
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended) of the United Kingdom, or from another appropriately authorised independent professional financial adviser if you are taking advice in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all of your registered holding of ordinary shares in Uniphar plc, please send this document and the accompanying Proxy Form at once to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of ordinary shares in Uniphar plc, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.



Uniphar plc

(incorporated and registered in Ireland with registered number 224324)

Notice of Annual General Meeting

**Annual General Meeting
26 May 2020 at 11 a.m.**

**at Uniphar's Registered Office, 4045 Kingswood Road, Citywest Business Park,
Co. Dublin, D24 V06K, Ireland**

CORONAVIRUS (COVID-19) IMPORTANT INFORMATION

Uniphar plc (the “Company” or “Uniphar”) considers the well-being of shareholders, employees and attendees a top priority. Based on the latest available guidance from the Health Service Executive (“HSE”) in Ireland, we expect the Annual General Meeting (“AGM”) to proceed on 26 May 2020 but under very constrained circumstances.

In line with the measures advised by the HSE and Irish Government restrictions on public gatherings, we have put in place a number of measures to minimise the risk of spreading the Coronavirus (COVID-19) at the AGM and we encourage all shareholders, on this occasion, to refrain from attending the AGM in person and to complete and return their Proxy Forms as soon as possible to ensure their vote is registered at the AGM.

Given the severity of the circumstances and the health risks involved, the Directors will take all appropriate safety measures to ensure the safety of attendees and others involved in the AGM, including restricting attendance at the AGM, should it be deemed necessary or desirable.

Voting

Proxy voting can be carried out in advance of the AGM by availing of one of the following options:

- postal voting by completing the Proxy Form enclosed;
- via the website of our registrars, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com; or
- via the CREST electronic proxy appointment service, for those shareholders who are CREST members.

For further instructions on proxy voting, please see the enclosed Proxy Form and the 'Shareholder Information' section of this document.

Questions

Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5 p.m. on Friday, 22 May 2020) by email to the Company Secretary, Aisling McCarthy, at amccarthy@uniphar.ie or by post to the Company's registered office, marked for the attention of the Company Secretary. Shareholders must include their Shareholder Reference Number (as set out on the enclosed Proxy Form) with any question submitted. Questions submitted using this method will be addressed by the Chair of the meeting.

AGM Conference Call

For your convenience and safety, we intend to conduct the proceedings over a live conference call.

To register for the conference call and to receive participant log-in details:

- go to www.directeventreg.com; and
- enter the Conference ID Number 7495818.

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the 'Voting' and 'Questions' sections above.

Please dial in 5 to 10 minutes prior to the scheduled start time of the call.

Updates

The Board encourages shareholders to check Regulatory Information Services and the Company's website www.uniphar.ie for any updates in relation to the AGM. Shareholders are also encouraged to keep up-to-date with Government announcements and to follow HSE/World Health Organization guidance.

LETTER FROM THE CHAIRMAN

UNIPHAR PUBLIC LIMITED COMPANY (the "Company")

(Registered in Ireland, No. 224324)

Directors

Maurice Pratt (Chairman)
Ger Rabbette (Chief Executive Officer)
Tim Dolphin (Chief Financial Officer)
Padraic Dempsey (Chief Commercial Officer)
Paul Hogan (Independent Non-Executive Director)
Heather-Ann McSharry (Independent Non-Executive Director)
Sue Webb (Independent Non-Executive Director)
John Holly (Non-Executive Director)
Marie McConn (Non-Executive Director)
Mark Moran (Non-Executive Director)
Ger Penny (Non-Executive Director)
Padraic Staunton (Non-Executive Director)

Registered Office
4045 Kingswood Road
Citywest Business Park
Co. Dublin
D24 V06K
Ireland

23 April 2020

Dear Shareholder

Introduction

On behalf of the board of directors of Uniphar (the "Board"), I am pleased to enclose notice of the Company's 2020 Annual General Meeting. This meeting will be held on 26 May 2020 at 11 a.m. at the Company's registered office, 4045 Kingswood Road, Citywest Business Park, Co. Dublin, D24 V06K, Ireland.

Notice of the AGM is set out on pages 7 to 13 of this document.

Enclosed with this document are:

- a Proxy Form and Attendance Card for the AGM; and
- a copy of the Annual Report of the Company for the year ended 31 December 2019.

Business to be conducted at the AGM

Ordinary Business

Resolutions 1 to 6 deal with ordinary business.

Resolution 1 – Annual Report and Financial Statements

Resolution 1 relates to reviewing the Company's affairs and considering the Company's Financial Statements for the year ended 31 December 2019.

Resolution 2 – Final Dividend

Resolution 2 proposes to declare a final dividend of €2m on the Ordinary Shares of €0.08 each in the capital of the Company ("Ordinary Shares") (representing 0.73 cent per Ordinary Share) in respect of the year ended 31 December 2019. If approved, it is expected that the dividend will be paid on 29 May 2020 to persons who are registered as shareholders of the Company at close of business on 1 May 2020.

Resolution 3 – Retirement by Rotation and Re-Election

Under the Articles of Association of the Company (the "Articles"), at each annual general meeting of the Company, one third (or the number nearest to one third) of the directors of the Company (the "Directors") (excluding any Directors who are to be proposed for re-appointment pursuant to Article 82(b)) are required to retire from office.

The Directors to retire at any annual general meeting shall be, firstly those who wish to retire and not be re-appointed, and, secondly those who have been longest in office since their last appointment or re-appointment. As Ger Rabbette and I were, prior to the amendments to the Articles approved at last year's annual general meeting, exempt from retirement by rotation, both of us will be proposed for

re-election at the AGM pursuant to Resolutions 3(a) and 3(b) respectively as we will have been the Directors longest in office since our last appointment or re-appointment. Of the remaining Directors, Ger Penny has been longest in office since his last appointment or re-appointment and so will also be proposed for re-election pursuant to Resolution 3(c).

Having served on the Board for over 10 years, John Holly wishes to retire and is therefore not being proposed for re-election. I would like to personally thank John for the very significant contribution he has made as a board member over the past decade, and to wish him well in the future.

Resolution 4 – Election of Directors appointed since last AGM

Under Article 82(b) of the Articles, where a Director is appointed by the Board that Director shall hold office until the next annual general meeting and if not re-appointed at such annual general meeting such Director shall vacate office at the conclusion of such meeting. Pursuant to Resolutions 4(a), 4(b) and 4(c), respectively, Paul Hogan, Heather-Ann McSharry and Sue Webb, who were each appointed by the Board on 27 June 2019, retire in accordance with Article 82(b) and will be proposed for election at the AGM.

Resolution 5 – Re-election of Non-Executive Directors serving more than nine years

As Marie McConn and Padraic Staunton, each of whom is a non-executive Director, have been in office for more than nine years, they will each retire, in accordance with the Company's policy that non-executive Directors who have been in office for more than nine years should stand for re-election on an annual basis, and will be proposed for re-election pursuant to Resolutions 5(a) and 5(b), respectively.

Biographies for each of the Directors standing for election or re-election at the AGM are available on the Company's website at www.uniphar.ie and in the Annual Report which accompanies this document.

Resolution 6 – Remuneration of Auditors

Resolution 6 relates to the authority of the Directors to fix the remuneration of the Company's Auditors, PricewaterhouseCoopers.

In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

Special Business

Resolutions 7, 9 and 10 relate to a proposed increase in the Company's authorised but unissued share capital necessary to enable the Company to obtain the routine authorities for listed companies relating to the issue of new shares proposed in Resolutions 8, 11 and 12

Resolutions 8 and 11 to 14 inclusive concern routine authorities for listed companies regarding the share capital of the Company. These items of special business are (with the exception of Resolution 14) being proposed in accordance with Investment Association ("IA") and Pre-emption Group guidelines. The IA is a trade body that represents investment and asset managers in the United Kingdom whose guidelines are routinely followed by listed companies in Ireland and the United Kingdom. The Pre-emption Group comprises representatives of listed companies, investors and intermediaries and publishes guidance on the disapplication of pre-emption rights and monitors and reports on how this guidance is applied.

Resolution 7 – Increase in Authorised Share Capital

In order to maintain flexibility, the Company is seeking approval from shareholders for an increase in the Company's authorised share capital by the creation of 153,205,300 Ordinary Shares. These Ordinary Shares, together with the Ordinary Shares comprised in the Company's existing authorised but unissued share capital represent approximately two thirds of the Company's existing issued share capital.

Resolution 8 – Authority to allot Relevant Securities

The IA guidelines on directors' authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital subject to certain conditions, including that any allotment in excess of one-third of the Company's issued share capital is only to be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with the IA guidelines, the Board is seeking authority to allot shares in the capital of the Company up to a maximum nominal amount of €14,415,203.70 representing the IA guideline limit of approximately two-thirds of the Company's issued share capital as at the date of this document. Of this amount, €7,207,601.84 (representing approximately one-third of the Company's issued share capital as at date of this document) can only be allotted pursuant to a fully pre-emptive rights issue. The

Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. If adopted, the authority under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution 9 – Alteration of Memorandum of Association

Shareholders are being asked to amend the Company's Memorandum of Association to reflect the increase in authorised share capital proposed under Resolution 7.

Resolution 10 – Alteration of Articles of Association

Shareholders are being asked to amend the Company's Articles of Association to reflect the increase in authorised share capital proposed under Resolution 7.

Resolution 11 – Authority to Dis-apply Statutory Pre-emption Rights

Resolution 11 has been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

The Directors will, at the forthcoming AGM, seek power to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, by way of rights issue or open offer or otherwise up to an aggregate nominal value of €1,092,060.96. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this document and shall apply to all allotments for cash and any treasury shares that may be re-issued for cash other than by way of rights issue or open offer. If adopted, the power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution 12 – Authority to Allot New Shares up to an Additional 5% for Cash to Fund an Acquisition or Other Capital Investment

Resolution 12 has also been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

If adopted, this Resolution would authorise the Directors to allot additional shares for cash up to an aggregate nominal value of €1,092,060.96. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the

Company as at the date of this document and shall apply to all allotments, on a non-pre-emptive basis, for cash and any treasury shares that may be re-issued for cash. This authority may only be used where the proceeds of any such allotment are to be used for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group. The power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

In accordance with the Pre-emption Group Statement of Principles, the Board confirms in relation to Resolutions 11 and 12 that it does not intend to issue non-pre-emptively for cash equity securities representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

Resolution 13 – Authority to Make Market Purchases of the Company's Ordinary Shares

Under Resolution 13, shareholders are being asked to give the Company and/or any of its subsidiaries authority to make market purchases of up to 10% of the Company's Ordinary Shares. This Resolution has been prepared in accordance with the IA Guidelines.

The Directors monitor the Company's share price and may from time to time exercise this power to make market purchases of the Company's Ordinary Shares, at price levels which they consider to be in the best interests of the shareholders generally, after taking account of the Company's overall financial position. The minimum price which may be paid for any market purchase of the Company's Ordinary Shares will be the nominal value of the shares and the maximum price which may be paid will be the greater of (i) 105% of the average market price of such shares for the previous five days and (ii) the higher of the price quoted for the last independent trade and the highest current independent bid or offer for such shares. The power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution 14 - Authority to Re-issue Treasury Shares

Shareholders are being asked to sanction the price range at which any treasury share (that is a share of the Company redeemed or purchased and held by the Company rather than being cancelled) may be re-issued other than on a stock exchange. The maximum and minimum prices at which such a share may be re-issued are 120% and 95%, respectively of the appropriate price of a share calculated over the five business days immediately preceding the date of such re-issue as detailed further in the Notice of the AGM. If adopted, the authority under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Further Action

In an effort to balance shareholder participation at the AGM with the unprecedented health and safety considerations posed by the current Coronavirus (COVID-19) situation, we are asking all shareholders to refrain from physical attendance at the AGM and instead to vote in one of the following ways:

- A Proxy Form for use at the AGM is enclosed. You are requested to complete, sign and return the Proxy Form as soon as possible. To be valid, the Proxy Form should be returned to the registrars of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or to PO Box 13030, Dublin 24, Ireland (if delivered by post), to arrive no later than 11 a.m. on Sunday, 24 May 2020.
- Alternatively, you may appoint a proxy or proxies electronically, by logging on to the website of our registrars at www.eproxyappointment.com. You will be asked to enter your Shareholder Reference Number (SRN) and PIN, in addition to the Control Number, as printed on your Proxy Form and agree to certain conditions.
- If you are a CREST member, you may vote via the CREST electronic proxy appointment service instead.

Recommendation

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of all the Ordinary Shares which can be voted by them.

Yours sincerely



Maurice Pratt
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Uniphar plc

Year ended 31 December 2019

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Uniphar plc (the "**Company**") will be held at 11 a.m. on Tuesday, 26 May 2020 at the Company's registered office, 4045 Kingswood Road Citywest Business Park, Co. Dublin, D24 V06K, Ireland for the following purposes:

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

1. To receive and consider the financial statements of the Company for the year ended 31 December 2019 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.
2. To declare a final dividend of €2m (being 0.73 cent per share) on the ordinary shares for the year ended 31 December 2019 which shall be payable on 29 May 2020 to shareholders on the register at the close of business on 1 May 2020.
3. By separate resolutions to re-elect as Directors the following, who retire by rotation in accordance with Article 79 of the Articles of Association of the Company and, being eligible, offer themselves for re-election, and who are recommended by the Board of Directors:
 - (a) Maurice Pratt;
 - (b) Ger Rabbette; and
 - (c) Ger Penny.
4. By separate resolutions to elect as Directors the following, who retire in accordance with Article 82(b) of the Articles of Association of the Company and, being eligible, offer themselves for election, and who are recommended by the Board of Directors:
 - (a) Paul Hogan;
 - (b) Heather-Ann McSharry; and
 - (c) Sue Webb.
5. By separate resolutions to re-elect as Directors the following, who having served on the Board of Directors for more than nine years are being voluntarily submitted for re-election and, being eligible, offer themselves for re-election, and

who are recommended by the Board of Directors:

(a) Marie McConn; and

(b) Padraic Staunton.

6. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 31 December 2020.
7. "That the authorised share capital of the Company be and is hereby increased (with immediate effect from the passing of this Resolution) from €25,280,000 divided into 300,000,000 Ordinary Shares of €0.08 each ("**Ordinary Shares**") and 16,000,000 "A" Ordinary Shares of €0.08 each ("**A Ordinary Shares**") to €37,536,424 divided into 453,205,300 Ordinary Shares and 16,000,000 A Ordinary Shares, by the creation of 153,205,300 Ordinary Shares, such shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."
8. "That, subject to the approval of Resolution 7 in the Notice of this meeting, the Directors are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount of:
 - (a) €7,207,601.84 (90,095,023 Ordinary Shares), representing approximately 33% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting; and
 - (b) €14,415,203.70 (180,190,046 Ordinary Shares) (after deducting from such limit any relevant securities allotted under paragraph (a) of this Resolution) being equivalent to approximately 66% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting, provided that (i) they are equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) and (ii) they are offered by way of a rights issue to holders of Ordinary Shares on the register of

members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record dates, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise.

The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, provided however that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired."

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions**:

9. "That, subject to the approval of Resolution 7 in the Notice of this meeting, the Memorandum of Association of the Company be amended by deleting the existing Regulation 5 and replacing it with the following:

The share capital of the Company is €37,536,424 divided into 453,205,300 Ordinary Shares of €0.08 each and 16,000,000 "A" Ordinary Shares of €0.08 each.

The shares forming the capital (increased or reduced) may be increased or reduced and be divided into such classes, and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms as may be attached thereto as may from time to time be provided by the original or any substituted or amended Articles of Association and Regulations of the Company for the time being but so that where shares are issued with any preferential or special rights attached thereto, such rights shall not be alterable otherwise than pursuant to the

provisions of the Articles of Association of the Company for the time being. "

10. "That, subject to the approval of Resolution 7 in the Notice of this meeting, the Articles of Association of the Company be amended by deleting the existing Article 2 and replacing it with the following:

The share capital of the Company is €37,536,424 divided into 453,205,300 Ordinary Shares of €0.08 each and 16,000,000 "A" Ordinary Shares of €0.08 each."

11. "That, subject to the approval of Resolutions 7 and 8 in the Notice of this meeting, the Directors are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act 2014 to allot equity securities (as defined in Section 1023 of the Companies Act 2014) for cash, pursuant to the authority conferred by Resolution 8 as if sub-section (1) of Section 1022 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue or open offer in favour of holders of Ordinary Shares (other than those holders with registered addresses outside Ireland to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any persons having a right to subscribe for or convert securities into Ordinary Shares (including, without limitation, any person entitled to options under any of the Company's share option schemes and/or share incentive plans for the time being) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares or such persons are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them or for which they are entitled to subscribe or convert into subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirement of any recognised body or stock exchange in, any territory; and
- (b) in addition to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities on the basis that the aggregate nominal value of any shares which may be allotted pursuant to this authority together with all treasury

shares (as defined in Section 106 of the Companies Act 2014) re-issued pursuant to Resolution 14 in the Notice of this meeting may not exceed €1,092,060.96 (13,650,762 Ordinary Shares) representing approximately 5% of the nominal value of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting.

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired."

12. "That, subject to the approval of Resolutions 7 and 8 in the Notice of this meeting, the Directors are hereby authorised in addition to any authority granted under Resolution 11 in the Notice of this meeting to allot equity securities (as defined in Section 1023 of the Companies Act 2014) for cash as if Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (a) the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used in within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the Notice of this meeting; and
- (b) the nominal value of all equity securities allotted pursuant to this authority together with the nominal value of all treasury shares (as defined in Section 106 of the Companies Act 2014) re-issued pursuant to Resolution 14 in the Notice of this meeting may not exceed €1,092,060.96 (13,650,762 Ordinary Shares) representing approximately 5% of the nominal value of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting.

This authority shall expire at the close of business on the date of the next Annual

General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired."

13. "That the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014) of the Company is hereby generally authorised to purchase on a securities market (as defined by Section 1072 of the Companies Act 2014) Ordinary Shares on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares authorised to be acquired pursuant to this Resolution shall not exceed 27,301,525 Ordinary Shares representing approximately 10% of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting;
- (b) the minimum price (excluding expenses) which may be paid for any Ordinary Share shall be an amount equal to the nominal value thereof;
- (c) the maximum price (excluding expenses) which may be paid for any Ordinary Share (a "**relevant share**") shall be an amount equal to the greater of:
 - (i) 105% of the average of the five amounts resulting from determining whichever of the following (A), (B) or (C) specified below in relation to the Ordinary Shares shall be appropriate for each of the five business days immediately preceding the day on which the relevant share is purchased, as determined from the information published by the trading venue where the purchase will be carried out reporting the business done on each of those five business days:
 - (A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or

- (B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (C) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on The Irish Stock Exchange plc, trading as Euronext Dublin, or its equivalent; and

(ii) the higher of the price quoted for:

- (A) the last independent trade of; and
- (B) the highest current independent bid or offer for,

Ordinary Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

The authority hereby granted shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority hereby conferred had not expired."

14. "That, subject to the passing of Resolution 13 in the Notice of this meeting, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury

shares (as defined in Section 106 of the Companies Act 2014) for the time being held by the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the "appropriate price"; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Euronext Dublin Listing Rules) operated by the Company or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this Resolution the expression "appropriate price" shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Daily Official List of The Irish Stock Exchange plc, trading as Euronext Dublin, reporting the business done in each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the high or low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the appropriate price. If the means of providing the foregoing information as to dealings and prices by reference to which the appropriate price is to be determined is altered or is replaced by some other means, then the appropriate price shall be determined on the basis of the equivalent information published by

the relevant authority in relation to dealings on The Irish Stock Exchange plc, trading as Euronext Dublin, or its equivalent.

The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."

For and on behalf of the Board

Aisling McCarthy
Company Secretary
4045 Kingswood Road
Citywest Business Park
Co. Dublin
D24 V06K
Ireland

23 April 2020

SHAREHOLDER INFORMATION FOR ANNUAL GENERAL MEETING OF UNIPHAR PLC

Entitlement to Attend and Vote

1. The Company, pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, specifies that only those shareholders registered in the register of members of the Company as at 6 p.m. on Sunday, 24 May 2020 (or in the case of an adjournment as at 6 p.m. on the day that falls two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
2. As a member, you have several ways to exercise your right to vote:
 - (a) by attending the AGM in person (in light of the unprecedented circumstances arising from Coronavirus (COVID-19), we would ask that all shareholders refrain from physical attendance at the AGM); or
 - (b) by appointing (either electronically or by returning a completed Proxy Form) the Chair of the meeting or another person as a proxy to vote on your behalf; or
 - (c) by appointing a proxy via CREST electronic proxy appointment service if you are a CREST member.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the share.

Appointment of Proxy

4. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting at the meeting should the member subsequently wish to do so. You may appoint more than one proxy to attend, speak, ask questions relating to items on the agenda and vote at the meeting in respect of separate share(s) held by you.

Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Proxy Form.

5. You may appoint the Chair of the meeting or another individual as your proxy. You may appoint a proxy by completing the Proxy Form, making sure to sign and date the form at the bottom and return it to the Company's registrars, Computershare Investor Services (Ireland) Limited. If you are appointing someone other than the Chair of the meeting as your proxy, then you must fill in the details of your representative at the meeting on the Proxy Form. If you appoint the Chair of the meeting or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Proxy Form.

Alternatively, a member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com. You will need your Control Number, Shareholder Reference Number (SRN) and your PIN, which can be found on your Proxy Form, and you will be asked to agree to certain conditions.

6. To be valid, Proxy Forms duly signed together with the power of attorney or such other authority (if any) under which they are executed (or a notarially certified copy of such power or authority) must be lodged with the Company's registrars, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or PO Box 13030, Dublin 24, Ireland (if delivered by post), by not later than 11 a.m. on Sunday, 24 May 2020.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance

with Euroclear UK & Ireland Limited ("**EUI**")'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Investor Services (Ireland) Limited (ID 3RA50) by not later than 11 a.m. on Sunday, 24 May 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

Questions

8. Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5 p.m. on Friday, 22 May 2020) by email to the Company Secretary, Aisling McCarthy, at amccarthy@uniphar.ie or by post to the Company's registered office, marked for the attention of the Company Secretary. Shareholders must include their Shareholder Reference Number (as set out on the enclosed Proxy Form) with any question submitted.

Questions submitted using this method will be addressed by the Chair of the meeting.

Election and Re-election of Directors

9. Biographical details for the Directors standing for election or re-election at the AGM are available on the Company's website at www.uniphar.ie and in the accompanying Annual Report. The Chairman and Board are pleased to recommend the election or re-election (as the case may be) of each of those Directors.

AGM Documentation

10. Copies of all documentation tabled before the AGM are available on the Company's website, www.uniphar.ie. Should you not receive a Proxy Form, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's registrars Computershare Investor Services (Ireland) Limited (on +353 1 447 5566) or by writing to the Company Secretary at the Company's registered office.

Further AGM Information

11. The information contained in this document, together with any updated information in relation to the AGM, can be found on the Company's website, www.uniphar.ie.