future, which could adversely impact our future results of operations.

Capital and Liquidity Risks

- Our indebtedness could adversely affect our ability to implement our strategic initiatives.
- We cannot guarantee that we will buy back our ordinary shares pursuant to our announced share repurchase plan or that our share repurchase plan will enhance long-term shareholder value.
- Any additional shares we may issue could dilute your ownership in the Company.
- We are incorporated in Ireland; Irish law differs from the laws in effect in the United States and may afford less protection to, or otherwise adversely affect, our shareholders.
- We may be limited in our ability to pay dividends in the future.

Operational Risks

We face competition from other pharmaceutical and consumer packaged goods companies, which may threaten the demand for and pricing of our products.

Our Perrigo-branded products compete against store brand, generic, and branded health and wellness products. In addition, our products sold under labels of others (store brand) compete against other store brands, generic, and branded health and wellness products. If we or our store brand customers are unable to compete successfully, our business may lose customers or face negative pricing pressures. In particular:

- Our CSCA and CSCI segments experience direct competition from other drug companies, including brand name companies, that may try to prevent, discourage or delay the use of our products through various measures, including introduction of new products, legislative initiatives, changing dosage forms or dosing

regimens, regulatory processes, filing new patents or patent extensions, lawsuits, citizens' petitions, and attempts to generate negative publicity prior to our introduction of a new competitive product. Moreover, other companies may produce the same products as us, sometimes sold at dramatically lower margins in order to gain market share. Other companies may also introduce new drugs or drug delivery techniques that make our current products less desirable.

- Our competitors may be able to adapt more quickly to changes in customer requirements or develop products comparable or superior to those offered by us at more competitive prices.
- Competition in the pharmaceutical space may also be impacted by changes in regulations and government pricing programs that may give certain competitors an advantage.

If we do not continue to develop, manufacture, and market innovative products, introduce new line extensions, and expand into adjacent categories that meet customer demands, our net sales may be negatively impacted and we may lose market share.

The growth of our business is due in large part to our ability to develop, manufacture, and market products that meet customer requirements for quality, safety, efficacy, and cost-effectiveness. Margins for existing products tend to decline over time due to aging product life cycles, changes in consumer preferences, pricing pressure from customers, and increased competition. Accordingly, our business model relies heavily on the continuous introduction of innovative products and new product categories. If we do not continue to develop, manufacture, and market new products, or if we fail to stay current with the latest manufacturing information, and packaging technology, we could lose market share, and our net sales may be negatively affected.

The development and commercialization process, particularly with respect to innovative products, is both time consuming and costly, and subject to a high degree of business risk. Products currently under development may require re-design to meet evolving regulatory standards, may not perform as expected, may not pass required bioequivalence studies, or may be the subject of intellectual property challenges. Necessary regulatory approvals may not be obtained in a timely manner, if at all. Even if we are successful in developing a product, our customers' failure to launch one of our products successfully, or delays in manufacturing developed products, could adversely affect our operating results. In addition, regulatory agencies may impose higher standards or additional requirements, as a condition to clearing new products, such as requiring more supporting data and clinical data than previously required, which could negatively impact our net sales. In our CSCA segment, we must prove that the regulated generic drug products are bioequivalent to their branded counterparts, which may require bioequivalence studies, and, in the case of topical products, even more extensive clinical endpoint trials to demonstrate their efficacy, and the failure to do so could also negatively impact our sales.

We operate in highly regulated industries, and any inability to timely meet current or future regulatory requirements could have a material adverse effect on our business and operating results.

We operate in highly regulated industries in numerous countries and are subject to the regulations of a variety of U.S. and non-U.S. agencies related to the manufacturing, processing, formulation, packaging, labeling, testing, storing, distribution, import, export, advertising, and sale (including cost, pricing and reimbursement) of our products. Changes in laws, regulations, and practices in the countries in which we operate, which may be impacted by political pressure and other factors outside of our control, may be difficult or expensive for us to comply with, could restrict or delay our ability to manufacture, distribute, sell or market our products, and may adversely affect our revenue, operating results, and financial condition or impose significant administrative burdens. Divergence in regulatory approach from country to country, and between the EU and individual member states, adds cost and complexity to the compliance framework; and differences in requirements and/or implementation dates in different jurisdictions may provide competitive advantages to manufacturers that operate in other locations. If our products fail to meet regulatory requirements, our sales may be adversely affected, we may incur fines and penalties, and our exposure to liability relating to product-based claims may increase. Below are some examples of ways in which regulatory risk may impact us:

- On July 14, 2021, the European Commission adopted a set of proposals to ensure policies are aligned with the goal of reducing net greenhouse gas emissions by at least 55% by 2030 (the "EU Green Deal"). There is a growing focus on environmental impact of self-care products, their ingredients, components, packaging, manufacturing, and disposal. This focus could lead to new requirements and restrictions in the coming years across all product categories.

- We must obtain approval from the appropriate regulatory agencies in order to manufacture and sell our products in the regions in which we operate. Obtaining this approval can be time consuming and costly. When we submit an application for market authorization, there can be no assurance that the regulator will approve that application on a timely basis or at all.
- U.S. law encourages generic competition by providing eligibility for first generic marketing exclusivity if certain conditions are met. If we are granted generic exclusivity, the exclusivity may be shared with other companies; or we may forfeit 180-day exclusivity if we fail to obtain regulatory approval and begin marketing within the statutory requirements. If we are not the first to file our ANDA, the FDA may grant 180-day exclusivity to another company, thereby effectively delaying the launch of our product and/or possibly reducing our market share.
- U.S. and global regulatory agencies regularly inspect our manufacturing facilities and the facilities of our third-party suppliers for GMP and other regulatory compliance. The failure of one of these facilities to comply with applicable laws and regulations may lead to a breach of representations made to our customers, or to regulatory or government action against us related to the products made in that facility, including suspension of or delay in regulatory approvals and product seizure, injunction, recall, suspension of production or distribution of our products, loss of licenses or other governmental penalties, or civil or criminal prosecution, which could result in increased cost, lost revenue, or reputational damage.
- In 2020, regulatory agencies globally, including the FDA and EMA, issued guidance on assessing and controlling nitrosamine impurities in medicine products. We are continuing to undertake a review of our product portfolio in accordance with regulatory guidance to assess the risk of the presence of nitrosamine impurities. Any finding of nitrosamine impurities exceeding levels set by regulatory authorities may require us to adopt modified product sourcing and/or manufacturing processes or to initiate product withdrawal.
- Rx-to-OTC switches are part of our future growth. If regulatory agencies fail to approve Rx-to-OTC switches in new product categories or reassess the terms of existing OTC classifications, our growth prospects and product mix would be impaired. Further, regulatory agencies may reassess the terms of OTC classification if they perceive a shift in the previously assessed benefit/risk profile. Any such reassessment could lead to OTC products reverting to prescription. Irish regulators are undertaking a formal review of non-prescription codeine products, which could result in the reclassification of codeine to prescription only after a brief transition period. A final opinion is expected by the end of the third quarter of 2023. Sales of products containing codeine in Ireland were approximately \$8 million in 2022. Moreover, a reclassification by Ireland could lead to reviews in other jurisdictions as well.
- Our infant formula products may be subject to barriers or sanctions imposed by countries or international organizations limiting international trade and dictating the content of such products. If governments enhance regulations on the infant formula industry by, for example, requiring additional testing or compulsory batch-by-batch inspection, our sales and operating margins in this category could be adversely affected.
- The regulation of List I chemicals complicate our supply chain, and adverse regulatory actions may result in temporary or permanent interruption of distribution of our products, withdrawal of our products from the market, or other penalties. If we are unable to obtain necessary quotas for List I chemicals, we risk having delayed product launches or failing to meet commercial supply obligations.
- Very recently the European Parliament voted of a proposal to extend the MDR transition periods until 2027-28, together with an extended validity of existing medical device certificates and the possibility to sell off existing medical device products until end of shelf-life. With this decision the European Parliament took into account that there is currently a shortage in the number of Notified Bodies authorized to carry out conformity assessments required under MDR.
- Increased scrutiny of product classifications by government agencies can result in investigations and prosecutions, which carry the risk of significant civil and criminal penalties, including but not limited to, debarment from government business and prohibition to continue the business.

Limitations on reimbursement, continuing healthcare reforms, and changes to reimbursement methods in the United States and other countries may have an adverse effect on our financial condition and operating results.

Increasing healthcare expenditures have received considerable public attention in many of the countries in which we operate. In the U.S., government programs such as Medicaid, as well as private insurers, have been focused on cost containment. In some markets in the EU and outside the U.S., the government provides healthcare at low direct cost to consumers and regulates pharmaceutical prices or patient reimbursement levels to control costs for the government-sponsored healthcare system. Both private and governmental entities are seeking ways to reduce or contain healthcare costs through legislative and regulatory efforts, which could place further pricing pressure on our products and could negatively impact our operating results.

Under the MDRP, a number of our products are considered non-innovator products and therefore subject to Medicaid federal upper limits ("FUL"), which restrict the amount state Medicaid programs reimburse for non-innovator covered outpatient drugs. While utilization of our products under the Medicaid program is limited, our products generally are subject to state Medicaid program payment methodologies, and may be subject to reimbursement pressures beyond our control.

If we fail to comply with the reporting and payment obligations under the Medicaid rebate program or other governmental purchasing and rebate programs, we could be subject to fines or penalties, which could be material.

We participate in various U.S. government healthcare programs and are subject to associated price reporting, payment, and other compliance obligations. Calculations of the data we must submit under the foregoing programs are governed by statutory and regulatory requirements that are complex, vary among products and programs, can change over time, and are subject to interpretation by us, governmental or regulatory agencies, and the courts. Failure to comply with the program obligations may result in civil monetary penalties and other punitive measures and liability, such as exclusion from some programs. We cannot be certain that our submissions will not be found by the government to be incomplete or incorrect. Requirements under state drug price transparency programs, such as price reporting to state agencies, also present such inherent risks, including potential imposition of civil monetary penalties.

If we enter into an FSS contract or TRICARE agreement and inadvertently overcharge the government in connection with either, we would be required to refund the difference. Failure to make necessary disclosures and/or to identify contract overcharges can result in False Claims Act allegations or potential violations of other laws and regulations. Unexpected refunds to the government, and responses to a government investigation or enforcement action, are expensive and time-consuming, and could have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

Unfavorable publicity or consumer perception of the safety, quality, and efficacy of our products could have a material adverse effect on our business.

We are dependent upon consumers' perception of the safety, quality, and efficacy of our products. Negative consumer perception may arise from media reports, social media posts, product liability claims, regulatory investigations, or recalls affecting our products or our industry, any of which may reduce demand.

- Our products involve risks such as product contamination, spoilage, mislabeling, and tampering that could require us to recall one or more of our products. Serious product quality concerns could also result in governmental actions against us that, among other things, could result in the suspension of production or distribution of our products, product seizures, loss of certain licenses, delays in the issuance of governmental approvals for new products, or other governmental penalties.
- We cannot guarantee that counterfeiting, imitation or other tampering with our products will not occur or that we will be able to detect and resolve it, which could lead to death or injury of consumers and negatively impact our reputation.
- Our nutritional product category is subject to certain consumer preferences and health and nutrition-related concerns, including the number of mothers who choose to use infant formula products rather than breastfeed their babies, which could change based on factors including increased promotion of the benefits of breastfeeding over the use of infant formula by private, public and government sources and changes in

the number of families that are provided with infant formula by the U.S. federal government through the Women, Infants and Children program which we do not participate in.

- With respect to our powdered infant formula products, a risk of contamination or deterioration may exist at each stage of the production cycle, including the purchase and delivery of raw materials, the processing and packaging of food products, and the use and handling by consumers, hospital personnel, and healthcare professionals. If certain of our infant formula products are found or alleged to have suffered contamination or deterioration, whether or not under our control, our reputation and our infant formula product category sales could be materially adversely affected.
- Our CSCI segment's financial success is dependent on positive brand recognition, which results in part from large investments in marketing over a period of years. The success of our brands may suffer if we do not continue to invest in marketing, or if our marketing plans or product initiatives are unsuccessful. In addition, an issue with one of our products could negatively affect the reputation of other products, potentially hurting our financial results.
- Negative social media posts or comments about us, store brands or generic pharmaceuticals, or our products could damage our reputation and adversely affect our business. Negative posts or comments about our products could result in increased pharmacovigilance reporting requirements, which may give rise to liability if we fail to fully comply with such requirements.

Lack of availability, or significant increases in the cost, of raw materials used in manufacturing our products could have a material adverse effect on our profit margins and operating results.

We rely on third parties to source many of our raw materials and to manufacture certain dosage forms that we distribute, such as inhalers and sterile injectables. Certain raw materials may experience rapid cost increases due to increased labor, relevant commodities, energy costs and other inflationary pressures, and this may have a material negative impact on our financial results, whether or not we are able to pass on such increases to our customers. We maintain several single-source supplier relationships, either because alternative sources are not available or because the relationship is advantageous due to regulatory, performance, quality, support, or price considerations. Unavailability or delivery delays of single-source components or products could adversely affect our ability to ship the related product in a timely manner, a particularly severe effect for higher volume or more profitable products. It can take substantial time and investment to qualify an alternative supplier or material sources and establish reliable supply.

We maintain a strict program of verification and product testing throughout the ingredient sourcing and manufacturing process to identify potential counterfeit ingredients, adulterants, and toxic substances. Nevertheless, discovery of previously unknown problems with raw materials, product manufacturing processes, or new data suggesting an unacceptable safety risk associated therewith, could result in a voluntary or mandatory withdrawal of the contaminated product from the marketplace, either temporarily or permanently. Any future recall or removal would result in additional costs and lost revenue, harm our reputation, and may give rise to product liability litigation.

Changes in regulation could impact the supply of the API and certain other raw materials used in our products. For example, the EU promulgated new standards requiring all API imported into the EU be certified as complying with Good Manufacturing Practices established by the EU. The regulations placed the certification requirement on the regulatory bodies of the exporting countries, which led to an API supply shortage in Europe as certain governments were not willing or able to comply with the regulation in a timely fashion, or at all. A shortage in API or other raw ingredients could cause us to have to cease manufacture of certain products, or to incur costs and delays to qualify other suppliers to substitute for those API manufacturers who are unable to export. This could have a material adverse effect on our business, results of operations, financial condition, and cash flow.

Moreover, our infant formula products require certain key raw ingredients that are derived from raw milk, which is influenced by factors beyond our control including seasonal and environmental factors, governmental agricultural and environmental policy, and global demand. Due to these factors, we cannot guarantee that there will be sufficient supplies of these key ingredients to produce infant formula.

The effects of public health outbreaks, including pandemics such as COVID-19 and epidemics, and related public and governmental actions could have a material adverse impact on our operations and our business and financial condition in the future.

As the COVID-19 pandemic has shown, the global economy and the self-care markets in which we compete are susceptible to impacts from public health crises. During the initial year of the COVID-19 pandemic, we experienced a dramatic reduction in cough, cold, and flu illnesses as actions were taken and restrictions were imposed at the outset of the COVID-19 pandemic. Consumer takeaway of self-care products also experienced erratic responses during the pandemic. The pandemic also drove supply chain disruptions, including the lack of truck drivers in the U.S., record delays at global shipping ports, and reductions and changes in available labor, which negatively impacted our sales because of the inability to ship products.

Going forward, variants of the COVID-19 disease or other public health incidents and the actions taken to slow their spread could have an adverse impact on our financial condition, our supply chains and other operations, our results of operations, consumer demand for our products and our ability to access capital. The magnitude of any such adverse impacts are not determinable, but could be material, depending on: the duration, intensity, and continued spread of the disease, including the emergence of new strains or variants of the virus, some of which may be more contagious or more severe; the imposition or reimposition of business or movement restrictions in various jurisdictions; the timing of widespread availability and acceptance of vaccines and the efficacy of current vaccines against evolving strains or variants of the virus; the severity and duration of any economic downturn resulting from the pandemic or other public health incidents; the effect of global supply chain and shipping challenges on the Company; the effectiveness of the Company's efforts at mitigation; and other factors, both known and unknown, many of which are likely to be outside our control. It is also possible that a change in the course of the pandemic or other public health incidents may affect consumer demand for products or impact our operations in future periods in ways we do not currently anticipate.

Disruption of our supply chain, including as a result of the COVID-19 pandemic or the war in Ukraine, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our ability to manufacture, deliver and sell our products is critical to our success. Damage or disruption to our collective supply or distribution capabilities resulting from pandemics (including the COVID-19 pandemic and government responsive actions), labor shortages, armed hostilities, border closures, weather conditions, freight carrier availability, any potential effects of climate change, natural disasters, strikes or other labor unrest or other reasons could impair our ability to source inputs or ship, sell or timely deliver our products. Competitors can be affected differently by any of these events depending on a number of factors, including the location of their suppliers and operations. Failure to take adequate steps to reduce the likelihood or mitigate the potential impact of any of these events, or to effectively manage such events if they occur, particularly when a commodity or raw material is sourced from or a product is manufactured at a single location, could adversely affect our business, financial condition, results of operations and cash flows and require additional resources to restore our supply chain.

During 2022, we experienced supply chain disruptions, including constraints in availability of freight containers and truck drivers, record delays at global shipping ports, and volatility in both cost and availability of agricultural, oil and paper based commodities driven by the war in Ukraine, which led to higher unfilled customer orders and higher input costs compared to the prior year. We have taken and continue to implement a series of actions to improve the current situation, including reconfiguring our distribution system for short term shipments, outsourcing highly complex product lines to a third party logistic provider, adding regional carriers for challenged shipping lanes, hiring additional distribution center personnel, and increasing the purchase cycle as it relates to the manufacturing process. While we believe these actions will continue to improve our ability to ship, however, there can be no assurances that we will be able to meet demand due to supply chain constraints. Moreover, if these supply chain disruptions worsen, our results of operations could be further impacted.

A disruption at any of our main manufacturing facilities could have a material adverse effect on our business, financial position, and results of operations.

Our manufacturing operations are concentrated in a few locations. A significant disruption at one or more of these facilities, whether due to fire, natural disaster, power loss, intentional acts of vandalism, climate change, war, terrorism, insufficient quality, or pandemic could materially and adversely affect our business.

Our business could be negatively affected by the performance of our collaboration partners and suppliers, and any such adverse impact could be material.

We have entered into strategic alliances with partners and suppliers to develop, manufacture, market and/or distribute certain products, or components of our products in various markets. We commit substantial effort, funds and other resources to these various collaborations. There is a risk that our investments in these collaborative arrangements will not generate financial returns. While we believe our relationships with our partners and suppliers generally are successful, disputes, conflicting priorities or regulatory or legal intervention could be a source of delay or uncertainty as to the expected benefit of the collaboration. Refer to [Note 1](#). A failure or inability of our partners or suppliers to fulfill their collaboration obligations, or the occurrence of any of the risks above, could have an adverse effect on our business, financial condition, and results of operations.

Our business depends upon certain customers for a significant portion of our sales, therefore our business would be adversely affected by a disruption of our relationship with these customers or any material adverse change in these customers' businesses. The risk of such impacts would be increased by continued consolidation in the sector in which our customers operate.

We have one significant customer that represented approximately 12.5% of our consolidated net sales for the year ended December 31, 2022. While we have other important customers, no other individual customer represents more than 10% of net sales. However, the loss of one or more of our customers could be material. We believe we have good relationships with all our customers. If our relationship with any of our significant customers, including the terms of doing business with the customers, changes significantly, or if one or more such customers were to experience difficulty in paying us on a timely basis, it could have a material adverse impact on us.

Additionally, if we are unable to maintain adequately high levels of customer service over time, customers may choose to assess penalties (where such penalties are contractually permitted), obtain alternate sources for products, and/or end their relationships with us.

Our businesses could be adversely affected by deteriorating economic conditions in the countries in which we operate, and our results may be volatile due to these or other circumstances beyond our control.

Our customers could be adversely impacted if economic conditions worsen in the U.S. or other countries in which we operate. In the U.S., our consumer self-care business does not advertise our store brand products like national brand companies and thus is largely dependent on retailer promotional activities to drive sales volume and increase market share. If our customers do not have the ability to invest in store brand promotional activities, our sales may suffer. Additionally, while we actively review the credit worthiness of our customers and suppliers, we cannot fully predict to what extent they may be negatively impacted by slowing economic growth. Our stock price may decline due to any earnings release or guidance that does not meet market expectations or other circumstances beyond our control, such as the severity, length and timing of the cough/cold/flu and allergy seasons, the timing of new product approvals and introductions by us and our competitors, and the timing of retailer promotional programs.

A cybersecurity breach, disruption or misuse of our information systems, or our external business partners' information systems could have a material adverse effect on our business.

Our business operations are increasingly dependent upon information technology systems that are highly complex, interrelated with our external business partners, and may contain confidential information (including personal data, trade secrets or other intellectual property, or proprietary business information). The nature of digital systems, both internally and externally, makes them potentially vulnerable to disruption or damage from human error and/or security breaches, which include, but are not limited to, ransomware, data theft, denial of service attacks, sabotage, industrial espionage, interruptions or other system issues, unauthorized access and computer viruses. Such events may be difficult to detect, and once detected, their impact may be difficult to assess and address.

Cyber-attacks have become increasingly common. We have experienced immaterial business disruption, monetary loss and data loss as a result of phishing, business email compromise and other types of attacks. While we continue to employ resources to monitor our systems and protect our infrastructure, these measures may prove insufficient, and that could subject us to significant risks, including, without limitation:

- Ransomware attacks, other cyber breaches or disruptions that impair our ability to develop products, meet regulatory approval requirements or deadlines, produce or ship products, take or fulfill orders, and/or collect or make payments on a timely basis;
- System issues, whether as a result of an intentional breach, a natural disaster or human error that damage our reputation and cause us to lose customers, experience lower sales volume, and/or incur significant liabilities;
- Significant expense to remediate the results of any attack or breach and to ensure compliance with any required disclosures mandated by the numerous global privacy and security laws and regulations; and
- Interruptions, security breaches, or loss, misappropriation, or unauthorized access, use or disclosure of confidential information,

which, individually or collectively, could result in financial, legal, business or reputational harm to us and could have a material adverse effect on our business, financial condition and results of operations.

We are also subject to numerous laws and regulations designed to protect personal data, such as the California Consumer Privacy Act in the U.S. and the European General Data Protection Regulation ("GDPR"). These data protection laws introduced more stringent data protection requirements and significant potential fines, as well as increased our responsibility and potential liability in relation to personal data that we process and possess. We have put mechanisms in place to ensure compliance with applicable data protection laws but there can be no guarantee of their effectiveness.

We are dependent on the services of certain key personnel.

We are dependent on the services of certain key personnel, and our future success will depend in large part upon our ability to attract and retain highly skilled employees. Key functions for us include executive managers, operational managers, R&D scientists, information technology specialists, financial and legal specialists, regulatory professionals, quality compliance specialists, and sales/marketing personnel. If we are unable to attract or retain key qualified employees, our future operating results may be adversely impacted.

Management transition creates uncertainties, and any difficulties we experience in managing such transitions may negatively impact our business.

During 2022, Eduardo Bezerra was named Executive Vice President and Chief Financial Officer. Additionally, Kyle Hanson joined the Company as Executive Vice President, General Counsel and Corporate Secretary and Alison Ives was promoted to Executive Vice President and Chief Scientific Officer. Changes in executive management create uncertainty. Moreover, changes in our company as a result of management transition could have a disruptive impact on our ability to implement, or result in changes to, our strategy and could negatively impact our business, financial condition and results of operations.

Strategic Risks

We may not realize the benefits of business acquisitions, divestitures, and other strategic transactions, which could have a material adverse effect on our operating results.

In the normal course of business, we engage in discussions relating to possible acquisitions, divestitures, and other strategic transactions, some of which may be significant in size or impact. Transactions of this nature create substantial demands on management, operational resources, technology, and financial and internal control systems, and can be subject to government approvals or other closing conditions beyond the parties' control. In the case of acquisitions, including the acquisition of HRA Pharma, we may face difficulties with integrating these businesses, managing expanded operations, achieving operating or financial synergies in expected timeframes or in new products or geographic markets. In the case of divestitures, including the separation of the Rx business, we may face difficulty in effectively transferring contracts, obligations, facilities, and personnel to the purchaser, while minimizing continued exposure to risks and liabilities of the divested business.

There are inherent uncertainties involved in identifying and assessing the value, strengths, and profit potential, as well as the weaknesses, risks, and contingent and other liabilities of acquisition targets, which can be affected by risks and uncertainties relating to government regulations and oversight as well as changes in business, industry, market or general economic conditions. Moreover, the financing of any acquisition can have a material impact on our liquidity, credit ratings and financial position. Alternatively, issuing equity to pay all or a portion of acquisition

purchase price would dilute our existing shareholders.

Acquisitions and divestitures also involve costs, including fees and expenses of financial advisors, lawyers, accountants, and other professionals, and can involve retention bonuses and other additional compensation of employees or increase turnover in personnel. Any of these risks or expenses could have a negative effect on our financial condition or results of operations.

We have acquired significant assets that could become impaired or subject us to losses and may result in an adverse impact on our results of operations, which could be material.

We have recorded significant goodwill and intangible assets on our balance sheet as a result of previous acquisitions, which could become impaired and lead to material charges in the future.

We perform an impairment analysis on intangible assets subject to amortization when there is an indication that the carrying amount of any individual asset may not be recoverable. Any significant change in market conditions, estimates or judgments used to determine expected future cash flows that indicates a reduction in carrying value may give rise to impairment in the period that the change becomes known. Goodwill, indefinite-lived intangible asset, and definite-lived intangible asset impairments are recorded in Impairment charges on the Consolidated Profit and Loss Account. As of December 31, 2022, the net book value of our goodwill and intangible assets were \$3.5 billion and \$3.3 billion, respectively. In the past three years, we have recognized a total of \$173.1 million in asset impairments, across all segments and asset categories. Refer to Note 9 for additional information related to our goodwill and intangible assets.

There can be no assurance that our strategic initiatives, including our Supply Chain Reinvention Program, will achieve their intended effects.

We are in the process of implementing certain initiatives, including our Supply Chain Reinvention Program, designed to increase operational efficiency and improve our return on invested capital by, among other goals, reducing portfolio complexity, investing in advanced planning capabilities, diversifying sourcing, and optimizing our manufacturing assets and distribution models. We believe these initiatives will enhance our net sales, operating margins, and earnings; however, certain of these initiatives require substantial upfront costs, and there can be no assurance any of these initiatives will produce the anticipated benefits. Any delay or failure to achieve the anticipated benefits could have a material adverse effect on our projected results.

Under the heading “Acquisitions, Disposals and Restructuring”, we estimate the total costs associated with our Supply Chain Reinvention Program, including capital investments, restructuring expenses, and implementation costs, to be approximately \$350 million to \$570 million by the end of 2028 and project that the program [could/should] generate up to \$200 million to \$300 million in annual savings by 2028, in each case if fully implemented. However, if the program is not implemented successfully, or if circumstances outside of our control affect our costs over this time period, this program may not produce the anticipated benefits and/or may cost more to achieve. In addition, implementing these changes will require a significant amount of management time and effort, which may disrupt our business or otherwise divert management’s attention from other aspects of our business, including our other strategic initiatives, possible organic or inorganic growth opportunities, and customer and vendor relationships. Any of the foregoing risks could materially adversely affect our business, results of operations, liquidity, and financial condition.

Furthermore, while we have completed our transformation into a consumer-focused, self-care company, there can be no assurance that such transformation will receive the level of market support that we expect or that we will be able to achieve the anticipated operational, strategic and other benefits. Moreover, our business is now less diversified with a narrower focus, which could make us more susceptible to changing market conditions.

The synergies and benefits expected from acquiring HRA Pharma and Gateway may not be realized in the amounts anticipated or at all and integrating HRA Pharma and Gateway’s business may be more difficult, time consuming or costly than expected.

We may experience challenges integrating the HRA Pharma and Gateway businesses and managing our expanded operations. Our ability to realize the benefits expected from the HRA Pharma and Gateway acquisitions will depend, in part, on our ability to successfully integrate the business, control costs and maintain growth. Integrations can be complex and time consuming, and the integration may result in temporarily depressed sales while integration of supply chain and distribution channels take place. Any delays, additional unexpected costs, or other difficulties

encountered in the integration process could have a material adverse effect on the Company's revenues, expenses, operating results and/or financial condition.

Even if integration occurs successfully, we may not achieve projected synergies or level of anticipated sales growth in new products, brands, or geographic markets within the anticipated timeframe, or at all. There are inherent uncertainties involved in identifying and assessing the profit potential, value, strengths, weaknesses, risks, and contingent and other liabilities of acquisitions, such as HRA Pharma and Gateway, some of which can be affected by risks and uncertainties relating to government regulations and oversight as well as changes in the business, the industry, competition, consumer trends or general economic conditions.

Failure to effectively monitor and respond to ESG matters, including our ability to set and meet reasonable goals related to climate change and sustainability efforts, may negatively affect our business and operations.

Regulatory developments and stakeholder expectations relating to ESG matters are rapidly changing. Concern over climate change has increased focus on the sustainability of practices and products in the markets we serve, and changes to laws and regulations regarding climate change mitigation may result in increased costs and disruption to operations. Moreover, the standards by which ESG matters are measured are developing and evolving, and certain areas are subject to assumptions that could change over time. If we are unable to recognize and respond to such developments, or if our existing practices and procedures are not adequate to meet new regulatory requirements, we may miss corporate opportunities, become subject to regulatory scrutiny or third-party claims, or incur costs to revise operations to meet new standards.

As a global organization, we have set goals to address the impact of our operations on climate change and related environmental issues. These targets include reducing carbon emissions and water usage as well as becoming fully reliant on renewable energy sources. We believe these goals are obtainable, however, any failure or perceived failure to achieve our sustainability goals or to act responsibly with respect to such matters may negatively impact our operations and/or financial condition. While we monitor a broad range of ESG issues, there can be no assurance that we will manage such issues successfully, or that we will successfully meet the expectations of our stakeholders, consumers and employees.

Global Risks

Our business, financial condition, and results of operations are subject to risks arising from the international scope of our operations.

We manufacture, source raw materials, and sell our products in a number of countries. The percentage of our business outside the U.S. has been increasing. We are subject to risks associated with international manufacturing and sales, including: changes in regulatory requirements, for changes to tax and import/export laws and trade and customs policies (including the enactment of tariffs on goods imported into the U.S., including but not limited to, goods imported from China), problems related to markets with different cultural biases or political systems, possible difficulties in enforcing agreements, longer payment cycles and shipping lead-times, difficulties obtaining export or import licenses, and imposition of withholding or other taxes.

Additionally, we are subject to periodic reviews and audits by governmental authorities responsible for administering import and export regulations. To the extent that we are unable to successfully defend against an audit or review, we may be required to pay assessments, penalties, and increased duties.

Certain of our facilities operate in a special purpose sub-zone established by the U.S. Department of Commerce Foreign Trade Zone Board, which allows us certain tax advantages on products and raw materials shipped through these facilities. If the Foreign Trade Zone Board were to revoke the sub-zone designation or limit our use, we could be subject to increased duties.

Although we believe that we conduct our business in compliance with applicable anti-corruption, anti-bribery and economic sanctions laws, if we are found to not be in compliance with such laws or other anti-corruption laws, we could be subject to governmental investigations, legal or regulatory proceedings, substantial fines, and/or other legal or equitable penalties. This risk increases in locations outside of the U.S., particularly in locations that have not previously had to comply with the FCPA, U.K. Bribery Act 2010, Irish Criminal Justice (Corruption Offenses) Act 2018, and similar laws.

We operate in jurisdictions that could be affected by economic and geopolitical instability, which could have a material adverse effect on our business.

Our operations and supply partners could be affected by economic or political instability, embargoes, military hostilities, unstable governments and legal systems, inter-governmental disputes, travel restrictions, terrorist acts, and other armed conflicts. The global nature of our business involves the following risks, among others:

- The U.S. Department of State and other governments have at times issued advisories regarding travel to certain countries in which we do business, causing regulatory agencies to curtail or prohibit their inspectors from traveling to inspect facilities. If these inspectors are unable to inspect our facilities, the regulatory agencies could withhold approval for new products intended to be produced at those facilities.
- On June 23, 2016, the UK electorate voted in a referendum to voluntarily depart from the EU, known as "Brexit". The UK Government subsequently approved a withdrawal agreement and left the EU on January 31, 2020.

The Trade and Cooperation Agreement ("TCA") was signed on December 30, 2020. The TCA provides for free trade in goods and limited mutual market access in services, as well as for cooperation mechanisms in a range of policy areas and UK participation in some EU programs. It is for indefinite duration but is subject to review every 5 years and may be terminated on 12 months' notice. Uncertainty relating to the Ireland/Northern Ireland protocol remains.

Although the TCA is in place, the full extent of any disruption on imports and exports, for example relating to increased regulatory complexities, is unknown.

The UK now has an ability to diverge from EU regulation (the UK Government's stated aim), which could enable the UK to seek competitive regulatory advantage. However, the EU could respond by withdrawing benefits under the TCA. These complexities may impair the ability of our operations in the EU to transact business in the UK in the future, and similarly the ability of our UK operations to transact business in the future in the EU. In addition, Brexit could lead to legal uncertainty and potentially different national laws and regulations as the UK determines which EU laws to replace or replicate. Any of the above mentioned effects of Brexit, and others we cannot anticipate, could adversely affect our business, business opportunities, operations, and financial results.

Moreover, financial volatility and geopolitical instability outside the U.S. may impact our operations or affect global markets. For example, the war in Ukraine and the resulting sanctions by U.S. and European governments, together with any additional future sanctions by them, could have a larger impact that expands into other markets where we do business, including our supply chain, business partners and customers in the broader region, which could result in lost sales, supply shortages, increase manufacturing costs and lost efficiencies. Further, the conflict may adversely impact macroeconomic conditions and increase volatility in and affect our ability to access capital markets and external financing sources on acceptable terms or at all. Given the international scope of our operations, such effects of ongoing wars and armed conflicts, and others we cannot anticipate, could adversely affect our business, business opportunities, operations, and financial results.

The international scope of our business exposes us to risks associated with foreign exchange rates.

We report our financial results in U.S. dollars. However, a significant portion of our revenues, expenses, assets, indebtedness and other liabilities are denominated in foreign currencies. These currencies include, among others, the Euro, British pound, Canadian dollar, Swedish Krona, Chinese Yuan, Danish Krone, and Polish Zloty. Fluctuations in currency exchange rates, including as a result of inflation, central bank monetary policies, currency controls or other currency exchange restrictions have had, and could continue to have, an adverse impact on our financial performance. We may seek to mitigate the risk of such impacts through hedging, but such hedging activities may be costly and may not be effective.

In addition, emerging market economies in which we operate may be particularly vulnerable to the impact of rising interest rates, inflationary pressures, weaker oil and other commodity prices, and large external deficits. Risks in one country can limit our opportunities for portfolio growth and negatively affect our operations in another country or countries. Such conditions or developments could have an adverse impact on our operations. In addition, we may be exposed to credit risks in some of those markets.

Litigation and Insurance Risks

We are or may become involved in lawsuits and may experience unfavorable outcomes of such proceedings.

We may become involved in lawsuits arising from a wide variety of commercial, manufacturing, development, marketing, sales and other business-related matters, including, but not limited to, competitive issues, pricing, contract issues, intellectual property matters, false advertising, antitrust or unfair competition, taxation matters, workers' compensation, product quality/recall, environmental remediation, securities law, disclosure, product liability and regulatory issues. Litigation is unpredictable and could result in potentially significant monetary damages, and we could incur substantial legal expenses, even if a claim against us is unsuccessful. We intend to vigorously defend against any lawsuits, however, we cannot predict how the cases will be resolved. Adverse results in, or settlements of, such cases could result in substantial monetary judgments. No assurance can be made that litigation will not have a material adverse effect on our reputation, financial position or results of operations in the future. Refer to [Note 20](#).

The actual or alleged presence of certain hazardous substances or petroleum products on, under or in our currently or formerly owned property, or from a third-party disposal facility that we may have used, or the failure to remediate them, could have adverse effects, including, for example, substantial investigative or remedial obligations and limitations on our ability to sell or rent affected property or to borrow funds using affected property as collateral. There can be no assurance that environmental liabilities and costs will not have a material adverse effect on us. .

Increased scrutiny on pricing practices and competition in the pharmaceutical industry, including antitrust enforcement activity by government agencies and class action litigation, may have an adverse impact on our business and operating results, which could be material.

There has been increased scrutiny regarding sales, marketing, and pricing practices in the pharmaceutical industry, including criminal antitrust investigations regarding drug pricing, civil False Claims Act investigations relating to drug pricing and marketing, multiple civil antitrust litigation initiated by governmental and private plaintiffs against pharmaceutical manufacturers and individuals, and related media reports.

On May 2, 2017, we disclosed that search warrants were executed at several Perrigo facilities and other locations in connection with the Antitrust Division's ongoing investigation related to drug pricing in the pharmaceutical industry. Perrigo has also been served with and responded to a civil investigative demand in connection with a related civil False Claims Act investigation by the Civil Division of the Department of Justice. Although no charges or other related civil claims have been brought to date against Perrigo or any of our current employees (or, to the best of our knowledge, former employees), by the Department of Justice, we take the investigation very seriously.

If criminal antitrust charges are filed involving Perrigo, we would incur substantial litigation and other costs, and could face substantial monetary penalties, injunctive relief, negative publicity and damage to our reputation. Regardless of the ultimate outcome, responding to those charges would divert management's time and attention and could impair our operations. While we intend to defend Perrigo's conduct at issue in these investigations vigorously, any adverse decision could have a material adverse impact on our business, results of operations and reputation.

In addition, we have been named as a co-defendant with certain other generic pharmaceutical manufacturers in a number of class action, individual plaintiff direct action, State Attorney General, and county lawsuits alleging that we engaged in anti-competitive behavior to fix or raise the prices of certain drugs starting, in some instances, as early as calendar year 2010. Refer to [Note 20](#). While we intend to defend these lawsuits vigorously, any adverse decision could have a material adverse impact on our business, results of operations and reputation.

Third-party patents and other intellectual property rights may limit our ability to bring new products to market and may subject us to potential legal liability, which could have a material adverse effect on our business and operating results.

The manufacture, use and sale of new products that are the subject of conflicting patent rights have been the subject of substantial litigation in the pharmaceutical industry.

- As a manufacturer of generic pharmaceutical products, the ability of our CSCA and CSCI segments to bring new products to market is often limited by third-party patents or proprietary rights and regulatory exclusivity periods awarded on products. Launching new products prior to resolution of intellectual property issues may result in us incurring legal liability if the related litigation is later resolved against us. The cost and time for us to develop Rx-to-OTC switch products is significantly greater than the rest of the new products that we introduce. Any failure to bring new products to market in a timely manner could cause us to lose market share, and our operating results could suffer.
- We could have to defend against charges that we infringed patents or violated proprietary rights of third parties. This could require us to incur substantial expense and could divert significant effort of our technical and management personnel. If we are found to have infringed rights of others, we could lose our right to develop or manufacture some products or could be required to pay monetary damages or royalties to license proprietary rights from third parties. Additionally, if we choose to settle a dispute through licensing or similar arrangements, the costs associated with these arrangements may be substantial and could include ongoing royalties. An adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing and selling a number of our products.
- At times, our CSCA segment may seek approval to market drug products before the expiration of a third party's patents for therapeutically-equivalent products, based upon our belief that such patents are invalid, unenforceable or would not be infringed by our products. In these cases, we may face significant patent litigation. Depending upon a complex analysis of a variety of legal and commercial factors, we may, in certain circumstances, elect to market a store brand or generic pharmaceutical product while litigation is pending, before any court decision, or while an appeal of a lower court decision is pending, known as an "at risk" launch. The risk involved in an "at risk" launch can be substantial because, if a patent holder ultimately prevails, the remedies available to the patent holder may include, among other things, damages measured by the profits lost by the holder, which are often significantly higher than the profits we make from selling the generic version of the product. By electing to proceed in this manner, we could face substantial damages if we receive an adverse final court decision. In the case where a patent holder is able to prove that our infringement was "willful" or "exceptional," under applicable law, the patent holder may be awarded up to three times the amount of its actual damages or we may be required to pay attorneys' fees.

The success of certain of our products depends on the effectiveness of measures we take to protect our intellectual property rights and patents.

If we fail to adequately protect our intellectual property, competitors may manufacture and market similar products.

- We have been issued patents covering certain of our products, and we have filed, and expect to continue to file, patent applications seeking to protect newly developed technologies and products in various countries. Any existing or future patents issued to or licensed by us may not provide us with any significant competitive advantages for our products or may even be challenged, invalidated, or circumvented by competitors. In addition, patent rights may not prevent our competitors from developing, using, or commercializing non-infringing products that are similar or functionally equivalent to our products.
- We also rely on trade secrets, unpatented proprietary know-how, and continuing technological innovation that we seek to protect, in part by confidentiality agreements with licensees, suppliers, employees, and consultants. If these agreements are breached, we may not have adequate remedies for any such breach. Disputes may arise concerning the ownership of intellectual property or the applicability of confidentiality agreements. Furthermore, trade secrets and proprietary technology may otherwise become known or be independently developed by competitors or, if patents are not issued with respect to products arising from research, we may not be able to maintain the value of such intellectual property rights.

Our ability to achieve operating results in line with published guidance is inherently subject to numerous risks and other factors beyond our control. Publishing earnings guidance subjects us to risks, including increased stock volatility, that could lead to potential lawsuits by investors.

Because we publish earnings guidance, we are subject to several risks. Earnings guidance is inherently uncertain and subject to factors beyond our control. Actual results may vary from the guidance we provide investors from time to time, such that our stock price may decline following, among other things, any earnings release or guidance that does not meet market expectations.

It has become increasingly commonplace for investors to file lawsuits against companies following a rapid decrease in market capitalization. We have been in the past, are currently, and may be in the future, named in these types of lawsuits. These types of lawsuits can be costly and divert management attention and other resources away from our business, regardless of their merits, and could result in adverse settlements or judgments. The inherent uncertainty of earnings guidance and related lawsuits could have a material impact on us.

Significant increases in the cost or decreases in the availability of the insurance we maintain could adversely impact our operating results and financial condition. Disputes with insurers on the scope of existing policies may limit the coverage available under such policies.

To protect us against various potential liabilities, we maintain a variety of insurance programs, including property, general, product, and directors' and officers' liability. We may reevaluate and change the types and levels of insurance coverage that we purchase. Insurance costs, including deductible or retention amounts, may increase, or our coverage could be reduced, which could lead to an adverse effect on our financial results depending on the nature of a loss and the level of insurance coverage we maintained. Moreover, we are self-insured when insurance is not available, not offered at economically reasonable premiums or does not adequately cover claims brought against us. Our business inherently exposes us to claims, and an unanticipated payment of a large claim may have a material adverse effect on our business.

Disputes with insurers on the scope of existing policies may reduce the coverage available under such policies. In May 2021, insurers on multiple policies of D&O insurance filed an action in the High Court in Dublin against us and our current and former directors and officers seeking declaratory judgments on certain coverage issues. If successful, such claims would limit the policies available to Perrigo for certain pending securities claims, as well as claims for legal expenses relating to certain matters that were previously resolved, and could reduce substantially Perrigo's total insurance coverage for such claims.

Tax Related Risks

The resolution of uncertain tax positions, including the Notices of Proposed Adjustments and ongoing disputes with U.S. and foreign tax authorities, could be unfavorable, which could have a material adverse effect on our business.

Although we believe our tax estimates are reasonable and our tax filings are prepared in accordance with applicable tax laws, the final determination with respect to any tax audit or any related litigation could be materially different from our estimates or from our historical income tax provisions and accruals. The results of an audit or litigation could have a material effect on operating results or cash flows in the periods for which that determination is made and in future periods after the determination. In addition, future period earnings may be adversely impacted by litigation costs, settlements, penalties or interest assessments.

We are currently involved in several audits and adjustment-related disputes and related litigation, including the NOPAs, as described more fully in [Note 19](#). Based on a review of the relevant facts and circumstances, we believe that these matters will not result in a material impact on our consolidated financial position, results of operations or cash flows. However, while we believe that our position in these matters is correct, there can be no assurance of ultimate favorable outcomes, and if one or more matters are ultimately resolved unfavorably it would have a material adverse impact on us, including a material adverse impact on our financial position, liquidity, capital resources, and strategy. In addition, an adverse result with respect to any of such matters could ultimately require the use of corporate assets to pay assessments and related interest, penalties, or other amounts, and any such use of corporate assets would limit the assets available for other corporate purposes. We will consider the financial statement impact of any additional facts as they become available.

Changes to tax laws and regulations or the interpretation thereof could have a material adverse effect on our results of operations and the ability to utilize cash in a tax efficient manner.

Although we are incorporated in Ireland, the IRS may assert that we should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal tax purposes pursuant to section 7874 of the U.S. Internal Revenue Code of 1986, as amended ("Code"). For U.S. federal tax purposes, a corporation generally is considered a tax resident in the jurisdiction of its organization or incorporation. Because we are an Irish incorporated entity, we would generally be classified as a foreign corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874 of the Code provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. corporation for U.S. federal tax purposes.

We believe that under current law, we should be treated as a foreign corporation for U.S. federal tax purposes. However, there is limited guidance regarding the section 7874 provisions. An unfavorable determination on Perrigo Company plc's treatment as a foreign corporation under section 7874 of the Code or changes to the inversion rules in section 7874 of the Code, the IRS Treasury regulations promulgated thereunder, or other IRS guidance and legislative proposals aimed at expanding the scope of U.S. corporate tax residence could adversely affect our status as a foreign corporation for U.S. federal tax purposes, which could have a material impact on our Consolidated Financial Statements in future periods.

Our effective tax rate or cash tax payment requirements may change in the future, which could adversely impact our future results of operations.

A number of factors may adversely impact our future effective tax rate or cash tax payment requirements, which may impact our future results and cash flows from operations. Refer to Note 19. These factors include, but are not limited to: changes to income tax rates, to tax laws or the interpretation of such tax laws (including additional proposals for fundamental international tax reform globally); the jurisdictions in which our profits are determined to be earned and taxed; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; adjustments to our interpretation of transfer pricing standards, treatment or characterization of intercompany transactions, changes in available tax credits, grants and other incentives; changes in stock-based compensation expense; changes in U.S. generally accepted accounting principles; expiration or the inability to renew tax rulings or tax holiday incentives; and divestitures of current operations.

Capital and Liquidity Risks

Our indebtedness could adversely affect our ability to implement our strategic initiatives.

Our business requires continuous capital investments, and there can be no assurance that financial capital will always be available on favorable terms or at all. Additionally, our leverage and debt service obligations could adversely affect the business. At December 31, 2022, our total indebtedness outstanding was \$4.1 billion.

The agreements governing our New Senior Secured Credit Facilities (as defined below) impose material operating and financial restrictions that limit our operating flexibility, including the following:

- The Credit Agreement (as defined below) governing our New Senior Secured Credit Facilities contain, and agreements governing our other indebtedness may contain, a number of restrictions and covenants that, among other things, limit our ability and/or our restricted subsidiaries' ability to:
 - incur or assume liens or additional debt or provide guarantees in respect of obligations of other persons;
 - pay dividends or distributions or redeem or repurchase capital stock;
 - prepay, redeem or repurchase certain debt;
 - make loans, investments, acquisitions (including certain acquisitions of exclusive licenses) and capital expenditures;
 - enter into agreements that restrict distributions from our subsidiaries;
 - enter into transactions with affiliates;
 - enter into sale and lease-back transactions;

- sell, transfer or exclusively license certain assets, including material intellectual property, and capital stock of our subsidiaries; and
 - consolidate or merge with or into, or sell substantially all of our assets to, another person.
- The Credit Agreement governing our New Senior Secured Credit Facilities also includes certain financial covenants that require us to maintain a maximum first lien secured leverage ratio and a minimum interest coverage ratio.
- As a result of these restrictions, we may be limited in how we conduct our business; unable to raise additional debt or equity financing to operate during general economic or business downturns; or unable to compete effectively, take advantage of new business opportunities or grow in accordance with our plans.
- Our failure to comply with any of the covenants could result in a default under the Credit Agreement and certain other indebtedness, which, if not cured or waived, could result in us having to repay our borrowings before their due dates. Such default may allow the lenders or other note holders to accelerate the related debt and may result in the acceleration of any other debt to which cross-acceleration or cross-default provision applies. If we are forced to refinance these borrowings on less favorable terms or if we were to experience difficulty in refinancing the debt prior to maturity, our results of operations or financial condition could be materially affected. In addition, an event of default under the Credit Agreement may permit the lenders to refuse to permit additional borrowings under the 2022 Revolver (as defined below) or to terminate all commitments to extend further credit under the 2022 Revolver. Furthermore, if we are unable to repay the amounts due and payable under the Credit Agreement or other debt instruments, the lenders and note holders may be able to proceed against the collateral granted to them to secure that indebtedness. If our indebtedness is accelerated, there can be no assurance that we would be able to repay or refinance our debt or obtain sufficient new financing.
- Future downgrades to our credit ratings may limit our access to capital and materially increase borrowing costs on current or future financing, including via trade payables with vendors. Customers' inclination to purchase goods from us may also be affected by the publicity associated with deterioration of our credit ratings.
- There are various maturity dates associated with our New Senior Secured Credit Facilities, senior notes, and other debt facilities. There is no assurance that cash, future borrowings or equity financing will be available for the payment or refinancing of our indebtedness. Further, there is no assurance that any future refinancing or renegotiation of our New Senior Secured Credit Facilities, senior notes or other debt facilities, or additional agreements will not have materially different or more stringent terms.

We cannot guarantee that we will buy back our ordinary shares pursuant to our announced share repurchase plan or that our share repurchase plan will enhance long-term shareholder value.

In October 2018 our Board of Directors authorized up to \$1.0 billion of share repurchases with no expiration date, subject to the Board of Directors' approval of the pricing parameters and amount that may be repurchased under each specific share repurchase program. During the year ended December 31, 2022 and December 31, 2021, we did not repurchase any shares under such authorization, and there can be no assurances that we will do so in the future. The specific timing and amount of additional buybacks under the authorization, if any, will depend upon several factors, including market and business conditions, the trading price of our ordinary shares, the nature of other investment opportunities, the availability of our distributable reserves and the tax consequences of any buybacks. In addition, our ability to repurchase shares may be limited in the future under Irish law, if at any time we do not have sufficient distributable reserves. No share repurchases are currently anticipated in the near term.

Buybacks of our ordinary shares could affect the market price of our ordinary shares, increase their volatility or diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. Although our share repurchase plan is intended to enhance long-term shareholder value, there is no assurance that it will do so, and short-term share price fluctuations could reduce the plan's effectiveness.

Any additional shares we may issue could dilute your ownership in the Company.

Under Irish law, our authorized share capital can be increased by an ordinary resolution of our shareholders, and the directors may issue new ordinary or preferred shares up to a maximum amount equal to the authorized but unissued share capital, without shareholder approval, once authorized to do so by the articles of association or by an ordinary resolution of our shareholders.

Subject to specified exceptions, Irish law grants statutory preemption rights to existing shareholders to subscribe for

new issuances of shares for cash, but allows shareholders to authorize the waiver of the statutory preemption rights either in our articles of association or by way of a special resolution. Such disapplication of these preemption rights can either be generally applicable or be in respect of a particular allotment of shares.

At our annual general meeting of shareholders in May 2022, our shareholders authorized our Board of Directors to issue up to a maximum of 33% of our issued ordinary capital on that date for a period of 18 months from the passing of the resolution. At the annual general meeting, our shareholders also authorized our Board of Directors to issue ordinary shares on a nonpreemptive basis in the following circumstances: (i) an issuance of shares in connection with any rights issuance and (ii) an issuance of shares for cash, if the issuance is limited to up to 5% of the Company's issued ordinary share capital (with the possibility of issuing an additional 5% of the Company's issued ordinary share capital provided the Company uses it only in connection with an acquisition or a specified capital investment that is announced contemporaneously with the issuance, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issuance), bringing the total acceptable limit for nonpreemptive share issuances for cash to 10% of the Company's issued ordinary share capital.

We are incorporated in Ireland; Irish law differs from the laws in effect in the United States and may afford less protection to, or otherwise adversely affect, our shareholders.

As an Irish company, we are governed by the Irish Companies Act 2014 (the "Act"). The Act differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including the provisions relating to interested directors, mergers, amalgamations and acquisitions, takeovers, shareholder lawsuits, and indemnification of directors.

- Under Irish law, the duties of directors and officers of a company are generally owed to the company only. As a result, shareholders of Irish companies do not have the right to bring an action against the directors or officers of a company for the breach of such duties, except in limited circumstances.
- Shareholders may be subject to different or additional tax consequences under Irish law as a result of the acquisition, ownership and/or disposition of ordinary shares, including, but not limited to, Irish stamp duty, dividend withholding tax, Irish income tax, and capital acquisitions tax.
- There is no treaty between Ireland and the U.S. providing for the reciprocal enforcement of foreign judgments. Before a foreign judgment would be deemed enforceable in Ireland, the judgment must be (i) for a definite sum, (ii) provided by a court of competent jurisdiction and (iii) final and conclusive. An Irish High Court may exercise its right to refuse to recognize and enforce a foreign judgment if the foreign judgment was obtained by fraud, if it violated Irish public policy, if it is in breach of natural justice, or if it is irreconcilable with an earlier judgment.
- An Irish High Court may stay proceedings if concurrent proceedings are being brought elsewhere. Judgments of U.S. courts of liabilities predicated upon U.S. federal securities laws may not be enforced by Irish High Courts if deemed to be contrary to public policy in Ireland.
- It could be more difficult for us to obtain shareholder approval for a merger or negotiated transaction than if we were a U.S. company because the shareholder approval requirements for certain types of transactions differ, and in some cases are greater, under Irish law.
- Additionally, under the Irish Takeover Panel Act, 1997, Takeover Rules, 2022, the Board of Directors is not permitted to take any action that might frustrate an offer for our ordinary shares, including issuing additional ordinary shares or convertible equity, making material acquisitions or dispositions, or entering into contracts outside the ordinary course of business, once the Board of Directors has received an approach that may lead to an offer or has reason to believe that such an offer is or may be imminent, subject to certain exceptions. These provisions may give the Board of Directors less ability to control negotiations with hostile offerors and protect the interests of holders of ordinary shares than would be the case for a corporation incorporated in a jurisdiction of the United States.

We may be limited in our ability to pay dividends in the future.

A number of factors may limit our ability to pay dividends, including, among other things:

- Our ability to receive cash dividends and distributions from our subsidiaries;
- Compliance with applicable laws and debt covenants;
- Our financial condition, results of operations, capital requirements, general business conditions, and other factors that our Board of Directors may deem relevant; and
- The availability of our distributable reserves, being profits of the company available for distribution to shareholders.

Under Irish law, distributable reserves are the accumulated realized profits so far as not previously utilized by distribution or capitalization, less accumulated realized losses so far as not previously written off in a reduction or a reorganization of capital duly made. In addition, no distribution or dividend may be made if, at the time of the distribution or dividend, our net assets are not, or would not be, after giving effect to such distribution or dividend, be equal to, or in excess of, the aggregate of our called-up share capital plus undistributable reserves.

While we currently expect to continue paying dividends, significant changes in our business or financial condition such as asset impairments, sustained operating losses and the selling of assets, could impact the amount of distributable reserves available to us. We could seek to create additional distributable reserves through a reduction in our share premium, which would require 75% shareholder approval and the approval of the Irish High Court. The Irish High Court's approval is a matter for the discretion of the court, and there can be no assurances that such approval would be obtained. In the event that additional distributable reserves are not created in this way, dividends, share repurchases or other distributions would generally not be permitted under Irish law until such time as we have created sufficient distributable reserves in our audited statutory financial statements as a result of our business activities.

Additionally, we are subject to financial covenants in our New Senior Secured Credit Facilities.

RECENT HIGHLIGHTS

Market Factors

Economic Uncertainty

While many consumer self-care market factors from the COVID-19 pandemic are trending towards a "new normal", current macroeconomic conditions remain very dynamic, including impacts from rising inflation and interest rates, volatile changes in foreign currency exchange rates, political unrest, and legislative and regulatory changes. Any causes of market size contraction could reduce our sales or erode our operating margin and consequently reduce our net earnings and cash flows.

Inflationary Costs and Supply Chain

Supply chain disruptions, including constraints in availability of freight containers and truck drivers, record delays at global shipping ports, and volatility in both cost and availability of agricultural, oil and paper based commodities driven by the war in Ukraine has led to higher unfulfilled customer orders and higher input costs. Additionally, we experienced employment vacancies and attrition as the labor market negatively impacted productivity and drove the need for wage rate increases and other retention benefits. We implemented a series of actions to substantially mitigate these and other inflationary cost pressures such as strategic pricing and our Supply Chain Reinvention Program. Benefits from our actions are anticipated to substantially offset inflationary pressures, however the duration and extent of inflation pressure, including impacts from the war in Ukraine, changes in labor market availability and wage rates, as well as the acceptance of any further pricing actions we may take in the markets we operate, is uncertain.

Impact of COVID-19 Pandemic

The COVID-19 global pandemic, and actions to slow such outbreaks and the emergence of any new variants, have impacted, and continue to impact, our business and the global self-care markets in which we sell our products. This evolution may contribute to economic recessions or a slowdown of economic growth in certain countries or globally, which may impact demand for our products, some of which may be more than temporary. COVID-19 has and could lead to future volatility in consumer preferences and access to our products (due to government actions or key material, transportation and labor shortages impacting our ability to produce and ship products), or impact consumers' movements and access to our products.

War in Ukraine

The invasion of Ukraine by Russia and resulting economic and political sanctions imposed by the United States, United Kingdom, European Union, and other countries on Russia, Belarus, and occupied regions in Ukraine have negatively impacted our results from operations in the region. We currently have 90 employees working in our Ukraine subsidiary. We do not have a subsidiary or employees in Russia. We have no manufacturing facilities in either Russia or Ukraine and we previously sold products into Russia entirely through distributors. In March 2022, we halted all sales to distributors in Russia and sales in Ukraine were severely depressed. For the year ended December 31, 2022, Ukraine operations accounted for approximately \$9 million of net sales, \$6 million of gross profit, and \$2 million of operating income, and there were no sales in Russia. During 2021, these countries accounted for approximately \$27 million of net sales, \$15 million of gross profit, and \$8 million of operating income combined. Future impacts are difficult to predict due to the high level of uncertainty related to the war's duration, evolution and resolution. If the conflict spreads or materially escalates, or economic conditions deteriorate, the impact on our business and results of operations could be material.

Foreign Exchange

We have both translation and transaction exposure to the fluctuation of exchange rates. Translation exposures relate to exchange rate impacts of measuring income statements of foreign subsidiaries that do not use the U.S. dollar as their functional currency. Transaction exposures relate to 1) the impact from input costs that are denominated in a currency other than the local reporting currency and 2) the revaluation of transaction-related working capital balances denominated in currencies other than the functional currency. In 2022, significant exchange rate fluctuations, especially weakening of the Euro and the British Pound Sterling compared to the U.S. dollar had a significant foreign exchange impacts leading to lower net sales, net earnings and cash flows. Significant exchange rate fluctuations, especially in the Euro or the British Pound Sterling, have had, and could continue to have, a significant impact on our net sales, net earnings and cash flows, and have significantly impacted our historical net sales, costs and net earnings and could do so in the future.

Acquisitions, Disposals and Restructuring

In March 2022 we completed the sale of our Latin American businesses to Advent International. This transaction was part of Perrigo's margin improvement and Project Momentum cost savings initiatives.

In April 2022 we completed the previously announced acquisition of HRA Pharma for €1.8 billion, or approximately \$1.9 billion based on exchange rates at the time of closing. Upon completion of the acquisition, we updated our global reporting product categories. Refer to [Note 2](#) for further details.

In 2022, we initiated a Supply Chain Reinvention Program to reduce structural costs, improve profitability and our service levels to our retail partners, and strengthen our resiliency by streamlining and simplifying our global supply chain. Through this initiative, we plan to reduce portfolio complexity, invest in advanced planning capabilities, diversify sourcing, and optimize our manufacturing assets and distribution models. We have identified a total annual run-rate potential savings opportunity by the end of fiscal year 2028 of between an estimated \$200 million to \$300 million, (not including related depreciation expense on capital investments) if all facets of the Program are successfully implemented and executed. To obtain these potential benefits, we anticipate incurring costs of between \$350 million to \$570 million by the end of fiscal year 2028 to complete the program implementation, including capital investments, restructuring expenses, and implementation costs. A significant portion of the annual run-rate potential savings of the Program between \$150 million to \$200 million (not including related depreciation expense on capital investments) are anticipated by the end of fiscal year 2025, along with associated potential spend of between \$300 million and \$450 million. During the year ended December 31, 2022, we recorded total Supply Chain Reinvention Program restructuring and implementation charges of approximately \$25 million, comprised primarily of consulting and severance expenses.

We initiated the first phase of our Supply Chain Reinvention Program by announcing on November 1, 2022, a \$170 million strategic investment to expand and strengthen our U.S. infant formula manufacturing. This strategic investment included the \$110 million purchase of Nestlé's Gateway infant formula plant in Eau Claire, Wisconsin, along with the U.S. and Canadian rights to the *GoodStart*® infant formula brand and other related formula brands ("Gateway"), and an additional \$60 million investment into the plant to expand its capacity. Refer to [Note 3](#) for further details of these transactions.

Indebtedness and Capital

In April 2022, we entered into new senior secured credit facilities as further explained in [Note 13](#). We used a portion of the proceeds to finance the acquisition of HRA Pharma and to repay our outstanding term loan facility. We also entered into several financing hedge activities to economically hedge the purchase price for HRA Pharma, fix the interest rate on a substantial portion of the 2022 financing agreements, and to reduce the Euro exposure of our net investment in European operations.

Tax Updates

On December 28, 2022, we reached an agreement with IRS Appeals providing for settlement of a Notice of Proposed Adjustment ("NOPA") issued on December 11, 2019. The NOPA proposed to disallow reductions to gross sales income on the sale of prescription products to wholesalers for accrued wholesale customer pipeline chargebacks where the prescription products were not re-sold by such wholesalers to covered retailers by the end of the tax year. The settlement agreement resolved this issue for all tax years through 2021, the last tax year with chargebacks due to the sale of the Rx business in July 2021. The required settlement payment of \$8.3 million was fully covered by reserves for this issue. Refer to [Note 19](#).

RESULTS FOR THE YEAR AND STATE OF AFFAIRS

The results for the twelve months ended December 31, 2022 are provided in the Consolidated Profit and Loss Account. Included below is a summary of the results for the twelve months ended December 31, 2022 and our state of affairs.

RESULTS OF OPERATIONS

Currency Translation

Currency translation effects described below represent estimates of the net differences between translation of foreign currency transactions into U.S. dollars for the year ended December 31, 2022 at the average exchange rates for the reporting period and average exchange rates for the year ended December 31, 2021

CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF KEY PERFORMANCE INDICATORS

(in millions, except percentages)	Year Ended	
	December 31, 2022	December 31, 2021
Net sales	\$ 4,451.6	\$ 4,138.7
Gross profit	\$ 1,455.4	\$ 1,416.2
Gross profit %	32.7 %	34.2 %
Operating income	\$ 78.9	\$ 410.4
Operating income %	1.8 %	9.9 %

Net sales increased \$312.9 million, or 7.6%, due to:

- \$354.8 million increase, or 8.8%, due primarily to \$155.9 million in strategic pricing actions and \$140.5 million stemming from global category growth and U.S. store brand market share gains resulting in higher net sales across several Perrigo global product categories. These include increases in Upper Respiratory due to a strong global cough, cold and flu season and the U.S. launch of *Nasonex*[®]24HR, Nutrition due primarily to benefits from the recall of a national brand infant formula manufacturer and Skin Care due primarily to new products and anti-parasite offerings. An incremental six months of contract manufacturing sales to the divested Rx business, which closed on July 6, 2021, also contributed \$62.0 million of net sales; and
- \$236.3 million increase from our acquisitions of HRA Pharma and Gateway, inclusive of a \$23.9 million unfavorable effect of currency translation; partially offset by
- \$193.2 million decrease from unfavorable foreign currency translation excluding acquisitions; and
- \$85.6 million decrease from the divestitures of the Latin American businesses and *ScarAway*[®] brand asset.

Operating income decreased \$331.5 million, or 80.8%, due to:

- \$39.2 million increase in gross profit driven by higher gross profit flow-through resulting from higher net sales, \$104.2 million from the addition of HRA Pharma and Gateway, partially offset by \$122.0 million of cost of goods sold inflation and freight, and lower productivity, and \$94.0 million of unfavorable foreign currency translation excluding acquisitions, as well as divestitures of the Latin American businesses and *ScarAway*[®] brand asset. Gross profit as a percentage of net sales decreased 150 basis points compared to the prior year due to acquisition related inventory values stepped up to fair value, partially offset by the same factors that drove gross profit.
- \$370.7 million increase in operating expenses due primarily to:
 - The absence of the \$417.6 million Omega arbitration award received in the prior year;
 - \$151.9 million increase from the addition of HRA Pharma and Gateway; and

- \$56.0 million increase due primarily to increased distribution, higher employee expenses; and
- \$25.6 million of higher restructuring expenses in the current year; partially offset by
- \$63.0 million decrease from foreign currency translation excluding acquisitions; and
- \$173.1 million of prior year impairment charges primarily related to the divested Latin American businesses, and \$14.2 million decrease from the divestitures of the Latin American businesses and ScarAway® brand asset, and approximately \$44.3 million of lower litigation expense.

Unallocated Expenses

Unallocated expenses are comprised of certain corporate services not allocated to our reporting segments and are recorded above Operating income on the Consolidated Profit and Loss Account. Unallocated expenses were as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 257.2	\$ (167.8)

The increase of \$425.0 million in unallocated expenses during the year ended December 31, 2022 compared to the prior year period was due primarily to the absence of the \$417.6 million Omega Pharma Invest N.V. ("Omega") arbitration awarded in the prior year, partially offset by the absence of transaction fees associated with the sale of the Rx business and litigation expense incurred in the prior year. Additionally, the current year included higher acquisition expenses of \$49.3 million associated with the HRA Pharma and Gateway acquisitions and initial expenses of \$24.3 million associated with our Supply Chain Reinvention Program.

Interest expense, net, Other (income) expense, net and Loss on extinguishment of debt (Consolidated)

(in millions)	Year Ended	
	December 31, 2022	December 31, 2021
Interest expense, net	\$ 156.0	\$ 125.0
Other (income) expense, net	\$ 53.1	\$ 26.7
Loss on extinguishment of debt	\$ 8.9	\$ —

Interest Expense, net

The \$31.0 million increase during the year ended December 31, 2022 compared to the prior year was due primarily to an increase in interest expense associated with an increase in outstanding borrowings under our New Senior Secured Credit Facilities and less interest income associated with lower cash balances.

Other (Income) Expense, Net

The \$26.4 million increase in expense during the year ended December 31, 2022 compared to the prior year was due primarily to unfavorable changes in revaluation of foreign currency expense associated with the acquisition of HRA Pharma and termination expense of the forward currency options related to the acquisition of HRA Pharma.

Loss on extinguishment of debt

The \$8.9 million loss on extinguishment of debt during the year ended December 31, 2022 is related to the write-off of certain new and previously deferred financing fees and make whole payments due in connection with repaying outstanding borrowings prior to maturity (refer to [Note 13](#)).

Income Taxes (Consolidated)

The effective tax rates were as follows:

Year Ended	
December 31, 2022	December 31, 2021
5.9 %	150.6 %

The effective tax rate on the pre-tax loss for the year ended December 31, 2022, decreased when compared to the effective tax rate on the pre-tax income for the year ended December 31, 2021, primarily due to the income tax expense on the settlement of the Irish Notice of Assessment recorded in 2021 as well as settlement in 2022 of a NOPA with the IRS resulting in a reduction of our liability for uncertain tax positions, offset in part by the Omega arbitration pre-tax income received in 2021 which was largely non-taxable.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Overview

We finance our operations with internally generated funds, supplemented by credit arrangements with third parties and capital market financing. We routinely monitor current and expected operational requirements and financial market conditions to evaluate other available financing sources including term and revolving bank credit and securities offerings. In determining our future capital requirements, we regularly consider, among other factors, known trends and uncertainties, such as the Notices of Proposed Adjustment ("NOPAs") from the IRS, the COVID-19 pandemic, the war in Ukraine, inflation and interest rates and other contingencies. We note that no payment of the additional amounts proposed by the IRS in the NOPAs is currently required, and no such payment is expected to be required, unless and until a settlement or other final determination of the matter is reached that is adverse to us. Refer to [Note 19](#) for additional information on the NOPAs. Based on the foregoing, management believes that our operations and borrowing resources are sufficient to provide for our short-term and long-term capital requirements, as described below. However, an adverse result with respect to our appeal of any material outstanding tax assessments or litigation, including securities or drug pricing matters and product liability cases, damages resulting from third-party claims, and related interest and/or penalties, could ultimately require the use of corporate assets to pay such assessments and any such use of corporate assets would limit the assets available for other corporate purposes. As such, we continue to evaluate the impact of the above factors on liquidity and may determine that modifications to our capital structure are appropriate if market conditions deteriorate, favorable capital market opportunities become available, or any change in conditions relating to the NOPAs, the COVID-19 pandemic, the war in Ukraine, inflation and interest rates or other contingencies have a material impact on our capital requirements.

We previously had an Rx segment which was comprised of our generic prescription pharmaceuticals business in the U.S. and other pharmaceuticals and diagnostic businesses in Israel, which have been divested. The Rx segment was reported as Discontinued Operations in 2021, and is presented as such for all periods in this report. Cash flows from discontinued operations are reported within the consolidated statement of cash flows, and select cash flow information related to discontinued operations are presented in [Note 4](#). We received \$1.55 billion in cash upon the completion of the Rx business sale on July 6, 2021.

We also received \$417.6 million in September 2021 relating to the claim arising from the 2015 Omega Acquisition. A portion of these proceeds were used for the settlement of the NoA dispute with Irish Revenue.

Cash and Cash Equivalents

(in millions)	Year Ended	
	December 31, 2022	December 31, 2021
Cash and cash equivalents	\$ 600.7	\$ 1,864.9
Working capital ⁽¹⁾	\$ 1,041.8	\$ 1,027.7

(1) Working capital represents current assets less current liabilities, excluding cash and cash equivalents, assets and liabilities held for sale, and excluding current indebtedness.

Cash, cash equivalents, cash flows from operations, and borrowings available under our credit facilities are expected to be sufficient to finance our liquidity and capital expenditures in both the short and long term. Although our lenders have made commitments to make funds available to us in a timely fashion under our revolving credit agreements and overdraft facilities, if economic conditions worsen or new information becomes publicly available impacting the institutions' credit rating or capital ratios, these lenders may be unable or unwilling to lend money pursuant to our existing credit facilities. Should our outlook on liquidity requirements change substantially from current projections, we may seek additional sources of liquidity in the future.

Cash Flows

The following table includes summarized cash flow activities:

(in millions)	Year Ended		\$ Change
	December 31, 2022	December 31, 2021	
Net cash from operating activities	\$ 307.3	\$ 156.3	\$ 151.0
Net cash from (for) investing activities	(1,958.6)	1,275.8	(3,234.4)
Net cash from (for) financing activities	421.6	(178.7)	600.3
Effect of exchange rate changes on cash and cash equivalents	(48.9)	(15.6)	(33.3)
Net increase (decrease) in cash and cash equivalents	\$ (1,278.6)	\$ 1,237.8	\$ (2,516.4)

Net cash from (for) Operating Activities

The \$151.0 million increase in operating cash inflow was primarily driven by a reduction in accounts receivable in 2022 compared to a significant increase in 2021, primarily related to timing of sales and receipt of payments. This was partially offset by higher inventory level as we invest to improve customer service, combined with lower demand for certain products and decrease in customer inventories and a decrease in cash flow from the change in net earnings after adjustments for non-cash operating items. Operating cash flows also benefited from a refund on the majority of the \$45 million cash escrow deposit to the Israel Tax Authority in the prior year.

Net cash from (for) Investing Activities

The \$3.2 billion decrease in cash from investing cash flow was due primarily to the \$1.9 billion cash paid for the acquisitions of HRA Pharma in the current year and \$1.4 billion of net differential cash received from the sale of our Rx business, partially offset by related hedging activities and other acquisitions, divestitures (refer to [Note 3](#)) and asset transactions.

Capital expenditures totaled approximately \$96 million in 2022. We anticipate 2023 capital expenditures to be between \$125 million and \$140 million, depending on the progression of Gateway infant formula plant investments, our Supply Chain Reinvention Program, and project timelines related to manufacturing productivity and efficiency upgrades, software and technology initiatives, and general plant maintenance. We expect to fund these estimated capital expenditures with funds from operating cash flows.

Net cash from (for) Financing Activities

The \$600 million increase in financing cash flow was due primarily to a \$1.6 billion increase from the entry into our New Senior Secured Credit Facilities and related financing fees. We used a portion of the proceeds from the New Senior Secured Credit Facilities to finance the acquisition of HRA Pharma and to repay outstanding borrowings totaling \$959 million (refer to [Note 13](#)). Additionally we increased our dividend payment by \$12.8 million compared to the prior year.

Share Repurchases

In October 2018, our Board of Directors authorized up to \$1.0 billion of share repurchases with no expiration date, subject to the Board of Directors' approval of the pricing parameters and amount that may be repurchased under each specific share repurchase program. We did not repurchase any shares during the year ended December 31, 2022 or December 31, 2021. The future repurchase of shares, if any, is subject to the discretion of our Board of Directors and is currently not anticipated in near term.

Dividends

In January 2003, the Board of Directors adopted a policy of paying quarterly dividends. We paid dividends as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Dividends paid (in millions)	\$ 142.4	\$ 129.6
Dividends paid per share	\$ 1.04	\$ 0.96

The declaration and payment of dividends, if any, is subject to the discretion of our Board of Directors and will depend on our earnings, financial condition, availability of distributable reserves, capital and surplus requirements, and other factors our Board of Directors may consider relevant.

Borrowings and Capital Resources

On April 20, 2022, we and our indirect wholly-owned subsidiary, Perrigo Investments, LLC (the "Borrower"), entered into the New Senior Secured Credit Facilities, which consist of (i) a \$1.0 billion five-year revolving credit facility (the "2022 Revolver"), (ii) a \$500 million five-year Term Loan A facility (the "2022 Term Loan A Facility"), and (iii) a \$1.1 billion seven-year Term B facility (the "2022 Term Loan B Facility") and, together with the 2022 Revolver and 2022 Term Loan A Facility, the "New Senior Secured Credit Facilities", all pursuant to a new Term Loan and Revolving Credit Agreement (the "Credit Agreement"). The New Senior Secured Credit Facilities are guaranteed, along with any hedging or cash management obligations entered into with a lender and a limited amount of hedging or cash management obligations entered into with entities that are not lenders, by us and certain of our wholly-owned subsidiaries organized in the U.S., Ireland, Belgium, England and Wales (subject to certain exceptions) (the "Guarantor Subsidiaries" and together with the Company, the "Guarantors"). We refer to the Borrower and the Guarantors collectively as the "Loan Parties". Refer to Note 13. We also entered into several financing hedge activities to economically hedge the purchase price for HRA Pharma, fix the interest rate on a substantial portion of the 2022 financing agreements, and to reduce the Euro exposure of our net investment in European operations.

Our short term debt as of December 31, 2022 of \$36.2 million is comprised of (i) principal payments of the 2022 Term Loan A Facility and the 2022 Term Loan B Facility and (ii) leases.

Term Loans and Notes

As of December 31, 2022, we had \$1,588.3 million outstanding under our 2022 Term Loan A Facility and Term Loan B Facility. We had \$600.0 million outstanding under our 2019 Term Loan as of December 31, 2021. We repaid the \$600.0 million 2019 Term Loan with the proceeds of the New Senior Secured Credit Facilities during 2022. The remaining \$500.0 million of proceeds were used to (i) redeem the 4.00% Senior Notes due 2023 and the 5.1045% Guaranteed Senior Notes due 2023, on May 19, 2022 (collectively, the "Redeemed Notes"), (ii) to fund a portion of the cash consideration payable in connection with the acquisition of HRA Pharma (Refer to Note 3), and (iii) to pay related fees and expenses. Upon the repayment in full of loans under the 2019 Term Loan and termination of the 2018 Revolver, such facilities were terminated and all guarantees thereunder were released. Upon the redemption of the Redeemed Notes, the guarantees related thereto were released.

Loans under the New Senior Secured Credit Facilities bear interest at a rate equal to, at the Borrower's option and depending on the currency borrowed, either the adjusted Term SOFR Rate, EURIBOR Rate, the prime lending rate or the daily simple RFR rate (each as defined in the Credit Agreement), in each case, plus an applicable margin. Applicable margins and fees are outlined below;

	Applicable Margins		
	Term SOFR and EURIBOR Rates	Prime Lending and Daily Simple RFR Rates	Per Annum Commitment Fee ⁽²⁾
2022 Term Loan A ⁽¹⁾	2.000% - 1.750%	1.000% - 0.750%	—
2022 Term Loan B ⁽¹⁾	2.500% - 2.250%	1.500% - 1.250%	—
2022 Revolver ⁽¹⁾	2.000% - 1.375%	1.000% - 0.375%	0.250% - 0.175%

(1) Applicable margins are dependent upon our total net leverage ratio

(2) Payable on the undrawn amount

The Loan Parties' obligations under the Credit Agreement are secured, subject to customary permitted liens and other exceptions, by a security interest in all tangible and intangible assets of the Loan Parties, except for certain excluded assets. We may make voluntary prepayments at any time without payment of a premium or penalty, subject to certain exceptions, and are required to make certain mandatory prepayments of outstanding indebtedness under the Credit Agreement in certain circumstances. Principal repayments of the 2022 Term Loan B Facility, which are due quarterly, began in September 2022 and are equal to 1.0% per annum of the original principal amount of the 2022 Term Loan B Facility incurred with any remaining balance payable on the maturity date. Principal repayments of the 2022 Term Loan A Facility, which are due quarterly, began in September 2022 and are equal to (i) for the first year anniversary of the Closing Date (as defined in the Credit Agreement), 2.5% per annum of the original principal amount of the 2022 Term Loan A Facility incurred and (ii) after the first year anniversary of the Closing Date, 5.0% per annum of the original principal amount of the 2022 Term Loan A Facility

incurred, with any remaining balance payable on the maturity date. The Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants applicable to the Borrower and its restricted subsidiaries, including, among other things, restrictions on indebtedness, liens, investments, mergers, dispositions, prepayment of junior indebtedness and dividends and other distributions. The Credit Agreement contains financial covenants that require the Borrower and its restricted subsidiaries to (a) not exceed a maximum first lien secured net leverage ratio of 3.00 to 1.00 at the end of each fiscal quarter and (b) not fall below a minimum interest coverage ratio of 3.00 to 1.00 at the end of each fiscal quarter, provided that such covenants apply only to the 2022 Revolver and the 2022 Term Loan A Facility. The Credit Agreement also contains customary events of default relating to, among other things, failure to make payments, breach of covenants and breach of representations. If we consummate certain qualifying acquisitions during the term of the loan, the maximum first lien secured net leverage ratio covenant would increase to 3.25 to 1.00 for such quarter and the three following fiscal quarters thereafter.

Leases

We had \$238.6 million and \$199.1 million of lease liabilities and \$239.1 million and \$194.8 million of lease assets as of December 31, 2022 and December 31, 2021, respectively.

Available Resources

We have overdraft facilities available that we use to support our cash management operations. We report any balances outstanding in "Other Financing" in Note 13. There were no borrowings outstanding under the overdraft facilities as of December 31, 2022 and December 31, 2021.

During 2022 we terminated the 2018 Revolver and entered into the 2022 Revolver. There were no borrowings outstanding under the 2022 Revolver as of December 31, 2022 or December 31, 2021. We are subject to certain financial covenants in the 2022 Revolver and 2019 Term Loan. As of December 31, 2022, we were in compliance with all such covenants under our debt agreements.

Other Financing

On June 17, 2020, we incurred debt of \$34.3 million related to our equity method investment in Kazmira pursuant to two promissory notes, with \$3.7 million, \$5.8 million and \$24.8 million to be settled in November 2020, May 2021 and November 2021, respectively. On December 8, 2020, we repaid the \$3.7 million balance due on the November 2020 portion of the Promissory Notes. During the year ended December 31, 2021, we repaid the \$5.8 million balance due on the May 2021 portion of the Promissory Notes and the \$24.8 million balance due on the November 2021 portion, settling the debt in full.

Credit Ratings

The interest of the 3.150% Senior Notes due 2030 stepped up from 3.900% to 4.400% on payments made after June 15, 2022 due to a credit ratings downgrade by S&P Global Ratings and Moody's Investor Services in the first quarter of 2022. On December 31, 2022, our credit rating was Ba1 (negative), BB (stable), and BB+ (stable), by Moody's Investor Services, S&P Global Ratings, and Fitch Ratings Inc., respectively. Credit rating agencies review their ratings periodically and, therefore, the credit rating assigned to us by each agency may be subject to revision at any time. Accordingly, we are not able to predict whether current credit ratings will remain as disclosed above. Factors that can affect our credit ratings include changes in operating performance, the economic environment, our financial position, and changes in business strategy. If changes in our credit ratings were to occur, they could impact, among other things, future borrowing costs, access to capital markets, and vendor financing terms. A credit rating is not a recommendation to buy, sell or hold securities.

Guarantor Financial Information

The Guarantor Subsidiaries and the Borrower provide full and unconditional guarantees, jointly and severally, on a senior unsecured basis, of the 5.300% Notes due 2043 issued by the Company, and the Loan Parties provide full and unconditional guarantees, jointly and severally, on a senior unsecured basis, of the 3.900% Notes due 2024, the 4.375% Notes due 2026, the 4.400% Notes due 2030 and the 4.900% Notes due 2044 issued by Perrigo Investments, LLC.

The guarantees of the Guarantor Subsidiaries, the Company and the Borrower are subject to release in limited circumstances only upon the occurrence of certain customary conditions. The guarantees of the Guarantor Subsidiaries, the Company and the Borrower rank senior in right of payment to any future subordinated indebtedness of the Company, equal in right of payment with all of the Company's existing and future senior indebtedness and effectively subordinated to any of the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness.

Basis of Presentation

The following tables include summarized financial information of the obligor groups of debt issued by Perrigo Investments, LLC and Perrigo Company plc. The summarized financial information of each obligor group is presented on a combined basis with balances and transactions within the obligor group eliminated. Investments in and the equity in earnings of non-guarantor subsidiaries, which would otherwise be consolidated in accordance with U.S. GAAP, are excluded from the below summarized financial information pursuant to SEC Regulation S-X Rule 13-01.

The summarized balance sheet information for the consolidated obligor group of debt issued by Perrigo Investments, LLC and Perrigo Company plc is presented in the table below:

<i>(in millions)</i>	Year Ended	
	December 31, 2022	December 31, 2021
Current Assets	\$ 1,975.7	\$ 3,921.6
Non-current Assets	\$ 4,819.1	\$ 5,016.5
Current liabilities	\$ 734.9	\$ 1,307.4
Non-current liabilities	\$ 11,036.2	\$ 9,672.1
Due to non-guarantors	\$ 6,346.4	\$ 6,195.5

The summarized results of operations information for the consolidated obligor group of debt issued by Perrigo Investments, LLC and Perrigo Company plc is presented in the table below:

<i>(in millions)</i>	Year Ended	
	December 31, 2022	December 31, 2021
Total Revenues	\$ 3,273.0	\$ 3,046.2
Gross Profit	\$ 858.6	\$ 818.0
Operating Income (loss)	\$ (36.9)	\$ 342.2
Net Income (loss)	\$ (316.3)	\$ 985.1
Revenue from non-guarantors	\$ 274.7	\$ 241.7
Operating Expenses to non-guarantors	\$ (0.7)	\$ 2.3
Other (income) expense to non-guarantors	\$ 105.8	\$ (30.7)

FINANCIAL RISK MANAGEMENT

Foreign Exchange Risk

We are a global company with operations primarily throughout North America, Europe, China, and Australia. We transact business in each location's local currency and in foreign currencies, thereby creating exposures to changes in exchange rates. Our largest exposure is the movement of the U.S. dollar relative to the euro.

Due to different sales and cost structures, certain segments experience a negative impact and certain segments a positive impact as a result of changes in exchange rates. We estimate the translation effect of a ten percent devaluation of the U.S. dollar relative to the other foreign currencies in which we transact business would not materially affect operating income of our non U.S. operating units for the year ended December 31, 2022. This sensitivity analysis has inherent limitations. The analysis disregards the possibility that rates of multiple foreign currencies will not always move in the same direction relative to the value of the U.S. dollar over time and does not account for foreign exchange derivatives that we utilize to mitigate fluctuations in exchange rates.

In addition, we enter into certain purchase commitments for materials that, although denominated in U.S. dollars, are linked to foreign currency valuations. These commitments generally contain a range for which the price of materials may fluctuate over time given the value of a foreign currency.

The translation of the assets and liabilities of our non-U.S. dollar denominated operations is made using local currency exchange rates as of the end of the year. Translation adjustments are not included in determining net income but are disclosed in Accumulated Other Comprehensive Income ("AOCI") within shareholders' equity on the Consolidated Balance Sheets until a sale or substantially complete liquidation of the net investment in the subsidiary takes place. In certain markets, we could recognize a significant gain or loss related to unrealized cumulative translation adjustments if we were to exit the market and liquidate our net investment. As of December 31, 2022, cumulative net currency translation adjustments increased shareholders' equity by \$58.6 million.

We monitor and strive to manage risk related to foreign currency exchange rates. Exposures that cannot be naturally offset within a local entity to an immaterial amount are often hedged with foreign exchange derivatives or netted with offsetting exposures at other entities. We cannot predict future changes in foreign currency movements and fluctuations that could materially impact earnings.

Interest Rate Risk

We are exposed to interest rate changes primarily as a result of interest income earned on our investment of cash on hand and interest expense on borrowings. We have in the past, and may in the future, enter into certain derivative financial instruments related to the management of interest rate risk, when available on a cost-effective basis. These instruments are managed on a consolidated basis to efficiently net exposures and thus take advantage of any natural offsets. Gains and losses on hedging transactions are offset by gains and losses on the underlying exposures being hedged. We do not use derivative financial instruments for speculative purposes. A 1% increase in interest rates would result in approximately \$3.9 million of additional annual interest expense in 2023.

Inflation Risk

Inflationary factors such as increases in the cost of our products and overhead costs may adversely affect our operating results. A high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling and administration expenses if the selling prices of our products do not increase with these increased costs. We manage the impact of inflation through pricing and supply chain cost reduction and optimization initiatives. Refer to Note 1 and Note 11 for further information regarding our derivative instruments and hedging activities.

ACCOUNTING RECORDS

The directors are responsible for ensuring that we keep proper accounting records and appropriate accounting systems. On a periodic basis, regular reports, certifications and attestations on our financial matters, internal control and fraud are made to the Audit Committee of the Board of Directors, who in turn, briefs the full Board of Directors on these matters. These measures ensure the compliance with requirements of Section 281 to 285 of the Companies Acts 2014. The accounting records of Perrigo Company plc are maintained at our registered offices located at The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland.

SIGNIFICANT EVENTS SINCE YEAR END

Subsequent events have been evaluated through March 15, 2023, the date this report was approved by the Audit Committee of the Board of Directors and the Board of Directors. Refer to Note 25 to the Consolidated Financial Statements for any disclosures related to subsequent events.

DIRECTORS' INTEREST IN SHARES

No director, secretary or any member of their immediate families had any interest in shares or debentures of any subsidiary. Directors' remuneration is set forth in Note 23 to the Consolidated Financial Statements. The interest of the directors and our secretary, who held office during the year or as at December 31, 2022 and December 31, 2021 in ordinary share capital of Perrigo Company plc are as follows:

	December 31, 2022			December 31, 2021		
	Ordinary shares	Stock options	Restricted share units	Ordinary shares	Stock options	Restricted share units
Directors ⁽⁸⁾						
Bradley A. Alford	27,409	—	7,778	23,978	—	6,599
Orlando D. Ashford	4,982	—	9,723	—	—	9,583
Katherine C. Doyle	6,362	—	7,778	2,931	—	6,599
Donal O'Connor ⁽¹⁾	18,084	—	7,778	14,653	—	6,599
Geoffrey Parker ⁽²⁾	28,040	—	7,778	24,609	—	6,599
Theodore R. Samuels ⁽³⁾	45,011	—	7,778	38,212	—	6,599
Jeffrey B. Kindler	14,406	—	7,778	10,975	—	6,599
Adriana Karaboutis	13,878	—	7,778	10,447	—	6,599
Erica L. Mann	8,857	—	7,778	5,690	—	6,599
Albert Manzone ⁽⁴⁾	—	—	5,478	—	—	—
Rolf A. Classon ⁽⁵⁾	—	—	—	17,442	—	8,249
Murray Kessler	120,501	110,074	132,808	43,482	110,074	101,156
Secretary						
Kyle Hanson ⁽⁶⁾	—	—	17,761	—	—	—
Todd W. Kingma ⁽⁷⁾	—	—	—	53,856	69,996	18,273

(1) Shares owned include 1,198 shares in an approved retirement fund.

(2) Shares owned include 10,879 shares in a revocable trust, of which Mr. Parker and his spouse are the trustees, and 5,500 shares in the Geoffrey Parker Roth IRA.

(3) Shares owned include 18,118 shares in the Ted and Lori Samuels Family Trust, of which Mr. Samuels and his spouse are the trustees, and 200 shares in Katherine R Samuels Trust UAD 04/14/90, of which Mr. Samuels is the trustee.

(4) Mr. Manzone joined the board on July 30, 2022. Upon joining the board, Mr. Manzone held no shares.

(5) Mr. Classon left the board on May 6, 2022.

(6) Ms. Hanson was appointed secretary on June 1, 2022. Upon appointment, Ms. Hanson held no shares.

(7) Mr. Kingma retired as secretary on June 1, 2022

(8) Mr. O'Connor is an Irish resident, all other directors are non resident.

POLITICAL DONATIONS

No political contributions that require disclosure under Irish law were made during the twelve months ended December 31, 2022.

DIVIDENDS

Dividend payments were \$142.4 million during the twelve months ended December 31, 2022 and \$129.6 million during the twelve months ended December 31, 2021. On February 21, 2023, we declared a quarterly cash dividend of \$0.273 per share to shareholders of record payable on March 10, 2023. We expect that we will continue to pay dividends comparable to this amount to holders of our ordinary shares. The timing, declaration and payment of future dividends to holders of our ordinary shares, however, will depend upon many factors, including the statutory requirements of Irish law, our earnings and financial condition, the capital requirements of our business, industry practice and any other factors deemed relevant.

RESEARCH AND DEVELOPMENT

The Company is involved in research and development activities and we incurred \$123.1 million and \$122.0 million of research and development costs that were expensed during the twelve months ended December 31, 2022 and December 31, 2021, respectively.

SUBSIDIARY COMPANIES AND BRANCHES

Information regarding subsidiary undertakings, including information regarding branches, is provided in Note 26.

GOING CONCERN

The directors have adopted going concern basis in preparing the financial statements. In making this assessment, the directors considered available cash at bank and in hand, available credit in the form of undrawn \$1.0 billion Revolver facility and the free cashflows generated from the Group's operations. Accordingly, the directors have a reasonable expectation that the Group have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of these financial statements.

AUDIT COMMITTEE

Pursuant to the Company's Articles of Association the Board had established in December 2013 an Audit Committee that in all material respects meets the requirements of Section 167 of the Companies Act 2014 (the "Audit Committee"). Pursuant to the Articles of Association on the Company's Corporate Governance Guidelines the Audit Committee was fully constituted and active during the current and prior financial periods under review in these Financial Statements.

COMPLIANCE STATEMENT

The Directors acknowledge that they are responsible for securing compliance by the Company with its Relevant Obligations as defined in the Companies Act, 2014 (hereinafter called the Relevant Obligations).

The Directors confirm that they have drawn up and adopted a compliance policy statement setting out the Company's policies that, in the Directors' opinion, are appropriate to the Company in respect of its compliance with its Relevant Obligations.

The Directors further confirm the Company has put in place appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with its Relevant Obligations and that they have reviewed the effectiveness of these arrangements or structures during the financial period to which this Report relates.

OTHER NON-FINANCIAL DISCLOSURES

These other non-financial disclosures are included for the purpose of addressing Statutory Instrument 360/2017 European Union (Disclosure of Non-Financial and Diversity Information by Certain Large Undertakings and Groups) Regulations 2017. The Company monitors and tracks non-financial key-performance indicators on an ongoing basis. The Company updates the Board of Directors regarding these metrics and the application and outcome of these policies, including that they are operating as intended and no material issues or incidents were identified during the year under review. Further details of our non financial disclosure metrics are reported in the 2021 Corporate Social Responsibility Report and is located on the Company's website at: www.perrigo.com.

Perrigo's business model

Perrigo's business model is presented in the 'Competitive Advantage' and 'Who we are' sections of this Directors' Report.

Key performance indicators

Perrigo has identified non-financial key performance indicators in areas which we believe are relevant to the Company. Our vision is to make lives better by bringing *Quality Affordable Self-Care Products*® that consumers trust everywhere they are sold. We bring this vision to life by investing in and continually improving all aspects of our consumer self-care strategy, underpinned by the solid foundation of our Core Values, Five Pillars and Code of Conduct. Non-financial key performance indicators have been identified in respect of environmental targets, health and safety metrics, community engagement initiatives, and employee ethics and compliance certifications as described below.

Environmental matters

Perrigo recognizes that we impact the environment in a variety of ways and is committed to manufacturing our products responsibly, supporting the global drive to reduce carbon emissions and minimizing our impact on the climate. Perrigo has policies and procedures specific to environmental matters. We formalized our commitment to sustainability in 2015 by establishing a corporate sustainability strategy with goals focused on reducing the environmental impact of our operations, product packaging, and supply chain. In 2020, we adopted the United Nations Sustainable Development Goals ("UN SDG") as a global framework committing to the six specific goals that help to further our CSR initiatives. In 2016, Perrigo implemented a formal sustainability target to reduce our greenhouse gas emissions, energy usage, water withdrawn and total waste by 15% by 2020, using 2015 data as a baseline. This is a non-financial key performance indicator. In 2020, we took this strategy further by committing to Goal 12: Responsible Production & Consumption and Goal 13: Climate Action of the UN SDG. As the current strategy expired in December 2020, we are in the process of refreshing our climate, energy, waste and water strategy with a 2025 focus. We capture this data for approximately 75 different sites and facilities around the globe, with special focus on production factories.

Social and employee matters

Perrigo monitors the development, performance, position and impacts of its activity on social and workforce matters.

Our associates are the foundation of our business and we are firmly committed to providing a culture that not just encourages, but empowers their health and well-being, work/life balance, learning and growth, respect for each other, sense of purpose and overall engagement. As an organization, we seek to have our associates as proud of Perrigo, as Perrigo is of our associates as evidenced by our most recent award – "West Michigan Works 2020 Employer of the Year." Perrigo promotes self-care and well-being through our HEALTHYyou program, which launched in 2016 to enhance our long-running wellness program. HEALTHYyou is a voluntary program focused on six dimensions of well-being including physical, emotional, financial, work/life, educational and community. In 2017, Perrigo was recognized as a winner of the 2017 Best and Brightest in Wellness award. Sponsored by the National Association for Business Resources, this award recognizes employers who promote a culture of wellness for their employees, making their workplace and their community a healthier place to live and work. Perrigo was also invited and presented the positive impact our HEALTHYyou program has had on employee well-being engagement at the Conference Board's Annual Employee Healthcare Conference in San Diego, CA and New York City, NY in 2018. Embracing our diverse workforce and promoting inclusion also remains a core commitment. Perrigo has a clear three-year diversity and inclusion (D&I) strategy that focuses on promoting education, inclusive talent practices and strengthening our overall governance and metrics. Our recent diversity initiatives include International Women's

Day, International Day for the Elimination of Racial Discrimination, World Mental Health Day, Movember, Pride month, and U.S. Veterans day.

Guided by Murray S. Kessler, President and CEO, Perrigo is actively working to help end racial inequity, as outlined in our racial equity road map, and has partnered with The Valuable 500, where 500 organizations commit to disability inclusion. Our core values of integrity, respect, and responsibility, our code of conduct, and our commitment to respecting and embracing our diversity enables us to create an environment where all associates feel welcomed, valued and respected.

From job satisfaction, to skill development, to work/life balance, understanding what engages our associates, and keeps them engaged, is a core element of Perrigo's talent strategy. Perrigo seeks to keep associates engaged and satisfied through a number of different ways including: competitive and equitable compensation, a safe work environment, flexible work arrangements, world-class associate development programs, self-care and well-being programs, and creating an empowering, positive and inclusive culture. Perrigo measures associate satisfaction through a global associate engagement survey, which captures the anonymous input of all associates on a number of different topics as well as holding associate listening sessions. Perrigo is proud of our corporate culture. TOGETHER, we are making lives better.

COVID-19 Impact

The COVID-19 pandemic continues to evolve around the world. We continue to closely monitor and follow global and local public health authority updates and guidance as the safety and wellbeing of our employees, customers, consumers and suppliers/partners remains our top priority. At Perrigo, the focus of our COVID-19 response has been the prioritization of the health of our employees and to safely deliver the essential products consumers and patients need. Bringing employees who have been working from home back to the workplace safely will require a gradual process with several phases and will vary not only by country, but also by site/location and by department. There are many aspects that must be considered across business units, functions and geographical regions, including:

- a. vaccination rates of our employee population;
- b. roles that are critical to return to work first;
- c. protecting employees with underlying health conditions;
- d. workspace configuration to support social distancing; and
- e. additional sanitization and personal protective equipment.

Many Perrigo manufacturing operations around the world have maintained operations throughout the spread of the COVID-19 pandemic by implementing a wide variety of controls that have provided employees with a safe workplace. The framework that Perrigo developed that allowed some employees to return to their respective offices, as well as processes and practices to follow once they do return was a collaboration across multiple teams and functions to achieve this monumental task. The Perrigo developed COVID framework for returning our associates to workplaces was based upon the Centers for Disease Control (CDC), World Health Organization (WHO) and European Centre for Disease Prevention and Control (ECDC) recommendations to the greatest extent possible. Some of the safety measures in place when colleagues return may be temporary, and some may become our "New Normal" way of working until the pandemic has been brought under control. A key element of this transition will be recognizing that the way we do business has changed and some of these new initiatives may be more than short-term solutions.

Health and Safety

Perrigo is committed to protecting the health and safety of our employees, contractors and the public in the communities in which we operate. Perrigo's Environmental, Health & Safety (EHS) team has been using a risk assessment tool to evaluate and assess the inherent risk at each manufacturing site. The baseline risk assessments are used to identify the risk profile for each site and prioritize resources while also being the foundational impacts and aspects that drive the Perrigo EHS strategy. The Perrigo corporate EHS strategy helps to drive consistency and reduce inherent risk across all our global manufacturing operations. The EHS strategy identifies and enhances compliance assurance, management systems and culture related elements to drive improvements in the operating culture. The Perrigo EHS strategy uses a management system that contains a combination of leading and lagging indicator metrics to promote and monitor continuous improvement activities. These leading indicators drive employee engagement and risk reduction activities by promoting a reporting culture, that identifies and reduces risk in areas from combustible dust, ergonomics to machine guarding. The primary lagging safety metrics used are Total Recordable Injury Rate (TRR) and Days Away from Work rate (DAFW), which is a non-financial key performance indicator that measures our ongoing injury reduction efforts and if we are

successfully protecting our employees from workplace injuries. These EHS responsibilities and metrics are integrated into the performance review process for managers and supervisors, which further identifies EHS as a core business driver in line with production. With the development and deployment of the Safety Leadership training (MOST) and the EHS Operations Leader Workshops, Perrigo has seen the positive change by increasing the leadership engagement around safety. Our EHS programs and performance metrics are continually monitored across all sites and are published annually in our Corporate Social Responsibility Report.

Community engagement and volunteering

Perrigo has a strong history of employee volunteerism and community engagement. Founded in 2000, the Perrigo Company Charitable Foundation is a private, nonprofit organization wholly funded by the Company which allows community relations initiatives to be developed. The overall mission of the Foundation is to provide financial support to non-profit organizations that enhance the health, well-being and education of individuals and families in the communities we serve. Introduced in 2016, Perrigo's Caring for Communities program recognizes the volunteering efforts of our employees and encourages those who have not volunteered to consider donating their time to worthwhile activities in the community. Perrigo is a firm believer that volunteering time and talent is not only good for the community, but good for both the individual and company as well. The Perrigo Foundation also makes donations to support Self-Care initiatives that affect our own employees, and to various charitable initiatives which have an impact on our local communities. Perrigo monitors the value of donations and the number of volunteer hours as a non-financial key performance indicator.

Respect for human rights

Respecting human rights is a Perrigo core value and one that we expect our business partners to share. We have developed processes and policies, including our Code of Conduct, Supplier Ethical Standards, and Modern Slavery and Human Trafficking Statement to support our Core Values. Perrigo has a zero-tolerance stance, not just for modern slavery and human trafficking, but any form of human rights abuse. We are committed to ensuring we maintain robust programs and procedures to protect our people and prevent such abuse through our supply chain. Perrigo's Code of Conduct and Supplier Ethical Standards expressly prohibit the use of forced, imprisoned, bonded, indentured or involuntary labor including child labor. Other requirements include safe and clean working conditions, fair wages and no discrimination. To ensure our stringent standards are met, Perrigo monitors activities through on-site inspections, signed supplier agreements, certifications and third-party assessments. We provide training to employees on these key policies.

Bribery and corruption

Perrigo is committed to conducting business according to ethical and legal standards and complying with anti-bribery and anti-corruption laws and regulations of the countries in which we operate. The Perrigo Code of Conduct and Anti-Corruption policy help our employees act with integrity and safeguard our company's reputation by describing the responsibility our employees have for adherence to ethical and legal standards. Perrigo employees certify compliance with our Code of Conduct and corporate policies and complete required ethics and compliance trainings which is a non-financial key performance indicator of the Company. We also have a whistleblower hotline where employees can anonymously (where allowed by local data protection regulations) submit concerns. All personnel are encouraged to speak up safely without fear of retaliation. These key governance processes and supporting policies guide our actions accordingly.

Due diligence

Monitoring the risks, policies and procedures, and compliance of the other non-financial matters described above is the responsibility of our Global Corporate Compliance & Privacy Department, Global Legal Department, Global Human Resources Department, Global Procurement, Corporate Social Responsibility Department and our Executive Officers. However, strong corporate governance at Perrigo starts with our Board of Directors, which has ultimate oversight responsibility.

Privacy

Perrigo recognizes that the Personal Data it receives is held in a position of trust. Perrigo seeks to fulfil that trust by following the Data Protection principles and applicable regulations it is subject to (GDPR, CCPR, etc.). The Privacy Notice on all Perrigo websites explains how and why Perrigo collects, stores, uses, and shares Personal Data and provides information on how individuals can exercise their privacy rights.

RELEVANT AUDIT INFORMATION

The directors hereby individually and collectively acknowledge, that so far as each director is aware, there is no Relevant Audit Information of which the Company's statutory auditors are unaware; and that he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any Relevant Audit Information and to establish that the Company's statutory auditors are aware of that information.

AUDITORS

In accordance with Section 383(2) of the Companies Act 2014, the auditor, Ernst & Young, Chartered Accountants, will continue in office.

On behalf of the Directors:

/s/ Murray S. Kessler

Murray S. Kessler
Chief Executive Officer

/s/ Donal O'Connor

Donal O'Connor
Director, Audit Committee Chair

March 15, 2023

DIRECTORS' RESPONSIBILITIES STATEMENT

Company law in the Republic of Ireland requires the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Parent Company and of the Group and of the profit or loss of the Group for that period.

In preparing the financial statements of the Group, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- comply with applicable U.S. generally accepted accounting principles to the extent that the use of U.S. generally accepted accounting principles does not contravene any provision of Part 6 of the Companies Act 2014, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The considerations set out above for the Group are also required to be addressed by the Directors in preparing the financial statements of the Parent Company (which are set out on pages 133 to 135), in respect of which the applicable accounting standards are those which are generally accepted in the Republic of Ireland.

While the financial statements of the Group are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP), the Directors have elected to prepare the Parent Company's financial statements in accordance with accounting standards issued by the Financial Reporting Council including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (Generally Accepted Accounting Practice in Ireland).

Under company law the directors must not approve the financial statements unless they are satisfied they give a true and fair view of the assets, liabilities and financial position, of the group and parent company as at the end of the financial period, and the profit or loss for the group for the financial period, and otherwise comply with Companies Act 2014.

The Directors are responsible for keeping accounting records which disclose with reasonable accuracy the assets, liabilities, financial position and profit and loss of the Parent Company and which enable them to ensure that the financial statements of the Group are prepared in accordance with applicable U.S. generally accepted accounting principles and comply with the provisions of the Companies Acts 2014. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Board of Directors on March 15, 2023, and signed on its behalf by;

/s/ Murray S. Kessler

Murray S. Kessler

Chief Executive Officer

/s/ Donal O'Connor

Donal O'Connor

Director, Audit Committee Chair

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Perrigo Company plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income (loss), the Consolidated Balance Sheet, the Consolidated Statement of Shareholders' Equity, the Consolidated Statement of Cash Flows, the Parent Company Statement of Comprehensive Income (loss), the Parent Company Balance Sheet, the Parent Company Statement of Shareholders' Equity, the related notes 1 to 26 in respect of the Group financial statements and the related notes 1 to 14 in respect to the Parent Company financial statements, including a summary of significant accounting policies as set out therein. The financial reporting framework that has been applied in the preparation of the Group financial statements is Irish law and United States Generally Accepted Accounting Principles (U.S. GAAP) issued in the United States of America by the Financial Accounting Standards Board, and as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable Irish law and accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* issued in the United Kingdom by the Financial Reporting Council (Irish Generally Accepted Accounting Practice).

In our opinion:

- the Group financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2022 and of the loss for the Group for the year then ended, and have been properly prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP), as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014;
- the Parent Company financial statements gives a true and fair view of the assets, liabilities and financial position of the Parent Company as at 31 December 2022, and has been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the Group financial statements and Parent Company financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ('ISAs (Ireland)') and applicable law. Our responsibilities under those standards are described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group and the Parent Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Accounting and Auditing Supervisory Authority ('IAASA'), as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- In conjunction with our walkthrough of the Group's and Parent Company's financial close process, we confirmed our understanding of management's Going Concern assessment process and also engaged with management early to ensure all key factors were considered in their assessment;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

- We obtained and evaluated management's going concern assessment and the cashflow forecast for the going concern period which covers at least a period of 12 months from the date the financial statements are authorised for issue. The assessment included an analysis of the Group's cash position and historical and current year cash provided by operations;
- We considered available cash at bank and in hand, the free cashflows generated from the Group's operations and as well as the funding available under the Group's undrawn \$1.0 billion revolver credit facility;
- The Parent Company has net current liabilities of \$4,166.1 million of which \$4,074.9 million is payable to a group undertaking which confirmed, subsequent to year end, that it will not call upon the loan for repayment for a period of at least 12 months from the date the financial statements are authorised for issue;
- The Group and the Parent Company are in compliance with all debt covenants as at 31 December 2022; and
- We reviewed the Group's and Parent Company's going concern disclosures included in the annual report in order to assess that the disclosures were appropriate.

Based on the above, we observed that the Group and Parent Company has the operating flexibility, cash flow, cash and cash equivalents and access to credit facility to meet future operating needs of the business.

Conclusion

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group and the Parent Company's ability to continue as a going concern.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

GROUP AUDIT MATTERS		
Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Valuation of Goodwill for the CSCI Reporting Unit</p> <p>Refer to the Summary of significant accounting policies (page 68); and Note 9 of the Consolidated Financial Statements (page 85).</p> <p>At 31 December 2022 the Group's goodwill was \$1,446.0 million (2021 comparative \$1,097.0 million)</p> <p>Goodwill is not amortized but rather is tested for impairment at least annually at the reporting unit level. The Group's goodwill is initially assigned to its reporting units as of the acquisition date.</p> <p>Auditing management's goodwill impairment test for the CSCI reporting unit was complex due to the significant measurement uncertainty in determining the fair value of the reporting unit. In particular, the fair value estimate was sensitive to significant assumptions such as revenue growth rates, projected margins, and discount rate, which are affected by expected future market or economic conditions.</p>	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Group's goodwill impairment assessment process. For example, we tested controls over the Group's forecast process as well as controls over management's review of the significant assumptions</p> <p>To test the fair value of the Group's CSCI reporting unit, our audit procedures included, among others, assessing methodologies used and testing the significant assumptions as well as the completeness and accuracy of the underlying data used by the Group. For example, we compared the significant assumptions used by management to current industry and economic trends, changes in the Group's business model, customer base or product mix and other relevant factors.</p> <p>We performed sensitivity analyses of the significant assumptions to evaluate the change in the fair value of the reporting unit resulting from changes in the assumptions. We also reviewed the reconciliation of the fair value of the reporting units to the market capitalization of the Group and evaluated the implied control premium.</p> <p>We also assessed the historical accuracy of the significant assumptions used by management to determine the fair value of its reporting units. The evaluation of the Group's methodology and significant assumptions was performed with the assistance of our valuation specialists.</p>	<p>Our observations included the excess of fair value over carrying value and no impairment charge for the year ended 31 December 2022, our conclusions on the Group's internal controls over the forecast process as well as controls over management's review of the significant assumptions, our evaluation of the reasonableness of the key assumptions used in the fair value estimation process and the market capitalisation reconciliation.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

GROUP AUDIT MATTERS (continued)		
Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Uncertain tax positions (2022 total value of \$331.6 million, 2021 comparative \$347.2 million)</p> <p>Refer to the Summary of significant accounting policies (page 69); and Note 19 of the Consolidated Financial Statements (page 109).</p> <p>The Group operates in multiple jurisdictions with complex tax policy and regulatory environments and establishes reserves for uncertain tax positions in accordance with the accounting guidance governing uncertainty in income taxes. Uncertainty in a tax position may arise because tax laws are subject to interpretation</p> <p>The Group uses significant judgment to (1) determine whether, based on the technical merits, a tax position is more likely than not to be sustained and (2) measure the amount of tax benefit that qualifies for recognition.</p> <p>Auditing the measurement of the Group's uncertain tax positions is challenging because the evaluation of whether a tax position is more likely than not to be sustained and the measurement of the benefit of various tax positions can be complex, involves significant judgment, and is based on interpretations of tax laws and legal rulings.</p>	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Group's accounting process for uncertain tax positions. For example, we tested controls over management's identification of uncertain tax positions and its application of the recognition and measurement principles for uncertain tax positions.</p> <p>Our audit procedures included, among others, assessing the Group's correspondence with the relevant tax authorities and evaluating income tax opinions or other third-party advice obtained by the Group. To test the Group's assessment and measurement of uncertain tax positions, we involved our tax professionals to assess whether the uncertain tax positions identified by the Group are more-likely-than-not to be sustained upon audit and, if so, to assist in testing the assumptions made by the Group in measuring the amount of tax benefit that qualifies for recognition.</p> <p>We also used our knowledge of, and experience with, the application of domestic and international income tax laws by the relevant income tax authorities to evaluate the Group's assessments of whether the uncertain tax position is more-likely-than-not to be sustained and, if so, the potential outcomes that could occur upon an audit by a taxing authority. We tested the completeness and accuracy of the data and calculations used to determine the amount of tax benefit to recognize.</p> <p>We also evaluated the adequacy of the Group's disclosures to the consolidated financial statements in relation to these matters.</p>	<p>Our observations included our evaluation of the Group's accounting policy and reasonableness of estimates in this area, our use of tax subject matter experts, and our conclusions on the Group's internal controls over the accounting for uncertain tax positions. Our observations also included an assessment of the Group's evaluation of whether they met the measurement threshold and on the advice the Group obtained.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

GROUP AUDIT MATTERS (continued)		
Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Acquisition of HRA Pharma (2022 total Net Assets Acquired \$1,945.6 million)</p> <p>Refer to the Summary of significant accounting policies (page 71); and Note 3 of the Consolidated Financial Statements (page 74).</p> <p>The Group completed its acquisition of Héra SAS ("HRA Pharma") in 2022. The transaction was accounted for as a business combination and the assets acquired and liabilities assumed have been recorded based on preliminary estimates of fair value.</p> <p>Auditing the Group's accounting for the preliminary allocation of the purchase price for this acquisition was considered especially challenging due to the estimation uncertainty in determining the fair value of certain identifiable intangible assets, which primarily consisted of trademarks and tradenames. The fair value determination for acquired intangible assets required management to make estimates and significant assumptions, including discount rates, revenue growth rates, and projected margins, which could be affected by future market and economic conditions.</p>	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of the Group's controls addressing the risks of material misstatement relating to the valuation of certain acquired intangible assets. For example, we tested controls over management's review of the significant assumptions that were used in the valuation models.</p> <p>To test the estimated fair value of the acquired intangible assets, we performed audit procedures that included, among others, assessing the fair value methodology used by the Group and testing the significant assumptions and the underlying data used by the Group in its analysis.</p> <p>We involved our valuation specialists to assist with the evaluation of the methodologies used by the Group and the significant assumptions included in the fair value estimates. We also evaluated the adequacy of the Group's disclosures to the consolidated financial statements in relation to these matters.</p>	<p>Our observations included our evaluation of the Group's internal controls over acquisition accounting as well as controls over management review of the significant assumptions. Our observations also included an evaluation of the methodologies used by the Group and the significant assumptions included in the preliminary fair value estimates.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

GROUP AUDIT MATTERS (continued)		
Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Revenue recognition at year end in respect of the top 20 Customers in the US OTC, Nutritionals, and Oral Care US product lines (2022 total revenue recognised of \$4,451.6million, 2021 comparative \$4,138.7 million)</p> <p>Refer to the Summary of significant accounting policies (page 65); and Note 2 of the Consolidated Financial Statements (page 73).</p> <p>The Group generally recognises product revenue for contract performance obligations at a point in time, typically upon shipment or delivery of products to customers.</p> <p>Given the nature of revenue as a key performance indicator and driver of net income, a fraud risk exists that the Group may attempt to maximise revenue at period end through inappropriately accelerating revenue recognition through the distribution channels in US OTC, Nutritionals and Oral Care US business units through side agreements.</p>	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Group's revenue recognition process.</p> <p>We performed various customised substantive audit procedures targeted at significant customers in the US OTC, Nutritionals and Oral Care US business units where there is an increased likelihood of unknown side agreements. These audit procedures included confirming a sample of invoices and contract terms with customers, inquiring and inspecting for existence of any side-agreements, side-letters, oral arrangements that impact existing customer contracts, and the extended use of analytics to detect anomalies within the data, analysis of journal entries to specific accounts and testing below our typical threshold.</p> <p>We also tested a sample of revenue transactions to verify that revenue recognition was in accordance with the related contractual terms, evaluated the Group's ability to reasonably estimate future returns to support revenue recognition at the time of delivery, related adjustments, and credit memos issued subsequent to year-end.</p> <p>Our procedures also included enquiry of key sales personnel regarding the risk or opportunity of channel stuffing to increase revenues at year end and obtaining representations from various members of management regarding their awareness of pricing negotiations which could impact revenue recognised.</p>	<p>Our observations included a summary of our evaluation of the Group's revenue recognition policies, our evaluation of the Group's internal controls over the Group's revenue recognition process, and conclusion of our audit procedures over revenue recognition.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

PARENT COMPANY AUDIT MATTERS		
Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Valuation of investments in group undertakings (2022 total value of \$11,135.2 million, 2021 comparative \$12,997.0 million)</p> <p>Refer to the Accounting policies (page 137); and Note 3 of the Parent Company's balance sheet (page 140).</p> <p>The Parent Company records investments in subsidiaries at cost less permanent diminution in value. The carrying value of the financial assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. Where there are indicators of impairment of investments held by the Parent Company, management performs an impairment test, comparing the carrying value of the investments in subsidiaries with the higher of fair value less cost to sell or value in use.</p> <p>We identified a significant risk of error that the carrying value of investments in subsidiaries may be higher than the recoverable amount in light of the continued competitive environment in which the Group operates.</p> <p>As a result of the Parent Company's impairment review completed during the year, an impairment charge of \$3,040.0 million was recognised.</p>	<p>We tested the design and implementation of key controls addressing the identified audit risks for valuation in investments in subsidiaries.</p> <p>We performed audit procedures to evaluate the appropriateness of management's impairment test. We reviewed the appropriateness of management's value in use calculations, which are based on a discounted cash flow model and the enterprise value for the Group.</p> <p>Our audit procedures included, among others, assessing the methodologies used and testing the significant assumptions and underlying data used by the Parent Company to prepare the discounted cash flow model. In addition, we engaged our internal valuation specialists to perform an analysis to help us evaluate the work performed by management and their third-party specialists to test the components and assumptions that are most significant to the discounted cash flow valuation model.</p> <p>We reviewed the reconciliation of the estimated cash flows prepared by management for goodwill valuation purposes to those applied in the valuation of investments.</p> <p>We have also reviewed the disclosures made in the financial statements.</p>	<p>Our observations included our evaluation of the reasonableness of key assumptions used in the value in use calculations, our use of specialists and our conclusions on the Parent Company's internal controls over the valuation of investments in subsidiaries.</p>

In the current year we identified a key audit matter relating to the Valuation of Goodwill in the CSCI Reporting Unit. The Goodwill in the other Reporting Unit, namely CSCA, is not included in the audit report as it did not have a significant effect on the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

Materiality is the magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group and Parent Company to be \$14.0 million (2021: \$14.0 million), which is 1% of the Group's gross profit margin (2021: 5% of Group's earnings adjusted before interest and taxes). We considered the Gross profit margin to be the most appropriate performance metric on which to base our materiality calculation as we consider it to be the most relevant measure to the stakeholders of the Group in the current year.

During the course of our audit, we reassessed initial materiality and adjusted it to reflect the change in materiality basis and actual reported performance of the Group in the year.

Performance materiality

Performance materiality is the application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality should be set at 75% (2021: 75%) of our planning materiality, namely \$10.5 million (2021: \$10.5 million). We have set performance materiality at this percentage due to our past history of misstatements, our ability to assess the likelihood of misstatements, both corrected and uncorrected, the effectiveness of the control environment and other factors affecting the entity and its financial reporting.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was \$2.1 million to \$8.0 million.

Reporting threshold

Reporting threshold is the amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of \$0.7 million (2021: \$0.7 million), which is set at approximately 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Audit Scope

- We performed an audit of the complete financial information of 1 full-scope component and performed audit procedures on specific balances for a further 20 components.
- The components where we performed either full or specific audit procedures accounted for 86% of the Group's Revenue and 89% of the Group's total Assets.
- Components' represent business units across the Group considered for audit scoping purposes.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)**An overview of the scope of our audit****Tailoring the scope**

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each entity within the Group. Taken together, this enables us to form an opinion on the Consolidated Financial Statements. We take into account size, risk profile, the organisation of the Group and effectiveness of group-wide controls, changes in business environment and other factors when assessing the level of work to be performed at each entity.

In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, of the 121 reporting components of the Group, we selected 21 components covering entities within Americas, Asia, Europe and Australia, which represent the principal business units within the Group.

Of the 21 components selected, we performed an audit of the complete financial information of 1 component ("full scope component") which was selected based on size and risk characteristics. For the remaining 20 components ("specific scope" and "specified procedures" components), we performed audit procedures on specific accounts within those components that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

The reporting components where we performed audit procedures accounted for 79% (2021: 79% of Group's adjusted profit before tax) of the Group's gross profit margin, 86% (2021: 84%) of the Group's revenue and 89% (2021: 74%) of the Group's total assets. For the current year, the full scope component contributed 51% (2021: 97% of Group's adjusted profit before tax) of the Group's gross profit margin, 63% (2021: 62%) of the Group's revenue and 81% (2021: 58%) of the Group's total assets. The specific scope and specified procedures components contributed 28% (2021: -18% of Group's adjusted profit before tax) of the Group's gross profit margin, 23% (2021: 22%) of the Group's revenue and 8% (2021: 16%) of the Group's total assets. The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the Group.

Of the remaining 100 components that together represent 21% (2021: 21% of Group's adjusted profit before tax) of the Group's gross profit margin, there is no component which is individually greater than 5% of the Group's gross profit margin. Of the remaining 100 components, we performed other procedures, including assigning 'review scope' to 13 components representing 11% (2021: 16% of Group's adjusted profit before tax) of the Group gross profit margin and performing analytical review, testing of consolidation journals and intercompany eliminations and foreign currency translation recalculations to respond to any potential risks of material misstatement to the Group financial statements.

Involvement with component teams

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team, or by component auditors from other EY global network firms operating under our instruction. For all components we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole. The primary team interacted with the component teams where appropriate during various stages of the audit, reviewed key working papers and were responsible for the scope and direction of the audit process. This, together with the additional procedures performed at a group level, gave us appropriate evidence for our opinion on the consolidated financial statements.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and Directors' Responsibilities Statement other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report, other than those parts dealing with the non-financial statement pursuant to the requirements of the European Union (Disclosure of non-financial and diversity information by certain large undertakings and groups) Regulations 2017 (as amended) on which we are not required to report, for the financial year for which the statutory financial statements are prepared is consistent with the statutory financial statements in respect of the financial year concerned; and
- the directors' report, other than those parts dealing with the non-financial statement pursuant to the requirements of the European Union (Disclosure of non-financial and diversity information by certain large undertakings and groups) Regulations 2017 (as amended) on which we are not required to report, has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Parent Company were sufficient to permit the financial statements to be readily and properly audited and the Parent Company Balance Sheet is in agreement with the accounting records.

Matters on which we are required to report by exception

Based on our knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions, are not complied with by the Company. We have nothing to report in this regard.

We have nothing to report in respect of section 13 of the European Union (Disclosure of non-financial and diversity information by certain large undertakings and groups) Regulations 2017, which require us to report to you if, in our opinion, the group has not provided in the non-financial statement the information required by Section 5(2) to (7) of those Regulations, in respect of year ended December 31, 2021.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set on page 44, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or the Parent Company or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud, that could reasonably be expected to have a material effect on the financial statements. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. In addition, the further removed any non-compliance is from the events and transactions reflected in the financial statements, the less likely it is that our procedure will identify such non-compliance. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group across the various jurisdictions globally in which the Group operates. We determined that the most significant are those that relate to the form and content of external financial and corporate governance reporting including company law, tax legislation, employment law and regulatory compliance with agencies such as the US Food and Drug Administration.
- We understood how the Group is complying with those frameworks by making enquiries of management, internal audit, those responsible for legal and compliance procedures and the General Counsel. We corroborated our enquiries through our review of the Group's Compliance Policies, board minutes, papers provided to the Audit Committee and correspondence received from regulatory bodies
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur, by meeting with relevant management, including within various parts of the business, to understand where they considered there was susceptibility to fraud. We also considered performance targets and the potential for management to influence earnings or the perceptions of analysts. Where this risk was considered to be higher, we performed audit procedures to address the identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures included a review of board minutes to identify any non-compliance with laws and regulations, a review of the reporting to the Audit Committee on compliance with regulations, enquiries of internal and external legal counsel and management

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PERRIGO COMPANY PLC (Continued)

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Parent Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

George Deegan
For and on behalf of Ernst & Young
Chartered Accountants and Statutory Audit Firm

Dublin
15 March 2023

CONSOLIDATED PROFIT AND LOSS ACCOUNT

(in millions, except per share amounts)

	Note	Year Ended	
		December 31, 2022	December 31, 2021
Net sales	2	\$ 4,451.6	4,138.7
Cost of sales		2,996.2	2,722.5
Gross profit		1,455.4	1,416.2
Operating expenses			
Distribution		113.0	93.0
Research and development		123.1	122.0
Selling		584.8	536.4
Administration		512.3	482.0
Impairment charges	3, 9	—	173.1
Restructuring	20	42.5	16.9
Other operating expense (income)		0.8	(417.6)
Total operating expenses		1,376.5	1,005.8
Operating income		78.9	410.4
Interest expense, net	13	156.0	125.0
Other expenses, net		53.1	26.7
Loss on extinguishment of debt	13	8.9	—
Income (loss) from continuing operations before income taxes		(139.1)	258.7
Income tax expense (benefit)	19	(8.2)	389.6
Loss from continuing operations		(130.9)	(130.9)
Income (loss) from discontinued operations, net of tax		(9.7)	62.0
Net loss		\$ (140.6)	\$ (68.9)
Earnings (loss) per share			
Basic			
Continuing operations		\$ (0.97)	\$ (0.98)
Discontinued operations		\$ (0.07)	\$ 0.46
Basic earnings per share		\$ (1.04)	\$ (0.52)
Diluted			
Continuing operations		\$ (0.97)	\$ (0.98)
Discontinued operations		\$ (0.07)	\$ 0.46
Diluted earnings per share		\$ (1.04)	\$ (0.52)
Weighted-average shares outstanding			
Basic		134.5	133.6
Diluted		134.5	133.6
Dividends declared per share		\$ 1.04	\$ 0.96

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

(in millions)

		Year Ended	
		December 31, 2022	December 31, 2021
	Note		
Net loss		\$ (140.6)	\$ (68.9)
Other comprehensive loss:			
Foreign currency translation adjustments	18	(126.0)	(339.9)
Change in fair value of derivative financial instruments ⁽¹⁾	18	46.5	(21.3)
Change in post-retirement and pension liability	18	17.0	1.7
Other comprehensive loss, net of tax		(62.5)	(359.5)
Comprehensive loss		<u>\$ (203.1)</u>	<u>\$ (428.4)</u>

(1) Net of tax of \$13.1 million and (\$0.7) million.

CONSOLIDATED BALANCE SHEET

(in millions)

Assets	Note	December 31, 2022	December 31, 2021
Fixed assets			
Goodwill and indefinite-lived intangible assets	9	\$ 3,549.0	\$ 3,004.7
Definite-lived intangible assets, net	9	3,230.2	2,146.1
Property, plant and equipment, net	7	926.3	864.1
Investment in associates	6	63.4	66.4
Pension assets	15	32.4	21.2
Financial assets		249.9	262.0
Lease assets	8	239.1	194.8
Current assets			
Inventories	5	1,150.3	1,020.2
Debtors	12	975.9	964.8
Investment securities	6	0.1	0.4
Cash at bank and in hand		600.7	1,864.9
Current assets held for sale	3	—	16.1
Total assets		\$ 11,017.3	\$ 10,425.7
Liabilities			
Shareholders' equity	16		
Called up share capital			
Ordinary shares, €0.001 par value, 10 billion shares authorized		\$ 0.2	\$ 0.2
Share premium		8,565.7	8,565.7
Profit and loss account		(4,075.6)	(3,792.6)
Other reserves	18	351.8	378.4
<i>Total shareholders' equity</i>		<u>4,842.1</u>	<u>5,151.7</u>
Provision for liabilities			
Deferred income taxes	19	368.2	239.3
Other provisions	20	87.2	104.4
Creditors			
Debt	13	4,106.6	3,520.5
Current liabilities held for sale	3	—	32.9
Creditors	14	1,613.2	1,376.9
Total for provisions and creditors		<u>6,175.2</u>	<u>5,274.0</u>
Total liabilities and shareholders' equity		\$ 11,017.3	\$ 10,425.7

The consolidated Financial Statements were approved by the Audit Committee of the Board of Directors and the Board of Directors on March 15, 2023, and signed on its behalf by;

/s/ Murray S. Kessler

Murray S. Kessler

Chief Executive Officer

/s/ Donal O'Connor

Donal O'Connor

Director, Audit Committee Chair

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(in millions, except per share amounts)

	Called up share capital		Share Premium	Other Reserves	Profit and Loss Account	Total
	Shares	Amount				
Balance at December 31, 2020	133.1	0.2	\$ 8,565.7	683.3	(3,594.1)	5,655.1
Net loss	—	—	—	—	(68.9)	(68.9)
Other comprehensive loss	—	—	—	(359.5)	—	(359.5)
Issuance of common stock under:						
Restricted stock plan	1.0	—	—	—	—	—
Compensation for stock options	—	—	—	0.9	—	0.9
Compensation for restricted stock	—	—	—	66.9	—	66.9
Cash dividends, \$0.96 per share	—	—	—	—	(129.6)	(129.6)
Shares withheld for payment of employee's withholding tax liability	(0.3)	—	—	(13.2)	—	(13.2)
Balance at December 31, 2021	133.8	0.2	8,565.7	378.4	(3,792.6)	5,151.7
Net loss	—	—	—	—	(140.6)	(140.6)
Other comprehensive loss	—	—	—	(62.5)	—	(62.5)
Issuance of common stock under:						
Restricted stock plan	1.4	—	—	—	—	—
Compensation for restricted stock	—	—	—	54.9	—	54.9
Cash dividends, \$1.04 per share	—	—	—	—	(142.4)	(142.4)
Shares withheld for payment of employee's withholding tax liability	(0.5)	—	—	(19.0)	—	(19.0)
Balance at December 31, 2022	134.7	\$ 0.2	\$ 8,565.7	\$ 351.8	\$ (4,075.6)	\$ 4,842.1

CONSOLIDATED STATEMENT OF CASH FLOWS

(in millions)

	Year Ended	
	December 31, 2022	December 31, 2021
Cash Flows From (For) Operating Activities		
Net loss	\$ (140.6)	\$ (68.9)
Adjustments to derive cash flows:		
Depreciation and amortization	338.6	312.2
Gain on sale of business	—	(47.5)
Share-based compensation	54.9	60.1
Impairment charges	—	173.1
Foreign currency remeasurement loss	39.4	—
Restructuring charges	42.5	16.9
Deferred income taxes	(50.5)	9.4
Amortization of debt premium	(0.7)	(3.8)
Other non-cash adjustments, net	3.7	0.2
Subtotal	287.3	451.7
Increase (decrease) in cash due to:		
Accounts receivable	0.1	(159.7)
Inventories	(76.7)	(2.4)
Prepaid expenses	25.9	—
Accounts payable	100.3	(7.9)
Payroll and related taxes	(38.2)	(53.0)
Accrued customer programs	11.2	1.4
Accrued liabilities	10.1	(21.4)
Accrued income taxes	(47.9)	(47.7)
Other, net	35.2	(4.7)
Subtotal	20.0	(295.4)
Net cash from operating activities	307.3	156.3
Cash Flows From (For) Investing Activities		
Proceeds from royalty rights	3.3	3.8
Acquisitions of businesses, net of cash acquired	(2,011.4)	—
Asset (acquisitions) sales, net	25.5	(70.6)
Settlement of acquisition and designated foreign currency derivatives	61.7	—
Additions to property, plant and equipment	(96.4)	(152.1)
Net proceeds from sale of businesses	58.7	1,491.9
Other investing, net	—	2.8
Net cash from (for) investing activities	(1,958.6)	1,275.8
Cash Flows From (For) Financing Activities		
Borrowings (repayments) of revolving credit agreements and other financing, net	(11.7)	(30.6)
Issuances of long-term debt	1,587.3	—
Payments on long-term debt	(958.9)	—
Deferred financing fees	(20.9)	—
Payments for debt issuance costs	(12.2)	—
Cash dividends	(142.4)	(129.6)
Other financing, net	(19.6)	(18.5)
Net cash from (for) financing activities	421.6	(178.7)
Effect of exchange rate changes on cash and cash equivalents	(48.9)	(15.6)
Net increase (decrease) in cash and cash equivalents	(1,278.6)	1,237.8
Cash and cash equivalents of continuing operations, beginning of period	1,864.9	631.5
Cash and cash equivalents held for sale, beginning of period	14.4	10.0
Less cash and cash equivalents held for sale, end of period	—	(14.4)
Cash and cash equivalents of continuing operations, end of period	\$ 600.7	\$ 1,864.9

	Year Ended	
	December 31, 2022	December 31, 2021
Supplemental Disclosures of Cash Flow Information		
Cash paid/received during the year for:		
Interest paid	\$ 217.0	\$ 133.0
Interest received	\$ 58.2	\$ 8.0
Income taxes paid	\$ 100.2	\$ 448.0
Income taxes refunded	\$ 3.4	\$ 17.1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****a. General Information***The Company*

Perrigo Company plc was incorporated under the laws of Ireland on June 28, 2013 and became the successor registrant of Perrigo Company, a Michigan corporation, on December 18, 2013 in connection with the acquisition of Elan Corporation, plc ("Elan"). Unless the context requires otherwise, the terms "Perrigo," the "Company," "we," "our," "us," and similar pronouns used herein refer to Perrigo Company plc, its subsidiaries, and all predecessors of Perrigo Company plc and its subsidiaries.

We are a leading provider of over-the-counter ("OTC") health and wellness solutions that are designed to enhance individual well-being and empower consumers to proactively prevent or treat conditions that can be self-managed. Our vision is to *make lives better by bringing Quality, Affordable Self-Care Products that consumers trust everywhere they are sold*. We are headquartered in Ireland and sell our products primarily in North America and Europe as well as in other markets around the world.

Basis of Presentation

Our fiscal year begins on January 1 and ends on December 31. We end our quarterly accounting periods on the Saturday closest to the end of the calendar quarter, with the fourth quarter ending on December 31 of each year.

Our consolidated financial statements have been prepared in accordance with Section 279 of the Companies Act 2014, which provides that a true and fair view of the state of affairs and profit or loss may be given by preparing the financial statements in accordance with generally accepted accounting principles in the United States (U.S. GAAP), as defined in Section 279(1) of the Companies Act 2014 to the extent that the use of those principles in the preparation of the consolidated financial statements does not contravene any provisions of the Companies Acts or of any regulations made thereunder.

These consolidated financial statements were prepared in accordance with Irish Company Law, to present to the shareholders of the Company and file with the Companies Registration Office in Ireland. Accordingly, these consolidated financial statements include presentation and additional disclosures required by the Republic of Ireland's Companies Act 2014 in addition to those disclosures required under U.S. GAAP.

The directors have adopted going concern basis in preparing the financial statements. In making this assessment, the directors considered available cash at bank and in hand, available credit in the form of undrawn \$1.0 billion Revolver facility and the free cashflows generated from the Group's operations. Accordingly, the directors have a reasonable expectation that the Group have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of these financial statements.

Terminology typically utilized in a set of U.S. GAAP financial statements has been retained for the benefit of those users of these financial statements who also access form 10-K U.S. GAAP financial statements, rather than defaulting to the terminology set out under Irish Company Law. Accordingly, references to net sales, net interest, income tax expense, net income and inventory have the same meaning as references to turnover, other interest receivable and similar income, interest payable and similar charges, tax on profit on ordinary activities after taxation and stocks under Irish Company Law.

The consolidated financial statements include our accounts and accounts of all majority-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

We have arrangements with certain companies that we determined to be variable interest entities ("VIEs"). We did not consolidate the VIEs in our financial statements as we lack the power to direct the activities that most significantly impact their economic performance and thus are not considered the primary beneficiaries of these entities.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions, which affect the reported earnings, financial position and various disclosures. These estimates are based on judgment and available information. Actual results could differ from the estimates.

Our functional and presentation currency is United States Dollars ("USD"). We translate our non-U.S. dollar-denominated operations' assets and liabilities into U.S. dollars at current rates of exchange as of the balance sheet date and income and expense items at the average exchange rate for the reporting period. Translation adjustments resulting from exchange rate fluctuations are recorded in the cumulative translation account, a component of Accumulated other comprehensive income (loss) ("AOCI"). Gains or losses from foreign currency transactions are included in Other (income) expense, net.

Segment Reporting

Our reporting and operating segments are as follows:

- **Consumer Self-Care Americas ("CSCA")** comprises our consumer self-care business in the U.S. and Canada. CSCA previously included our Latin American businesses until they were disposed on March 9, 2022.
- **Consumer Self-Care International ("CSCI")** comprises our consumer self-care business outside of the U.S. and Canada, primarily in Europe and Australia.

We previously had an Rx segment which was comprised of our generic prescription pharmaceuticals business in the U.S., and other pharmaceuticals and diagnostic business in Israel, which have been divested. Following the divestiture, there were no substantial assets or operations left in this segment. The Rx segment was reported as Discontinued Operations in 2021, and is presented as such for all periods in this report (refer to [Note 4](#)).

Our segments reflect the way in which our chief operating decision maker, who is our CEO, makes operating decisions, allocates resources and manages the growth and profitability of the Company. Financial information related to our business segments and geographic locations can be found in [Note 2](#) and [Note 21](#).

b. Reconciliation to amounts reported in Perrigo's annual report on Form 10-K filed with the United States Securities and Exchange Commission

These Consolidated Financial Statements are prepared using U.S. GAAP to the extent that the use of such principles does not contravene Irish Company Law. The Consolidated Financial Statements included in the annual report on Form 10-K as filed on February 28, 2023 with the United States Securities and Exchange Commission are prepared using U.S. GAAP. The primary differences between these statutory financial statements and the Consolidated Financial Statements included on Form 10-K are the presentation format of the income statement and balance sheet and the inclusion of certain additional disclosures.

It is noted that there are no material differences to be reconciled between the two financial statements.

c. Revenue

Product Revenue

Revenue is recognized when or as a customer obtains control of promised products. The amount of revenue recognized reflects the consideration we expect to be entitled to receive in exchange for these products. We generally recognize product revenue for our contract performance obligations at a point in time, typically upon shipment or delivery of products to customers. For point in time customers for which control transfers on delivery to the customer due to free on board destination terms ("FOB"), an adjustment is recorded to defer revenue recognition over an estimate of days until control transfers at the point of delivery. Where we recognize revenue at a point in time, the transfer of title is the primary indicator that control has transferred. In other limited instances, primarily relating to those contracts that relate to contract manufacturing performed for our customers and certain store branded products, control transfers as the product is manufactured. Control is deemed to transfer over time for these contracts as the product does not have an alternative use and we have a contractual right to payment for performance completed to date. Revenue for contract manufacturing contracts is recognized over the transfer period using an input method that measures progress towards completion of the performance obligation as costs are incurred. For store branded product revenue recognized over time, an output method is used to recognize revenue when production of a unit is completed because product customization occurs when the product is packaged as a finished good under the store brand label of the customer.

Net product sales include estimates of variable consideration for which accruals and allowances are established. Variable consideration for product sales consists primarily of rebates and other incentive programs recorded on the Consolidated Balance Sheets as Accrued customer programs. Where appropriate, these estimates take into consideration a range of possible outcomes in which relevant factors, such as historical experience, current contractual and statutory requirements, specific known market events and trends, industry data and forecasted customer buying and payment patterns, are either probability weighted to derive an estimate of expected value or the estimate reflects the single most likely outcome. Overall, these reserves reflect the estimates of the amount of consideration to which we are entitled based on the terms of the contract. Actual amounts of consideration ultimately received may differ from our estimates. If actual results in the future vary from the estimates, these estimates are adjusted, which would affect revenue and earnings in the period such variances become known.

Other Revenue Policies

We receive payments from our customers based on billing schedules established in each contract. Amounts are recorded as accounts receivable when our right to consideration is unconditional. In most cases, the timing of the unconditional right to payment aligns with shipment or delivery of the product and the recognition of revenue; however, for those customers where revenue is recognized at a time prior to shipment or delivery due to over time revenue recognition, a contract asset is recorded and is reclassified to accounts receivable when it becomes unconditional under the contract upon shipment or delivery to the customer.

Our performance obligations are generally expected to be fulfilled in less than one year. Therefore, we do not provide quantitative information about remaining performance obligations.

We do not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the customer and the transfer of the promised products to the customer will be one year or less, which is the case with substantially all customers.

Taxes collected from customers relating to product sales and remitted to governmental authorities are excluded from revenue.

Shipping and handling costs billed to customers are included in Net sales. Conversely, shipping and handling expenses we incur are included in Cost of sales.

d. Cash and Cash Equivalents

Cash and cash equivalents consist primarily of demand deposits and other short-term investments with maturities of three months or less at the date of purchase.

e. Inventories

Inventories are stated at the lower of cost or net realizable value using the first-in first-out method. Inventory related to research and development ("R&D") is expensed when it is determined the materials have no alternative future use. We maintain reserves for estimated obsolete or unmarketable inventory based on the difference between the cost of the inventory and its estimated net realizable value. Factors utilized in the determination of net realizable value include excess or slow-moving inventories, product expiration dating, products on quality hold, customer demand and market conditions.

f. Investments*Equity Method Investments*

The equity method of accounting is used for unconsolidated entities over which we have significant influence; generally, this represents ownership interests of at least 20% and not more than 50%. Under the equity method of accounting, we record the investments at carrying value and adjust for a proportionate share of the profits and losses of these entities each period. We evaluate our equity method investments for recoverability. If we determine that a loss in the value of an investment is other than temporary, the investment is written down to its estimated fair value. Evaluations of recoverability are based primarily on projected cash flows.

Fair Value Method Investments

Equity investments in which we own less than a 20% interest and cannot exert significant influence are recorded at fair value with unrealized gains and losses included in net income. For equity investments without readily determinable fair values, we may use the Net Asset Value ("NAV") per share as a practical expedient to measure the fair value, if eligible. If the NAV practical expedient cannot be applied, we may elect to use a measurement alternative until the investment's fair value becomes readily determinable. Under the alternative method, the equity investments are accounted for at cost, less any impairment, plus or minus changes resulting from observable price changes in an orderly transaction for an identical or similar investment of the same issuer.

g. Derivative Instruments

We recognize the entire change in the fair value of the derivatives designated as:

- Cash flow hedges in Other Comprehensive Income ("OCI"). The amounts recorded in OCI are reclassified to earnings in the same line item on the Consolidated Profit and Loss Account as impacted by the hedged item when the hedged item affects earnings;
- Fair value hedges in the same line item on the Consolidated Profit and Loss Account that is used to present the earnings effect of the hedged item; and
- Net investment hedges in OCI classified as a currency translation adjustment. The amounts recorded in OCI are reclassified to earnings when the net investment in foreign operations is sold or substantially liquidated.

We exclude option premiums, forward points, and cross-currency basis spread from our assessment of hedge effectiveness, as allowable excluded components from certain of our cash flow and net investment hedges. We have elected to recognize the initial value of the excluded component on a straight-line basis over the life of the derivative instrument, within the same line item on the Consolidated Profit and Loss Account that is used to present the earnings effect of the hedged item.

We record derivative instruments on the balance sheet on a gross basis as either an asset or liability measured at fair value (refer to [Note 10](#)). Changes in a derivative's fair value are measured at the end of each period and are recognized in earnings unless a derivative can be designated in a qualifying hedging relationship. All realized and unrealized gains and losses are included within operating activities in the Consolidated Statements of Cash Flows.

Designated derivatives meet hedge accounting criteria, which means the fair value of the hedge is recorded in shareholders' equity as a component of OCI, net of tax. The deferred gains and losses are recognized in income in the period in which the hedged item affects earnings. All of our designated derivatives are assessed for hedge effectiveness quarterly.

We also have economic non-designated derivatives that we have not elected hedge accounting. These derivative instruments are adjusted to current market value at the end of each period through earnings. Gains or losses on these instruments are offset substantially by the remeasurement adjustment on the related hedged item.

We are exposed to credit loss in the event of nonperformance by the counterparties on derivative contracts. We manage our credit risk on these transactions by dealing only with financial institutions that have short-term credit ratings of at least A-2/P-2 and long-term credit ratings of at least A-/A3, and by distributing the contracts among several financial institutions to diversify credit concentration risk. Should a counterparty default, our maximum exposure to loss is the asset balance of the instrument. The maximum term of our forward currency exchange contracts is 60 months.

We enter into certain derivative financial instruments, when available on a cost-effective basis, to mitigate our risk associated with changes in interest rates and foreign currency exchange rates as follows:

Interest rate risk management - We are exposed to the impact of interest rate changes through our cash investments and borrowings. We utilize a variety of strategies to manage the impact of changes in interest rates including using a mix of debt maturities along with both fixed-rate and variable-rate debt. In addition, we may enter into treasury-lock agreements and interest rate swap agreements on certain investing and borrowing transactions to manage our exposure to interest rate changes and our overall cost of borrowing.

Interest rate swap agreements are contracts to exchange floating rate for fixed rate payments (or vice versa) over the life of the agreement without the exchange of the underlying notional amounts. The notional amounts of the interest rate swap agreements are used to measure interest to be paid or received and do not represent the amount of exposure to credit loss. The differential paid or received on the interest rate swap agreements is recognized as an adjustment to interest expense.

Foreign currency exchange risk management - We conduct business in several major currencies other than the U.S. dollar and are subject to risks associated with changing foreign exchange rates. Our objective is to reduce cash flow volatility associated with foreign exchange rate changes on a consolidated basis to allow management to focus its attention on business operations. Accordingly, we enter into various contracts that change in value as foreign exchange rates change to protect the value of existing foreign currency assets and liabilities, commitments, anticipated foreign currency sales and expenses, and net investments in foreign operations.

All derivative instruments are managed on a consolidated basis to efficiently net exposures and thus take advantage of any natural offsets. Gains and losses related to the derivative instruments are expected to be offset largely by gains and losses on the original underlying asset or liability. We do not use derivative financial instruments for speculative purposes.

The impact of gains and losses on foreign exchange contracts not designated as hedging instruments related to changes in the fair value of assets and liabilities denominated in foreign currencies are generally offset by net foreign exchange gains and losses, which are also included on the Consolidated Profit and Loss Account in Other (income) expense, net for all periods presented. When we enter into foreign exchange contracts not designated as hedging instruments to mitigate the impact of exchange rate volatility in the translation of foreign earnings, gains and losses will generally be offset by fluctuations in the U.S. dollar-translated amounts of each Income Statement account in current and/or future periods.

For more information on our derivatives, refer to [Note 11](#).

h. Property, Plant and Equipment, net

Property, plant and equipment, net is recorded at cost and is depreciated using the straight-line method. We capitalize certain computer software and development costs, included in machinery and equipment, when incurred in connection with developing or obtaining computer software for internal use. Maintenance and repair costs are charged to earnings, while expenditures that increase asset lives are capitalized.

i. Leases

Lease assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. We evaluate arrangements at inception to determine if lease components are included. For new leases beginning January 1, 2019 or later, we have elected not to separate lease components from the non-lease components included in an arrangement when measuring the leased asset and leased liability for all asset classes.

Lease assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet. We recognize lease expense for leases on a straight-line basis over the lease term. We apply the portfolio approach to certain groups of computer equipment and vehicle leases when the term, classification, and asset type are identical. The discount rate selected is the incremental borrowing rate we would obtain for a secured financing of the lease asset over a similar term.

Many of our leases include one or more options to extend the lease term. Certain leases also include options to terminate early or purchase the leased property, all of which are executed at our sole discretion. Optional periods may be included in the lease term and measured as part of the lease asset and lease liability if we are reasonably certain to exercise our right to use the leased asset during the optional periods. We generally consider renewal options to be reasonably certain of execution and included in the lease term when significant leasehold improvements have been made by us to the leased assets. The depreciable lives of assets and leasehold improvements are limited by the expected lease term unless there is a transfer of title or purchase option reasonably certain of exercise.

Certain of our lease agreements include contingent rental payments based on per unit usage over contractual levels (e.g., miles driven or machine hours used) and others include rental payments adjusted periodically for market reviews or inflationary indexes. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. For more information on our leases, refer to [Note 8](#).

j. Goodwill and Intangible Assets

Goodwill

Irish Company law requires that goodwill is written off over a period of time which does not exceed its useful economic life. However, we do not believe this gives a true and fair view as not all goodwill and intangible assets decline in value. In addition, since goodwill and indefinite-lived intangible assets that decline in value rarely do so on a straight-line basis, straight-line amortization of goodwill and indefinite-lived intangible assets over an arbitrary period does not reflect the economic reality. Consistent with U.S. GAAP, and in order to present a true and fair view of the economic reality, goodwill and indefinite-lived intangible assets are considered indefinite-lived assets and are not amortized. We are not able to reliably estimate the impact on the financial statements of the true and fair override on the basis that the useful economic life of goodwill and indefinite-lived intangible assets cannot be predicted with a satisfactory level of reliability nor can the pattern in which the value of these asset diminishes be known.

Goodwill represents amounts paid for an acquisition in excess of the fair value of net assets acquired. Goodwill is tested for impairment annually on the first day of our fourth quarter, or more frequently if changes in circumstances or the occurrence of events suggest an impairment exists. The test for impairment requires us to make several estimates about fair value, most of which are based on projected future cash flows and market valuation multiples. The estimates associated with the goodwill impairment tests include projected discounted future cash flows. We have three reporting units that are evaluated for impairment as of December 31, 2022.

Intangible assets are typically valued initially using the relief from royalty method or the multi-period excess earnings method ("MPEEM"). We test indefinite-lived trademarks, trade names, and brands for impairment annually, or more frequently if changes in circumstances or the occurrence of events suggest impairment exists, by comparing the carrying value of the assets to their estimated fair values. An impairment loss is recognized if the carrying amount of the asset exceeds its fair value. Definite-lived intangible assets are amortized on either a straight-line basis or proportionately to the benefits derived from those relationships or agreements. Useful lives vary by asset type and are determined based on the period over which the intangible asset is expected to contribute directly or indirectly to our future cash flows. We also review all other long-lived assets that have finite lives and that are not held for sale for impairment when indicators of impairment are evident by comparing the carrying value of the assets to their estimated future undiscounted cash flows.

In-process research and development ("IPR&D") assets are recognized at fair value and are classified as indefinite-lived assets until the successful completion or abandonment of the associated R&D efforts. If the associated R&D is completed, the IPR&D asset becomes a definite-lived intangible asset and is amortized over the asset's assigned useful life. If it is abandoned, an impairment loss is recorded.

Goodwill, indefinite-lived intangible asset, and definite-lived intangible asset impairments are recorded in Impairment charges on the Consolidated Profit and Loss Account. See [Note 9](#) for further information on our goodwill and intangible assets.

k. Share-Based Awards

We measure and record compensation expense for all share-based awards based on estimated grant date fair values. For awards with only service conditions that are based on graded vesting schedules, we recognize the compensation expense on a straight-line basis over the entire award. Forfeitures on share-based awards are recognized in compensation expense in the period in which they occur.

We estimate the fair value of stock option awards granted based on the Black-Scholes option pricing model, which requires the use of subjective and complex assumptions. These assumptions include estimating the expected term that awards granted are expected to be outstanding, the expected volatility of our stock price for a period commensurate with the expected term of the related options, and the risk-free rate with a maturity closest to the expected term of the related awards. Restricted stock and restricted stock units, both service based and performance based restricted share units, are valued based on our stock price on the day the awards are granted. The estimated fair value of outstanding Relative Total Shareholder Return performance units ("RTSR") is based on the grant date fair value of RTSR awards using a Monte Carlo simulation, which includes estimating the movement of stock prices and the effects of volatility, interest rates, and dividends (refer to [Note 17](#)).

l. Income taxes

We record deferred income tax assets and liabilities on the balance sheet based upon the difference between the financial reporting and the tax reporting basis of assets and liabilities using the enacted tax rates. To the extent that available evidence raises doubt about the realization of a deferred income tax asset, a valuation allowance is established.

We have provided for income taxes for undistributed earnings of certain foreign subsidiaries which have not been deemed to be permanently reinvested. For those foreign subsidiaries we have deemed to be permanently reinvested, we have provided no further tax provision.

We record reserves for uncertain tax positions to the extent it is more likely than not the tax return position will be sustained on audit, based on the technical merits of the position. Periodic changes in reserves for uncertain tax positions are reflected in the provision for income taxes. We include interest and penalties attributable to uncertain tax positions and income taxes as a component of our income tax provision (refer to [Note 19](#)).

m. Legal Contingencies

We are involved in product liability, patent, commercial, regulatory and other legal proceedings that arise in the normal course of business. We record a liability when a loss is considered probable and the amount can be reasonably estimated. If the reasonable estimate of a probable loss is a range and no amount within that range is a better estimate, the minimum amount in the range is accrued. If a loss is not probable or a probable loss cannot be reasonably estimated, no liability is recorded. We have established reserves for certain legal matters (refer to [Note 20](#)). We do not incorporate insurance recoveries into our reserves for legal contingencies. We separately record receivables for amounts due under insurance policies when we consider the realization of recoveries for claims to be probable, which may be different than the timing in which we establish the loss reserves.

n. Research and Development

All R&D costs, including payments related to products under development and research consulting agreements, are expensed as incurred. We incur costs throughout the development cycle, including costs for research, clinical trials, manufacturing validation, and other pre-commercialization approval costs that are included in R&D. We may continue to make non-refundable payments to third parties for new technologies and for R&D work that has been completed. These payments may be expensed at the time of payment depending on the nature of the payment made.

o. Advertising Costs

Advertising costs are included in Selling Operating expenses and shipping and handling costs billed to customers are included in Net sales. Costs relate primarily to print advertising, direct mail, online advertising, social media communications, and television advertising and are expensed as incurred. For the year ended December 31, 2022, 84% of advertising expense was attributable to our CSCI segment. Advertising costs were as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 119.3	\$ 130.9

p. Earnings per Share ("EPS")

Basic EPS is calculated using the weighted-average number of ordinary shares outstanding during each period. It excludes both the dilutive effects of additional common shares that would have been outstanding if the shares issued under stock incentive plans had been exercised and the dilutive effect of restricted share units, to the extent those shares and units have not vested. Diluted EPS is calculated including the effects of shares and potential shares issued under stock incentive plans, following the treasury stock method.

q. Defined Benefit Plans

We operate a number of defined benefit plans for employees globally. The liability recognized in the balance sheet is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The defined benefit obligation is calculated periodically by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of either high quality corporate bonds or long term government bonds depending on the depth and liquidity of the high quality corporate bond market in the different geographies where we have pension liabilities. The bonds are denominated in the currency in which the benefits will be paid and have terms to maturity approximating the terms of the related pension liability. As a result, annual updates related to discount rate and the expected rate of return on plan assets are among the most important elements of expense and liability measurement.

Actuarial gains and losses are recognized on the Consolidated Profit and Loss Account using the corridor method. Under the corridor method, to the extent that any cumulative unrecognized net actuarial gain or loss exceeds 10% of the greater of the present value of the defined benefit obligation and the fair value of the plan assets, that portion

is recognized over the expected average remaining working lives of the plan participants. Otherwise, the net actuarial gain or loss is recorded in OCI. We recognize the funded status of benefit plans on the Consolidated Balance Sheets. In addition, we recognize the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic pension cost of the period as a component of OCI (refer to [Note 15](#)).

r. Acquisition Accounting

We account for acquired businesses using the acquisition method of accounting, which requires that assets acquired and liabilities assumed be recorded at fair value, with limited exceptions. Any excess of the purchase price over the fair value of the specifically identified assets is recorded as goodwill. If the acquired net assets do not constitute a business, or substantially all of the fair value is in a single asset or group of similar assets, the transaction is accounted for as an asset acquisition and no goodwill is recognized. In an asset acquisition, acquired IPR&D with no alternative future use is charged to expense at the acquisition date.

Significant judgment is required in estimating the fair value of intangible assets and in assigning their respective useful lives. The acquired intangible assets can include customer relationships, trademarks, trade names, brands, developed product technology and IPR&D assets. For acquisitions accounted for as business combinations, IPR&D is considered to be an indefinite-lived intangible asset until the research is completed, at which point it then becomes a definite-lived intangible asset, or is determined to have no future use and is then impaired and charged to expense. There are several methods that can be used to determine the fair value of our intangible assets. We typically use an income approach to value the specifically identifiable intangible assets which is based on forecasts of the expected future cash flows. We have historically used a relief from royalty or multi-period excess earnings methodology. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management. We typically consult with an independent advisor to assist in the valuation of these intangible assets. Significant estimates and assumptions inherent in the valuations include discount rates, revenue growth assumptions and expected profit margins. We consider marketplace participant assumptions in determining the amount and timing of future cash flows along with the length of our customer relationships, attrition, product or technology life cycles, barriers to entry and the risk associated with the cash flows in concluding upon our discount rate. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, we may record adjustments to the purchase accounting. In addition, unanticipated market or macroeconomic events and circumstances may occur that could affect the accuracy or validity of the estimates and assumptions.

Our assessment as to the useful lives of intangible assets is based on a number of factors including competitive environment, market share, trademark, brand history, underlying product life cycles, operating plans and the macroeconomic environment of the countries in which the trademarked or branded products are sold. Determining the useful life of an intangible asset requires judgement, as different assets will have different useful lives or may even have an indefinite life. Definite-lived intangible assets are amortized to expense over their estimated useful life.

Recent Accounting Standard Pronouncements

Below are recent Accounting Standard Updates ("ASU") that we are assessing to determine the effect on our Consolidated Financial Statements.

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
ASU 2021-08: Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers	This guidance amends ASC 805 to add contract assets and contract liabilities to the list of exceptions to the recognition and measurement principles that apply to business combinations and to require acquiring entities to apply Topic 606 to recognize and measure contract assets and contract liabilities in a business combination. Under current GAAP, an acquirer generally recognizes such items at fair value at acquisition date.	January 1, 2023	As of January 1, 2023 we adopted ASU 2021-8. We do not anticipate a material impact from applying the recognition and measurement principles of Topic 606 to contract assets or liabilities acquired as part of a business combination.

We do not believe that any other recently issued accounting standards could have a material effect on our Consolidated Financial Statements.

Allowance for Credit Losses

Expected credit losses on trade receivables and contract assets are measured collectively by geographic location. Historical credit loss experience provides the primary basis for estimation of expected credit losses and is adjusted for current conditions and for reasonable and supportable forecasts. Receivables that do not share risk characteristics are evaluated on an individual basis and are not included in the collective evaluation. The following table presents the allowance for credit losses activity (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Balance at beginning of period	\$ 7.2	\$ 6.5
Provision for credit losses, net	3.2	4.0
Receivables written-off	(4.0)	(0.7)
Transfer to held for sale	—	(1.4)
Currency translation adjustment	0.4	(1.2)
Balance at end of period	<u>\$ 6.8</u>	<u>\$ 7.2</u>

Trade receivables and contract assets are charged off against the allowance when the balance is no longer deemed collectible.

2. REVENUE RECOGNITION

We generated net sales in the following geographic locations⁽¹⁾ (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
U.S.	\$ 2,870.0	\$ 2,565.9
Europe ⁽²⁾	1,474.3	1,393.0
All other countries ⁽³⁾	107.3	179.8
Total net sales	<u>\$ 4,451.6</u>	<u>\$ 4,138.7</u>

(1) The net sales by geography is derived from the location of the entity that sells to a third party.

(2) Includes Ireland net sales of \$29.3 million and \$23.7 million for the years ended December 31, 2022 and December 31, 2021 respectively.

(3) Includes revenue generated primarily in Australia, Canada, and Mexico.

Product Category

As a result of the completed acquisition of *Héra SAS* ("HRA Pharma"), the Company updated its global reporting product categories. These product category updates have been adjusted retroactively to reflect the changes. Such changes have no impact on the Company's historical consolidated financial position, results of operations, or cash flows. The creation of a new "Women's Health" reporting category, comprised of the women's health portfolio of HRA Pharma, in addition to legacy Perrigo women's health products; the creation of a new "Skin Care" reporting category, comprised of all of the products in the legacy Perrigo "Skincare and Personal Hygiene" category, except for legacy Perrigo women's health products, and the skin care products of HRA Pharma; and the "Other" category in the CSCI segment includes the Rare Diseases business acquired with HRA Pharma.

The following is a summary of our net sales by category (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
CSCA ⁽¹⁾		
Upper Respiratory	\$ 564.6	\$ 483.1
Nutrition	520.4	401.9
Digestive Health	495.5	475.1
Pain and Sleep-Aids	412.2	405.4
Oral Care	312.9	311.9
Healthy Lifestyle	288.9	295.0
Skin Care	187.8	183.7
Women's Health	45.2	38.2
Vitamins, Minerals, and Supplements ("VMS")	27.9	31.7
Other CSCA ⁽²⁾	70.5	67.1
Total CSCA	<u>2,925.9</u>	<u>2,693.1</u>
CSCI		
Skin Care	432.2	378.3
Upper Respiratory	258.8	219.4
VMS	191.8	225.8
Pain and Sleep-Aids	183.0	184.8
Healthy Lifestyle	136.4	173.3
Women's Health	99.0	54.5
Oral Care	88.6	94.0
Digestive Health	21.5	25.6
Other CSCI ⁽³⁾	114.4	89.9
Total CSCI	<u>1,525.7</u>	<u>1,445.6</u>
Total net sales	<u>\$ 4,451.6</u>	<u>\$ 4,138.7</u>

(1) Includes net sales from OTC contract manufacturing products.

(2) Consists primarily of product sales and royalty income related to supply and distribution agreements and other miscellaneous or otherwise uncategorized product lines and markets, none of which is greater than 10% of the segment net sales.

- (3) Consists primarily of our rare diseases business and other miscellaneous or otherwise uncategorized product lines, none of which is greater than 10% of the segment net sales. Our liquid licensed products business in the United Kingdom was included in this product category until it was divested on June 19, 2020.

While the majority of revenue is recognized at a point in time, certain of our product revenue is recognized on an over time basis. Predominately, over time customer contracts exist in contract manufacturing arrangements, which occur in both the CSCA and CSCI segments. Contract manufacturing revenue was \$350.1 million, and \$299.7 million for the years ended December 31, 2022, and December 31, 2021, respectively.

We also recognize a portion of the store brand OTC product revenues in the CSCA segment on an over time basis; however, the timing difference between over time and point in time revenue recognition for store brand contracts is not significant due to the short time period between the customization of the product and shipment or delivery.

The following table provides information about contract assets from contracts with customers (in millions):

	Balance Sheet Location	December 31, 2022	December 31, 2021
Short-term contract assets	Prepaid expenses and other debtors	\$ 41.5	\$ 40.2

3. ACQUISITIONS AND DIVESTITURES

Acquisitions During the Year Ended December 31, 2022

HRA Pharma

On April 29, 2022, we completed the previously announced acquisition of 100% of the outstanding equity interest in HRA Pharma for total consideration of €1.8 billion, or approximately \$1.9 billion. We funded the transaction with cash on hand and borrowings under our New Senior Secured Credit Facilities (as defined in [Note 13](#)).

HRA Pharma is a self-care based company with consumer brands such as *Compeed*®, *ellaOne*® and *Mederma*®, as well as a trusted rare disease portfolio. The acquisition completed our transformation to a consumer self-care company. HRA Pharma's operations are reported in both our CSCA and CSCI segments.

The acquisition of HRA Pharma was accounted for as a business combination and has been reported in our Consolidated Profit and Loss Account as of the acquisition date. From April 29, 2022 through December 31, 2022, HRA Pharma generated net sales of \$193.6 million and a net operating loss of \$59.4 million, inclusive of \$23.8 million of cost of goods sold related to the acquisition step up to fair value on inventories sold and \$67.6 million of amortization related to intangible assets recognized on acquisition.

During the twelve months ended December 31, 2022, we incurred \$46.9 million of transaction costs related to the acquisition (legal, banking and other professional fees). The amounts were recorded in Administration expense and were not allocated to an operating segment.

We are in the process of finalizing the valuation for the assets. As a result, the initial accounting for the acquisition is incomplete. The provisional acquisition amounts recognized for assets acquired will be finalized as soon as possible but no later than one year from the acquisition date. The final determination may result in asset fair values and tax bases that differ from the preliminary estimates and require changes to the preliminary amounts recognized.

The following table summarizes the consideration paid for HRA Pharma and the provisional amounts of the assets acquired and liabilities assumed (in millions):

	HRA Pharma
Purchase Price	\$ 1,945.6
Assets Acquired	
Cash and cash equivalents	\$ 44.2
Accounts receivable	78.1
Inventories	48.3
Prepaid expenses and other current assets	16.6
Property, plant and equipment	4.6
Operating lease assets	9.7
Goodwill	559.5
Definite-lived intangible assets	
Trademarks and trade names	1,124.0
Developed product technology	185.1
Distribution networks	84.4
Indefinite lived intangibles	
In-process research and development	52.7
Total intangible assets	1,446.2
Deferred income taxes	12.4
Other non-current assets	0.8
Total assets	2,220.4
Liabilities assumed	
Accounts payable	43.4
Payroll and related taxes	16.1
Accrued customer programs	9.0
Other accrued liabilities	8.9
Accrued income taxes	0.5
Deferred income taxes	186.2
Other non-current liabilities	10.6
Total liabilities	274.7
Non-Controlling Interest	0.1
Net Assets Acquired	\$ 1,945.6

We recorded the preliminary purchase price allocation in the second quarter of 2022. During the third quarter of 2022, we recorded measurement period adjustments resulting in an increase to goodwill of \$1.9 million, which consisted of a \$1.2 million decrease in inventory, \$1.1 million increase in net deferred income tax liabilities, and a net increase of \$0.7 million to other liabilities, partially offset by a \$1.1 million decrease in accounts payable.

During the fourth quarter of 2022, we made measurement period adjustments, which consisted of a \$68.7 million increase to definite-lived intangibles, a \$10.6 million decrease to indefinite-lived intangibles, a \$11.0 million increase to Inventories, a \$4.6 million decrease to Accrued income tax and a \$15.1 million increase to net Deferred tax liabilities offset by a decrease to Goodwill of \$58.6 million. Additionally, reclassifications between Accrued income taxes, Other accrued liabilities, Prepaid expense and other current assets, and Deferred income tax assets were made to reflect the proper gross jurisdictional tax presentation. Current period earnings adjustments of \$10.2 million to Cost of sales and \$1.4 million to Selling were recorded within the fourth quarter that would have been recognized as of the third quarter if the measurement period adjustments to the provisional opening balance sheet were reflected as of the acquisition date.

Goodwill of \$559.5 million arising from the acquisition consists largely of the anticipated growth from new product sales, sales to new customers, HRA Pharma's assembled workforce, and the synergies expected from combining the operations of Perrigo and HRA Pharma. Goodwill of \$141.7 million and \$417.8 million was allocated to our CSCA and CSCI segments, respectively, none of which is deductible for income tax purposes. The definite-lived intangible assets acquired consist of trademarks and trade names, developed product technologies, and distribution networks. Trademarks and trade names were assigned useful lives of 20 years. Developed product technologies were assigned 8 to 18-year useful lives. Distribution networks were assigned useful lives ranging from 2 to 21-years reflecting the intent to integrate certain external distributors and sales forces within the CSCI segment. Trademarks and trade names, developed product technology, and IPR&D were valued using the multi-period excess earnings method. Significant judgment was applied in estimating the fair value of the intangible assets acquired, which involved the use of significant estimates and assumptions with respect to the timing and amounts of cash flow projections, including revenue growth rates, projected profit margins, and discount rates.

Nestlé's Gateway Infant Formula Plant and GoodStart® infant formula brand Acquisition

On November 1, 2022, we purchased Nestlé's Gateway infant formula plant in Eau Claire, Wisconsin, along with the U.S. and Canadian rights to the GoodStart® infant formula brand ("Gateway"), for \$110.0 million in cash, subject to customary post-closing adjustments. The acquisition was accounted for as a business combination and operating results attributable to the products are included in our CSCA segment in the Nutrition product category. This purchase was the first major initiative in our recently announced Supply Chain Reinvention Program and is expected to strengthen and expand our U.S. infant formula manufacturing capabilities.

During the year ended December 31, 2022, we incurred \$4.9 million of general transaction costs (legal, banking and other professional fees). The amounts were recorded in Administration expense within the CSCA segment.

From November 1, 2022 through December 31, 2022 the acquisition generated net sales of \$42.7 million and operating income of \$11.5 million, which included \$7.9 million of inventory costs stepped up to acquisition date fair value.

We are in the process of finalizing the valuation for the assets. As a result, the initial accounting for the acquisition is incomplete. The provisional acquisition amounts recognized for assets acquired will be finalized as soon as possible but no later than one year from the acquisition date. The final determination may result in asset fair values and tax bases that differ from the preliminary estimates and require changes to the preliminary amounts recognized.

The following table summarizes the consideration paid and provisional amounts of the assets acquired (in millions):

	Gateway	
Purchase price paid	\$	110.0
Assets acquired:		
Inventories	\$	29.8
Property, plant and equipment		61.5
Distribution and license agreements and supply agreements		14.0
Customer relationships and distribution networks		4.7
Total intangible assets	\$	18.7
Net assets acquired	\$	110.0

The definite-lived intangible assets acquired consisted of license agreements, and customer relationships which are being amortized over a weighted average useful life of 13.3 years. Customer relationships were valued using the multi-period excess earnings method and the licensing agreement was valued using the Relief from Royalty Method. Significant judgment was applied in estimating the fair value of the intangible assets acquired, which involved the use of significant estimates and assumptions with respect to the timing and amounts of cash flow projections, including revenue growth rates, projected profit margins, and discount rates.

Pro Forma Impact of Business Combinations

Pro forma information has been prepared as if the HRA Pharma and Gateway acquisitions had occurred on January 1, 2022 and the acquisition of Dr. Fresh and the Eastern European brands occurred on January 1, 2020. The following table presents the unaudited pro forma information as if the acquisitions had been combined with the results reported in our Consolidated Profit and Loss Account for all periods presented (in millions):

(Unaudited)	Year Ended	
	December 31, 2022	December 31, 2021
Net sales	\$ 4,745.9	\$ 4,592.3
Income from continuing operations	\$ (13.0)	\$ (262.4)

The unaudited pro forma information is presented for information purposes only and is not indicative of the results that would have been achieved if the acquisition had taken place at such time. The unaudited pro forma information presented above includes adjustments primarily for amortization charges for acquired intangible assets, incremental financing costs, certain acquisition-related charges, and related tax effects.

Divestitures During the Year Ended December 31, 2022

Latin American businesses

On March 9, 2022, we completed the sale of our Mexico and Brazil-based OTC businesses ("Latin American businesses"), both within our CSCA segment, to Advent International for total consideration of \$23.9 million, consisting of \$5.4 million in cash, installment receivables due 12 and 18 months from completion totaling \$11.3 million based on the Mexican peso exchange rate at the time of sale, and contingent consideration of \$7.2 million based on the Brazilian real exchange rate at the time of sale. The sale resulted in a pre-tax loss of \$1.4 million, net of professional fees, recorded in Other operating expense, net on the Consolidated Profit and Loss Account.

The assets and liabilities held for sale related to the Latin American businesses were reported within our CSCA segment as Current assets held for sale and Current liabilities held for sale on the Consolidated Balance Sheets at December 31, 2021. Net of impairment charges, the assets and liabilities of the Latin American businesses reported as held for sale as of December 31, 2021 totaled \$16.1 million and \$32.9 million, respectively.

At July 3, 2021, we determined the carrying value of the net assets held for sale of this business exceeded their fair value less cost to sell, resulting in an impairment charge of \$152.5 million. At December 31, 2021 and October 2, 2021 we recorded additional impairment charge of \$1.0 million and \$2.6 million, respectively resulting in a total impairment charge of \$156.1 million. We also recorded a goodwill impairment charge of \$6.1 million within our CSCA segment, resulting in a total impairment charge of \$162.2 million.

ScarAway®

On March 24, 2022, we completed the sale of ScarAway®, a leading U.S. OTC scar management brand, to Alliance Pharmaceuticals Ltd. for cash consideration of \$20.7 million. The sale resulted in a pre-tax gain of \$3.6 million recorded in our CSCA segment in Other operating expense, net on the Consolidated Profit and Loss Account.

Divestitures During the Year Ended December 31, 2021

Rx business

Refer to [Note 4 - Discontinued Operations](#) for details on the sale of the Rx business.

4. DISCONTINUED OPERATIONS

Our discontinued operations primarily consist of our former Rx segment, which held our prescription pharmaceuticals business in the U.S. and our pharmaceuticals and diagnostic businesses in Israel (collectively, the "Rx business"). The Rx business met the criteria to be classified as a discontinued operation in 2021 and, as a result, its historical financial results are reflected in our consolidated financial statements as such. There were no balance sheet amounts related to discontinued operations at either balance sheet date presented.

On July 6, 2021, we completed the sale of the Rx business to Altaris Capital Partners, LLC ("Altaris") for aggregate consideration of \$1.55 billion. The consideration included a \$53.3 million reimbursement related to an Abbreviated New Drug Applications ("ANDAs") for a generic topical lotion which was received in 2022. The sale resulted in a pre-tax gain, net of professional fees, of \$47.5 million recorded in Other (income) expense, net on the Statement of Operations for discontinued operations. The gain included a \$159.3 million increase from the write-off of foreign currency translation adjustment from Accumulated other comprehensive income. The transaction gain was subject to final settlements under the Agreement, which were finalized in the first quarter of 2022 with no change to the gain reported.

During the year ended December 31, 2021, we incurred \$40.8 million of separation costs related to the sale of the Rx business. We incurred no such costs in 2022. The costs incurred included selling costs, which were reported in gain on discontinued operations before tax as part of the gain on sale of the Rx business. Separation costs incurred in prior periods were included in administration expenses.

Under the terms of the agreement, we provided transition services which were substantially completed as of the end of the third quarter of 2022. We also entered into reciprocal supply agreements pursuant to which Perrigo will supply certain products to the Rx business and the Rx business will supply certain products to Perrigo. The supply agreements have a term of four years, extendable up to seven years by the party who is the purchaser of the products under such agreement. We also extended distribution rights to the Rx business for certain OTC products owned and manufactured by Perrigo that may be fulfilled through pharmacy channels, in return for a share of the net profits. The following table summarizes the results of the transition service agreement ("TSA") and supply agreements:

	Financial Statement Location	Year Ended	
		December 31, 2022	December 31, 2021
TSA income recognized	Administration expense	\$ 10.3	\$ 7.2
TSA income collected	Administration expense	\$ 8.9	\$ 3.6
Product & Royalty sales recognized	Net sales	\$ 124.2	\$ 60.6
Product & Royalty sales collected	Net sales	\$ 105.7	\$ 28.7
Purchases	Inventory	\$ 55.9	\$ 18.4
Inventory payments	Inventory	\$ 51.4	\$ 12.0

In the transaction, Perrigo retained certain pre-closing liabilities arising out of antitrust (refer to Note 20 - Other provisions & Commitments & Contingencies under the header "Price-Fixing Lawsuits") and opioid matters and the Company's Albuterol recall, subject to, in each case, the buyer's obligation to indemnify the Company for fifty percent of these liabilities up to an aggregate cap on the buyer's obligation of \$50.0 million. We have not requested payments from the buyer related to the indemnity of these liabilities as of December 31, 2022.

Income (loss) from discontinued operations, net of tax was as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Net sales	\$ —	\$ 405.1
Cost of sales	—	258.4
Gross profit	—	146.7
Operating expenses		
Distribution	—	6.1
Research and development	—	30.8
Selling	—	16.3
Administration	4.6	36.4
Other operating expense (income)	—	(0.4)
Total operating expenses	4.6	89.2
Operating income (loss)	(4.6)	57.5
Interest expense, net	—	0.8
Other (income) expense, net	—	(1.6)
Income (loss) from discontinued operations before tax	(4.6)	58.3
Gain on disposal of discontinued operations before tax	—	(47.5)
Income (loss) before income taxes	(4.6)	105.8
Income tax expense	5.1	43.8
Income (loss), net of tax	\$ (9.7)	\$ 62.0

Select cash flow information related to discontinued operations was as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Cash flows from discontinued operations operating activities:		
Depreciation and amortization	\$ —	\$ 15.4
Share-based compensation	—	10.8
Gain on sale of business	—	(47.5)
Cash flows from discontinued operations investing activities:		
Asset acquisitions	\$ —	\$ (69.7)
Additions to property, plant and equipment	—	(16.1)
Net proceeds from sale of business	53.3	1,491.9

Asset acquisitions related to discontinued operations consisted of two Abbreviated ANDAs purchased under a contractual arrangement. On December 31, 2020, we purchased an ANDA for a generic topical gel for \$16.4 million, which was subsequently paid during the three months ended April 3, 2021 and on March 8, 2021, we purchased an ANDA for a generic topical lotion for \$53.3 million which was subsequently paid during the three months ended April 2, 2022. These ANDAs were acquired by Altaris as part of the Rx business sale.

5. INVENTORY

Major components of inventory were as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Finished goods	\$ 620.3	\$ 549.2
Work in process	262.2	251.9
Raw materials	267.8	219.1
Total inventories	<u>\$ 1,150.3</u>	<u>\$ 1,020.2</u>

The replacement cost of inventory does not differ from its carrying value. The expense recognized in respect of write downs of inventory was \$35.3 million and \$24.9 million for the years ended December 31, 2022 and December 31, 2021 respectively.

6. INVESTMENTS

The following table summarizes the measurement category, balance sheet location, and balances of our equity securities (in millions):

Measurement Category	Balance Sheet Location	Year Ended	
		December 31, 2022	December 31, 2021
Fair value method	Investment securities	\$ 0.1	\$ 0.4
Fair value method ⁽¹⁾	Financial assets	\$ 1.7	\$ 1.8
Equity method	Investment in associates	\$ 63.4	\$ 66.4

(1) Measured at fair value using the Net Asset Value practical expedient.

The following table summarizes the expense (income) recognized in earnings of our equity securities (in millions):

Measurement Category	Income Statement Location	Year Ended	
		December 31, 2022	December 31, 2021
Fair value method	Other (income) expense, net	\$ 0.4	\$ 2.0
Equity method	Other (income) expense, net	\$ 1.5	\$ 1.1

7. PROPERTY, PLANT, AND EQUIPMENT

We held the following property, plant, and equipment at December 31, 2022 and December 31, 2021 (in millions):

	Land	Buildings	Machinery and equipment	Total
December 31, 2020				
Cost	52.2	516.1	1,157.3	1,725.6
Accumulated depreciation	(11.2)	(247.1)	(602.7)	(861)
Net book value	\$ 41	\$ 269.0	\$ 554.6	\$ 864.6
Additions	\$ 2.2	\$ 43.3	\$ 95.4	\$ 140.9
Held for Sale	(1.7)	(10.3)	(26.6)	(38.6)
Step up				—
Transfers - net	—	2.8	(2.8)	—
Disposals, gross asset	(0.1)	(3.6)	(14.4)	(18.1)
Disposals, accumulated depreciation	—	3.6	11.0	14.6
Depreciation expense	(1.7)	(24.4)	(59.9)	(86.0)
Currency translation	(1.1)	(3.0)	(9.2)	(13.3)
December 31, 2021				
Cost	\$ 51.3	\$ 537.6	\$ 1,186.8	\$ 1,775.7
Accumulated depreciation	(12.7)	(260.2)	(638.7)	(911.6)
Net book value	\$ 38.6	\$ 277.4	\$ 548.1	\$ 864.1
Additions	0.5	21.4	74.5	96.4
Acquisitions	—	44.1	22.0	66.1
Transfers - net	0.9	—	(0.9)	—
Disposals, gross asset	—	(0.2)	(3.7)	(3.9)
Disposals, accumulated depreciation	—	0.1	2.3	2.4
Depreciation expense	(1.0)	(21.3)	(58.5)	(80.8)
Currency translation	(1.2)	(9.8)	(7.0)	(18.0)
December 31, 2022				
Cost	51.5	593.1	1,271.7	1,916.3
Accumulated depreciation	(13.7)	(281.4)	(694.9)	(990.0)
Net book value	<u>\$ 37.8</u>	<u>\$ 311.7</u>	<u>\$ 576.8</u>	<u>\$ 926.3</u>

8. LEASES

We held the following lease assets at December 31, 2022 and December 31, 2021 (in millions):

	Lease assets
Carrying value at 31 December 2020	\$ 184.5
Assets recognised for new leases	\$ 43.1
Reclassified to Held to sale	\$ (1.7)
Other (expense, terminations, modifications, currency transaction and other)	\$ (31.1)
Carrying value at 31 December 2021	\$ 194.8
Assets recognised for new leases	\$ 64.0
Other (expense, terminations, modifications, currency transaction and other)	\$ (19.7)
Carrying value at 31 December 2022	\$ 239.1

We lease certain assets, principally warehouse facilities and computer equipment, under agreements that expire at various dates through the year ended December 31, 2040. Certain leases contain provisions for renewal and purchase options and require us to pay various related expenses. Rent expense under all leases was \$49.6 million, and \$44.5 million, for the years ended December 31, 2022, and December 31, 2021, respectively.

The balance sheet locations of our lease assets and liabilities were as follows (in millions):

Assets	Balance Sheet Location	December 31, 2022	December 31, 2021
Operating	Lease assets (op & Fin)	\$ 217.1	\$ 166.9
Finance	Lease assets (op & Fin)	22.0	27.9
Total		\$ 239.1	\$ 194.8

Liabilities	Balance Sheet Location	December 31, 2022	December 31, 2021
Current			
Operating	Creditors - Accrued liabilities	\$ 28.4	\$ 26.0
Finance	Creditors - Accrued liabilities	3.3	4.9
Non-Current			
Operating	Other long term liabilities	189.5	147.3
Finance	Other long term liabilities	17.4	20.9
Total		\$ 238.6	\$ 199.1

The below tables show our lease assets and liabilities by reporting segment (in millions):

	Assets			
	Operating		Financing	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
CSCA	\$ 100.5	\$ 98.2	\$ 13.8	\$ 15.3
CSCI	49.5	30.7	6.6	7.9
Unallocated	67.1	38.0	1.6	4.7
Total	\$ 217.1	\$ 166.9	\$ 22.0	\$ 27.9

	Liabilities			
	Operating		Financing	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
CSCA	\$ 102.2	\$ 99.7	\$ 14.9	\$ 16.0
CSCI	51.7	31.8	4.1	5.0
Unallocated	64.0	41.8	1.7	4.8
Total	<u>\$ 217.9</u>	<u>\$ 173.3</u>	<u>\$ 20.7</u>	<u>\$ 25.8</u>

Lease expense was as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Operating leases ⁽¹⁾	\$ 44.2	\$ 38.6
Finance leases		
Amortization	\$ 5.4	\$ 5.9
Interest	0.7	0.8
Total finance leases	<u>\$ 6.1</u>	<u>\$ 6.7</u>

(1) Includes short-term leases and variable lease costs, which are immaterial.

The annual future maturities of our leases as of December 31, 2022 are as follows (in millions):

	Operating Leases	Finance Leases	Total
2023	\$ 33.0	\$ 3.8	\$ 36.8
2024	28.9	2.4	31.3
2025	27.0	2.2	29.2
2026	22.0	2.0	24.0
2027	21.4	2.1	23.5
After 2027	117.5	11.6	129.1
Total lease payments	<u>249.8</u>	<u>24.1</u>	<u>273.9</u>
Less: Interest	31.9	3.4	35.3
Present value of lease liabilities	<u>\$ 217.9</u>	<u>\$ 20.7</u>	<u>\$ 238.6</u>

Our weighted average lease terms and discount rates are as follows:

	December 31, 2022	December 31, 2021
Weighted-average remaining lease term (in years)		
Operating leases	10.97	11.43
Finance leases	9.47	9.23
Weighted-average discount rate		
Operating leases	2.48 %	2.63 %
Finance leases	2.92 %	2.79 %

Our lease cash flow classifications are as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	\$ 39.3	\$ 33.5
Operating cash flows for finance leases	\$ 0.7	\$ 0.8
Financing cash flows for finance leases	\$ 4.9	\$ 5.3
Leased assets obtained in exchange for new finance lease liabilities	\$ —	\$ 4.6
Leased assets obtained in exchange for new operating lease liabilities	\$ 73.9	\$ 48.8

9. GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill, by reportable segment, were as follows (in millions):

	CSCA ⁽¹⁾	CSCI ⁽²⁾	Total
Balance at December 31, 2020	\$ 1,905.0	\$ 1,190.7	\$ 3,095.7
Impairments	(6.1)	(10.0)	(16.1)
Currency translation adjustments	1.1	(81.3)	(80.2)
Purchase accounting adjustments	2.4	(2.4)	—
Balance at December 31, 2021	1,902.4	1,097.0	2,999.4
Business acquisitions	141.7	417.8	559.5
Currency translation adjustments	0.3	(68.8)	(68.5)
Balance at December 31, 2022	\$ 2,044.4	\$ 1,446.0	\$ 3,490.4

(1) We had accumulated goodwill impairments of \$6.1 million as of December 31, 2022.

(2) We had accumulated goodwill impairments of \$878.4 million as of December 31, 2022 and December 31, 2021.

As of December 31, 2022, we have three reporting units. Our CSCA operating segment is equivalent to our CSCA reporting unit. Our CSCI operating segment includes two reporting units, CSCI and Rare Diseases.

During the three months ended December 31, 2021, we reorganized the reporting structure within our CSCI segment following the integration of our reporting units into a new operating structure. The goodwill previously included in the Oral Care International, CSC UK and Australia, and BCS reporting units were combined into a then single CSCI reporting unit. Impairment tests were performed for the legacy reporting units prior to the reorganization and for the CSCI reporting unit immediately after the reorganization.

In conjunction with our 2021 annual impairment test, during the three months ended December 31, 2021, we recorded an impairment charge in our Oral Care International reporting unit within our CSCI segment of \$10.0 million. The change in fair value from previous estimates was driven by reduced projections of future cash flows resulting from increased costs throughout the global supply chain (refer to [Note 10](#)).

Intangible Assets

Intangible assets and the related accumulated amortization consisted of the following (in millions):

	Year Ended			
	December 31, 2022		December 31, 2021	
	Gross	Accumulated Amortization	Gross	Accumulated Amortization
Indefinite-lived intangibles: ⁽¹⁾				
Trademarks, trade names, and brands	\$ 3.2	\$ —	\$ 3.5	\$ —
In-process research and development	55.4	—	1.8	—
Total indefinite-lived intangibles	\$ 58.6	\$ —	\$ 5.3	\$ —
Definite-lived intangibles:				
Distribution and license agreements and supply agreements	\$ 94.9	\$ 58.1	\$ 73.2	\$ 56.9
Developed product technology, formulations, and product rights	484.8	211.8	300.2	191.4
Customer relationships and distribution networks	1,825.1	965.9	1,820.7	887.8
Trademarks, trade names, and brands	2,542.2	481.0	1,482.3	394.2
Non-compete agreements	2.0	2.0	2.1	2.1
Total definite-lived intangibles	\$ 4,949.0	\$ 1,718.8	\$ 3,678.5	\$ 1,532.4
Total intangible assets	\$ 5,007.6	\$ 1,718.8	\$ 3,683.8	\$ 1,532.4

(1) Certain intangible assets are denominated in currencies other than U.S. dollar; therefore, their gross and net carrying values are subject to foreign currency movements.

On March 17, 2022, we announced that we received final approval from the U.S. Food and Drug Administration for the over-the-counter use of *Nasonex*®*24HR* Allergy (mometasone furoate monohydrate 50mcg). The approval triggered a \$10.0 million milestone payment to the licensor, which was made in the second quarter of 2022 and capitalized as a definite-lived intangible asset.

We recorded an impairment charge of \$0.9 million on certain IPR&D assets during the year ended December 31, 2021 due to changes in the projected development and regulatory timelines for various projects. We did not record any impairment charges in 2022 or 2020.

The remaining weighted-average useful life for our amortizable intangible assets by asset class at December 31, 2022 was as follows:

Amortizable Intangible Asset Category	Remaining Weighted-Average Useful Life (Years)
Distribution and license agreements and supply agreements	14
Developed product technology, formulations, and product rights	14
Customer relationships and distribution networks	14
Trademarks, trade names, and brands	17

We recorded amortization expense of \$252.4 million, and \$210.0 million during the years ended December 31, 2022, and December 31, 2021, respectively.

Our estimated future amortization expense is as follows (in millions):

Year	Amount
2023	\$ 275.8
2024	238.0
2025	231.4
2026	223.8
2027	218.3
Thereafter	2,042.9

Intangible Assets

Other intangible assets and the related accumulated amortizations consisted of the following (in millions):

	Distribution and license arrangements	Developed product technology	Customer relationships	Definite-lived trade names and trademarks	Non-compete agreements	Indefinite-lived trade names and trademarks	IPR&D	Total
December 31, 2020								
Cost	\$ 74.8	\$ 303.3	\$ 1,920.5	\$ 1,581.5	\$ 2.9	\$ 4.3	\$ 2.7	\$ 3,890.0
Accumulated Amortization	(55.3)	(177.3)	(823.8)	(342.2)	(2.9)	—	—	(1,401.5)
Net book value	\$ 19.5	\$ 126.0	\$ 1,096.7	\$ 1,239.3	\$ —	\$ 4.3	\$ 2.7	\$ 2,488.5
Amortization expense	\$ (2.6)	\$ (16.5)	\$ (108.7)	\$ (75.7)	\$ —	\$ —	\$ —	\$ (203.5)
Held for sale	—	—	(6.1)	(7.8)	—	(0.7)	—	(14.6)
Impairments	—	—	—	—	—	—	(0.9)	(0.9)
Currency translation	(0.6)	(0.7)	(49.0)	(67.7)	—	(0.1)	—	(118.1)
December 31, 2021								
Cost	\$ 73.2	\$ 300.2	\$ 1,820.7	\$ 1,482.3	\$ 2.1	\$ 3.5	\$ 1.8	\$ 3,683.8
Accumulated Amortization	(56.9)	(191.4)	(887.8)	(394.2)	(2.1)	—	—	(1,532.4)
Net book value	\$ 16.3	\$ 108.8	\$ 932.9	\$ 1,088.1	\$ —	\$ 3.5	\$ 1.8	\$ 2,151.4
Amortization expense	\$ (3.5)	\$ (22.9)	\$ (120.9)	\$ (109.6)	\$ —	\$ —	\$ —	\$ (256.9)
Acquisitions	24.0	187.7	89.2	1,140.2	—	—	53.5	1,494.6
Divestitures	—	(0.1)	(5.5)	(8.4)	—	—	—	(14.0)
Currency translation	—	(0.5)	(36.5)	(49.1)	—	(0.3)	0.1	(86.3)
December 31, 2022								
Cost	\$ 94.9	\$ 484.8	\$ 1,825.1	\$ 2,542.2	\$ 2.0	\$ 3.2	\$ 55.4	\$ 5,007.6
Accumulated Amortization	(58.1)	(211.8)	(965.9)	(481.0)	(2.0)	—	—	(1,718.8)
Net book value	\$ 36.8	\$ 273.0	\$ 859.2	\$ 2,061.2	\$ —	\$ 3.2	\$ 55.4	\$ 3,288.8

10. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following fair value hierarchy is used in selecting inputs, with the highest priority given to Level 1, as these are the most transparent or reliable.

- Level 1: Quoted prices for identical instruments in active markets.
- Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.
- Level 3: Valuations derived from techniques in which one or more significant inputs are not observable.

The table below summarizes the valuation of our financial instruments carried at fair value by the above pricing categories (in millions):

	Year Ended					
	December 31, 2022			December 31, 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Measured at fair value on a recurring basis:						
Assets:						
Investment securities	\$ 0.1	\$ —	\$ —	\$ 0.4	\$ —	\$ —
Foreign currency forward contracts	—	4.2	—	—	5.7	—
Foreign currency option contracts	—	—	—	—	5.0	—
Interest Rate Swap Agreements	—	3.0	—	—	—	—
Total assets	\$ 0.1	\$ 7.2	\$ —	\$ 0.4	\$ 10.7	\$ —
Liabilities:						
Foreign currency forward contracts	\$ —	\$ 5.2	\$ —	\$ —	\$ 2.4	\$ —
Cross-currency swap	—	96.1	—	—	13.8	—
Total liabilities	\$ —	\$ 101.3	\$ —	\$ —	\$ 16.2	\$ —
Measured at fair value on a non-recurring basis:						
Assets:						
Goodwill ⁽¹⁾	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 71.7
Total assets	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 71.7
Liabilities						
Liabilities held for sale, net ⁽²⁾	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 16.8
Total liabilities	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 16.8

(1) During the year ended December 31, 2021, goodwill with a carrying value of \$81.7 million was written down to a fair value of \$71.7 million.

(2) We measured the net assets held for sale for impairment purposes and recorded a total impairment of \$162.2 million, resulting in a net liability held for sale balance (refer to [Note 3](#)).

There were no transfers within Level 3 fair value measurements during the years ended December 31, 2022 or December 31, 2021 (refer to [Note 6](#) for information on our investment securities and [Note 11](#) for a discussion of derivatives).

Foreign Currency Forward Contracts

We value the foreign currency forward contracts based on notional amounts, contractual rates, and observable market inputs, such as currency exchange rates and credit risk.

Cross-currency Swaps

We value the cross-currency swaps using a method which discounts the expected cash flows resulting from the derivative. We estimate the cash flows using the contractual term of the derivative, including the period to maturity and we use observable market-based inputs, including interest rate curves, and foreign exchange rate.

Foreign Currency Option Contracts

We valued the foreign currency option contract derivatives using an extension of the Black-Scholes Option Pricing Model ("BSOPM") which uses the strike price and expiry as inputs obtained from the contractual agreement. Additionally, the model uses risk-free interest rates, forward currency quotes, and option volatility assumptions obtained from the observable market.

Interest Rate Swap Agreements

We value the interest rate swaps using a method which discounts the expected cash flows resulting from the derivative. We estimate the cash flows using the contractual term of the derivative, including the period to maturity and we use observable market-based inputs, including interest rate curves, and swap pricing.

Non-recurring Fair Value Measurements

The non-recurring fair values represent only those assets whose carrying values were adjusted to fair value during the reporting period.

Goodwill, Intangible Assets, and Assets (liabilities) held for sale, net

Oral Care Reporting Unit Goodwill

During the year ended December 31, 2021, we prepared a goodwill impairment test utilizing a combination of comparable company and discounted cash flow techniques. In our comparable company market approach, we considered observable market information (Level 2 inputs). Our cash flow projections included revenue assumptions, gross margin and operating expenses based on the reporting unit's growth plans (Level 3 inputs). In our discounted cash flow analysis, we used a long-term growth rate of 2.0%. We used a discount rate of 9.75% in the analysis, which correlates with the required investment return and risk that we believe market participants would apply to the projected growth rate. In addition, we burdened projected free cash flows with the capital spending deemed necessary to support the cash flows and applied blended jurisdictional tax rates ranging from 16.5% to 29.1%. We weighted indications of fair value resulting from the market approach and present value techniques, considering the reasonableness of the range of measurements and the point within the range that we determined was most representative of fair market conditions (refer to [Note 9](#)).

Latin American businesses

During the year ended December 31, 2021, as a result of our definitive agreement to sell our Latin American businesses, we prepared impairment tests on the net assets held for sale and goodwill related to this business. We determined the carrying value of this business exceeded the fair value and recorded impairments in the CSCA segment (refer to [Note 9](#)).

Fixed Rate Long-term Debt

Our fixed rate long-term debt consisted of the following (in millions):

	Year Ended			
	December 31, 2022		December 31, 2021	
	Level 1	Level 2	Level 1	Level 2
Public bonds				
Carrying value (excluding discount)	\$ 2,544.4	\$ —	\$ 2,760.0	\$ —
Fair value	\$ 2,225.4	\$ —	\$ 2,847.2	\$ —
Private placement note				
Carrying value (excluding premium)	\$ —	\$ —	\$ —	\$ 153.5
Fair value	\$ —	\$ —	\$ —	\$ 162.6

The fair values of our public bonds for all periods were based on quoted market prices. The fair values of our private placement note for all periods were based on interest rates offered for borrowings of a similar nature and remaining maturities.

The carrying amounts of our other financial instruments, consisting of cash and cash equivalents, accounts receivable, accounts payable, short-term debt, revolving credit agreements, promissory notes related to our equity method investments, and variable rate long-term debt, approximate their fair value.

11. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Foreign Currency Option Contracts

We enter into foreign currency option contracts, both designated and non-designated, in order to manage the impact of fluctuations of foreign exchange on expected future purchases and related payables denominated in a foreign currency and to hedge the impact of fluctuations of foreign exchange on expected future sales and related receivables denominated in a foreign currency.

In September 2021, to economically hedge the foreign currency exposure associated with the planned payment of the euro-denominated purchase price for HRA Pharma, we entered into two non-designated currency option contracts with a total notional amount of \$1.1 billion that were scheduled to mature in September 2022. In April 2022, due to market conditions, we unwound the two options and entered into two new undesignated options to economically hedge the purchase price for HRA Pharma for a total notional amount of \$2.0 billion. All premiums associated with the HRA Pharma related currency options were settled in April 2022 for \$37.1 million, and within Other (income) expense we recorded a \$16.2 million and \$20.9 million loss for the year ended December 31, 2022 and December 31, 2021, respectively.

Cross Currency Swaps

In a cross-currency swap, interest payments and principal in one currency are exchanged for principal and interest payments in a different currency. Interest payments are exchanged at fixed intervals during the life of the agreement. Changes in the fair value of cross-currency swaps designated as net investment hedges are recognized as a component of OCI as a foreign currency translation adjustment and are recognized in earnings only upon the sale or substantial liquidation of the hedged net investment. In assessing the effectiveness of these hedges, we use a method based on changes in spot rates to measure the impact of the foreign currency exchange rate fluctuations on both our foreign subsidiary net investment and the related swap. Under this method, changes in the fair value of the hedging instrument, other than those due to changes in the spot rate, are initially recorded in OCI as a translation adjustment. The excluded component is recognized on a systematic and rational basis by accruing the swap payments and receipts within Interest expense, net.

In April 2022, we entered into three fixed-for-fixed cross currency interest rate swaps designated as net investment hedges to hedge the EUR currency exposure of our investment in European operations.

On October 25, 2022, we cash settled the swaps for \$98.8 million in proceeds. On the same day, we replaced the terminated instruments with three new fixed-for-fixed cross currency interest rate swaps at market rates and designated the instruments as net investment hedges on our investment in European operations. The following are the terms and notional amounts outstanding:

- \$700 million notional amount outstanding from October 25, 2022 through December 15, 2024;
- \$700 million notional amount outstanding from October 25, 2022 through March 15, 2026; and
- \$100 million notional amount outstanding from October 25, 2022 through June 15, 2030.

In August 2019, we entered into a cross-currency swap designated as a net investment hedge to hedge the Euro currency exposure of our net investment in European operations. This agreement is a contract to exchange floating-rate Euro payments for floating-rate U.S. dollar payments through August 15, 2022. We terminated this cross-currency swap on January 28, 2022.

Interest Rate Swaps

Interest rate swap agreements are contracts to exchange floating rate for fixed rate payments (or vice versa) over the life of the agreement without the exchange of the underlying notional amounts. The notional amounts of the interest rate swap agreements are used to measure interest to be paid or received and do not represent the amount of exposure to credit loss. The differential paid or received on the interest rate swap agreements is recognized as an adjustment to interest expense.

In April 2022, to economically hedge the interest rate risk of the New Senior Secured Credit Facilities (as defined in [Note 13](#)), we entered into five variable-to-fixed interest rate swap agreements. Three of the interest rate swaps were designated as cash flow hedges to fix the interest rate on a substantial portion of the 2022 Term Loan B Facility (as

defined in Note 13). The interest rate swaps cover an interest period ranging from June 1, 2022, through April 1, 2029, on notional balances that decline from \$1.0 billion to \$812.5 million over the term. The other two interest rate swaps were designated as cash flow hedges to fix the interest rate on a substantial portion of the 2022 Term Loan A Facility (as defined in Note 13). The interest rate swaps cover an interest period ranging from June 1, 2022, through April 1, 2027, on notional balances that decline from \$487.5 million to \$387.5 million over the term.

As a designated cash flow hedge, gains and losses will be deferred in AOCI and recognized within Interest expense, net when interest is paid on the New Senior Secured Credit Facilities. There were no active designated or non-designated interest rate swaps as of December 31, 2021.

Foreign Currency Forwards

In a foreign currency forward, a contract is written to exchange currencies at a fixed exchange rate at a future settlement date. We designate foreign currency forwards primarily as cash flow hedges to protect against foreign currency fluctuations of probable forecasted purchases and sales. The settlement dates of foreign currency forwards range from 1 to 60 months.

Notional amounts of foreign currency forward contracts were as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
British Pound (GBP)	\$ 224.9	\$ 135.8
European Euro (EUR)	61.7	232.6
Swedish Krona (SEK)	56.9	47.8
Danish Krone (DKK)	51.7	37.5
United States Dollar (USD)	51.7	22.9
Chinese Yuan (CNH)	34.4	37.7
Polish Zloty (PLZ)	25.2	21.0
Canadian Dollar (CAD)	24.9	29.0
Mexican Peso (MXN)	13.3	1.0
Norwegian Krone (NOK)	12.4	11.0
Hungarian Forint (HUF)	10.6	—
Other ⁽¹⁾	25.9	11.8
Total	\$ 593.6	\$ 588.1

(1) Number consists of various currencies notional amounts, none of which individually exceed \$10.0 million in either year presented.

Effects of Derivatives on the Financial Statements

The below tables indicate the effects of all derivative instruments on the Consolidated Financial Statements. All amounts exclude income tax effects. The balance sheet location and gross fair value of our outstanding derivative instruments were as follows (in millions):

Derivatives	Balance Sheet Location	Year Ended	
		December 31, 2022	December 31, 2021
Designated derivative assets			
Foreign currency forward contracts	Debtors	\$ 1.1	\$ 3.5
Interest rate swap agreements	Debtors	3.0	—
Interest rate swap agreements	Debtors	47.5	—
Foreign currency forward contracts	Debtors	0.7	1.3
Total designated derivatives		\$ 52.3	\$ 4.8
Non-designated derivatives			
Foreign currency forward contracts	Debtors	\$ 2.4	\$ 0.9
Foreign currency options	Debtors	—	5.0
Total non-designated derivatives		\$ 2.4	\$ 5.9
Designated derivative liabilities			
Foreign currency forward contracts	Creditors - Accrued Liabilities	\$ 4.2	\$ 1.2
Cross-currency swap	Creditors - Accrued Liabilities	96.1	13.8
Total designated derivatives		\$ 100.3	\$ 15.0
Non-designated derivatives			
Foreign currency forward contracts	Creditors - Accrued Liabilities	\$ 1.0	\$ 1.2

The amounts of (income)/expense recognized in earnings related to our non-designated derivatives on the Consolidated Profit and Loss Account were as follows (in millions):

Non-Designated Derivatives	Income Statement Location	Year Ended	
		December 31, 2022	December 31, 2021
Foreign currency forward contracts	Other (income) expense, net	\$ 8.2	\$ (5.1)
	Interest expense, net	(2.0)	1.3
		<u>\$ 6.2</u>	<u>(3.8)</u>
Foreign currency options	Other (income) expense, net	\$ 16.2	\$ 20.9

The following tables summarize the effect of derivative instruments designated as hedging instruments in Accumulated Other Comprehensive Income ("AOCI") (in millions):

	Gain/(Loss)				
		Reclassified from AOCI into Earnings		Related to Amounts Excluded from Effectiveness Testing	
	Amount Recorded in OCI ⁽¹⁾	Classification	Amount	Classification	Amount Recognized in Earnings on Derivatives
Year Ended December 31, 2022					
Cash flow hedges					
Treasury locks	\$ —	Interest expense, net	\$ (0.1)	Interest expense, net	\$ —
Interest rate swap agreements	50.5	Interest expense, net	4.6	Interest expense, net	—
Foreign currency forward contracts	4.1	Net sales	1.6	Net sales	(0.5)
		Cost of sales	(4.8)	Cost of sales	(0.2)
				Other (income) expense, net	(1.4)
Total Cash flow hedges	<u>\$ 54.6</u>		<u>\$ 1.3</u>		<u>\$ (2.1)</u>
Net investment hedges					
Cross-currency swap	\$ 5.3			Interest expense, net	\$ (17.2)
Year Ended December 31, 2021					
Cash flow hedges					
Treasury locks	\$ —	Interest expense, net	\$ (0.1)	Interest expense, net	\$ —
Interest rate swap agreements	—	Interest expense, net	(1.8)	Interest expense, net	—
Foreign currency forward contracts	5.7	Net sales	(2.5)	Net sales	—
		Cost of sales	0.8	Cost of sales	0.5
				Other Income/Expense	0.7
Total Cash flow hedges	<u>\$ 5.7</u>		<u>\$ (3.6)</u>		<u>\$ 1.2</u>
Net investment hedges					
Cross-currency swap	\$ (20.1)			Interest expense, net	\$ (3.9)

(1) Net gain of \$8.5 million is expected to be reclassified out of AOCI into earnings during 2023.

The classification and amount of gain/(loss) recognized in earnings on fair value and hedging relationships were as follows (in millions):

	Net Sales	Cost of Sales	Interest Expense, net	Other (Income) Expense, net
Year Ended December 31, 2022				
Total amounts of income and expense line items presented on the Consolidated Profit and Loss Account in which the effects of fair value or cash flow hedges are recorded	\$ 4,451.6	\$ 2,996.2	\$ 156.0	\$ 53.1
Gain (loss) on cash flow hedging relationships				
Foreign currency forward contracts				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ 1.6	\$ (4.8)	\$ —	\$ —
Amount excluded from effectiveness testing recognized using a systematic and rational amortization approach	\$ (0.5)	\$ (0.2)	\$ —	\$ (1.4)
Treasury locks				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ —	\$ —	\$ (0.1)	\$ —
Interest rate swap agreements				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ —	\$ —	\$ 4.6	\$ —
Year Ended December 31, 2021				
Total amounts of income and expense line items presented on the Consolidated Profit and Loss Account in which the effects of fair value or cash flow hedges are recorded	\$ 4,138.7	\$ 2,722.5	\$ 125.0	\$ 26.7
Gain (loss) on cash flow hedging relationships				
Foreign currency forward contracts				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ (2.5)	\$ 0.8	\$ —	\$ —
Amount excluded from effectiveness testing recognized using a systematic and rational amortization approach	\$ —	\$ 0.5	\$ —	\$ 0.7
Treasury locks				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ —	\$ —	\$ (0.1)	\$ —
Interest rate swap agreements				
Amount of gain or (loss) reclassified from AOCI into earnings	\$ —	\$ —	\$ (1.8)	\$ —

Net foreign exchange losses totaled \$59.9 million, and \$26.8 million, for the years ended December 31, 2022, and December 31, 2021, respectively. Therein, 2022 and 2021 included \$16.2 million and \$20.9 million of loss, respectively, for the change in fair value of the option contracts to hedge the foreign currency exposure of the euro-denominated purchase price for HRA Pharma.

12. DEBTORS

Debtors consisted of the following (in millions):

Debtors	December 31, 2022	December 31, 2021
Amounts falling due within one year		
Accounts receivable net	\$ 697.1	\$ 652.9
Value added tax refund receivable	46.1	23.3
Refundable income tax	18.8	7.4
Prepaid expenses and other debtors	206.8	274.7
	<u>968.8</u>	<u>958.3</u>
Amounts falling due after one year		
Deferred income taxes	7.1	6.5
	<u>7.1</u>	<u>6.5</u>
Total debtors	<u><u>\$ 975.9</u></u>	<u><u>\$ 964.8</u></u>

13. INDEBTEDNESS

On April 20, 2022, we and our wholly owned subsidiary, Perrigo Investments, LLC, entered into new senior secured credit facilities consisting of (i) a \$1.0 billion five-year revolving credit facility (the “2022 Revolver”), (ii) a \$500 million five-year Term Loan A facility (the “2022 Term Loan A Facility”), and (iii) a \$1.1 billion seven-year Term Loan B facility (the “2022 Term Loan B Facility” and, together with the 2022 Revolver and 2022 Term Loan A Facility, the “New Senior Secured Credit Facilities”), pursuant to a new Term Loan and Revolving Credit Agreement. The New Senior Secured Credit Facilities are guaranteed, along with any hedging or cash management obligations entered into with a lender, by us and certain of our direct and indirect wholly-owned subsidiaries organized in the United States, Ireland, Belgium and England and Wales (subject to certain exceptions) (the “Guarantor Subsidiaries”). The Guarantor Subsidiaries and Perrigo Investments, LLC provide full and unconditional guarantees, jointly and severally, on a senior unsecured basis, of the 5.300% Notes due 2043 issued by the Company, and the Guarantor Subsidiaries, Perrigo Investments, LLC and the Company provide full and unconditional guarantees, jointly and severally, on a senior unsecured basis, of the 3.900% Notes due 2024, the 4.375% Notes due 2026, the 4.400% Notes due 2030 and the 4.900% Notes due 2044 issued by Perrigo Investments, LLC.

Total borrowings outstanding are summarized as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Term loan		
2019 Term loan due August 15, 2022 ⁽¹⁾	\$ —	\$ 600.0
2022 Term loan A due April 1, 2027 ⁽³⁾	493.8	—
2022 Term loan B due April 1, 2029 ⁽³⁾	1,094.5	—
	<u>\$ 1,588.3</u>	<u>\$ 600.0</u>
Notes and bonds		
<u>Coupon</u> <u>Due</u>		
5.105% July 28, 2023 ^(1,2)	—	153.5
4.000% November 15, 2023 ^(1,6)	—	215.6
3.900% December 15, 2024 ⁽⁴⁾	700.0	700.0
4.375% March 15, 2026 ⁽⁷⁾	700.0	700.0
4.400% June 15, 2030 ⁽⁵⁾	750.0	750.0
5.300% November 15, 2043 ⁽⁶⁾	90.5	90.5
4.900% December 15, 2044 ⁽⁴⁾	303.9	303.9
Total notes and bonds	<u>2,544.4</u>	<u>2,913.5</u>
Other financing	20.6	25.8
Unamortized premium (discount), net	(15.9)	(4.8)
Deferred financing fees	<u>(30.8)</u>	<u>(14.0)</u>
Total borrowings outstanding	4,106.6	3,520.5
Current indebtedness	<u>(36.2)</u>	<u>(603.8)</u>
Total long-term debt less current portion	<u>\$ 4,070.4</u>	<u>\$ 2,916.7</u>

- (1) Redeemed in connection with the New Senior Secured Credit-Facilities entered into during the second quarter of 2022
- (2) Debt assumed from Omega Pharma Invest N.V., ("Omega") denominated in euros subject to fluctuations in the euro-to-U.S. dollar exchange rate.
- (3) Discussed below collectively as the "New Senior Secured Credit Facilities"
- (4) Discussed below collectively as the "2014 Notes"
- (5) Discussed below as the "2020 Notes". The coupon rate noted above is that as of December 31, 2022 following a step up in rate from 3.900% to 4.400% starting after June 15, 2022.
- (6) Discussed below collectively as the "2013 Notes"
- (7) Discussed below as part of the "2016 Notes"

During the year ended December 31, 2022 interest expense net, totaled \$156.0 million, comprised of \$218.7 million of interest on our existing debt offset by \$62.7 million of interest income. During the year ended December 31, 2021, interest expense net, totaled \$125.0 million, comprised of \$134.3 million of interest on our existing debt offset by \$9.3 million of interest income.

Revolving Credit Agreements

On April 20, 2022 we terminated the revolving credit agreement maturing in March 2023 (the "2018 Revolver") and entered into a \$1.0 billion revolving credit agreement (the "2022 Revolver"), maturing on April 20, 2027. There were no borrowings outstanding under the 2022 Revolver or the 2018 Revolver as of December 31, 2022 or December 31, 2021.

Term Loans

New Senior Secured Credit Facilities (2022 Term Loan A Facility and 2022 Term Loan B Facility)

On April 20, 2022, Perrigo Investments, LLC entered into new senior secured credit facilities that consist of a \$500 million five-year Term Loan A facility (the "2022 Term Loan A Facility"), and a \$1.1 billion seven-year Term Loan B facility (the "2022 Term Loan B Facility"). We repaid the prior \$600.0 million term loan, maturing on August 15, 2022 (the "2019 Term Loan") with the proceeds of the New Senior Secured Credit Facilities. The remaining \$500.0 million of proceeds were used to redeem the 4.00% Senior Notes due 2023 (the "4.000% 2023 Notes") and the 5.1045% Guaranteed Senior Notes due 2023 (the '2023 Notes') on May 19, 2022 ("the 2023 Notes"). In relation to the New Senior Secured Credit Facilities, we deferred \$31.3 million of financing fees, which will be amortized to interest expense over the term of the facilities. We recorded \$8.9 million in Loss on extinguishment of debt on the Condensed Statement of Operations, consisting of the write-off of certain new and previously deferred financing fees and make whole payments due in connection with the redemption of the 4.00% Senior Notes due 2023. The proceeds from the New Senior Secured Credit Facilities were also used, in part, along with cash on hand, to fund the acquisition of HRA Pharma (Refer to Note 3).

We had \$1.094 billion and \$493.8 million outstanding under our 2022 Term Loan B Facility and 2022 Term Loan A Facility as of December 31, 2022, respectively. During the six months ended December 31, 2022, principal repayments of \$5.5 million and \$6.2 million were made on the Term Loan B Facility and 2022 Term Loan A Facility, respectively.

2019 Term Loan

In August 2019, we refinanced a prior term loan with the \$600.0 million proceeds from the 2019 Term Loan, which was due to mature August 15, 2022. The 2019 Term Loan was repaid in full in April 2022 as part of the New Senior Secured Credit Facilities.

Debt Covenants

We are subject to financial covenants in the New Senior Secured Credit Facilities. The new agreements contain financial covenants that require the Borrower and its restricted subsidiaries to (a) not exceed a maximum first lien secured net leverage ratio of 3.00 to 1.00 at the end of each fiscal quarter and (b) not fall below a minimum interest coverage ratio of 3.00 to 1.00 at the end of each fiscal quarter, provided that such covenants apply only to the 2022 Revolver and the 2022 Term Loan A Facility. If we consummate certain qualifying acquisitions during the term of the loan, the maximum first lien secured net leverage ratio covenant would increase to 3.25 to 1.00 for such quarter and the three following fiscal quarters thereafter.

Notes and Bonds

2020 Notes and 2021 Notes Redemption

On June 19, 2020, Perrigo Finance Unlimited Company issued \$750.0 million in aggregate principal amount of 3.150% Senior Notes due 2030 and received net proceeds of \$737.1 million after the underwriting discount and offering expenses. Interest on the 2020 Notes is payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020. Due to credit ratings downgrades by S&P and Moody's in the third quarter of 2021 and the first quarter of 2022 respectively, the interest of the 2020 Notes stepped up from 3.150% to 3.900%, starting after December 15, 2021 and from 3.900% to 4.400% starting after June 15, 2022. The 2020 Notes will mature on June 15, 2030 and are governed by a base indenture and a third supplemental indenture (collectively, the "2020 Indenture"). The 2020 Notes are fully and unconditionally guaranteed on a senior unsecured basis by Perrigo. Perrigo Finance may redeem the 2020 Notes in whole or in part at any time for cash at the make-whole redemption prices described in the 2020 Indenture.

On July 6, 2020, the proceeds of the 2020 Notes were used to fund the redemption of Perrigo Finance's \$280.4 million of 3.500% Senior Notes due March 15, 2021 and \$309.6 million of 3.500% Senior Notes due December 15, 2021. The balance was used for general corporate purposes. As a result of the early redemption of the \$280.4 million of 3.500% Senior Notes due 2021 and \$309.6 million of 3.500% Senior Notes due 2021, during the year ended December 31, 2020, we recorded a loss of \$20 million in Loss on extinguishment of debt on the Consolidated Profit and Loss Account.

2016 Notes

On March 7, 2016, Perrigo Finance issued \$500.0 million in aggregate principal amount of 3.500% senior notes due 2021 and \$700.0 million in aggregate principal amount of 4.375% senior notes due 2026 (together, the "2016 Notes") and received net proceeds of \$1.2 billion after fees and market discount. Interest on the 2016 Notes is payable semi-annually in arrears in March and September of each year, beginning in September 2016. The 2016 Notes are governed by a base indenture and a second supplemental indenture (collectively, the "2016 Indenture"). The 2016 Notes are fully and unconditionally guaranteed on a senior basis by Perrigo, and no other subsidiary of Perrigo guarantees the 2016 Notes. The proceeds were used to repay our revolving credit agreement entered into in December 2014 and amounts borrowed under a \$750.0 million revolving credit agreement Perrigo Finance had entered into in December 2015. There are no restrictions under the 2016 Notes on our ability to obtain funds from our subsidiaries. Perrigo Finance may redeem the 2016 Notes in whole or in part at any time for cash at the make-whole redemption prices described in the 2016 Indenture. During the year ended December 31, 2017, we repaid \$219.6 million of the 3.500% senior notes due 2021. On July 6, 2020, we repaid the remaining \$280.4 million of 3.500% senior notes due 2021, as discussed above under the heading 2020 Notes and 2021 Notes Redemption.

2023 Notes

In connection with the Omega acquisition, on March 30, 2015, the assumed debt included €135.0 million (\$147.0 million) in aggregate principal amount of 5.105% senior notes due 2023 (the "2023 Notes"). The 2023 Notes were redeemed in full in May 2022 as discussed above under the heading New Senior Secured Credit Facilities.

2014 Notes

On December 2, 2014, Perrigo Finance issued \$500.0 million in aggregate principal amount of 3.500% senior notes due 2021 (the "2021 Notes"), \$700.0 million in aggregate principal amount of 3.900% senior notes due 2024 (the "2024 Notes"), and \$400.0 million in aggregate principal amount of 4.900% senior notes due 2044 (the "2044 Notes") and, together with the 2021 Notes and the 2024 Notes, the "2014 Notes") and received net proceeds of \$1.6 billion after fees and market discount. Interest on the 2014 Notes is payable semi-annually in arrears in June and December of each year, beginning in June 2015. The 2014 Notes are governed by a base indenture and a first supplemental indenture (collectively, the "2014 Indenture"). The 2014 Notes are fully and unconditionally guaranteed on a senior unsecured basis by Perrigo, and no other subsidiary of Perrigo guarantees the 2014 Notes. There are no restrictions under the 2014 Notes on our ability to obtain funds from our subsidiaries. Perrigo Finance may redeem the 2014 Notes in whole or in part at any time for cash at the make-whole redemption prices described in the 2014 Indenture. During the year ended December 31, 2017, we repaid \$96.1 million of the 4.900% senior notes due 2044 and \$190.4 million of the 3.500% senior notes due 2021. On July 6, 2020, we repaid the remaining \$309.6 million of the 3.500% notes due 2021, as discussed above under the heading 2020 Notes and Notes Redemption.

2013 Notes

On November 8, 2013, Perrigo Company issued \$500.0 million aggregate principal amount of its 1.300% senior notes due 2016 (the "1.300% 2016 Notes"), \$600.0 million aggregate principal amount of its 2.300% senior notes due 2018 (the "2018 Notes"), \$800.0 million aggregate principal amount of its 4.000% senior notes due 2023 (the "4.000% 2023 Notes") and \$400.0 million aggregate principal amount of its 5.300% senior notes due 2043 (the "2043 Notes" and, together with the 1.300% 2016 Notes, the 2018 Notes and the 4.000% 2023 Notes, the "2013 Notes") in a private placement with registration rights. We received net proceeds of \$2.3 billion from the issuance of the 2013 Notes after fees and market discount. On September 29, 2016, we repaid all \$500.0 million of the 1.300% 2016 Notes outstanding. During the year ended December 31, 2017, we made the following debt repayments: all \$600.0 million of the 2018 Notes, \$584.4 million of the 4.000% 2023 Notes, and \$309.5 million of the 2043 Notes. The balance \$215.6 million of the 4.000% 2023 Notes was repaid in full in May 2022 as discussed above under the heading New Senior Secured Credit Facilities.

Interest on the 2013 Notes is payable semi-annually in arrears in May and November of each year, beginning in May 2014. The 2013 Notes are governed by a base indenture and a first supplemental indenture (collectively, the "2013 Indenture"). The 2013 Notes are our unsecured and unsubordinated obligations, ranking equally in right of payment to all of our existing and future unsecured and unsubordinated indebtedness. The 2013 Notes are not entitled to mandatory redemption or sinking fund payments. We may redeem the 2013 Notes in whole or in part at

any time for cash at the make-whole redemption prices described in the 2013 Indenture. The 2013 Notes were guaranteed on an unsubordinated, unsecured basis by the same entities that guaranteed our then-outstanding credit agreement until November 21, 2014, at which time the 2013 Indenture was amended to remove all guarantors.

On September 2, 2014, we offered to exchange our private placement senior notes for public bonds (the "Exchange Offer"). The Exchange Offer expired on October 1, 2014, at which time substantially all of the private placement notes had been exchanged for bonds registered with the Securities and Exchange Commission. As a result of the changes in the guarantor structure noted above, we are no longer required to present guarantor financial statements.

Other Financing

We have overdraft facilities available that we use to support our cash management operations. We report any balances outstanding in the above table under "Other financing". There were no borrowings outstanding under the facilities as of December 31, 2022 and December 31, 2021.

We have financing leases that are reported in the above table under "Other financing" (refer to [Note 8](#)).

Future Maturities

The annual future maturities of our short-term and long-term debt, including capitalized leases and excluding deferred financing fees, are as follows (in millions):

Payment Due	Amount
2023	\$ 36.2
2024	739.5
2025	39.5
2026	739.5
2027	411.3
Thereafter	2,187.3

14. CREDITORS

Creditors consisted of the following (in millions):

Creditors	December 31, 2022	December 31, 2021
Amounts falling due within one year		
Accounts payable	\$ 537.2	\$ 411.2
Accrued payroll	122.3	102.6
Accrued payroll taxes	14.0	15.9
Accrued income taxes	14.4	16.5
Accrued customer programs	139.1	125.6
Accrued value added tax	25.9	12.2
Deferred income	7.1	1.2
Accrued liabilities	130.2	161.6
	<u>990.2</u>	<u>846.8</u>
Amounts falling due after one year		
Accrued income taxes	262.9	298.0
Other long term liabilities	360.1	232.1
	<u>623.0</u>	<u>530.1</u>
Total creditors	<u>\$ 1,613.2</u>	<u>\$ 1,376.9</u>

All of the amounts disclosed under Amounts falling due within one year are interest free. Amounts falling due after one year include a long-term contract amounting to \$4.0m with a maturity date in 2030 with regular interest settlement throughout the life of the contract.

15. RETIREMENT BENEFIT PLANS

Defined Contribution Plans

We have a qualified profit-sharing and investment plan under Section 401(k) of the IRS, which covers substantially all U.S. employees. Our contributions to the plan include an annual nondiscretionary contribution of 3% of an employee's eligible compensation and a discretionary contribution at the option of the Board of Directors. Additionally, we match a portion of employees' contributions.

We also have a defined contribution plan that covers our Ireland employees. We contribute up to 18% of each participating employee's annual eligible salary on a monthly basis.

We assumed a number of defined contribution plans associated with the Omega acquisition and we pay contributions to the pension insurance plans.

Our contributions to all of the plans were as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 29.8	\$ 28.0

Pension and Post-Retirement Healthcare Benefit Plans

We have a number of defined benefit plans for employees based in Europe. These plans are managed externally and the related pension costs and liabilities are assessed at least annually in accordance with the advice of a qualified professional actuary. We used a December 31, 2022 measurement date and all plan assets and liabilities are reported as of that date.

We provide certain healthcare benefits to eligible U.S. employees and their dependents who meet certain age and service requirements when they retire. Generally, benefits are provided to eligible retirees after age 65 and to their

dependents. Increases in our contribution for benefits are limited to increases in the Consumer Price Index. Additional healthcare cost increases are paid through participant contributions. We accrue the expected costs of such benefits during a portion of the employees' years of service. The plan is not funded. Under current plan provisions, the plan is not eligible for any U.S. federal subsidy related to the Medicare Modernization Act of 2003 Part D Subsidy.

The change in the projected benefit obligation and plan assets consisted of the following (in millions):

	Pension Benefits		Other Benefits	
	Year Ended		Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Projected benefit obligation at beginning of period	\$ 202.6	\$ 214.3	\$ 3.0	\$ 3.5
Net acquisitions/(disposals)	(1.3)	—	—	—
Service costs	3.3	3.9	—	—
Interest cost	2.7	2.6	0.1	0.1
Actuarial loss (gain)	(64.7)	6.1	(1.0)	(0.5)
Contributions paid	0.3	0.3	—	—
Benefits paid	(1.5)	(2.0)	(0.1)	(0.1)
Settlements	(1.7)	(7.9)	—	—
Foreign currency translation	(12.2)	(14.7)	—	—
Projected benefit obligation at end of period	\$ 127.5	\$ 202.6	\$ 2.0	\$ 3.0
Fair value of plan assets at beginning of period	181.7	189.1	—	—
Disposals	(1.1)	—	—	—
Actual return on plan assets	(34.2)	12.6	—	—
Benefits paid	(1.5)	(2.0)	(0.1)	(0.1)
Settlements	(1.7)	(7.9)	—	—
Employer contributions	2.3	2.7	0.1	0.1
Contributions paid	0.3	0.3	—	—
Foreign currency translation	(11.2)	(13.1)	—	—
Fair value of plan assets at end of period	\$ 134.6	\$ 181.7	\$ —	\$ —
Funded/ (unfunded) status	\$ 7.1	\$ (20.9)	\$ (2.0)	\$ (3.0)
Presented as:				
Pension assets	\$ 32.4	\$ 21.2	\$ —	\$ —
Current assets held for sale	\$ —	\$ 0.4	\$ —	\$ —
Other long term liabilities	\$ (25.3)	\$ (39.1)	\$ (2.0)	\$ (3.0)
Current liabilities held for sale	\$ —	\$ (3.4)	\$ —	\$ —

The total accumulated benefit obligation for the defined benefit pension plans was \$121.7 million and \$194.9 million at December 31, 2022 and December 31, 2021 respectively.

The following information relates to pension plans with an accumulated benefit obligation in excess of plan assets (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Accumulated benefit obligation	\$ 62.4	\$ 104.7
Fair value of plan assets	\$ 42.9	\$ 70.0

The following information relates to pension plans with a projected benefit obligation in excess of plan assets (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Projected benefit obligation	\$ 68.2	\$ 112.5
Fair value of plan assets	\$ 42.9	\$ 70.0

The following unrecognized actual gain for the other benefits liability was included in OCI, net of tax (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 0.9	\$ 0.6

The unamortized net actuarial loss (gain) in AOCI net of tax for defined benefit pension and other benefits was as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ (7.1)	\$ 9.9

The estimated amount to be recognized from AOCI into net periodic cost during the next year is \$0.5 million.

At December 31, 2022, the total estimated future benefit payments to be paid by the plans for the next five years is approximately \$14.6 million for pension benefits and \$0.9 million for other benefits as follows (in millions):

Payment Due	Pension Benefits	Other Benefits
2023	\$ 2.2	\$ 0.1
2024	2.6	0.2
2025	2.8	0.2
2026	3.4	0.2
2027	3.6	0.2
Thereafter	27.4	0.8

The expected benefits to be paid are based on the same assumptions used to measure our benefit obligation at December 31, 2022, including the expected future employee service. We expect to contribute \$1.9 million to the defined benefit plans within the next year.

Net periodic pension cost consisted of the following (in millions):

	Pension Benefits		Other Benefits	
	Year Ended		Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Service cost	\$ 3.3	\$ 3.9	\$ —	\$ —
Interest cost	2.7	2.6	0.1	0.1
Expected return on assets	(4.9)	(5.5)	—	—
Settlement	0.1	1.1	—	—
Curtailment	—	—	—	—
Net actuarial loss/(gain)	0.1	0.1	(0.6)	(1.4)
Net periodic pension cost/(gain)	\$ 1.3	\$ 2.2	\$ (0.5)	\$ (1.3)

The components of the net periodic pension cost, other than the service cost component, are included in the line item Other (income) expense, net in the Consolidated Profit and Loss Account.

The increase in the discount rate from 1.18% to 3.92% has decreased the liability. This increase of 2.74% versus the discount rate used at December 31, 2021 is primarily attributable to the increase in bond yields across the Euro zone.

The weighted-average assumptions used to determine net periodic pension cost and benefit obligation were:

	Pension Benefits		Other Benefits	
	Year Ended		Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Discount rate	3.92 %	1.18 %	5.19 %	2.14 %
Inflation	2.31 %	2.10 %		
Expected return on assets	2.84 %	1.55 %		
Interest crediting rates	0.74 %	0.34 %		

The discount rate is based on market yields at the valuation date and chosen with reference to the yields available on high quality corporate bonds, with regards to the duration of the plan's liabilities.

As of December 31, 2022, the expected weighted-average long-term rate of return on assets of 2.8% was calculated based on the assumptions of the following returns for each asset class:

Equities	6.4 %
Bonds	3.3 %
Absolute return fund	4.1 %
Insurance contracts	1.6 %
Other	4.0 %

The investment mix of the pension plans' assets is a blended asset allocation, with a diversified portfolio of shares listed and traded on recognized exchanges.

Certain of our plans have target asset allocation ranges. As of December 31, 2022, these ranges were as follows:

Equities	20%-30%
Bonds	40%-50%
Absolute return	10%-20%

Other plans do not have target asset allocation ranges, for such plans, the strategy is to invest mainly in Insurance Contracts.

The purpose of the pension funds is to provide a flow of income for members in retirement. A flow of income delivered through fixed interest bonds provides a costly but close match to this objective. Equities are held within the portfolio as a means of reducing this cost, but holding equities creates a strategic risk because they give a very different pattern of return. Property investments are held to help diversify the portfolio. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies, and investment portfolio reviews.

The following table sets forth the fair value of the pension plan assets (in millions):

	Year Ended							
	December 31, 2022				December 31, 2021			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Equities	\$ —	\$ 35.6	\$ —	\$ 35.6	\$ 0.1	\$ 41.2	\$ —	\$ 41.3
Bonds	—	22.7	—	22.7	1.0	42.5	—	43.5
Insurance contracts	—	—	46.2	46.2	—	—	63.3	63.3
Absolute return fund	—	23.3	—	23.3	—	23.7	—	23.7
Other	—	6.8	—	6.8	—	9.9	—	9.9
Total	\$ —	\$ 88.4	\$ 46.2	\$ 134.6	\$ 1.1	\$ 117.3	\$ 63.3	\$ 181.7

The following table sets forth a summary of the changes in the fair value of the Level 3 pension plan assets, which were measured at fair value on a recurring basis (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Assets at beginning of year	\$ 63.3	\$ 64.2
Actual return on plan assets	(15.8)	1.9
Purchases, sales and settlements, net	1.5	1.1
Foreign exchange	(2.8)	(3.9)
Assets at end of year	\$ 46.2	\$ 63.3

The fair value of the insurance contracts is an estimate of the amount that would be received in an orderly sale to a market participant at the measurement date. The amount the plan would receive from the contract holder if the contracts were terminated is the primary input and is unobservable. The insurance contracts are therefore classified as Level 3 investments.

Deferred Compensation Plans

We have non-qualified plans related to deferred compensation and executive retention that allow certain employees and directors to defer compensation subject to specific requirements. Although the plans are not formally funded, we own insurance policies that had a cash surrender value of \$35.4 million and \$38.4 million at December 31, 2022 and December 31, 2021, respectively, that are intended as a long-term funding source for these plans. The assets, which are recorded in Other non-current assets, are not a committed funding source and may, under certain circumstances, be subject to claims from creditors. The deferred compensation liability of \$29.2 million and \$31.6 million at December 31, 2022 and December 31, 2021, respectively, was recorded in Other non-current liabilities.

16. EARNINGS PER SHARE AND SHAREHOLDER'S EQUITY

Earnings per Share

A reconciliation of the numerators and denominators used in our basic and diluted earnings per share ("EPS") calculation is as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Numerator:		
Income (loss) from continuing operations	\$ (130.9)	\$ (130.9)
Income (loss) from discontinued operations, net of tax	\$ (9.7)	\$ 62.0
Net income (loss)	\$ (140.6)	\$ (68.9)
Denominator:		
Weighted average shares outstanding for basic EPS	134.5	133.6
Dilutive effect of share-based awards*	—	—
Weighted average shares outstanding for diluted EPS	134.5	133.6

*In the period of a loss from continuing operations, diluted shares equal basic shares

Shareholders' Equity

Our common stock consists of ordinary shares of Perrigo Company plc, a public limited company incorporated under the laws of Ireland.

Our common equity has traded on the New York Stock Exchange under the symbol PRGO since June 6, 2013. Prior to that, our common equity traded on the Nasdaq Global Select Market under the same symbol. Our common equity was also traded on the Tel Aviv Stock Exchange ("TASE") under the same symbol between March 16, 2005 and February 23, 2022, when we voluntarily delisted from trading in connection with the Rx business divestiture.

Dividends

We paid dividends as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Dividends paid (in millions)	\$ 142.4	\$ 129.6
Dividends paid (per share)	\$ 1.04	\$ 0.96

The declaration and payment of dividends and the amount paid, if any, are subject to the discretion of the Board of Directors and depend on our earnings, financial condition, availability of distributable reserves, capital and surplus requirements and other factors the Board of Directors may consider relevant.

Share Repurchases

In October 2018, our Board of Directors authorized up to \$1.0 billion of share repurchases with no expiration date, subject to the Board of Directors' approval of the pricing parameters and amount that may be repurchased under each specific share repurchase program (the "2018 Authorization"). We did not purchase any shares during the years ended December 31, 2022 and December 31, 2021. During the year ended December 31, 2020, we repurchased 3.4 million ordinary shares at an average purchase price of \$48.28 per share for a total of \$164.2 million under the 2018 Authorization. As of December 31, 2022 the approximate value of shares available for purchase under the 2018 Authorization was \$835.8 million.

17. SHARE-BASED COMPENSATION PLANS

All share-based compensation for employees and directors is granted under the 2019 Long-Term Incentive Plan, as amended (the "Plan"), which has been approved by our shareholders. The purpose of the Plan is to attract and retain individuals of exceptional talent and encourage these individuals to acquire a vested interest in our success and prosperity. The awards that may be granted under this program include non-qualified stock options, stock appreciation rights, restricted stock and restricted share units. Restricted shares are generally service-based, requiring a certain length of service before vesting occurs, while restricted share units can be either service-based or performance-based. Performance-based restricted share units also require a certain length of service until vesting, but contain an additional performance feature, which can vary the amount of shares ultimately paid out based on certain performance criteria specified in the Plan or award Performance share units that are based on relative total shareholder return are subject to a market condition. Awards granted under the Plan vest and may be exercised and/or sold from one year to ten years after the date of grant based on a vesting schedule. As of December 31, 2022, there were 6.2 million shares available to be granted.

Share-based compensation expense was as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 54.9	\$ 57.0

As of December 31, 2022, unrecognized share-based compensation expense was \$50.9 million, and the weighted-average period over which the expense is expected to be recognized was approximately 1.4 years. Proceeds from the exercise of stock options are credited to ordinary shares.

Stock Options

A summary of activity related to stock options is presented below (options in thousands):

	Number of Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Term in Years	Aggregate Intrinsic Value
Options outstanding at December 31, 2020	1,344	\$ 93.61	5.2	\$ —
Forfeited or expired	(96)	\$ 91.10		
Options outstanding at December 31, 2021	1,248	\$ 93.80	4.4	\$ —
Forfeited or expired	(117)	\$ 102.86		
Options outstanding December 31, 2022	1,131	\$ 92.87	3.7	\$ —
Options exercisable	1,131	\$ 92.87	3.7	\$ —
Options expected to vest	—	\$ —	0.0	\$ —

The aggregate intrinsic value for options exercised and the weighted-average fair value per share at the grant date for options granted was zero for the years ended December 31, 2022 and December 31, 2021.

Non-Vested Service-Based Restricted Share Units

A summary of activity related to non-vested service-based restricted share units is presented below (units in thousands):

	Number of Non-vested Service- Based Share Units	Weighted- Average Grant Date Fair Value Per Share	Weighted- Average Remaining Term in Years	Aggregate Intrinsic Value
Non-vested service-based share units outstanding at December 31, 2020	1,620	\$ 55.82	1.0	\$ 72.5
Granted	1,197	\$ 41.36		
Vested	(782)	\$ 60.43		
Forfeited	(101)	\$ 46.32		
Non-vested service-based share units outstanding at December 31, 2021	1,934	\$ 45.52	0.8	\$ 75.2
Granted	1,305	\$ 36.53		
Vested	(1,070)	\$ 46.19		
Forfeited	(128)	\$ 41.12		
Non-vested service-based share units outstanding at December 31, 2022	2,041	\$ 39.69	0.9	\$ 69.6

The weighted-average fair value per share at the date of grant for service-based restricted share units granted was as follows:

Year Ended	
December 31, 2022	December 31, 2021
\$ 36.53	\$ 41.36

The total fair value of service-based restricted share units that vested was as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 49.4	\$ 47.2

Non-Vested Performance-Based Restricted Share Units

A summary of activity related to non-vested performance-based restricted share units is presented below (units in thousands):

	Number of Non-vested Performance- Based Share Units	Weighted- Average Grant Date Fair Value Per Share	Weighted- Average Remaining Term in Years	Aggregate Intrinsic Value
Non-vested performance-based share units outstanding at December 31, 2020	751	\$ 57.13	1.4	\$ 33.6
Granted	381	\$ 41.04		
Vested	(188)	\$ 75.58		
Forfeited	(26)	\$ 47.74		
Non-vested performance-based share units outstanding at December 31, 2021	918	\$ 47.10	1.2	\$ 35.7
Granted	473	\$ 36.48		
Vested	(300)	\$ 47.59		
Forfeited	(22)	\$ 43.93		
Non-vested performance-based share units outstanding at December 31, 2022	1,069	\$ 42.28	1.4	\$ 36.4

The weighted-average fair value of performance-based restricted share units can fluctuate depending upon the success or failure of the achievement of performance criteria as set forth in the Plan. The weighted-average fair value per share at the date of grant for performance-based restricted share units granted was as follows:

Year Ended	
December 31, 2022	December 31, 2021
\$ 36.48	\$ 41.04

The total fair value of performance-based restricted share units that vested was as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ 14.3	\$ 14.2

Non-vested Relative Total Shareholder Return Performance Share Units

The fair value of the RTSR performance share units is determined using the Monte Carlo pricing model as the number of shares to be awarded is subject to a market condition. The valuation model considers a range of possible outcomes, and compensation cost is recognized regardless of whether the market condition is actually satisfied.

The assumptions used in estimating the fair value of the RTSR performance share units granted during each year were as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Dividend yield	2.9 %	2.3 %
Volatility, as a percent	37.3 %	44.0 %
Risk-free interest rate	1.7 %	0.3 %
Expected life in years	2.8	2.8

A summary of activity related to non-vested RTSR performance share units is presented below (units in thousands):

	Number of Non-vested RTSR Performance Share Units	Weighted- Average Grant Date Fair Value Per Share	Weighted- Average Remaining Term in Years*	Aggregate Intrinsic Value
Non-vested RTSR performance share units outstanding at December 31, 2020	176	\$ 65.04	1.5	\$ 7.9
Granted	69	\$ 41.20		
Vested	(9)	\$ 52.52		
Non-vested RTSR performance share units outstanding at December 31, 2021	236	\$ 53.85	1.2	\$ 9.2
Granted	54	\$ 40.80		
Vested	—	\$ —		
Non-vested RTSR performance share units outstanding at December 31, 2022	290	\$ 47.36	1.4	\$ 9.9

* Midpoint used in calculation.

The weighted-average fair value per share at the date of grant for RTSR performance share units granted was as follows:

Year Ended	
December 31, 2022	December 31, 2021
\$ 40.80	\$ 41.20

The total fair value of RTSR performance share units that vested was as follows (in millions):

Year Ended	
December 31, 2022	December 31, 2021
\$ —	\$ 0.5

18. OTHER RESERVES

Changes in our Other Reserves balances, net of tax, were as follows (in millions):

	Fair Value of Derivative Financial Instruments, net of tax	Foreign Currency Translation Adjustments ⁽¹⁾	Post- Employment Plan Adjustments, net of tax ⁽¹⁾	Other	Total Other Reserves
Balance at December 31, 2020	\$ (0.7)	\$ 407.3	\$ (11.6)	\$ 288.3	\$ 683.3
OCI before reclassifications	(24.9)	(339.9)	7.4	—	(357.4)
Amounts reclassified from OCI	3.6	—	(5.7)	—	(2.1)
Other comprehensive income (loss)	(21.3)	(339.9)	1.7	—	(359.5)
Other equity-based compensation	—	—	—	67.8	67.8
Shares withheld for payment of taxes	—	—	—	(13.2)	(13.2)
Balance at December 31, 2021	(22.0)	67.4	(9.9)	342.9	378.4
OCI before reclassifications	47.8	(82.4)	22.3	—	(12.3)
Amounts reclassified from OCI	(1.3)	(43.6)	(5.3)	—	(50.2)
Other comprehensive income (loss)	46.5	(126.0)	17.0	—	(62.5)
Other equity-based compensation	\$ —	\$ —	\$ —	\$ 54.9	\$ 54.9
Shares withheld for payment of taxes	—	—	—	(19.0)	(19.0)
Balance at December 31, 2022	\$ 24.5	\$ (58.6)	\$ 7.1	\$ 378.8	\$ 351.8

(1) Amounts reclassified from Other Reserves relate to the divestiture of the Latin American businesses and Rosemont Pharmaceuticals. Refer to [Note 3](#) for more information

19. INCOME TAXES

Pre-tax income (loss) and the (benefit) provision for income taxes from continuing operations are summarized as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Pre-tax income (loss):		
Ireland	\$ (212.8)	\$ 341.9
United States	(38.2)	(35.3)
Other foreign	111.9	(47.9)
Total pre-tax income (loss)	(139.1)	258.7
Current provision (benefit) for income taxes:		
Ireland	2.8	303.6
United States	(7.8)	14.9
Other foreign	30.8	81.3
Subtotal	25.8	399.8
Deferred provision (benefit) for income taxes:		
Ireland	0.7	0.4
United States	(8.6)	3.3
Other foreign	(26.1)	(13.9)
Subtotal	(34.0)	(10.2)
Total provision for income taxes	\$ (8.2)	\$ 389.6

A reconciliation of the provision based on the Irish statutory income tax rate to our effective income tax rate is as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Provision at statutory rate	12.5 %	12.5 %
Foreign rate differential	25.9	1.5
State income taxes, net of federal benefit	(0.3)	0.2
Provision to return	(0.5)	0.4
Tax credits	18.6	(19.6)
Change in tax law	0.7	1.5
Change in valuation allowance	(7.6)	17.1
Change in unrecognized taxes	4.4	116.5
Permanent differences	(42.3)	1.6
Legal entity restructuring	(4.6)	18.6
Taxes on unremitted earnings	(0.8)	0.2
Other	(0.1)	0.1
Effective income tax rate	5.9 %	150.6 %

Deferred income taxes arise from temporary differences between the financial reporting and the tax reporting basis of assets and liabilities and operating loss and tax credit carryforwards for tax purposes. The components of our net deferred income tax asset (liability) are presented on a total company basis as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Deferred income tax asset (liability):		
Depreciation and amortization	\$ (511.5)	\$ (320.5)
Right of use assets	(52.6)	(42.5)
Unremitted earnings	(3.8)	19.6
Inventory basis differences	28.7	29.4
Accrued liabilities	26.5	38.3
Lease obligations	52.3	43.2
Share-based compensation	21.4	27.5
Federal benefit of unrecognized tax positions	18.7	21.7
Loss and credit carryforwards	360.8	341.7
R&D credit carryforwards	32.2	39.4
Capitalized R&D costs	17.5	—
Interest carryforwards	13.5	6.9
Other, net	29.7	13.2
Subtotal	\$ 33.4	\$ 217.9
Valuation allowance ⁽¹⁾	(394.5)	(450.7)
Net deferred income tax liability	\$ (361.1)	\$ (232.8)

(1) The movement in the valuation allowance balance differs from the amount in the effective tax rate reconciliation due to adjustments affecting balance sheet only items and foreign currency.

The above amounts are classified on the Consolidated Balance Sheets as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Assets	\$ 7.1	\$ 6.5
Liabilities	(368.2)	(239.3)
Net deferred income tax liability	\$ (361.1)	(232.8)

The change in valuation allowance reducing deferred taxes was (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Balance at beginning of period	\$ 450.7	\$ 414.8
Change in assessment ⁽¹⁾	(14.8)	39.1
Current year operations, foreign currency and other	(41.4)	(3.2)
Balance at end of period	<u>\$ 394.5</u>	<u>\$ 450.7</u>

(1) Includes reductions of \$16.0 million in 2022 related primarily to projected utilization of capital losses, additions of \$40.0 million related primarily to our Latin American businesses in 2021.

We have U.S. state credit carryforwards and U.S. R&D credit carryforwards of \$35.7 million as well as U.S. federal and state net operating loss carryforwards and non-U.S. net operating loss carryforwards of \$334.9 million, which will expire at various times through 2042. The remaining U.S. and non-US credit carryforwards of \$9.0 million, U.S. federal and non-US loss carryforwards of \$1.3 billion, and U.S. interest carryforwards of \$58.4 million have no expiration.

For the year ended December 31, 2022 we recorded a net decrease in valuation allowances of \$56.2 million, comprised primarily of a decrease in valuation allowance on deferred tax assets related to our Latin American businesses which were sold in 2022. For the year ended December 31, 2021 we recorded a net increase in valuation allowances of \$35.9 million, comprised primarily of an increase of valuation allowance for deferred tax assets related to our Latin American businesses include as held for sale. Valuation allowances are determined based on management's assessment of its deferred tax assets that are more likely than not to be realized.

We recorded a valuation allowance against all U.S. deferred tax assets as of December 31, 2016 and continued to maintain this valuation allowance through December 31, 2019. For the year ended December 31, 2020, based on current and anticipated future earnings, we released a portion of the valuation allowance against our U.S. deferred tax assets. The release resulted in the recognition of \$51.5 million of U.S. deferred tax assets. The ending deferred tax liability with respect to undistributed earnings of certain foreign subsidiaries is \$3.8 million as of December 31, 2022.

As of December 31, 2022, the Company considered approximately \$3.3 million of unremitted earnings of our foreign subsidiaries as indefinitely reinvested. The unrecognized deferred tax liability related to these earnings is estimated at approximately \$0.4 million. However, this estimate could change based on the manner in which the outside basis differences associated with these earnings reverse.

The Company operates in multiple jurisdictions with complex tax policy and regulatory environments and establishes reserves for uncertain tax positions in accordance with the accounting guidance governing uncertainty in income taxes. Uncertainty in a tax position may arise because tax laws are subject to interpretation. The following table is presented on a total company basis and summarizes the activity related to the liability recorded for uncertain tax positions, excluding interest and penalties (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
Balance at beginning of period	\$ 347.2	\$ 396.0
Additions:		
Positions related to the current year	9.2	11.4
Positions related to prior years	13.4	339.0
Reductions:		
Settlements with taxing authorities	(20.2)	(344.1)
Lapse of statutes of limitation	—	(11.9)
Decrease in prior year positions	(17.1)	(41.9)
Cumulative translation adjustment	(0.9)	(1.3)
Balance at end of period	<u>\$ 331.6</u>	<u>\$ 347.2</u>

We recognize interest and penalties related to uncertain tax positions as a component of income tax expense. The total amount accrued for interest and penalties in the liability for uncertain tax positions was \$85.8 million, and \$105.1 million, as of December 31, 2022, and December 31, 2021, respectively.

If recognized, of the total liability for uncertain tax positions, \$217.0 million, and \$240.1 million, as of December 31, 2022, and December 31, 2021, respectively, would impact the effective tax rate in future periods.

Our major income tax jurisdictions are Ireland, the U.S., Belgium, France, Germany and the United Kingdom. We are routinely audited by the tax authorities in our major jurisdictions. We have substantially concluded all Ireland income tax matters through the year ended December 31, 2017 and all U.S. federal income tax matters through the year ended June 28, 2008. All significant matters in our remaining major tax jurisdictions have been concluded for tax years through 2016.

Based on the final resolution of tax examinations, judicial or administrative proceedings, changes in facts or law, expirations of statute of limitations in specific jurisdictions or other resolutions of, or changes in, tax positions - one or more of which may occur within the next twelve months - it is reasonably possible that unrecognized tax benefits for certain tax positions taken on previously filed tax returns may change materially from those recorded as of December 31, 2022. However, we are not able to estimate a reasonably possible range of how these events may impact our unrecognized tax benefits in the next twelve months.

Internal Revenue Service Audits of Perrigo Company, a U.S. Subsidiary

Perrigo Company, our U.S. subsidiary ("Perrigo U.S."), is engaged in a series of tax disputes in the U.S. relating primarily to transfer pricing adjustments including income in connection with the purchase, distribution, and sale of store-brand OTC pharmaceutical products in the United States, including the heartburn medication omeprazole. On August 27, 2014, we received a statutory notice of deficiency from the IRS relating to our fiscal tax years ended June 27, 2009, and June 26, 2010 (the "2009 tax year" and "2010 tax year", respectively). On April 20, 2017, we received a statutory notice of deficiency from the IRS for the years ended June 25, 2011 and June 30, 2012 (the "2011 tax year" and "2012 tax year", respectively). Specifically, both statutory notices proposed adjustments related to the offshore reporting of profits on sales of omeprazole in the United States resulting from the assignment of an omeprazole distribution contract to an Israeli affiliate. In addition to the transfer pricing adjustments, which applied to all four tax years, the statutory notice of deficiency for the 2011 and 2012 tax years included adjustments requiring the capitalization and amortization of certain legal expenses that were deducted when paid or incurred in defending against certain patent infringement lawsuits related to Abbreviated New Drug Applications ("ANDAs") filed with a Paragraph IV Certification.

We do not agree with the audit adjustments proposed by the IRS in either of the notices of deficiency. We paid the assessed amounts of tax, interest, and penalties set forth in the statutory notices and timely filed claims for refund on June 11, 2015 for the 2009 and 2010 tax years, and on June 7, 2017, for the 2011 and 2012 tax years. On August 15, 2017, following disallowance of such refund claims, we timely filed a complaint in the United States District Court for the Western District of Michigan seeking refunds of tax, interest, and penalties of \$27.5 million for the 2009 tax year, \$41.8 million for the 2010 tax year, \$40.1 million for the 2011 tax year, and \$24.7 million for the 2012 tax year, for a total of \$134.1 million, plus statutory overpayment interest thereon from the dates of payment. The amounts sought in the complaint for the 2009 and 2010 tax years were recorded as deferred charges in Other non-current assets on our balance sheet during the three months ended March 28, 2015, and the amounts sought in the complaint for the 2011 and 2012 tax years were recorded as deferred charges in Other non-current assets on our balance sheet during the three months ended July 1, 2017.

A bench trial was held during the period May 25, 2021 to June 7, 2021 for the refund case in the United States District Court for the Western District of Michigan. The total amount of cumulative deferred charge that we are seeking to receive in this litigation is approximately \$111.6 million, which reflects the impact of conceding that Perrigo U.S. should have received a 5.24% royalty on all omeprazole sales. That concession was previously paid and is the subject of the above refund claims. The issues outlined in the statutory notices of deficiency described above are continuing in nature, and the IRS will likely carry forward the adjustments set forth therein as long as the drug is sold, in the case of the omeprazole issue, and for all post-2012 Paragraph IV filings that trigger patent infringement suits, in the case of the ANDA issue. Post-trial briefings were completed on September 24, 2021 and the case is now fully submitted for the court's decision. On April 30, 2021, we filed a Notice of New Authority in our refund case in the Western District of Michigan alerting the court to a United States Tax Court decision in *Mylan v. Comm'r* that ruled in favor of the taxpayer on nearly identical ANDA issues as we have before the court. On January 28, 2022, the IRS filed a Notice of Appeal with the United States Court of Appeals of the Third Circuit to appeal the United States Tax Court's decision in *Mylan v. Comm'r*. On August 22, 2022, the parties filed a Notice of New Authority in the refund case alerting the court to a United States Court of Federal Claims decision in *Actavis*

Laboratories v. United States that also ruled in favor of the taxpayer on the ANDA issues. The government appealed the Actavis Laboratories decision in December of 2022.

On January 13, 2021, the IRS issued a 30-day letter and Revenue Agent's Report ("RAR") with respect to its audit of our fiscal tax years ended June 29, 2013, June 28, 2014, and June 27, 2015. The IRS letter proposed, among other modifications, transfer pricing adjustments regarding our profits from the distribution of omeprazole in the aggregate amount of \$141.6 million and ANDA adjustments in the aggregate amount of \$21.9 million. The 30-day letter also set forth adjustments described in the next two paragraphs. We timely filed a protest to the 30-day letter for those additional adjustments but noting that due to the pending litigation described above, IRS Appeals would not consider the merits of the omeprazole or ANDA matters. We believe that we should prevail on the merits on both carryforward issues and have reserved for taxes and interest payable on the 5.24% deemed royalty on omeprazole through the tax year ended December 31, 2018. Beginning with the tax year ended December 31, 2019, we began reporting income commensurate with the 5.24% deemed royalty. We have not reserved for the ANDA-related issue described above. While we believe we should prevail on the merits of this case, the outcome remains uncertain. If our litigation position on the omeprazole issue is not sustained, the outcome for the 2009–2012 tax years could range from a reduction in the refund amount to denial of any refund. In addition, we expect that the outcome of the refund litigation could effectively bind future tax years. In that event, an adverse ruling on the omeprazole issue could have a material impact on subsequent periods, with additional tax liability in the range of \$24.0 million to \$112.0 million, not including interest and any applicable penalties.

The 30-day letter for the 2013-2015 tax years also proposed to reduce Perrigo U.S.'s deductible interest expense for the 2014 tax year and the 2015 tax year on \$7.5 billion in certain intercompany debts owed by it to Perrigo Company plc. The debts were incurred in connection with the Elan merger transaction in 2013. On May 7, 2020, the IRS issued a NOPA capping the interest rate on the debts for U.S. federal tax purposes at 130.0% of the Applicable Federal Rate ("AFR") (a blended rate reduction of approximately 4.0% per annum) on the stated ground that the loans were not negotiated on an arms-length basis. The NOPA proposes a reduction in gross interest expense of approximately \$414.7 million for tax years 2014 and 2015. On January 13, 2021, we received a RAR, together with the 30-day letter, requiring our filing of a written protest to request IRS Appeals consideration. The protest was timely filed with the IRS on February 26, 2021. On January 20, 2022, the IRS responded to our protest with its rebuttal in which it revised its position on this interest rate issue by reasserting that implicit parental support considerations are necessary to determine the arm's length interest rates and proposed revised interest rates that are higher than the interest rates proposed under its 130.0% of AFR assertion. The blended interest rate proposed by the IRS Rebuttal is 4.36%, an increase from the blended interest rate in the RAR of 2.57% but lower than the stated blended interest rate of the loans of 6.8%. We will pursue all available administrative and judicial remedies necessary to defend the deductibility of the interest expense on this indebtedness. If the IRS were to prevail in its revised proposed adjustment, we estimate an increase in tax expense of approximately \$72.9 million, excluding interest and penalties, for fiscal years ended June 28, 2014 through June 27, 2015. In addition, we expect the IRS to seek similar adjustments for the fiscal years ended December 31, 2015 through December 31, 2018 with potential section 163(j) carryover impacts beyond December 2018. If those further adjustments were sustained, based on preliminary calculations and subject to further analysis, our current best estimate is that the additional tax expense would not exceed \$58.5 million, excluding interest and penalties. No further adjustments beyond this period are expected. We strongly disagree with the IRS position and we will pursue all available administrative and judicial remedies necessary. We met with IRS Appeals in November of 2022 regarding the interest rate issue. An IRS Appeals conference is scheduled for the interest rate issue in March 2023 with both Appeals and the IRS exam team. At this stage we are unable to estimate additional liability, if any, associated with this matter.

In addition, the 30-day letter for the 2013-2015 tax years expanded on a NOPA issued on December 11, 2019 and proposed to disallow reductions to gross sales income on the sale of prescription products to wholesalers for accrued wholesale customer pipeline chargebacks where the prescription products were not re-sold by such wholesalers to covered retailers by the end of the tax year. The NOPA asserted that the reduction of gross sales income of such chargebacks is an impermissible method of accounting and proposed a change in accounting method that would defer the reduction in gross sales income until the year the prescription products were re-sold to covered retailers. The NOPA proposed an increase in sales revenue of approximately \$99.5 million for the 2013-2015 tax years. We filed a protest on February 26, 2021 to request IRS Appeals consideration. On January 20, 2022, the IRS responded to our protest with its rebuttal and reiterated the NOPA's position that the accrued chargebacks are not currently deductible in the tax year accrued because all events have not occurred to establish the fact of the liability in the year deducted. On December 28, 2022, we finalized an agreement with IRS Appeals providing for settlement of the NOPA not only for the 2013-2015 tax years but all of the remaining tax years through 2021, the last tax year with chargebacks due to the sale of the RX business in July 2021. We made a settlement payment of \$8.3 million which was fully covered by reserves for this issue.

On December 2, 2021, the IRS commenced an audit of our federal income tax returns for the tax years ended December 31, 2015, through December 31, 2019.

Internal Revenue Service Audit of Athena Neurosciences, LLC, a U.S. Subsidiary

On April 26, 2019, we received a revised NOPA from the IRS regarding transfer pricing positions related to the IRS audit of Athena Neurosciences, LLC ("Athena") for the years ended December 31, 2011, December 31, 2012, and December 31, 2013. The NOPA carries forward the IRS's theory from its 2017 draft NOPA that when Elan took over the future funding of Athena's in-process research and development after acquiring Athena in 1996, Elan should have paid a substantially higher royalty rate for the right to exploit Athena's intellectual property in various developmental products, including the Multiple Sclerosis drug Tysabri, rather than rates based on transfer pricing documentation prepared by Elan's external tax advisors. The NOPA proposes a payment of \$843.0 million, which represents additional tax based on imputing royalty income to Athena using a 24.7% royalty rate derived by the IRS and a 40.0% accuracy-related penalty. This amount excludes consideration of offsetting tax attributes and any potential interest that may be imposed. We strongly disagree with the IRS' position. On December 22, 2016, we also received a NOPA for these years denying the deductibility of settlement costs incurred in 2011 by Athena's parent company Elan Pharmaceuticals, Inc. ("EPI") related to illegal marketing of Zonegran by EPI's employees in the United States raised in a Qui Tam action under the U.S. False Claims Act. We strongly disagree with the IRS' position on this issue as well. Because we believe that any concession on these issues in Appeals would be contrary to our evaluation of the issues and to avoid double taxation of the same income in the United States and Ireland, we pursued our remedies under the Mutual Agreement Procedure ("MAP") of the U.S. - Ireland Income Tax Treaty to alleviate double taxation. On April 21 and 23, 2020, we filed requests for Competent Authority Assistance with the IRS and Irish Revenue on the Tysabri royalty issue, and those MAP applications were accepted. On October 20, 2020, we amended our requests for Competent Authority Assistance to include the Zonegran issue and these supplemental requests were also accepted. On May 6, 2021, we had our opening conference with the IRS. A follow-up conference was held with the IRS on December 13, 2021 and we discussed our submission, which continues to be reviewed by the IRS. Our opening conference with Irish Revenue was held on July 23, 2021 and we discussed our submission, which continues to be reviewed by Irish Revenue. The U.S. and Irish Competent Authorities will seek to achieve a resolution that avoids double taxation on both the Tysabri royalty and Zonegran issues.

No payment of the additional amounts is required until these two matters are resolved with finality under the treaty, or any additional administrative or judicial process if treaty negotiations are unsuccessful.

Irish Revenue Audit of Fiscal Years Ended December 31, 2012 and December 31, 2013

On November 29, 2018, Irish Revenue issued a Notice of Amended Assessment ("NoA") for the tax year ended December 31, 2013, related to the tax treatment of 2013 sale of the *Tysabri*[®] intellectual property and related assets to Biogen Idec by Elan Pharma. On September 29, 2021, Elan reached an agreement with Irish Revenue providing for full and final settlement of the NoA on the following terms: (i) on a 'without prejudice basis' and, for purposes of the settlement, an alternative basis of taxation was applied, (ii) Irish Revenue to take no further action in relation to the NoA or any *Tysabri*[®] related income or transactions, (iii) no interest or penalties applied, (iv) a total tax of €297.0 million charged as full and final settlement of all liabilities arising from the sale of the *Tysabri*[®] patents for the fiscal years 2013 to 2021, and (v) after Irish Revenue credited taxes already paid and certain unused research and development ("R&D") credits against the €297.0 million charged settlement amount, the total cash payment of €266.1 million, \$307.5 million as of the date of payment, was made on October 5, 2021. We recorded the payment as a component of income tax expense on the Consolidated Profit and Loss Account in the third quarter of 2021.

Israel Tax Authority Audit of Fiscal Year Ended June 27, 2015 and Calendar Years Ended December 31, 2015 through December 31, 2019

On December 29, 2020, we received a Stage A assessment from the Israeli Tax Authority ("ITA") for the tax years ended December 31, 2015 through December 31, 2017 relating to attribution of intangible income to Israel, income qualifying for a lower preferential rate of tax, exemption from capital gains tax, and deduction of certain settlement payments. Through negotiations with the ITA, we resolved the audit in 2021 by agreeing to add tax years ended December 31, 2018 and December 31, 2019 to the audit. Further, the agreement with the ITA required us to pay \$19.0 million, after offset of refunds of \$17.2 million, for the five taxable years. In addition, we paid \$12.5 million to resolve a tax liability indemnity for the tax year ended December 31, 2017 relating to Perrigo API Ltd, which we

disposed of in December 2017. As a result of the settlement with the ITA, we reduced our liability recorded for uncertain tax positions by \$38.3 million including interest in 2021.

Recent Tax Law Changes

On March 27, 2020, the U.S. enacted the CARES Act. The CARES Act allowed for an increased interest expense limitation and depreciation deductions resulting in a reduction of income tax expense of approximately \$36.6 million for tax years 2019 and 2020. Additionally, Treasury and the IRS issued Proposed and Final Regulations in 2020 regarding interest expense limitations under Section 163(j). These regulations adjusted the definition of interest expense and items allowable in adjusted taxable income to calculate the annual interest deduction limitation. We applied the updated regulations resulting in a reduction of income tax expense of approximately \$8.9 million during 2020.

On December 28, 2021, the U.S. Treasury and the IRS released final foreign tax credit regulations addressing various aspects of the foreign tax credit regime. The regulations were, generally, effective on March 7, 2022. We evaluated the regulations and concluded that they do not result in any material changes to our income tax reporting for the year ended December 31, 2022 or for any prior periods. We will continue to evaluate the effects of these final foreign tax credit regulations on future accounting periods.

On August 16, 2022, the U.S. enacted the Inflation Reduction Act of 2022 ("IR Act"), which, among other changes, introduces a 15% minimum tax based on adjusted financial statement income of certain large corporations with a three-year average adjusted financial statement income in excess of \$1 billion, an excise tax on certain corporate stock buybacks, and several tax incentives to promote clean energy. We evaluated the IR Act and concluded it does not result in any material changes to our income tax reporting for the year ended December 31, 2022. We will continue to evaluate the effects of the IR Act on future accounting periods.

The Organization for Economic Co-operation and Development ("OECD"), which represents a coalition of member countries, has recommended changes to numerous long-standing tax principles. Changes include imposing a global minimum corporation tax of 15% and introducing new filing obligations. These changes are being adopted and implemented by many of the countries in which we do business and may increase our tax expense. Specifically, in December 2022, the EU adopted a Directive issued by the European Commission requiring EU members to implement the OECD's global minimum tax rules effective January 1, 2024.

20. OTHER PROVISIONS AND COMMITMENTS AND CONTINGENCIES

	Legal liabilities	Restructuring	Total
Balance at December 31, 2020	\$ 0.8	\$ 9.1	\$ 9.9
Provisions, net	96.7	16.9	113.6
Utilization	—	(19.1)	(19.1)
Balance at December 31, 2021	97.5	6.9	104.4
Provisions, net	2.1	42.5	44.6
Utilization	(32.2)	(29.6)	(61.8)
Balance at December 31, 2022	\$ 67.4	\$ 19.8	\$ 87.2

At December 31, 2022, we had non-cancelable purchase obligations totaling \$407.9 million consisting of contractual commitments to purchase materials and services to support operations. The majority of the obligations are expected to be paid within one year.

In view of the inherent difficulties of predicting the outcome of various types of legal proceedings, we cannot determine the ultimate resolution of the matters described below. We establish reserves for litigation and regulatory matters when losses associated with the claims become probable and the amounts can be reasonably estimated. The actual costs of resolving legal matters may be substantially higher or lower than the amounts reserved for those matters. For matters where the likelihood or extent of a loss is not probable or cannot be reasonably estimated as of December 31, 2022, we have not recorded a loss reserve. If certain of these matters are determined against us, there could be a material adverse effect on our financial condition, results of operations, or cash flows. We currently believe we have valid defenses to the claims in these lawsuits and intend to defend these lawsuits vigorously regardless of whether or not we have a loss reserve. Other than what is disclosed below, we do not expect the outcome of the litigation matters to which we are currently subject to, individually or in the aggregate, have a material adverse effect on our financial condition, results of operations, or cash flows.

Price-Fixing Lawsuits

Beginning in 2013, the Company, along with other manufacturers, has been named as a defendant in lawsuits in the United States and Canada generally alleging anticompetitive conduct with respect to the sale generic drugs by the Company's former Rx business. The complaints – which have been filed by putative classes of direct purchasers, end payors, and indirect resellers, as well as individual direct and indirect purchasers and certain cities and counties – allege a conspiracy to fix, maintain, stabilize, and/or raise prices, rig bids, and allocate markets or customers for various generic drugs in violation of federal and state antitrust and consumer protection laws. While most of the complaints involve alleged single-drug conspiracy, the three putative classes have each filed an over-arching conspiracy complaint alleging that Perrigo and other manufacturers (and some individuals) entered into an "overarching conspiracy" that involved allocating customers, rigging bids and raising, maintaining, and fixing prices for various products. The vast majority of the lawsuits described in this paragraph have been consolidated in the generic pricing multidistrict litigation ("MDL") MDL No. 2724 (United States District Court for Eastern District of Pennsylvania).

The Court has ordered that the following cases involving Perrigo will proceed on a more expedited basis (as a bellwether) than the other cases in MDL No. 2724: (i) class actions alleging "single drug" conspiracies involving Clobetasol; and (ii) the State Attorney General Complaint (described below). The bellwether cases are proceeding in discovery, which must be completed by June 1, 2023 under the schedule set by the Court, and motions for summary judgment will be due on March 13, 2024. No trial dates have been set for any of the bellwether cases, or any of the other cases in the MDL.

State Attorney General Complaint

On June 10, 2020, the Connecticut Attorney General's office filed a lawsuit on behalf of Connecticut and 50 other states and territories against Perrigo, 35 other generic pharmaceutical manufacturers, and certain individuals (including two former Perrigo employees), alleging an overarching conspiracy to allocate customers and/or fix, raise

or stabilize prices of eighty products. This case is included among the “bellwether cases” designated to move the expedited schedule described above. Like the other cases in the MDL, no trial date has been set for this case.

Canadian Class Action Complaint

In June 2020, an end payor filed a class action in Ontario, Canada against Perrigo and 29 other manufacturers alleging an overarching conspiracy to allocate customers and/or fix, raise or stabilize prices of dozens of products, most of which Perrigo neither makes nor sells. The product conspiracies allegedly involving Perrigo focus on several of the same products as those involved in other MDL complaints naming Perrigo: Clobetasol, Desonide, Econazole, and Nystatin. In December 2020, Plaintiffs amended their complaint to add additional claims based on the State AG complaint of June 2020.

At this stage, we cannot reasonably estimate the outcome of the liability if any, associated with the claims listed above.

Securities Litigation

In the United States (cases related to events in 2015-2017)

Beginning in May 2016, purported class action complaints were filed against the Company and our former CEO, Joseph Papa, in the U.S. District Court for the District of New Jersey (*Roofers’ Pension Fund v. Papa, et al.*) purporting to represent a class of shareholders for the period from April 21, 2015 through May 11, 2016, inclusive. The original complaint alleged violations federal securities laws in connection with the actions taken by us and the former executive to defend against the unsolicited takeover bid by Mylan in the period from April 21, 2015 through November 13, 2015. The plaintiff also alleged that the defendants provided inadequate disclosure concerning alleged business developments during the alleged class period including integration problems related to the Omega acquisition.

The operative complaint is the first amended complaint filed on June 21, 2017, and named as defendants us and 11 current or former directors and officers of Perrigo (Mses. Judy Brown, Laurie Brlas, Jacquelyn Fouse, Ellen Hoffing, and Messrs. Joe Papa, Marc Coucke, Gary Cohen, Michael Jandernoa, Gerald Kunkle, Herman Morris, and Donal O’Connor). The amended complaint alleges violations of federal securities laws arising out of the actions taken by us and the former directors and executives to defend against the unsolicited takeover bid by Mylan in the period from April 21, 2015 through November 13, 2015 and the allegedly inadequate disclosure throughout the entire class period related to the business developments during that period including purported integration problems related to the Omega acquisition, alleges incorrect reporting of organic growth at the Company and at Omega, alleges price fixing activities with respect to six generic prescription pharmaceuticals, and alleges improper accounting for the *Tysabri*® royalty stream. During 2017, the defendants filed motions to dismiss, which the plaintiffs opposed. On July 27, 2018, the court issued an opinion and order granting the defendants’ motions to dismiss in part and denying the motions to dismiss in part. The court dismissed without prejudice defendants Laurie Brlas, Jacquelyn Fouse, Ellen Hoffing, Gary Cohen, Michael Jandernoa, Gerald Kunkle, Herman Morris, Donal O’Connor, and Marc Coucke. The court also dismissed without prejudice claims arising from the *Tysabri*® accounting issue described above and claims alleging incorrect disclosure of organic growth described above. The defendants who were not dismissed are the Company, Joe Papa, and Judy Brown. The claims (described above) that were not dismissed relate to the integration issue regarding the Omega acquisition, the defense against the Mylan tender offer, and the alleged price fixing activities with respect to six generic prescription pharmaceuticals. The defendants who remain in the case (us, Mr. Papa, and Ms. Brown) have filed answers denying liability.

On November 14, 2019, the court granted the lead plaintiffs’ motion and certified three classes for the case: (i) all those who purchased shares between April 21, 2015 through May 2, 2017 inclusive on a U.S. exchange and were damaged thereby; (ii) all those who purchased shares between April 21, 2015 through May 2, 2017 inclusive on the Tel Aviv exchange and were damaged thereby; and (iii) all those who owned shares as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered shares in response to the Mylan tender offer) (the “tender offer class”). Plaintiffs’ counsels have sent notices to the alleged class.

The parties took discovery from 2018 through 2020. After discovery ended, defendants filed motions for summary judgement and to exclude plaintiffs’ experts, which were fully briefed. The case was then re-assigned to a new federal judge, who heard oral argument on the motions in April 2022. The motions are pending.

In addition to the class action, the following opt-out cases have been filed against us, and in some cases, Mr. Papa and Ms. Brown, and contain factual allegations and claims that are similar to some or all of the factual allegations and claims in the class actions:

Case	Date Filed
<i>Carmignac Gestion, S.A. v. Perrigo Company plc, et al.</i>	11/1/2017
<i>First Manhattan Co. v. Perrigo Company plc, et al.</i>	2/16/2018; amended 4/20/2018
<i>Nationwide Mutual Funds, et al. v. Perrigo Company plc, et al.</i>	10/29/2018
<i>Schwab Capital Trust, et al. v. Perrigo Company plc, et al.</i>	1/31/2019
<i>Aberdeen Canada Funds -- Global Equity Fund, et al. v. Perrigo Company plc, et al.</i>	2/22/2019
<i>Principal Funds, Inc., et al. v. Perrigo Company plc, et al.</i>	3/5/2020
<i>Kuwait Investment Authority, et al. v. Perrigo Company plc, et al.</i>	3/31/2020
<i>Mason Capital L.P., et al. v. Perrigo Company plc, et al.</i>	1/26/2018
<i>Pentwater Equity Opportunities Master Fund Ltd., et al. v. Perrigo Company plc, et al.</i>	1/26/2018
<i>WCM Alternatives: Event-Drive Fund, et al. v. Perrigo Co., plc, et al.</i>	11/15/2018
<i>Hudson Bay Master Fund Ltd., et al. v. Perrigo Co., plc, et al.</i>	11/15/2018
<i>Discovery Global Citizens Master Fund, Ltd., et al. v. Perrigo Co. plc, et al.</i>	12/18/2019
<i>York Capital Management, L.P., et al. v. Perrigo Co. plc, et al.</i>	12/20/2019
<i>Burlington Loan Management DAC v. Perrigo Co. plc, et al.</i>	2/12/2020
<i>Universities Superannuation Scheme Limited v. Perrigo Co. plc, et al.</i>	3/2/2020
<i>Harel Insurance Company, Ltd., et al. v. Perrigo Company plc, et al.</i>	2/13/2018
<i>TIAA-CREF Investment Management, LLC., et al. v. Perrigo Company plc, et al.</i>	4/20/2018
<i>Sculptor Master Fund (f/k/a OZ Master Fund, Ltd.), et al. v. Perrigo Company plc, et al.</i>	2/6/2019
<i>BlackRock Global Allocation Fund, Inc., et al. v. Perrigo Co. plc, et al.</i>	4/21/2020
<i>Starboard Value and Opportunity C LP, et al. v. Perrigo Company plc, et al.</i>	2/25/2021

In June 2020, three *Highfields Capital* entities filed a lawsuit in Massachusetts State Court with factual allegations that generally were similar to the factual allegations in the Amended Complaint in the *Roofers' Pension Fund* case described above, except that the Highfields plaintiffs did not include allegations about alleged collusive pricing of generic prescription drugs, and alleged Massachusetts state law claims under the Massachusetts Unfair Business Methods Law (chapter 93A) and Massachusetts common law claims of tortious interference with prospective economic advantage, common law fraud, negligent misrepresentation, and unjust enrichment. In December 2021, the Massachusetts State Court granted Defendants' motion to dismiss in part and denied it in part. Defendants' filed their answers in January 2022 denying liability. The discovery phase in this case has begun (including discovery related to some factual allegations that were not part of the discovery in the actions in New Jersey federal court). The Court held a discovery conference and approved fact discovery deadlines into May 2023 and later deadlines to complete expert discovery.

In Israel (cases related to events in 2015-2017)

On June 28, 2017, a plaintiff filed a complaint in Tel Aviv District Court styled *Israel Elec. Corp. Employees' Educ. Fund v. Perrigo Company plc, et al.* The lead plaintiff seeks to represent a class of shareholders who purchased Perrigo stock on the Tel Aviv exchange during the period from April 24, 2015 through May 3, 2017 and also a claim for those that owned shares on the final day of the Mylan tender offer (November 13, 2015). The amended complaint names as defendants the Company, Ernst & Young LLP (the Company's auditor), and 11 current or former directors and officers of Perrigo (Ms. Judy Brown, Laurie Brilas, Jacquelyn Fouse, Ellen Hoffing, and Messrs. Joe Papa, Marc Coucke, Gary Cohen, Michael Jandernoa, Gerald Kunkle, Herman Morris, and Donal O'Connor). The complaint alleges violations under Israeli securities laws that are similar to U.S. Securities Exchange Act sections 10(b) (and Rule 10b-5) and 14(e) against all defendants and 20(a) control person liability against the 11 individuals or, in the alternative, under other Israeli securities laws. In general, the allegations are similar to the factual allegations in the *Roofers' Pension Fund* case in the U.S. as described above. The plaintiff indicates an initial, preliminary class damages estimate of 2.7 billion NIS (approximately \$760.0 million at 1 NIS =

0.28 cents). After the other two cases filed in Israel were voluntarily dismissed, the plaintiff in this case agreed to stay this case pending the outcome of the *Roofers' Pension Fund* case in the U.S. (described above). The Israeli court approved the stay, and this case is now stayed. We intend to defend the lawsuit vigorously.

In Israel (case related to Irish Tax events)

On December 31, 2018, a shareholder filed an action against the Company, our CEO Murray Kessler, and our former CFO Ronald Winowiecki in Tel Aviv District Court (*Baton v. Perrigo Company plc, et. al.*). The case is a securities class action brought in Israel making similar factual allegations for the same period as those asserted in a securities class action case (for those who purchased on a U.S. exchange) in New York federal court in which the settlement received final approval in February 2022. The Baron case alleges that persons who purchased securities through the Tel Aviv stock exchange and suffered damages can assert claims under Israeli securities law that will follow the liability principles of Sections 10(b) and 20(a) of the U.S. Securities Exchange Act. The plaintiff does not provide an estimate of class damages. Since 2019, the court granted several requests by Perrigo to stay the proceedings pending the resolution of proceedings in the New York federal court. During 2022, the case was reassigned to a newly-appointed judge. After the settlement of the U.S. case in New York federal court, Perrigo's counsel informed the Israeli Court of the final approval of the settlement of the U.S. case. The parties then sought further stays of the case while they attempted mediation, which the Court granted. The Court has ordered that the parties provide a further update on March 30, 2023. We intend to defend the lawsuit vigorously.

Other Matters

Talcum Powder

The Company has been named, together with other manufacturers, in product liability lawsuits in state courts in California, Florida, Missouri, New Jersey, Louisiana, Oklahoma, Texas, Oregon and Illinois alleging that the use of body powder products containing talcum powder causes mesothelioma and lung cancer due to the presence of asbestos. All but one of these cases involve legacy talcum powder products that have not been manufactured by the Company since 1999. One of the pending actions involves a current prescription product that contains talc as an excipient. As of December 31, 2022, the Company is currently named in 86 individual lawsuits seeking compensatory and punitive damages and has accepted a tender for a portion of the defense costs and liability from a retailer for one additional matter. The Company has several defenses and intends to aggressively defend these lawsuits. Trials for these lawsuits are currently scheduled throughout 2023, 2024 and 2025 with the earliest potential trial date in March 2023.

Ranitidine

After regulatory bodies announced worldwide that ranitidine may potentially contain N-nitrosodimethylamine ("NDMA"), a known environmental contaminant, the Company promptly began testing its externally-sourced ranitidine API and ranitidine-based products. On October 8, 2019, the Company halted shipments of the product based upon preliminary results and on October 23, 2019, the Company made the decision to conduct a voluntary retail market withdrawal.

In February 2020, the resulting actions involving *Zantac*® and other ranitidine products were transferred for coordinated pretrial proceedings to a Multi-District Litigation (*In re Zantac*®/Ranitidine Products Liability Litigation MDL No. 2924) in the U.S. District Court for the Southern District of Florida. After the Company successfully moved to dismiss the first set of Master Complaints in the MDL, it now includes three: 1) an Amended Master Personal Injury Complaint; 2) a Consolidated Amended Consumer Economic Loss Class Action Complaint; and 3) a Consolidated Medical Monitoring Class Action Complaint. All three name the Company. Plaintiffs appealed one of the original Master Complaints, the Third-Party Payor Complaint, and two individual plaintiffs appealed their individual personal injury claims on limited grounds. The Company is not named in the appeals.

On June 30, 2021, the Court dismissed all claims against the retail and distributor defendants with prejudice, thereby reducing the Company's potential for exposure and liability related to possible indemnification. On July 8, 2021, the Court dismissed all claims against the Company with prejudice. Appeals of these dismissal orders to the U.S. Court of Appeals for the 11th Circuit have been filed, as well several state level claims related to the theories advanced in the MDL. The Company will continue to vigorously defend each of these lawsuits.

As of December 31, 2022, the Company has been named in 352 personal injury lawsuits, most of which are in the MDL tied to various federal courts alleging that plaintiffs developed various types of cancers or are placed at higher risk of developing cancer as a result of ingesting products containing ranitidine. The Company has also been named in a handful of similar lawsuits in the state courts of California, Illinois, Ohio, New Jersey, New York and Pennsylvania. The Company is named in these lawsuits with manufacturers of the national brand *Zantac*® and other manufacturers of ranitidine products, as well as distributors, repackagers, and/or retailers. Plaintiffs seek compensatory and punitive damages, and in some instances seek applicable remedies under state consumer protection laws. The Company believes that it has strong defenses to such claims based on a significant body of scientific evidence, and pursuant to the doctrine of federal preemption. As noted above, the Company has won multiple motions to dismiss in the MDL, as well as additional state court actions in California and Maryland.

The Company has also been named in a Complaint brought by the New Mexico Attorney General based on the following theories: violation of a New Mexico public nuisance statute, NMSA 30-8-1 to -14; common law nuisance; and negligence and gross negligence. The Company is named in this lawsuit with manufacturers of the national brand *Zantac*® and other manufacturers of ranitidine products and/or retailers. Brand name manufacturers named in the lawsuit also face claims under the state's Unfair Practices & False Advertising acts. Likewise, the Company has also been named in a Complaint brought by the Mayor and City Council of Baltimore, along with manufacturers of the national brand *Zantac*® and other manufacturers of ranitidine products and/or retailers. This action brings claims under the Maryland Consumer Protection Act against the brand name defendants only, as well as public nuisance and negligence for the remaining defendants. The Company was originally able to consolidate the New Mexico and Baltimore Actions to the MDL, however both actions were recently remanded to state court. The Company filed motions to dismiss in both actions. The New Mexico District Court denied the Company's Motion to Dismiss and litigation continues. The Maryland Circuit Court has not issued a ruling on the Company's Motion. The Company will continue to vigorously defend each of these lawsuits. On January 28, 2022 the Baltimore Circuit Court dismissed all of Plaintiffs' claims in full against Perrigo. Plaintiffs have not sought certification to appeal the Circuit Court's ruling.

Some of the Company's retailer customers are seeking indemnity from the Company for a portion of their defense costs and liability relating to these cases.

Acetaminophen

In October 2022 the Judicial Panel on Multidistrict Litigation ("MDL") consolidated a number of pending actions filed in various federal courts alleging that prenatal exposure to acetaminophen is purportedly associated with the development of autism spectrum disorder ("ASD") and attention-deficit/hyperactivity disorder ("ADHD"). The MDL is styled *In re: Acetaminophen – ASD/ADHD Products Liability Litigation* (MDL No. 3043) and is pending before the U.S. District Court for the Southern District of New York. Plaintiffs in the MDL have asserted claims against Johnson & Johnson Consumer, Inc. ("JJCI") and various retailer chains alleging that plaintiff-mothers took acetaminophen products while pregnant and that plaintiff-children developed ASD and/or ADHD as a result of prenatal exposure to these acetaminophen products. At this time, the MDL proceedings are in the early stages. Currently, it is not possible to assess reliably the outcome of these cases or any potential future financial impact on the Company. As of December 31, 2022 the Company has not been named as a defendant in any Complaints filed in the MDL. It is anticipated that some of the Company's retailer customers may seek indemnity from the Company for a portion of their defense costs and potential liability relating to these cases.

Contingencies Accruals

As a result of the matters discussed in this Note, the Company has established a loss accrual for litigation contingencies where we believe a loss to be probable and for which an amount of loss can be reasonably estimated. However, we cannot determine a reasonable estimate of the maximum possible loss or range of loss for these matters given that they are at various stages of the litigation process and each case is subject to inherent uncertainties of litigation. At December 31, 2022, the loss accrual for litigation contingencies reflected on the balance sheet in Other accrued liabilities was approximately \$67.4 million. The Company also recorded an insurance recovery receivable reflected on the balance sheet in Prepaid expenses and other current assets of approximately \$38.4 million related to these litigation contingencies because it believes such amount is recoverable based on communications with its insurers to date; however, the Company may erode this insurance receivable as it incurs defense costs associated with defending the matters. The Company's management believes these accruals for contingencies are reasonable and sufficient based upon information currently available to management; however, there can be no assurance that final costs related to these contingencies will not exceed current estimates or that all of the final costs related to these contingencies will be covered by insurance. (See "**Insurance Coverage Litigation**," below.) In addition, we have other litigation matters pending for which we have not recorded any

accruals because our potential liability for those matters is not probable or cannot be reasonably estimated based on currently available information. For those matters where we have not recorded an accrual but a loss is reasonably possible, we cannot determine a reasonable estimate of the maximum possible loss or range of loss for these matters given that they are at various stages of the litigation process and each case is subject to the inherent uncertainties of litigation.

Insurance Coverage Litigation

In May 2021 insurers on multiple policies of D&O insurance filed an action in the High Court in Dublin against the Company and multiple current and former directors and officers of the Company seeking declaratory judgments on certain coverage issues. Those coverage issues include claims that policies for periods beginning in December 2015 and December 2016, respectively, do not have to provide coverage for the securities actions described above pending in the District of New Jersey or in Massachusetts state court concerning the events of 2015-2017. The policy for the period beginning December 2014 is currently providing coverage for those matters, and the litigation would not affect that existing coverage. However, if the plaintiffs are successful, the total amount of insurance coverage available to defend such lawsuits and to satisfy any judgment or settlement costs thereunder would be limited to one policy period. The insurers' lawsuit also challenges coverage for *Krueger derivatively on behalf of nominal defendant Perrigo Company plc v. Alford et al.*, a prior derivative action filed in the District of New Jersey that was dismissed in August 2020, and for the counterclaims brought in the Omega arbitration proceedings. Perrigo responded on November 1, 2021; Perrigo's response includes its position that the policies for the periods beginning December 2015 and December 2016 provide coverage for the underlying litigation matters and seeks a ruling to that effect. Discovery activity commenced in February 2022. We intend to defend the lawsuit vigorously.

Restructuring

We periodically take action to reduce redundant expenses and improve operating efficiencies. Restructuring activity includes severance, lease exit costs, and related consulting fees.

The charges incurred during the year ended December 31, 2022 were primarily associated with actions taken on supply chain restructuring and HRA integration activities. The charges incurred during the year ended December 31, 2021, were primarily associated with actions taken to streamline the organization.

Of the amount recorded during the year ended December 31, 2022, \$29.4 million was related to our CSCI segment, due primarily to supply chain restructuring and HRA Pharma integration initiatives and \$2.5 million was related to our CSCA segment, due primarily to actions taken to streamline the organization. Of the amount recorded during the year ended December 31, 2021, \$6.1 million was related to our CSCI segment, also due primarily to various integration initiatives, and \$7.9 million was allocated to our CSCA segment, due primarily to actions taken to streamline the organization. There were no other material restructuring programs in any of the periods presented.

All charges are recorded in Restructuring expense on the Consolidated Financial Statements. The remaining \$19.8 million liability for employee severance benefits and accrued consulting fees is expected to be paid within the next year.

21. SEGMENT AND GEOGRAPHIC INFORMATION

Below is a summary of our results by reporting segment (in millions):

	CSCA	CSCI	Held for Sale(1)	Unallocated	Total
Year Ended December 31, 2022					
Net sales	\$ 2,925.9	\$ 1,525.7	\$ —	\$ —	\$ 4,451.6
Operating income (loss)	\$ 366.1	\$ (30.0)	\$ —	\$ (257.2)	\$ 78.9
Operating income %	12.5 %	(2.0)%	— %	— %	1.8 %
Total assets	\$ 5,134.1	\$ 5,883.2	\$ —	\$ —	\$ 11,017.3
Capital expenditures	\$ 68.1	\$ 26.2	\$ —	\$ —	\$ 94.3
Property, plant and equipment, net	\$ 772.0	\$ 154.3	\$ —	\$ —	\$ 926.3
Depreciation/amortization	\$ 123.3	\$ 215.3	\$ —	\$ —	\$ 338.6
Year Ended December 31, 2021					
Net sales	\$ 2,693.1	\$ 1,445.6	\$ —	\$ —	\$ 4,138.7
Operating income (loss)	\$ 206.5	\$ 36.1	\$ —	\$ 167.8	\$ 410.4
Operating income %	7.7 %	2.5 %	— %	— %	9.9 %
Total assets	\$ 5,983.8	\$ 4,425.8	\$ 16.1	\$ —	\$ 10,425.7
Capital expenditures	\$ 112.0	\$ 24.0	\$ —	\$ —	\$ 136.0
Property, plant and equipment, net	\$ 706.9	\$ 157.2	\$ —	\$ —	\$ 864.1
Depreciation/amortization	\$ 117.0	\$ 179.8	\$ —	\$ —	\$ 296.8

(1) Held for sale represented Latin American businesses as of December 31, 2021.

The net book value of Property, plant and equipment, net by location was as follows (in millions):

	Year Ended	
	December 31, 2022	December 31, 2021
U.S.	\$ 725.2	\$ 674.9
Europe ⁽¹⁾	188.4	174.4
All other countries	12.7	14.8
	<u>\$ 926.3</u>	<u>\$ 864.1</u>

(1) Includes Ireland Property, plant and equipment, net of zero and \$0.1 million, for the years ended December 31, 2022 and December 31, 2021, respectively.

Sales to Walmart as a percentage of Consolidated Net sales (reported primarily in CSCA) were as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
	12.5%	14.0%

22. EMPLOYEES

The average number of persons employed by us were located as follows:

Country	December 31, 2022	December 31, 2021
U.S.	5,030	5,541
Israel	—	512
Mexico	214	1,357
Europe	3,354	3,283
Rest of the world	266	317
Total	<u>8,864</u>	<u>11,010</u>

The main components of employee costs were as follows (in millions):

	December 31, 2022	December 31, 2021
Salaries and wages	\$ 680.6	\$ 728.8
Social security costs	85.2	86.3
Pension and other postretirement benefits	36.5	40.5
Other benefits ⁽¹⁾	132.2	137.2
Total employee costs	<u>\$ 934.5</u>	<u>\$ 992.8</u>

⁽¹⁾ Other benefits is primarily comprised of share based compensation costs, health insurance and other allowances.

There was \$419.5 million of employee expenses capitalized to inventory during the year ended December 31, 2022 and \$457.7 million capitalized during the year ended December 31, 2021.

23. DIRECTORS' REMUNERATION

Directors' remuneration is set forth in the table below (in millions):

	December 31, 2022	December 31, 2021
Aggregate emoluments in respect of qualifying services (including pension)	\$ 4.0	\$ 3.8
Aggregate amounts of the money or value of other assets under long term incentive plans	12.9	10.9
	<u>\$ 16.9</u>	<u>\$ 14.7</u>

There were no gains by directors on the exercise of options during the twelve months ended December 31, 2022 or December 31, 2021.

24. AUDITOR'S REMUNERATION

Fees paid to Ernst & Young for services provided follow (in millions):

	December 31, 2022	December 31, 2021
Audit fees	\$ 12.1	\$ 11.1
Other assurance services	0.1	1.3
Tax fees		
Tax compliance services	1.5	0.5
Tax consulting and advisory services	1.0	1.7
Total	\$ 14.7	\$ 14.6

The fees paid to Ernst & Young Ireland in respect of the audit of the group accounts were \$0.6 million and \$0.6 million for the twelve months ended December 31, 2022 and December 31, 2021. In addition, Ernst & Young Ireland received \$0.6 million and \$0.6 million for statutory audit services for the twelve months ended December 31, 2022 and December 31, 2021. Ernst & Young Ireland received fees of \$0.1 million and \$0.1 million for tax compliance and advisory services for the twelve months ended December 31, 2022 and December 31, 2021. Ernst & Young Ireland received no fees for other non-audit services for the twelve months ended December 31, 2021 and December 31, 2020.

25. SUBSEQUENT EVENTS

There have been no significant events since the year end, which would require the adjustment of, or disclosure in, the financial statements.

26. SUBSIDIARIES, BRANCHES AND AFFILIATED UNDERTAKINGS

The principal subsidiaries of us or our affiliated companies where we have an ownership of 20% or more are listed below:

Consolidated subsidiaries and equity accounted affiliate	Nature of Business	Registered Address	Percent ownership
Abtei Omega Pharma GmbH	General Corporate Administration	Abtei 1, 37696 Marienmunster, Germany	100%
Aco Hud Nordic AB	Operations	PO Box 622, 194 26 Upplands Vasby, Sweden	100%
Adriatic BST Trgovina in Storitve D.o.o.	Operations	Verovskova ulica 55, 1000 Ljubljana, Slovenia	100%
Adriatic Distribution doo Beograd	Operations	Ljubostinjska 2/C 5, 11000 Belgrade, Serbia	100%
Arginet Investments and Property (2003) Ltd.	Inactive	Lehi 29 Street, Bnei-Brak 51200 Israel	100%
Athena Neurosciences, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Aurora Pharmaceuticals Pty Ltd	Operations	Suite 14, 13B Narabang Way, Belrose NSW 2085, Australia	100%
Biover NV	Operations	Venecoweg 26, 9810 Nazareth, Belgium	100%
Biover Sucursale en Espana	Branch	SL CL La Torre 6, 24002 Leon, Spain	100%
Chefaro Ireland Designated Activity Company	Operations	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Clearwater Acquisition Holdco, LLC	Operations	515 Eastern Avenue, Allegan, MI 49010	100%
Cosmediet - Biotechnie SAS	Operations	Avenue de Lossburg 470, ZI Nord, 69480 Anse, France	100%
Despharma Kft.	General Corporate Administration	Madarasz u. 47-49, 1138 Budapest, Hungary	100%
Elan Europa Finance S.á r.l.	General Corporate Administration	412F route d'Esch, L-2086, Luxembourg	100%
Elan International Services Limited	General Corporate Administration	H.P. House, 21 Laffan Street, Hamilton HM 09 Bermuda	100%
Elan Pharmaceuticals, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Galpharm Healthcare Limited	General Corporate Administration	Wrafton, Braunton, Devon, EX33 2DL	100%
Galpharm International Limited	Operations	Wrafton, Braunton, Devon, EX33 2DL	100%
Gr8ness, LLC	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Habsont Unlimited Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
HERA SAS	Holding Company	200 Avenue de Paris, 92320 Châtillon, France	100%
HRA NewCo	Holding Company	2, rue Thoull, 6492 Echternach, Luxembourg	100%
HRA Pharma America, Inc.	Operations	1209 Orange Street, Wilmington, DE 19801	100%
HRA Pharma APAC Ltd	Holding Company	806-807, /F One Pacific Place, 88 Queensway, Hong Kong	100%

HRA Pharma Benelux SPRL	Operations	Avenue du Bourgmestre Etienne Demunter 5 boîte 10, 1090 Jette, Belgium	100%
HRA Pharma China	Inactive	Room 601-A30, No. 49, Lane 299, Jiangchang West Road, Jing'an District, Shanghai City, China	100%
HRA Pharma Deutschland GmbH	Operations	Taunusstrasse 3, 65183 Wiesbaden, Germany	100%
HRA Pharma France SAS	Operations	200 Avenue de Paris, 92320 Châtillon, France	100%
HRA Pharma Hong Kong Ltd	Operations	806-807, /F One Pacific Place, 88 Queensway, Hong Kong	100%
HRA Pharma Italia SRL	Operations	Via del Giorgione 59-63, 00147 Rome, Italy	100%
HRA Pharma Iberia SL	Operations	Paseo de la Castellan 143, 28046 Madrid, Spain	100%
HRA Pharma Rare Diseases SAS	Operations	200 Avenue de Paris, 92320 Châtillon, France	100%
HRA Pharma Switzerland SARL	Operations	Rue Juste Olivier 22, 1260 Nyon, Switzerland	100%
HRA Pharma UK & Ireland Ltd.	Operations	Haines House, 21 John Street, Bloomsbury, London WC1N, 2BF, United Kingdom	100%
HRA Rare Disease Americas, LLC	Operations	515 Eastern Avenue, Allegan, MI 49010	100%
Jaico R.D.P. NV	Operations	Venecoweg 26, 9810 Nazareth, Belgium	100%
JLR Pharma S.A.	General Corporate Administration	Route Andre Piller 21, 1762 Givisiez, Switzerland	100%
Kazmira LLC	Operations	34501 E Quincy Ave Bldg 65, Suite C, Watkins, CO 80137	21%
Kiteacre Limited	Inactive	Wrafton, Braunton, Devon, EX33 2DL	100%
L. Perrigo Company	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Laboratoire de la Mer SAS	Operations	ZAC de la Madeleine, Avenue du General Patton, CS 61848,35400 Saint-Malo, France	100%
Laboratoires Perrigo France SAS	Operations	20, rue Andre Gide BP80, 92320 Chatillon Cedex, France	100%
Laboratoire HRA Pharma SAS	Holding Company	200 Avenue de Paris, 92320 Châtillon, France	100%
Luxembourg Investment Company 289 Sàrl	Operations	6 Rue Eugene Ruppert, L- 2453, Luxembourg.	100%
Medgenix Benelux NV	Operations	Vliegveld 21, 8560 Wevelgem, Belgium	100%
Monksland Holdings B.V.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Naturwohl Pharma GmbH	Operations	Benzstrasse 25, 71083 Herrenberg, Germany	100%
Oce Bio BV	Operations	Nieuwe Weg 1, 2070 Zwijndrecht, Belgium	100%
Oce-Bio Nederland B.V.	Operations	Kralingseweg 201, 3062 CE Rotterdam, The Netherlands	100%
Omega Alpharm Cyprus Ltd.	Operations	2-4 Arch Makarios III, Avenue Capital Center, 9th floor, 1065 Nicosia, Cyprus	100%

Omega Pharma AS	Operations	Drazni 253/7, 627 00 Brno, Czech Republic	100%
Omega Pharma Australia Pty Ltd	General Corporate Administration	Suite 14, 13A Narabang Way, Belrose NSW 2085, Australia	100%
Omega Pharma Austria Healthcare GmbH	Operations	Rennweg 17, 1030 Wien, Austria	100%
Omega Pharma Baltics SIA	Operations	K. Ulmana gatve 110, Marupes pag., 2167 Rigas raj., Latvia	100%
Omega Pharma Belgium NV	Operations	Venecoweg 26, 9810 Nazareth, Belgium	100%
Omega Pharma Capital NV	Financing	Venecoweg 26, 9810 Nazareth, Belgium	100%
Omega Pharma Deutschland GmbH	Operations	Benzstrasse 25, 71083 Herrenberg, Germany	100%
Omega Pharma GmbH	General Corporate Administration	Reisnerstrasse 55-57, 1030 Vienna, Austria	100%
Omega Pharma Hellas SA Health and Beauty Products	Operations	19 km of Athens-Lamia Nat. Road, 14671 - Nea Erythraia, ASTIR building 1st Floor, Greece	100%
Omega Pharma Hungary Kft.	Operations	Madarasz u. 47-49, 1138 Budapest, Hungary	100%
Omega Pharma Innovation & Development NV	General Corporate Administration	Venecoweg 26, 9810 Nazareth, Belgium	100%
Omega Pharma International NV	General Corporate Administration	Venecoweg 26, 9810 Nazareth, Belgium	100%
Omega Pharma Limited	Operations	First Floor, 32 Vauxhall Bridge Road, SW1V2SA London, United Kingdom	100%
Omega Pharma Luxembourg SarL	Inactive	2, rue Thoull, 6492 Echternach, Luxembourg	100%
Omega Pharma Manufacturing GmbH & Co. KG	Operations	Benzstrasse 25, 71083 Herrenberg, Germany	100%
Omega Pharma Manufacturing Verwaltungs GmbH	Inactive	Benzstrasse 25, 71083 Herrenberg, Germany	100%
Omega Pharma Nederland B.V.	Operations	Kralingseweg 201, 3062 CE Rotterdam, The Netherlands	100%
Omega Pharma s.r.o.	Operations	Tomasikova 30, Bratislava 821 01, Slovakia	100%
Omega Pharma Trading NV	Operations	Venecoweg 26, 9810 Nazareth, Belgium	100%
Omega Teknika Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Orion Laboratories (NZ) Ltd.	Operations	Level 20, 88 Shortland Street, Auckland 1010, New Zealand	100%
Orion Laboratories PTY Limited	Operations	25 Delawney Street, Balcatta, WA 6021	100%
P2C, Inc.	Inactive	515 Eastern Avenue, Allegan, Michigan 49010	100%
PBM Canada Holdings, LLC	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%

PBM Holdings, LLC	Operations	518 Eastern Avenue, Allegan, Michigan 49010	100%
PBM International Holdings, LLC	Operations	519 Eastern Avenue, Allegan, Michigan 49010	100%
PBM Mexico Holdings, LLC	General Corporate Administration	520 Eastern Avenue, Allegan, Michigan 49010	100%
PBM Mexico Management, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, MI 49010	100%
PBM Nutritionals, LLC	Operations	521 Eastern Avenue, Allegan, Michigan 49010	100%
PBM Products Mexico S de R.L. de C.V.	Inactive	Av. Homero No.205, piso9-901 y 902. Chapultepec Morales. Delegación Miguel Hidalgo. México, D.F. c.p.11570	100%
PBM Products, LLC	Operations	521 Eastern Avenue, Allegan, Michigan 49010	100%
P-Direct NL B.V.	Operations	Kralingseweg 201, 3062 CE Rotterdam, The Netherlands	100%
Perrigo Americas Holdings, Inc.	Holding Company	515 Eastern Avenue, Allegan, MI 49010	100%
Perrigo Asia Holding Company Ltd.	General Corporate Administration	33, Edith Cavell Street, Port-Louis, Maruitius	100%
Perrigo Australian Holding Company II PTY Limited	General Corporate Administration	Governor MacQuarie Tower, Level 40, 1 Farrer Place, Sydney, NSW, 2000	100%
Perrigo Bulgaria OOD	Operations	20, 12 Mihail Tenev Str., Mladost District Sofia 1784, Bulgaria	100%
Perrigo China Business Trust	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo China Business Trustee, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Company	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Company Charitable Foundation	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Company of Tennessee	Operations	2908 Poston Avenue, Nashville, Tennessee 37203	100%
Perrigo Corporation Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Danmark A/S	Operations	Slotsmarken 18, 2980 Horsholm, Denmark	100%
Perrigo Diabetes Care, LLC	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Direct, Inc.	Operations	40 Technology Pkwy South, #300, Norcross, GA 3009	100%
Perrigo España SA	Operations	Parque de Oficinas San Cugat, Plaza Javier Cugat 2 - Edificio D, Planta Primera, 08174 San Cugat del Valles, Spain	100%
Perrigo Europe Invest NV	General Corporate Administration	Venecoweg 26, 9810 Nazareth, Belgium	100%
Perrigo Finance (US) LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%

Perrigo Finance Unlimited Company	Financing	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Florida, Inc.	Operations	1201 Hays Street, Tallahassee, Florida 32301	100%
Perrigo France Deux	Holding Company	200 Avenue de Paris, 92320 Châtillon, France	100%
Perrigo France SAS	General Corporate Administration	20, rue Andre Gide BP80, 92320 Chatillon Cedex, France	100%
Perrigo Global Holdings, Inc.	Holding Company	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Holding NV	General Corporate Administration	Venecoweg 26, 9810 Nazareth, Belgium	100%
Perrigo Holdings Unlimited Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo International Finance Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo International Holdings II, Inc.	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo International Holdings, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo International Insurance Limited	General Corporate Administration	H.P. House, 21 Laffan Street, Hamilton HM 09 Bermuda	100%
Perrigo International, Inc.	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Investments, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, MI 49010	100%
Perrigo IoM Holdings Limited	Holding Company	Second Avenue, Onchan, IM3 4PA, Isle of Man	100%
Perrigo Ireland 1 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 10 Unlimited Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 11 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 12 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 13 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 2 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 3 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 4 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 5 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%

Perrigo Ireland 6 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 8 Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland 9 Unlimited Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Ireland Holding Company B.V.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Perrigo Ireland Management Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Israel Enterprises & Investments Ltd.	Inactive	Lehi 29 Street, Bnei-Brak 51200 Israel	100%
Perrigo Israel Holdings II B.V.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Perrigo Israel Opportunities II Ltd.	General Corporate Administration	Lehi 29 Street, Bnei-Brak 51200 Israel	100%
Perrigo Israel Trading Limited Partnership	General Corporate Administration	Raul Wallenberg 24, Tel Aviv 69719 Israel	100%
Perrigo Italia S.r.l	Operations	Via dell'Arte 25 , 00144 Rome, Italy	100%
Perrigo Kişisel Bakım Ürünleri Sanayi ve Ticaret Limited Şirketi	Operations	Merdivenkoy Mah. Bora Sok. No:1 A, Ofis Blok Kat:5 Goztepe, Kadikoy/Istanbul, Turkey	100%
Perrigo Laboratories India Private Limited	Operations	Plot No. N 39/ N39-1, Additional MIDC, Anand Nagar, Ambarnath (E), Pin-421 506, District Thane, Maharashtra, India	100%
Perrigo LLC	Operations	Kral Ingseiveg 201, 3062 CE Rotterdam	100%
Perrigo Management Company	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Mexico Investment Holdings, LLC	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Netherlands B.V.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Perrigo Netherlands Finco 1 Coöperatief U.A.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Perrigo Netherlands Finco 2 B.V.	General Corporate Administration	Prins Bernhardplein 200, 1097 JB Amsterdam	100%
Perrigo Netherlands International Partnership C.V.	General Corporate Administration	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo New York, Inc.	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Norge AS	Operations	Pb. 95, Okern, 0509 Oslo, Norway	100%
Perrigo Pharma Holding Nederland BV	Operations	Kralingseweg 201, 3062 CE Rotterdam, The Netherlands	100%
Perrigo Pharma International Designated Activity Company	Operations	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Pharma Limited	Operations	Wrafton, Braunton, Devon, EX33 2DL	100%

Perrigo Poland Sp.z.o.o	Operations	BTD Office Center, 4th Floor, Al. Niepodleglosci 18, 02-653 Warszawa, Poland	100%
Perrigo Portugal LDA	Holding Company	Lagoas Park, Edificio 15, 3º piso, 2740-262 Porto Salvo, Portugal	100%
Perrigo Research & Development Company	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo România S.R.L.	Operations	6A Prahova Street, 1st District, 012423 Bucharest, Romania	100%
Perrigo Sales Corporation	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Perrigo Science Eight Unlimited Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Science One Designated Activity Company	General Corporate Administration	The Sharp Building, 10-12 Hogan Place, Dublin 2, Ireland	100%
Perrigo Schweiz AG fka Interdelta S.A.	Operations	Rennweg 38, 8001 Zürich, Switzerland	100%
Perrigo Suomi Oy	Operations	Gardsbrinken 1 A, 02240 Esbo, Finland	100%
Perrigo Sverige AB	Operations	PO Box 7009, 164 07 Kista, Sweden	100%
Perrigo Trading (Shanghai) Co., Ltd.	Operations	Room 403, No. 4 Building, No. 56 Meisheng Road, Waigaoqiao Free Trade Zone, Shanghai, China	100%
Perrigo UK Acquisition Limited	General Corporate Administration	Wrafton, Braunton, Devon, EX33 2DL	100%
Perrigo Ukraine LLC	Operations	9, Boryspilska St, 02099 Kiev, Ukraine	100%
Perrigo Ventures Limited Partnership	General Corporate Administration	Wrafton, Braunton, Devon, EX33 2DL	100%
PMI Branded Pharmaceuticals, Inc.	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Ranir (Holdings) Limited	General Corporate Administration	4th Floor Charles House, 100-110 Finchley Road, London, NW3 5JJ	100%
Ranir Changshu Oral Care CO., Ltd.	Operations	Building 2, Export Processing Zone, Wangan North Road, CEDZ Changshu City, 215513, China	100%
Ranir Global Holdings, LLC	Holding Company	4th Floor Charles House, 108-110 Finchley Road, London, NW3 5JJ	100%
Ranir Limited	Operations	4th Floor Charles House, 100-110 Finchley Road, London, NW3 5JJ	100%
Ranir, LLC	Operations	515 Eastern Avenue, Allegan, Michigan 49010	100%
Richard Bittner AG	Operations	Ossiacher Strasse 7, 9560 Feldkirchen, Austria	100%
Rubicon Healthcare Holdings Pty Ltd	Inactive	Suite 14, 13A Narabang Way, Belrose NSW 2085, Australia	100%
Samenwerkende Apothekers Nederland B.V.	Inactive	Kralingseweg 201, 3062 CE Rotterdam, The Netherlands	100%
SelfCare Holdings, LLC	Holding Company	515 Eastern Avenue, Allegan, Michigan 49010	100%
Solent Dental Company Limited	Operations	Suite 1004, 10/F, Tower 2, Harbour Centre 8 Hok Chenung Street, Hung Hom, Kowloon, Hong Kong.	100%
Solent Oral Care Limited	General Corporate Administration	4th Floor Charles House, 100-110 Finchley Road, London, NW3 5JJ	100%

Perrigo Company plc

The Learning Pharmacy Limited	Operations	First Floor, 32 Vauxhall Bridge Road, SW1V2SA London, United Kingdom	100%
Totalcare International Corp	General Corporate Administration	2nd Floor Belisarius Building, Wickhams Cay II, Road Town, Tortola VG 1110 ,British Virgin Islands	100%
Wrafton Laboratories Limited	Operations	Wrafton, Braunton, Devon, EX33 2DL	100%
Zibo Xinhua - Perrigo Pharmaceutical Company Ltd.	Operations	Chemical Area, Zibo Hi-tech Industrial Development Zone, Shandong, China	50%

COMPANY STATEMENT OF COMPREHENSIVE INCOME/LOSS

(in millions)

	Note	Year Ended	
		December 31, 2022	December 31, 2021
Net loss		\$ (1,740.2)	\$ (2,048.3)
Other comprehensive income:			
Unrealised dividend income		—	—
Other comprehensive income, net of tax		—	—
Comprehensive loss		<u>\$ (1,740.2)</u>	<u>\$ (2,048.3)</u>

COMPANY BALANCE SHEET
As at December 31, 2022

(in millions of U.S. dollars)

		December 31, 2022 USD	December 31, 2021 USD
	Note		
Fixed Assets			
Financial assets - Investments in group undertakings	3	11,135.2	12,997.0
		<u>11,135.2</u>	<u>12,997.0</u>
Current Assets			
Cash at bank and in hand		17.8	301.4
Prepaid insurance and other assets	4	48.2	106.4
Debtors (amounts falling due within one year)	5	38.9	73.0
		<u>104.9</u>	<u>480.8</u>
Current Liabilities			
Provision for liabilities	7	(65.0)	(96.9)
Other Creditors (amounts falling due within one year)	6	(4,206.0)	(4,350.1)
Net Current Liabilities		<u>(4,166.1)</u>	<u>(3,966.2)</u>
Total assets less current liabilities		<u>6,969.1</u>	<u>9,030.8</u>
Creditors (amounts falling due in greater than one year)			
Senior notes and term loans	8	(89.3)	(304.3)
Net Assets		<u>6,879.8</u>	<u>8,726.5</u>
Capital and Reserves			
Called up share capital	9	0.2	0.2
Share premium		5,420.3	5,420.3
Other reserves		338.9	303.0
Profit and loss account ⁽¹⁾		<u>1,120.4</u>	<u>3,003.0</u>
Shareholders' funds		<u>6,879.8</u>	<u>8,726.5</u>

⁽¹⁾In accordance with Section 304 of the Companies Act 2014, the Company is availing of the exemption from presenting the individual profit and loss account. The loss for the financial year amounted to USD 1,740.2 million and USD 2,048.3 million for the years ended December 31, 2022 and December 31, 2021, respectively.

The Company Financial Statements were approved by the Audit Committee of the Board of Directors and the Board of Directors on March 15, 2023, and signed on its behalf by;

/s/ Murray S. Kessler
 Murray S. Kessler

Chief Executive Officer

/s/ Donal O'Connor
 Donal O'Connor

Director, Audit Committee Chair

COMPANY STATEMENT OF SHAREHOLDERS' EQUITY

(in millions of U.S dollars)

	Called up share capital		Share Premium (1)	Other Reserves (2)	Profit and Loss Account (3)	Total
	Shares	Amount				
Balance at December 31, 2020	133.1	0.2	5,420.3	248.1	5,180.9	10,849.5
Issuance of common stock under:						
Restricted stock plan	1.0	—	—	—	—	—
Share based payment (see note 10)	—	—	—	67.8	—	67.8
Share withheld for payment of employee's withholding tax liability	(0.3)	—	—	(12.9)	—	(12.9)
Profit and loss for the year	—	—	—	—	(2,048.3)	(2,048.3)
Dividends	—	—	—	—	(129.6)	(129.6)
Balance at December 31, 2021	<u>133.8</u>	<u>0.2</u>	<u>5,420.3</u>	<u>303.0</u>	<u>3,003.0</u>	<u>8,726.5</u>
Issuance of common stock under:						
Restricted stock plan	1.4	—	—	—	—	—
Share based payment (see note 10)	—	—	—	54.9	—	54.9
Share withheld for payment of employee's withholding tax liability	(0.5)	—	—	(19.0)	—	(19.0)
Profit and loss for the year	—	—	—	—	(1,740.2)	(1,740.2)
Dividends	—	—	—	—	(142.4)	(142.4)
Balance at December 31, 2022	<u>134.7</u>	<u>0.2</u>	<u>5,420.3</u>	<u>338.9</u>	<u>1,120.4</u>	<u>6,879.8</u>

(1) Share premium account: This reserves records the amount above the nominal value received for shares issued.

(2) Other Reserves: This reserve is used to recognize the value of equity-settled share-based payments provided to employees of the group. This reserve also includes an unrealized dividend in specie received from subsidiary undertakings in 2019.

(3) Profit and loss account: Included in the profit and loss account reserve is the profit and loss for the year and dividends paid to equity holders.

NOTES TO THE COMPANY BALANCE SHEET

Amounts are in millions of USD unless otherwise indicated.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

Perrigo Company plc ("PCplc" or the "Company") is an Irish public limited company, incorporated in the Republic of Ireland (registered number 529592). The principal activity of the Company is that of an investment holding company. The registered office of the Company is located at The Sharp Building, 10-12 Hogan Place, Dublin 2.

The financial statements of the Company are prepared on the going concern basis under the historical cost convention in accordance with the Companies Act 2014. In making this assessment, the directors considered available cash at bank and in hand, undertaking from group company received subsequent to year end that it will not call upon the loan for repayment during the going concern period and the Company's ability to direct resources of the Group to ensure that Company has adequate resources available to continue in operational existence for the foreseeable future.

These financial statements of the Company are prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102"), issued in the UK by the Financial Reporting Council. Under FRS 102, a "qualifying entity" may take advantage of certain disclosure exemptions. A qualifying entity is a member of a group where the parent of that group prepares publicly available consolidated financial statements which are intended to give a true and fair view (of the assets, liabilities, financial position and profit or loss) and that member is included in the consolidation. The Company falls to be classified as a qualifying entity under this guidance and has taken advantage of the following disclosure exemptions:

- The requirements of Section 7, Statement of Cash Flows, and Section 3, Financial Statement Presentation, paragraph 3.17(d).
- The requirements of Section 11 paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c) and Section 12 paragraphs 12.26 (in relation to those cross-referenced paragraphs from which a disclosure exemption is available) with regards to financial instruments, as disclosures equivalent to those required by FRS 102 are included in the consolidated financial statements of the group.
- The requirements of Section 26, Share-based Payment, paragraphs 26.18(b), 26.19 to 26.21 and 26.23, as the Company is the ultimate parent, and the share-based payment arrangement concerns its own equity instruments and its separate financial statements are presented alongside the consolidated financial statements of the group, and equivalent disclosures required by FRS 102 are included in the consolidated financial statements of the group.
- The requirement of Section 33, Related Party Disclosures, paragraph 33.7 regarding key management personnel compensation, except for directors' remuneration which is disclosed in Note 23 to the consolidated financial statements.

b. Judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following key source of estimation uncertainty has a significant effect on amounts recognized in the financial statements.

Impairment of investments in group undertakings

Where there are indicators of impairment of investments in group undertakings, the Group performs impairment tests based on fair value less costs to sell or a value in use calculation. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next ten years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes (refer to note 3).

c. Functional currency

Items included in these financial statements are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in the United States dollars ("USD"), which is the Company's functional and presentation currency.

Transactions during the period denominated in foreign currencies are translated at the rates of exchange ruling at the dates of the transactions. Assets and liabilities denominated in foreign currencies are translated to United States dollars at the rate of exchange ruling at the balance sheet date. The resulting profits or losses are dealt with in the profit and loss account.

d. Investment in group undertakings

Financial fixed assets are stated at cost less provisions for permanent diminution in value.

The carrying value of financial fixed assets is reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. Under FRS102, impairment is assessed by comparing the carrying value of an asset with its recoverable amount (being the higher of fair value less costs to sell and value in use). Fair value less costs to sell is defined as the amount at which an asset could be disposed of net of any direct selling costs. Value in use is defined as the present value of the future cash flows obtainable through continuing use of an asset including those anticipated to be realised on its eventual disposal.

e. Contingencies

The Company has guaranteed certain liabilities and credit arrangements of the group. The company reviews the status of these guarantees at each reporting date and considers whether it is required to make a provision for payment on those guarantees based on the probability of the commitment being called.

f. Profit and loss account

The Company's loss for the twelve months ended December 31, 2022 was USD 1,740.2 million (twelve months ended December 31, 2021: USD 2,048.3 million), respectively.

g. Dividends in specie

Dividends received in specie are recognised at fair value. All realised dividend income is recorded in the profit and loss account and all unrealised dividend income is recorded in other reserves through other comprehensive income.

h. Non-monetary capital contributions

The cost of non-monetary capital contributions to subsidiaries is determined as the fair value of the assets contributed.

i. Cash at bank and in hand

Cash consists primarily of demand deposits and other short-term investments with maturities of three months or less at the date of purchase. The carrying amount of cash approximates its fair value.

j. Financial assets and liabilities

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligation upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavorable to the Company; and
- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that included no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Finance payments associated with financial liabilities are dealt with as part of finance expenses.

Recognition of financial assets and liabilities

The Company opted section 11 of FRS 102 for the initial recognition and subsequent measurement of the financial assets and liabilities. The Company recognises financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instruments.

De-recognition of financial assets and liabilities

A financial liability is de-recognised when the obligation specified in the contract is discharged, canceled or expired.

A financial asset is de-recognised only when the contractual rights to the cash flows from the financial asset expire or are settled, or the entity transfers to another party substantially all of the risks and rewards of ownership of the financial asset.

Principal due under the notes and term loans

The principal due under the notes and term loans is initially recognised at fair value net of transaction costs directly attributable to the issue of the notes.

Amortised cost

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortisation using the effective interest rate method of any difference between that initial amount and the maturity amount.

Effective interest rate method

The effective interest rate method is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial liability.

k. Taxation

Deferred taxation is accounted for in respect of all timing differences at tax rates enacted or substantively enacted at the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. A deferred tax asset is only recognised when it is more likely than not the asset will be recoverable in the foreseeable future out of suitable taxable profits from which the underlying timing differences can be recovered.

l. Share based payments

The Company and its subsidiaries operate various share based payment plans. The Company issues Ordinary shares related to these employee equity share programs in various subsidiaries.

The share based payment expense associated with the share plans is recognised as an expense by the entity which receives services in exchange for the share based compensation. In these Company only accounts, the expense related to the options vested are recorded in other reserves and recharged to the appropriate entity that receives services.

m. Non-monetary investment acquisitions

The Company accounts for the acquisition of additional shares in subsidiaries in exchange for non – monetary assets at the fair value of the non-monetary asset transferred. Any unrealised gain, being the difference between the carrying amount of the non-monetary asset transferred and its fair value, is recognised in other comprehensive income (loss). If the non-monetary asset received is subsequently impaired or disposed of for qualifying consideration, the unrealised gain is transferred to the profit and loss account as a realised profit.

2. HISTORY AND DESCRIPTION OF THE COMPANY

Perrigo Company plc was incorporated under the laws of Ireland on June 28, 2013, and became the successor registrant of Perrigo Company on December 18, 2013 in connection with the consummation of the acquisition of Elan Corporation ("Elan") subsequently renamed Perrigo Corporation D.A.C. As of December 31, 2022, the Company is a holding company and owns 100% of the outstanding ordinary shares in Perrigo Corporation D.A.C., Perrigo Ireland Management D.A.C., Luxembourg Investment Company S.a.r.l., Perrigo Ireland Holding Company, B.V., Perrigo Ireland 1 D.A.C., Perrigo Ireland 3 D.A.C., Perrigo Ireland 4 D.A.C., Perrigo Ireland 8 D.A.C., Perrigo Ireland 9 Unlimited Company., Perrigo Ireland 10 Unlimited Company., Perrigo Ireland 11 D.A.C., Perrigo Ireland 12 DAC., Perrigo Ireland 13 DAC., Perrigo France Deux SAS, Perrigo Canada Company, Inc., Perrigo Americas Holdings, Inc., Perrigo IoM Holdings Ltd., and The Learning Pharmacy Ltd. See note 3.

On December 18, 2013, the Company acquired Elan. At the close of the transaction on December 18, 2013, Perrigo Company US and Elan became wholly-owned, indirect and direct subsidiaries of the Company respectively. Under the terms of the Transaction Agreement, (i) at the effective time of the Scheme (the "Effective Time"), Elan shareholders were entitled to receive USD 6.25 in cash and 0.07636 of a newly issued PCplc ordinary share in exchange for each Elan ordinary share held by such shareholders and (ii) at the effective time of the Merger, each share of Perrigo's common stock were converted into the right to receive one PCplc ordinary share and USD 0.01 in cash.

3. FINANCIAL FIXED ASSETS

(in millions of U.S. dollars)	December 31, 2022	December 31, 2021
Investment in subsidiary undertakings	USD	USD
Balance at beginning of the year	12,997.0	15,435.4
Capital contributions	130.6	33.5
Return of capital	(2,984.9)	—
Additions	4,070.9	—
Disposal	(38.4)	—
Impairment	(3,040.0)	(2,471.9)
Balance at the closing of the year	11,135.2	12,997.0

Capital contributions

During the year ended December 31, 2022, the Company made capital contributions of USD 100.0 million, USD 29.0 million, USD 1.0 million, USD 420 thousand, USD 100 thousand, USD 20 thousand, USD 20 thousand and USD 10 thousand to Perrigo Americas Holdings Inc., Perrigo Ireland 10 Unlimited Company, Perrigo Corporation D.A.C., Perrigo Ireland 4 Unlimited Company, Habsont Unlimited Company (Habsont), Perrigo Holdings B.V., Perrigo Ireland 11 D.A.C. and Perrigo Ireland 8 D.A.C respectively.

During the year ended December 31, 2021, the Company made capital contributions of USD 29.1 million, USD 4.0 million, USD 325 thousand, USD 50 thousand, USD 20 thousand and USD 5 thousand to Perrigo Corporation D.A.C., Perrigo Ireland 3 D.A.C., Perrigo Ireland 9 Unlimited Company, Habsont, Perrigo Ireland 8 D.A.C. and Perrigo Ireland 7 D.A.C., respectively.

Return of capital

During the year ended December 31, 2022, the Company received capital dividend income of USD 2,984.9 million from Habsont.

Additions

During the year ended December 31, 2022, the Company acquired new shareholdings in Perrigo IoM Holdings Ltd (USD 917.6 million) and Perrigo France Deux SAS (USD 846.7 million), as well as additional shares in Perrigo Corporation D.A.C. (USD 413.6 million), Perrigo Ireland 1 D.A.C (USD 295.8 million), Habsont (USD 183.8 million) and Perrigo Ireland 4 Unlimited Company (USD 26.1 million)

Also during the year ended December 31, 2022, the Company transferred its investment in Habsont with a fair value of USD 3,536.8 million to Perrigo Americas Holdings Inc and received shares in Perrigo Americas Holdings Inc. as consideration. The additional investment in Perrigo Americas Holdings Inc was recognised at the fair value of the investment in Habsont transferred resulting in an unrealised gain of USD 1,387.3 million. The unrealised gain became realised when the underlying investment in subsidiaries was subsequently written down as part of the Company's impairment review.

Disposals

During the year ended December 31, 2022, the Company disposed of its shareholding of USD 38.4 million in Perrigo Ireland 7 D.A.C.

Impairment

During the year ended December 31, 2022 and December 31, 2021, the Company recorded an impairment charge of USD 3,040.0 million (2021: USD 2,471.9 million), as a result of the overall decline in the enterprise value of the Group, which resulted in a reduction in the estimated recoverable value of the Company's investment in subsidiary undertakings.

In the opinion of the Directors, the total value of financial fixed assets held on December 31, 2022 and December 31, 2021 of USD 11,135.2 million and USD 12,997.0 million, respectively, is at least equal to the carrying value on the balance sheet.

4. PREPAID INSURANCE AND OTHER ASSETS

(in millions of U.S. dollars)

Prepaid and other by Perrigo Company Plc	
December 31, 2022	December 31, 2021
USD	USD
Prepaid insurance and other	9.8
Insurance receivable relating to litigation contingencies	38.4
Total	48.2
	106.4

At December 31, 2022, the loss accrual for litigation contingencies reflected on the balance sheet in Provision for liabilities was approximately \$65.0 million (2021: \$96.9 million) (refer to note 7). The Company also recorded an insurance recovery receivable reflected on the balance sheet in Prepaid insurance and other assets of approximately \$38.4 million related to these litigation contingencies because it believes such amount is recoverable based on communications with its insurers to date; however, the Company may erode this insurance receivable as it incurs defense costs associated with defending the matters. Refer to note 20 ("*Other provisions and commitments and Contingencies*") of the Consolidated Financial Statements for further detail.

5. DEBTORS (amounts falling due within one year)

(in millions of U.S. dollars)

Balance receivable by Perrigo Company Plc	
December 31, 2022	December 31, 2021
USD	USD
Amounts due from subsidiary undertakings	38.9
Debtors	73.0
	38.9
	73.0

Amounts due from subsidiary undertakings consist of intercompany receivables and stock compensation net of management fees charged for services provided. Amounts are receivable upon demand.

6. CREDITORS (amounts falling due within one year)

(in millions of U.S. dollars)

	December 31, 2022 USD	December 31, 2021 USD
Trade payables ⁽¹⁾	2.7	1.5
Accruals ⁽¹⁾	6.3	5.0
Amounts due to subsidiary undertakings ⁽¹⁾	31.0	51.6
Non-interest bearing note payable to Elan International Services	4,074.9	4,074.9
Interest bearing note payable to Perrigo Company US	50.3	200.2
Interest bearing note payable to Luxembourg Investment Company Sarl	15.2	15.2
Interest bearing note payable to Perrigo Pharma International D.A.C	25.0	—
Accrued interest	0.6	1.7
Total Creditors (amounts falling due within one year)	4,206.0	4,350.1

(1) No securities have been given by the Company in respect of any items disclosed. The amounts are interest free and due within one year.

On February 14, 2014, the Company entered into a USD 2,000.0 million loan agreement with Elan International Services Ltd. On March 15, 2017, the loan facility increased to USD 5,000.0 million. The loan does not incur interest, and is repayable on demand. The loan may not be transferred, assigned, or converted into other types of securities, and is subordinate to all other third party debts of the Company. During the year ended December 31, 2021, Elan International Services advanced an additional USD 4.8 million and USD 29.6 million, of which USD 29.5 million was repaid in 2021. At December 31, 2022, the loan amount outstanding was USD 4,074.9 million (December 31, 2021: USD 4,074.9 million).

On December 19, 2019, the Company entered into a USD 375.0 million loan with Luxembourg Investment Company SARL. The loan incurs interest at a fixed rate of 4.93% per month and is repayable on demand. At December 31, 2022, the loan amount outstanding was USD 15.2 million. (December 31, 2021: USD 15.2 million).

In March 2021, the Company entered into a USD 200.0 million loan agreement with Perrigo Pharma International D.A.C. Interest is payable at rate of 1.5% per annum. During the year ending 31 December 2021, the Company received and subsequently repaid advances of USD 45.0 million, USD 10.0 million and USD 75.0 million. The company made a drawdown on the existing loan facility in April 2022 of \$25 million. At December 31, 2022, the loan amount outstanding was USD 25.0 million (December 31, 2021: USD Nil).

In November 2020, the Company entered into a USD 200.0 million loan agreement with Perrigo Company. The loan incurs interest at a fixed rate of 1% per annum. During the year ended December 31, 2021, Perrigo Company advanced an additional USD 30.0 million under this facility. This loan was repaid in June 2022 as part of HRA restructuring plan. At December 31, 2022, the loan amount outstanding was USD Nil (December 31, 2021: USD 200.2 million).

In November 2022, the Company entered into a USD 50.0 million loan agreement with Perrigo Company. The loan incurs interest at a fixed rate of 2.5% per annum and is repayable on demand. The facility matures on November 4th, 2027. At December 31, 2022, the principal loan amount outstanding owed to Perrigo Company was USD 50.0 million and the accrued interest amount outstanding was USD 0.3 million.

As part of the HRA restructuring plan, the Company entered into a USD 413.6 million loan agreement with Perrigo Holdings in June 2022. The loan was subsequently repaid in June 2022.

As part of the HRA restructuring plan, the Company entered into a USD 219.9 million loan agreement with Perrigo Investments LLC in June 2022. The loan was subsequently repaid in June 2022.

Please see note 8 for further discussion of accrued interest.

7. PROVISION FOR LIABILITIES

(in millions of U.S. dollars)

	December 31, 2022	December 31, 2021
	USD	USD
Balance at beginning of the year	96.9	—
Provisions, net	—	96.9
Utilization	(31.9)	—
Balance at the closing of the year	65.0	96.9

Please see note 4 for further discussion of provision for liabilities.

8. SENIOR NOTES AND TERM LOANS

(in millions of U.S. dollars)	Balance (net of discount and financing fees)	Interest payable
	USD	USD
Senior Notes	304.3	1.7
Balance at December 31, 2021	304.3	1.7
Due within one year	—	1.7
Due greater than one year	304.3	—
Balance at December 31, 2021	304.3	1.7
Senior Notes	89.3	0.6
Balance at December 31, 2022	89.3	0.6
Due within one year	—	0.6
Due greater than one year	89.3	—
Balance at December 31, 2022	89.3	0.6

Senior Notes

On November 8, 2013, the Company issued USD 500.0 million aggregate principal amount of its 1.30% senior notes due 2016 (the "1.30% 2016 Notes"), USD 600.0 million aggregate principal amount of its 2.30% senior notes due 2018 (the "2018 Notes"), USD 800.0 million aggregate principal amount of its 4.00% senior notes due 2023 (the "4.00% 2023 Notes") and USD 400.0 million aggregate principal amount of its 5.30% senior notes due 2043 (the "2043 Notes" and, together with the 1.30% 2016 Notes, the 2018 Notes and the 4.00% 2023 Notes, the "2013 Notes") in a private placement with registration rights. The Company received net proceeds of USD 2.3 billion from the issuance of the 2013 Notes after fees and market discount. The 2023 Notes of \$215.6 million were redeemed in full on May 19th, 2022.

During current and prior years, the Company reduced outstanding debt through a variety of transactions (in millions):

Date	Series	Transaction Type	Principal Repayment USD (millions)	Principal Balance at December 31, 2022 USD (millions)
29 Sept 2016	\$500m 1.3% Senior notes due 2016	Early Redemption	500.0	—
8 May 2017	\$600m 2.3% Senior notes due 2018	Early Redemption	600.0	—
15 June 2017	\$800m 4.0% Senior notes due 2023	Tender offer	584.4	—
15 June 2017	\$400m 5.3% Senior notes due 2043	Tender offer	309.5	90.5
19 May 2022	\$800m 4.0% Senior notes due 2023	Early Redemption	215.6	—

Interest on the 2013 Notes is payable semiannually in arrears in May and November of each year, beginning in May 2014. The 2013 Notes are governed by a base indenture and a first supplemental indenture (collectively, the "2013 Indenture"). The 2013 Notes are unsecured and unsubordinated obligations, ranking equally in right of payment to all of our existing and future unsecured and unsubordinated indebtedness. The 2013 Notes are not entitled to mandatory redemption or sinking fund payments. The Company may redeem the 2013 Notes in whole or in part at any time for cash at the make-whole redemption prices described in the 2013 Indenture. The 2013 Notes were guaranteed on an unsubordinated, unsecured basis by the same entities that guaranteed the then-outstanding credit agreement until November 21, 2014, at which time the 2013 Indenture was amended to remove all guarantors.

On September 2, 2014, the Company offered to exchange our private placement senior notes for public bonds (the "Exchange Offer"). The Exchange Offer expired on October 1, 2014, at which time substantially all of the private placement notes had been exchanged for bonds registered with the Securities and Exchange Commission.

	Tranche	Maturity	Issue price	Coupon
	2023 Notes	November 23, 2023	99.583 %	4 %
	2043 Notes	November 15, 2043	99.582 %	5.3 %

Date	Nominal value	Discount	Issuing fees and other capitalised expenses	Total
Balance at December 31, 2020	306.1	(0.6)	(1.5)	304.0
Amortised during period	—	0.1	0.2	0.3
Balance at December 31, 2021	306.1	(0.5)	(1.3)	304.3
Amortised during period	—	0.2	0.4	0.6
Repayments and write-offs during periods	(215.6)	—	—	(215.6)
Balance at December 31, 2022	90.5	(0.3)	(0.9)	89.3

9. SHARE CAPITAL

(in millions of U.S. dollars)

	December 31, 2022 USD	December 31, 2021 USD
Authorised share capital		
10,000,000,000 ordinary shares of par value EUR 0.001	13.5	13.5
10,000,000 preferred shares of par value USD 0.0001	—	—
	13.5	13.5
Allotted, called-up and fully paid share capital		
	USD	USD
134,641,498 and 133,774,478 ordinary shares of par value EUR 0.001 for December 31, 2022 and December 31, 2021, respectively	0.2	0.2

EUR shares are converted at the equivalent USD rate on date of issuance.

Ordinary shares

The holders of the ordinary shares shall be entitled to receive notice, attend and vote at general meetings of the Company. Without prejudice to any special rights previously conferred on the holders of the deferred ordinary shares and preferred ordinary shares, holders of the ordinary shares shall be entitled to participate in the profits or assets of the Company by way of payment of any dividends on a winding up or otherwise.

Preferred shares

The holders of the preferred shares shall be entitled to receive cash dividends when and as they are declared by the Board of Directors at such rate per share per annum, cumulatively if so provided, and with preferences as fixed by the Directors. The holders of the preferred shares shall be entitled to be paid dividends before paid or set apart for ordinary shareholders or any other junior ranking share class. None of the preference shareholders are entitled to vote at any general meeting of the Company. On a return of assets, whether on liquidation or otherwise, the preferred shares shall entitle the holder thereof only to receive payment of the amount per share fixed in the resolution adopted by the Board of Directors providing for the issuance of the shares plus an amount equal to all dividends accrued thereon to the date of final distribution to such holders.

Authorised Shares

There were 10,000,000,000 of ordinary shares with par value of EUR 0.001 each authorised at December 31, 2022 and December 31, 2021. There were 10,000,000 of Preferred shares with a par value of USD 0.0001 each authorised at December 31, 2022 and December 31, 2021.

Share Repurchases

In October 2015, the Board of Directors approved a three-year share repurchase plan of up to \$2.0 billion (the "2015 Authorization"). Following the expiration of our 2015 share repurchase plan authorization in October 2018, our Board of Directors authorized up to \$1.0 billion of share repurchases with no expiration date, subject to the Board of Directors' approval of the pricing parameters and amount that may be repurchased under each specific share repurchase program. We did not repurchase any shares during the year ended December 31, 2022 and December 31, 2021.

10. SHARE BASED PAYMENTS

Share based payment expense of USD 54.9 million and USD 67.8 million has been primarily included within amounts due from subsidiaries for the twelve months ended December 31, 2022 and December 31, 2021, respectively. See Note 17 to the Consolidated Financial Statements for full details on share based payment arrangements. The expense related to share-based compensation awards granted are initially recorded in other reserves and Investment in Subsidiaries as no portion has been incurred by the Company. These expenses are then recharged to the appropriate entity that receives the related services thereby increasing the amount due from subsidiaries and reducing the Investment in Subsidiaries.

11. RELATED PARTY TRANSACTIONS

The Profit and Loss account includes USD 1.4 million and USD 0.9 million of Directors' fees for the twelve months ended December 31, 2022 and December 31, 2021, respectively.

The Company has not disclosed any other related party transactions as it has availed of the exemption available under FRS 102, which exempts disclosures of transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

12. AUDITOR'S REMUNERATION

Fees paid to Ernst & Young Ireland with respect to the audit of the Company individual accounts were as follows (in millions):

	December 31, 2022	December 31, 2021
Audit fees	\$ 0.1	\$ 0.1
Other assurance services	0.1	0.1
Total	\$ 0.2	\$ 0.2

Note 24 to the Consolidated Financial Statements provides additional information regarding auditor remuneration.

13. SUBSEQUENT EVENTS

On March 6 2023, the Company contributed interest free loan notes of USD 377.1 million and USD 487.4 million to Perrigo Corporation D.A.C.. A step plan to restructure intercompany loans was executed on the same date and through a series of steps, the Company consolidated the new loan notes of USD 377.1 million and USD 487.4 million with the existing loan amount outstanding of USD 4,074.9 million, payable by the Company to Elan International Services Ltd, into one new interest free loan agreement of USD 4,939.4 million. The new interest free loan agreement matures in March 2033 and is also repayable on demand by the lender.

Also on March 6 2023, the Company entered into a loan facility with Laboratoire HRA-Pharma SAS, whereby the Company could borrow up to EURO 50.0 million at an interest rate of 6.1%. No drawdowns have been made to date on this facility.

There were no other significant events since the year end, which would require the adjustment of, or disclosure in, the financial statements.

14. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue on March 15, 2023.

