

Certification and Agreement of Persons Acquiring  
Regulation S GDSs Upon Deposit of Shares  
Pursuant to Section 2.3 of the  
Regulation S Deposit Agreement<sup>1</sup>

Citibank, N.A.  
Depositary Receipts Department  
388 Greenwich Street, 14<sup>th</sup> Floor  
New York, New York 10013

RE: HIKMA PHARMACEUTICALS PLC

We refer to the Regulation S Deposit Agreement, dated as of April 26, 2006 and as amended and supplemented prior to the date hereof (as so amended and supplemented prior to the date hereof, the "Deposit Agreement"), among HIKMA PHARMACEUTICALS PLC (the "Company"), CITIBANK, N.A., as Depositary, and all Holders and Beneficial Owners from time to time of Regulation S Global Depositary Shares (the "GDSs") evidenced by Regulation S Global Depositary Receipts (the "GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

(1) This Certification and Agreement is furnished in connection with the deposit of Shares and issuance of GDSs pursuant to Section 2.3 of the Deposit Agreement.

(2) We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the GDRs, the GDSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority in any state or jurisdiction of the United States.

(3) We certify that either:

(a) We are, or at the time the Shares are deposited and at the time the GDSs are issued will be, the beneficial owner of the Shares and of the GDSs so issued, and:

(i) we are not a U.S. person (as defined in Regulation S under the Securities Act) and we are located outside the United States (within the meaning of Regulation S under the Securities Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Securities Act),

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<sup>1</sup> To be used prior to effectiveness of a registration statement on Form F-6 under the Securities Act of 1933 relating to depositary shares to be issued pursuant to the Deposit Agreement following such effectiveness.

- (ii) we are not an Affiliate (as defined in Rule 144 under the Securities Act) of the Company or a person acting on behalf of such an Affiliate (as defined in Rule 144 under the Securities Act), and
- (iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any Affiliate (as defined in Rule 144 under the Securities Act) thereof in any distribution of GDSs or Shares.

OR

(b) We are a broker-dealer acting on behalf of our customer and our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the GDSs are issued will be, the beneficial owner of the Shares and of the GDSs so issued, and:

- (i) it is not a U.S. person (as defined in Regulation S under the Securities Act) and it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (as defined in Regulation S under the Securities Act),
- (ii) it is not an Affiliate (as defined in Rule 144 under the Securities Act) of the Company or a person acting on behalf of such an Affiliate, and
- (iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any Affiliate thereof in the initial distribution of GDSs or Shares.

Very truly yours,

**[NAME OF CERTIFYING ENTITY]**

By: \_\_\_\_\_

Name:

Title:

Date: