A copy of this preliminary base PREP prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary base PREP prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the base PREP prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

This prospectus has been filed under procedures in each of the provinces and territories of Canada that permit certain information about these securities to be determined after the prospectus has become final and that permit the omission of that information from this prospectus. The procedures require the delivery to purchasers of a supplemented PREP prospectus containing the omitted information within a specified period of time after agreeing to purchase any of these securities. All of the information contained in the supplemented PREP prospectus that is not contained in the base PREP prospectus will be incorporated by reference into the base PREP prospectus as of the date of the supplemented PREP prospectus.

*These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See "Plan of Distribution".*

PRELIMINARY BASE PREP PROSPECTUS

Initial Public Offering and Secondary Offering May 28, 2026

Apotex Health Corp.

$[●]

[●] to [●] Common Shares

This prospectus qualifies the distribution (the "**Offering**") of common shares ("**Common Shares**") of Apotex Health Corp. (the "**Company**", "**Apotex**", "**us**", "**our**" or "**we**"), a corporation incorporated under the laws of the Province of Ontario, at a price of $[●] per Common Share (the "**Offering Price**"). It is anticipated that the Offering Price will be between $[●] and $[●] per Common Share. The Offering consists of an initial public offering of between [●] and [●] Common Shares issued from treasury by Apotex (the "**Treasury Offering**"), for gross proceeds of $[●] to the Company, and a secondary offering of between [●] and [●] Common Shares (the "**Secondary Offering**") by SK Holdings, Fonds de solidarité des travailleurs et des travailleuses du Québec (FTQ), Jacesa Investments Ltd., Arlington Capital Holdings Inc., Juno Pharmaceuticals LP, Datalo, Adam Bulow, Alok Kanti, Barry Fishman, Geri-Lynn Kushneryk, Pradeep Sanghvi, Itzhak Krinsky, Sandra Tomassini, Struan Keir, Carina Vassilieva, Christian Calcagno, Christiane Maroun, Anni Blaquiere and Sandee Dela Cruz (collectively, the "**Selling Shareholders**"), for gross proceeds of $[●] to the Selling Shareholders. We will not receive any proceeds from the Secondary Offering.

The Offering is being underwritten by RBC Dominion Securities Inc. ("**RBC**"), TD Securities Inc. ("**TD**") and Scotia Capital Inc. ("**Scotia**") as co-lead managers, joint global coordinators and joint lead bookrunners (collectively, the "**Co-Lead Bookrunners**"), BMO Nesbitt Burns Inc. ("**BMO**") and Jefferies Securities, Inc. ("**Jefferies**", and collectively with BMO and the Co-Lead Bookrunners, the "**Joint Bookrunners**"), CIBC World Markets Inc., ATB Capital Markets Corp., Desjardins Securities Inc., National Bank Financial Inc., MUFG Securities (Canada), Ltd., Raymond James Ltd., Bloom Burton Securities Inc., Canaccord Genuity Corp., Stifel Nicolaus Canada Inc. and Paradigm Capital Inc. (collectively with the Joint Bookrunners, the "**Underwriters**"). See "Plan of Distribution".

Apotex is a Canadian-based global health company that improves everyday access to affordable, innovative medicines and health products for millions of people around the world, with a broad portfolio of generic, branded and biosimilar pharmaceuticals, as well as branded consumer health and wellness products. See "Business of Apotex".

APOTEX
Canadian-Based
Global Health Company

MISSION

We improve everyday access to affordable, innovative medicines and health products for patients and consumers worldwide.



VISION

Canadian-based global health company



JOURNEY OF HEALTH™①

OUR KEY FOCUS MARKETS

Canada

U.S.

LATAM

1 billion
people

US$1 trillion
total addressable market



OUR BUSINESS LINES - WHERE WE PLAY

CONVENTIONAL GENERICS	SPECIALTY GENERICS	BRANDS & BIOSIMILARS		
Conventional Generics	Specialty Generics	Biosimilars	Branded Specialty Pharmaceuticals	Branded Consumer Health

HISTORICAL CORE COMPETENCIES → **DIVERSIFICATION FOCUS**

OUR COMPETITIVE ADVANTAGE – HOW WE WIN

- ✔ **LEADERSHIP AND SCALE**
- ✔ **A PARTNER OF CHOICE FOR THE AMERICAS**
- ✔ **PORTFOLIO AND LAUNCH EXCELLENCE**
- ✔ **ROBUST SUPPLY CHAIN**

① Product categories presented represent Apotex's strategic focus areas, not an exhaustive list of all categories comprising each business line

APOTEX

Canadian-Based
Global Health Company

A FORCE FOR HEALTH

INDUSTRY PIONEER
50+ years of iconic heritage and organic growth

CANADIAN NATIONAL HEALTH CHAMPION
#1 in pharmaceuticals[1]
3,700+ Canadian employees

GLOBAL REACH AND SCALE
Top 10 Player by generic sales in U.S. & Mexico[2]
Sales in ~70 countries

ROBUST PORTFOLIO
800+ high quality marketed prescription and consumer health products

ONSHORE PRODUCTION
6 of 8 manufacturing sites in the Americas

PRODUCT DEVELOPMENT
Leading R&D, IP, and regulatory capabilities



① #1 position in the Canadian generic pharmaceutical market, as measured by the number of prescriptions filled, the value of generic pharmaceutical sales and number of employees as per IQVIA and public peer disclosure

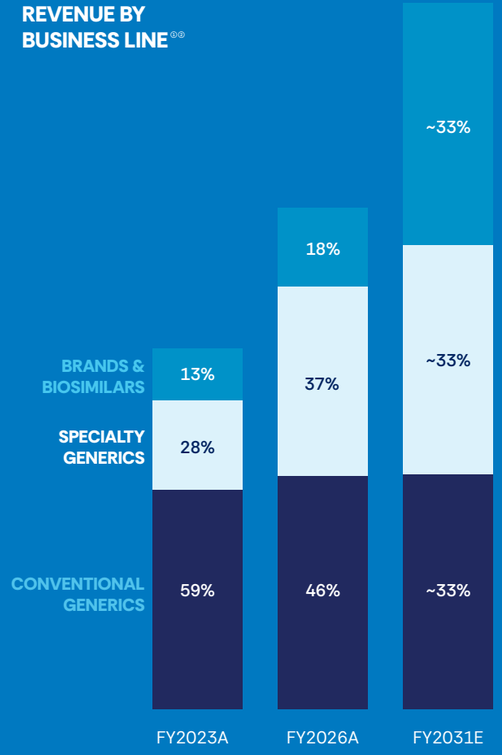
② Top 10 generics pharmaceutical manufacturer by IQVIA sales in U.S. generic pharmaceuticals market and Mexico's private markets

EXECUTING ON OUR JOURNEY OF HEALTH™ STRATEGY

Committed to Conventional Generics while accelerating growth in Specialty Generics and Brands & Biosimilars

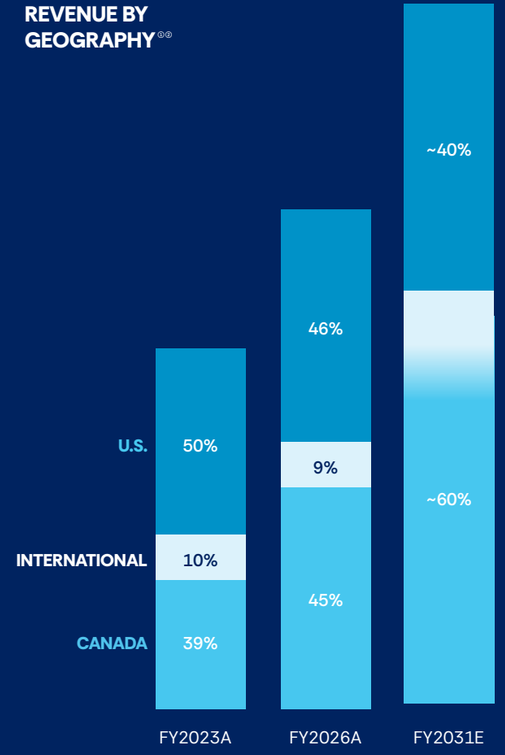
Diversifying across our business lines

REVENUE BY BUSINESS LINE[1][2]



Diversifying across our geographies

REVENUE BY GEOGRAPHY[1][2]



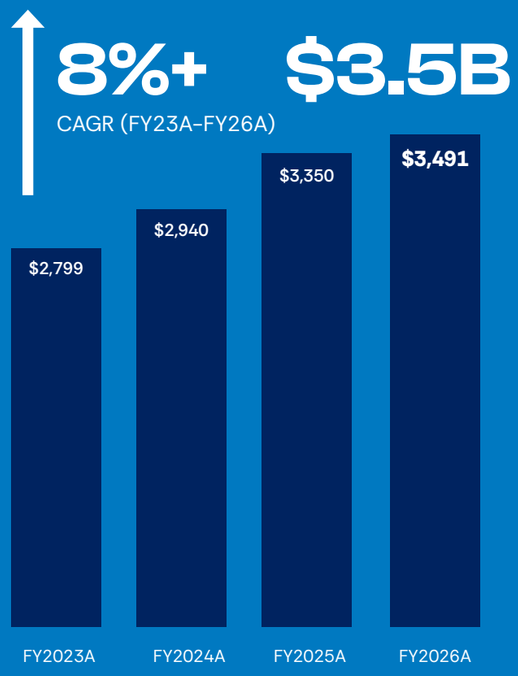
① Results exclude U.S. sales of the Volume-Limited License Product. See "Non-IFRS Measures"
② Numbers may not add due to rounding

GROWTH AT SCALE

Driven by Journey of Health strategy execution and productivity initiatives

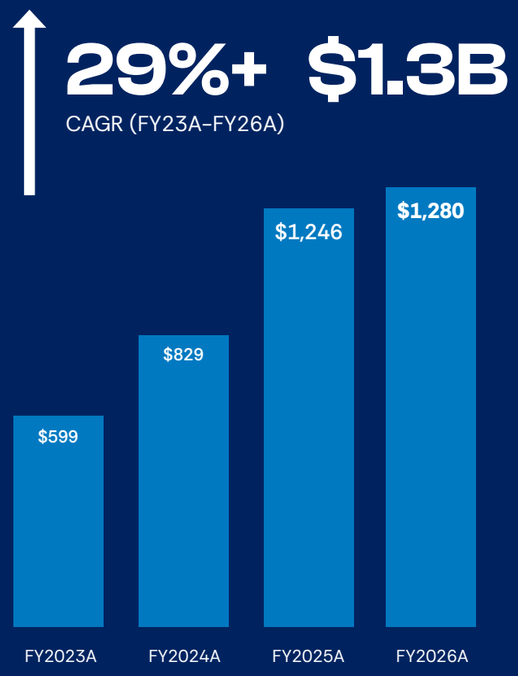
Strong revenue growth

REVENUE
(C$ MILLIONS)



Significant increase in Adjusted EBITDA[1]

ADJUSTED EBITDA[1]
(C$ MILLIONS)



① See "Non-IFRS Measures"

APOTEX
Canadian-Based
Global Health Company

INVESTMENT HIGHLIGHTS

- Canadian health champion with leading positions across the Americas
- Robust R&D, IP and business development driving growth
- Differentiated North American supply chain enabling resilient execution
- Delivering strong financial performance and disciplined capital allocation
- Experienced management with strong shareholder alignment
- Proven track record of accretive M&A across Brands & Biosimilars



Price: $[●] per Common Share

	Price to the Public[(1)]	Underwriters' Fee	Net Proceeds to the Company[(2)]	Net Proceeds to the Selling Shareholders[(2)(3)]
Per Common Share.....	$[●]	$[●]	$[●]	$[●]
Total Offering[(3)].....	$[●]	$[●]	$[●]	$[●]

Notes:

(1) The Offering Price has been determined by negotiation among the Company, SK Holdings and the Co-Lead Bookrunners, as representatives of the Underwriters.

(2) We and the Selling Shareholders will pay a cash fee equal to 4.75% (the "**Underwriters' Fee**") of the aggregate gross proceeds raised from the Common Shares sold pursuant to the Offering, but before deducting the expenses of the Offering. The expenses of the Offering that remain unpaid are estimated to be approximately $[●] and will be paid by the Company out of the proceeds of the Treasury Offering. See "Use of Proceeds" and "Consolidated Capitalization".

(3) The Selling Shareholders have granted the Underwriters an option (the "**Over-Allotment Option**"), exercisable at the Underwriters' sole discretion, in whole or in part, at any time for a period of 30 days after the Closing Date (as defined herein), to purchase up to an additional [●] to [●] Common Shares (the "**Over-Allotment Shares**"), representing 15% of the aggregate number of Common Shares sold under the Offering at the Offering Price solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total "Price to the Public", "Underwriters' Fee" and "Net Proceeds to the Selling Shareholders" will be $[●], $[●] and $[●], respectively. This prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires such Common Shares under this prospectus, regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Principal and Selling Shareholders" and "Plan of Distribution".

The following table sets out the number of Common Shares that may be sold by the Selling Shareholders to the Underwriters pursuant to the Over-Allotment Option:

Underwriters' Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price ($)
Over-Allotment Option	[●] Common Shares	For a period of 30 days after the Closing Date	$[●] per Common Share

The Underwriters, as principals, conditionally offer the Common Shares qualified under this prospectus, subject to prior sale, if, as and when issued by the Company or sold by the Selling Shareholders and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on our behalf by Goodmans LLP with respect to Canadian legal matters and Kirkland & Ellis LLP with respect to U.S. legal matters, and on behalf of the Underwriters by Stikeman Elliott LLP with respect to Canadian legal matters and Skadden, Arps, Slate, Meagher & Flom LLP with respect to U.S. legal matters.

In connection with the Offering, the Underwriters have been granted the Over-Allotment Option and may, subject to applicable law, over-allocate or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. **The Underwriters may offer the Common Shares at a price lower than that stated above. Any such reduction in price will not affect the proceeds received by the Company or the Selling Shareholders. See "Plan of Distribution".**

Unless otherwise indicated, all information in this prospectus assumes (a) that the Over-Allotment Option will not be exercised, and (b) an Offering Price of $[●] per Common Share, the midpoint of the estimated Offering Price range set forth on the cover page of this prospectus.

Upon completion of the Offering, assuming an Offering size of $[●] million and an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range) and assuming no exercise of the Over-Allotment Option, SK Artemis Holdings, II, LLC ("**SK Holdings**") will, directly or indirectly, own or control approximately [●]% of the issued and outstanding Common Shares (on a non-diluted basis) and approximately [●]% if the Over-Allotment Option is exercised in full (on a non-diluted basis). See "About This Prospectus – Disclosure of Outstanding Securities and Related Information". As a result, SK Holdings will have significant influence over us and our affairs. In addition, SK Holdings will be party to the SK Investor

Rights Agreement (as defined herein) that provides for certain shareholder rights. See "Principal and Selling Shareholders" and "Risk Factors". All of the Common Shares held upon completion of the Offering by SK Holdings, our directors and executive officers and certain other existing shareholders will be subject to contractual lock-up agreements with the Underwriters and/or the Company. See "Plan of Distribution – Lock-Up Arrangements".

There is no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. An investment in the Common Shares is subject to a number of risks that should be considered by a prospective purchaser. Prospective purchasers should carefully consider the risk factors described under "Risk Factors" before purchasing the Common Shares.

We have applied to have the Common Shares listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "APTX". Listing is subject to the approval of the TSX in accordance with its original listing requirements. The TSX has not conditionally approved our listing application and there is no assurance that the TSX will approve the listing application. Closing of the Offering ("**Closing**") is conditional upon the Common Shares being approved for listing on the TSX. See "Plan of Distribution" and "Risk Factors".

Each of RBC, TD, Scotia, BMO, CIBC World Markets Inc. ("CIBC"), MUFG Securities (Canada), Ltd. ("MUFG"), ATB Capital Markets Corp. ("ATB"), Desjardins Securities Inc. ("Desjardins"), National Bank Financial Inc. ("NBF") and Raymond James Ltd. ("Raymond James") is an affiliate of a Canadian chartered bank or financial institution that is a lender under the Credit Facilities. As a result of the foregoing relationships, as described in further detail herein, we may be considered a "connected issuer" of RBC, TD, Scotia, BMO, CIBC, MUFG, ATB, NBF and Raymond James within the meaning of National Instrument 33-105 – Underwriting Conflicts for the purposes of applicable Canadian securities legislation. See "Description of Material Indebtedness" and "Plan of Distribution". Additionally, certain of the Underwriters, and their respective affiliates, have provided from time to time, and may provide in the future, commercial and investment banking, investment, financial advisory and valuation services to us, our affiliates and the Selling Shareholders in the ordinary course of business for which they have received and may continue to receive customary fees and commissions. See "Plan of Distribution".

Subscriptions will be received subject to rejection or allocation in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. Closing is expected to occur on or about [●], 2026 or such other date as we and the Underwriters may agree, but in any event no later than [●], 2026 (the "**Closing Date**"). The Common Shares offered under this prospectus are to be taken up by the Underwriters, if at all, on or before [●], 2026. The Common Shares will be deposited with CDS Clearing and Depository Services Inc. ("**CDS**") in electronic form on the Closing Date through the non-certificated inventory system administered by CDS. A purchaser of Common Shares will receive only a customer confirmation from the registered dealer from or through which the Common Shares are purchased. See "Plan of Distribution – Non-Certificated Inventory System".

SK Holdings, Jacesa Investments Ltd., Christian Calcagno and certain of our directors, Aaron Davenport, Sharon Kochan, Itzhak Krinsky and Santiago Nielsen, reside outside of Canada. Such persons have appointed GODA Incorporators, Inc., 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7, as their agent for service of process in Ontario. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See "Risk Factors".

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS 1
NON-IFRS MEASURES 3
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION 5
MARKET AND INDUSTRY DATA 9
TRADEMARKS AND TRADE NAMES 10
MARKETING MATERIALS 10
ELIGIBILITY FOR INVESTMENT 10
LETTER FROM JEFF WATSON 12
PROSPECTUS SUMMARY 14
THE OFFERING 24
SUMMARY CONSOLIDATED FINANCIAL INFORMATION 28
INDUSTRY OVERVIEW 36
BUSINESS OF APOTEX 51
SELECTED CONSOLIDATED FINANCIAL INFORMATION 99
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 107
POST-CLOSING STRUCTURE 154
USE OF PROCEEDS 154
DESCRIPTION OF SHARE CAPITAL 155
DIVIDEND POLICY 159
PRINCIPAL AND SELLING SHAREHOLDERS 160
AGREEMENTS WITH PRINCIPAL SHAREHOLDERS 161
DESCRIPTION OF MATERIAL INDEBTEDNESS 165
CONSOLIDATED CAPITALIZATION 167
OPTIONS TO PURCHASE SECURITIES 167
PRIOR SALES 168
DIRECTORS AND EXECUTIVE OFFICERS 169
CORPORATE GOVERNANCE 177
EXECUTIVE COMPENSATION 185
DIRECTOR COMPENSATION 209
INDEBTEDNESS OF DIRECTORS AND OFFICERS 210
PLAN OF DISTRIBUTION 210
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS 219
RISK FACTORS 222
LEGAL PROCEEDINGS 279
LEGAL MATTERS AND EXPERTS 280
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 280
AUDITOR, TRANSFER AGENT AND REGISTRAR 280
MATERIAL CONTRACTS 280
PURCHASERS' STATUTORY RIGHTS 282
GLOSSARY OF TERMS 283
APPENDIX A CHARTER OF THE BOARD OF DIRECTORS A-1
APPENDIX B CHARTER OF THE AUDIT AND RISK COMMITTEE B-1
INDEX TO FINANCIAL STATEMENTS F-1
CERTIFICATE OF THE ISSUER C-1
CERTIFICATE OF THE SELLING SHAREHOLDERS C-2
CERTIFICATE OF THE UNDERWRITERS C-3

ABOUT THIS PROSPECTUS

General Matters

An investor should rely only on the information contained in this prospectus. None of the Company, the Selling Shareholders or any of the Underwriters has authorized anyone to provide investors with additional or different information. The information contained on our corporate website, www.apotex.com or any of the websites of our affiliated entities, is not intended to be included in or incorporated by reference into this prospectus and prospective investors should not rely on such information when deciding whether or not to invest in the Common Shares.

Any reference to "management believes", "we believe", "management expects", "we expect", "management anticipates", "we anticipate" or variations thereof within this prospectus represents a *bona fide* belief of management based on their experience and knowledge of the industry and customer and competitive landscape, following reasonable inquiry. All references in this prospectus to "management" are to the persons who are identified in this prospectus as the executive officers of the Company. See "Directors and Executive Officers". All statements in this prospectus made by or on behalf of management are made in such persons' capacities as executive officers of the Company and not in their personal capacities.

Any graphs, tables or other information demonstrating our historical performance or that of any other entity contained in this prospectus are intended only to illustrate past performance and are not necessarily indicative of such entities' future performance. The information contained in this prospectus is accurate only as of the date of this prospectus or the date indicated, regardless of the time of delivery of this prospectus or of any sale of the Common Shares.

None of the Company, the Selling Shareholders or any of the Underwriters is offering to sell the Common Shares in any jurisdiction where the offer or sale of such securities is not permitted. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this prospectus.

In this prospectus, unless the context indicates or requires otherwise, it is assumed that the Pre-Closing Reorganization and the Offering have been completed and that the Over-Allotment Option is not exercised.

This prospectus includes summary descriptions of certain material agreements of the Company. See "Material Contracts". The summary descriptions disclose all attributes material to a prospective purchaser of Common Shares, but are not complete and are qualified by reference to the terms of the material agreements, which have been or will be filed with the Canadian securities regulatory authorities and are or will be available on SEDAR+, at www.sedarplus.ca, under the Company's profile. Investors are encouraged to read the full text of such material agreements.

Unless otherwise indicated or the context requires otherwise, all references to the "Company", "Apotex", the "Successor", "we", "us" or "our" refer to Apotex Health Corp., together with our subsidiaries and the Predecessor (as defined below), on a consolidated basis, as constituted on the Closing Date after giving effect to the Pre-Closing Reorganization described under "Description of Share Capital – Pre-Closing Reorganization".

Terms not otherwise defined herein shall have the meanings given to them in the Glossary of Terms. See "Glossary of Terms".

Presentation of Financial Information and Other Information

Our consolidated financial statements are presented in Canadian dollars and are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). In this prospectus, references to "$" or "C$" are to Canadian dollars and all references to "US$" are to United States Dollars. Amounts are in Canadian dollars unless otherwise

indicated. Certain totals, subtotals and percentages through this prospectus may not reconcile due to rounding. Where numbers are reflected as "approximately", they have been rounded up or down, as applicable.

The Company was incorporated as "Artemis Parent, Inc." under the OBCA on September 16, 2022. Other than certain pre-operating assets, debt and expenses, the Company did not have any assets or operations until its acquisition (the "**APHI Acquisition**") of 100% of the issued and outstanding shares of Apotex Pharmaceutical Holdings Inc. ("**APHI**" or the "**Predecessor**") on April 1, 2023. This was accounted for as a business combination using the acquisition method of accounting and the Successor's financial statements reflect a new basis of accounting that is based on the fair value of assets acquired and liabilities assumed as of the effective time of the APHI Acquisition. In this prospectus, periods prior to the APHI Acquisition (specifically, Fiscal 2023) are labeled as relating to the "Predecessor" and periods subsequent to the APHI Acquisition (specifically, Fiscal 2024, Fiscal 2025 and Fiscal 2026) are labeled as relating to the "Successor". The Predecessor and Successor periods have been separated by a black line in this prospectus to highlight that the financial information for such periods has been prepared under two different cost basis of accounting and represents two different legal entities.

Unless otherwise indicated, all references to (a) fiscal year, Fiscal Year or FY, refer to the Company's (or the Predecessor's or Successor's, as applicable) relevant fiscal year ended March 31st; and (b) calendar year, CY or a year without any such designation, refer to the relevant calendar year ended December 31st. References to Fiscal 2026, FY2026, Fiscal 2025, FY2025, Fiscal 2024 and FY2024 refer to the applicable fiscal year of the Successor, while references to Fiscal 2023 and FY2023 refer to the applicable fiscal year of the Predecessor. References to any Fiscal Year or FY followed by "A" refer to actual results for such Fiscal Year, while references to any future Fiscal Year or FY followed by "E" refer to estimated results for such Fiscal Year.

Disclosure of Outstanding Securities and Related Information

The number of outstanding Common Shares, options, phantom units and RSUs that will be outstanding following completion of the Offering varies based on the Offering Price. In this prospectus, unless the context indicates or requires otherwise, it is assumed that there will be [●] Common Shares outstanding upon completion of the Offering on a non-diluted basis (or [●] Common Shares on a fully diluted basis), which is based on an assumed Treasury Offering size of $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range).

Where any of: (a) the total number of Common Shares outstanding; (b) the number of Common Shares held by a Shareholder; or (c) a Shareholder's Common Share ownership percentage is disclosed on a fully diluted basis, it is assumed that all outstanding options, phantom units and RSUs have been exercised or settled for Common Shares, notwithstanding that, in the ordinary course or pursuant to the terms of such securities, some or all of these securities are typically, or may be required to be, settled in cash rather than Common Shares. Unless otherwise noted, we have used the "treasury stock method" to calculate the number of Common Shares issuable upon the exercise of options and phantom units (including when presenting the number of Common Shares outstanding on a fully-diluted basis). The treasury stock method assumes "net settlement" of options and phantom units or, said another way, that proceeds from the exercise of options and phantom units are used by the Company to repurchase outstanding Common Shares at the then-current market price, which for purposes of this presentation in this Prospectus is the Offering Price.

NON-IFRS MEASURES

This prospectus makes reference to certain non-IFRS measures, ratios and supplementary financial information. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use the non-IFRS financial measures and ratios listed below to provide supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when using IFRS financial measures. We believe the presentation of these financial measures and ratios enhances an investor's understanding of our financial performance as these measures and ratios are widely used by investors, securities analysts and other interested parties. However, the performance measures we use may be calculated in a different manner than similar performance measures used by other companies. Our management also uses non-IFRS measures and ratios in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts, to determine components of management compensation and to determine financial covenant compliance.

"**Adjusted EBITDA**" is calculated as EBITDA adjusted to include the cost of lease payments and to exclude acquisition related costs, non-cash purchase price adjustments, remeasurement of contingent consideration, share-based compensation, gains on Sale-Leaseback, gains or losses on sale of property, plant and equipment, impairment and write-off of assets, litigation settlements and awards and the associated legal fees related to cases that are not company product specific, operational reorganization costs, unrealized foreign exchange losses or gains, IPO related costs, quality remediation costs and other adjustments, which represent items that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the Company's financial results such as costs associated with business transformation initiatives.

We believe Adjusted EBITDA is a useful measure to assess our financial performance as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, and expenses we believe are not reflective of our underlying business performance.

"**Adjusted EBITDA Margin**" is calculated as Adjusted EBITDA divided by revenue.

We believe Adjusted EBITDA Margin is a useful measure to assess our financial performance, as a percentage of revenue, as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, and expenses we believe are not reflective of our underlying business performance.

"**Adjusted Net Income**" is calculated as earnings adjusted for acquisition related costs, non-cash purchase price adjustments, remeasurement of contingent consideration, share-based compensation, gain on the Sale-Leaseback, gain or loss on sale of property, plant and equipment, impairment and write-off of assets, litigation settlement and awards and the associated legal fees related to cases that are not company product specific, operational reorganization costs, unrealized foreign exchange losses or gains, IPO related costs, quality remediation costs, other adjustments and the tax effect of all such adjustments, which represent items that have been excluded from Adjusted Net Income to facilitate understanding of trends in the Company's financial results such as costs associated with business transformation initiatives.

We believe Adjusted Net Income is a useful measure to assess our financial performance as it provides more meaningful operating results by excluding the effects of expenses we believe are not reflective of our underlying business performance.

"**EBITDA**" is calculated as earnings before income tax expense (recovery), interest expense, net, depreciation and amortization.

We believe that EBITDA is a useful measure to assess our financial performance as it provides more meaningful operating results by excluding the effects of non-operating costs such as interest and taxes, and non-cash costs such as depreciation and amortization.

"**EBITDA Margin**" is calculated as EBITDA divided by revenue.

We believe that EBITDA Margin is a useful measure to assess our financial performance, as a percentage of revenue, as it provides more meaningful operating results by excluding the effects of non-operating costs such as interest and taxes, and non-cash costs such as depreciation and amortization.

"**Net Debt**" is calculated as total debt less cash and cash equivalents.

We believe that Net Debt is a useful measure to assess the Company's financial obligations, net of its cash and cash equivalents.

"**Net Leverage Ratio**" is calculated as Net Debt to last twelve months Adjusted EBITDA.

We believe that Net Leverage Ratio is a useful measure to assess the Company's financial leverage in relation to its ability to generate operating earnings. It provides insight into solvency, financial risk and the Company's capacity to manage and repay debt.

"**Operating Free Cash Flow**" is calculated as net cash flows from operating activities less lease payments, purchases of property, plant and equipment and intangible assets plus interest paid on debt, payments of contingent consideration, and the portion of acquisition related costs, IPO related costs, operational reorganization costs and other adjustments paid in cash during the reporting period.

Management believes Operating Free Cash Flow is a useful measure to assess the cash flow generated by the Company's core business operations after accounting for necessary capital expenditures.

"**Return on Invested Capital**" is calculated as adjusted net operating profit after tax (calculated as Adjusted EBITDA less depreciation, amortization and tax) divided by average invested capital (calculated as the average of the opening and closing equity plus Net Debt).

Management believes that Return on Invested Capital is a useful measure as it assesses the efficiency in allocating capital to profitable investments.

Readers of this prospectus should note that, pursuant to a license agreement with Bristol-Myers Squibb, the Company and other select generic pharmaceutical manufacturers were granted volume-limited licenses to sell the generic version of Bristol-Myers Squibb's cancer treatment Revlimid, known as lenalidomide (the "**Volume-Limited License Product**"). This agreement provided us the right to sell a limited quantity of the Volume-Limited License Product in the U.S. each year, beginning in March 2022 through January 2026. Sales of the Volume-Limited License Product in the U.S. meaningfully contributed to our total revenue in each of Fiscal 2023, Fiscal 2024 and Fiscal 2025, as well as in the first and second quarter of Fiscal 2026. As of December 31, 2025, the Company had sold all remaining volume under this agreement, with approximately 90% of Fiscal 2026 sales of the Volume-Limited License Product occurring in the first quarter and the balance in the second and third quarters of Fiscal 2026.

In February 2026, the market for Revlimid became fully genericized in the U.S., which means that we and other generic pharmaceutical manufacturers are able to produce and sell a generic version of the medicine without patent or license-based restrictions. As a result of increased generic competition and the related decline in pricing following the loss of exclusivity, we experienced a decline in revenue and Adjusted EBITDA in the third and fourth quarters of Fiscal 2026, which is reflected in our year-to-year and quarter-to-quarter financial result comparisons. We anticipate sales of this product to represent less than 1% of our total revenue starting in Fiscal 2027 (down from approximately $461 million and $339 million in revenue in Fiscal 2025 and Fiscal 2026, respectively).

In this prospectus, certain references to our historical revenue, Adjusted EBITDA, Adjusted EBITDA Margin, Operating Free Cash Flow and Return on Invested Capital, as well as our targeted revenue and Adjusted EBITDA Margin have been presented excluding U.S. sales of the Volume-Limited License Product. Management believes that providing such measures or estimates contextualizes our recent financial performance and provides a clearer understanding of the growth we expect to see in the medium term. In these instances, we have referred to our revenue, Adjusted EBITDA, Adjusted EBITDA Margin and Return on Invested Capital as "Excluding U.S. Contribution of the Volume-Limited License Product".

"**Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product**" is calculated as Adjusted EBITDA minus gross profit from sales of the Volume-Limited License Product in the U.S.

"**Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product**" is calculated as Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product divided by Revenue Excluding U.S. Contribution of the Volume-Limited License Product.

"**Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product**" is calculated as Operating Free Cash Flow minus U.S. contribution of the Volume-Limited License Product.

"**Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product**" is calculated as adjusted net operating profit after tax minus U.S. contribution of the Volume-Limited License Product (calculated as Adjusted EBITDA less depreciation, amortization, gross profit from the sales of the Volume-Limited License Product in the U.S., and tax) divided by average invested capital (calculated as the average of the opening and closing equity plus Net Debt).

"**Revenue Excluding U.S. Contribution of the Volume-Limited License Product**" is calculated as revenue minus revenue from sales of the Volume-Limited License Product in the U.S.

See "Business of Apotex – Our 50-Year Evolution – Positioning for Transformative Growth as a Global Health Company (2023 – Present)", Figure 14, "Business of Apotex – Growth Targets" and "Risk Factors" for more information with respect to the impact of the Volume-Limited License Product on our historical revenue, Adjusted EBITDA and Adjusted EBITDA Margin, as well as our targeted revenue and Adjusted EBITDA Margin.

See "Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Reconciliation of Non-IFRS Measures" for a reconciliation of the foregoing non-IFRS measures to their most directly comparable measures calculated in accordance with IFRS.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, facility expansions, leases, prospects, product launches, productivity initiatives, financial targets or outlook, intentions or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but

instead represent management's expectations, estimates and projections regarding future events or circumstances.

Discussions containing forward-looking information may be found, among other places, under "Prospectus Summary", "Business of Apotex", "Description of Material Indebtedness", "Consolidated Capitalization", "Selected Consolidated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Post-Closing Structure", "Use of Proceeds", "Description of Share Capital", "Dividend Policy", "Principal and Selling Shareholders", "Directors and Executive Officers", "Executive Compensation", "Director Compensation" and "Risk Factors".

This forward-looking information includes, among other things, statements relating to: the Offering Price, the completion, size, expenses and timing of Closing; expectations regarding industry and regulatory trends, overall market growth rates and our growth targets and growth strategies; management's expectations and beliefs about our ability to execute on our growth strategies, including our Journey of Health strategy; expectations regarding our future capital expenditures; our public company costs following Closing; our business plans and strategies; our competitive position in our industry and the markets we operate in; our product pipeline, prospective products and product approvals, our business development and licensing arrangements, product development and future performance and results of current and anticipated products; the expected impact of our recently announced portfolio expansion transaction on our U.S. branded pharmaceuticals platform; anticipated revenues for our products; expected research and development ("**R&D**") and marketing spend; the expected launch of semaglutide products; the completion of the sale of our Mexican API facility; our ongoing discussions with the FDA regarding our Richmond Hill facility and our related corrective actions; expectations regarding executive compensation; productivity and cost savings programs; management's assumptions underlying our growth targets; the outcome of contingencies, such as litigation, subpoenas, investigations, reviews, audits and regulatory proceedings; our intention to declare dividends; our levels of indebtedness; and the market price for the Common Shares.

This forward-looking information and other forward-looking information are based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. In particular, our statements regarding our growth targets assume that we can execute on our productivity and cost savings programs and that the overall market continues to grow as expected and we continue to maintain or grow our market share, in particular through the launch of new products or through inorganic transactions. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that, while considered by the Company to be appropriate and reasonable as of the date of this prospectus, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to:

- the timely receipt of any required regulatory approvals, including in respect of our pipeline of products;
- our ability to bring products to market first, or to do so in a timely and cost-efficient manner or in a manner sufficient to grow our business, replace lost revenue resulting from industry-wide price erosion or take advantage of new technological efficiencies, including artificial intelligence ("**AI**") and quantum computing;
- the supply and market changes in demand for products within our portfolio, including as a result of competition to our existing portfolio which results in reduction of prices for our products;
- our ability to maintain and enforce the protection afforded by any intellectual property or regulatory exclusivity rights;

- the general regulatory environment in which we operate, including the areas of taxation, environmental protection, consumer safety and health regulation;
- ongoing oversight and review of our products and facilities by regulatory and governmental agencies, including Health Canada, the FDA and equivalent agencies outside of Canada and the U.S., which can potentially delay facility inspections and product approvals critical to our supply continuity and new product launches and/or result in import and export restrictions and the halting of production at our facilities or the facilities of our manufacturing partners;
- interruptions in manufacturing and distribution in our geographic markets;
- our ability to extend the lease terms for any of our facilities;
- the imposition of any tariffs or other restrictive trade control measures or countermeasures affecting trade between Canada, the U.S. and Mexico;
- uncertainties in the global economy created by the wars in Iran and Ukraine, the closure of the Strait of Hormuz, the Israel-Hamas war and potential future wars;
- our exposure to intellectual property and sales risks;
- our ability to execute our growth strategies, including our Journey of Health strategy and our productivity initiatives, and the timing thereof;
- the impact of changing conditions and increasing competition in the pharmaceutical and branded consumer health and wellness markets;
- our ability to obtain components, raw materials or products supplied by third parties (some of which may be single-sourced) and other manufacturing and related supply difficulties, interruptions and delays;
- our reliance on third party development partners and contract manufacturers to develop and manufacture our products on favourable terms;
- changes in prescription recommendations or behaviours by clinical commissioning groups or other healthcare groups in Canada and the U.S., or in any other jurisdictions in which we sell our products;
- the inclusion of our products on formularies or clinical commissioning groups providing guidance to prescribe our products or our ability to achieve favourable formulary or clinical commissioning group status, as well as the impact on the price of our products in connection therewith;
- the availability and extent to which our products are reimbursed by government authorities and other third-party payors, as well as the impact of obtaining or maintaining such reimbursement on the price of our products;
- changes in global economic conditions and our ability to access capital;
- legal proceedings, including product liability claims or recalls, sales and marketing practices, intellectual property disputes, anti-trust claims and government investigations generally;
- uncertainties regarding the commercial success of our products and development efforts;
- the development and clinical testing of products under development;
- our ability to successfully resolve regulatory investigations;
- the impact of applicable laws and regulations, such as the IRA and the OBBBA, and regulators such as the PMPRB, on our ability to launch products at a profit;
- our ability to compete against companies that are larger and have greater financial, technical and human resources than us, as well as other competitive factors, such as technological advances achieved, patents obtained and new products introduced by competitors;

- our ability to attract and retain members of our management team and key personnel;
- our ability to achieve our growth targets;
- our ability to achieve all estimated synergies as a result of cost reductions and/or integration initiatives;
- our ability to source and complete acquisitions and/or licensing transactions and to expand into additional markets;
- the use of AI or other emerging technologies in various facets of our operations, which may exacerbate competitive, regulatory, litigation, cybersecurity and other risks;
- potential delays caused by geopolitical tensions, government budget constraints, and widespread outbreaks of disease or other public health crises pose regulatory risks;
- our ability to generate sufficient cash flow from operations and to access existing and proposed credit facilities and the capital markets to meet our future obligations on acceptable terms;
- our future liquidity and financial capacity;
- volatility in financial markets and fluctuations in exchange and interest rates;
- reliance on third party distributors and suppliers;
- the tax treatment of our subsidiaries and the materiality of legal and regulatory proceedings;
- the size of the market for our products, including products in our pipeline;
- our ability to maintain key partnerships, and licensing and partnering arrangements, now and in the future;
- volatility of the market price of the Common Shares;
- our status as a controlled company, and the possibility that SK Holdings' interests may conflict with our interests and the interests of our other Shareholders; and
- such other factors discussed in greater detail under "Risk Factors" in this prospectus.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. The opinions, estimates or assumptions referred to above and described in greater detail in "Risk Factors" should be considered carefully by prospective investors.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this prospectus represents our expectations as of the date of this prospectus (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Common Shares.

MARKET AND INDUSTRY DATA

Market and industry data presented throughout this prospectus was obtained from third-party sources and industry reports and publications, websites and other publicly available information, including Euromonitor International Ltd. ("**Euromonitor**") and IQVIA Solutions Canada Inc. ("**IQVIA**"), as well as industry and other data prepared by us or on our behalf on the basis of our knowledge of the markets in which we operate, including information provided by suppliers, partners, clients and other industry participants. Unless otherwise indicated, all information and data in the "Industry Overview" section of the prospectus is presented as at or for the relevant calendar year ended December 31st, as applicable. Numbers presented in figures in the "Industry Overview" section of the prospectus may not add due to rounding.

The "Industry Overview" section of this prospectus includes market and industry data and forecasts and statements regarding our position in the relevant markets. Unless otherwise indicated, information on market size, share and other data contained in the "Industry Overview" section is based on our analysis of the following third-party sources:

- IQVIA Forecast Link and MIDAS for the period 2020A to 2030E presenting estimates of real-world activity;
- Euromonitor Consumer Health 2025 edition for over-the-counter, and vitamins and health supplements, using current prices for each respective year and presented in US$ based on year-on-year exchange rates as applied by Euromonitor; and
- IQVIA CDH data for the last twelve months ending December 31, 2025 presenting estimates of real-world activity

  (as applicable, copyright of IQVIA and Euromonitor, all rights reserved).

Throughout this prospectus, unless specified otherwise, any reference to the Company holding a numerically ranked, "leading" or "top" market position is based on total dollar value of sales in the applicable product category and/or geography, in each case based on data obtained from third-party sources, including Euromonitor and IQVIA.

Certain third-party sources, including Euromonitor and IQVIA, use the following metrics to approximate the size of the addressable market for individual generic and biosimilar pharmaceutical products:

- "**Originator Value**" is defined by IQVIA as annual sales generated by an original branded pharmaceutical product during the period of exclusivity, before the generic or biosimilar version is available.
- "**Peak Sales**" is defined by IQVIA as an estimation of the highest annual sales a product is projected to achieve during the forecasted period.

We believe that the market and economic data presented throughout this prospectus is accurate and, with respect to data prepared by us or on our behalf, that our estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and economic data presented throughout this prospectus are not guaranteed and none of us, the Selling Shareholders or any of the Underwriters makes any representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although we believe it to be reliable, none of us, the Selling Shareholders or any of the Underwriters has independently verified any of the data from third-party sources referred to in this prospectus, analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying market, economic and other assumptions relied upon by such sources. Market and economic data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. For the avoidance of doubt, nothing stated in

this paragraph operates to relieve the Company or the Underwriters from liability for any misrepresentation contained in this prospectus under applicable Canadian securities laws.

TRADEMARKS AND TRADE NAMES

This prospectus includes certain trademarks, such as “Acetadote”, “Aflivu”, “Apobiologix”, “ApoPharma”, “Apo-Semaglutide Injection”, “Caldolor”, “Clobivis”, “Divigel”, “Electrolitos APO”, “Epsolay”, “Espadiva”, “Grastofil”, “Iheezo”, “Kristalose”, “Linzagolix”, “Mugasin”, “Nextellis”, “Norlutate”, “Nuvigil”, “Prolia”, “Provigil”, “Sancuso”, “Talicia”, “Twyneo”, “Vaprisol”, “Vibativ”, and “Xgeva”, which are protected under applicable intellectual property laws and are our property or the property of our licensors. Solely for convenience, our or our licensors’ trademarks, copyrights and trade names (including “Journey of Health”) referred to in this prospectus may appear without the ®, ™ or © symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks, copyrights and trade names.

MARKETING MATERIALS

A “template version” of the following “marketing materials” (each such term as defined in National Instrument 41-101 – *General Prospectus Requirements*) for the Offering filed with the securities commission or similar regulatory authority in each of the provinces and territories of Canada are specifically incorporated by reference into this prospectus:

- the term sheet filed on the system for electronic data analysis and retrieval (“**SEDAR+**”) on [●], 2026; and
- the investor presentation filed on SEDAR+ on [●], 2026.

The term sheet and investor presentation referred to above are available under our profile on SEDAR+ at www.sedarplus.ca.

In addition, any template version of any other marketing materials filed with the securities commission or similar regulatory authority in each of the provinces and territories of Canada in connection with the Offering, after the date hereof, but prior to the termination of the distribution of our Common Shares under this prospectus (including any amendments to, or an amended version of, any template version of any marketing materials), is deemed to be incorporated by reference herein. Any template version of any marketing materials utilized in connection with the Offering are not part of this prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Goodmans LLP, counsel to the Company, and Stikeman Elliott LLP, counsel to the Underwriters, on the Closing Date, provided that the Common Shares are listed on a “designated stock exchange” (which currently includes the TSX), the Common Shares will on that date be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) for trusts governed by registered retirement savings plans (“**RRSPs**”), registered retirement income funds (“**RRIFs**”), registered disability savings plans (“**RDSPs**”), deferred profit sharing plans, registered education savings plans (“**RESPs**”), tax-free savings accounts (“**TFSAs**”), and first home savings accounts (“**FHSAs**”) (each as defined in the Tax Act).

Notwithstanding that the Common Shares may be qualified investments for a trust governed by a TFSA, FHSA, RRSP, RRIF, RDSP or RESP, a holder of a TFSA, FHSA or RDSP, an annuitant of an RRSP or RRIF, or a subscriber of an RESP, as applicable, will be subject to a penalty tax under the Tax Act with respect to Common Shares if the Common Shares are a “prohibited investment” within the meaning of the Tax Act for the TFSA, FHSA, RRSP, RRIF, RDSP or RESP. A Common Share will not be a prohibited investment for trusts governed by a TFSA, FHSA, RRSP, RRIF, RDSP or RESP provided that the annuitant

under the RRSP or RRIF, the holder of the TFSA, FHSA or RDSP or the subscriber of the RESP, as the case may be, deals at arm's length with the Company for purposes of the Tax Act, and does not have a "significant interest" (as defined in the Tax Act) in the Company for purposes of the Tax Act. In addition, a Common Share will not be a prohibited investment if the Common Shares are "excluded property" (as defined in the Tax Act for purposes of the prohibited investment rules) for the TFSA, FHSA, RRSP, RRIF, RDSP and RESP. Holders of the Common Shares who intend to hold their Common Shares in trusts governed by RRSPs, RRIFs, RDSPs, RESPs, TFSAs or FHSAs should consult their own tax advisors with respect to whether the Common Shares would be a "prohibited investment" in their particular circumstances.

LETTER FROM JEFF WATSON

Every health journey is personal. But access to care should be universal.

For more than five decades, Apotex has played a vital role in making medicines more affordable and accessible for patients and communities around the world. That purpose has shaped who we are. Today, it also defines where we are going.

Healthcare systems across the globe are at an inflection point. Aging populations, rising rates of chronic disease, supply chain fragility, and affordability pressures are reshaping how health products are developed, manufactured, and delivered. At the same time, patients and consumers are seeking support that extends beyond treatment alone and spans prevention, wellness, and long-term health outcomes.

We believe the market opportunity ahead of Apotex is substantial and durable. Based on third party industry sources, the combined pharmaceutical and consumer health markets across the Americas represent a total addressable market exceeding $1 trillion.

Within this market of more than one billion people, we believe Apotex is uniquely positioned to meet this moment, expanding our impact and delivering long-term value for our patients and stakeholders.

We are building the future of our company around our Journey of Health strategy – a clear and focused ambition to evolve from a leading generics manufacturer into a diversified, Canadian-based global health company. Our strategy is designed to expand our impact across the full health continuum, while continuing to do what Apotex has always done best: deliver high quality, trusted, and affordable healthcare solutions, at scale.

This journey is anchored by our Canadian heritage and our deep scientific, regulatory and legal and intellectual property capabilities, and a resilient North American manufacturing footprint. Our leadership in conventional generics provides us with a strong foundation for continued growth in higher value specialty generics, biosimilars, branded pharmaceuticals, and consumer health and wellness.

At the same time, we are actively reshaping our portfolio to address unmet patient needs and some of the faster growing segments of the market. Strategic acquisitions, like those of Searchlight and CanPrev, and product development partnerships are expanding both the breadth and depth of our offering. Our increasingly diverse pipeline positions us to serve more patients, in more therapeutic areas, across more geographies, while maintaining accessibility that is central to our purpose.

We are also building a more agile, productive, and resilient organization. Through targeted productivity initiatives, operational excellence programs and disciplined capital allocation, we are strengthening profitability, reinvesting in innovation, and enhancing our ability to adapt in a rapidly changing global healthcare environment.

Importantly, we believe long-term value is created when performance and purpose move forward together. At Apotex, we measure success not only by financial outcomes, but by the strength of our partnerships, the trust of healthcare systems, and the lives improved through access to essential medicines and health products.

I began my career at Apotex as a sales representative more than three decades ago, and over that time I had the privilege of leading the company through periods of growth, disruption, and meaningful transformation. From helping stabilize the business in 2018, to strengthening our foundation, accelerating our evolution, and guiding the company through its transition to SK Capital’s ownership, I have remained deeply connected to Apotex and its people. While my roles have changed over the years, my commitment to this company has not. I am confident that Apotex enters this next chapter with a clear strategy, a strong leadership team, and experienced stewardship focused on disciplined execution and long-term value creation.

Beyond the company's unwavering focus on excellence, what has remained constant since our founding is the extraordinary commitment and resilience of our people. Their expertise, integrity, and sense of mission are the engine behind our transformation and our future growth. Together, we are building a company that is stronger and more focused; a company that is prepared to lead in the next era of global healthcare.

As we enter the public markets, we do so with confidence in our strategy, conviction in our purpose, and a long-term perspective. We are committed to disciplined execution, responsible growth, and creating enduring value for all our stakeholders, while staying true to the mission that has always guided Apotex.

I invite you to join us on this next stage of our journey – one defined not just by what we make and sell, but by the health outcomes we help enable and the patients and communities we serve.

Sincerely,

Jeff Watson

President & Chief Executive Officer

PROSPECTUS SUMMARY

This summary highlights principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in the Common Shares. You should read this entire prospectus carefully, especially the "Risk Factors" section of this prospectus and the financial statements and related notes appearing elsewhere in this prospectus, before making an investment decision. Capitalized terms used but not defined in this summary are defined elsewhere in this prospectus.

Our Business

We are a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products. With over 50 years of leadership in the Canadian pharmaceutical industry, we are an iconic brand and national champion in Canada's healthcare system with a comprehensive offering of prescription pharmaceuticals and branded consumer health and wellness products in Canada. We are the #1 player in the Canadian pharmaceutical market based on prescriptions filled, number of products sold and employees.[1] One in every five generic pharmaceutical prescriptions in Canada is manufactured by Apotex.[2] We have built leading Canadian platforms in generic pharmaceuticals, oncology biosimilar pharmaceuticals, branded specialty pharmaceuticals and branded consumer health and wellness products. We have leveraged our Canadian experience to build leadership positions in certain categories in the U.S. and select international markets. We have established a top-ten position in the U.S. generic pharmaceuticals market, as measured by sales of generic pharmaceuticals, through a differentiated strategy that prioritizes first-to-market opportunities or products where we can build and sustain a leadership position and generate optimal returns.[3] In addition, we have a direct market presence in Latin America and the Gulf Cooperation Council countries, focused on branded generic pharmaceuticals and branded consumer health and wellness products. Altogether, our products are sold in nearly 70 countries.

Our Journey of Health strategy is focused on continued growth in conventional generic pharmaceuticals, and accelerated growth in high-value specialty generic pharmaceuticals, biosimilars, innovative branded medicines, and branded consumer health and wellness products. Our growing and increasingly diverse product portfolio allows us to address unmet needs, deliver breakthrough therapies, and ensure access to safe, effective and affordable healthcare solutions. Management believes that the opportunity ahead is significant. There is a total addressable market across the Americas of more than one billion people and, according to data sourced from IQVIA and Euromonitor, a total addressable market size exceeding $1 trillion. Within this market, we are well-positioned to expand our impact and deliver long-term value by leveraging our scale, capabilities, and partnerships to serve more patients and communities than ever before.

We attribute our success in part to the collaboration among our internal R&D, regulatory, legal and intellectual property and business development teams, which are supported by approximately 850 employees and serve as our engine for product innovation and pipeline growth. Our global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose built to Health Canada, FDA, EMA or COFEPRIS quality standards to deliver upon our commitment to ensure the safe, secure supply of vital pharmaceutical medicines for our patients. In addition, our commercial distribution network enables us to leverage our reputation as a national champion in Canada's healthcare system in the U.S. and International markets.

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[1] Source: IQVIA and information from other Canadian pharmaceutical manufacturers available publicly on SEDAR+. See "Market and Industry Data".

[2] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See "Market and Industry Data".

[3] Source: IQVIA. See "Market and Industry Data".

Our success in recent years has been accelerated by a seasoned and accomplished management team, comprising 10 executives with a total of more than 250 years of industry experience in prescription pharmaceutical and branded consumer health and wellness companies. Our company is empowered by more than 6,000 global employees, supported by our majority shareholder SK Capital, a global private investment firm specializing in life sciences, and fueled by our desire to be a partner of choice in the Americas for patients, physicians, strategic supply partners and customers alike.

Our Business Lines

Our business lines include Conventional Generics, Specialty Generics and Brands & Biosimilars. As part of our Journey of Health strategy, we intend to build upon our leading positions in the Canadian and U.S. Conventional Generics markets and further expand our product portfolio of complex and higher-value products, including Specialty Generics and Brands & Biosimilars. We are taking a tailored approach to expanding our presence in these business lines, which will vary by region based on market dynamics and opportunities for growth and diversification.

Our portfolio consists of 800+ products (over 300 of which are sold across multiple geographic segments) that cover multiple dosage forms and therapeutic areas across our three business lines:

CONVENTIONAL GENERICS	SPECIALTY GENERICS	BRANDS & BIOSIMILARS
51% of FY2026 Revenue | **2%** 3-YR CAGR (23-26) | **~370** Products	**33%** of FY2026 Revenue | **15%** 3-YR CAGR (23-26) | **~120** Products	**16%** of FY2026 Revenue | **16%** 3-YR CAGR (23-26) | **~350** Products
		
Small Molecule Oral Solid Dose (OSD) Immediate or extended release	**Liquids, Inhalers, Topicals, Powders** **Injectables** **Specialty Oncology OSDs** **505(b)(2) Repurposed Molecules**	**Biosimilars** **Branded Specialty Pharmaceuticals** **Branded Consumer Health** (OTC & VMS)

Financial Performance

We have delivered strong financial performance over the past four fiscal years, bolstered by the acquisition of Apotex by SK Capital in April 2023 and the appointment of the new management team, as evidenced by the following:[4]

- ***Strong revenue growth***. Revenue has grown from $2.8 billion in Fiscal 2023 to $3.5 billion in Fiscal 2026, representing a CAGR of 8% over the past three fiscal years.
- ***High value business lines deliver attractive growth rates***. Since Fiscal 2023, our Specialty Generics and Brands & Biosimilars business lines have grown by a CAGR of 15% and 16%, respectively (as measured by revenue). Specialty Generics and Brands & Biosimilars represented a combined 49% of our Fiscal 2026 revenue, up from 40% of our Fiscal 2023 revenue.
- ***Significant increase in Adjusted EBITDA***. Adjusted EBITDA has more than doubled since Fiscal 2023, having grown from $599 million in Fiscal 2023 to $1.3 billion in Fiscal 2026,

[4] Financial performance is presented on an as-reported basis. For a discussion of the impact of the U.S. contribution of the Volume-Limited License Product on our financial performance for the periods indicated, see "Non-IFRS Measures" and "Positioning for Transformative Growth as a Global Health Company (2023 – Present)".

representing a CAGR of 29% over the past three fiscal years. See “Non-IFRS Measures” and “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures”.

- ***Compelling growth in Adjusted EBITDA Margin***. Over the last four years, we have improved our profitability as a result of the execution of our Journey of Health strategy. Over this period, our Adjusted EBITDA Margin has improved from 21% in Fiscal 2023 to 37% in Fiscal 2026. See “Non-IFRS Measures” and “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures”.

See “Business of Apotex – Our Business”.

Our Geographic Markets

We operate in three key geographic regions: (i) Canada; (ii) the U.S.; and (iii) International. In Canada, we are the national leader in generic pharmaceuticals and offer a full line of healthcare products across each of our business lines, including leading businesses in Conventional Generics, Specialty Generics and Brands & Biosimilars. In the U.S., we are a leader in select products within our Conventional Generics and Specialty Generics business lines, while we continue to expand our presence in Brands & Biosimilars. In our International segment, we leverage our existing product portfolio and pipeline assets in branded generic pharmaceuticals and branded consumer health and wellness products, and target markets with high-growth / high-return potential.

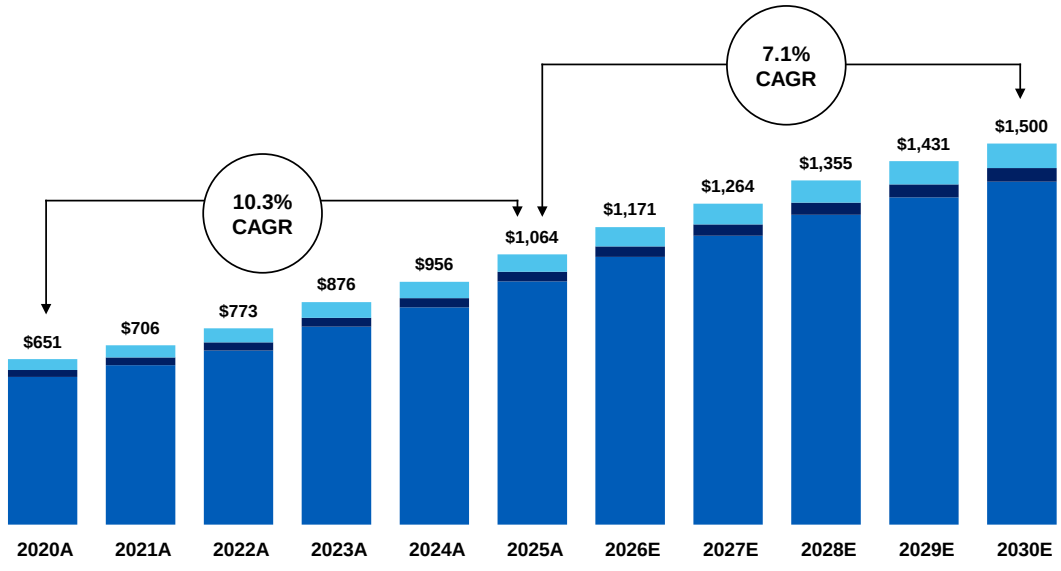
We are headquartered in Toronto, Canada, where certain key corporate functions such as finance, IT, legal and business development are centred. We conduct various activities such as manufacturing and R&D in Canada, India and Mexico. We have commercial operations such as sales, marketing and customer support in Canada, the U.S., and select countries in our International segment.

See “Business of Apotex – Our Geographic Markets”.

Industry Overview

Based on information from IQVIA and Euromonitor, the market for prescription pharmaceuticals and branded consumer health and wellness products in the Americas was valued at approximately US$1.1 trillion in 2025 and is expected to reach approximately US$1.5 trillion by the end of 2030, representing a CAGR of 7.1%.

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
United States	$581	$627	$685	$779	$855	$957	$1,054	$1,137	$1,220	$1,288	$1,350
Canada	$27	$31	$32	$34	$37	$39	$41	$45	$48	$51	$53
LATAM	$43	$48	$55	$62	$64	$68	$76	$82	$87	$92	$97

Management has identified several macro trends that it believes are driving attractive growth fundamentals across the prescription pharmaceuticals and branded consumer health and wellness product markets. There can be no assurance that any or all identified trends will materialize and actual market results may vary materially. See “Cautionary Note Regarding Forward-Looking Information”.

- *Aging Global Population Underpins Growing Demand for Healthcare Products*: The global population segment aged 65 and over is growing faster than all other age groups. According to the World Population Prospects Report by the United Nations, this segment of the global population is projected to approximately double, from 809 million (one in ten) in 2023 to 1.6 billion (one in six) by 2050. An aging population is a global trend generally driven by longer life expectancies and advancements in healthcare. Older adults are more prone to long-term health conditions that necessitate multiple daily medications, which, in turn, result in higher demand for prescription pharmaceuticals and branded consumer health and wellness products. We expect this demographic shift to remain one of the main growth drivers of the industry that will continue to support strong product demand.
- *Soaring Prevalence of Chronic Diseases Increasing Demand*: Chronic diseases are long-term illnesses driven by genetic, physiological, environmental and behavioral factors. According to the World Health Organization, by 2050, chronic diseases such as cardiovascular disease, cancer, diabetes and respiratory illnesses will account for a majority of annual deaths globally. Management expects that a prevalence of chronic diseases will drive demand for pharmaceuticals as patients with these diseases often require long-term pharmaceutical treatment.

- *Rising Healthcare Costs Have Payors Looking Toward Generic & Biosimilar Pharmaceuticals*: The cost of pharmaceuticals continues to be one of the fastest-growing healthcare expenses globally due to the significant expenditures associated with developing and commercializing novel medicines. According to IQVIA, sales of pharmaceuticals in the Americas are expected to reach approximately US$1.5 trillion by 2030. As demand and prices for novel pharmaceuticals continue to rise, payors, patients and healthcare systems are expected to prefer lower-cost generic and biosimilar pharmaceuticals to manage rising healthcare costs.
- *Increasing Patent Expiry Driving Generic & Biosimilar Pharmaceuticals Market Growth*: The number of branded pharmaceuticals in Canada and the U.S. losing patent exclusivity between 2026 and 2030 is expected to increase significantly from prior years. In Canada, 207 branded pharmaceuticals are expected to lose patent exclusivity between 2026 and 2030, representing an increase of approximately 52% over the 136 branded pharmaceuticals that lost patent exclusivity between 2021 and 2025. In the U.S., 423 branded pharmaceuticals are expected to lose patent exclusivity between 2026 and 2030, representing an increase of approximately 168% over the 158 branded pharmaceuticals that lost patent exclusivity between 2021 and 2025. We expect this to create a growing opportunity for generic and biosimilar pharmaceutical manufacturers over the next five years. For example, certain patents for the GLP-1 receptor agonist semaglutide, which is approved for treatment of diabetes, chronic kidney disease and obesity, have expired in Canada, with data exclusivity having expired in January 2026. According to GlobalData, the global market for GLP-1 receptor agonists is growing rapidly and is expected to be worth more than US$161 billion by 2031.
- *Expanding Pipeline of Innovative Branded Pharmaceuticals*. New treatment modalities are growing rapidly as R&D spending continues to increase. Total R&D expenditure of large pharmaceutical companies reached US$174 billion in 2025, up from $163 billion in 2023. According to IQVIA, there were 6,148 total clinical trials across all development stages starting in 2024. As a result, IQVIA expects 70 to 80 novel active substances to launch annually over the next five years, compared to 68 annual launches on average over the past decade. As pharmaceutical developers increase R&D spending in new modalities to produce a growing number of innovative products, material opportunities for in-licensing partnerships are created as developers require partners that have significant commercial and local market expertise.
- *Increasing Focus on Branded Consumer Health and Wellness Products*: According to Environics Research, 71% of Canadians surveyed in 2024 reported being more conscious of their health than they were in prior years compared to 56% of Canadians in 2021. Management believes that consumers are making health and wellness a priority in their daily lives, and expects this trend will increasingly lead consumers to VMS as part of a holistic and preventive approach to improving their overall physical health, immune system and mental well-being.

See “Industry Overview”.

What Sets us Apart: Our Journey of Health Strategy

We believe we are well positioned to drive long-term growth and shareholder value creation through the successful execution of our Journey of Health strategy.

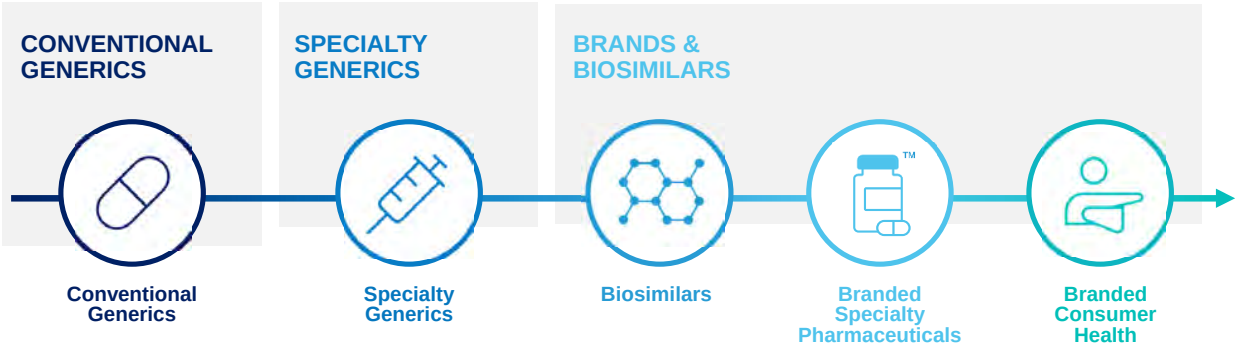
Strategic Focus on a Large and Growing Addressable Market in the Americas

We operate in a large and growing market in the Americas that includes over one billion people and, according to data sourced from IQVIA and Euromonitor, represents a market exceeding US$1 trillion, as measured by the sale of prescription pharmaceuticals and branded consumer health and wellness products. Based on information from IQVIA and Euromonitor, the overall market for prescription pharmaceuticals and branded consumer health and wellness products across the Americas has been growing at a CAGR of 10.3% per year from 2020 to 2025. We believe that several tailwinds, including: (i) an aging population; (ii) increasing prevalence of chronic diseases; (iii) rising healthcare costs; (iv) increasing patent expiry; (v) expanding pipeline of innovative branded pharmaceuticals; and (vi) an increasing focus on branded

consumer health and wellness, are expected to drive growth at a CAGR of 7.1% through 2030, based on information from IQVIA and Euromonitor.

High Value Business Lines Provide Significant Growth Potential

Our compelling growth since Fiscal 2023 has been achieved through the introduction and implementation of our Journey of Health strategy in 2023, which leverages our position as a trusted manufacturer of high-quality conventional generic pharmaceuticals and expands our footprint into higher value business lines, including Specialty Generics and Brands & Biosimilars.[5]



Our pursuit of growth and expansion in these business lines is grounded in our mission of improving everyday access to affordable, innovative medicines and health and wellness products for patients and consumers worldwide by deploying our technical and commercial capabilities where they can have the greatest impact. Management believes the products comprising the Specialty Generics and Brands & Biosimilars business lines also generally offer more durable revenue streams and margins because of their higher barriers to entry, making them important drivers of long-term, profitable growth. By Fiscal 2031, we are targeting revenue contributions of approximately one-third from each of our three business lines.

We are taking a tailored approach to expanding our presence in each of our business lines, which will vary by region based on existing assets and expertise, market dynamics, and opportunities for growth and diversification. We believe our business model reduces execution risk by integrating both internal and external resources for product development, manufacturing and commercialization. Through the selection of opportunities that require less capital and pose fewer development risks alongside a scalable infrastructure, we expect to efficiently grow our pipeline and portfolio, while limiting risk exposure and optimizing our return on capital.

Capitalize on our Leadership and Scale in the Americas

Our leadership and scale position us as a supplier to approximately 30,000 distribution partners and millions of patients throughout the Americas. With the #1 position in the Canadian generic pharmaceutical market, as measured by the number of prescriptions filled and the value of generic pharmaceutical sales,[6] and selective leadership positions in the U.S. and Latin America, we have built a balanced and resilient platform that is intended to support attractive and sustainable growth. By combining strategic regional focus with operational excellence, as well as commercial strength through a nearly 300-person sales team that covers generic, biosimilar and branded pharmaceuticals, management believes we are positioned to expand upon our market leadership and deliver high quality products to patients and consumers across the Americas.

[5] Product categories presented represent our strategic focus areas, not an exhaustive list of all products categories comprising each business line.
[6] Source: IQVIA. See “Market and Industry Data”.

Strategic Focus on Becoming the Partner of Choice for the Americas

As the leading pharmaceutical company in Canada, based on prescriptions filled, number of products sold and employees, with a significant market presence in the U.S. and Latin America, we offer valuable market entry opportunities to manufacturers with products that are not in our own development pipeline that target these regions. Management believes our integrated commercial infrastructure, deep customer relationships and extensive market expertise throughout the Americas enable efficient product launches and provide broad market access. Our expertise in managing complicated regulatory pathways across multiple jurisdictions enables us to expedite market entry times, with 130 products launched in Canada and the U.S. and approximately 180 products launched internationally over the last four years. We strive to maintain consistent product quality and availability by leveraging what we believe to be a stable supply chain and manufacturing network. We believe our long-standing relationships with healthcare providers, payors, and regulatory bodies support meaningful market presence and should contribute to our long-term stability.

Our business development team has established a track record of forging successful partnerships. Over the last four fiscal years, we have completed 83 business development agreements where we have partnered in the development and/or commercialization of more than 130 new products with 44 external partners.

Leverage our Integrated Onshore Operations to Ensure Consistent Supply and Speed to Market

Our global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose-built to Health Canada, FDA, EMA or COFEPRIS quality standards and deliver upon our commitment to ensure the safe, secure supply of vital pharmaceutical products to our patients. With the bulk of our manufacturing based in Canada, including four finished dosage sites and one API site, we believe our facilities are strategically positioned to enhance our value as a reliable partner across the Americas given the proximity to our primary market. See “Risk Factors – Risks Related to our Business and Industry – Failure to comply with regulations and requirements in respect of pharmaceutical development and manufacturing may lead to regulatory actions that cause supply interruptions, increase of our cost of goods and significant liability risks.”

Management believes that the collaboration of our internal R&D, regulatory, legal and intellectual property and business development teams, which are primarily based in Canada, accelerate our product development cycle and speed to market. This has enabled us to consistently be a first mover within the markets we serve, and has directly contributed to first-to-market launches of many of our products and has fueled our recent financial growth. Over the last four years, 42% of our generic pharmaceutical products launched in the U.S. and 76% of our generic pharmaceutical products launched in Canada were first-to-market.

Delivering Strong Financial Performance and Growth Profile

We have delivered attractive compounded annual revenue growth of approximately 8% over the last four fiscal years, with revenue growing from $2.8 billion in Fiscal 2023 to $3.5 billion in Fiscal 2026. Our revenue growth has been fueled by the successful execution of our Journey of Health strategy, which has included strengthening our Conventional Generics platform through a focus on first-to-market generic pharmaceuticals as well as expanding into higher value business lines, such as Specialty Generics and Brands & Biosimilars. The Searchlight and CanPrev acquisitions, together with the portfolio expansion transactions in the U.S., have further augmented our revenue growth.

Our Journey of Health strategy also places a priority on profitability and return on invested capital. Through our product selection process, our objective is to select and develop products across our entire portfolio that support compelling margins. This process has resulted in our Adjusted EBITDA Margin growing to 37% in Fiscal 2026 from 21% in Fiscal 2023. Adjusted EBITDA has more than doubled since Fiscal 2023, having grown from $599 million in Fiscal 2023 to approximately $1.3 billion in Fiscal 2026, representing a CAGR of 29% over the past three fiscal years.

Experienced Management Team with Strong Shareholder Alignment

Our mission is executed by a seasoned and accomplished management team that was assembled following the acquisition by SK Capital. Collectively, our management team has more than 250 years of pharmaceutical and consumer brands experience. Members of our management team have held executive roles at prominent pharmaceutical companies such as Advanz Pharma, Baxter International Inc., Eli Lilly and Company, Novartis AG, Sandoz Group AG and Teva Pharmaceutical Industries Ltd., demonstrating leadership capabilities in private and public businesses across the Americas, Europe and Asia. Our management team is committed to delivering upon our mission of improving everyday access to affordable, innovative medicines and health products for patients and consumers worldwide, while also driving shareholder value by executing our Journey of Health strategy. Our management team is supported by SK Capital, an experienced and well-aligned shareholder with deep sector expertise.

See “Business of Apotex – What Sets us Apart: Our Journey of Health Strategy”.

Key Growth Pillars of our Journey of Health Strategy

The key growth pillars of our Journey of Health strategy are anchored by our foundational commitment to patients and their continued reliance on Conventional Generics, with further growth fueled by diversifying into high-value Specialty Generics and Brands & Biosimilars.

Robust, High Value Pipeline to Drive Product Portfolio Growth

We have developed a tailored approach to launch new products for each geographic market segment based on market conditions, regulatory dynamics, competitive strengths and strategic alignment. New product launches are expected to contribute to continued growth across all three of our business lines. We are focused on products where we are well-positioned to gain a first-to-market advantage. 56% of our product launches in Canada and the U.S. over the past four years were first-to-market opportunities and we expect this trend to accelerate to over 70% over the next five years.

Accelerate Growth through External Partnerships

Our business development team accelerates our product pipeline growth through external partnerships. Our team is focused on securing partnerships that either expand our technological capabilities or provide access to products and technologies on a shorter development and commercialization timeline. We have positioned ourselves as a partner of choice for the Americas by offering external partners support through commercial, R&D, regulatory, legal and operational processes as many of our partners lack these capabilities in the Americas.

We believe our business development capabilities will lead to additional external partnerships that will increase our product pipeline and provide further opportunity for growth. We plan on entering into business development agreements that represent 20+ new products on an annual basis over the next five years. Our focus is on securing additional agreements in Specialty Generics and Brands & Biosimilars.

Selectively Pursue Strategic Acquisitions

We intend to continue augmenting our organic growth with additional strategic acquisitions. We have a disciplined approach to acquisitions, targeting strategic and attractive opportunities that align with our Journey of Health strategy. We are seeking platform and product acquisitions that complement our existing product portfolio and accelerate growth across the following areas: (i) Specialty Generics, strengthening our commercial presence across Canadian and U.S. institutional channels with a focus on complex injectables and 505(b)(2) opportunities; (ii) Brands & Biosimilars, targeting branded specialty pharmaceutical platforms in North America in specialist-driven therapeutic areas; and (iii) geographic expansion in select markets in Latin America to replace our existing external distribution partnerships with commercial platforms.

The expansion of our management team has added M&A experience and we believe that we have strong internal capabilities to execute and integrate acquisitions. In 2025, we expanded our presence in the growing Canadian branded consumer health and wellness sector through the acquisition of CanPrev, a leading Canadian provider of natural health products specializing in VMS. We believe that CanPrev will act as a platform to consolidate attractive growth opportunities that reinforce our commitment towards supporting people along their health journey in consumer health. In 2024, we completed the acquisition of Searchlight, which expanded our footprint in the high value branded pharmaceutical sector in Canada. This acquisition established a full-service branded pharmaceutical capability that will act as a platform for bolt-on acquisition opportunities to accelerate expansion of our branded pharmaceutical products portfolio.

Productivity Initiatives Support Continued Profitability

Productivity initiatives are a core pillar of our business transformation under the leadership of our new management team. We have developed a productivity initiatives plan, which identifies opportunities for approximately $600 million in annualized run-rate cost savings by Fiscal 2031. Through the end of Fiscal 2026, we have achieved approximately $300 million of these total annualized run-rate cost savings (comprising $87 million, $128 million and $78 million of annualized savings in Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively). Our productivity initiatives target four key areas: (i) improving operational efficiency and refining revenue strategies; (ii) improving our procurement systems and securing better terms from our suppliers; (iii) optimizing our manufacturing network, including by transferring certain high-volume conventional generic pharmaceuticals to lower-cost manufacturing sites to deliver a future pipeline of more complex, high margin products and reducing the cost of APIs; and (iv) additional manufacturing efficiencies to improve productivity and efficiency through service consolidation and process automation, combined with equipment optimization and waste reduction.

See “Business of Apotex – Key Growth Pillars of our Journey of Health Strategy”.

Growth Targets

For the five-year period including Fiscal 2027 through Fiscal 2031 (a period we refer to as the “medium term”), Excluding U.S. Contribution of the Volume-Limited License Product in Fiscal 2026, we are targeting revenue growth at a mid to high single-digit CAGR. In addition, over the medium term, we are targeting an Adjusted EBITDA Margin in the low to mid thirties.

Our ability to achieve our revenue and Adjusted EBITDA Margin targets throughout the medium term is expected to be driven by further business line diversification through the execution of our Journey of Health strategy, which is focused on increased expansion into the Specialty Generics and Brands & Biosimilars business lines, as well as productivity initiatives, including operational improvements from streamlining our organization, optimizing our revenue strategies and product mix, manufacturing efficiencies and procurement savings.

Over the medium term, we are targeting a shift in the contribution from our Conventional Generics, Specialty Generics and Brands & Biosimilars business lines. By Fiscal 2031, we are targeting revenue contributions of approximately one-third from each of our three business lines.

Over the medium term, we are also targeting a shift in the contribution from our Canada, U.S. and International geographic reportable segments. By Fiscal 2031, we are targeting combined revenue contributions of approximately 60% from our Canada and International segments and revenue contributions of approximately 40% from our U.S. segment.

See “Business of Apotex – Our 50-Year Evolution – Positioning for Transformative Growth as a Global Health Company (2023 – Present)”, Figure 14, “Business of Apotex – Growth Targets”, as well as “Cautionary Note Regarding Forward-Looking Information”, “Non-IFRS Measures”, “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures” and “Risk Factors” for more information, including with respect to the impact of the Volume-Limited License Product on our historical revenue,

Adjusted EBITDA and Adjusted EBITDA Margin, as well as our targeted revenue and Adjusted EBITDA Margin.

THE OFFERING

Issuer:	Apotex Health Corp. ("**Apotex**" or the "**Company**").
TSX Trading Symbol:	"APTX".
Selling Shareholders:	SK Artemis Holdings, II, LLC ("**SK Holdings**"), Fonds de solidarité des travailleurs et des travailleuses du Québec (FTQ), Jacesa Investments Ltd., Arlington Capital Holdings Inc., Juno Pharmaceuticals LP, Datalo, Adam Bulow, Alok Kanti, Barry Fishman, Geri-Lynn Kushneryk, Pradeep Sanghvi, Itzhak Krinsky, Sandra Tomassini, Struan Keir, Carina Vassilieva, Christian Calcagno, Christiane Maroun, Anni Blaquiere and Sandee Dela Cruz (collectively, the "**Selling Shareholders**").
Offering Size:	$[●] (approximately $[●] if the Over-Allotment Option is exercised in full).
Offering Price:	It is anticipated that the Offering Price will be between $[●] and $[●] per Common Share.
Treasury Offering:	Between [●] and [●] Common Shares will be issued by the Company (the "**Treasury Offering**").
Secondary Offering:	Between [●] and [●] Common Shares and, if the Over-Allotment Option is exercised, between [●] and [●] Common Shares (assuming the Over-Allotment Option is exercised in full) will be sold by the Selling Shareholders (the "**Secondary Offering**").
Over-Allotment Option:	The Selling Shareholders have granted the Underwriters an option, exercisable at the Underwriters' sole discretion, in whole or in part, at any time for a period of 30 days following the Closing Date, to purchase up to an additional [●] to [●] Common Shares, representing 15% of the aggregate number of Common Shares sold under the Offering, from the Selling Shareholders at the Offering Price solely to cover over-allotments, if any, and for market stabilization purposes. See "Principal and Selling Shareholders" and "Plan of Distribution".
Use of Proceeds:	The aggregate net proceeds of the Treasury Offering are estimated to be approximately $[●], after deducting $[●] for the Underwriters' Fee and the estimated expenses of the Offering and assuming a Treasury Offering size of approximately $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range). We intend to use the aggregate net proceeds of the Treasury Offering to repay indebtedness owing under the Credit Facilities. The specific indebtedness to be repaid under the Credit Facilities is the indebtedness outstanding under the Pari Passu Term Loan. The Company will not receive any proceeds from the Secondary Offering. See "Use of Proceeds" and "Description of Material Indebtedness".
Description of Share Capital:	Upon completion of the Offering, our authorized share capital will consist of (i) an unlimited number of Common Shares and (ii) an unlimited number of preferred shares, issuable in series (together "**Shares**"). See "Description of Share Capital".
Shares Outstanding:	Assuming an Offering size of $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range), upon completion of the Offering, an aggregate of [●] Common Shares will be issued and outstanding on a non-diluted basis (or [●] Common Shares on a fully diluted basis), whether or not the Over-Allotment Option is exercised, and no preferred

shares will be issued and outstanding. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information" and "Description of Share Capital".

Principal Shareholders:

Assuming an Offering size of $[●] and an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range), following Closing, SK Holdings and API Investment LP will beneficially own approximately [●]% and [●]% of the Common Shares (on a non-diluted basis), respectively, or [●]% and [●]% of the Common Shares (on a non-diluted basis) if the Over-Allotment Option is exercised in full. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information", "Principal and Selling Shareholders" and "Risk Factors".

Dividend Policy:

Shareholders will be entitled to receive dividends out of the assets of our Company legally available for the payment of dividends at such times and in such amount and form as our Board may determine. We currently anticipate paying quarterly cash dividends of approximately $[●] per Common Share, representing an initial annual yield of approximately [●]% calculated at the midpoint of the anticipated Offering Price range. The first dividend that would be payable would be the dividend for the period beginning on the Closing Date to June 30, 2026 and for the first full quarter ending September 30, 2026, is expected to be paid on or about September 30, 2026 to Shareholders of record on September 15, 2026 and is estimated to be $[●] per Common Share ($[●] in respect of the period from and including the Closing Date to June 30, 2026 and $[●] in respect of the full first quarter ending September 30, 2026). The amount and timing of the payment of any dividends are not guaranteed and are subject to the discretion of our Board. See "Dividend Policy" and "Risk Factors".

Lock-Up Arrangements:

In connection with the completion of the Offering, the Company and each of our Shareholders, directors and executive officers have agreed that he, she or it will not, directly or indirectly, without the prior written consent of the Co-Lead Bookrunners, on behalf of the Underwriters, such consent not to be unreasonably withheld, conditioned or delayed, offer, sell, issue, contract to sell, pledge or otherwise dispose of any Common Shares directly or indirectly, or under its control or direction, any rights to purchase Common Shares, or any securities convertible into or exercisable or exchangeable for Common Shares, or make any short sale, engage in any hedge transaction other than a currency hedge, or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares or securities convertible or exchangeable into Common Shares, whether any such transaction is to be settled by delivery of Common Shares, other securities, cash or otherwise, or agree to or publicly announce any intention to do any of the foregoing for a period commencing on the Closing Date and ending 180 days after the Closing Date (the "**UW Lock-Up Expiry**"), subject to certain limited exceptions. Holders of all of the Company's issued and outstanding Common Shares on a non-diluted basis immediately prior to the completion of the Offering will be subject to these lock-up agreements.

In addition, certain former Searchlight shareholders (collectively, the "**Core Searchlight Shareholders**") that are expected to collectively hold approximately [●] Common Shares following completion of the Offering, have each agreed that (i) for a period of twelve months following the Offering, any transfer of Common Shares by a Core Searchlight Shareholder that exceeds 10% of the average daily trading volume of the Common Shares as at the proposed date of transfer shall only occur upon providing us with prior written notice, during which notice period we shall co-operate with the selling Core Searchlight Shareholder to effect such transfer in an orderly manner and, to the

extent practicable, combine with sales from other selling Shareholders in an effort to minimize disruption to us and the trading price of our listed securities, and (ii) certain of the Core Searchlight Shareholders that collectively hold [●] Common Shares shall not transfer more than 50% of the Common Shares held by the applicable Core Searchlight Shareholder and its affiliates and permitted transferees during the 90-day period commencing upon the UW Lock-Up Expiry. Notwithstanding the foregoing, the restrictions set forth above shall terminate immediately if SK Holdings and its affiliates no longer hold at least 50% of the Common Shares.

Furthermore, the former shareholders of CanPrev and its parent entity (collectively, the "**CanPrev Shareholders**") that are expected to collectively hold approximately [●] Common Shares following completion of the Offering, have each agreed that for a period of 360 days commencing upon the UW Lock-Up Expiry, not to sell, transfer, gift, assign, pledge or otherwise dispose of (whether with or without consideration and whether voluntarily or involuntarily, directly or indirectly (including through a change of control of a person that controls the relevant CanPrev Shareholder)), any of the Common Shares held by the CanPrev Shareholders, their affiliates or permitted transferees as at the Closing Date, provided however, that the CanPrev Shareholders have the right to sell transfer, gift, assign, pledge or otherwise dispose of (whether with or without consideration and whether voluntarily or involuntarily, directly or indirectly (including through a change of control of a person that controls the relevant CanPrev Shareholder)) (i) up to 50% of such Common Shares during the 180-day period commencing on the day that is 360 days following the Closing Date (the "**CanPrev Lock-Up Expiry**"); and (ii) any or all of such Common Shares following the CanPrev Lock-Up Expiry.

Furthermore, management shareholders that hold Co-invest Shares have agreed that such Co-invest Shares will be subject to a contractual lock-up that is tied to the percentage and timing of Common Share sales made by SK Holdings, with full liquidity rights three years after Closing. Finally, the 17 largest management Shareholders have agreed that a portion of the underlying Common Shares issuable upon the restructuring of the Legacy MEP or, in the case of Jeff Watson and Martin Arès, the equity awards they receive on completion of the Offering (collectively, "**Legacy MEP Shares**") will be subject to a further lock-up period, with 10% of the total Legacy MEP Shares being released in each month following the UW Lock-Up Expiry during which an earnings-related blackout period does not apply (see "Executive Compensation – Compensation Discussion and Analysis – Trading and Hedging Restrictions"). By way of example, if the Offering is completed in June 2026, 10% of the total Legacy MEP Shares will be released in each of December 2026, February 2027, March 2027, June 2027, August 2027 and September 2027. In addition, such management shareholders have agreed that, in respect of any Legacy MEP Shares that vest after the date that is 180 days following the Closing Date, no more than 20% of such Legacy MEP Shares may be sold in any 90-calendar day period.

See "Plan of Distribution – Lock-Up Arrangements".

Eligibility for Investment:

In the opinion of Goodmans LLP, counsel to the Company, and Stikeman Elliott LLP, counsel to the Underwriters, on the Closing Date, provided that the Common Shares are listed on a "designated stock exchange" (which currently includes the TSX), the Common Shares will on that date be qualified investments under the Tax Act for trusts governed by RRSPs, RRIFs, RDSPs, deferred profit sharing plans, RESPs, TFSAs, and FHSAs. See "Eligibility for Investment".

Risk Factors:	An investment in the Common Shares is subject to a number of risk factors that should be carefully considered by prospective investors. Prospective investors should carefully consider the risk factors described under “Risk Factors” and other information included in this prospectus before purchasing the Common Shares.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following tables present summary consolidated financial information for the periods indicated therein. The summary consolidated financial information set out below for each of Fiscal 2026, Fiscal 2025 and Fiscal 2024 has been derived from the Successor Annual Financial Statements. The financial information for Fiscal 2023 included below under "Reconciliation of Non-IFRS Measures" has been derived from the Predecessor Annual Financial Statements. The Successor Annual Financial Statements and the Predecessor Annual Financial Statements have been prepared in accordance with IFRS and the Successor Annual Financial Statements are included elsewhere in this prospectus. All amounts are in millions of Canadian dollars unless otherwise indicated.

Prospective investors should review this information in conjunction with the Successor Annual Financial Statements, including the notes thereto, included elsewhere in this prospectus, as well as "About This Prospectus", "Non-IFRS Measures", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Use of Proceeds", "Consolidated Capitalization", "Description of Material Indebtedness" and "Description of Share Capital".

Consolidated Statement of Net Income (Loss)
(in CAD $ millions)

	Year Ended March 31,		
	2026	2025	2024
Revenue	3,490.8	3,349.7	2,940.5
Cost of sales	1,549.2	1,555.8	1,837.1
Gross profit	1,941.6	1,793.8	1,103.4
Selling, general and administrative	635.0	571.4	502.0
Research and development	162.6	216.0	173.1
Other operating expenses, net	357.8	453.9	433.0
Operating income (loss)	786.2	552.5	(4.7)
Finance expenses, net	266.4	241.8	150.9
Income (loss) before tax	519.9	310.6	(155.6)
Income tax expense (recovery)	146.1	158.9	(8.6)
Net income (loss)	373.8	151.7	(146.9)
Adjusted EBITDA[(1)]	1,280.4	1,245.7	828.5
Adjusted EBITDA Margin[(1)]	36.7%	37.2%	28.2%
Adjusted Net Income[(1)]	719.7	696.6	463.9
Key Financial Metrics (in each case Excluding U.S. Contribution of the Volume-Limited License Product)			
Revenue[(1)]	3,151.6	2,889.1	2,649.8
Adjusted EBITDA[(1)]	941.6	785.4	537.9
Adjusted EBITDA Margin[(1)]	29.9%	27.2%	20.3%
Operating Free Cash Flow[(1)]	642.4	325.2	511.4

Numbers may not add due to rounding.

(1) Non-IFRS financial measure. See "Non-IFRS Measures" and "Reconciliation of Non-IFRS Measures".

Key Balance Sheet Metrics
(in CAD $ millions)

	As at March 31,		
	2026	2025	2024
Cash and cash equivalents	57.0	78.0	421.3
Total current assets	2,173.4	2,323.3	2,443.9
Total non-current assets	2,370.5	2,528.4	1,594.4
Total assets	4,544.0	4,851.7	4,038.3
Total debt	2,940.2	2,067.2	1,325.3
Total current liabilities	1,448.7	1,667.9	1,336.5
Total non-current liabilities	3,653.2	2,893.2	1,969.2
Total liabilities	5,101.9	4,561.1	3,305.7
Net Debt[(1)]	2,883.2	1,989.3	904.0

Numbers may not add due to rounding.

(1) Non-IFRS financial measure. See “Non-IFRS Measures” and “Reconciliation of Non-IFRS Measures”.

Reconciliation of Non-IFRS Measures

Adjusted Net Income, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Net Debt, Operating Free Cash Flow, Return on Invested Capital, Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product, Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product, Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product, Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product, and Revenue Excluding U.S. Contribution of the Volume-Limited License Product are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS. See “Non-IFRS Measures” for a description of these measures and a summary of how management uses these supplemental measures to assess the Company’s financial performance.

In connection with the APHI Acquisition, the Company acquired 100% of the issued and outstanding shares of APHI on April 1, 2023. This was accounted for as a business combination using the acquisition method of accounting and the Successor Annual Financial Statements reflect a new basis of accounting that is based on the fair value of assets acquired and liabilities assumed as of the effective time of the APHI Acquisition. In the following tables, periods prior to the APHI Acquisition (specifically, Fiscal 2023) are labeled as relating to the “Predecessor” and periods subsequent to the APHI Acquisition (specifically, Fiscal 2024, Fiscal 2025 and Fiscal 2026) are labeled as relating to the “Successor”. The Predecessor and Successor periods have been separated by a black line in the following tables to highlight that the financial information for such periods has been prepared under two different cost basis of accounting and represents two different legal entities.

Reconciliation of Net Income (Loss) to Adjusted Net Income:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)
Quality remediation costs[(8)]	27.4	-	-	-
IPO related costs[(9)]	19.9	22.4	2.5	-
Forgiveness of related party balances[(10)]	-	-	-	94.9
Other adjustments[(11)]	30.7	18.9	18.0	(8.2)
Tax effect of adjustments	(58.2)	(88.5)	(112.5)	(13.1)
Adjusted Net Income	719.7	696.6	463.8	393.0

Numbers may not add due to rounding.

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(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional business acquisitions in the future which may result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily related to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(9) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted Net Income to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.

Reconciliation of Net Income (Loss) to EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Adjustments:				
Income tax expense (recovery)	146.1	158.9	(8.6)	101.6
Interest expense, net	260.6	216.8	158.5	0.8
Depreciation and amortization	149.4	136.5	150.7	95.5
EBITDA	929.8	664.0	153.7	551.5
EBITDA Margin	26.6%	19.8%	5.2%	19.7%
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)
IPO related costs[(8)]	19.9	22.4	2.5	-
Quality remediation costs[(9)]	27.4	-	-	-
Forgiveness of related party balances[(10)]	-	-	-	94.9
Other adjustments[(11)]	30.7	18.9	18.0	(8.2)
Lease payments[(12)]	(53.4)	(51.6)	(48.4)	(5.1)
Adjusted EBITDA	1,280.4	1,245.7	828.5	598.8
Adjusted EBITDA Margin	36.7%	37.2%	28.2%	21.4%

Numbers may not add due to rounding.

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(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step ups related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily relates to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(12) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.

Reconciliation of Total Debt to Net Debt:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Total debt	2,940.2	2,067.2	1,325.3	-
Less: Cash and cash equivalents	57.0	78.0	421.3	14.1
Net Debt (Cash)	2,883.2	1,989.3	904.0	(14.1)

Numbers may not add due to rounding.

Reconciliation of Net Cash Flows from Operating Activities to Operating Free Cash Flow
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net cash flows from operating activities	641.0	554.4	570.9	598.4
Adjustments:				
Lease payments[1]	(53.4)	(51.6)	(48.4)	(5.1)
Purchases of PPE	(121.1)	(93.6)	(83.3)	(120.9)
Purchases of intangible assets	(60.9)	(150.5)	(28.3)	-
Acquisition related costs[2]	1.3	29.5	125.6	27.7
IPO related costs[3]	19.9	22.4	2.5	-
Operational reorganization costs[4]	42.2	48.6	44.4	1.1
Interest paid on debt	213.1	170.5	127.9	2.9
Other adjustments[5]	64.6	(9.2)	18.0	-
Payment of contingent consideration[6]	150.0	150.0	-	-
Operating Free Cash Flow	896.6	670.4	729.3	504.1

Numbers may not add due to rounding.

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(1) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.
(2) Represents third party advisory fees and other expenses paid during the period related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(3) Represents costs that are directly related to preparation for the Offering that were paid during the period and are not equity issuance costs.
(4) Represents severance costs that were paid during the period related to operational reorganizations.
(5) Represents items that were paid during the period and excluded from Operating Free Cash Flow to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(6) Represents cash paid during the period for contingent consideration related to the APHI Acquisition.

Reconciliation of Operating Free Cash Flow to Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Operating Free Cash Flow	896.6	670.4	729.3	504.1
Operating Free Cash Flow from sales of the Volume-Limited License Product in the U.S.	338.9	460.3	290.6	118.9
Less: Taxes @ 25%	(84.7)	(115.1)	(72.7)	(29.7)
Operating Free Cash Flow from sales of the Volume-Limited License Product in the U.S. after tax	254.2	345.2	218.0	89.2
Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product	642.4	325.2	511.4	414.9

Numbers may not add due to rounding.

Reconciliation of Revenue to Revenue Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Revenue	3,490.8	3,349.7	2,940.5	2,798.6
Adjustment:				
Revenue from sales of the Volume-Limited License Product in the U.S.[(1)]	339.2	460.6	290.7	119.0
Revenue Excluding U.S. Contribution of the Volume-Limited License Product	3,151.6	2,889.1	2,649.8	2,679.6

Numbers may not add due to rounding.

(1) All revenue from sales of the Volume-Limited License Product in the U.S. is attributed to our Conventional Generics business line.

Reconciliation of Adjusted EBITDA to Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product and Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Adjusted EBITDA (as reconciled to net income above)	1,280.4	1,245.7	828.5	598.8
Adjustment:				
Gross profit from sales of the Volume-Limited License Product in the U.S.	338.9	460.3	290.6	118.9
Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product	941.6	785.4	537.9	479.9
Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product	29.9%	27.2%	20.3%	17.9%

Numbers may not add due to rounding.

Reconciliation of Net Income (Loss) to Return on Invested Capital and Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Adjustments:				
Income tax expense (recovery)	146.1	158.9	(8.6)	101.6
Interest expense, net	260.6	216.8	158.5	0.8
Depreciation and amortization	149.4	136.5	150.7	95.5
EBITDA	929.8	664.0	153.7	551.5
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)

	Successor			Predecessor
	2026	2025	2024	2023
IPO related costs[8]	19.9	22.4	2.5	-
Quality remediation costs[9]	27.4	-	-	-
Forgiveness of related party balances[10]	-	-	-	94.9
Other adjustments[11]	30.7	18.9	18.0	(8.2)
Lease payments[12]	(53.4)	(51.6)	(48.4)	(5.1)
Adjusted EBITDA	1,280.4	1,245.7	828.5	598.8
Less:				
Depreciation of PPE	(48.5)	(56.0)	(113.1)	(87.5)
Amortization of intangibles	(70.5)	(49.9)	(6.8)	(3.3)
Less: Taxes @ 25%	(290.4)	(285.0)	(177.1)	(127.0)
Adjusted net operating profit after tax	871.1	854.9	531.4	381.0
Less:				
Gross profit from the sales of the Volume-Limited License Product in the U.S.	(338.9)	(460.3)	(290.6)	(118.9)
Less: Taxes @ 25%	84.7	115.1	72.7	29.7
Invested Capital				
Total debt	2,940.2	2,067.2	1,325.3	-
Total equity	(557.9)	290.6	732.5	2,121.8
Total Invested Capital	2,382.2	2,357.8	2,057.9	2,121.8
Average Invested Capital	2,370.0	2,207.8	2,089.8	2,036.4
Return on Invested Capital	36.8%	38.7%	25.4%	18.7%
Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product	26.0%	23.1%	15.0%	14.3%

Numbers may not add due to rounding.

(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily relates to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(12) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.

INDUSTRY OVERVIEW

Prescription pharmaceutical and branded consumer health and wellness products play a vital role in improving and managing the health of patients worldwide, enabling them to live more vibrant and thriving lives. These products are used for the prevention and treatment of disease and have the potential to transform patients' health outcomes, alleviate their suffering, extend their longevity and help them to lead more productive lives.

Healthcare products that are relevant to our business can be divided into two general categories: (i) branded and generic prescription pharmaceuticals and (ii) branded consumer health and wellness products. Prescription pharmaceuticals are medicines or drugs utilized to prevent and treat diseases that are only available with a prescription from an authorized prescriber, most commonly a physician. Products within the prescription pharmaceutical market can be further categorized into: (i) branded pharmaceuticals, including small molecule drugs and large molecule biologics; (ii) generic pharmaceuticals; and (iii) biosimilar pharmaceuticals. Branded consumer health and wellness products include over-the-counter ("**OTC**") pharmaceuticals and vitamins, minerals and supplements ("**VMS**"), which are used to maintain or supplement a patient's health or diet. These can mainly be purchased without a prescription.

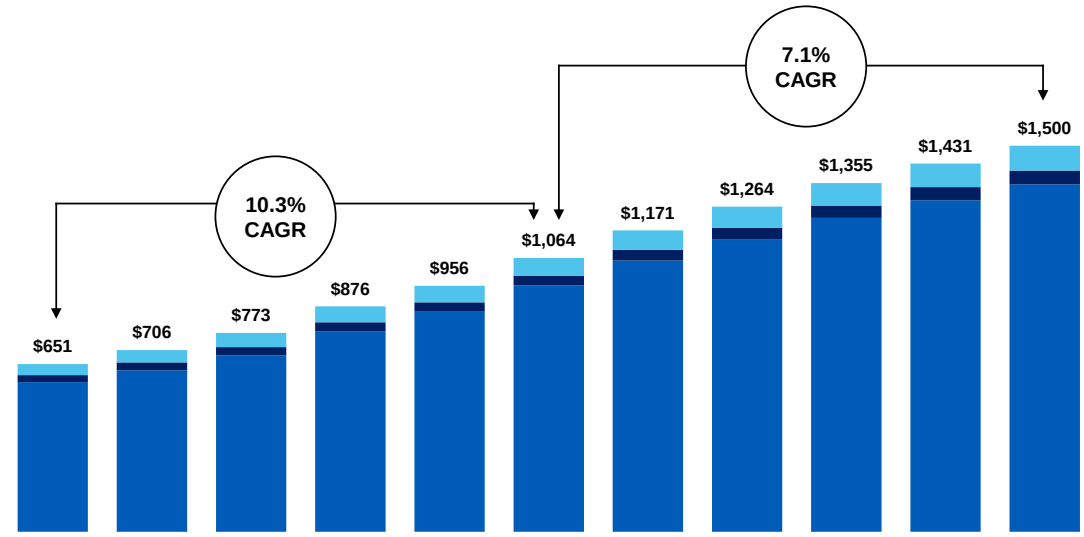
Figure 1: Healthcare product categories.

PRESCRIPTION PHARMACEUTICALS			**BRANDED CONSUMER HEALTH & WELLNESS PRODUCTS**	
Branded pharmaceuticals Branded pharmaceutical products, including both small molecule drugs and large molecule biologics, sold under a specific name or trademark typically protected by patents for a period of time	**Generic pharmaceuticals** Small molecule pharmaceuticals that are bioequivalent to branded pharmaceuticals and have the same active ingredients, quality, safety and efficacy	**Biosimilar pharmaceuticals** Biologic pharmaceuticals with no clinically meaningful differences from the reference branded biologics in terms of quality, safety and efficacy	**Over-the-Counter ("OTC") pharmaceuticals** Healthcare products mainly sold without a prescription from a healthcare professional which may or may not be marketed with a specific name or trademark	**Vitamins, Minerals and Supplements ("VMS")** Vitamins, minerals, and other health supplements, including multivitamins, single vitamins and specialized formulations sold without a prescription which may or may not be marketed with a specific name or trademark

Based on information from IQVIA and Euromonitor, the market for prescription pharmaceuticals and branded consumer health and wellness products in the Americas was valued at approximately US$1.1 trillion in 2025 and is expected to reach approximately US$1.5 trillion by the end of 2030, representing a CAGR of 7.1%.

Figure 2: Total Americas prescription pharmaceuticals and branded consumer health and wellness products market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
United States	$581	$627	$685	$779	$855	$957	$1,054	$1,137	$1,220	$1,288	$1,350
Canada	$27	$31	$32	$34	$37	$39	$41	$45	$48	$51	$53
LATAM	$43	$48	$55	$62	$64	$68	$76	$82	$87	$92	$97

Source: IQVIA and Euromonitor. See “Market and Industry Data”.

Key Trends Impacting the Prescription Pharmaceuticals and Branded Consumer Health and Wellness Products Markets

Management has identified several macro trends that it believes are driving attractive growth fundamentals across the prescription pharmaceuticals and branded consumer health and wellness product markets. There can be no assurance that any or all identified trends will materialize and actual market results may vary materially. See “Cautionary Note Regarding Forward-Looking Information”.

- *Aging Global Population Underpins Growing Demand for Healthcare Products*: The global population segment aged 65 and over is growing faster than all other age groups. According to the World Population Prospects 2024 Report by the United Nations, this segment of the global population is projected to approximately double, from 809 million (one in ten) in 2023 to 1.6 billion (one in six) by 2050. An aging population is a global trend generally driven by longer life expectancies and advancements in healthcare. Older adults are more prone to long-term health conditions that necessitate multiple daily medications, which, in turn, result in higher demand for prescription pharmaceuticals and branded consumer health and wellness products. We expect this demographic shift to remain one of the main growth drivers of the industry that will continue to support strong product demand.
- *Soaring Prevalence of Chronic Diseases Increasing Demand*: Chronic diseases are long-term illnesses driven by genetic, physiological, environmental and behavioral factors. According to the

World Health Organization, by 2050, chronic diseases such as cardiovascular disease, cancer, diabetes and respiratory illnesses will account for a majority of annual deaths globally. Management expects that a prevalence of chronic diseases will drive demand for pharmaceuticals as patients with these diseases often require long-term pharmaceutical treatment.

- *Rising Healthcare Costs Have Payors Looking Toward Generic & Biosimilar Pharmaceuticals*: The cost of pharmaceuticals continues to be one of the fastest-growing healthcare expenses globally due to the significant expenditures associated with developing and commercializing novel medicines. According to IQVIA, sales of pharmaceuticals in the Americas are expected to reach approximately US$1.5 trillion by 2030. As demand and prices for novel pharmaceuticals continue to rise, payors, patients and healthcare systems are expected to prefer lower-cost generic and biosimilar pharmaceuticals to manage rising healthcare costs.
- *Increasing Patent Expiry Driving Generic & Biosimilar Pharmaceuticals Market Growth*: The number of branded pharmaceuticals in Canada and the U.S. losing patent exclusivity between 2026 and 2030 is expected to increase significantly as compared to prior years (see Figure 5 below). In Canada, 207 branded pharmaceuticals are expected to lose patent exclusivity between 2026 and 2030, representing an increase of approximately 52% over the 136 branded pharmaceuticals that lost patent exclusivity between 2021 and 2025. In the U.S., 423 branded pharmaceuticals are expected to lose patent exclusivity between 2026 and 2030, representing an increase of approximately 168% over the 158 branded pharmaceuticals that lost patent exclusivity between 2021 and 2025. We expect this to create a growing opportunity for generic and biosimilar pharmaceutical manufacturers over the next five years. For example, certain patents for the GLP-1 receptor agonist semaglutide, which is approved for treatment of diabetes, chronic kidney disease and obesity, have expired in Canada, with data exclusivity having expired in January 2026. According to GlobalData, the global market for GLP-1 receptor agonists is growing rapidly and is expected to be worth more than US$161 billion by 2031.
- *Expanding Pipeline of Innovative Branded Pharmaceuticals.* New treatment modalities are growing rapidly as R&D spending continues to increase. Total R&D expenditure of large pharmaceutical companies reached US$174 billion in 2025, up from $163 billion in 2023. According to IQVIA, there were 6,148 total clinical trials across all development stages starting in 2024. As a result, IQVIA expects 70 to 80 novel active substances to launch annually over the next five years, compared to 68 annual launches on average over the past decade. As pharmaceutical developers increase R&D spending in new modalities to produce a growing number of innovative products, material opportunities for in-licensing partnerships are created as developers require partners that have significant commercial and local market expertise.
- *Increasing Focus on Branded Consumer Health and Wellness Products*: According to Environics Research, 71% of Canadians surveyed in 2024 reported being more conscious of their health than they were in prior years compared to 56% of Canadians in 2021. Management believes that consumers are making health and wellness a priority in their daily lives, and expects this trend will increasingly lead consumers to VMS as part of a holistic and preventive approach to improving their overall physical health, immune system and mental well-being.

Overview of Branded Pharmaceuticals

Branded pharmaceuticals account for a majority of prescription pharmaceutical sales globally by value. They are typically introduced as novel pharmaceuticals which, after securing regulatory approval and market exclusivity through patents and regulatory protections, are marketed using a proprietary brand name. They range from simple, small molecule pharmaceuticals to advanced biologics and are used to treat both common diseases and more complex or rare conditions.

Branded specialty pharmaceuticals are medications used to treat serious and chronic conditions. They are typically prescribed by physician specialists and administered through pharmacies that support patients with complex medical needs.

Small molecule pharmaceuticals have a low molecular weight and are chemically synthesized. Their simple, stable structures allow for convenient administration via tablets, capsules, soft gels or liquids as well as via injection or inhalation. In contrast, biologics are large, complex pharmaceuticals derived from living cells or organisms, typically administered via injection or infusion. Biologics require a more complicated manufacturing process and are often more expensive to develop and manufacture than small molecule pharmaceuticals. Biologics are typically used for vaccines, monoclonal antibodies and recombinant proteins.

The rigorous development and approval process for branded pharmaceuticals is designed to ensure quality, safety and efficacy. This lengthy and expensive process can take many years, which contributes to the higher cost of these products.

A branded novel pharmaceutical is typically granted patent protection and possibly regulatory exclusivity. Patent protection provides the exclusive right to produce and sell the product for a certain period of time, typically commencing upon filing the patent. In both Canada and the U.S., the typical patent life is 20 years from filing. During this period, manufacturers often charge prices aimed at recouping the high costs of research and development. When applicable, regulatory exclusivity provides a period of market exclusivity commencing upon the granting of marketing authorization. In Canada, this exclusivity provides a six-year no filing period during which Health Canada will not accept for review any submission seeking approval on the basis of a direct or indirect comparison to the drug with exclusivity (typically a submission for a generic or biosimilar pharmaceutical) and an eight-year no approval period during which Health Canada will not grant marketing authorization to a drug in respect of which approval was sought on the basis of a direct or indirect comparison to the drug with exclusivity. These periods may be extended if qualifying pediatric studies are submitted. In the U.S., regulatory exclusivity is different for small molecule drugs and biological products. For small molecule drugs, new chemical entities receive a five-year period of exclusivity during which the FDA cannot accept a generic application for a drug containing the same chemical entity. Small molecule drugs developed for rare diseases are also eligible for orphan drug exclusivity (seven years), which prevents the FDA from approving a generic version of the same drug for the same rare disease, and small molecule drugs that are reformulated or have a new indication based upon a new clinical study are eligible for new clinical investigations exclusivity (three years). These exclusivity periods can also be extended for an additional six months by pediatric exclusivity. For biological products, there is a 12-year exclusivity period, the first four years of which block the FDA from receiving a biosimilar application for review, followed by a period of eight years during which a biosimilar cannot be approved. Biologic products are also eligible for orphan drug exclusivity (seven years) and pediatric exclusivity (an additional six months).

Branded pharmaceutical pricing varies significantly by country, with biologics typically costing more than small molecule pharmaceuticals due to their complexity and higher development and manufacturing costs. In Canada, while pharmaceutical manufacturers generally set prices for their products, the federal Patented Medicine Prices Review Board ("**PMPRB**") is tasked with ensuring that prices for patented branded pharmaceuticals are not "excessive" based on, among other things, international price comparisons of 11 countries. Provincial and territorial governments consider pharmacoeconomic data and determine which pharmaceuticals will be covered by public health plans and at what price. In the U.S., it is the pharmaceutical manufacturers that negotiate prices as opposed to federal or state regulators, with pricing then influenced by pharmacy benefit managers ("**PBMs**"), health insurers and pharmacies. However, the *Inflation Reduction Act of 2022* (the "**IRA**") includes several provisions that allow the U.S. government to negotiate and set prices for certain high-cost drugs and biologics covered by Medicare. In addition, ongoing federal and state legislative and regulatory efforts to control pricing of pharmaceutical products, including the implementation of and negotiations under the Medicare Drug Price Negotiation Program of the IRA, may result in increased pricing pressure across the pharmaceutical industry, including for both branded and generic pharmaceutical products.

In the U.S., branded small molecule pharmaceuticals and biologics are sold into a complex supply chain of retail pharmacies, wholesalers, distributors, managed care purchasing organizations, PBMs and hospitals. Some biologics and more complex small molecule drugs or those subject to a risk evaluation and mitigation strategy are typically sold through specialty pharmacies and are administered in physician offices and

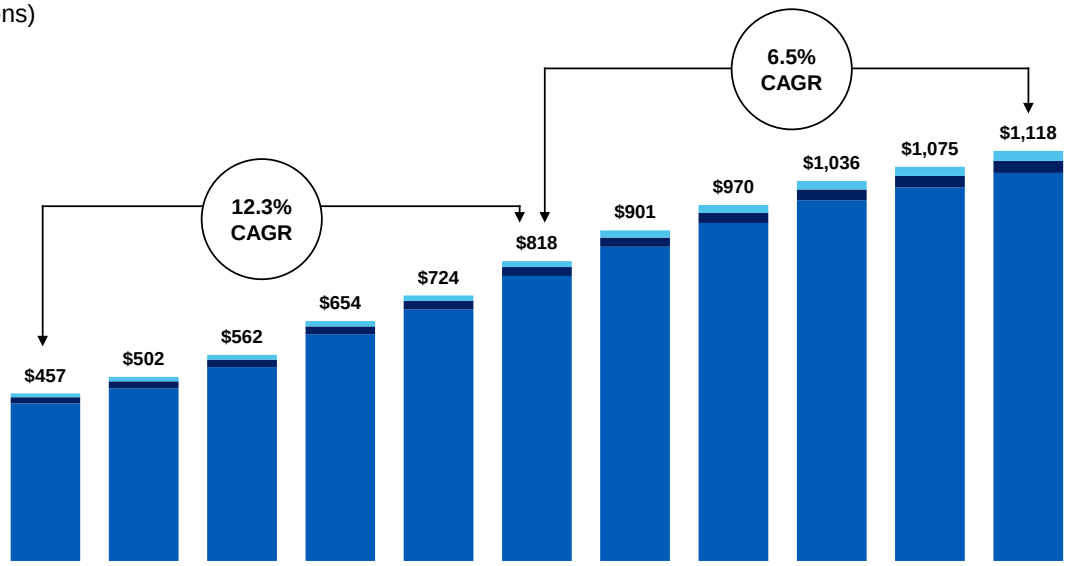
clinics, though some self-injectable options are available for home use. In Canada, branded small molecules are distributed primarily through wholesalers, which then distribute directly to pharmacies and hospitals, as well as through specialty pharmacies. Similar to the U.S., in Canada, some biologics and certain small molecule pharmaceuticals are often administered in physician offices and clinics.

Management believes that branded pharmaceuticals are marketed to physicians and patients, in part, to increase their knowledge and awareness of the product, resulting in greater adoption to support better health outcomes for patients. This is typically achieved through direct-to-consumer advertising in the U.S. (direct-to-consumer advertising of prescription drugs is not permitted in Canada beyond drug name, price and quantity), physician detailing and scientific literature.

According to IQVIA, the market for branded prescription pharmaceuticals in the Americas was valued at approximately US$818 billion in 2025 and is expected to exceed US$1.1 trillion by the end of 2030, representing a CAGR of 6.5%.

Figure 3: Total Americas branded prescription pharmaceutical market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
United States	$430	$471	$529	$618	$686	$777	$857	$922	$983	$1,018	$1,058
Canada	$17	$19	$20	$21	$23	$24	$25	$27	$29	$31	$33
LATAM	$10	$12	$13	$15	$15	$16	$20	$22	$23	$25	$27

Source: IQVIA. See “Market and Industry Data”.

Overview of Generic Pharmaceuticals

Generic pharmaceuticals are the therapeutic equivalent of small molecule branded pharmaceuticals and have the same active pharmaceutical ingredients (“**API**”), quality, safety, efficacy and (often) intended use. Generic pharmaceuticals compete for market share with branded pharmaceuticals and other generic versions of the product that also enter the market.

Generic pharmaceuticals are generally more cost-effective alternatives to branded pharmaceuticals and play an important role in healthcare systems and the lives of patients by increasing access to pharmaceuticals, increasing competition and driving down drug prices. The availability of generic pharmaceuticals helps to provide meaningful cost savings to global healthcare systems, and their more

accessible price point leads to generic pharmaceuticals accounting for the majority of sales of prescription pharmaceuticals globally and in the Americas as measured by volume.

Generic pharmaceuticals are typically referred to by their chemical (or "generic") name in North America, and in certain jurisdictions such as Latin America and other parts of the developing world may be marketed using a proprietary brand name and employ similar marketing methods as branded pharmaceuticals (i.e. "branded generics").

Generic pharmaceuticals can broadly be categorized as "conventional generic" pharmaceuticals, covering immediate and extended release small molecule oral solid dose ("**OSD**") products, and "specialty generic" pharmaceuticals, which typically include alternative dosage forms or routes of administration, or combination products, such as injectables and specialty OSD products.

Figure 4: Generic pharmaceuticals.



Conventional generic pharmaceuticals are often sold by manufacturers through similar channels as branded pharmaceuticals. Specialty generic pharmaceuticals often involve greater manufacturing complexity and technical know-how and may require a salesforce, patient assistance program, or a specialized distribution channel, which collectively create product differentiation and the basis for relatively higher price points.

Authorized generic pharmaceuticals are identical to their branded counterparts in terms of active and inactive ingredients, dosage, strength, safety and efficacy, but are marketed under a generic label, either directly by the brand-name manufacturer or through a licence or co-promotion agreement with another manufacturer. Because authorized generic pharmaceuticals are typically produced by the marketing authorization holder of the branded pharmaceutical (i.e., the company that submitted a New Drug Application ("**NDA**") in the U.S. or a New Drug Submission ("**NDS**") in Canada), these products are not subject to the same regulatory approval process as traditional generics, and are typically launched to compete with other generics. In this regard, authorized generics allow the brand company to retain some market share (i.e., in the generic market). Authorized generics can impact pricing dynamics, often leading to lower prices for consumers due to increased competition in the generic drug market.

Generic Pharmaceutical Development and Regulatory Approval Process

The approval process for generic pharmaceuticals is simpler and more cost-effective than that for branded pharmaceuticals (which requires submission of extensive data, including from clinical trials in human subjects, demonstrating the safety, efficacy and quality of the drug). In most jurisdictions, generic pharmaceutical manufacturers are required to demonstrate that their product is bioequivalent to an existing branded pharmaceutical as evidence of quality, safety and efficacy. Two products are generally considered to be bioequivalent when they share the same medicinal ingredient(s), and there is no significant difference in the rate and extent of absorption of the products when administered at the same dose under similar

conditions. In Canada, studies demonstrating bioequivalence along with other required information about the product are submitted to Health Canada through an Abbreviated New Drug Submission ("**ANDS**"), while in the U.S., they are submitted to the FDA as an Abbreviated New Drug Application ("**ANDA**"). In the U.S., companies can also submit a 505(b)(2) application. The 505(b)(2) pathway is a streamlined drug approval process that allows manufacturers to use existing data from previously approved applications and is intended to allow applicants to leverage information previously evaluated by the FDA. For example, 505(b)(2) products may include changes in dosage form, strength, route of administration, or drug combination, sometimes offering advantages over the original branded pharmaceutical.

In international markets such as Latin America, the Middle East and Asia Pacific, the generic pharmaceutical approval process is country specific and is therefore highly fragmented. Some countries have stringent regulations and approval processes, whereas others have more relaxed regulations and registration requirements.

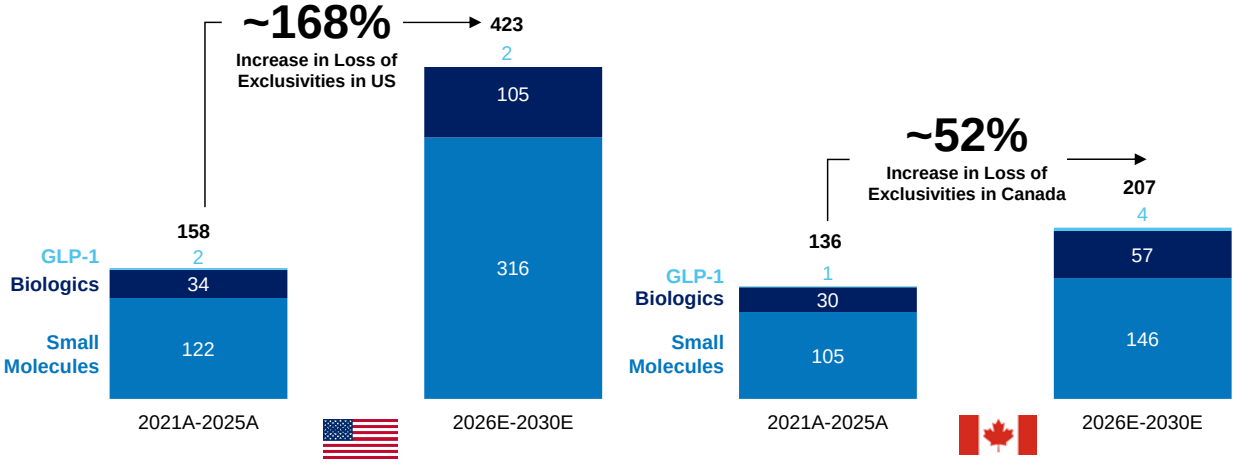
Impact of Branded Pharmaceutical Loss of Patent and Regulatory Exclusivity on Generic Pharmaceuticals Pricing and Growth

The growth of the generic pharmaceuticals market is primarily driven by the expiry of patent and regulatory exclusivities for branded pharmaceuticals. Other manufacturers can develop and market generic pharmaceuticals once the original patents and regulatory exclusivities for the branded pharmaceuticals expire, either at the end of the patent term or earlier through litigation. The point at which the patent and regulatory exclusivity for a branded pharmaceutical expires is known as the loss of exclusivity ("**LoE**").

Given that generic pharmaceuticals are typically offered at lower prices, payors typically support the use of generic pharmaceuticals, and many will not cover the costs of branded pharmaceuticals (except in the face of extenuating circumstances) if there is an equivalent generic version available. As a result, when a generic pharmaceutical enters the market, sales of the corresponding branded pharmaceutical tend to decline due to increased supply at a lower price point. Accordingly, the expanding market for branded pharmaceuticals increases the opportunities for generic pharmaceuticals as brand-name, patented products eventually reach their LoE.

According to IQVIA, the number of branded pharmaceuticals in the U.S. expected to lose patent exclusivity between 2026 and 2030 will increase by approximately 168%, growing to 423 in the 2026 to 2030 period, a substantial increase over the 158 branded pharmaceuticals that lost exclusivity between 2021 and 2025, which was a historically low period for patent expirations. Canada is expected to experience an approximate 52% rise in branded pharmaceuticals experiencing LoE over the same period.

Figure 5: Product loss of exclusivity count (2021-2030).



Source: IQVIA. See "Market and Industry Data".

Generic Pharmaceutical Launch Strategies

Generic pharmaceutical manufacturers use various launch strategies to enter the market as early as possible.

A "**first-to-market**" launch refers to the introduction of a generic pharmaceutical by a manufacturer at the earliest possible date when a market entry is legally permitted, such as immediately following the expiration of patent protections or regulatory exclusivity, such that the launched generic pharmaceutical is the first generic version of the branded pharmaceutical available in the market. Manufacturers achieving first-to-market launches often benefit from a period of limited competition, allowing them to capture significant generic market share and maintain higher prices before additional generic entrants.

First-to-market launches include "exclusive" launches, where the product is initially the only generic equivalent to the branded pharmaceutical on the market for a set period of time. Exclusivity is valuable for generic pharmaceutical manufacturers as during the period of exclusivity, the manufacturer is able to set attractive pricing and establish market share before competitors enter the market. However, in some cases where there is an exclusive launch, the branded pharmaceutical company may launch an authorized generic pharmaceutical to compete with the generic product.

First-to-market launches can also involve "negotiated limited access", in which manufacturers are granted permission to sell a limited volume of a generic pharmaceutical prior to expiry of the patent for the equivalent branded pharmaceutical. See "Risk Factors".

In Canada, while there is no legislated exclusivity framework for generic pharmaceutical launches, exclusivity can still occur in practice when a manufacturer is the sole, or single-source, supplier of a generic pharmaceutical. In contrast, in the U.S., the FDA offers exclusivity incentives for the introduction of generic pharmaceuticals through the *Drug Price Competition and Patent Term Restoration Act* (the "**Hatch-Waxman Act**"). Under the Hatch-Waxman Act, if a manufacturer is "first to file" an ANDA challenging a branded pharmaceutical's patent as being invalid, non-infringed or unenforceable (referred to as a Paragraph IV certification) and wins or settles the subsequent lawsuit within a statutorily defined period of time, the manufacturer is granted a 180-day period of marketing exclusivity. 180-day exclusivity can also be shared among multiple manufacturers, specifically when all ANDAs are filed on the same date, as commonly occurs with products that have five-year new chemical entity exclusivity.

First-to-market launches also include "competitive" launches, in which a number of manufacturers enter the market at the same time. As more generic pharmaceuticals enter the market, the introduction of these additional competitors generally has a negative impact on the volume of products sold by each manufacturer and often the pricing of the affected products.

Generic Pharmaceuticals Market by Geography

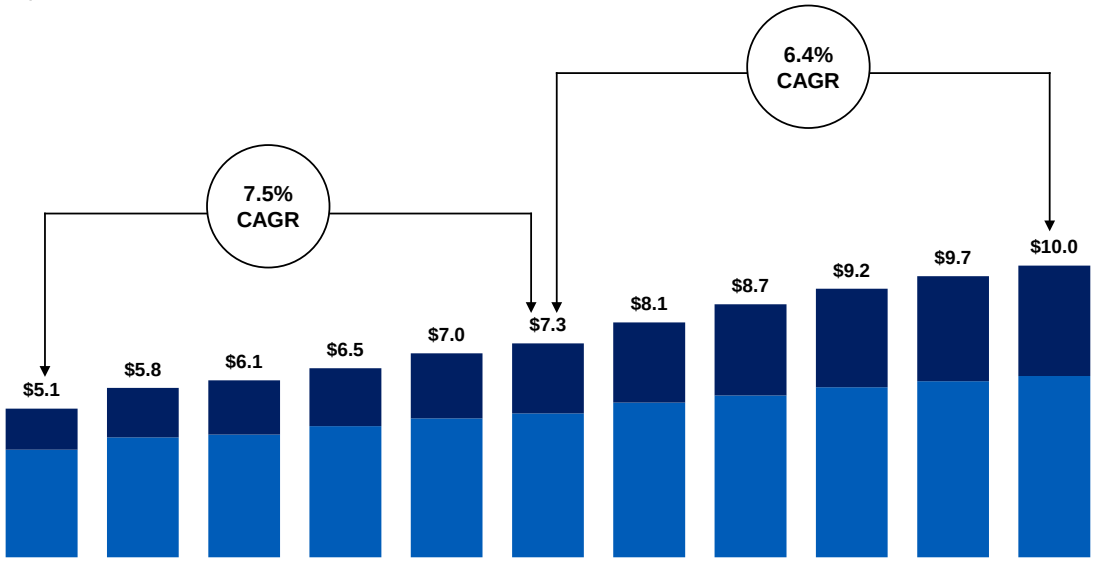
Canada

Generic pharmaceuticals play an important role in the Canadian pharmaceuticals market, accounting for 80% of total pharmaceutical volumes for the twelve months ended December 31, 2025, according to the Canadian Generic Pharmaceutical Association (the "**CGPA**"). The Canadian generic pharmaceuticals market operates under a complex and highly fragmented regulatory framework, with federal, provincial and territorial governments all maintaining an active role.

According to IQVIA, the Canadian generic pharmaceuticals market was valued at approximately US$7.3 billion in 2025 and is expected to reach approximately US$10 billion by the end of 2030, representing a CAGR of 6.4%.

Figure 6: Canadian generic pharmaceuticals market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
Conventional	$3.7	$4.1	$4.2	$4.5	$4.8	$4.9	$5.3	$5.6	$5.8	$6.1	$6.2
Specialty	$1.4	$1.7	$1.9	$2.0	$2.2	$2.4	$2.8	$3.1	$3.4	$3.6	$3.8

Source: IQVIA. See “Market and Industry Data”.

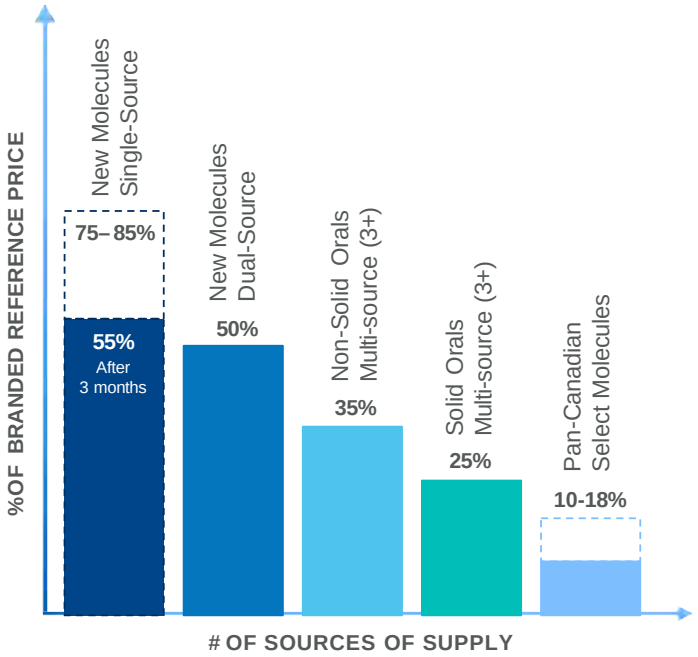
The Canadian generic pharmaceuticals market is consolidated, with the top six manufacturers, led by Apotex, representing approximately 65% of the generic pharmaceuticals market measured by revenue.[7] The leading companies in the market generally have established relationships with retailers and government procurement programs.

In Canada, most prescription pharmaceuticals are covered by public or private drug plans. With respect to pricing, the pan-Canadian Pharmaceutical Alliance (“**pCPA**”) is a coalition of federal, provincial and territorial public drug plans that collectively negotiate prices of pharmaceuticals for public drug plans including with the CGPA, an industry group representing Canadian generic pharmaceutical manufacturers. These generic pharmaceutical pricing negotiations occur through the pCPA’s Tiered Pricing Framework (“**TPF**”) with the goal of increasing generic pharmaceutical utilization and price consistency across public drug plans. Under the TPF, generic pharmaceutical prices are set as a percentage of a brand pharmaceutical’s reference price (as regulated by the PMPRB) with reimbursement rates decreasing as additional generic pharmaceuticals enter the market (see Figure 7 below). The TPF pricing framework offers several benefits relative to other countries, including greater pricing visibility for generic pharmaceutical manufacturers as well as a more stable and predictable market environment. In October 2023, the pCPA and CGPA agreed to a three-year pricing framework with the option to extend an additional two years, whereby the price of a new, single-source generic pharmaceutical entering the TPF after October 1, 2023 is set between 75% to 85% of the brand reference price, before reducing to 55% after three months from the start of public funding in a participating jurisdiction. The price will also drop to 50% of the brand

[7] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See “Market and Industry Data”.

reference price upon entry of a generic competitor, and further upon entry of multiple competitors. Generic pharmaceuticals approved prior to October 2023 remain subject to the previous agreement established in April 2018 under which the pricing of single-source generic pharmaceuticals remain at 75% to 85% of the brand reference price in perpetuity or until another manufacturer enters the market.

Figure 7: Canadian market Tiered Pricing Framework reimbursement rates for generic pharmaceuticals.



Source: https://www.pcpacanada.ca/generic-drug-framework.

The United States

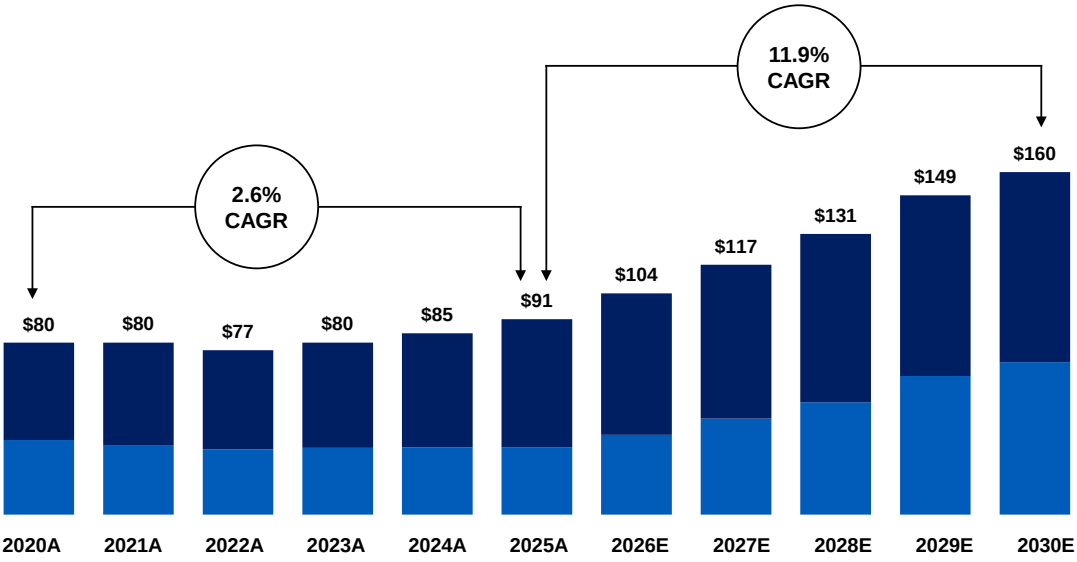
The U.S. represents the largest market for generic pharmaceuticals globally and, according to IQVIA, is expected to experience significant growth over the next several years.

The market for generic pharmaceuticals in the U.S. is highly fragmented. Generics in the U.S. are priced lower than their branded pharmaceutical counterparts with pricing often determined by the level of generic competition, production costs, and negotiations with pharmacies and insurers. In particular, the U.S. is subject to high levels of pricing competition, frequent pharmaceutical shortages and a complex supply chain relative to other countries. The top 10 generic pharmaceutical manufacturers in the U.S. represent approximately 40% of the generic pharmaceuticals market with Apotex being one of the 10 largest manufacturers by revenue.

According to IQVIA, the market for generic pharmaceuticals in the U.S. was valued at approximately US$91 billion in 2025 and is expected to reach approximately US$160 billion by the end of 2030, representing a CAGR of 11.9%. For the period from 2020 to 2024, the U.S. market remained approximately the same size due to the historically low level of patent and regulatory exclusivities expiring for branded pharmaceuticals and an increase in pricing pressure from wholesale customer consolidation.[8] As the market for generic pharmaceuticals in the U.S. grows over the next four years, management expects the pricing of generic pharmaceuticals to remain stable.

Figure 8: U.S. generic pharmaceuticals market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
Conventional	$35	$32	$30	$31	$31	$32	$37	$45	$53	$65	$71
Specialty	$46	$48	$46	$49	$53	$60	$66	$72	$79	$85	$89

Source: IQVIA. See “Market and Industry Data”.

[8] Sources: IQVIA; https://www.drugchannels.net/2024/10/five-crucial-trends-facing-us-drug.html. See “Market and Industry Data”.

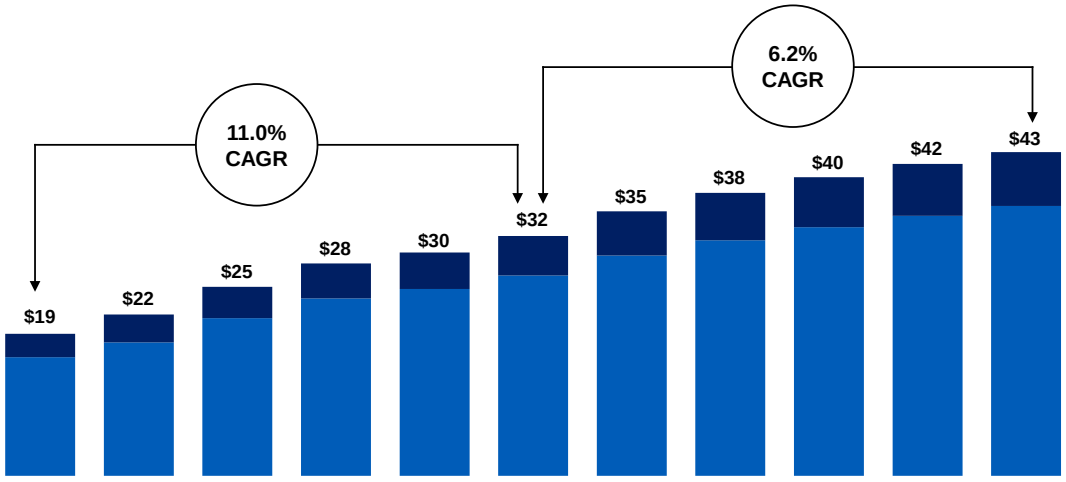
Latin America

According to IQVIA, Latin America is one of the largest global markets for generic pharmaceuticals. The top 10 generic pharmaceuticals manufacturers in Latin America represent approximately 40% of the generic pharmaceuticals market measured by revenue. Each market in the region is unique, shaped by distinct healthcare models, pricing structures and reimbursement frameworks. Branded generic pharmaceuticals tend to be more common in Latin America, where consumption tends to align with stronger product recognition.

According to IQVIA, the market for generic pharmaceuticals in Latin America was valued at approximately US$32 billion in 2025 and is expected to reach approximately US$43 billion by the end of 2030, representing a CAGR of 6.2%.

Figure 9: Latin America generic pharmaceuticals market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
Conventional	$16	$18	$21	$24	$25	$27	$29	$31	$33	$35	$36
Specialty	$3	$4	$4	$5	$5	$5	$6	$6	$7	$7	$7

Source: IQVIA. See “Market and Industry Data”.

Overview of Biosimilar Pharmaceuticals

Biologic pharmaceuticals are larger in molecular size than small molecule pharmaceuticals and have a more complex structure, which increases both the relative cost and complexity of their development and manufacturing. They are derived from living cells, rather than via chemical synthesis as in most conventional pharmaceuticals. Biosimilar pharmaceuticals are similar to their branded reference biologics in terms of quality, safety and efficacy. Biosimilar pharmaceuticals are typically produced and administered in the same manner as their branded reference biologics and biosimilars may be designated as interchangeable with their branded reference product. In most cases, biosimilar pharmaceuticals offer a more cost-effective alternative to branded biologics. The approval process for biosimilar pharmaceuticals involves rigorous, comprehensive comparability studies to confirm that the biosimilar has no clinically meaningful differences in safety, quality and efficacy to the original, branded reference biologic.

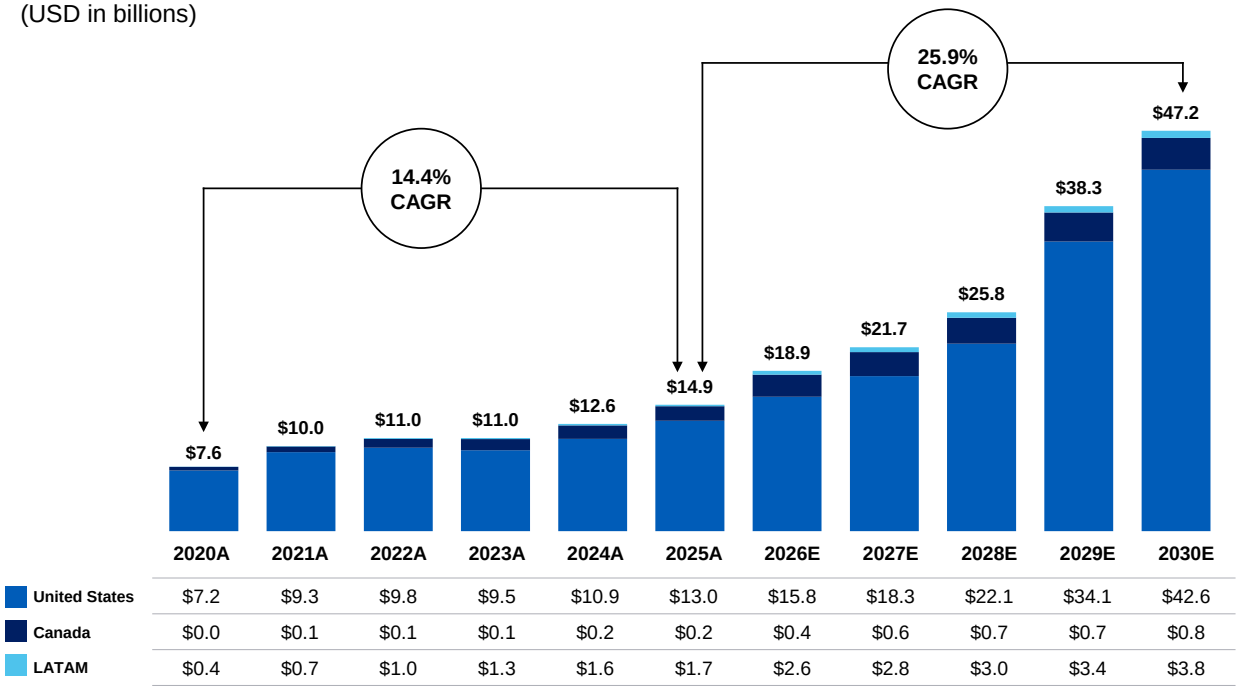
Biosimilars represent a relatively new category within the pharmaceutical market and the higher development costs, long development timelines and technical know-how required to manufacture them all serve to limit the number of market participants.

In recent years, the global development and market share of biosimilar pharmaceuticals has steadily increased. As of March 2026, there were 69 biosimilar pharmaceuticals approved in Canada and 83 approved in the U.S. In Canada, biosimilar pharmaceuticals are approved under the same regulatory pathway as branded biologics (typically through submission of a NDS) by establishing similarity to an approved biologic. Unlike in the U.S., where biosimilar pharmaceuticals are often designated as interchangeable, biosimilars are typically not designated as interchangeable in Canada. As a result, biosimilar pharmaceuticals in Canada cannot always be automatically substituted for the original reference biologic and are marketed using a unique brand name alongside the common biologic name of the medication and, in many cases, physicians must specifically prescribe the biosimilar pharmaceutical in order for the product to be dispensed to a patient.

However, to manage cost-effective public drug programs in Canada, many public drug plans have implemented non-medical switch programs pursuant to which enrolled patients receive an approved biosimilar instead of the original reference branded biologic. Canada offers competitive biosimilar pharmaceuticals pricing, as provinces include biosimilar pharmaceuticals on their covered list of drugs, also known as the formulary. Similar to generic pharmaceuticals, the pricing of biologics and biosimilar pharmaceuticals is negotiated by the pCPA, with each product being negotiated on an individual basis. Biosimilar pharmaceuticals are also differentiated between each other in the Canadian market by the availability of manufacturer-sponsored patient support programs which offer services such as financial assistance, which enables manufacturers with strong patient support programs to maintain a higher and more sustainable market share.

According to IQVIA, the market for biosimilar pharmaceuticals in the Americas was valued at approximately US$15 billion in 2025 and is expected to reach approximately US$47 billion by the end of 2030, representing a CAGR of 25.9%. This growth is expected to be driven by the increasing number of branded biologics in Canada and the U.S. losing patent exclusivity between 2026 and 2030, which management believes will increase the number of launches of biosimilars, as well as uptake and overall spending for biosimilars. See “Industry Overview – Key Trends Impacting the Prescription Pharmaceuticals and Branded Consumer Health and Wellness Products Markets”.

Figure 10: Total Americas biosimilar pharmaceuticals market size (2020 – 2030).



Source: IQVIA. See “Market and Industry Data”.

Overview of Branded Consumer Health and Wellness Products

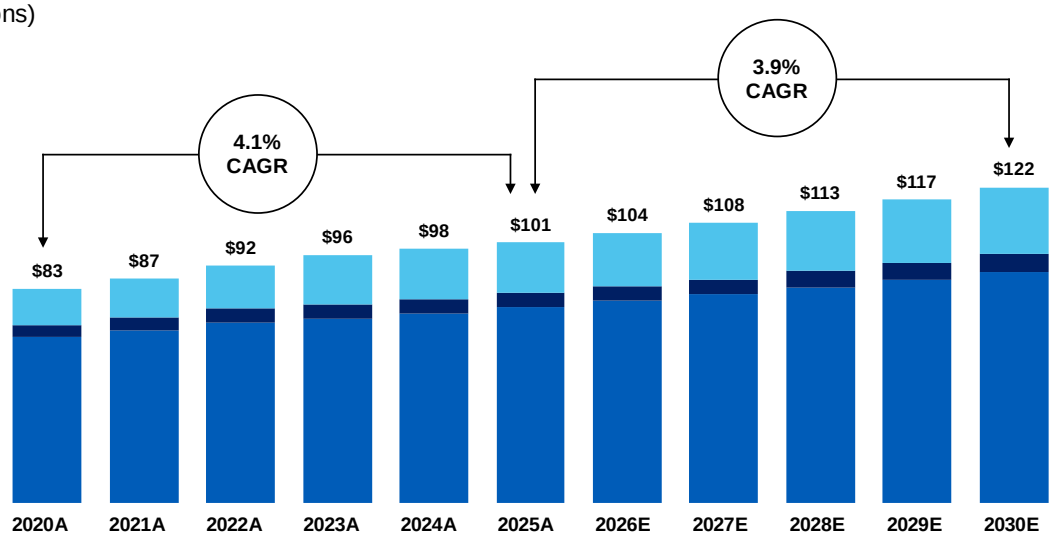
The branded consumer health and wellness products industry includes OTC pharmaceuticals, as well as VMS products. OTC pharmaceuticals generally do not require a prescription from a physician, although some may require a pharmacist's assessment of the patient's needs or patient education prior to being dispensed. VMS products, which are also available without a prescription, include vitamins, minerals and other health supplements, including multivitamins, single vitamins and specialized formulations. The VMS market represents significant potential for expansion globally, especially in the Americas given its considerable size and enduring stability, which management believes is driven, in part, by strong consumer loyalty and demand for health and wellness products. Consumer demand trends show continued appetite for these products regardless of economic fluctuations, as health-focused consumers see VMS products as part of their holistic approach to driving better health outcomes over the course of their lives. This has led to widespread acceptance of VMS products across various age, demographic and socioeconomic groups. Increasing disposable incomes of consumers across the Americas, as well as globally, combined with heightened consumer awareness about purported health benefits of VMS products provide momentum for the growth of the VMS business line. Management believes the market for wellness-centered products presents opportunities for companies that produce high-quality, premium branded VMS products.

The majority of distribution of OTC pharmaceuticals and VMS products is directed through retail "brick and mortar" (offline) channels. According to Euromonitor, retail offline channels were estimated to represent approximately 86% and 64% of 2025 OTC pharmaceutical and VMS product sales in the U.S. and Canada, respectively. In the U.S., grocery retailers comprise the largest share of offline channels, followed by drug stores, non-grocery retailers and direct selling channels. VMS products have a larger share of online or e-commerce sales than OTC pharmaceuticals due to different approval and post-market regulatory requirements, consistent demand, flexible marketing and alignment with wellness-focused digital shopping habits. OTC pharmaceuticals tend to be more condition-specific and bought reactively, whereas VMS products are generally planned and recurring purchases, lending themselves well to online subscription models.

According to Euromonitor, the market for branded consumer health and wellness products in the Americas was valued at approximately US$101 billion in 2025 and is expected to reach approximately US$122 billion by the end of 2030, representing a CAGR of 3.9%. Within the branded consumer health and wellness product market, OTC and VMS categories are expected to grow to approximately US$59 billion and US$63 billion by 2030, representing a 2.7% and 5.0% CAGR from 2025 to 2030, respectively.

Figure 11: Total Americas branded consumer health and wellness product market size (2020 – 2030).

(USD in billions)



	2020A	2021A	2022A	2023A	2024A	2025A	2026E	2027E	2028E	2029E	2030E
United States	$64	$67	$70	$71	$73	$76	$78	$81	$83	$86	$89
Canada	$4	$5	$5	$5	$5	$5	$6	$6	$6	$6	$7
LATAM	$14	$15	$17	$19	$19	$20	$21	$22	$23	$24	$26

Source: Euromonitor. See “Market and Industry Data”.

BUSINESS OF APOTEX

Our Mission

To improve everyday access to affordable, innovative medicines and health products for patients and consumers worldwide.

Our Business

Overview

We are a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products. With over 50 years of leadership in the Canadian pharmaceutical industry, we are an iconic brand and national champion in Canada's healthcare system with a comprehensive offering of prescription pharmaceuticals and branded consumer health and wellness products in Canada. We are the #1 player in the Canadian pharmaceutical market based on prescriptions filled, number of products sold and employees.[9] One in every five generic pharmaceutical prescriptions in Canada is manufactured by Apotex.[10] We have built leading Canadian platforms in generic pharmaceuticals, oncology biosimilar pharmaceuticals, branded specialty pharmaceuticals and branded consumer health and wellness products. We have leveraged our Canadian experience to build leadership positions in certain categories in the U.S. and select international markets. We have established a top-ten position in the U.S. generic pharmaceuticals market, as measured by sales of generic pharmaceuticals, through a differentiated strategy that prioritizes first-to-market opportunities or products where we can build and sustain a leadership position and/or generate optimal returns.[11] In addition, we have a direct market presence in Latin America and the Gulf Cooperation Council countries (the "**GCC**"), focused on branded generic pharmaceuticals and branded consumer health and wellness products. Altogether, our products are sold in nearly 70 countries. In regions such as Europe, where we do not have a direct market presence, we distribute products through distribution partners with expertise in those regions.

Our Journey of Health strategy is focused on continued growth in conventional generic pharmaceuticals, and accelerated growth in high-value specialty generic pharmaceuticals, biosimilars, innovative branded medicines, and branded consumer health and wellness products. Our growing and increasingly diverse product portfolio allows us to address unmet needs, deliver breakthrough therapies, and ensure access to safe, effective and affordable healthcare solutions. Management believes that the opportunity ahead is significant. There is a total addressable market across the Americas of more than one billion people and, according to data sourced from IQVIA and Euromonitor, a total addressable market size exceeding $1 trillion. Within this market, we are well-positioned to expand our impact and deliver long-term value by leveraging our scale, capabilities, and partnerships to serve more patients and communities than ever before.

We attribute our success in part to the collaboration among our internal R&D, regulatory, legal and intellectual property and business development teams, which are supported by approximately 850 employees and serve as our engine for product innovation and pipeline growth. Our global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose built to Health Canada, FDA, EMA or COFEPRIS quality standards to deliver upon our commitment to ensure the safe, secure supply of vital pharmaceutical medicines for our patients. In

[9] Source: IQVIA and publicly-available information from other Canadian pharmaceutical manufacturers. See "Market and Industry Data".
[10] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See "Market and Industry Data".
[11] Source: IQVIA. See "Market and Industry Data".

addition, our commercial distribution network enables us to leverage our reputation as a national champion in Canada's healthcare system in the U.S. and International markets.

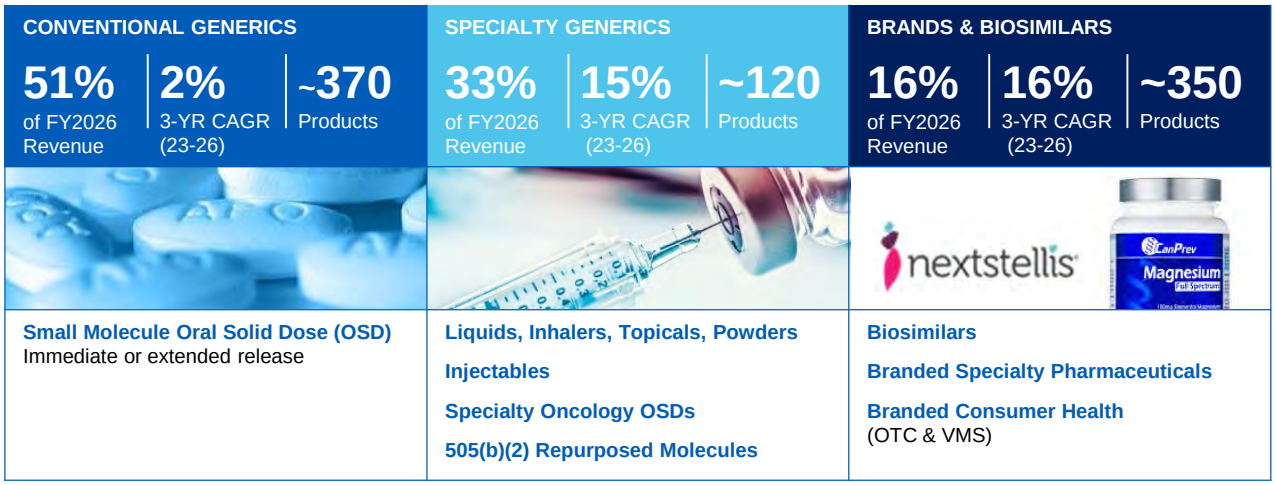
Our success has been accelerated by a seasoned and accomplished management team, comprising 10 executives with a total of more than 250 years of industry experience in prescription pharmaceutical and branded consumer health and wellness companies. Our company is empowered by more than 6,000 global employees, supported by our majority shareholder SK Capital, a global private investment firm specializing in life sciences, and fueled by our desire to be a partner of choice in the Americas for patients, physicians, strategic supply partners and customers alike.

Our Business Lines

Our three business lines comprise (1) conventional generic pharmaceuticals ("**Conventional Generics**"), (2) specialty generic pharmaceuticals ("**Specialty Generics**") and (3) "**Brands & Biosimilars**", a business line consisting of: (i) biosimilar pharmaceuticals; (ii) branded specialty pharmaceuticals; and (iii) branded consumer health and wellness products. As part of our Journey of Health strategy, we intend to build upon our leading positions in the Canadian and U.S. Conventional Generics markets and further expand our product portfolio of complex and higher-value products, including Specialty Generics and Brands & Biosimilars. We are taking a tailored approach to expanding our presence in these business lines, which will vary by region based on market dynamics and opportunities for growth and diversification.

Our portfolio consists of 800+ products (over 300 of which are sold across multiple geographic segments) that cover multiple dosage forms and therapeutic areas across our three business lines:

Figure 12: Our business lines.



Financial Performance

We have delivered strong financial performance over the past four fiscal years, bolstered by the acquisition of Apotex by SK Capital in April 2023 and the appointment of the new management team, as evidenced by the following:[12]

- ***Strong revenue growth***. Revenue has grown from $2.8 billion in Fiscal 2023 to $3.5 billion in Fiscal 2026, representing a CAGR of 8% over the past three fiscal years.

[12] Financial performance is presented on an as-reported basis. For a discussion of the impact of the U.S. contribution of the Volume-Limited License Product on our financial performance for the periods indicated, see "Non-IFRS Measures" and "Positioning for Transformative Growth as a Global Health Company (2023 – Present)".

- ***High value business lines deliver attractive growth rates***. Since Fiscal 2023, our Specialty Generics and Brands & Biosimilars business lines have grown by a CAGR of 15% and 16%, respectively (as measured by revenue). Specialty Generics and Brands & Biosimilars represented a combined 49% of our Fiscal 2026 revenue, up from 40% of our Fiscal 2023 revenue.
- ***Significant increase in Adjusted EBITDA***. Adjusted EBITDA has more than doubled since Fiscal 2023, having grown from $599 million in Fiscal 2023 to approximately $1.3 billion in Fiscal 2026, representing a CAGR of 29% over the past three fiscal years. See "Non-IFRS Measures" and "Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures".
- ***Compelling growth in Adjusted EBITDA Margin***. Over the last four years, we have improved our profitability as a result of the execution of our Journey of Health strategy. Over this period, our Adjusted EBITDA Margin has improved from 21% in Fiscal 2023 to 37% in Fiscal 2026. See "Non-IFRS Measures" and "Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures".

Our 50-Year Evolution

For more than 50 years, we have met the needs of patients, consumers, and communities with courage, compassion and relentless determination – empowering them to thrive.

Figure 13: Timeline of our key company milestones.



Company Milestones	
1974	Founded by Dr. Barry Sherman
1988	#1 ranked generic manufacturer in Canada
1992	Expanded into Europe
1996	Expanded into Mexico
1997	Expanded into the U.S.
2001	Expanded into Australia
2003	Expanded into India
2006	> C$1BN of revenue in U.S. market
2012	Expanded into GCC
2015	> C$2BN of revenue globally
2019	Exited non-core markets (Europe and Australia) and portfolio rationalization
2020	Top 10 Gx player in the U.S.
2023	Acquired by SK Capital; appointed a new management team Introduced our Journey of Health strategy
2024	Acquired Searchlight Pharma, adding ~60 branded pharmaceutical products
2025	Acquired CanPrev, adding 250+ branded health and wellness products > C$3BN of revenue globally
2026	Expanded U.S. branded pharmaceutical portfolio with the addition of seven established branded products

Establishing a Pioneering Legacy in Generic Pharmaceuticals (1974 – 2017)

In 1974, our business was founded in Toronto, Canada by Dr. Barry Sherman, who formed Apotex with a strategic focus on the timely introduction of essential and affordable generic pharmaceuticals. This strategy was predicated on a persistent focus on product development, efficient manufacturing and effective commercialization, which positioned the business to capitalize on opportunities within the Canadian generic pharmaceuticals market. We rapidly established our reputation and brand recognition as a trusted generic pharmaceuticals manufacturer in Canada among patients and physicians. Through Dr. Sherman's efforts, by 1988, we achieved the #1 position in the Canadian generic pharmaceuticals market, which we also held as of December 31, 2025, as measured by total dollar value of sales.[13] Our dedicated focus on timely product introductions, increasing scale, and delivering for patients has resulted in tremendous success in the Canadian generic pharmaceutical market.

Leveraging our Canadian success, Dr. Sherman began expanding the business internationally. This expansion initially focused on establishing manufacturing facilities outside of Canada, such as in India, Mexico, Europe and Australia, and growing our distribution and sales presence into larger markets internationally. Our expansion enabled us to grow our manufacturing network and operating footprint and provided significant reach into global generic pharmaceutical markets.

Streamlining to Focus on Profitability (2018 – 2023)

In 2018, following the passing of our founder, we conducted a comprehensive review of our operations and profitability. During this period, we adjusted our strategy to focus primarily on the Americas which represented our largest geographic market. In this period, we: (i) exited non-core markets (Europe and Australia) and products; (ii) divested two (and closed four) non-essential manufacturing plants, along with two corporate offices; and (iii) rationalized our product portfolio with a focus on profitability.

Positioning for Transformative Growth as a Global Health Company (2023 – Present)

In 2023, we were acquired by SK Capital, a global private investment firm, with a focus on investing in leading life sciences companies. Following the acquisition, we began transforming the business into a Canadian-based global health company focused on profitable growth. We have undergone significant changes to reshape and position the Company for long-term growth, as evidenced by the key milestones outlined below.

- We built a new management team, which consists of 10 seasoned executives that collectively bring more than 250 years of experience from prescription pharmaceutical and branded consumer health and wellness companies.

- We developed our Journey of Health strategy, which is intended to expand our leadership across our business lines and geographic segments, while simultaneously positioning us for long-term growth and shareholder value creation.

- We have established a strong pipeline by building upon our core portfolio of Conventional Generics while further expanding into more complex and high margin products in our Specialty Generics and Brands & Biosimilars business lines. Moreover, we have increasingly focused on pipeline products where management believes we are well-positioned to gain a first-to-market advantage. See "Key Growth Pillars of our Journey of Health Strategy – Robust, High Value Pipeline to Drive Product Portfolio Growth".

- We strengthened our business development capabilities by making internal investments to better leverage our market leadership in regulatory, legal and intellectual property and product development capabilities. These investments, together with our deep customer relationships and

[13] Source: IQVIA. See "Market and Industry Data".

broad commercial reach, have led to the completion of 83 business development agreements with 44 external partners since April 2023, resulting in the development and/or commercialization of more than 130 new products across our three business lines.

- In March 2022, we launched the Volume-Limited License Product in the U.S. through a license agreement with Bristol-Myers Squibb, the owner of Revlimid. This represented one of our most successful product launches to date, with sales of the Volume-Limited License Product contributing meaningfully to our revenue in each year between Fiscal 2023 to 2026, before the full genericization of the product in February 2026. The successful launch and profitability of this product reflects the strength and collaboration of our internal R&D, regulatory, legal and intellectual property and business development teams and underscores our commitment to focusing on high value product categories as part of our Journey of Health strategy. See "Non-IFRS Measures", "Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures" and "Risk Factors".

- We executed acquisitions of two platform companies specializing in branded pharmaceuticals and branded consumer health and wellness products, accelerating our growth in our Brands & Biosimilars business line:

    - In 2024, we acquired Searchlight Pharma Inc. ("**Searchlight**"), which expanded our footprint into the high value branded pharmaceutical sector, adding a diverse portfolio of approximately 60 branded products in key specialty therapeutic areas such as women's health, dermatology and allergy. Searchlight provides us with a full-service branded pharmaceutical platform, including a Canadian branded sales team of 40 medical sales representatives calling on approximately 6,400 physicians, nurse practitioners and specialists, as well as over 2,000 pharmacies. Management believes that Searchlight will act as a platform for organic growth, business development and bolt-on acquisition opportunities to accelerate expansion of our branded specialty pharmaceutical products portfolio, as well as provide expertise that can be leveraged as we look to further expand our branded specialty pharmaceuticals business in international markets.

    - In 2025, we acquired CanPrev Natural Health Products Ltd. ("**CanPrev**"), a leading Canadian provider of natural health and wellness products specializing in VMS. The acquisition of CanPrev complements our ongoing focus on further expanding into branded consumer health and wellness products. CanPrev provides us with reach into health food stores, as well as new professional channels including naturopathic doctors, nutritionists, chiropractors, and grocery retail channels. With more than 250 unique product formulations sold in more than 3,400 retail locations across Canada and online, CanPrev is expected to serve as a platform to grow our branded consumer health and wellness products business and enable us to establish a stronger presence in Canada, the U.S. and select international markets.

- In December 2024, we acquired the U.S. rights to Provigil (modafinil) and Nuvigil (armodafinil), which marked a strategic milestone for Apotex and a significant step in growing our U.S. branded specialty pharmaceutical business.

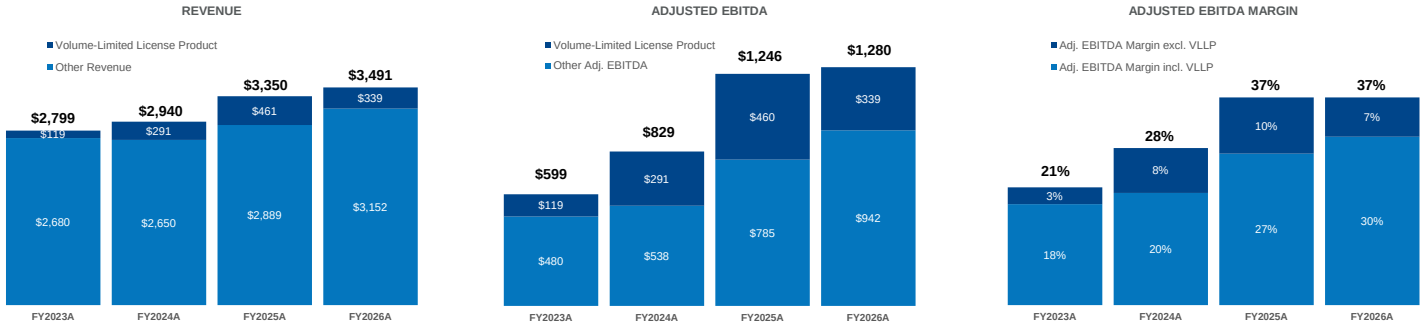
- In April 2026, we announced that we had entered into a transaction with Cumberland Pharmaceuticals Inc. ("**Cumberland**") to integrate a portfolio of branded pharmaceutical products into our U.S. business, including Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol, and Talicia, which are prescribed across hospitals, oncology, infectious disease and gastroenterology settings. Upon closing, this transaction is expected to significantly expand our U.S. specialty and hospital-focused branded pharmaceutical platform. With this transaction, we expect to onboard over 30 commercial and sales personnel to help support our growth strategy associated with this portfolio.

- Following the APHI Acquisition, we identified approximately $600 million of annualized run-rate cost savings that we believe may be achieved by Fiscal 2031 by implementing operational productivity improvements. Through our commitment to operational excellence, we have captured approximately $300 million of these annualized run-rate cost savings over the past three fiscal years.

- We have achieved strong revenue and Adjusted EBITDA growth over the past four fiscal years, bolstered by the acquisition of Apotex by SK Capital. Since Fiscal 2023, revenue has increased by approximately $700 million and Adjusted EBITDA has more than doubled, driving Adjusted EBITDA Margin expansion from 21% to 37%. Excluding U.S. Contribution of the Volume-Limited License Product, since Fiscal 2023, annual revenue has increased by $472 million, annual Adjusted EBITDA has increased by $462 million and Adjusted EBITDA Margin has grown from 18% to 30%. See “Financial Performance”, “Non-IFRS Measures” and “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures”.

- In March 2026, we announced that Jeff Watson was returning to Apotex as President & CEO, after having served as President & CEO from 2018 to 2023. Since 2023, Mr. Watson has been an integral contributor to our Journey of Health strategy through his continued service on the Board.

Figure 14: Revenue, Adjusted EBITDA and Adjusted EBITDA Margin.



What Sets us Apart: Our Journey of Health Strategy

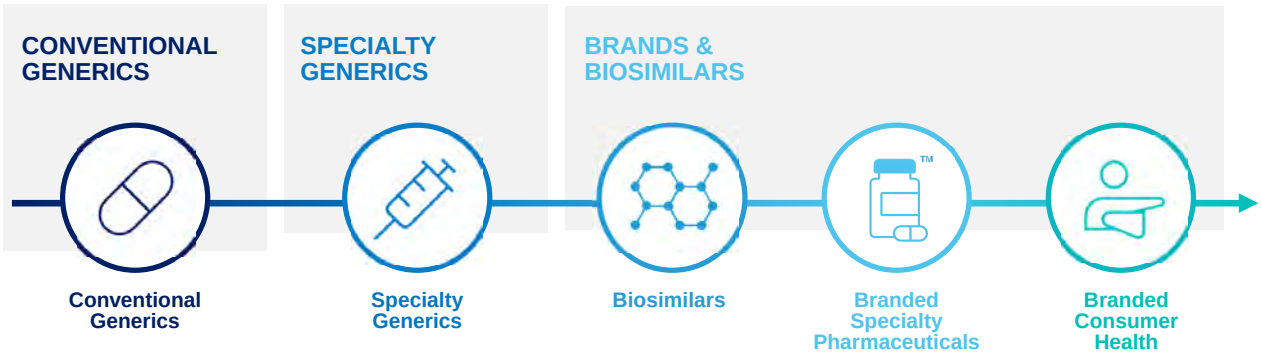
We believe we are well positioned to drive long-term growth and shareholder value creation through the successful execution of our Journey of Health strategy as outlined below.

Strategic Focus on a Large and Growing Addressable Market in the Americas

We operate in a large and growing market in the Americas that includes over one billion people and, according to data sourced from IQVIA and Euromonitor, represents a market exceeding US$1 trillion, as measured by the sale of prescription pharmaceuticals and branded consumer health and wellness products (see Figure 2). Based on information from IQVIA and Euromonitor, the overall market for prescription pharmaceuticals and branded consumer health and wellness products across the Americas has been growing at a CAGR of 8.9% per year from 2019 to 2024. We believe that several tailwinds, including: (i) an aging population; (ii) increasing prevalence of chronic diseases; (iii) rising healthcare costs; (iv) increasing patent expiry; (v) expanding pipeline of innovative branded pharmaceuticals; and (vi) an increasing focus on branded consumer health and wellness, are expected to drive growth at a CAGR of 7.4% through 2029, based on information from IQVIA and Euromonitor. See “Industry Overview – Key Trends Impacting the Prescription Pharmaceuticals and Branded Consumer Health and Wellness Products Markets”.

High Value Business Lines and Robust Pipeline Provide Significant Growth Potential

Our compelling growth since Fiscal 2023 has been achieved through the introduction and implementation of our Journey of Health strategy, which leverages our position as a trusted manufacturer of high-quality conventional generic pharmaceuticals and expands our footprint into higher value business lines, including Specialty Generics and Brands & Biosimilars.[14]



Our pursuit of growth and expansion in these business lines is grounded in our mission of improving everyday access to affordable, innovative medicines and health and wellness products for patients and consumers worldwide by deploying our technical and commercial capabilities where they can have the greatest impact. Management believes the products comprising the Specialty Generics and Brands & Biosimilars business lines also generally offer more durable revenue streams and margins because of their higher barriers to entry, making them important drivers of long-term, profitable growth. Our target is for revenue from each of our three business lines to represent approximately one-third of our total revenue by Fiscal 2031.

We are taking a tailored approach to expanding our presence in each of our business lines, which will vary by region based on existing assets and expertise, market dynamics, and opportunities for growth and diversification. We believe our business model reduces execution risk by integrating both internal and external resources for product development, manufacturing and commercialization. Through the selection of opportunities that require less capital and pose fewer development risks alongside a scalable infrastructure, we expect to efficiently grow our pipeline and portfolio, while limiting risk exposure and optimizing our return on capital.

Capitalize on our Leadership and Scale in the Americas

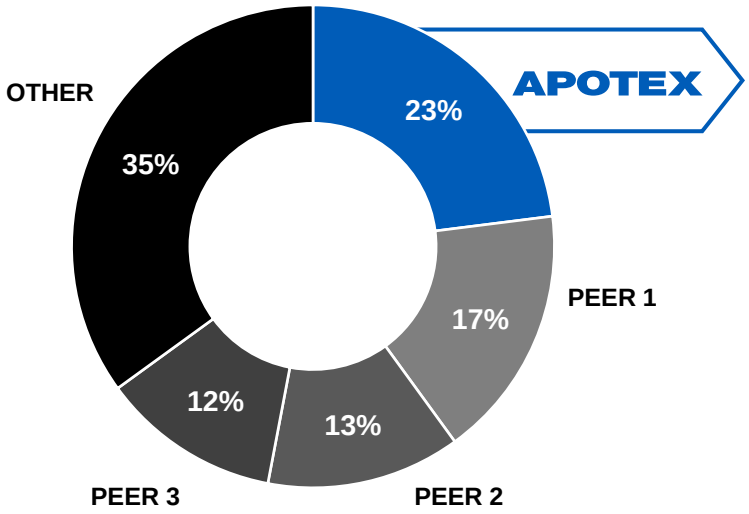
Our leadership and scale position us as a supplier to approximately 30,000 distribution partners and millions of patients throughout the Americas. With the #1 position in the Canadian generic pharmaceutical market, as measured by the number of prescriptions filled and the value of generic pharmaceutical sales,[15] and selective leadership positions in the U.S. and Latin America, we have built a balanced and resilient platform that is intended to support attractive and sustainable growth. By combining strategic regional focus with operational excellence, as well as commercial strength through a nearly 300-person sales team that covers generic, biosimilar and branded pharmaceuticals, management believes we are positioned to expand upon our market leadership and deliver high quality products to patients and consumers across the Americas. Below we describe the key attributes of our leadership positions across the Americas.

[14] Product categories presented represent our strategic focus areas, not an exhaustive list of all products categories comprising each business line.
[15] Source: IQVIA. See “Market and Industry Data”.

Canadian Health Champion

We are a health champion in Canada with a recognized brand that underscores our commitment to innovation and delivering quality and affordable pharmaceutical products for the past 50 years. Since 2023, we have expanded and now offer a comprehensive portfolio of over 680 unique products across all of our business lines, making us a critical part of the Canadian healthcare ecosystem. We are the leading provider of generic pharmaceuticals in Canada, as measured by sales, employees and prescriptions, with an extensive offering of approximately 295 Conventional and 60 Specialty Generics products.[16] In the twelve months ended December 31, 2025, we had a market share, measured by total sales, of approximately 23% across all generic pharmaceuticals, and approximately 34% across the in-market generic pharmaceutical products that we offer in Canada.[17]

Figure 15: Canadian generics market share.



Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See “Market and Industry Data”.

The Canadian generic pharmaceuticals market provides transparency and generally more price stability through the pCPA pricing framework, and favours manufacturers with scale and local expertise, each of which has contributed to our success. We believe that retailers and pharmacies in Canada often prefer to do business with generic pharmaceutical manufacturers that have a large number of approved products, with Apotex having the largest product portfolio, and can therefore serve as a “one-stop shop” by providing a broad portfolio of products and ensuring consistent and quality supply.

Our leadership position in the Canadian generic pharmaceuticals market is further demonstrated by the stable sales performance of generic pharmaceutical products that have been in our portfolio since or prior to Fiscal 2024, reflecting the durability and resilience of our business. This portfolio of products has grown at a CAGR of 4% over the last two fiscal years.

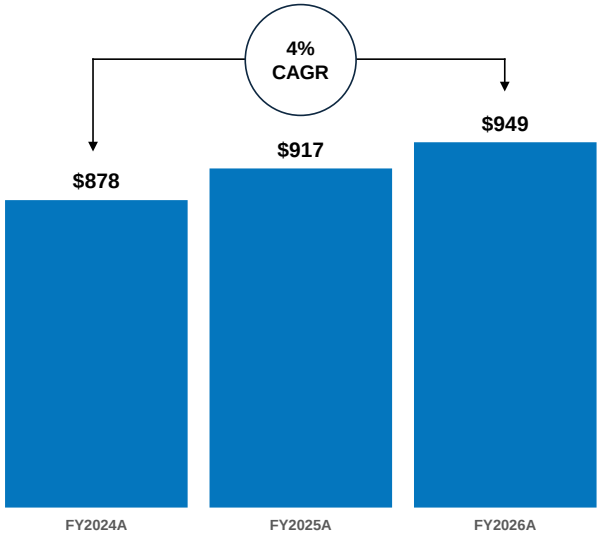
In May 2026, we received Health Canada’s approval for Apo-Semaglutide Injection, a generic equivalent to Ozempic (semaglutide injection). As the first Canadian-based pharmaceutical company to gain

[16] Source: IQVIA and information from other Canadian pharmaceutical manufacturers available publicly on SEDAR+. See “Market and Industry Data”.

[17] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See “Market and Industry Data”.

authorization for a generic equivalent of Ozempic, this approval reinforces our leadership in bringing high-quality, affordable alternatives to Canadians and reflects our long-standing commitment to strengthening access to essential medicines across the country.

Figure 16: Annual sales of generic products launched in Canada in Fiscal 2024 or earlier.



We are also rapidly expanding our Brands & Biosimilars product portfolios. Since our first biosimilar pharmaceutical launched in 2015, we have established ourselves as the #1 provider of oncology biosimilar pharmaceuticals in Canada.[18] Our top two biosimilar pharmaceutical products, Apobiologix Grastofil and Apobiologix Lapelga, had a market share of 78% and 91%, respectively, for the twelve months ended December 31, 2025. In addition, we acquired two leading Canadian businesses, Searchlight in Fiscal 2024 and CanPrev in Fiscal 2025, that have expanded our product offering into branded specialty pharmaceuticals and branded consumer health and wellness products, respectively. With the acquisitions of Searchlight and CanPrev, along with the growth of our biosimilar pharmaceuticals portfolio, we now offer over 330 products in our Brands & Biosimilars business line.

Prior to our acquisition, Searchlight was one of the largest independent branded pharmaceutical companies in Canada with a diversified portfolio of approximately 60 products spanning multiple therapeutic areas including women's health, dermatology and allergy. CanPrev is a leading branded consumer health and wellness provider that has a broad range of over 250 product formulations sold in more than 3,400 retail locations across Canada and online. We believe our leading market positions and comprehensive product offering in Canada position us as a health champion for our Canadian patients and consumers.

Focused U.S. Leadership

We have established a top-ten position among generic pharmaceuticals manufacturers, as measured by sales, through a focused portfolio of over 130 products that spans across multiple therapeutic areas.[19] Our targeted product offering is reflective of our strong internal R&D, regulatory, intellectual property and manufacturing capabilities as well as our strategic partnerships. We have a selective strategy that prioritizes first-to-market opportunities, differentiated products and targeting the institutional channel (i.e. hospitals), which management believes has enabled us to build leadership positions in Conventional Generics and Specialty Generics.

[18] Source: IQVIA. See "Market and Industry Data".
[19] Source: IQVIA. See "Market and Industry Data".

Our focused portfolio approach leverages our internal onshore manufacturing capabilities that are close to the U.S. market and allows us to meet the needs of our U.S. customers. As of December 31, 2025, we were the #1 generic pharmaceutical manufacturer for nasal products and #3 generic pharmaceutical manufacturer of oncology products in the U.S.[20] In addition, through business development efforts and leveraging our existing Canadian branded pharmaceutical and consumer health and wellness platforms, we expect to expand in the branded specialty pharmaceutical and branded consumer health and wellness markets in the U.S. In December 2024, we acquired the U.S. rights to Provigil and Nuvigil, which marked a strategic milestone for Apotex and a significant step in growing our U.S. branded specialty pharmaceutical business, building upon our recent expansion in Canada, both of which advance our Journey of Health strategy. Building on this transaction, in April 2026, we announced that we had entered into a transaction with Cumberland to integrate a portfolio of branded pharmaceutical products into our U.S. business, including Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol, and Talicia, which are prescribed across hospitals, oncology, infectious disease and gastroenterology settings. Upon closing, this transaction is expected to significantly expand our U.S. specialty and hospital-focused branded pharmaceutical platform. Through this selective leadership strategy in the U.S., we expect to capture attractive economics and drive compelling returns.

In April 2026, we received the first U.S. FDA Tentative Approval for our generic version of Ozempic, a semaglutide injection, marking a significant milestone in our strategy to expand access to complex, high-value peptide therapies in the U.S. Developed in partnership with Orbicular Pharmaceutical Technologies, the product reflects advanced scientific and analytical capabilities required to achieve technical equivalence for complex injectables. The tentative approval highlights our regulatory leadership and global development model and positions us to broaden patient access to semaglutide upon final FDA approval, where affordability and supply remain critical considerations for patients. The product is expected to launch once final FDA approval is granted following patent expiration in 2032.

Expanding Brand Leadership in Latin America

We leverage our existing footprint, robust product offering and pipeline, and strong reputation for quality and reliability to bring more than 340 marketed products from our Canadian and U.S. portfolios to our international markets. We have a direct salesforce in Mexico and in parts of Central America focused on branded generic pharmaceuticals and branded consumer health and wellness products, including market leading branded products such as Mugasin, Electrolitos, and Espadiva. In addition, our ApoPharma branded generic pharmaceutical division distributes a portfolio of branded generic pharmaceutical products, which primarily consists of products focused on the central nervous system ("**CNS**") which are promoted to healthcare practitioners across Mexico. Management believes our core international markets, including Latin America, feature strong brand loyalty, and we intend on continuing to distribute our portfolio of leading branded and generic pharmaceutical products in major markets and channels in those regions.

In addition, we have indirect distribution partnerships in approximately 60 countries, which enable us to distribute our products around the world. We selectively out-license differentiated products from our Canadian and U.S. portfolio that tend to have lower competition. This strategy enables us to capture higher economics from our existing portfolio and pipeline.

Strategic Focus on Becoming the Partner of Choice for the Americas

As the leading pharmaceutical company in Canada, based on prescriptions filled, number of products sold and employees, with a significant market presence in the U.S. and Latin America, we offer valuable market entry opportunities to manufacturers with products that are not in our own development pipeline that target these regions. Management believes our integrated commercial infrastructure, deep customer relationships and extensive market expertise throughout the Americas enable efficient product launches and provide broad market access. Our expertise in managing complicated regulatory pathways across multiple jurisdictions enables us to expedite market entry times, with 130 products launched in Canada and the U.S. and approximately 180 products launched internationally over the last four years. We strive to maintain

[20] Source: IQVIA. See "Market and Industry Data".

consistent product quality and availability by leveraging what we believe to be a stable supply chain and manufacturing network. We believe our long-standing relationships with healthcare providers, payors, and regulatory bodies support meaningful market presence and should contribute to our long-term stability.

Over the last four years, we have evolved our product development process, establishing an extensive, experienced business development team to source external development and manufacturing partnerships, as well as in-licensing agreements in areas where we choose not to develop products internally. We have established a rigorous and selective approach to identifying partnerships to ensure each collaboration adheres to our quality standards and supports our commercial priorities and our long-term growth plans. Management believes these factors reduce development risks, while augmenting our portfolio with valuable specialty generic and biosimilar pharmaceuticals through an efficient capital allocation strategy that promotes sustainable growth and expedites our speed and access to market in select business lines.

Our business development team has established a track record of forging successful partnerships. We have an extensive and diverse group of partners to choose from as we select the most suitable partnership for each of our products. Our partners are typically high-quality global co-development and manufacturing companies; mid-sized international pharmaceutical or biotech companies seeking to launch their innovative products into the Americas; or large pharmaceutical companies looking to divest products. Nearly 90% of our business development agreements over the last four years were concluded with partners domiciled outside of Canada and the U.S. Over the last four fiscal years, we have completed 83 business development agreements where we have partnered in the development and/or commercialization of more than 130 new products with 44 external partners.

Leverage our Integrated Onshore Production to Ensure Consistent Supply and Speed to Market

Our global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose-built to Health Canada, FDA, EMA or COFEPRIS quality standards and deliver upon our commitment to ensure the safe, secure supply of vital pharmaceutical products to our patients. With the bulk of our manufacturing based in Canada, including four finished dosage sites and one API site, we believe our facilities are strategically positioned to enhance our value as a reliable partner across the Americas given the proximity to our primary market. In addition, approximately 80% of all products sold in the U.S. are manufactured in Canada or the U.S. We are committed to service reliability, supply certainty and customer satisfaction. During Fiscal 2026, approximately 95% of our product shipments were delivered on time and in full. See “Risk Factors – Risks Related to our Business and Industry – Failure to comply with regulations and requirements in respect of pharmaceutical development and manufacturing may lead to regulatory actions that cause supply interruptions, increase of our cost of goods and significant liability risks.”

Our six finished dosage facilities have a combined annual capacity to produce approximately 25 billion tablets and capsules, 200 million high-potency oral solids, and 70 million oral liquids, nasal sprays and sterile ophthalmic finished dosage medicines. In Fiscal 2027, we expect to qualify a new state-of-the-art sterile ophthalmic line with a potential capacity of 8-10 million units. We have expertise in multiple processing technologies including blending, dry and wet granulation, hot-melt extrusion, pellets, tableting, encapsulation, mini-tabs and film coating. Our internal manufacturing facilities form the foundation of our supply capabilities. This is complemented by a large, strategically integrated network of external suppliers with their own facilities, which together create a comprehensive, flexible and resilient manufacturing platform.

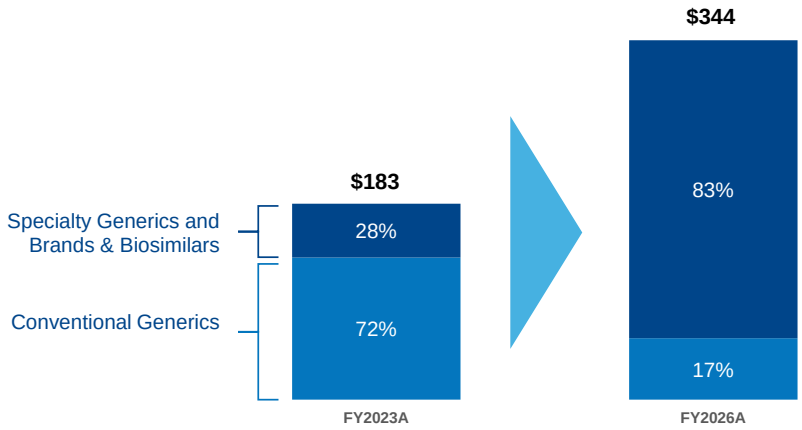
Management believes that the collaboration of our internal R&D, regulatory, legal and intellectual property and business development teams, which are primarily based in Canada, accelerate our product development cycle and speed to market. This has enabled us to consistently be a first mover within the markets we serve, and has directly contributed to first-to-market launches of many of our products and has fueled our recent financial growth. Over the last four years, 76% of our generic pharmaceutical products launched in Canada and 42% of our generic pharmaceutical products launched in the U.S. were first-to-market.

Delivering Strong Financial Performance and Growth Profile

We have delivered attractive compounded annual revenue growth of approximately 8% over the last four fiscal years, with revenue growing from $2.8 billion in Fiscal 2023 to $3.5 billion in Fiscal 2026. Our revenue growth has been fueled by the successful execution of our Journey of Health strategy, which has included strengthening our Conventional Generics platform through a focus on first-to-market generic pharmaceuticals as well as expanding into higher value business lines, such as Specialty Generics and Brands & Biosimilars. The Searchlight and CanPrev acquisitions, together with the portfolio expansion transactions in the U.S., have further augmented our revenue growth.

The following chart illustrates the revenue contribution from new product launches by business line over the past four fiscal years, highlighting the increasing contribution from higher-value Specialty Generics and Brands & Biosimilars.

Figure 17: New product launch revenue by business line.



Our Journey of Health strategy also places a priority on profitability and return on invested capital. Through our product selection process, our objective is to select and develop products across our entire portfolio that support compelling margins. This process has resulted in our Adjusted EBITDA Margin growing to 37% in Fiscal 2026 from 21% in Fiscal 2023. Adjusted EBITDA has more than doubled since Fiscal 2023, having grown from $599 million in Fiscal 2023 to approximately $1.3 billion in Fiscal 2026, representing a CAGR of 29% over the past three fiscal years. See “Non-IFRS Measures” and “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures”. Management believes that our Journey of Health strategy will enable us to maintain an attractive margin profile as we continue to expand our higher value product offerings of Specialty Generics and Brands & Biosimilars and realize our productivity initiatives.

We intend to optimize our capital allocation and risk profile to deliver efficient returns to Shareholders. We anticipate achieving this goal by utilizing partnerships to facilitate development of higher value, complex products with milestones and profit-sharing arrangements to limit upfront at-risk costs.

Finally, we are committed to maintaining a strong and flexible balance sheet with a prudent approach to utilizing leverage when pursuing organic and inorganic growth. While our target Net Leverage Ratio over time is ~2.5x, from time to time, we may deviate from this target, including for reasons such as pursuing strategic acquisition opportunities.

See “Cautionary Note Regarding Forward-Looking Information”, “Non-IFRS Measures”, “Financial Performance”, and “Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures”.

Experienced Management Team with Strong Shareholder Alignment

Our mission is executed by a seasoned and accomplished management team that was assembled following the acquisition by SK Capital. Collectively, our management team has more than 250 years of pharmaceutical and consumer brands experience. Members of our management team have held executive roles at prominent pharmaceutical companies such as Advanz Pharma, Baxter International Inc., Eli Lilly and Company, Novartis AG, Sandoz Group AG and Teva Pharmaceutical Industries Ltd. ("**Teva**"), demonstrating leadership capabilities in private and public businesses across the Americas, Europe and Asia. Our management team is committed to delivering upon our mission of improving everyday access to affordable, innovative medicines and health products for patients and consumers worldwide, while also driving shareholder value by executing our Journey of Health strategy.

Our recent growth is a direct result of our management team's proven capabilities in handling complex regulatory environments, along with their track record of developing and launching transformative products and executing business development initiatives. Our management team's breadth of experience spans leading positions in prominent industry associations, including the CGPA, the U.S. Association for Accessible Medicines ("**AAM**"), the International Generic and Biosimilar Medicines Association ("**IGBA**"), and the Canadian Pharmaceutical Manufacturers and Exporters Alliance ("**CPMEA**"), bolstering our leadership within the healthcare sector and ensuring that we remain a key stakeholder in the pharmaceutical ecosystem.

Our management team is supported by an experienced and well-aligned shareholder with deep sector expertise. Following the Offering, funds managed by SK Capital will own approximately [●]% of the outstanding Common Shares on a non-diluted basis ([●]% if the Over-Allotment Option is exercised in full), or approximately [●]% on a fully diluted basis (or [●]% if the Over-Allotment Option is exercised in full). Our management team and board of directors will collectively own approximately [●]% of the outstanding Common Shares on a non-diluted basis ([●]% if the Over-Allotment Option is exercised in full), or approximately [●]% on a fully diluted basis (or [●]% if the Over-Allotment Option is exercised in full). As a result of this retained ownership, SK Capital and management are well aligned with new investors. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information" and "Principal and Selling Shareholders".

Key Growth Pillars of our Journey of Health Strategy

The key growth pillars of our Journey of Health strategy are anchored by our foundational commitment to patients and their continued reliance on Conventional Generics, with further growth fueled by diversifying into high-value Specialty Generics and Brands & Biosimilars. Over the medium term, we expect that the percentage contribution of Conventional Generics to our revenue will decline, while Specialty Generics and Brands & Biosimilars will increase as a percentage of revenue. Our target is for revenue from each of our three business lines to represent approximately one-third of our total revenue by Fiscal 2031. The attractive returns available to us through our Conventional Generics business line will provide earnings and cash flow to fund the expansion and diversification of our product offerings into Specialty Generics and Brands & Biosimilars. We direct our resources towards areas that drive growth and optimize returns.

Robust, High Value Pipeline to Drive Product Portfolio Growth

We have developed a tailored approach to launch new products for each geographic market segment based on market conditions, regulatory dynamics, competitive strengths and strategic alignment. New product launches are expected to contribute to continued growth across all three of our business lines. We are focused on products where we are well-positioned to gain a first-to-market advantage. 56% of our product launches in Canada and the U.S. over the past four years were first-to-market opportunities and we expect this trend to accelerate to over 70% over the next five years.

Canada

Apotex plays a critical role as a Canadian health champion and remains committed to maintaining a comprehensive portfolio across all our business lines in Canada.

Over the next five years, we expect to launch 105 products across our three business lines. Over 75% of these launches are expected to be first-to-market opportunities. Of these products, 40 are conventional and specialty generic pharmaceuticals and 65 are Brands & Biosimilars.

The Originator Value of the branded pharmaceuticals that we are targeting with our 40 planned conventional and specialty generic pharmaceutical launches over the next five years is over $6 billion, which represents approximately 85% of the Originator Value of branded pharmaceuticals (excluding biologics) losing exclusivity in Canada over that period.[21] Further, approximately 60% of the products in our generics pipeline are Specialty Generics, which, as a result of their greater manufacturing complexity, differentiated dosage forms and/or distribution channels, tend to generate more compelling growth and margin contributions.

- **Conventional Generics**. We intend to continue pursuing a broad range of product opportunities within our Conventional Generics business line, covering nervous system and cardiovascular products as well as alimentary tract and diabetes and weight management pharmaceuticals.

- **Specialty Generics**. Within our Specialty Generics business line, we are targeting the launch of our first generic GLP-1 products in calendar year 2026, aiming to address the large and growing market opportunities in diabetes. With Canadian sales of the branded pharmaceutical exceeding $2 billion, generic GLP-1 products represent a significant opportunity to help increase access for patients and build share in the rapidly expanding diabetes market. Additionally, we are developing semaglutide products focused on weight management and the first wave of those products is expected to enter the market over the next two years. In May 2026, we became the first Canadian company to receive Health Canada's approval for Apo-Semaglutide Injection, a generic equivalent to Ozempic (semaglutide injection). Finally, we have 11 oncology products in our five-year pipeline, targeting ~$675 million of Originator Value, eight of which are planned as first-to-market opportunities. Our current launch calendar contemplates at least one oncology-focused launch in each of the next five years.

- **Brands & Biosimilars**.

    - The Searchlight acquisition accelerated our growth in branded pharmaceuticals by adding a diverse portfolio of approximately 60 products and a full-service branded pharmaceutical platform, which we expect to leverage to broaden our branded pharmaceutical presence throughout the Americas. Searchlight has a demonstrated track record of growth and has introduced 26 novel products to the market since 2015, which is a trend that we expect to accelerate going forward. Key future growth products within our branded specialty pharmaceuticals portfolio include women's health products (Nextellis, Divigel, Linzagolix and Norlutate), dermatology products (Epsolay and Twyneo) and ophthalmology products (Clobivis and Iheezo). Over the next five years, we have 12 product launches planned.

    - We are targeting to almost double the size of our biosimilars business in Canada by Fiscal 2030, with the recent launch of Aflivu (aflibercept) and the upcoming launches of three additional products, collectively representing over $200 million in Originator Value. Management believes we are positioned to penetrate the biosimilars market, supported by our comprehensive salesforce and infrastructure that reaches multiple channels of the distribution network. Key near term launches are expected to include biosimilar

[21] Source: Management calculation based on IQVIA data.

pharmaceuticals to the following branded biologics: (i) Prolia (osteoporosis); (ii) Xgeva (oncology); and (iii) Lucentis (ophthalmic).

- Our branded consumer health and wellness product portfolio was enhanced through the acquisition of CanPrev in Fiscal 2025, and currently includes more than 250 product formulations. We expect to continue enhancing our portfolio with approximately ten new product launches per year over the next five years.

United States

In the U.S., we selectively pursue leadership positions within our business lines for products that offer a significant market opportunity, compelling returns and align with our capabilities. Over the next five years, our pipeline includes approximately 90 products, targeting $156 billion of Originator Value. The majority of these products are within our Conventional Generics and Specialty Generics business lines, in addition to three OTC products within our Brands & Biosimilars business line.

Our pipeline targets approximately 23% of the branded pharmaceutical products losing exclusivity over the next five years, which represents approximately 82% of the Originator Value of branded pharmaceuticals (excluding biologics) losing exclusivity in the U.S. over that period.[22] Approximately 70% of our planned conventional and specialty generic pharmaceutical launches in the U.S. over the next five years are expected to be first-to-market opportunities.

- **Conventional Generics**. The 41 products in our pipeline span across various therapeutic areas and include women's health, alimentary tract and diabetes, as well as several prominent blood thinning and cardiovascular medicines. 76% of these products are in a post-submission stage.

- **Specialty Generics.** We have 45 Specialty Generics product launches planned over the next five years that align closely with key growth trends in healthcare, particularly in oncology, diabetes and weight management treatments. We expect to launch 20 specialty generic oncology products by Fiscal 2031, 18 (or 90%) of which are expected to be first-to-market launches. We have also expanded our injectables product offering and recently established injectable manufacturing capacity in the U.S., enabling us to increase our market share in this product offering going forward. Injectables provide us with an opportunity to grow our relationships with institutional customers, and we believe that our large injectables portfolio, strong brand reputation, supply reliability and longstanding relationships with key institutional customers provides us with a competitive advantage and opportunity to maintain our position in the market. Our pipeline targets injectable products across various therapeutic areas such as immunomodulating agents, cardiovascular and hospital solutions products. Over the next five years, we anticipate launching 21 injectable products. In April 2026, we received the first U.S. FDA Tentative Approval for our generic version of Ozempic, a semaglutide injection, marking a significant milestone in our strategy to expand access to complex, high-value peptide therapies in the U.S. The product is expected to launch once final FDA approval is granted following patent expiration in 2032.

- **Brands & Biosimilars.**

    - Within the U.S. market, we have taken a step in establishing our branded pharmaceuticals business through the recent product acquisitions of Provigil and Nuvigil. Building on this transaction, in April 2026, we announced that we had entered into a transaction with Cumberland to integrate a portfolio of branded pharmaceutical products into our U.S. business, including Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol, and Talicia, which are prescribed across hospitals, oncology, infectious disease and gastroenterology settings. Upon closing, this transaction is expected to significantly expand our U.S. specialty and oncology hospital-focused branded pharmaceutical platform. Our

[22] Source: Management calculation based on IQVIA data.

strategy is to continue to leverage our commercial team, our growing sales force, established distribution networks and expertise in the U.S. market to expand our branded specialty pharmaceuticals presence in the U.S.

- We are not currently participating in the U.S. biosimilars market; however, over the next 10 years, we believe there will be opportunities to leverage our market presence and partnering capabilities to target multiple compelling opportunities. We have signed an agreement that will target select U.S. biosimilar opportunities post-2030.

- We expect to leverage CanPrev as a platform to continue to grow our branded consumer health and wellness products pipeline in the U.S. given the significant size of the U.S. branded consumer health and wellness market. We are planning a targeted market entry focused on select regions of the U.S. and existing distribution channels. In addition, we have three OTC nasal products in our pipeline.

- We are targeting the addition of three products to our OTC portfolio over the next five years, consisting of respiratory, otic and oral liquid products.

International

We intend to strengthen our international market presence by expanding our branded generic pharmaceuticals portfolio, while increasing the reach of our branded specialty pharmaceuticals and branded consumer health and wellness products. International growth is expected to come from Mexico and the GCC, as well as select international markets through out-licensing opportunities.

Within our international markets, we expect to launch 290 generic and branded generic pharmaceutical products over the next five years (consisting of 253 generic and 37 branded generic pharmaceutical products). 47% of the products in our pipeline are in the post-submission stage or approved.

- **Conventional Generics**. 120 of the 187 products in our conventional generics pipeline are planned for Europe, the Middle East and Africa, where we intend to expand our business through key products that will be specifically developed for those regions. The products will generally be selected based on their market performance in North America, as well as their ability to provide us with either an early entry advantage or complex development profile, which leads to more limited competition.

- **Specialty Generics**. Our pipeline consists of 66 products across various markets, and we expect to continue expanding our portfolio of specialty generic pharmaceuticals internationally by targeting select oncology and injectable GLP-1 products from our high value Canadian and U.S. pipeline. We are targeting key markets in Europe, the Middle East, Africa and LATAM.

- **Brands & Biosimilars**. We have a strong portfolio of branded generic pharmaceutical products, especially in Mexico and the GCC, sold under the ApoPharma or Apotex brand. We expect to continue growing our branded generics portfolio, which primarily consists of CNS products, in addition to expanding into targeted therapeutic areas such as oncology and ophthalmology. Management expects this growth will be accomplished by leveraging our existing sales force, local manufacturing capabilities and reputation for superior Canadian quality in order to increase our reach across Latin America. In the GCC, our growth strategy includes broadening the availability of our leading branded pharmaceutical wound care product, Hemagel, with a new format and expansion into additional hospitals and physician channels. In addition, we are working with partners to manufacture some products locally to leverage preferred pricing available to products manufactured domestically. We intend to continue growing our attractive portfolio of OTC brands in Mexico and the GCC by leveraging our existing salesforces in these regions. We intend to expand the patient reach and penetration with brand extensions planned for Espadiva, Mugasin

and Electrolitos APO. In addition, the CanPrev platform will be selectively leveraged to strategically expand our branded consumer health and wellness presence in certain international markets.

Accelerate Growth through External Partnerships

Our business development team accelerates our product pipeline growth through external partnerships. Our team is focused on securing partnerships that either expand our technological capabilities or provide access to products and technologies on a shorter development and commercialization timeline. We have positioned ourselves as a partner of choice for the Americas by offering external partners support through commercial, R&D, regulatory, legal and operational processes as many of our partners lack these capabilities in the Americas.

We are focused on forging strategic partnerships that can be leveraged in our pursuit of future opportunities. Our screening process for identifying product opportunities involves targeting: (i) molecules with inherent barriers to entry; (ii) opportunities to satisfy unmet patient needs; (iii) innovative products where we can create value for patients and consumers; (iv) complementary technological capabilities; (v) de-risked and/or later stage developments; and (vi) unique intellectual property or other technical advantage that can be licensed. We also focus on the economics of our business development agreements, prioritizing agreements that are expected to deliver attractive returns.

We believe our business development capabilities will lead to additional external partnerships that will increase our product pipeline and provide further opportunity for growth. We plan on entering into business development agreements that represent 20+ new products on an annual basis over the next five years.

Selectively Pursue Strategic Acquisitions

We intend to continue augmenting our organic growth with additional strategic acquisitions. We have a disciplined approach to acquisitions, targeting strategic and attractive opportunities that align with our Journey of Health strategy. We are seeking platform and product acquisitions that complement our existing product portfolio and accelerate growth across the following areas: (i) Specialty Generics, strengthening our commercial presence across Canadian and U.S. institutional channels with a focus on complex injectables and 505(b)(2) opportunities; (ii) Brands & Biosimilars, targeting branded specialty pharmaceutical platforms in North America in specialist-driven therapeutic areas; and (iii) geographic expansion in select markets in Latin America to replace our existing external distribution partnerships with commercial platforms.

The expansion of our management team has added M&A experience and we believe that we have strong internal capabilities to execute and integrate acquisitions. In 2025, we expanded our presence in the growing Canadian branded consumer health and wellness sector through the acquisition of CanPrev, a leading Canadian provider of natural health products specializing in VMS. We believe that CanPrev will act as a platform to consolidate attractive growth opportunities that reinforce our commitment towards supporting people along their health journey in consumer health. In 2024, we completed the acquisition of Searchlight, which expanded our footprint in the high value branded pharmaceutical sector in Canada. This acquisition established a full-service branded pharmaceutical capability that will act as a platform for bolt-on acquisition opportunities to accelerate expansion of our branded specialty pharmaceutical products portfolio.

Productivity Initiatives Support Continued Profitability

Productivity initiatives are a core pillar of our business transformation under the leadership of our new management team. We have developed a productivity initiatives plan, which identifies opportunities for approximately $600 million in annualized run-rate cost savings by Fiscal 2031. Through the end of Fiscal 2026, we have achieved approximately $300 million of these total annualized run-rate cost savings (comprising $87 million, $128 million and $78 million of annualized savings in Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively). Our productivity initiatives target four key areas: (i) improving operational

efficiency and refining revenue strategies; (ii) improving our procurement systems and securing better terms from our suppliers; (iii) optimizing our manufacturing network, including by transferring certain high-volume conventional generic pharmaceuticals to lower-cost manufacturing sites to deliver a future pipeline of more complex, high margin products, and reducing the cost of APIs; and (iv) additional manufacturing efficiencies to improve productivity and efficiency through service consolidation and process automation, combined with equipment optimization and waste reduction.

Growth Targets

The financial growth targets outlined below include financial targets for which we expect to provide guidance in the future as a public company. Unless otherwise stated, references to "medium term" refer to the five-year period including Fiscal 2027 through Fiscal 2031. We expect there will be years within the medium term where we exceed our targets, and years where we do not. Our strategies to achieve these are described above under "Business of Apotex – What Sets us Apart: Our Journey of Health Strategy". Although management believes that these targets are reasonable, there can be no assurance that we will achieve these targets, and our actual results may vary materially. See "Cautionary Note Regarding Forward-Looking Information" and "Risk Factors".

When developing our growth targets, we have considered revenue and Adjusted EBITDA Margin growth rates based on our Fiscal 2026 results, both including and Excluding U.S. Contribution of the Volume-Limited License Product. See "Non-IFRS Measures" and "Selected Consolidated Financial Information – Reconciliation of Non-IFRS Measures".

Our ability to achieve the revenue, Adjusted EBITDA Margin and revenue contribution targets outlined below is expected to be driven by further business line diversification through the execution of our Journey of Health strategy, which is focused on increased expansion into the Specialty Generics and Brands & Biosimilars business lines, as well as productivity initiatives, including operational improvements from streamlining our organization, optimizing our revenue strategies and product mix, manufacturing efficiencies and procurement savings.

Revenue Growth

Over the medium term, Excluding U.S. Contribution of the Volume-Limited License Product in Fiscal 2026, we are targeting revenue growth at a mid to high single-digit CAGR. Including contribution of the Volume-Limited License Product in the U.S. in Fiscal 2026, we are targeting revenue growth over the medium term at a mid single-digit CAGR. In Fiscal 2027, we expect the revenue growth rate to be impacted by the loss of sales of the Volume-Limited License Product, although partially mitigated by organic pipeline and business development growth. See "Business of Apotex – Growth Targets – Near-Term Outlook".

Our revenue targets are based on underlying assumptions that we believe are reasonable, more specifically:

- Our revenue assumptions related to our pipeline, which includes both internally developed products and product launches resulting from business development agreements, are developed following a disciplined process, with each of our pipeline product launches assessed using a risk-based approach that addresses legal intellectual property considerations, regulatory timelines, first-to-market products, generic substitution factors, market share assumptions, the expected number of competitors and market specific conditions. For pipeline products, we also assess the number of known filers for a given molecule, their track record of success, the expected ease with which the product can be developed/commercialized, the expected penetration for that type of molecule and will risk adjust the scenario of launch. Timing of launch also factors into the risk assessment with products more heavily risk adjusted the further in the future they are expected to launch.

- Our pipeline product pricing assumes continuation of the generic pricing regimes / frameworks currently in place in each of Canada, the U.S. and select international markets. For first-to-market

products launched in the U.S., we have assumed there will also be an authorized generic on the market. Regardless of the number of competitors that launch in the U.S. market, we have assumed a highly competitive environment by the third-year post launch. In Canada, we have assumed that pipeline product pricing continues to follow the pCPA pricing regime.

- Our growth targets assume that over the medium term we will (i) launch 126 generic pharmaceutical products and 68 products within our Brands & Biosimilars business line in Canada and the U.S. and (ii) launch 290 generic and branded generic pharmaceutical products within our international markets over the next five years. We expect that 46% of our planned pharmaceutical launches in Canada and U.S. will be delivered through low-risk, internal research and development (Conventional Generics, along with liquids and steriles within our Specialty Generics business line) and 54% of these products will be delivered through low-risk performance-based partnerships (Specialty Generics, excluding liquids and steriles) and in-licensing partnerships (Brands & Biosimilars). For details regarding our pipeline, including the number of total products in the pipeline and related Originator Value, see "Business of Apotex – Key Growth Pillars of our Journey of Health Strategy – Robust, High Value Pipeline to Drive Product Portfolio Growth".

- Our business development-related revenue assumptions are developed following a similar risk-based assessment approach to those described above. Our growth targets assume that our revenue from new product launches resulting from business development agreements will be consistent with our revenue from our historical product launches resulting from business development agreements.

- We believe that (i) the recently acquired Searchlight platform will be leveraged to grow our branded specialty pharmaceuticals business through continued targeted business development activities in Canada, and (ii) the recently acquired CanPrev platform will be leveraged to grow our branded consumer health and wellness products pipeline through expansion into markets outside Canada.

- We have assumed that pricing within our existing product portfolio will follow recent historical trends based on the pricing regimes / frameworks and certain assumptions on the timing of competitor entrants, in each of our respective Canadian, U.S. and international markets.

- We have also assumed that:

    - we will continue to rationalize our portfolio and discontinue products where their respective profit margins fall below certain thresholds;

    - the economic and trade relationship between Canada and the U.S. will stabilize and that tariffs will have no material impact on our business;

    - our internal manufacturing capabilities, our externally sourced product supply chain, and the political, legal and tax circumstances in jurisdictions in which our suppliers operate, remains substantially consistent; and

    - while our generics business does not experience traditional seasonality in the sales pattern of our products, there will continue to be material fluctuations in certain quarters from the timing of launch of highly profitable, first-to-market products in the U.S. market.

The imposition of tariffs or other restrictive trade measures could materially impact our ability to achieve our revenue growth targets and/or may result in negative growth. See “Risk Factors – Risks Related to our Business and Industry – The imposition of any tariffs or other restrictive trade measures or countermeasures affecting trade between Canada and the U.S. may impact our business.”

Adjusted EBITDA Margin

Over the medium term, we are targeting an Adjusted EBITDA Margin in the low to mid thirties. In Fiscal 2027, we expect to experience a decline in our Adjusted EBITDA Margin as sales from the Volume-Limited License Product have ended, although we are still targeting an Adjusted EBITDA Margin of approximately 30%.

Our Adjusted EBITDA Margin targets are based on underlying assumptions that we believe are reasonable. More specifically:

- We have assumed that continued productivity improvements related to our internal manufacturing capabilities will allow us to maintain gross margins on our internally developed products. These initiatives, which began in 2023, involve: (i) the transfer of the manufacturing of certain high-volume conventional generic pharmaceuticals to lower-cost manufacturing sites to deliver a future pipeline of more complex, high margin specialty generic pharmaceutical products; (ii) the optimization of make versus buy decisions for API; (iii) leveraging volumes and revised contract terms in our procurement activities when sourcing specific products, consumables and materials used in the manufacture and production of our products; and (iv) additional manufacturing efficiencies to improve productivity and efficiency through service consolidation and process automation, combined with equipment optimization and waste reduction.

- We have assumed that gross margins on externally sourced third party products within the existing portfolio and for new targeted products in the pipeline will remain consistent with existing contracted terms.

- We have assumed that R&D costs will continue to grow, in proportion to our revenue.

- We have assumed additional investment in sales and marketing activities, including field force expansion and marketing and promotion for (i) new Brands & Biosimilars therapeutic areas, such as ophthalmology, oncology and other new therapeutic areas, and (ii) in our international markets, to grow our branded generic pharmaceuticals business.

- We have assumed that inflation, the overall cost environment for goods and service and employee annual merit adjustments, which can vary significantly across jurisdictions, will remain stable at rates consistent with our historic experience over the past several years.

- We have assumed that we will continue to efficiently utilize resources and deliver general and administrative cost saving programs within, leveraging investments in technology and shared services and that our existing corporate overhead can be leveraged to absorb much of the ongoing administrative costs of expansion.

- We have assumed that external market and geo-political factors, including disruptions caused by wars, will not have a material impact on our business performance, consistent with our historical performance.

Near-Term Outlook

As outlined in further detail below, management currently expects that reported revenue and Adjusted EBITDA in the first half of Fiscal 2027 will be meaningfully lower as compared to the same period in Fiscal

2026, primarily reflecting the non-recurrence of sales from the Volume-Limited License Product and launch timing of first-to-file, 180-day exclusivity products.

First Quarter

Revenue for the first quarter of Fiscal 2027 is expected to be lower as compared to the first quarter of Fiscal 2026, primarily as a result to the absence of sales from the Volume-Limited License Product, which contributed $308 million in revenue in the first quarter of Fiscal 2026. As noted, we anticipate sales of this product to represent an immaterial contribution to our total revenue (less than 1%) starting in Fiscal 2027 (down from approximately $461 million and $339 million in revenue in Fiscal 2025 and Fiscal 2026, respectively). In addition, and to a lesser extent, we will not benefit from the prior-year first-to-file, 180-day exclusivity launch of generic nilotinib (Tasigna) in the U.S., which was launched in the first quarter of Fiscal 2026.

Adjusted EBITDA for the first quarter of Fiscal 2027 is expected to be lower than the first quarter of Fiscal 2026, primarily reflecting the absence of the high-margin contribution from the Volume-Limited License Product, and to a lesser extent the prior-year first-to-file exclusivity launch, partially offset by underlying growth in our existing diversified portfolio.

Second Quarter

Revenue for the second quarter of Fiscal 2027 is expected to be lower as compared to the second quarter of Fiscal 2026, primarily due to the prior-year contribution from our first-to-file, 180-day exclusivity launch of generic nilotinib (Tasigna) in the U.S., which benefited the second quarter of Fiscal 2026. To a lesser extent, revenue in the second quarter of Fiscal 2027 is also impacted by the absence of sales of the Volume-Limited License Product, which contributed $30 million in revenue in the second quarter of Fiscal 2026.

Adjusted EBITDA for the second quarter of Fiscal 2027 is expected to be lower than the second quarter of Fiscal 2026, primarily due to the non-recurrence of the prior-year first-to-file exclusivity launch, and to a lesser extent, the absence of high-margin contribution from the Volume-Limited License Product, partially offset by growth in the our existing diversified portfolio.

Following these two quarters, we expect to track towards our medium-term growth targets.

The foregoing represents forward-looking information that is based on certain assumptions that we consider reasonable, including an assumption that our business will continue to perform and grow as it did in 2026, other than with respect to sale of the Volume-Limited License Product and launch timing for first-to-file, 180-day exclusivity products, as well as the assumptions underlying growth targets discussed above. Actual results may differ. See *"*Cautionary Note Regarding Forward-Looking Information*"* and *"*Risk Factors – There are risks related to forward-looking information in this prospectus.*"*

Revenue Contribution by Business Line and Geographic Segment

Over the medium term, we are targeting a shift in the contribution from our Conventional Generics, Specialty Generics and Brands & Biosimilars business lines. Conventional Generics represented 46% of our Fiscal 2026 revenue (Excluding U.S. Contribution of the Volume-Limited License Product) and is expected to decrease to approximately one-third of our revenue by Fiscal 2031. By Fiscal 2031, we are targeting revenue contributions of approximately one-third from each of our three business lines.

Over the medium term, we are also targeting a shift in the contribution from our Canada, U.S. and International geographic reportable segments. Our Canada and International segments represented a combined 54% of our Fiscal 2026 revenue, while our U.S. segment represented 46% of our Fiscal 2026 revenue (in each case Excluding U.S. Contribution of the Volume-Limited License Product). By Fiscal 2031, we are targeting combined revenue contributions of approximately 60% from our Canada and International segments and revenue contributions of approximately 40% from our U.S. segment.

Our revenue contribution targets are based on the assumptions underlying our revenue and Adjusted EBITDA Margin targets set out above, which we believe are reasonable.

Our Geographic Markets

We develop, manufacture and distribute a broad portfolio of prescription pharmaceuticals and branded consumer health and wellness products through three business lines: (i) Conventional Generics; (ii) Specialty Generics; and (iii) Brands & Biosimilars.

We operate in three key geographic regions: (i) Canada; (ii) the U.S.; and (iii) International. In Canada, we are the national leader in generic pharmaceuticals and offer a full line of healthcare products across each of our business lines, including leading businesses in Conventional Generics, Specialty Generics and Brands & Biosimilars. In the U.S., we are a leader in select products within our Conventional Generics and Specialty Generics business lines, while we continue to expand our presence in Brands & Biosimilars. In our International segment, we leverage our existing product portfolio and pipeline assets in branded generic pharmaceuticals and branded consumer health and wellness products, and target markets with high-growth / high-return potential.

We are headquartered in Toronto, Canada, where certain key corporate functions such as finance, IT, legal and business development are centred. We conduct various activities such as manufacturing and R&D in Canada, India and Mexico. We have commercial operations such as sales, marketing and customer support in Canada, the U.S., and select countries in our International segment.

Canada

Canada generated approximately $1.4 billion in revenue during Fiscal 2026, or 41% of our total revenues (or, excluding U.S. Contribution of the Volume-Limited License Product, 45% of our total revenues). We are the largest Canadian-based pharmaceutical company, as measured by prescriptions, number of products and employees, and we intend to maintain our market leadership in Canada. Our products can be found in the majority of pharmacies and healthcare facilities in the country. We are a leader in the fast-growing Canadian biosimilar pharmaceuticals market with a leading position in oncology biosimilar pharmaceuticals and the leading Canadian oncology biosimilar pharmaceuticals patient support program.[23] In the twelve months ended December 31, 2025, we had an overall generic pharmaceutical market share of approximately 23%, and across the generic pharmaceutical products that we offer in Canada, we have an average market share of approximately 34%.[24] Approximately 54% of our generic pharmaceutical revenue in Fiscal 2026 was derived from generic pharmaceutical products that were either sole or dual source, meaning we were either the only generic pharmaceutical manufacturer or one of two manufacturers supplying the market.

We offer a full line of prescription pharmaceuticals and branded consumer health and wellness products in Canada across all three of our business lines. We have built the most extensive product portfolio in the country that includes over 680 products across multiple dosage forms, including oral solid dosage forms, liquids (ophthalmics, syrups and nasals), inhaled therapies and injectables. Our pharmaceutical products address many of the major therapeutic areas, including CNS, oncology, cardiovascular, respiratory, diabetes and weight management, ophthalmology, hematology and allergy, and our OTC and VMS products seek to treat minor ailments, supplement a patient's health or prevent disease.

In the past two years, we have completed the acquisition of two leading Canadian businesses that have expanded our offering in branded pharmaceuticals and branded consumer health and wellness products.

[23] Source: IQVIA Oncology Industry Insights, April 2025. Based on "Performance Index", a composite score used by IQVIA that includes average satisfaction rating, overall satisfaction rating and share of mentions based on the perceptions of surveyed oncologists and drug access navigators.

[24] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See "Market and Industry Data".

At the time of its acquisition in 2024, Searchlight was one of the largest independent branded pharmaceuticals companies in the Canadian market, which added approximately 60 products and a sales force to our existing operations. Similarly, our acquisition of CanPrev in 2025, a leading branded consumer health and wellness product provider, added more than 250 unique product formulations, three proprietary brands and significant reach into the natural health and grocery retail distribution channels. Our legacy product portfolio and our strategic expansion into adjacent market categories have established us as a trusted Canadian brand with a fulsome offering of products for patients, physicians and consumers alike.

Figure 18: Select Canadian product portfolio.

Business Line	Therapeutic Areas	Product Formats	Top Selling Products (based on Fiscal 2026)
Conventional Generics	Coverage of all major therapeutic areas	Immediate release OSD Extended release OSD	Vortioxetine (Anti-Depressant) Dexlansoprazole (Gastrointestinal) Metformin (Diabetes) Guanfacine (Cardiovascular) Methylphenidate (CNS) Apixaban (Cardiovascular)
Specialty Generics	Ophthalmology, oncology, hematology, respiratory	Liquids (ophthalmics, syrups, nasals) Powder Inhaler Injectables Oncology OSD	Eltrombopag (Hematology) Fluticasone Inhaler (Respiratory) Paclitaxel (Ophthalmology)
Brands & Biosimilars	Dermatology, mental health, allergy, ophthalmology, oncology, women's health, branded consumer health and wellness	Injectables Self-injectors Tablets Capsules	Pegfilgrastim (Oncology biosimilar) Filgrastim (Oncology biosimilar) Nortriptyline (Anti-depressant) Thyroid (Hormonal imbalance) Cambia (Pain) Aflibercept (Ophthalmology biosimilar) Bevacizumab (Oncology biosimilar) Blexten (Allergy) Magnesium Bis-Glycinate (VMS)

The United States

The U.S. generated approximately $1.8 billion in revenue during Fiscal 2026, representing 51% of our total revenues (or, excluding U.S. Contribution of the Volume-Limited License Product, approximately $1.5 billion, representing 46% of our total revenues). We hold a top-ten position in the U.S. generic pharmaceuticals market as measured by sales.[25] We have a selective strategy that prioritizes first-to-market opportunities or differentiated products, allowing us to build leadership positions in Conventional Generics and Specialty Generics. Our products can be found in the majority of pharmacies and healthcare facilities in the country. As of December 31, 2025, we had an average market share of approximately 30% across all generic pharmaceutical products that we offered in the U.S., as measured by sales, including market shares of 45% in nasal products and 24% in injectable products. As of December 31, 2025, we were the #1 U.S. manufacturer of generic nasal products and #3 manufacturer of generic oncology products. Over the last four years, we have had 31 first-to-market product launches in the U.S., representing 42% of our generic pharmaceutical product launches in that period.

[25] Source: IQVIA. See "Market and Industry Data".

In the U.S., we sell over 130 products across our three business lines, including oral solid dosage forms, liquids (ophthalmic, solution and nasal), inhaled therapies and injectables. Our products address many of the major therapeutic areas, including CNS, oncology, immunomodulatory, cardiovascular, respiratory, ophthalmology and anti-infectives.

Figure 19: Select U.S. product portfolio.

Business Line	Therapeutic Areas	Product Formats	Top Selling Products (based on Fiscal 2026)
Conventional Generics	Neurology, Immunomodulatory cardiovascular	Immediate release OSD Extended release OSD	Lenalidomide (Immunomodulatory) Lisdexamfetamine Dimesylate (CNS) Carbamazepine (CNS) Atorvastatin (Cardiovascular) Oxcarbazepine (Epilepsy)
Specialty Generics	Ophthalmology, oncology, anti-infective, respiratory	Liquids (ophthalmics, syrups, nasals) Powder Inhaler Injectables Oncology OSD	Nilotinib (Oncology) Fluticasone (Respiratory) Cladribine (CNS) Dasatinib (Oncology) Piperacillin-Tazobactam (Injectable Antibiotic)
Brands & Biosimilars	Neurology, Ophthalmology	Tablets Nasal Spray	Provigil (CNS) Nuvigil (CNS) Paxil (Anti-Depressant) OTC Fluticasone (Respiratory)

In recent years, several multinational generic pharmaceutical manufacturers have increasingly shifted their focus away from generic to branded pharmaceutical products. With deep expertise in the generic pharmaceutical industry, we believe this shift presents an opportunity, and we are well positioned to expand upon our selective leadership positions in Conventional Generics while expanding into high-value Specialty Generics and Brands & Biosimilars. Our strategy leverages our competitive advantages in R&D, regulatory, legal and intellectual property to develop our generic pharmaceuticals pipeline in the U.S. market.

International

Our International segment generated approximately $269 million in revenue during Fiscal 2026, or 8% of our total revenues (or, excluding U.S. Contribution of the Volume-Limited License Product, approximately 9% of our total revenues). Outside of Canada and the U.S., we have commercial representation in 70 countries with the majority of revenues generated in Latin America and the GCC. The balance of revenues come from Southeast Asia, Australia, the Caribbean and Europe. While each of these countries have unique characteristics, their markets generally fall into one of two categories: (i) direct sales force or (ii) indirect distribution partnerships. We have a direct sales presence in Mexico, Central America and the GCC, focusing on branded generic pharmaceuticals and branded consumer health and wellness products, which offer compelling price points. Outside of these countries, we have indirect distribution partnerships that enables us to selectively out-licence certain generic products with minimal advertising and promotion costs.

Our International product portfolio consists of more than 340 products across our three business lines, the majority of which are Conventional Generics, Specialty Generics, branded generics and branded consumer health and wellness products across multiple dosage forms, including oral solids, liquids (ophthalmic, solution and nasal), inhaled therapies and injectables. Within our International segment, our Brands & Biosimilars business line includes three key branded products in Latin America: (i) Espadiva (women's

empowerment brand for female health); (ii) Mugasin (minor digestive ailments); and (iii) Electrolitos APO (dehydration management), and one in the GCC, our advanced wound care product Hemagel.

Figure 20: Select International product portfolio.

Business Line	Therapeutic Areas	Product Formats	Top Selling Products (based on Fiscal 2026)
Conventional Generics	Cardiovascular, Mental Health	Immediate release OSD Extended release OSD	Atorvastatin (Cardiovascular) Butylhyoscine/Ibuprofen (Gastro-intestinal pain) Clopidogrel (Cardiovascular) Rosuvastatin (Cardiovascular)
Specialty Generics	Respiratory, Oncology	Liquids (ophthalmics, syrups, nasals) Powder Inhaler Injectables Oncology OSD	Abiraterone Acetate (Oncology) Mometasone Furoate (Respiratory) Imatinib (Oncology) Azelastine and Fluticasone (Respiratory)
Brands & Biosimilars	Strong brand presence in OTC and branded generic products	Various	Hemagel (Wound Healing) Espadiva (OTC Women's health) Mugasin (OTC – Minor Digestive Ailments) Electrolitos APO (OTC – Dehydration Management) Warfarin (Branded Generic – Anticoagulant) Tramadol/Acetaminophen (Pain)

(a) *Latin America*

The Latin America region has a vast population of 650 million people spanning across 30 countries. The four largest countries – Brazil, Mexico, Argentina and Colombia – represent approximately 83% of the Latin America pharmaceutical market and two-thirds of the population. Our products are currently available in Mexico, Nicaragua, Costa Rica, Panama, El Salvador, the Dominican Republic, Colombia and Chile, and we intend to expand upon our commercial efforts in the other two largest markets: Brazil and Argentina.

The majority of our Latin America revenues are generated in Mexico, where we are ranked as the #4 generic pharmaceutical manufacturer in the private market, supported by a workforce of more than 900 employees across commercial, R&D and manufacturing operations. We believe the demand for high-quality, affordable medicines manufactured with North American quality standards further enhances our competitiveness as a Canadian-based global health company in this market.

In Mexico, we intend to strengthen our market presence by expanding our branded generic pharmaceuticals portfolio to include additional therapeutic areas with high-quality, affordable medicines, while increasing our reach across key population centres nationwide. Furthermore, we plan to enhance our three OTC brands, Electrolitos APO, Espadiva and Mugasin, through brand line extensions to expand patient reach and market penetration in Mexico.

(b) *Gulf Cooperation Council*

The GCC pharmaceutical market is experiencing robust growth with the total pharmaceutical retail sales in the region exceeding US$15 billion in 2023. According to IQVIA, the market is expected to grow at an average annual rate of approximately 6.8% through 2029.

Our branded generic pharmaceuticals business and wound care product Hemagel form the foundation of our growth strategy in the region. Supported by a strong economy and a focus on localization, our GCC business provides us with a valuable opportunity for international expansion and long-term growth. In the GCC region, we believe we are a reliable partner to governments and market our products through National Unified Procurement Company tenders and partnerships with local distribution companies.

(c) *Other International Markets*

Internationally, our Journey of Health strategy expects to leverage our existing product portfolio and pipeline assets, mainly in generic pharmaceuticals, along with our local market expertise and reputation for manufacturing high-quality products to drive incremental growth. Through our distribution network in markets where we do not have a physical or commercial presence, we market our portfolio of products through third-party distribution companies. Outside of Mexico and the GCC, we intend to expand upon our existing commercial agreements with third parties to distribute select U.S. and Canadian generic pharmaceutical products in Europe, the Middle East and Africa by investing in R&D to meet the unique international requirements.

Sales and Marketing

Our ability to supply our customers in a continuous, timely manner is of strategic significance to our business and reputation. We have longstanding relationships with the largest purchasers in the pharmaceutical industry across the Americas, throughout all channels including retail and mail, specialty, institutional and government. We are positioned as the partner of choice for the Americas, leveraging our competitive advantages including our Canadian footprint with proximity to our key markets, while providing market insights to our customers such that they can better understand market dynamics and trends.

We have approximately 300 sales representatives globally, who directly market and promote our products across all of our business lines and three geographic segments: (i) Canada; (ii) the U.S.; and (iii) International. We sell a broad portfolio of Conventional Generics, Specialty Generics and Brands & Biosimilars products through a combination of direct sales forces and indirect distribution partnerships. The size of our commercial operations in countries where we use a direct sales force model is determined by the type of generic market (unbranded primary substitution generic or branded generic pharmaceutical) and whether we are selling any products in the Brands & Biosimilars business line, which often require a detailing salesforce.

In a highly regulated, unbranded and primary substitution generic market where there is payor-influenced substitution such as Canada and the U.S., a smaller number of sales representatives is required. However, in a branded generic pharmaceuticals market, such as Mexico, Central America, and the GCC, where generic drugs are actively marketed or promoted to physicians, a larger detailing effort is needed.

Canada

In Canada, we market our generic, biosimilar and branded pharmaceutical products primarily through physicians, retail pharmacy chains, independent pharmacies, wholesalers, group purchasing organizations (“**GPOs**”), and government and hospital formularies. We have established strong and long-standing relationships with these channels in Canada due to our historical market positioning, the breadth of our product portfolio and strong customer focus. Our strategic positioning in Canada allows us to effectively serve the government’s pharmaceutical demands, with over 80% of our Canadian portfolio produced domestically.

Our promoted products are primarily prescribed by Canadian healthcare professionals, including primary care physicians, OBGYN, dermatologists, ophthalmologists, oncologists, prescribing pharmacists and nurse practitioners, which our sales force calls on and supports through various educational programs and product promotional/detailing activities.

The sales process for branded consumer health and wellness products requires ongoing customer outreach and consumer marketing efforts to increase brand engagement. Our acquisition of CanPrev provides us with access to new channels, as we primarily service the Canadian market through three distinct brands, with each targeting different channels. Our largest brand, CanPrev, is primarily sold through health food stores or departments within larger grocery retailers. In addition, CanPrev also markets and sells its products through its salesforce to reach naturopathic doctors, nutritionists, chiropractors and grocery retail channels. For example, CanPrev's dedicated practitioner brand, CytoMatrix, is sold through naturopathic doctors, nutritionists, and chiropractors. Orange Naturals products are sold through food, drug and mass distribution channels.

The United States

In the U.S., where we currently sell mainly generic pharmaceutical products, the purchasing base is heavily consolidated, with the top three retail buying groups and hospital GPOs representing more than 90% of the market demand. We have strong relationships with each of these buying groups, along with their individual members (wholesalers and chains), which represent our top three customers in the U.S. We have strategically diversified our business to enable increased access to mid-size buying groups, regional chains and distributors, providing us with multiple avenues to access the retail and mail channels. In addition, in April 2026, we announced that we had entered into a transaction to integrate a portfolio of branded pharmaceutical products into our U.S. business. With this transaction, we expect to onboard over 30 commercial and sales personnel to support our growth strategy associated with this product portfolio.

International

We have a direct sale presence in Mexico, Central America and the GCC, focusing on branded generic pharmaceuticals and branded consumer health and wellness products. We believe that our customers and patients view our reputation and history of success in the Canadian market as a differentiator and have a positive view of our line of branded generic pharmaceuticals, including our CNS products marketed under our ApoPharma brand and growing portfolio of OTC pharmaceuticals. Outside of these countries, we have indirect distribution partnerships that enable us to selectively out-licence certain generic pharmaceutical products with lower price points and minimal advertising and promotion costs.

Manufacturing and Distribution Capabilities

Pharmaceutical manufacturing is highly regulated, with strict quality and compliance standards to ensure the continuous supply of safe and effective medicines. We have a history of contributing to manufacturing advancements in the pharmaceutical industry across therapeutic areas, enabling us to deliver high-quality, cost-effective medicines to patients around the world. Since Fiscal 2022, we have invested over $500 million in our facilities, demonstrating our commitment to safety, scalability, efficiency and growth.

Our global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose built to Health Canada, FDA, EMA or COFEPRIS quality standards and deliver upon our commitment to ensure the safe, secure supply of vital pharmaceutical medicines for our patients. The six facilities have a combined annual capacity to produce approximately 25 billion tablets and capsules, approximately 200 million high-potency oral solids, and approximately 70 million oral liquids, nasal sprays and sterile ophthalmic finished dosage products. In Fiscal 2027, we expect to qualify a new state-of-the-art sterile ophthalmic line with a potential capacity of eight to ten million units. In addition, we have two facilities that manufacture APIs, as well as three distribution facilities in Canada and the U.S. In March 2026, we entered into an agreement to divest our Mexican API facility. The decision to divest this facility was made after a thorough review of this site's strategic position within our manufacturing network and its contributions to our profitability.

Following an inspection by Health Canada and the FDA of our Richmond Hill finished dosage manufacturing site in April and May 2025, we received several observations from both agencies, including ten FDA Form 483 observations. Health Canada accepted our remediation plans and rated the facility compliant. On August 4, 2025, the FDA classified the facility as Official Action Indicated (OAI), indicating that certain conditions observed during the inspection did not meet FDA requirements for current good manufacturing practices ("**cGMP**"). In response, we submitted a comprehensive remediation and corrective action plan.

On October 31, 2025, the FDA issued a Warning Letter summarizing the deficiencies identified during its inspection of the Richmond Hill facility. On November 24, 2025, we submitted a comprehensive written reply detailing the corrective actions taken, those underway, and the preventative measures being implemented to strengthen long-term quality system performance.

We are working closely and collaboratively with the FDA to address all observations identified in the FDA Form 483 and the Warning Letter promptly and thoroughly. We continue to provide the agency with regular updates detailing the progress of our corrective and preventative actions, affirming our commitment to maintaining a high standard of product quality and operational reliability. See "Risk Factors – Risks Related to our Business and Industry – Failure to comply with regulations and requirements in respect of pharmaceutical development and manufacturing may lead to regulatory actions that cause supply interruptions, increase of our cost of goods and significant liability risks."

In addition, as part of our broader strategy to modernize and strengthen our sterile ophthalmic manufacturing capabilities, and as communicated to the FDA in January 2026, we initiated the planned transition of ophthalmic product manufacturing for the U.S. market from our legacy ophthalmic manufacturing line ("**Ophthalmic Line 2**") to our newly installed ophthalmic line ("**Ophthalmic Line 3**"). As part of this transition, we voluntarily discontinued U.S. market production on Ophthalmic Line 2 and have commenced the process to start Ophthalmic Line 3, which is a state-of-the-art sterile manufacturing line. Ophthalmic Line 3 is currently undergoing qualification activities, and upon completion of the required regulatory submissions and receipt of approvals, all newly manufactured ophthalmic products intended for the U.S. market will be produced on this line.

Other than as set out above, our facilities for both finished dosage form medicines and APIs are compliant with applicable cGMP. Other than as set out above, since January 2022, we have successfully completed 53 inspections by health authorities, including Health Canada and the FDA.

Our vertical integration and modern North American production footprint allow us to rapidly capitalize on market opportunities, including product shortages. As an example of this, in 2023, we received a Drug Shortage Assistance award from the FDA for our response to the U.S. shortage of Varenicline tablets, and in the same year, we helped alleviate the U.S. shortage of Cisplatin, an injectable chemotherapy drug that aids cancer patients.

Our manufacturing sites and capabilities are outlined below:

Figure 21: Manufacturing sites and capabilities.

Facility Location	Size (sq. ft.)	Facility Type
Finished Dose Facilities		
Toronto (Canada)	450,765	Manufacturing, packaging, quality control and R&D
Richmond Hill (Canada)	366,512	Manufacturing, packaging, quality control and R&D
Toronto (Canada)	650,000	Manufacturing, packaging, quality control and R&D
Toronto (Canada)	50,000	Manufacturing, packaging and quality control
Bangalore (India)	567,670	Manufacturing, packaging, quality control and R&D
Mexico City (Mexico)	50,737	Manufacturing, packaging, quality control and R&D
API facilities		
Brantford (Canada)	233,050	Manufacturing of API, intermediaries and fine chemicals
Bangalore (India)	242,151	Manufacturing of API, intermediaries and fine chemicals
Distribution Facilities		
Toronto (Canada)	151,028	Distribution and storage of prescription pharmaceuticals, OTC products, controlled substances and cold chain products
Toronto (Canada)	38,500	Distribution and storage of VMS products
Indianapolis (U.S.)	156,000	Distribution of prescription pharmaceuticals and OTC products

Business Development Capabilities

Our business development strategy is intended to drive sustainable growth, while maintaining a disciplined and strategic focus. In recent years, we have utilized our business development capabilities to further our Journey of Health strategy by expanding into higher value business lines, including Specialty Generics and Brands & Biosimilars.

Following identification of a product opportunity, we determine whether we have the capabilities to efficiently develop and commercialize the product internally or if the opportunity is better addressed through an external partnership. We take a rigorous and selective approach to assessing product opportunities and partners that are benchmarked across both qualitative and quantitative evaluation criteria. We have an extensive and diverse group of partners with compelling capabilities to choose from as we select the most suitable partnership for each of our products. In addition to evaluating the complementary nature of our business development pipeline and opportunity to execute upon our strategic focus, we also assess expected returns relative to our internal required rate of return, payback periods and other strategic key performance indicators.

Our business development partnerships are capital-light, limited risk opportunities that allow us to pursue innovative products and technologies, enabling us to diversify our portfolio and drive growth and attractive returns. Our business development agreements have included two key categories of external partnerships: (i) external development and manufacturing; and (ii) in-licensing commercialization partnerships.

Figure 22: Our business development strategy.

Type of Business Development Agreements	Number of Products	Number of Partners	Key Products Signed	Key Launches
Co-Development Partnerships Primarily focused on specialty generic pharmaceuticals which require highly specialized manufacturing technologies.	107 (15 historical launches and 92 future launches)	32	**GLP-1 products** • Apo-Semaglutide Inj. – Ozempic **Specialized injectable products:** • Buprenorphine Extended Release (MOUD / harm reduction) – Injectable Anti-Psychotic Treatment • Bupivacaine Liposomal Inj. – Non-Opioid pain	**Injectables**: • Cisplatin (Injectable Oncology product) • Eribulin (Injectable Oncology product) • Carboplatin (Injectable Oncology product) • Cefazolin (Injectable Antibiotic treatment) • Cetrorelix (Injectable Fertility treatment)
In-licensing Partnerships Provide us with the rights to a product, or intellectual property.	24 (11 historical launches and 13 future launches)	12	**Branded pharmaceuticals**: • Toripalimab (Metastatic Nasal Carcinoma Treatment) • Clobetasol (Formosa Pharmaceuticals – Post Operative Ophthalmic Treatment) • Capsaicin (Analgesic Patch OTC) • Seysara (Almirall – Dermatology) • Finasteride (5-alpha reductase inhibitor) • Linzagolix (gonadotropin releasing hormone antagonist) • Nebido (testosterone replacement therapy) **Biosimilars**: • Ranibizumab – Lucentis • Pembrolizumab – Keytruda • Benralizumab – Fasenra	**Biosimilars**: • Grastofil (oncology) • Lapelga (oncology) • Bambevi (oncology) • Aflivu (ophthalmology) • Idenos Xgeva (oncology; launch pending) • Denoza Prolia (bone health; launch pending) **Branded pharmaceuticals**: • Iheezo (launch pending) • Blexten Ophthalmic (launch pending) **Branded women's health products**: • Divigel • Nextstellis • Norlutate

Contract development and manufacturing organizations ("**CDMO**") and manufacturing partnerships are primarily focused on specialty generic pharmaceuticals, where our partners bring highly specialized manufacturing technologies, including for manufacturing drugs administered by inhalers, hormone-based

products and injectables. Under our typical arrangements, our partners benefit from our regulatory, intellectual property and legal expertise and commercial reach. CDMO and manufacturing partnerships are primarily funded by success-based milestone payments.

In-licensing agreements are most common with innovator companies that own the rights to biosimilar and branded pharmaceuticals but lack the local distribution capabilities, or regulatory and intellectual property expertise to commercialize their products. These arrangements typically provide us with the rights, or intellectual property of products in certain jurisdictions. These partners typically have limited presence in the Americas, and therefore, a partnership with us presents an opportunity for select brands to enter certain markets where they would otherwise face local regulatory and commercialization challenges. In-licensing partnerships are primarily funded by licensing fees.

Our product pipeline also includes portfolio expansion transactions, whereby we seek to acquire established commercial products that can be integrated into our commercial operations. For example, within the U.S. market, we have taken a step in establishing our branded pharmaceuticals business through the recent product transactions involving Provigil and Nuvigil. Building on this transaction, in April 2026, we announced that we had entered into a transaction with Cumberland to integrate a portfolio of branded pharmaceutical products into our U.S. business, including Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol, and Talicia, which are prescribed across hospitals, oncology, infectious disease and gastroenterology settings. Upon closing, this transaction is expected to significantly expand our U.S. specialty and hospital-focused branded pharmaceutical platform. Our strategy is to continue to leverage our commercial team, our growing sales force, established distribution networks and expertise in the U.S. market to expand our branded specialty pharmaceuticals presence in the U.S.

Our business development team consists of 17 professionals and is led by a seasoned industry veteran with 35 years of experience in the pharmaceutical sector. Since the beginning of Fiscal 2023, our business development team has demonstrated a track record of sourcing and executing agreements that align with our Journey of Health strategy and has signed 83 business development agreements resulting in the development and/or commercialization of more than 130 new products (including 52 new products in Fiscal 2026) with 44 external partners. 107 of these products are generic pharmaceuticals, with Originator Value of approximately $100 billion, and 24 of these products are branded and biosimilar pharmaceuticals, with Peak Sales of $610 million. Our business development focus has been to diversify our portfolio with more durable and sustainable business lines such as Specialty Generics and Brands & Biosimilars. These business lines account for approximately 71% of all products added through business development agreements in that period.

Of the 144 pharmaceutical and consumer health and wellness products in our five-year Canadian and U.S. pipelines, 78 have been developed with external partners. Examples of significant products delivered through business development partnerships include GLP-1 and biosimilar pharmaceutical products in our near-term pipeline. Additionally, in-licensed branded pharmaceutical products in our pipeline through our partnerships with Coherus, Harrow, Formosa Pharmaceuticals, Almirall S.A. and Grünenthal have deepened our market presence in certain high-growth therapeutic areas including oncology, ophthalmology and dermatology. In addition, we announced the expansion of our licensing agreement with Formosa Pharmaceuticals into Mexico for the commercialization of clobetasol propionate ophthalmic suspension which demonstrates our ability to build upon our existing external partnerships. Utilizing our business development capabilities, we have accelerated the growth of our pipeline by gaining access to new pharmaceutical products through external partnerships on a more expedited basis by targeting late-stage or in-market products with significant market potential. Our demonstrated track record, predicated on our internal and business development capabilities, has established us as a partner of choice for the Americas.

Research and Development

We are currently focused on exclusive or first-to-market opportunities as well as high-value specialty generic pharmaceuticals, requiring complex formulations with differentiated technologies, that are associated with high barriers to entry. Our R&D activities are primarily carried out at our R&D centres in North America and India. Typical generic pharmaceutical product development encompasses several

areas, including formulation, analytical method development and testing, stability testing, bioequivalence, bioavailability, bio-analytical and pharmacokinetics studies, other clinical studies, and obtaining marketing authorization or registration of generic pharmaceuticals in all of the markets where we operate. Most of our bioequivalence studies are performed at our own clinic. Our R&D team is also responsible for the process development, commercial size scale-up, process validation and management of the robustness of the product from development through manufacturing. Our R&D team comprises approximately 550 employees, including PhD scientists and tenured technical experts. R&D activities related to our internally developed products are conducted under centralized leadership, which enables better ideation, peer review, breadth of expertise and efficiencies. Our capabilities are enhanced by our five R&D centres. In addition, we oversee and support external contract R&D organizations who develop products for us.

Our R&D capabilities have enabled us to become the first company to participate in the U.S. Pharmacopeia drug product testing pilot program and the first company to receive approval for a meter dose inhaler product in Canada.

Our product pipeline spans small molecules to complex products, such as proteins and peptides, oligonucleotides, drug device combinations and complex injectables and brands. We identify and develop products through unique intellectual property and regulatory strategies in an effort to launch products for early entry to the market which confers exclusivity or first mover advantages. Our pipeline is focused primarily on the evaluation and approval of products in Canada and the U.S., with subsequent commercialization of these products in international markets.

Our R&D capabilities include solid oral dosage forms in several different formats, including tablets and capsules in immediate release, extended release, prolonged/extended release and orally disintegrating tablets, in single, bilayer tablets or pellets systems. We also develop products in non-oral dosage forms such as nasal, inhalation, injectables and steriles.

In the context of our external product development efforts with external partners, we work with others in more complex technologies and guide development to accelerate speed to market and commercialization given our extensive experience working on securing product approvals with regulatory authorities including Health Canada and the FDA. We believe we are a partner of choice for the Americas, driven in part by the strength of our R&D capabilities.

We continually seek to enhance our R&D capabilities, unique technologies and biosimilar pharmaceuticals pipeline through a co-development model with external partners. To complement our existing pipeline, we have marketed or are currently developing a number of products within our Specialty Generics and Brands & Biosimilar business lines with third party partners through co-development, sponsorship, in-licensing and/or acquisition. We also evaluate and invest in unique technology platforms to create innovative medicines. See “Risk Factors”.

Regulatory Overview

Overview

The pharmaceutical industry is highly regulated. Governments around the world, including in Canada and the U.S., have laws and regulations that regulate many activities undertaken with pharmaceuticals and impose restrictions and requirements relating to the sale and promotion of these products including but not limited to: (i) the activities relating to the R&D of pharmaceuticals, including clinical trials; (ii) the process for approving pharmaceuticals, their uses, and labels, including post-approval obligations; (iii) the manufacturing of pharmaceuticals according to cGMP; (iv) the commercialization of pharmaceuticals, including pricing, promoting, distributing, importing and exporting; and (v) the advertising, promotion and sale of pharmaceutical products. There are various laws and regulations that address each of these areas. They often differ not only between countries but within countries, with various provincial, state or local statutes and regulations applicable to pharmaceutical products. We may also be subject to laws and regulations that are not specific to the pharmaceutical industry, such as those related to competition, data protection, privacy, and environmental, social and governance (“**ESG**”), including environmental protection

and anti-corruption. We invest resources to ensure compliance with such laws and regulations. Failure to comply could result in a range of consequences, including but not limited to: (i) warning letters; (ii) civil or criminal penalties; or (iii) suspensions or cancellations of approvals for pharmaceutical products or manufacturing facilities. See “Risk Factors”.

Canada and the United States

All pharmaceuticals must be approved by a regulator before they are commercialized in the countries in which we operate. The main regulators in Canada and the U.S. are Health Canada and the FDA, respectively. Health Canada enforces a number of laws and regulations relevant to our business, including but not limited to: (i) the *Food and Drugs Act*; (ii) the *Controlled Drugs and Substances Act*; and (iii) related regulations and policies, including the *Food and Drug Regulations* and the *Natural Health Product Regulations* under the *Food and Drugs Act* (the “**NHP Regulations**”). Likewise, the FDA enforces a number of laws and regulations relevant to our business, including but not limited to: (i) the *Federal Food, Drug, and Cosmetic Act* (the “**FDCA**”); (ii) the *Public Health Services Act*; (iii) the *Controlled Substances Act*; and (iv) related regulations and policies. Pharmaceutical manufacturers’ facilities may be periodically inspected by Health Canada and/or the FDA, which have extensive enforcement powers over the activities of pharmaceutical manufacturers.

Pharmaceutical manufacturers selling products in the U.S. are also subject to regulation by state and local governments and any applicable state and local statutes and regulations that govern or influence the development, manufacture, testing, safety, efficacy, labeling, approval, storage, distribution, recordkeeping, advertising, promotion, sale, import and export of pharmaceutical products, as well as federal, state, and local licensure requirements required to conduct these activities.

Canada and the U.S. also have specific legislation governing the approval of generic and biosimilar pharmaceuticals during the period in which the branded reference product is subject to patent protection. In Canada, the *Patented Medicines (Notice of Compliance) Regulations*, made under the *Patent Act* (the “**PM(NOC) Regulations**”), establishes specific procedures for addressing certain patents prior to the approval of both generic and biosimilar pharmaceuticals. In the U.S., the Hatch-Waxman Act applies similarly to generic pharmaceuticals and the *Biologics Price Competition and Innovation Act* applies similarly to biosimilar pharmaceuticals.

The pricing of pharmaceutical products is also subject to regulatory oversight in some of the jurisdictions in which we operate. Organizations like Canada’s Drug Agency assess prices to ensure they deliver value to the healthcare system. The PMPRB has jurisdiction over patented pharmaceutical products to ensure prices are not excessive. Certain provincial laws and regulations also operate to restrict, prescribe and/or prohibit manufacturers from offering or providing incentives for the purchase of their products. In Canada, these laws and regulations include the *Ontario Drug Benefit Act* and related regulations, the Ontario *Drug Interchangeability and Dispensing Fee Act* and related regulations, and the Quebec *Act respecting prescription Drug Insurance*, and in the U.S., the *False Claims Act* and related regulations, the *Anti-Kickback Statute* and related regulations, and the *Stark Law* and related regulations. Pricing is a significant consideration for reimbursement by public and private insurers or other payors because they have programs and policies that seek to deliver value to and control costs for the healthcare system. In Canada, the pCPA negotiates pricing and product listing terms with manufacturers on behalf of participating governments, including tiered pricing for generic pharmaceuticals. In the U.S., for example, the IRA requires price negotiations and imposes rebates related to a selection of branded products covered by Medicare that meet certain criteria. In addition, more recently, the U.S. administration has advanced a “most favoured nations” policy intended to tie the prices of drugs in the U.S. to prices of drugs paid in economically equivalent countries. The U.S. has also proposed to impose tariffs on imported branded pharmaceuticals manufactured by companies that have not entered into agreements with the U.S. government with respect to the pricing of their products, including offering products via a direct-to-consumer channel. These policies, thus far, do not apply to generics or biosimilars, but have created a sense of uncertainty around branded drug pricing in the U.S.

All natural health products sold in Canada are subject to regulation pursuant to the NHP Regulations. The Canadian regulating authority for NHPs is the Natural and Non-prescription Health Products Directorate, which is a part of Health Canada's Health Products and Food Branch. All natural health products require pre-market authorization in the form of a product licence and certain activities undertaken with respect to natural health products require the issuance of a site licence. The product licence, required for each individual product, stipulates what is permitted to be manufactured and the conditions of use for the product. Site licences authorize specific activities at a specific facility, which must be carried out according to cGMP. We hold product licences for all of our natural health products made and/or sold in Canada and the regulated activities we undertake with natural health products are conducted at facilities that have been issued an appropriate site licence. Generally, natural health products sold in the U.S. are subject to the FDCA. The U.S. regulating authority for dietary supplement products is the FDA's Human Foods Program's Office of Food Chemical Safety, Dietary Supplements, and Innovation and the Federal Trade Commission's Bureau of Consumer Protection, which regulates labeling claims for dietary supplements and the regulating authority for OTC pharmaceuticals is the FDA's Center for Drug Evaluation and Research.

International

Regulators in other countries in which we operate apply laws and regulations similar to those in Canada and the U.S. to our business. In each such jurisdiction, these laws and regulations distinguish between innovative medicines and generic pharmaceuticals (small molecules), biologics and biosimilar pharmaceuticals (large molecules), medical devices, OTC pharmaceuticals and natural health products; however, the approval process for each generally starts with preclinical and clinical trials to generate substantive scientific evidence on the quality, safety and efficacy (or bioequivalence for generic pharmaceuticals and biosimilarity for biosimilar pharmaceuticals) of the pharmaceutical product.

The study data are submitted to and reviewed by the applicable regulator. In addition to the results of clinical trials, we must also submit information on manufacturing processes, quality systems and product labelling. Information on manufacturing processes and quality systems is required to comply with the applicable regulators' cGMP. This information is not only reviewed by regulators as part of the approval process, but also periodically audited by regulators post-approval and onsite at our plants and facilities, as well as those of our suppliers, to ensure continued compliance.

Other Applicable Laws and Regulations

With respect to laws and regulations that are not specific to the pharmaceutical industry referenced above, the *Competition Act* in Canada and antitrust laws in the U.S. govern competition in the marketplace and prohibit anti-competitive behaviours. Additionally, in the ordinary course of our business, we collect, store, manage and use personal and confidential information to which data protection and privacy laws apply. Such matters are governed by legislation, including but not limited to: (i) the Canadian *Personal Information Protection and Electronic Documents Act* ("**PIPEDA**") and its provincial equivalents; (ii) the U.S. *Health Insurance Portability and Accountability Act* ("**HIPAA**"), as amended by the *Health Information Technology for Economic and Clinical Health Act*; and (iii) the European General Data Protection Regulation ("**GDPR**"). Generally, the foregoing legislation addresses the collection, transmission, disclosure, use, privacy, confidentiality, security, retention, availability, integrity and processing of sensitive and personal information. We have developed cybersecurity and data protection policies with applicable regulations in mind, and we are constantly revisiting our policies as the regulations and needs of our clients evolve. See "Risk Factors".

As a company with global operations, we are subject to national laws as well as international treaties and conventions controlling imports, exports, re-export, transfer and diversion of goods (including finished goods, materials, APIs, packaging materials, other products and machines), services and technology. These include import and customs laws, export controls, trade embargoes and economic sanctions, restrictions on sales to parties that are listed on (or are owned or controlled by one or more parties listed on) denied party watch lists and anti-boycott measures. See "Risk Factors".

ESG is governed by various legislation including environmental protection laws and those addressing corruption. Environmental laws such as the *Canadian Environmental Protection Act* and its provincial equivalents, and applicable foreign laws, aim to protect the environment by setting safety standards for our operations related to the handling, manufacture, transportation, storage, use and disposal of materials, and the discharge of pollutants, hazardous substances and waste. Anti-corruption laws such as the *Corruption of Foreign Public Officials Act* in Canada and the *Foreign Corrupt Practices Act* in the U.S. prohibit companies and their intermediaries from making improper payments to foreign government officials for the purpose of obtaining or retaining business, which is also criminalized under the Canadian and U.S. criminal codes. See “Risk Factors”.

Intellectual Property

We rely on a combination of trademarks, patents, copyright, trade secrets and proprietary know-how to protect our intellectual property. See “Risk Factors”.

Trademarks

We believe trademark protection plays an important role in establishing strong brand recognition for our prescription pharmaceuticals and branded consumer health and wellness products. A trademark is an intellectual property right that gives the owner of the trademark rights typically to a word, phrase, symbol, design or combination thereof used to identify the source of a product or service. Typically, trademarks exist independent of whether they are registered with the government, though registration typically provides enhanced protections. Depending on the jurisdiction, trademark registrations can typically be renewed every 10 years after registration. In certain jurisdictions, the renewal or enforcement of rights require that the trademark be actively used in commerce by the owner.

We own more than 1,500 trademark registrations and more than 80 pending applications in more than 90 countries in various regions of the world. We also have licences to a number of third-party trademarks that primarily support our branded pharmaceuticals business.

Patent and Data Exclusivity

A patent is an intellectual property right granted by the government that gives the owner of the patent the right to prevent others from, among other things, making, using and selling a patented invention in the country that has granted the patent. In countries such as Canada and the U.S., the term of the patent is typically 20 years from the date of application, although there are provisions that allow for the patent term to be extended on the basis of delays in regulatory approval or delays in approval of the application.

We also have licences under a number of patents as a result of licensing agreements, settlements of pharmaceutical patent litigation matters and as part of our generic pharmaceuticals business. Some of these patents include a Supplementary Protection Certificate for Europe that extends protection.

For some of our branded pharmaceuticals, we have protection under the data exclusivity regime available in various countries. In Canada, for example, this exclusivity provides a six-year no filing period during which Health Canada will not accept for review any submission seeking approval on the basis of a direct or indirect comparison to the drug with exclusivity (typically a submission for a generic or biosimilar pharmaceutical) and an eight-year no approval period during which Health Canada will not grant marketing authorization to a drug in respect of which approval was sought on the basis of a direct or indirect comparison to the drug with exclusivity. These periods may be extended if qualifying pediatric studies are submitted.

Canadian Market

Health Canada's approval of a regulatory submission is required before a pharmaceutical product is permitted to be sold in Canada. To obtain approval of a new drug (including a biosimilar pharmaceutical), Health Canada requires the filing and approval of an NDS.

Generic Pharmaceuticals

A generic pharmaceutical is a product that is manufactured to be the same in terms of safety, strength, efficacy, and route of administration as a marketed branded pharmaceutical. The regulatory system in Canada permits an abbreviated regulatory submission using an ANDS that can be filed seeking approval to market a generic. The ANDS pathway requires the applicant to establish, among other things, that the generic is bioequivalent to the innovator's product.

The regulatory approval process for generic (and biosimilar) pharmaceuticals is referred to as a "linkage system" as it links regulatory approval of the generic (or biosimilar) pharmaceutical to the patent status of the innovator's brand name product. The linkage system is governed by the PM(NOC) Regulations.

Pursuant to the PM(NOC) Regulations, an innovator may list certain patents against its approved product on a register managed by Health Canada called the "**Patent Register**". By listing patents on the Patent Register, the innovator is able to prevent or delay a generic (or biosimilar) pharmaceutical from entering the marketplace until the generic (or biosimilar) applicant is successful in litigation on the listed patents or reaches a settlement with the innovator that permits earlier market entry.

Under the PM(NOC) Regulations, if the generic pharmaceutical company alleges that its product will not infringe the listed patent(s) and/or that the listed patent(s) is invalid, then the innovator company can commence legal proceedings to prevent the regulator from granting marketing approval for a generic pharmaceutical until all relevant patents have expired. If the legal proceeding is commenced under the PM(NOC) Regulations within the specified timeframe, there is an automatic stay of regulatory approval for the generic pharmaceutical until the resulting legal proceeding is determined, up to a maximum of 24 months.

A generic applicant that is successful in its litigation against the patent holder may launch its product upon completion of the legal proceedings (assuming the product is otherwise approved for safety and efficacy by the regulator) and may have a right to recover damages for the delay in launching its product. Alternatively, the generic applicant may enter the market earlier pursuant to a settlement agreement with the innovator, subject to applicable regulatory and competition law requirements. If unsuccessful, a generic applicant will be held off the market until the expiry of the subject patent or patents.

We often strive to be the first to market a generic pharmaceutical. The first generic pharmaceutical to market may obtain favourable initial generic pricing and increased market share.

We have a track record of successfully challenging patents in litigation and negotiating early-entry settlements to accelerate market entry of generic and biosimilar pharmaceuticals, but there can be no assurance that we will continue to be successful in the future. For more information, see "Business of Apotex– Litigation" and "Risk Factors".

Biosimilar Pharmaceuticals

A biosimilar NDS is required to market a biosimilar pharmaceutical. A biosimilar pharmaceutical is a biopharmaceutical drug that is designed to share similar properties with a marketed brand-name biologic drug. The biosimilar pharmaceutical applicant is required to demonstrate that the biosimilar pharmaceutical is similar to the reference biologic drug and that there are no clinically meaningful differences in safety and efficacy.

The regulatory approval for a biosimilar pharmaceutical is also subject to the PM(NOC) Regulations. As is the case with small molecules (i.e., non-biosimilar pharmaceuticals), the innovator may list patents against its biologic product on the Patent Register. The innovator, through the listing of patents on the Patent Register, is able to prevent or delay a biosimilar pharmaceutical from entering the marketplace until the biosimilar applicant is successful in litigation on specified patents, in the same way as described above for generic pharmaceuticals.

Branded Pharmaceuticals

We have products with no patent protection or regulatory exclusivity, as well as products protected by patents and/or regulatory exclusivity. For products that lack patent or regulatory protection, we diligently search for valuable off-patent medicines and niche products to fill under supported market needs.

U.S. Market

The FDCA sets forth the procedure for regulatory approval of pharmaceutical products, including generic pharmaceuticals. To obtain approval of a new drug not previously studied or approved in the U.S., the FDA requires the filing and approval of an NDA pursuant to Section 505(b)(1) of the FDCA. A Section 505(b)(2) application is a form of NDA that relies in part on the safety and efficacy data of the listed reference drug in addition to its own data to support approval. Lastly, an ANDA is an application submitted and approved under Section 505(j) of the FDCA for a generic drug product that is a duplicate, or bioequivalent, of the previously approved product. In preparing and submitting an ANDA, the sponsor may rely on FDA's findings that the previously approved reference drug is safe and effective.

Under the FDCA, an innovator may list certain patents that cover its approved product on a register called the "Orange Book". To enter the market, generic pharmaceutical competitors must either wait for listed patents to expire or challenge those patents as invalid or non-infringed. The first applicant(s) to file an ANDA challenging the patent(s) listed in the Orange Book may be awarded 180 days of marketing exclusivity before any subsequent ANDA filers will be allowed on the market.

We have a long history of successfully launching generic pharmaceuticals in the U.S. resulting from litigation under provisions of the FDCA, but there can be no assurance that we will continue to be successful in the future. For more information, see "Business of Apotex– Litigation" and "Risk Factors".

International Markets

Markets outside of Canada and the U.S. are subject to a variety of national regulatory and patent law requirements for pharmaceutical products. Although we have historically litigated patents in select countries to achieve early entry of generic pharmaceuticals, we have generally pursued generic entry strategies in international markets that have not required patent litigation.

As part of our growth strategy, we intend to expand our product offering in international markets which may include pursuing earlier generic entry for select products, necessitating patent challenges in such international markets.

Suppliers

In an effort to avoid supply disruption, we conduct thorough due diligence and monitor and conduct oversight of our contract manufacturing organization partners, including a review of their environmental, health and safety ("**EHS**"), ESG, reliability and competitiveness standards. Launched in Fiscal 2023, our refreshed Global Supplier Code of Conduct establishes clear expectations that all suppliers operate ethically, legally and responsibly, including criteria related to human rights and fair labour practices, product quality, anti- corruption and trade sanctions, data privacy, vendor management, environmental protection and EHS standards.

We seek to ensure supply chain certainty with alternative qualified sources of finished dosage form product, APIs, excipients and raw materials. Additionally, we ensure supply chain certainty using sophisticated tests to manage inventory levels with respect to finished dosage form, APIs, excipients and packaging components. We also actively monitor markets and competitor drug shortages in both Canada and the U.S. to anticipate fluctuations in demand. In the event of drug shortages, the strength of our domestic onshore manufacturing capabilities allows us to respond opportunistically and expeditiously to address the market shortage. For example, in 2023, we received a Drug Shortage Assistance award from the FDA for our response to the U.S. shortage of Varenicline tablets, and in the same year, we helped alleviate the U.S. shortage of Cisplatin, an injectable chemotherapy drug that aids cancer patients.

We have engaged with 500 top-ranked suppliers by direct spend, including raw materials sourcing, packaging component manufacturing, R&D and finished good suppliers.

Culture and Employees

Overview

At Apotex, we believe it is critical to acquire, develop and engage exceptional talent to enable the achievement of our purpose, vision and strategic objectives. By encouraging individual accountability, rigour, discipline and continuous improvement, we inspire a culture of high performance and a collaborative work environment. In 2024, we became Great Place to Work-Certified in Canada, India and the U.S. We understand the importance of employee feedback and are committed to seeking employee feedback regularly. We track talent and workforce metrics related to organizational effectiveness, recruitment, attrition, internal mobility and diversity to capture talent insights and measure the effectiveness of our talent management programs and employee engagement initiatives.

Our global workforce consists of more than 6,000 employees with highly skilled and specialized talent in generic, biosimilar and branded pharmaceuticals, and branded consumer health and wellness products. The table below displays the breakdown of full-time employees ("**FTEs**") by function and geography as of March 31, 2026.

Figure 23: Our global workforce.

Country	Number of FTEs
Canada	3,762
U.S.	156
Latin America	783
India	1,433
GCC	67
Europe	6
China	9
Total	**6,216**

Function	Number of FTEs
Manufacturing and Supply	3,189
Quality & Compliance	1,313
R&D and Regulatory	779
Commercial Operations	462
General & Administrative	473
Total	**6,216**

Leadership and Talent Development

We are committed to providing all Apotex employees with resources, opportunities and on-the-job experience to develop their professional skills and capabilities, and empower them to perform to their potential. Through ApoUniversity and the LinkedIn Learning portal, our employees have access to professional development, cGMP, and compliance courses and training resources to expand their knowledge and capabilities and enable them to make a valuable contribution to our strategic objectives and organizational performance. We understand the value of continuing education and provide financial assistance to support the professional development and career aspirations of our employees.

We are focused on continuously improving our leadership talent pipeline through our recently implemented talent review and succession planning processes, identifying critical roles and high potential talent. With the goal of building leadership capability and accelerating successor readiness through career development plans, we launched a structured mentorship program connecting top talent with senior leaders. We understand the importance of nurturing early talent to become future leaders, and we continue to build strong partnerships with top-tier global colleges and universities. Through our long-term Early Career partnership with Nova Southeastern University, the largest private not-for-profit and Hispanic-speaking university in the U.S., we provide their College of Pharmacy students with internships at Apotex, and over the years more than 50 graduates have launched their STEM careers at the Company. We also have a leadership intern partnership with the Schulich School of Business at York University in Canada.

Our Social Impact

Our Impact in Canadian Healthcare Savings

We have contributed to the sustainability of the Canadian healthcare system by filling more than 2.5 billion prescriptions and saving the system more than $50 billion over five decades.

The Apotex Global Health Access Fund

In December 2024, we announced the creation and launch of the Apotex Global Health Access Fund, furthering our commitment to making a positive impact on global health outcomes through the donations of hundreds of thousands of dollars to certain organizations. This initiative aims to promote health equity and address health disparities in communities across Canada, the U.S., India and Mexico. In 2025, the fund provided $0.7 million in grants. In addition, Apotex made cash donations of over $1.7 million in 2025 to charitable organizations or to support healthcare initiatives in Canada.

Our Product Donations

The Global Health Access Fund builds on our long-standing medicine donation program, which in 2025 donated more than $1.2 million in essential Apotex products to vulnerable populations. For over two decades, we have proudly partnered with Health Partners International of Canada to expand access to essential medicines in vulnerable communities worldwide. Through this enduring collaboration, we have provided over $46 million in medicine donations, reaching nearly 80 countries and over 33 million people, providing life-saving medications and healthcare resources to those who need them most.

Our Patient Programs

In 2025, we provided $0.6 million in grants to healthcare organizations. During the same year, we delivered copay and financial support to eligible patients through the ANSWERS Patient Support Program for biosimilars and the ApoAssist program for specialty products. Patient support initiatives are designed to reduce financial barriers to access and are administered in alignment with company priorities, appropriateness and anticipated reach. In April 2025, the Canadian Oncology PSP Evaluation conducted

by IQVIA Oncology Industry Insights ranked the Apobiologix ANSWERS Patient Support Program as the leading oncology patient support program in Canada.[26]

Competition

We face and will continue to face competition for our products and product candidates from pharmaceutical companies that focus on branded and generic products as well as branded consumer health and wellness companies. We are both larger and smaller than some of our competitors with respect to our product offerings. Some of our competitors have been in business for a longer period of time, have a greater number of products on the market and have greater financial and other resources than we do. It is also possible that developments by our competitors will make our existing products and product candidates non-competitive or obsolete. We must develop and introduce new products in a timely and cost-effective manner and identify products with significant barriers to market entry in order to grow our business. See “Risk Factors”.

Competition within the generic pharmaceuticals market includes companies such as Sandoz Group AG, Teva, Amneal Pharmaceuticals, Inc. and Hikma Pharmaceuticals PLC. Additionally, peers such as Dr. Reddy’s Laboratories Limited, Cipla Limited and Sun Pharmaceutical Industries Limited also have a presence across the Americas and internationally and represent companies we compete with, although their operations are more focused in India. Our competitors in biosimilar and branded pharmaceuticals include biotech and innovator companies that often focus on key therapeutic areas such as oncology, ophthalmology and dermatology. Although these companies are sometimes our competitors, they often provide us with an opportunity for strategic partnerships where we are ideally suited to commercialize their innovative branded pharmaceuticals. Within the branded consumer health and wellness products market, we compete with companies who also offer natural health brands and dietary supplements, such as Jamieson Wellness Inc.

For an outline of our competitive advantages, see “Business of Apotex– What Sets us Apart: Our Journey of Health Strategy”.

Litigation

Overview

We are subject to legal proceedings and claims, which arise in the ordinary course of business, most of which are due in large part to the nature of the pharmaceutical industry. Often these issues are subject to substantial uncertainties and, therefore, the probability of a loss, if any, being sustained and/or an estimate of the amount of any loss is difficult to ascertain. Where we have not disclosed the amounts claimed in certain legal proceedings, it is because either: (i) the amount claimed is unknown at this stage of the proceedings; (ii) the pleadings in the applicable proceeding do not disclose a specific amount claimed; or (iii) the pleadings disclose a global amount claimed against a group of defendants that includes Apotex, but no specific amount is claimed against Apotex. See “Risk Factors”.

We seek to develop generic versions of patent-protected pharmaceuticals for sale prior to patent expiration in various markets. In Canada and the U.S., to obtain approval for most generic pharmaceuticals prior to the expiration of the originator’s patents, we must challenge the patents under the procedures set forth in each country’s regulatory process. To that extent, we expect to be involved in patent litigation regarding the validity, enforceability or non-infringement of the originator’s patents. We typically litigate these matters prior to the commercial marketing of the product, which mitigates our exposure to potential loss arising from the litigation.

[26] Based on “Performance Index”, a composite score used by IQVIA that includes average satisfaction rating, overall satisfaction rating and share of mentions based on the perceptions of surveyed oncologists and drug access navigators.

In the event that we choose to market a generic product prior to the completion of the related litigation, we could be exposed to substantial damages for patent infringement in the case of an eventual decision that is adverse to our interests. See “Risk Factors”.

In certain circumstances in Canada where we are successful in defending ourselves against patent infringement claims, we typically initiate a claim against the original plaintiffs for damages suffered as a result of being excluded from marketing the drug in question.

As part of the APHI Acquisition, the parties agreed to terms of contingent consideration that will be paid out over a period of four years ending March 31, 2027 based on the future financial performance of APHI. Under the terms of the share purchase agreement for the APHI Acquisition, 50% of the contingent consideration payments, if earned, are deposited into an escrow indemnity account (“**Litigation Escrow Account**”) up to $150 million. As at the date of the APHI Acquisition, the contingent consideration payable was subject to a reduction of no more than $150 million should the amount of specified pre-acquisition third party litigation claims exceed the amount in the Litigation Escrow Account. Following completion of the APHI Acquisition, the balance of the Litigation Escrow Account decreased as we used amounts in the Litigation Escrow Account to settle litigation matters and pay litigation costs. On October 29, 2025, the remaining funds available in the Litigation Escrow Account were used to settle a litigation matter. For further information see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Legal Provisions”.

Other than as set out below, we have not within the last twelve months been and are not currently, party to or aware of any pending or threatened court, arbitral or administrative proceedings which, if adversely decided, may have a material adverse effect on our business, results of operations or financial condition.

Patent Litigation – Post Launch

Apotex Inc. and Apotex Corp. (together, the “**Defendants**”), two wholly-owned subsidiaries of the Company, were defendants in two overlapping patent infringement actions brought by Bayer Pharma AG, Bayer AG and Janssen Pharmaceuticals, Inc. (collectively, “**Bayer**”) alleging infringement by the Defendants’ 2.5 mg Rivaroxaban tablets. Bayer brought an initial patent infringement lawsuit in December 2022 based on the Defendants’ regulatory submission. The action was stayed as the patent at issue was found unpatentable in an Inter Partes Review that was under appeal. The Defendants launched their 2.5 mg Rivaroxaban tablets in May 2025, following which Bayer brought a second patent infringement lawsuit alleging the Defendants sale and marketing of their 2.5 mg tablets infringe Bayer’s patent. In September 2025, the U.S. Court of Appeals for the Federal Circuit ruled against Bayer and found that the originally invalidated claims one through four of Bayer’s patent (the only claims asserted against the Defendants) remain invalid. For other claims in the patent, the Appeals Court remanded the case back down to the District Court for further findings. On December 9, 2025, Bayer voluntarily dismissed all claims against Apotex in the second patent infringement lawsuit. On December 30, 2025, the parties stipulated to dismissal of all claims and defences in the first patent infringement action. The Defendants’ 2.5 mg Rivaroxaban tablets remain on the market.

In January 2024, Eagle Pharmaceuticals, Inc. filed a lawsuit in the U.S. District Court for the District of Delaware against Apotex Inc., a wholly-owned subsidiary of the Company, alleging that Apotex Inc.’s sale and marketing of its liquid Bendamustine product infringes select patents. Trial is scheduled for December 2026. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In January 2024, we launched Tasimelteon, an oral capsule product, following U.S. district court and appellate rulings that invalidated Vanda Pharmaceuticals Inc.’s (“**Vanda**”) asserted patents. Vanda has alleged that the use of our generic product infringes additional patents. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Litigation Relating to Pricing and Marketing

Since September 2016, Apotex Corp., a wholly-owned subsidiary of the Company, has been named as a defendant in: (i) numerous putative class actions (by direct purchasers, indirect resellers and end payors); (ii) individual actions (including by certain retailers, insurers, counties, hospitals and businesses that sponsor self-funded health plans); and (iii) state attorneys general actions in the U.S. courts, in which claims have been asserted against it and others for alleged violations of federal antitrust laws and various state laws arising out of alleged conspiracies to restrain trade with respect to the sales of various generic pharmaceuticals. The Judicial Panel on Multi-District Litigation ("**MDL**") consolidated and transferred these matters to the U.S. District Court for the Eastern District of Pennsylvania as *In re Generic Pharmaceuticals Pricing Antitrust Litigation*. On January 31, 2024, the cases filed by state attorneys general were remanded to the U.S. District Court for the District of Connecticut. Fact discovery is proceeding in the MDL but closed on December 19, 2025 for most cases. The court had set trial dates for the first two "bellwether" cases in August 2025 (Apotex Corp. is not in these cases); however, on June 18, 2025, the United States Court of Appeals for the Third Circuit granted the defendants' petition for interlocutory review of the court's class certification ruling, and, based on that decision, the court has stayed proceedings in the first round bellwether cases pending the Third Circuit's review. The court issued a trial schedule for the second round bellwether cases, with the first trial scheduled for September 2026. Apotex Corp. was a named defendant in both of the second round bellwether cases, the *Indirect Reseller Plaintiffs (IRPs)-Pravastatin* case and the *Humana I* case, but has settled with the IRPs and Humana. In January 2026, the court selected a third round of bellwether cases – Kroger, Cigna and CVS – with trials likely to occur in 2027 and 2028. Apotex Corp. has settled the Kroger case and is not a defendant in the Cigna bellwether (though it is a defendant in the broader Cigna case). The list of defendants that will be in the CVS bellwether has not been finalized.

Separate from the MDL cases (and the state attorneys general cases that were remanded to the U.S. District Court for the District of Connecticut), a group of insurers initiated suits against Apotex Corp. and multiple other generic pharmaceutical manufacturers in the Commonwealth of Pennsylvania's Court of Common Pleas beginning in 2019. These cases are currently stayed in deference to the MDL cases, though Apotex Corp. has reached a settlement with many of these insurers, and plaintiffs' claims against Apotex in the Pennsylvania Court of Common Pleas were resolved after those entities did not opt out of Apotex's class settlements (see below). In December 2024, Aetna, Inc. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the Connecticut Superior Court, which has been stayed. In May 2025, New York Quality Healthcare Corp. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the New York County Supreme Court. Apotex Corp. and the other defendants filed motions to dismiss and to stay in October 2025, which remain pending. The Pennsylvania, Connecticut and New York suits are based on the same conduct alleged in the federal MDL cases.

To date, Apotex Corp. has reached various settlements in these matters:

- In December 2023, Apotex Corp. reached a settlement with the direct purchaser class in the MDL cases under which Apotex Corp. paid a total of US$27 million in the fourth quarter of 2024 after the reduction for opt outs. On October 15, 2024, the court granted final approval of that settlement.
- Apotex Corp. has also reached a settlement with the indirect reseller plaintiff class under which Apotex Corp. paid a total of US$5 million after the reduction for opt outs. On May 30, 2025, the court granted final approval of that settlement.
- In February 2025, Apotex Corp. reached a joint agreement to settle the claims of two other plaintiff groups: (i) the state attorneys general for US$39 million[27]; and (ii) the end payer plaintiff ("**EPP**") class for US$48 million before any opt-out reduction. Apotex Corp. paid these settlement amounts in June 2025. The United States District Court for the District Court of Connecticut, where the state attorneys general cases are pending, granted final approval of

[27] The settlement with the state attorneys general settles all the cases and claims brought by the state attorneys general against Apotex Corp. These cases were previously pending in the MDL and are currently pending (post remand) in the United States District Court for the District of Connecticut.

the state attorneys general settlement on August 12, 2025. The United States District Court for the Eastern District of Pennsylvania, where the EPP claims are pending, granted final approval of the EPP settlement on November 19, 2025. Both settlements had an opt-out deadline of July 24, 2025. Nine consumers opted out of both the state attorneys general settlement and the EPP settlement. 78 third-party payers opted out of the EPP settlement (all but six of the third-party payers have already filed cases against Apotex). Several of the third-party payers also requested to opt out their Administrative Services Only ("**ASO**") customers: the Court issued a decision on November 18, 2025 granting some of those requests and denying others. On January 21, 2026, Apotex Corp. received an opt-out reduction of US$13 million from the EPP settlement, lowering the total amount that Apotex Corp. paid the EPPs to US$35 million.

- In September 2024 and June 2025, Apotex Corp. entered into confidential settlements with certain direct purchaser and indirect reseller direct action plaintiffs. In September 2025, Apotex Corp. entered into a confidential settlement with certain retailer plaintiffs. In October 2025, Apotex Corp. entered a confidential settlement with an insurer plaintiff. In February 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of insurers. In March 2026, Apotex Corp. reached an agreement in principle on a settlement amount with an insurer plaintiff. In April 2026, this settlement was executed and the payment was made. In April 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of end-payors/indirect resellers.

In May 2018, Apotex Corp. received a Civil Investigative Demand from the U.S. Department of Justice ("**DOJ**") Civil Division as part of an investigation into potential *False Claims Act* violations in relation to the sale of certain generic pharmaceuticals. On September 30, 2021, Apotex Corp. and the DOJ Civil Division entered into a settlement agreement with respect to its Pravastatin product, in which Apotex Corp. agreed to pay US$49 million and to cooperate with the DOJ's ongoing investigation of individuals and entities not released under the settlement. A settlement payment of US$49 million was made on September 30, 2021. In addition, Apotex Corp. entered into a Corporate Integrity Agreement with the Office of Inspector General of the Department of Health and Human Services related to these matters on September 30, 2021, for a term of five years.

On June 3, 2020, a class action lawsuit was commenced in the Federal Court of Canada against various companies, including Apotex Inc., seeking damages as a result of an alleged conspiracy to fix prices, allocate markets and maintain the supply of generic drugs. On February 20, 2026, the Federal Court of Canada denied certification without leave to amend. The Plaintiff did not file an appeal of this decision.

Opioids Litigation

Apotex Corp., and in some cases its affiliates, along with other manufacturers, distributors, pharmacies, PBMs and individual healthcare providers, is a defendant in multiple cases in the U.S. filed by numerous counties, cities, tribes, third party payors, private hospital systems and private plaintiffs that assert civil claims related to sales, marketing and/or distribution practices with respect to prescription opioid products. These cases generally seek equitable relief and monetary damages based on a variety of legal theories, including statutory and common law claims, such as fraud, negligence and public nuisance, as well as alleged violations of the *Racketeer Influenced and Corrupt Organizations Act*. In July 2025, Apotex Corp. reached an agreement with the representatives of the Attorneys General of each of the States of the U.S. and the Plaintiffs Executive Committee (representing political subdivisions (including counties, towns and other special municipal districts) and Native American tribes), but not including third party payors and private hospitals, to settle the claims of the States, political subdivisions and Native American tribes against Apotex Corp. for an aggregate amount equal to US$75 million. The settlement payment was made during the fourth quarter of Fiscal 2026.

Apotex Inc. is a named defendant in several Canadian lawsuits seeking damages related to the manufacture, sale and alleged promotion of opioids in Canada following 1996. All of these actions have been commenced with a view to having them certified or authorized as class actions and all are brought

against multiple market participants, including other manufacturers (originator and generic) and, in some instances, wholesalers, distributors and industry consultants.

His Majesty the King in Right of the Province of British Columbia v. Apotex Inc. et al. (the "**BC Action**") is an action brought in the Supreme Court of British Columbia on behalf of the provincial, federal and territorial governments in Canada in an attempt to recover health care costs expended by these governments in order to provide health care treatment for and to otherwise deal with the opioid epidemic.

Class actions have also been commenced in each of the Supreme Court of British Columbia (*MW v. Apotex Inc. et al.* (the "**MW Action**")), the Ontario Superior Court of Justice (*Darryl Gebien et al. v. Apotex Inc. et al.*) and the Quebec Superior Court (*Jean-Francois Bourassa v. Abbott Laboratories Ltd. et al.*), on behalf of consumers in Canada who were prescribed and consumed opioids during the relevant period and who claim to have suffered damages as a result. The plaintiff in the MW Action has indicated that the action will be discontinued as the claim will be advanced as part of the Ontario action. On August 22, 2025, Apotex Inc. settled the Quebec class action for $2 million. On March 13, 2026, Apotex Inc. settled the Ontario class action, subject to Court approval. The settlement amount with respect to the Ontario class action is confidential.

A class action has also been commenced in the Court of King's Bench in Alberta, *The City of Grand Prairie and The Corporation of the City of Brantford v. Apotex Inc. et al.*, on behalf of all municipalities in Canada to recover so-called "abatement costs" in dealing with the opioid epidemic in the relevant period.

A class action has also been commenced in the Court of King's Bench in Saskatchewan, *Peter Ballantyne Cree Nation and Lac La Ronge Indian Band*, on behalf of all Indigenous, Metis, First Nation or Inuit communities and governments in Canada, to recover healthcare, law enforcement and social service costs expended in response to the opioid epidemic during the relevant period.

Each of the actions that has not been settled is at a different procedural stage, all of them relatively early in the litigation process. A certification order has been issued in the BC Action. No discovery has taken place in any action. Accordingly, given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Product Liability Litigation

Apotex Corp., and in some cases its affiliates and several other manufacturers of prescription and OTC ranitidine (Zantac), were named as defendants in product liability-related lawsuits across the U.S. Plaintiffs claimed that the ranitidine molecule, the active ingredient of the medicine, contained the component elements of a nitrosamine compound and that over time the molecule could degrade to form nitrosodimethylamine ("**NDMA**"), a suspected carcinogen. Plaintiffs alleged that ranitidine containing NDMA caused their various cancers. Based on this theory, plaintiffs brought claims against Apotex Corp. and in some cases its affiliates and other manufacturers, distributors and sellers of ranitidine sounding in design defect, manufacturing defect, failure to warn, negligence, misrepresentation, consumer fraud, nuisance, and other common law and statutory causes of action. Apotex Corp. successfully moved to dismiss many of these cases and the ongoing exposure is limited to various ranitidine litigation claims in California and Pennsylvania. The court's dismissal of Apotex Corp. from the cases in the Southern District of Florida is currently on appeal before the 11th Circuit. Plaintiffs may still appeal dismissals granted in Illinois and Pennsylvania.

In the summer of 2018, several medications containing the API valsartan were recalled in Canada and elsewhere in the world. This was due to the nitrosamine impurity, NDMA, that was found in the API. Since then, some other medications made by different manufacturers have been found to contain NDMA. The valsartan recall led to a number of actions being commenced in Canada against various manufacturers who manufactured and sold valsartan and other drugs that were found to contain nitrosamine impurities.

Apotex Inc. has been named as a defendant in multiple similar product liability actions relating to alleged nitrosamine contamination of drug products. These include putative class actions in Alberta, Ontario, British Columbia, and Quebec relating to the API ranitidine. Other than two remaining Quebec putative class actions – (i) Royer, which is currently stayed pending the earlier of a judgment in the U.S. ranitidine MDL appeal, or October 15, 2026; and (ii) Moran, which is stayed in favour of Royer – all ranitidine class actions in Canada have been dismissed or discontinued. The main British Columbia action, Dussiaume, was dismissed, with an appeal filed, but abandoned in November 2023. The other British Columbia action, McGinnis, was permanently stayed in November 2021. The Ontario action, Lacroix, was discontinued on consent (in August 2022). Likewise, the two Alberta actions, Jones and Wozniuk, were discontinued in August 2022 and dismissed on consent in March 2025, respectively. There are also individual actions that have been commenced in Ontario and British Columbia. Canadian and U.S. judges have scrutinized various claims regarding the presence of nitrosamines in pharmaceutical products. Courts have generally determined that there is insufficient or no scientific support for the allegations that the presence of nitrosamines (including in Zantac/ranitidine) causes, or increases the risks of, various types of cancer.

Two proposed class proceedings were filed in Quebec on behalf of consumers who purchased nasal decongestant products containing phenylephrine. The Kraska class action was filed on September 14, 2023 and the Hébert class action was filed on September 15, 2023. Apotex Inc. was only named as a defendant in the Hébert proceeding. Since Quebec is a “first-to-file” jurisdiction, the Hébert class action was suspended pending a final judgment on class action authorization in the Kraska class action. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In July 2017, in a proposed consumer class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API rabeprazole were sued for damages related to alleged kidney injuries. Apotex Inc. filed a notice of intend to defend in August 2017. No further actions have been taken by the plaintiffs to advance the proceedings.

In February 2011, in a proposed class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API sibutramine were sued for damages related to alleged cardiovascular adverse effects. This action was stayed by the Saskatchewan Court of Appeal on May 10, 2023 and the plaintiff’s application for a re-hearing was dismissed on December 11, 2023. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In March 2021, an action was filed in Ontario by Codie Von Richthofen against Apotex Inc. and two others for damages arising from alleged kidney malfunction purportedly caused by drugs containing tetracycline. A Demand for Particulars was sent to the plaintiff on May 3, 2021 and no response has been received by the Company. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

On June 2, 2025, a civil action was filed against Apotex Corp. and its affiliate, Apotex Inc., in the United States District Court for the Eastern District of Missouri. The plaintiff alleges the Company distributed enoxaparin sodium injection in pre-filled syringes with incorrect syringe barrel markings, which allegedly resulted in inaccurate dose administration and subsequent hospitalization. The plaintiff asserts claims for negligence and breach of warranty and seeks compensatory damages, including past and future medical expenses, pain and suffering, mental anguish, and loss of enjoyment of life. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Commercial Litigation

We have brought an antitrust, breach of contract and declaratory judgment suit against Amarin Pharma Inc., Amarin Pharmaceuticals Ireland Limited, and Amarin Corporation plc (collectively, “**Amarin**”). We have claimed that Amarin engaged in anticompetitive conduct to delay and prevent generic competition to its branded Vascepa (icosapent ethyl) product. We have subsequently amended the complaint to add KD Pharma-Bexbach GmbH and related entities as defendants with respect to the antitrust claims. Given the

stage of these proceedings, we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

KD Pharma Lawsuit

In July 2025, KD Pharma-Bexbach GmbH issued claims against Apotex Inc. in the English High Court asserting breach of a supply agreement, unjust enrichment and breach of contract. Given the stage of this proceeding, we cannot evaluate the likelihood of a particular outcome occurring at this time.

RAMQ Investigation

In 2020, the Régie de l'assurance maladie du Québec ("**RAMQ**") opened an investigation into Apotex Inc. and other generic pharmaceutical manufacturers, Gregoire Arakelian and Costco in relation to an investigation into unauthorized benefits paid to Gregoire Arakelian / 17 Costco pharmacies, McKesson, and K&F. Apotex Inc. provided financial records and appeared before the RAMQ to answer questions related to the documents and subsequently provided additional financial information. The investigation is ongoing, and we cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Brazilian Judgment Enforcement

In February 2001, R B Faria Laboratorios Ltda commenced proceedings in the 5th Civil and Commercial Court of Salvador, Brazil against Apotex do Brasil Ltda and certain related entities. On March 31, 2025, the Brazilian court rendered a judgment that pierced the corporate veil and held Apotex Inc. and three other entities jointly liable for the judgment obtained against Apotex do Brasil Ltda. Under the terms of the share purchase agreement for the APHI Acquisition, Sherfam agreed to indemnify the Company and its affiliates, including Apotex Inc., from and against any losses, liabilities, claims and damages arising out of, or in connection with, Apotex do Brasil Ltda. Sherfam has confirmed that it will be fully responsible, with no reservation of rights, for the losses relating to the claim for indemnification in respect of Apotex do Brasil Ltda.

Operations in Emerging Markets

Guidance from Canadian securities regulators provides that issuers operating in markets deemed "emerging markets" include additional disclosure with respect to operations in such markets. While we do not have significant business operations in emerging markets, we do have manufacturing facilities in Bangalore, India and Mexico City, Mexico. India and Mexico are generally viewed as "emerging markets" for the purpose of such disclosure. The following disclosure is included in contemplation of the guidance in OSC Staff Notice 51-720 – *Issuer Guide for Companies Operating in Emerging Market*.

Our operations in India consist of one finished dose manufacturing site, one bioequivalence testing centre and one API site. In addition, we have one shared services site, where functions including finance, IT, regulatory and quality have additional support staff to manage day-to-day operations. Our India site is also an export-oriented unit. Our operations in Mexico consist of one finished dose manufacturing site, which services our Latin American markets. In addition, we have commercial, operational and shared services functions in Mexico to support our commercial operations in Latin America. Operating in emerging markets exposes us to risks and uncertainties that do not exist or are significantly less likely to occur in other jurisdictions. We manage and mitigate these risks with the experience and oversight of our Board and management team, our corporate structure, and continuous monitoring of the legal and regulatory environments in the jurisdictions where we operate. See "Risk Factors – Our international operations are subject to certain risks inherent in doing business in foreign jurisdictions outside of Canada and the U.S.".

Board and Management Experience and Oversight

Key members of our management team and the Board have experience in conducting business operations in India and Mexico. Ariel Alon, Chief Operations Officer, has global pharmaceutical operational experience

in both India and Mexico. Additionally, Francesco Tallarico, Chief Legal Officer and Global Head of Government Relations, and Kiran Krishnan, Senior Vice President, Global Regulatory Affairs, have direct experience managing functions based in India. See “Executive Officers – Biographical Information Regarding the Directors and Executive Officers”.

The Board retains effective control over our Indian and Mexican operations through our corporate structure. Both of our Indian and Mexican operating subsidiaries are wholly-owned by the Company, which allows us to control the operations of these entities by, among other things: (i) removing or replacing any of the directors and officers of the Indian and Mexican subsidiaries at any time pursuant to director or shareholder resolutions, as applicable; (ii) controlling the books and records of the Indian and Mexican subsidiaries; and (iii) transferring funds from the Indian or Mexican subsidiaries to Canada at any time, subject to compliance with applicable withholding tax laws and regulatory requirements of the applicable jurisdiction.

In addition, the Board retains effective control over the operations of the Indian and Mexican subsidiaries through its oversight of our management team. Certain members of the management team conduct quarterly visits to our Indian and Mexican manufacturing sites and hold monthly leadership meetings to ensure appropriate governance is in place to oversee the operations in each jurisdiction.

Controls Relating to Corporate Structure Risk

The Board retains effective control over our Indian and Mexican operations through our corporate structure. Our Indian and Mexican operating subsidiaries are wholly-owned by the Company, which allows us to control the operations of these entities. Among other things:

- the Company can remove or replace any of the directors and officers of the Indian and Mexican subsidiaries at any time pursuant to director or shareholder resolutions, as applicable;
- the Company maintains complete control over the books and records of the Indian and Mexican subsidiaries; and
- the Company can transfer funds from its Indian and Mexican subsidiaries to Canada at any time, subject to compliance with applicable withholding tax laws and regulatory requirements of the application jurisdiction.

In addition, the Board retains effective control over the operations of the Indian and Mexican subsidiaries through its oversight of our management team. Mr. Tallarico informs the Board and management team of any legal changes that may impact our business operations, while Mr. Krishnan and other members of our leadership team have oversight of our regulatory and quality compliance functions. Both Mr. Tallarico and Mr. Krishnan are supported by a team of experts located in Mexico and India, who keep them informed of any changes to the legal or regulatory environment. Furthermore, certain members of our management team travel to our India and Mexico manufacturing sites at least quarterly and hold monthly leadership meetings to ensure appropriate governance is in place to oversee the operations in each jurisdiction.

Our Board and management team believe that the operational structure of the Indian and Mexican subsidiaries represents a proper discharge of their stewardship responsibilities. Management updates the Board on a regular basis on the regulatory, business and operating environment of our operations in India and Mexico and the Board meets quarterly to review the compliance of the Company, including its India and Mexico subsidiaries, with applicable laws. In addition, the Chief Compliance Officer reports to the Audit Committee on a quarterly basis with respect to all compliance matters, including oversight of the Indian and Mexican operations. We also have an internal audit function, which is independent from management, that reports directly to the Audit Committee and has oversight of all audit matters, including auditing of the Indian and Mexican operations.

In addition, we have adopted several formal procedures to address risks, including certain risks related to doing business in India and Mexico. For example, we have adopted the Code of Conduct policy which requires all personnel to comply with applicable laws, explicitly prohibits improper payments to domestic

and foreign officials and requires that any payments to government officials are pre-approved by Global Business Ethics and Compliance.

Compliance with Indian and Mexican Regulatory Frameworks

All pharmaceutical products that we manufacture in India and Mexico are required to comply with the rules and requirements of applicable healthcare regulators. In addition, our API facility in India and our finished dose manufacturing facilities in India and Mexico are required to comply with cGMP standards. To date, there have been no restrictions or conditions imposed by the Indian or Mexican governments that impact our ability to operate in these jurisdictions.

The following material permits, business licenses and other regulatory approvals are required for us to carry out our business operations in India and Mexico:

- Health Canada drug establishment license foreign building annex for our sites in India;
- FDA registrations for manufacturing, packaging and analyzing at our sites in India and Mexico;
- approvals from the Mexican Federal Commission for the Protection against Sanitary Risks and Secretary of Health licenses for various activities undertaken at our sites in Mexico; and
- licenses from various Indian regulators for activities at our Indian sites, including manufacturing, environmental, fire, hazardous waste and factory permits.

In addition to the oversight of the Indian and Mexican operations by the Board and executive management team, we monitor compliance with applicable rules and requirements of these jurisdictions with local staff and legal advisors. In India, we have eight lawyers and approximately 200 regulatory, medical affairs and pharmacovigilance staff, and in Mexico, we have two legal and seven regulatory staff. In addition, we retain local counsel for guidance on intellectual property, regulatory compliance, mergers and acquisitions, and general corporate matters.

Corporate Structure

The Company was incorporated as “Artemis Parent, Inc.” under the OBCA on September 16, 2022. Other than certain pre-operating assets, debt and expenses, the Company did not have any assets or operations until the APHI Acquisition. See “About This Prospectus – Presentation of Financial Information and Other Information”. On May 27, 2026, we filed articles of amendment to change our name to Apotex Health Corp. See “Description of Share Capital – Pre-Closing Reorganization”. Our head and registered office is located at 150 Signet Drive, Toronto, ON, Canada M9L 1T9.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following tables present selected consolidated financial information for the periods indicated therein. The selected consolidated financial information set out below for each of Fiscal 2026, Fiscal 2025 and Fiscal 2024 has been derived from the Company's audited annual consolidated financial statements for Fiscal 2026 and Fiscal 2025 (the "**Successor Annual Financial Statements**"). The financial information for Fiscal 2023 included below under "Reconciliation of Non-IFRS Financial Measures" has been derived from APHI's audited annual consolidated financial statements for Fiscal 2023 (the "**Predecessor Annual Financial Statements**"). The Successor Annual Financial Statements and the Predecessor Annual Financial Statements have been prepared in accordance with IFRS and the Successor Annual Financial Statements are included elsewhere in this prospectus. All amounts are in millions of Canadian dollars unless otherwise indicated.

Prospective investors should review this information in conjunction with the Successor Annual Financial Statements, including the notes thereto, included elsewhere in this prospectus, as well as "About This Prospectus", "Non-IFRS Measures", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Consolidated Capitalization", "Description of Material Indebtedness" and "Description of Share Capital" included elsewhere in this prospectus.

Consolidated Statement of Net Income (Loss)
(in CAD $ millions)

	Year Ended March 31,		
	2026	2025	2024
Revenue	3,490.8	3,349.7	2,940.5
Cost of sales	1,549.2	1,555.8	1,837.1
Gross profit	1,941.6	1,793.8	1,103.4
Selling, general and administrative	635.0	571.4	502.0
Research and development	162.6	216.0	173.1
Other operating expenses, net	357.8	453.9	433.0
Operating income (loss)	786.2	552.5	(4.7)
Finance expenses, net	266.4	241.8	150.9
Income (loss) before tax	519.9	310.6	(155.6)
Income tax expense (recovery)	146.1	158.9	(8.6)
Net income (loss)	373.8	151.7	(146.9)
Adjusted EBITDA[(1)]	1,280.4	1,245.7	828.5
Adjusted EBITDA Margin[(1)]	36.7%	37.2%	28.2%
Adjusted Net Income[(1)]	719.7	696.6	463.9
Key Financial Metrics (in each case Excluding the U.S. Contribution of the Volume-Limited License Product)			
Revenue[(1)]	3,151.6	2,889.1	2,649.8
Adjusted EBITDA[(1)]	941.6	785.4	537.9
Adjusted EBITDA Margin[(1)]	29.9%	27.2%	20.3%
Operating Free Cash Flow[(1)]	642.4	325.2	511.4

Numbers may not add due to rounding.

(1) Non-IFRS financial measure. See "Non-IFRS Measures" and "Reconciliation of Non-IFRS Measures".

Key Balance Sheet Metrics
(in CAD $ millions)

	As at March 31,		
	2026	2025	2024
Cash and cash equivalents	57.0	78.0	421.3
Total current assets	2,173.4	2,323.3	2,443.9
Total non-current assets	2,370.5	2,528.4	1,594.4
Total assets	4,544.0	4,851.7	4,038.3
Total debt	2,940.2	2,067.2	1,325.3
Total current liabilities	1,448.7	1,667.9	1,336.5
Total non-current liabilities	3,653.2	2,893.2	1,969.2
Total liabilities	5,101.9	4,561.1	3,305.7
Net Debt[(1)]	2,883.2	1,989.3	904.0

Numbers may not add due to rounding.

(1) Non-IFRS financial measure. See “Non-IFRS Measures” and “Reconciliation of Non-IFRS Measures”.

Reconciliation of Non-IFRS Measures

Adjusted Net Income, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Net Debt, Operating Free Cash Flow, Return on Invested Capital, Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product, Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product, Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product, Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product, and Revenue Excluding U.S. Contribution of the Volume-Limited License Product are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS. See “Non-IFRS Measures” for a description of these measures and a summary of how management uses these supplemental measures to assess the Company’s financial performance.

In connection with the APHI Acquisition, the Company acquired 100% of the issued and outstanding shares of APHI on April 1, 2023. This was accounted for as a business combination using the acquisition method of accounting and the Successor Annual Financial Statements reflect a new basis of accounting that is based on the fair value of assets acquired and liabilities assumed as of the effective time of the APHI Acquisition. In the following tables, periods prior to the APHI Acquisition (specifically, Fiscal 2023) are labeled as relating to the “Predecessor” and periods subsequent to the APHI Acquisition (specifically, Fiscal 2024, Fiscal 2025 and Fiscal 2026) are labeled as relating to the “Successor”. The Predecessor and Successor periods have been separated by a black line in the following tables to highlight that the financial information for such periods has been prepared under two different cost basis of accounting and represents two different legal entities.

Reconciliation of Net Income (Loss) to Adjusted Net Income:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)
Quality remediation costs[(8)]	27.4	-	-	-
IPO related costs[(9)]	19.9	22.4	2.5	-
Forgiveness of related party balances[(10)]	-	-	-	94.9
Other adjustments[(11)]	30.7	18.9	18.0	(8.2)
Tax effect of adjustments	(58.2)	(88.5)	(112.5)	(13.1)
Adjusted Net Income	719.7	696.6	463.8	393.0

Numbers may not add due to rounding.

(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional business acquisitions in the future which may result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily related to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(9) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted Net Income to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.

Reconciliation of Net Income (Loss) to EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Adjustments:				
Income tax expense (recovery)	146.1	158.9	(8.6)	101.6
Interest expense, net	260.6	216.8	158.5	0.8
Depreciation and amortization	149.4	136.5	150.7	95.5
EBITDA	929.8	664.0	153.7	551.5
EBITDA Margin	26.6%	19.8%	5.2%	19.7%
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)
IPO related costs[(8)]	19.9	22.4	2.5	-
Quality remediation costs[(9)]	27.4	-	-	-
Forgiveness of related party balances[(10)]	-	-	-	94.9
Other adjustments[(11)]	30.7	18.9	18.0	(8.2)
Lease payments[(12)]	(53.4)	(51.6)	(48.4)	(5.1)
Adjusted EBITDA	1,280.4	1,245.7	828.5	598.8
Adjusted EBITDA Margin	36.7%	37.2%	28.2%	21.4%

Numbers may not add due to rounding.

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(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step ups related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily relates to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(12) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.

Reconciliation of Total Debt to Net Debt:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Total debt	2,940.2	2,067.2	1,325.3	-
Less: Cash and cash equivalents	57.0	78.0	421.3	14.1
Net Debt (Cash)	2,883.2	1,989.3	904.0	(14.1)

Numbers may not add due to rounding.

Reconciliation of Net Cash Flows from Operating Activities to Operating Free Cash Flow
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Net cash flows from operating activities	641.0	554.4	570.9	598.4
Adjustments:				
Lease payments[(1)]	(53.4)	(51.6)	(48.4)	(5.1)
Purchases of PPE	(121.1)	(93.6)	(83.3)	(120.9)
Purchases of intangible assets	(60.9)	(150.5)	(28.3)	-
Acquisition related costs[(2)]	1.3	29.5	125.6	27.7
IPO related costs[(3)]	19.9	22.4	2.5	-
Operational reorganization costs[(4)]	42.2	48.6	44.4	1.1
Interest paid on debt	213.1	170.5	127.9	2.9
Other adjustments[(5)]	64.6	(9.2)	18.0	-
Payment of contingent consideration[(6)]	150.0	150.0	-	-
Operating Free Cash Flow	896.6	670.4	729.3	504.1

Numbers may not add due to rounding.

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(1) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.
(2) Represents third party advisory fees and other expenses paid during the period related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(3) Represents costs that are directly related to preparation for the Offering that were paid during the period and are not equity issuance costs.
(4) Represents severance costs that were paid during the period related to operational reorganizations.
(5) Represents items that were paid during the period and excluded from Operating Free Cash Flow to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(6) Represents cash paid during the period for contingent consideration related to the APHI Acquisition.

Reconciliation of Operating Free Cash Flow to Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Operating Free Cash Flow	896.6	670.4	729.3	504.1
Operating Free Cash Flow from sales of the Volume-Limited License Product in the U.S.	338.9	460.3	290.6	118.9
Less: Taxes @ 25%	(84.7)	(115.1)	(72.7)	(29.7)
Operating Free Cash Flow from sales of the Volume-Limited License Product in the U.S. after tax	254.2	345.2	218.0	89.2
Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product	642.4	325.2	511.4	414.9

Numbers may not add due to rounding.

Reconciliation of Revenue to Revenue Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Revenue	3,490.8	3,349.7	2,940.5	2,798.6
Adjustment:				
Revenue from sales of the Volume-Limited License Product in the U.S.[(1)]	339.2	460.6	290.7	119.0
Revenue Excluding U.S. Contribution of the Volume-Limited License Product	3,151.6	2,889.1	2,649.8	2,679.6

Numbers may not add due to rounding.

(1) All revenue from sales of the Volume-Limited License Product in the U.S. is attributed to our Conventional Generics business line.

Reconciliation of Adjusted EBITDA to Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product and Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	Year Ended March 31,			Year Ended March 31,
	2026	2025	2024	2023
Adjusted EBITDA (as reconciled to net income above)	1,280.4	1,245.7	828.5	598.8
Adjustment:				
Gross profit from sales of the Volume-Limited License Product in the U.S.	338.9	460.3	290.6	118.9
Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product	941.6	785.4	537.9	479.9
Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product	29.9%	27.2%	20.3%	17.9%

Numbers may not add due to rounding.

Reconciliation of Net Income (Loss) to Return on Invested Capital and Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product:
(in CAD $ millions)

	Successor			Predecessor
	2026	2025	2024	2023
Net income (loss)	373.8	151.7	(146.9)	353.6
Adjustments:				
Income tax expense (recovery)	146.1	158.9	(8.6)	101.6
Interest expense, net	260.6	216.8	158.5	0.8
Depreciation and amortization	149.4	136.5	150.7	95.5
EBITDA	929.8	664.0	153.7	551.5
Acquisition related costs[(1)]	21.3	43.0	125.6	27.7
Non-cash purchase price adjustment[(2)]	1.1	26.4	219.0	-
Remeasurement of contingent consideration[(3)]	30.0	205.8	219.9	-
Share-based compensation	64.6	73.5	53.5	-
Gain on Sale-Leaseback[(4)]	-	-	(4.4)	-
Loss (gain) on sale of PPE	1.2	(2.3)	-	-
Impairment and write-off of assets[(5)]	72.3	8.0	-	-
Litigation settlements and awards[(6)]	69.9	154.2	-	18.3
Operational reorganization costs[(7)]	88.0	10.3	93.4	1.1
Unrealized foreign exchange loss (gain)	(22.4)	73.1	(4.3)	(81.2)

	Successor			Predecessor
	2026	2025	2024	2023
IPO related costs[8]	19.9	22.4	2.5	-
Quality remediation costs[9]	27.4	-	-	-
Forgiveness of related party balances[10]	-	-	-	94.9
Other adjustments[11]	30.7	18.9	18.0	(8.2)
Lease payments[12]	(53.4)	(51.6)	(48.4)	(5.1)
Adjusted EBITDA	1,280.4	1,245.7	828.5	598.8
Less:				
Depreciation of PPE	(48.5)	(56.0)	(113.1)	(87.5)
Amortization of intangibles	(70.5)	(49.9)	(6.8)	(3.3)
Less: Taxes @ 25%	(290.4)	(285.0)	(177.1)	(127.0)
Adjusted net operating profit after tax	871.1	854.9	531.4	381.0
Less:				
Gross profit from the sales of the Volume-Limited License Product in the U.S.	(338.9)	(460.3)	(290.6)	(118.9)
Less: Taxes @ 25%	84.7	115.1	72.7	29.7
Invested Capital				
Total debt	2,940.2	2,067.2	1,325.3	-
Total equity	(557.9)	290.6	732.5	2,121.8
Total Invested Capital	2,382.2	2,357.8	2,057.9	2,121.8
Average Invested Capital	2,370.0	2,207.8	2,089.8	2,036.4
Return on Invested Capital	36.8%	38.7%	25.4%	18.7%
Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product	26.0%	23.1%	15.0%	14.3%

Numbers may not add due to rounding.

(1) Represents third party advisory fees and other expenses related to business acquisition activities. These fees and expenses are excluded as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Predecessor or Successor, as applicable. The Company expects, however, that it will complete additional acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents the gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily relates to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to preparation for the Offering and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(10) Represents the forgiveness of outstanding balances receivable from an arm's length related party prior to the APHI Acquisition.
(11) Represents items that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the financial results of the Predecessor or Successor, as applicable, such as costs associated with business transformation initiatives.
(12) Represents periodic rent payments made by the Predecessor or Successor, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company was incorporated under the OBCA on September 16, 2022 and did not have any business operations until the APHI Acquisition on April 1, 2023.

*The following Management's Discussion and Analysis ("**MD&A**") provides information concerning the results of operations and financial condition of the Company and its subsidiaries for the three months ended March 31, 2026 and 2025, as well as Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. This MD&A should be read in conjunction with, and the financial information presented herein has been derived from, the Company's audited annual consolidated financial statements for Fiscal 2026 and Fiscal 2025 (together, the "**Annual Financial Statements**") along with the related notes thereto, all of which have been prepared in accordance with IFRS as issued by the IASB.*

This MD&A is presented as of the date of this prospectus and is current to such date, unless otherwise indicated. All amounts are in millions of Canadian dollars except where otherwise indicated.

Forward Looking Information

This MD&A contains forward-looking information. Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that, while considered by the Company to be appropriate and reasonable as of the date of this prospectus, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to, the risk factors described under "Risk Factors". There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events may differ materially from those anticipated in such information. Accordingly, prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. See "Cautionary Note Regarding Forward-Looking Information".

Trademarks and Trade Names

This MD&A includes certain trademarks, such as "Acetadote", "Aflivu", "Apo-Semaglutide Injection", "Caldolor", "Cationorm Plus", "Clobivis", "Denoza", "Finjuve", "Iheezo", "Kristalose", "Linzagolix", "Loqtorzi", "Nebido", "Nuvigil", "Provigil", "Qutenza", "Seysara", "Sancuso", "Talicia", "Tasigna", "Vaprisol", "Verkazia", "Vevye", "Vibativ" and "Zerviate", which are protected under applicable intellectual property laws and are the Company's property or the property of the Company's licensors. Solely for convenience, the Company's or the Company's licensors' trademarks, copyrights and trade names (including "Journey of Health") referred to in this MD&A may appear without the ®, ™ or © symbol, but such references are not intended to indicate, in any way, that Apotex will not assert, to the fullest extent under applicable law, their rights to these trademarks, copyrights and trade names.

Overview

Apotex is a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products. With over 50 years of leadership in the Canadian pharmaceutical industry, Apotex is an iconic brand and national champion in Canada's healthcare system with a comprehensive offering of prescription pharmaceuticals and branded consumer health and wellness products in Canada. Apotex is the #1 player in the Canadian pharmaceutical market based on prescriptions filled, number of products sold and employees.[28] One in every five generic

[28] Source: IQVIA and information from other Canadian pharmaceutical manufacturers available publicly on SEDAR+. See "Market and Industry Data".

pharmaceutical prescriptions in Canada is manufactured by Apotex.[29] The Company has built leading Canadian platforms in generic pharmaceuticals, oncology biosimilar pharmaceuticals, branded specialty pharmaceuticals and branded consumer health and wellness products. Apotex has leveraged its Canadian experience to build leadership positions in certain categories in the U.S. and select international markets. Apotex has established a top-ten position in the U.S. generic pharmaceuticals market, as measured by sales of generic pharmaceuticals, through a differentiated strategy that prioritizes first-to-market opportunities or products where the Company can build and sustain a leadership position and generate optimal returns.[30] In addition, Apotex has a direct market presence in Latin America and the GCC, focused on branded generic pharmaceuticals and branded consumer health and wellness products. Altogether, Apotex's products are sold in nearly 70 countries. In regions such as Europe, where Apotex does not have a direct market presence, it distributes products through distribution partners with expertise in those regions.

The Company's Journey of Health strategy is focused on continued growth in conventional generic pharmaceuticals, and accelerated growth in high-value specialty generic pharmaceuticals, biosimilars, innovative branded medicines, and branded consumer health and wellness products. The Company's growing and increasingly diverse product portfolio allows it to address unmet needs, deliver breakthrough therapies and ensure access to safe, effective and affordable healthcare solutions. Management believes that the opportunity ahead is significant. There is a total addressable market across the Americas of more than one billion people and, according to data sourced from IQVIA and Euromonitor, a total addressable market size exceeding $1 trillion. Within this market, the Company is well-positioned to expand its impact and deliver long-term value by leveraging its scale, capabilities and partnerships to serve more patients and communities than ever before.

The Company attributes its success in part to the collaboration among its internal R&D, regulatory, legal and intellectual property and business development teams, which are supported by approximately 850 employees and serve as the engine for product innovation and pipeline growth. Apotex's global manufacturing footprint consists of six finished dosage and two API production facilities, primarily located in North America, which were purpose built to Health Canada, FDA, EMA or COFEPRIS quality standards to deliver upon the Company's commitment to ensure the safe, secure supply of vital pharmaceutical medicines for patients. In addition, the Company's commercial distribution network enables it to leverage its reputation as a national champion in Canada's healthcare system in the U.S. and International markets.

Apotex's success in recent years has been accelerated by a seasoned and accomplished management team, comprising 10 executives with a total of more than 250 years of industry experience in prescription pharmaceutical and branded consumer health and wellness companies. The Company is empowered by more than 6,000 global employees, supported by its majority shareholder SK Capital, a global private investment firm specializing in life sciences, and fueled by its desire to be a partner of choice in the Americas for patients, physicians, strategic supply partners and customers alike.

Business Lines

The Company's three business lines comprise (1) Conventional Generics, (2) Specialty Generics and (3) Brands & Biosimilars. As part of the Company's Journey of Health strategy, it intends to build upon its leading positions in the Canadian and U.S. Conventional Generics markets and further expand its product portfolio of complex and higher-value products, including Specialty Generics and Brands & Biosimilars. Apotex is taking a tailored approach to expanding its presence in these business lines, which will vary by region based on market dynamics and opportunities for growth and diversification.

The Company's portfolio consists of 800+ products (over 300 of which are sold across multiple geographic segments) that cover multiple dosage forms and therapeutic areas across the three business lines.

[29] Source: Management calculation based on IQVIA market share statistics, which management has supplemented by assigning sales of private label pharmaceuticals to source manufacturers based on product monographs. See "Market and Industry Data".
[30] Source: IQVIA. See "Market and Industry Data".

Acquisitions and Divestitures

Divestiture of Signa S.A de C.V

In March 2026, the Company entered into a definitive agreement to sell its subsidiary, Signa S.A. de C.V. ("**Signa**"), which manufactures APIs in Mexico, for US$16.2 million base consideration plus additional amounts for inventory and value-added tax receivables, and other working capital adjustments. The transaction also includes a manufacturing and supply agreement under which the Company will continue to purchase products from Signa following the closing of the sale. The Company classified Signa's assets and liabilities as held for sale as at March 31, 2026. The transaction is subject to regulatory approval and is expected to close in the first quarter of Fiscal 2027.

Inventory was written down to net realizable value and other current assets were written down to their expected recoverable amount resulting in an impairment loss. Following these remeasurements, as the carrying amount of the disposal group exceeded its estimated fair value less costs to sell, an additional impairment loss was allocated to property, plant and equipment and intangible assets. A total impairment loss of $69.8 million was recorded within other operating expenses, net.

After considering impairment losses, the assets of the disposal group classified as held for sale totalled $69.0 million, and the liabilities directly associated with these assets totalled $11.9 million.

		March 31, 2026
Property, plant and equipment	$	18.9
Intangible assets		0.3
Trade receivables, net		2.6
Inventories		22.4
Income tax receivables		11.0
Other current assets		13.9
Trade and other payables		**(11.9)**
Net assets held for sale	**$**	**57.1**

Acquisition of CanPrev Natural Health Products Ltd.

On February 1, 2025, the Company completed its acquisition of CanPrev, a leading Canadian provider of natural health products specializing in vitamins, minerals and supplements for total consideration of $184.5 million. The Company completed the acquisition through a combination of cash consideration of $145.7 million and the issuance of $38.8 million of Class A Common Shares of the Company. This acquisition was accounted for as a business combination under IFRS 3, Business Combinations. Acquisition related costs incurred and expensed within other operating expenses totaled $12.2 million for Fiscal 2025.

The acquisition of CanPrev complements the Company's ongoing focus to further expand into branded consumer health and wellness products and adds three distinct brands, each focused on different channels. Through CanPrev, the Company now has reach into health food stores, mass food and drug stores, as well as new professional channels including naturopathic doctors, nutritionists, chiropractors and grocery retail channels. With more than 250 unique product formulations sold in more than 3,400 retail locations across Canada and online, CanPrev is expected to serve as a platform to grow the Company's branded consumer health and wellness products business and enable the Company to establish a stronger presence in Canada, the U.S. and select international markets.

During Fiscal 2025, CanPrev contributed revenue of $13.1 million and net loss of $0.3 million to the Company. If the acquisition of CanPrev had occurred on April 1, 2024, consolidated pro-forma revenue and

net income of the Company would have been $3,412.1 million and $161.6 million, respectively, and management believes consolidated Adjusted EBITDA would have been approximately $1,260.1 million, for Fiscal 2025.

Acquisition of Searchlight Pharma Inc.

On June 1, 2024, the Company completed the acquisition of Searchlight, one of the largest independent branded pharmaceutical companies in Canada with a diversified portfolio of approximately 60 products spanning multiple therapeutic areas, for total consideration of $502.4 million. The Company completed the acquisition through a combination of cash consideration of $255.8 million, which was funded by a short-term draw on its Prior Revolving Facility (as defined below) under its Prior Credit Facilities (as defined below) and the issuance of $246.5 million of Class A Common Shares of the Company. This acquisition was accounted for as a business combination under IFRS 3, Business Combinations. Acquisition related costs incurred and expensed within other operating expenses totaled $17.2 million for Fiscal 2025. The amount drawn on the Prior Revolving Facility to fund the acquisition was subsequently repaid in August 2024 with cash flow from operations.

Searchlight brings a robust branded specialty pharmaceutical platform that complements the Company's focus on generic pharmaceutical products and biosimilars and aligns with the Company's strategy to compete in the high-value branded pharmaceuticals market. This acquisition enhances the Company's position and presence in the branded pharmaceutical market, expanding the Company's portfolio and strengthening the Company's commercial sales force and its business development networks, both in Canada and internationally.

During Fiscal 2025, Searchlight contributed revenue of $122.5 million and net income of $3.3 million to the Company. If the acquisition of Searchlight had occurred on April 1, 2024, consolidated pro-forma revenue and net income of the Company would have been $3,376.8 million and $163.6 million, respectively, and management believes consolidated Adjusted EBITDA would have been approximately $1,258.8 million, for Fiscal 2025.

Signa Civac S.A de C.V Sale of Assets

During Fiscal 2024, the Company entered into a plan to divest the assets of its subsidiary, Signa Civac S.A. de C.V. ("**Civac**"), a dormant API manufacturing facility in Mexico, and classified these assets as held for sale as at March 31, 2024. During Fiscal 2025, the Company sold the Civac assets with sale proceeds of $16.7 million, resulting in a gain on disposal of $2.3 million.

Business Highlights

Fiscal 2027

- In May 2026, Apotex received Health Canada's approval for Apo-Semaglutide Injection, a generic equivalent to Ozempic (semaglutide injection). As the first Canadian-based pharmaceutical company to gain authorization for a generic equivalent of Ozempic, this approval reinforces Apotex's leadership in bringing high-quality, affordable alternatives to Canadians and reflects the Company's long-standing commitment to strengthening access to essential medicines across the country.
- In April 2026, the Company entered into a transaction with Cumberland to acquire the U.S. rights to Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol and Talicia, which significantly expands the Company's U.S. branded pharmaceutical portfolio. These branded products align strongly with Apotex's Journey of Health strategy as the Company expands and deepens its relationships within the hospital channel, while broadening its impact across the U.S. healthcare system.
- In April 2026, Apotex announced a strategic partnership with Halo Pharmaceutical, Inc.

("**Halo**"), an entity controlled by SK Capital, to secure near-term U.S.-based sterile injectable filling capacity through an investment in Halo's Whippany, New Jersey facility. The arrangement gives Apotex access to a significant portion of newly installed and qualified sterile filling lines, including vial and pre-filled syringe capabilities, strengthening its sterile injectables manufacturing network. This capital-efficient partnership provides Apotex with greater operational flexibility and speed to market, aligning directly with Apotex's Journey of Health strategy and reinforcing its commitment to domestic manufacturing and a strong supply chain infrastructure. See "Related Party Transactions".

- In April 2026, Apotex received the first U.S. FDA Tentative Approval for its generic version of Ozempic, a semaglutide injection, marking a significant milestone in the Company's strategy to expand access to complex, high-value peptide therapies in the U.S. Developed in partnership with Orbicular Pharmaceutical Technologies, the product reflects advanced scientific and analytical capabilities required to achieve technical equivalence for complex injectables. The tentative approval highlights Apotex's regulatory leadership and global development model and positions the Company to broaden patient access to semaglutide upon final FDA approval, where affordability and supply remain critical considerations for patients. The product is expected to launch once final FDA approval is granted following patent expiration in 2032.

Fiscal 2026

- During Fiscal 2026, Apotex's R&D and business development efforts enabled the Company to build its conventional and specialty generics pipeline globally, which now includes 400+ products across the Company's three business lines over the next five years. The Company's pipeline in Canada and the U.S. includes 144 products expected to launch over the next five years, which collectively represent an Originator Value of over $160 billion. More than 70% of the products in the Company's Canada and U.S. pipeline are in the post-submission stage. In addition, the Company expects to launch approximately 50 branded consumer health and wellness products over the next five years. Within the Company's international markets, the Company expects to launch 290 generic and branded generic pharmaceutical products over the next five years.
- In March 2026, Apotex received Health Canada's approval for Denoza, a denosumab injection and biosimilar to Prolia, expanding osteoporosis treatment options in Canada for postmenopausal women and men at high risk of fracture. The approval covers all authorized indications of the reference biologic, and Denoza will be offered in a pre-filled syringe format.
- In March 2026, Apotex received Health Canada's approval for Clobivis, a branded pharmaceutical product expanding the Company's growing ophthalmology portfolio in Canada. Clobivis is indicated for the treatment of postoperative inflammation and pain following cataract surgery. The approval underscores Apotex's strategy to broaden access to innovative ophthalmic therapies through strategic partnerships and reinforces its Journey of Health commitment to improving patient access to specialized treatments for Canadian patients.
- In March 2026, Apotex announced a change in its executive leadership aimed at strengthening its long-term strategy and supporting the Company's next phase of growth. Jeff Watson was appointed President and Chief Executive Officer, returning to day-to-day leadership of the business after previously serving as the Company's Chief Executive Officer from 2018 to 2023 and most recently as a director. Allan Oberman stepped down as President and Chief Executive Officer and will remain a director of the Company, continuing to provide strategic oversight and support for Apotex's Journey of Health strategy. These executive appointments became effective on March 31, 2026.
- In February 2026, Apotex entered into a strategic licensing agreement with Grünenthal for the exclusive Canadian rights to Nebido, a long-acting injectable testosterone replacement therapy. The Company will commercialize Nebido in Canada following its regulatory approval.

The agreement expands the existing partnership between the two companies and strengthens the Company's branded specialty pharmaceuticals portfolio.

- In October 2025, Apotex received Health Canada's approval for Loqtorzi, the first and only immuno-therapy treatment for nasopharyngeal carcinoma. This approval introduces Apotex's first novel biologic therapy, expanding access to innovative treatments for rare and hard-to-treat cancers in Canada. Apotex secured the Canadian rights to Loqtorzi through an agreement with Coherus BioSciences in July 2024.
- In October 2025, Apotex entered into a strategic licensing agreement with Kissei Pharmaceuticals for the exclusive Canadian rights to Linzagolix, an oral treatment for uterine fibroids. The Company will commercialize Linzagolix in Canada following its regulatory approval. Adding this innovative fibroid therapy complements Apotex's existing women's health portfolio and supports the Company's ongoing commitment to improving patient outcomes.
- In July 2025, Apotex received Health Canada's approval and launched Aflivu, an ophthalmic treatment, biosimilar to Eylea. Aflivu's approval marked a key milestone for Apotex, introducing its first ophthalmic biosimilar and its fourth biosimilar since 2016, reflecting the Company's commitment to expand its biosimilars portfolio through the execution of its Journey of Health strategy.
- In May 2025, Apotex announced the expansion of its licensing agreement with Formosa Pharmaceuticals for the commercialization of clobetasol propionate, its novel post-operative ophthalmic treatment, in Mexico. The Company first entered into a licensing agreement with Formosa Pharmaceuticals in August 2024 for the exclusive rights to this product in Canada.
- In May 2025, Apotex launched nilotinib capsules in the U.S., the first generic version of Tasigna, a leukemia treatment for patients with resistance or intolerance to prior therapy. Nilotinib is a first-to-market launch with 180-day exclusivity.
- In May 2025, Apotex launched IVRA, its first ready-to-dilute formulation of Melphalan hydrochloride injection, approved via 505(b)(2) NDA in the U.S. IVRA is an alkylating drug indicated for the palliative treatment of patients with multiple myeloma for whom oral therapy is not appropriate, distributed primarily through hospital and institutional channels.

Fiscal 2025

- In February 2025, the Company entered into a strategic licensing agreement with Grünenthal for the exclusive Canadian rights to Qutenza, a topical, non-systemic, non-opioid pain patch indicated for the management of neuropathic pain.
- In December 2024, the Company acquired the U.S. rights to Provigil (modafinil) and Nuvigil (armodafinil), which marked a strategic milestone for Apotex and a significant step in growing the Company's U.S. branded specialty pharmaceutical business. These products improve wakefulness in patients with excessive sleepiness associated with narcolepsy, obstructive sleep apnea or shift work sleep disorder, and are prescribed by psychiatrists, endocrinologists, internists, sleep specialists, and primary care physicians.
- In December 2024, Apotex licensed the Canadian rights to market Seysara (sarecycline), an oral antibiotic for the treatment of non-nodular moderate to severe acne, and Finjuve (finasteride), a topical finasteride spray for the treatment of androgenic alopecia, in Canada upon approval. These innovative products address critical unmet needs for patients in Canada and further demonstrate the Company's commitment to bringing innovative branded pharmaceuticals to the Canadian market.
- In October 2024, the Company announced a $70.0 million investment in the expansion of its Richmond Hill facility, adding two new specialized production lines to increase capacity and meet growing demand for its ophthalmic and nasal liquid products.

- In June 2024, the Company entered into an exclusive licensing transaction with Coherus Biosciences Inc. to market toripalimab, a novel branded biologic treatment for metastatic nasopharyngeal carcinoma ("**NPC**") in Canada, which upon its approval was the first and only product to treat NPC in Canada.

Fiscal 2024

- In February 2024, the Company entered into a strategic licensing agreement with Harrow for the Canadian rights to five branded ophthalmic pharmaceutical products. As a result, Apotex now markets and distributes Verkazia and OTC Cationorm Plus in the Canadian market, and is pursuing market approval in Canada for Vevye, Iheezo, and Zerviate.
- In April 2023, Apotex was acquired by an affiliate of funds managed by SK Capital.
- In April 2023, the Company received a Drug Shortage Assistance award from the FDA in recognition of its substantial efforts to resolve a shortage of Varenicline tablets. This award recognizes the efforts of drug companies and manufacturers who have worked in cooperation with the FDA to help provide a steady supply of medically necessary drugs at a time when critical drug shortages pose a substantial public health threat – delaying, and in some cases even denying, critically needed care for patients.

Key Factors Affecting the Company's Business and Performance

The Company's performance depends to a large extent on new product development and launch activity, its ability to manage the loss of patent exclusivity, industry and macro-economic trends such as aging demographics, rising healthcare costs, and increasing prevalence of chronic conditions, as well as regulatory dynamics. See "Industry Overview – Key Trends Impacting the Prescription Pharmaceuticals and Branded Consumer Health and Wellness Products Markets". In addition, the Company's performance is impacted by the ability to effectively manage its cost structure, inflation, tariffs, taxes and fluctuation of foreign exchange rates. Management believes the key factors affecting the Company's business and financial performance are noted below. While these factors present significant opportunities for the Company, they are also subject to a number of inherent risks and challenges, some of which are discussed below and in the "Cautionary Note Regarding Forward-Looking Information" and "Risk Factors" sections of this prospectus.

Product Development and New Product Launches

The Company employs its extensive research and development know–how and business development capabilities to enhance its product portfolio, including developing and acquiring, or in-licensing new formulations and indications. New product launches are key to driving incremental revenue growth over time. Launch preparations can negatively impact profit in the near term, but eventually sales are expected to more than offset the costs, which ultimately drives increased profitability. In addition, the Company continually sources new products through CDMO and manufacturing partnerships, in-licensing agreements and product portfolio expansion transactions. The Company's ability to successfully identify and negotiate these arrangements on a timely and sustained basis impacts the Company's ability to drive revenue growth.

Product Exclusivity and Loss of Exclusivity

A number of the Company's products benefit from higher revenues and profitability during periods of market exclusivity due to either patent protection or other factors that restrict or limit competition.

LoE occurs when patent and regulatory exclusivity for a branded pharmaceutical product expires and generic pharmaceuticals subsequently enter the market, increasing competition. The resulting price competition can dramatically impact revenues for the product. LoE helps drive market growth for generic pharmaceutical manufacturers by providing the Company with a large and attractive pool of products to develop and commercialize, which can help the Company's performance by enabling new product launches.

The anticipated increase in patent expiry creates an opportunity for generic and biosimilar pharmaceutical manufacturers to launch new products on the market. However, in the case of the Company's patented products, LoE could have a material adverse effect on the profitability of such products.

Industry Impacts: Aging Demographics, Higher Prevalence of Chronic Diseases and Increased Healthcare Costs

The aging global population and related increase in demand for medical care has been, and is expected to continue to be, one of the main demand growth engines for pharmaceutical and other healthcare products. Additionally, the increasing prevalence of chronic diseases and consumer focus on overall health and wellness are driving innovation and demand for certain products.

The cost of pharmaceuticals continues to be one of the fastest-growing healthcare expenses globally. The cost of prescription drugs is projected to continue increasing due to expenditures associated with developing and commercializing novel pharmaceuticals. As demand for and prices of novel pharmaceuticals continue to rise, payors, patients and healthcare systems are expected to increasingly demonstrate a preference for lower cost generic pharmaceutical products and biosimilar pharmaceuticals to manage rising healthcare costs.

Regulatory Developments

The sale of the Company's products is subject to extensive, complex, costly and evolving government regulation. The Company's ability to obtain regulatory approvals on a timely basis in addition to implementing and ensuring compliance with corresponding requirements, could delay or prohibit the profitable sale of the Company's products. New or amended legislation can impact the Company's business and financial results.

Product Pricing

The pricing of the Company's products is influenced by a combination of regulatory frameworks applicable in the regions in which the Company operates and market competition. In certain jurisdictions, industry or government organizations oversee the prices of patented pharmaceuticals, and in some markets, the generic versions of patented pharmaceuticals. Government regulations and negotiations by buying groups further impact prices, with the objective of ensuring that pharmaceutical products remain an affordable option within a healthcare system. Market dynamics also play a crucial role; as patents expire, multiple manufacturers can produce the same pharmaceutical product, increasing competition and driving down prices. The Company's revenue also has variable components, such as chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments granted to various parties in the value chain. Changes to these components based on negotiations and actual experience impacts revenue and the Company's results.

Driving Operating Cost Efficiencies

The Company's performance is impacted by realizing operational efficiencies, extracting procurement and cost synergies, and leveraging its scalable capabilities to expand operating margins. The Company's continued growth and improved operating results depend on making strategic capital investments in its infrastructure and maintaining disciplined cost management practices to enhance efficiency and reduce expenses.

Inflation

Rising inflationary pressures due to higher input costs, including higher material, transportation, labour and other costs, may exceed the Company's expectations and may adversely impact its operating results.

Macroeconomic and Geopolitical Environment

In recent years, the global economy has been impacted by fluctuating foreign exchange rates. Fluctuations in the U.S. dollar versus the Canadian dollar and other currencies in which the Company operates may materially impact its revenues, results of operations, profits and cash flows. Additionally, the global economy has also been impacted by geopolitical tensions which have resulted in disruptions to global supply chains, including the Company's internal supply chain, as well as ongoing developments regarding international trade policies. Beginning in early 2025, the U.S. government imposed tariffs on products imported from several jurisdictions in which the Company operates and sources raw materials, and has made announcements regarding the imposition of tariffs on other jurisdictions. Although generic pharmaceuticals, which make up a material portion of the Company's U.S. business, are currently exempt from such tariffs, any tariffs or other trade action, including as a result of products not satisfying "country of origin" or "rule of origin" requirements, that may be imposed on the products we import into the U.S., could have a material adverse impact on the Company's business, financial condition, results of operations. In addition, the U.S. government may in the future pause, reimpose or increase tariffs, and countries subject to such tariffs have, and in the future may, impose reciprocal tariffs or other restrictive trade measures in response. Any of these actions could impact the Company's costs and global operations. See "Risk Factors. The imposition of any tariffs or other restrictive trade measures or countermeasures affecting trade between Canada and the U.S. may impact our business."

In addition, the ongoing wars in Iran and Ukraine, the closure of the Strait of Hormuz and the Israel-Hamas war represent an additional source of geopolitical uncertainty. Although these conflicts have not had a material impact on the Company's business to date, continued or increased conflict may require the Company to modify its commercial and distribution strategy in the GCC region, which adjustments may or may not have a material impact on the Company's results of operations, financial condition or prospects. See "Risk Factors – Global economic conditions could have a material adverse impact on our business." and "Risk Factors – Geo-political events or acts of terrorism could adversely affect our operations and financial results."

Volume-Limited License Product

In March 2022, pursuant to a license agreement with Bristol-Myers Squibb, the Company and other select generic pharmaceutical manufacturers were granted volume-limited licenses to sell the generic version of Bristol-Myers Squibb's cancer treatment Revlimid, known as lenalidomide (the "**Volume-Limited License Product**"). This agreement provided Apotex the right to sell a limited quantity of the Volume-Limited License Product in the U.S. each year, beginning in March 2022 through January 2026. Sales of the Volume-Limited License Product in the U.S. meaningfully contributed to the Company's total revenue in each of Fiscal 2023, Fiscal 2024 and Fiscal 2025, as well as the first and second quarter of Fiscal 2026. As of December 31, 2025, the Company had sold all remaining volume under this agreement, with approximately 90% of Fiscal 2026 sales of the Volume-Limited License Product occurring in the first quarter and the balance in the second and third quarters of Fiscal 2026.

In February 2026, the market for Revlimid became fully genericized in the U.S., which means that the Company and other generic pharmaceutical manufacturers are able to produce and sell a generic version of the medicine without patent or license-based restrictions. As a result of increased generic competition and the related decline in pricing following the LoE, the Company experienced a decline in revenue and Adjusted EBITDA in Fiscal 2026, which is reflected in the Company's year-to-year and quarter-to-quarter financial result comparisons. Management anticipates sales of this product to represent less than 1% of total revenue starting in Fiscal 2027 (down from approximately 14% and 10% of total revenue in Fiscal 2025 and Fiscal 2026, respectively).

See "Business of Apotex– Our 50-Year Evolution – Positioning for Transformative Growth as a Global Health Company (2023 – Present)", Figure 14, "Business of Apotex– Growth Targets" and "Risk Factors" for more information with respect to the impact of the Volume-Limited License Product on the Company's historical revenue, Adjusted EBITDA and Adjusted EBITDA Margin, as well as the Company's targeted revenue and Adjusted EBITDA Margin.

Selected Annual Financial Information

The following table sets forth the results of operations for the three months and years ended March 31, 2026 and 2025 and Fiscal 2024:

	Three Months Ended March 31,		Year Ended March 31,		
	2026	**2025**	**2026**	**2025**	**2024**
Revenue	**$ 729.4**	**$ 687.7**	**$ 3,490.8**	**$ 3,349.7**	**$ 2,940.5**
Cost of sales	353.5	372.0	1,549.2	1,555.8	1,837.1
Gross profit	**$ 375.9**	**$ 315.8**	**$ 1,941.6**	**$ 1,793.8**	**$ 1,103.4**
Selling, general and administrative	169.9	150.1	635.0	571.4	502.0
Research and development	43.1	77.9	162.6	216.0	173.1
Other operating expenses, net	203.2	246.7	357.8	453.9	433.0
Operating income (loss)	**$ (40.2)**	**$ (158.9)**	**$ 786.2**	**$ 552.5**	**(4.7)**
Finance expenses, net	85.8	52.0	266.4	241.8	150.9
Income (loss) before tax	**$ (126.0)**	**$ (210.8)**	**$ 519.9**	**$ 310.6**	**$ (155.6)**
Income tax expense (recovery)	(3.7)	(21.4)	146.1	158.9	(8.6)
Net income (loss)	**$ (122.3)**	**$ (189.4)**	**$ 373.8**	**$ 151.7**	**$ (146.9)**
Weighted average number of shares (in millions)					
Basic	$ 1,190.8	1,191.0	$ 1,190.9	$ 1,170.2	$ 1,102.9
Diluted	$ 1,190.8	1,191.0	$ 1,190.9	$ 1,170.2	$ 1,102.9
Earnings (loss) per share ("EPS") attributable to Class A common shareholders					
Basic EPS	$ (0.10)	$ (0.16)	$ 0.31	$ 0.13	$ (0.13)
Diluted EPS	$ (0.10)	$ (0.16)	$ 0.31	$ 0.13	$ (0.13)
Adjusted EBITDA[(1)]	**$ 202.6**	**$ 136.9**	**$ 1,280.4**	**$ 1,245.7**	**$ 828.5**
Adjusted EBITDA Margin[(1)]	**27.8%**	**19.9%**	**36.7%**	**37.2%**	**28.2%**
Adjusted Net Income[(1)]	**$ 70.6**	**$ 39.5**	**$ 719.7**	**$ 696.6**	**$ 463.8**

Numbers may not add due to rounding.

Notes:
(1) Non-IFRS financial measure. See "Non-IFRS Financial Measures and Ratios" and "Reconciliation of Non-IFRS Financial Measures".

The following table sets forth certain selected balance sheet results as at March 31:

	2026	2025	2024
Cash and cash equivalents	$ 57.0	$ 78.0	$ 421.3
Total current assets	2,173.4	2,323.3	2,443.9
Total non-current assets	2,370.5	2,528.4	1,594.4
Total assets	**$ 4,544.0**	**$ 4,851.7**	**$ 4,038.3**
Total debt	2,940.2	2,067.2	1,325.3
Total current liabilities	1,448.7	1,667.9	1,336.5
Total non-current liabilities	3,653.2	2,893.2	1,969.2
Total liabilities	**$ 5,101.9**	**$ 4,561.1**	**$ 3,305.7**
Net Debt[(1)]	2,883.2	1,989.3	904.0

Numbers may not add due to rounding.

Notes:
(1) Non-IFRS financial measure. See "Non-IFRS Financial Measures and Ratios" and "Reconciliation of Non-IFRS Financial Measures".

Key Components of Results of Operations

The Company manages its business across three geographic reportable segments: Canada, the U.S. and International, based on the location of customers. The Searchlight and CanPrev businesses have been included in the Canada segment.

Financial performance of reportable segments is reviewed by the Chief Operating Decision Maker ("**CODM**") based upon gross profit. Costs and other income below gross profit, and balance sheet items are reviewed by the CODM on a consolidated basis.

Revenue

Revenues are primarily generated from the sale of products. Included in revenues are provisions for estimated chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments. Revenues also include amounts derived from product out-licensing agreements. These arrangements can include an initial upfront payment on inception of the license, and subsequent payments that are dependent on royalties earned by the Company.

Gross Profit

Gross profit represents revenues, less cost of sales and will vary from period to period depending on a variety of factors, including net product pricing, manufacturing costs and the mix of products sold.

The Company's cost of sales comprises labour, raw materials, components, packaging, quality assurance and control and manufacturing overhead costs, including but not limited to the following:

- costs of the necessary API and supporting ingredients of the products the Company manufactures and various types of packaging material;
- overhead costs, including utilities, maintenance of production equipment and other support expenses associated with the production of the Company's products;
- salaries and benefits for personnel directly involved in production activities;
- depreciation of property, plant and equipment used for production purposes; and
- freight and logistic costs, including costs to ship products to internal distribution centers and to customers.

The Company also enters into various agreements for the development, manufacturing and supply of certain pharmaceuticals or other substances. Through these development agreements, the Company obtains a license, which provides exclusive rights to sell and market the product from a third-party research company. Additionally, these agreements normally offer compensation to the research company in the form of a royalty or profit share payment on future sales of the developed product. These royalty or profit share payments are also included in the Company's cost of sales when incurred.

Selling, General and Administrative

The Company's selling, general and administrative expenses consist of labour, sales and marketing expenses, office and general expenses including utilities, insurance, externally provided services such as professional fees, depreciation and amortization and other expenses. The selling, general and administrative expenses also include costs for share-based compensation and management incentive programs.

Research and Development

The Company has made, and expects to continue to make, substantial investments in R&D to expand its product portfolio and grow its business. R&D costs consist primarily of costs associated with the development of the Company's product candidates, such as salaries and other personnel-related expenses for employees involved with R&D activities, litigation costs incurred prior to commercial product launch, materials used for research, including active ingredients, manufacturing pre-launch inventory, clinical trials, regulatory submission fees, testing, operating and lab supplies, depreciation and other related expenses. The Company expenses research costs as incurred.

Other Operating Expenses (Income), Net

Other operating expenses (income), net consists primarily of acquisition related costs, remeasurement of contingent consideration, gains on the sale-leaseback transaction that occurred as part of the APHI Acquisition (the "**Sale-Leaseback**"), any gain or loss on sale of property, plant and equipment, litigation settlements and awards and the associated legal fees related to cases that are not company product specific, operational reorganization costs, initial public offering ("**IPO**") related costs, impairment loss and write-off of assets, quality remediation costs and other.

Finance Expenses (Income), Net

Finance expenses (income), net consists primarily of expenses incurred in the process of managing the Company's finances. This includes interest accretion on loans and lease liabilities, net of interest income, net foreign exchange gains and losses and other expenses related to financing activities.

Income Tax Expense (Recovery)

The Company's provision for income taxes consists primarily of federal and provincial income taxes in Canada and income taxes in foreign jurisdictions where the Company conducts business. The Company estimates income taxes in each of the jurisdictions in which it operates. This process involves determining income tax expense together with calculating the deferred income tax expense related to temporary differences resulting from the differing treatment of items for tax and accounting purposes.

Net Income (Loss)

Net income (loss) is the Company's total revenue minus its total expenses, including cost of goods sold, selling, general and administrative expenses, research and development expenses, other operating expenses, finance expenses and income tax expenses (recoveries).

Non-IFRS Financial Measures and Ratios

This MD&A makes reference to certain non-IFRS financial measures, ratios and supplementary financial information used by management to measure the profitability of ongoing operations and in analyzing the Company's financial condition, business performance and trends. This information is also used by management for purposes of comparison to prior periods, to prepare annual operating budgets and forecasts, to determine components of management compensation and financial covenant compliance and for the development of future projections and earnings growth prospects. These measures are not recognized measures under IFRS, do not have standardized meanings prescribed by IFRS, and therefore may not be comparable to similarly titled measures presented by other companies. Rather, these measures are provided as additional information to complement the IFRS measures by providing further understanding of the Company's results of operations from management's perspective. However, the performance measures used by the Company may be calculated in a different manner than similar performance measures used by other companies. Accordingly, they should not be considered in isolation or as a substitute for analysis of the Company's financial information reported under IFRS.

Management uses non-IFRS financial measures and ratios including EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, and Net Debt (Cash) to provide supplemental measures of the Company's operating performance and thus highlight trends in the Company's core business that may not otherwise be apparent when using IFRS financial measures. Management believes the presentation of these financial measures and ratios enhances an investor's understanding of the Company's financial performance as these measures and ratios are widely used by investors, securities analysts and other interested parties.

For a reconciliation of these measures to the most directly comparable IFRS measures, see "Reconciliation of Non-IFRS Financial Measures" below.

EBITDA

EBITDA is calculated as earnings before income tax expense (recovery), interest expense, net, depreciation and amortization.

Management believes that EBITDA is a useful measure to assess the Company's financial performance as it provides more meaningful operating results by excluding the effects of non-operating costs such as interest and taxes, and non-cash costs such as depreciation and amortization.

EBITDA Margin

EBITDA Margin is calculated as EBITDA divided by revenue.

Management believes that EBITDA Margin is a useful measure to assess the Company's financial performance, as a percentage of revenue, as it provides more meaningful operating results by excluding the effects of non-operating costs such as interest and taxes, and non-cash costs such as depreciation and amortization.

Adjusted EBITDA

Adjusted EBITDA is calculated as EBITDA adjusted to include the cost of lease payments and to exclude acquisition related costs, non-cash purchase price adjustments, remeasurement of contingent consideration, share-based compensation, gains on Sale-Leaseback, gains or losses on sale of property, plant and equipment, impairment and write-off of assets, litigation settlements and awards and the associated legal fees related to cases that are not company product specific, operational reorganization costs, unrealized foreign exchange losses or gains, IPO related costs, quality remediation costs and other adjustments, which represent items that have been excluded from Adjusted EBITDA to facilitate

understanding of trends in the Company's financial results such as costs associated with business transformation initiatives.

Management believes Adjusted EBITDA is a useful measure to assess the Company's financial performance as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, and expenses management believes are not reflective of the Company's underlying business performance.

Adjusted EBITDA Margin

Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by revenue.

Management believes Adjusted EBITDA Margin is a useful measure to assess the Company's financial performance, as a percentage of revenue, as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, and expenses management believes are not reflective of the Company's underlying business performance.

Adjusted Net Income (Loss)

Adjusted Net Income is calculated as earnings (loss) adjusted for acquisition related costs, non-cash purchase price adjustments, remeasurement of contingent consideration, share-based compensation, gain on the Sale-Leaseback, gain or loss on sale of property, plant and equipment, impairment and write-off of assets, litigation settlement and awards and the associated legal fees related to cases that are not company product specific, operational reorganization costs, unrealized foreign exchange losses or gains, IPO related costs, quality remediation costs, other adjustments, and the tax effect of all such adjustments, which represent items that have been excluded from Adjusted Net Income to facilitate understanding of trends in the Company's financial results such as costs associated with business transformation initiatives.

Management believes Adjusted Net Income is a useful measure to assess the Company's financial performance as it provides more meaningful operating results by excluding the effects of expenses management believes are not reflective of the Company's underlying business performance.

Net Debt (Cash)

Net Debt (Cash) is calculated as total debt less cash and cash equivalents.

Management believes Net Debt (Cash) is a useful measure to assess the Company's financial obligations, net of its cash and cash equivalents.

Reconciliation of Non-IFRS Financial Measures

The following tables show reconciliations of (i) net income (loss) to EBITDA and Adjusted EBITDA; (ii) net income (loss) to Adjusted Net Income (Loss); and (iii) total debt to Net Debt (Cash):

	Three Months Ended March 31,		Year Ended March 31,		
	2026	2025	2026	2025	2024
Net income (loss)	**$ (122.3)**	**$ (189.4)**	**$ 373.8**	**$ 151.7**	**$ (146.9)**
Adjustments:					
Income tax expense (recovery)	(3.7)	(21.4)	146.1	158.9	(8.6)
Interest expense, net	66.3	48.6	260.6	216.8	158.5
Depreciation and amortization	44.2	25.3	149.4	136.5	150.7
EBITDA	**$ (15.5)**	**$ (137.0)**	**$ 929.8**	**$ 664.0**	**$ 153.7**
EBITDA Margin	**(2.1)%**	**(19.9)%**	**26.6%**	**19.8%**	**5.2%**
Acquisition related costs[(1)]	20.1	25.7	21.3	43.0	125.6
Non-cash purchase price adjustment[(2)]	-	2.1	1.1	26.4	219.0
Remeasurement of contingent consideration[(3)]	(11.5)	47.4	30.0	205.8	219.9
Share-based compensation	12.0	2.5	64.6	73.5	53.5
Gain on Sale-Leaseback[(4)]	-	-	-	-	(4.4)
Loss (gain) on sale of property, plant and equipment	1.2	-	1.2	(2.3)	-
Impairment and write-off of assets[(5)]	72.3	8.0	72.3	8.0	-
Litigation settlements and awards[(6)]	38.8	154.2	69.9	154.2	-
Operational reorganization costs[(7)]	55.7	1.7	88.0	10.3	93.4
Unrealized foreign exchange loss (gain)	15.6	34.8	(22.4)	73.1	(4.3)
IPO related costs[(8)]	7.2	3.7	19.9	22.4	2.5
Quality remediation costs[(9)]	8.3	-	27.4	-	-
Other adjustments[(10)]	11.8	8.4	30.7	18.9	18.0
Lease payments[(11)]	(13.4)	(14.6)	(53.4)	(51.6)	(48.4)
Adjusted EBITDA	**$ 202.6**	**$ 136.9**	**$ 1,280.4**	**$ 1,245.7**	**$ 828.5**
Adjusted EBITDA Margin	**27.8%**	**19.9%**	**36.7%**	**37.2%**	**28.2%**

Numbers may not add due to rounding.

Notes:

(1) Represents advisory fees and other expenses paid to third parties related to business acquisition activities. These fees and expenses are excluded from Adjusted EBITDA as they are only incurred once in connection with each business acquisition and are not related to underlying business operations of the Company, as applicable. The Company expects, however, that it will complete additional business acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily related to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to the preparation of the IPO and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.

(10) Represents other items such as costs associated with business transformation initiatives that have been excluded from Adjusted EBITDA to facilitate understanding of trends in the Company's financial results.
(11) Represents periodic rent payments made by the Company, as applicable, to the lessor in exchange of the right to use the leased asset over the reporting period.

	Three Months Ended March 31,		Year Ended March 31,		
	2026	2025	2026	2025	2024
Net income (loss)	**$ (122.3)**	**$ (189.4)**	**$ 373.8**	**$ 151.7**	**$ (146.9)**
Acquisition related costs[1]	20.1	25.7	21.3	43.0	125.6
Non-cash purchase price adjustment[2]	-	2.1	1.1	26.4	219.0
Remeasurement of contingent consideration[3]	(11.5)	47.4	30.0	205.8	219.9
Share-based compensation	12.0	2.5	64.6	73.5	53.5
Gain on Sale-Leaseback[4]	-	-	-	-	(4.4)
Loss (gain) on sale of property, plant and equipment	1.2	-	1.2	(2.3)	-
Impairment and write-off of assets[5]	72.3	8.0	72.3	8.0	-
Litigation settlements and awards[6]	38.8	154.2	69.9	154.2	-
Operational reorganization costs[7]	55.7	1.7	88.0	10.3	93.4
IPO related costs[8]	7.2	3.7	19.9	22.4	2.5
Unrealized foreign exchange loss (gain)	15.6	34.8	(22.4)	73.1	(4.3)
Quality remediation costs[9]	8.3	-	27.4	-	-
Other adjustments[10]	11.8	8.4	30.7	18.9	18.0
Tax effect of adjustments	(38.5)	(59.7)	(58.2)	(88.5)	(112.5)
Adjusted Net Income	**$ 70.6**	**$ 39.5**	**$ 719.7**	**$ 696.6**	**$ 463.8**

Numbers may not add due to rounding.

Notes:
(1) Represents advisory fees and other expenses paid to third parties related to business acquisition activities. These fees and expenses are excluded from Adjusted EBITDA as they are only incurred once in connection with each business acquisition by the Company and are not related to underlying business operations of the Company. The Company expects, however, that it will complete additional business acquisitions in the future that will result in the Company incurring additional costs of this nature.
(2) Includes impact of inventory fair value step up related to the acquisitions of CanPrev, Searchlight and APHI.
(3) Represents the remeasurement of contingent consideration related to the APHI Acquisition.
(4) Represents gain arising from the sale of assets as part of the Sale-Leaseback.
(5) Primarily related to the divestiture of Signa.
(6) Represents litigation settlement and awards and the associated legal fees related to cases that are not company product specific but are industry-wide and involve other pharmaceutical companies. The Company does not believe these costs are reflective of underlying business performance.
(7) Represents severance costs related to operational reorganizations.
(8) Represents costs that are directly related to the preparation of the IPO and are not equity issuance costs.
(9) Quality remediation costs incurred to address observations identified during FDA inspections at the Company's Richmond Hill facility.
(10) Represents other items such as costs associated with business transformation initiatives that have been excluded from Adjusted Net Income to facilitate understanding of trends in the Company's financial results.

	As at March 31,		
	2026	2025	2024
Total debt	**$ 2,940.2**	**$ 2,067.2**	**$ 1,325.3**
Less: Cash and cash equivalents	57.0	78.0	421.3
Net Debt	**$ 2,883.2**	**$ 1,989.3**	**$ 904.0**

Numbers may not add due to rounding.

Results of Operations for the Three Months Ended March 31, 2026 Compared with 2025

Revenue

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Revenue	$ 729.4	$ 687.7	$ 41.7	6.1%

Revenue for the three months ended March 31, 2026 was $729.4 million compared with $687.7 million for the three months ended March 31, 2025, an increase of $41.7 million, or 6.1%. Excluding sales of the Volume-Limited License Product, sales increased by $71.9 million, or 10.9% due to higher sales in both the U.S. and Canadian markets from new product launches, including the first-to-market launch of cladribine and nilotinib in the U.S. as well as higher revenues from the CanPrev business that was acquired in February of the prior year, partially offset by additional competition and the expiration of market exclusivity for certain products.

Below is the Company's revenue by business line, based on the Company's Journey of Health strategy:

	Three Months Ended March 31,					
Business lines	**2026**	**% of Total Revenue**	**2025**	**% of Total Revenue**	**$ Change**	**% Change**
Conventional Generics	$ 348.8	47.8%	$ 337.6	49.1%	$ 11.2	3.3%
Specialty Generics	247.2	33.9%	222.4	32.3%	24.8	11.2%
Brands & Biosimilars	133.4	18.3%	127.8	18.6%	5.6	4.4%
Total revenue	**$ 729.4**	**100.0%**	**$ 687.8**	**100.0%**	**$ 41.6**	**6.0%**

Numbers may not add due to rounding.

Revenue for Conventional Generics for the three months ended March 31, 2026 was $348.8 million compared with $337.6 million for the three months ended March 31, 2025, an increase of $11.2 million, or 3.3%. Excluding sales of the Volume-Limited License Product, sales increased by $41.5 million, or 13.5%. This growth was the result of strong sales from new product launches and certain products in the Company's existing portfolio in both the U.S. and Canada.

Revenue for Specialty Generics for the three months ended March 31, 2026 was $247.2 million compared with $222.4 million for the three months ended March 31, 2025, an increase of $24.8 million, or 11.2%. Revenue growth for Specialty Generics was supported by first-to-market launches of cladribine and nilotinib in the U.S., partially offset by additional competition following the expiration of market exclusivity for certain products in the U.S.

Revenue for Brands & Biosimilars for the three months ended March 31, 2026 was $133.4 million compared with $127.8 million for the three months ended March 31, 2025, an increase of $5.6 million, or 4.4%. Revenue for Brands & Biosimilars was higher for the three months ended March 31, 2026 due to higher revenues in the CanPrev and Searchlight businesses that were acquired in the prior year, partially offset by lower selling prices for certain products.

Below is the Company's revenue, based on the Company's geographic reportable segments:

Geographic reportable segment	Three Months Ended March 31, 2026	2025	$ Change	% Change
Canada	$ 341.7	$ 321.4	$ 20.3	6.3%
U.S.	326.0	306.7	19.3	6.3%
International	61.7	59.6	2.1	3.5%
Total revenue	**$ 729.4**	**$ 687.7**	**$ 41.7**	**6.1%**

Numbers may not add due to rounding.

Canada

Revenue in Canada for the three months ended March 31, 2026 was $341.7 million compared with $321.4 million for the three months ended March 31, 2025, an increase of $20.3 million, or 6.3%. Higher revenue was driven by strong sales from new product launches in the current year compared with the same period in the prior year, as well as higher revenues from the CanPrev and Searchlight businesses that were acquired in the prior year.

U.S.

Revenue in the U.S. for the three months ended March 31, 2026 was $326.0 million compared with $306.7 million for the three months ended March 31, 2025, an increase of $19.3 million, or 6.3%. Excluding sales of the Volume-Limited License Product, sales increased by $49.5 million, or 17.9%. The increase was due to strong sales from new launches, including the first-to-market launches of cladribine and nilotinib, partially offset by additional competition following the expiration of market exclusivity for certain products.

International

Revenue in International for the three months ended March 31, 2026 was $61.7 million compared with $59.6 million for the three months ended March 31, 2025, an increase of $2.1 million, or 3.5%. The increase was due to higher sales volumes of certain products in various markets compared with the same period in the prior year.

Gross Profit

	Three Months Ended March 31, 2026	2025	$ Change	% Change
Gross profit	$ 375.9	$ 315.8	$ 60.1	19.0%
Inventory fair value adjustments[(1)]	-	2.1	(2.1)	(100.0)%
Gross profit excl. inventory fair value adjustments[(1)]	**$ 375.9**	**$ 317.9**	**$ 58.0**	**18.2%**
Gross margin excl. inventory fair value adjustments[(1)]	51.5%	46.2%		530 bps

Numbers may not add due to rounding.

Notes:
(1) Inventory fair value adjustments relate to the unwinding of acquisition related inventory step-up.

Gross profit for the three months ended March 31, 2026 was $375.9 million compared with $315.8 million for three months ended March 31, 2025, an increase of $60.1 million, or 19.0%. Gross profit includes $2.1 million of inventory fair value adjustments related to the CanPrev acquisition for the three months ended March 31, 2025.

After removing the impact of the inventory fair value adjustments, gross margin was 51.5% for the three months ended March 31, 2026 compared with 46.2% for the same period in the prior year. The increase in gross margin was due to favourable product mix driven by new product launches in the current year, and lower expenses due to productivity initiatives, which resulted in lower labour costs, procurement savings and manufacturing efficiencies.

Below is the Company's gross profit, based on the Company's geographic reportable segments:

	Three Months Ended March 31,			
Geographic reportable segment	**2026**	**2025**	**$ Change**	**% Change**
Canada	$ 195.0	$ 172.4	$ 22.6	13.1%
U.S.	159.8	129.6	30.2	23.3%
International	21.1	13.8	7.3	52.9%
Gross profit	**$ 375.9**	**$ 315.8**	**$ 60.1**	**19.0%**

Numbers may not add due to rounding.

Canada

Gross profit in Canada for the three months ended March 31, 2026 was $195.0 million compared with $172.4 million for the three months ended March 31, 2025, an increase of $22.6 million, or 13.1%. Gross profit for the three months ended March 31, 2025 includes inventory fair value adjustments related to purchase price accounting for the CanPrev acquisition of $2.1 million.

Gross margin in Canada was 57.1% for the three months ended March 31, 2026 compared with 53.6% for the same period in the prior year. After removing the impact of the inventory fair value adjustments, gross margin was 56.8% for the three months ended March 31, 2025. Gross margin was higher for the three months ended March 31, 2026 due to product mix and productivity initiatives, which resulted in lower labour costs, procurement savings and manufacturing efficiencies.

U.S.

Gross profit in the U.S. for the three months ended March 31, 2026 was $159.8 million compared with $129.6 million for the three months ended March 31, 2025, an increase of $30.2 million, or 23.3%.

Gross margin in the U.S. was 49.0% for the three months ended March 31, 2026 compared with 42.2% for the same period in the prior year. The increase in gross margin was due to favourable product mix driven by new product launches in the current year, partially offset by lower contributions from the Volume-Limited License Product compared with the same period in the prior year.

International

Gross profit in International for the three months ended March 31, 2026 was $21.1 million compared with $13.8 million for the three months ended March 31, 2025, an increase of $7.3 million, or 52.9%.

Gross margin in International was 34.3% for the three months ended March 31, 2026 compared with 23.2% for the same period in the prior year. The variance in gross margin was due to favourable product mix and higher inventory provisions recorded in the same period in the prior year.

Selling, General and Administrative

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Selling, general and administrative	$ 169.9	$ 150.1	$ 19.8	13.2%

Selling, general and administrative expenses for the three months ended March 31, 2026 were $169.9 million compared with $150.1 million for the three months ended March 31, 2025, an increase of $19.8 million, or 13.2%. The increase was due to litigation settlement income related to company product specific cases recorded in the prior year, higher share-based compensation expense and incremental expenses from the CanPrev business due to the timing of the acquisition in the prior year, partially offset by lower expenses.

Research and Development

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Research and development	$ 43.1	$ 77.9	$ (34.8)	(44.7)%

Research and development expenses for the three months ended March 31, 2026 were $43.1 million compared with $77.9 million for the three months ended March 31, 2025, a decrease of $34.8 million, or 44.7%.

Research and development expenses as a percentage of revenue was 5.9% for the three months ended March 31, 2026, compared with 11.3% for the three months ended March 31, 2025. Research and development expenses decreased due to the timing of regulatory submissions and materials and supplies expenses compared with the same period in the prior year.

Other Operating Expenses, Net

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Other operating expenses, net	$ 203.2	$ 246.7	$ (43.5)	(17.6)%

Other operating expenses, net for the three months ended March 31, 2026 were $203.2 million compared with $246.7 million for the three months ended March 31, 2025, a decrease of $43.5 million, or 17.6% due to changes in provisions related to specified litigation matters that existed prior to the APHI Acquisition and changes in the fair value of contingent consideration, partially offset by impairment costs related to the Signa divestiture, and higher operational reorganization and quality remediation costs.

Finance Expenses, Net

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Finance expenses, net	$ 85.8	$ 52.0	$ 33.8	65.0%

Finance expenses, net for the three months ended March 31, 2026 were $85.8 million compared with $52.0 million for the three months ended March 31, 2025, an increase of $33.8 million, or 65.0%, due to the impact of foreign exchange where the Company recognized a higher net foreign exchange loss during the three months ended March 31, 2026 compared with the same period in the prior year. The Company also had higher interest expense driven by higher debt levels partially offset by lower interest rates, as well as lower interest income during the three months ended March 31, 2026 compared with the same period in the prior year.

Income Tax Recovery

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Income tax recovery	$ (3.7)	$ (21.4)	$ 17.7	82.7%

Income tax recovery for the three months ended March 31, 2026 was $3.7 million compared with $21.4 million for the three months ended March 31, 2025, due to an decrease in pre-tax loss, partially offset by a reduction in non-deductible items.

The effective tax rate for the three months ended March 31, 2026 was 2.9% compared with 10.2% for the three months ended March 31, 2025. The decrease in the effective tax rate was due to changes in non-deductible items, partially offset by adjustments in respect of previous years.

Net Loss

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Net loss	$ (122.3)	$ (189.4)	$ 67.1	35.4%

Net loss for the three months ended March 31, 2026 was $122.3 million compared with $189.4 million for the three months ended March 31, 2025, an improvement of $67.1 million. The improvement was due to higher gross profit and lower expenses as noted above, partially offset by higher finance costs and impairment losses related to the Signa divestiture.

Adjusted Net Income

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Adjusted Net Income[(1)]	$ 70.6	$ 39.5	$ 31.1	78.7%

Notes:
(1) Non-IFRS financial measure. See “Non-IFRS Financial Measures and Ratios” and “Reconciliation of Non-IFRS Financial Measures”.

Adjusted Net Income for the three months ended March 31, 2026 was $70.6 million compared with $39.5 million for the three months ended March 31, 2025, an increase of $31.1 million. The increase was due to higher gross profit and lower expenses as noted above for the three months ended March 31, 2026, partially offset by higher finance costs, after adjustments.

Adjusted EBITDA

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
Adjusted EBITDA[(1)]	$ 202.6	$ 136.9	$ 65.7	48.0%
Adjusted EBITDA Margin[(1)]	27.8%	19.9 %		790 bps

Notes:
(1) Non-IFRS financial measure. See "Non-IFRS Financial Measures and Ratios" and "Reconciliation of Non-IFRS Financial Measures".

Adjusted EBITDA for the three months ended March 31, 2026 was $202.6 million compared with $136.9 million for the three months ended March 31, 2025, an increase of $65.7 million, driven by higher income from operations as noted above.

Adjusted EBITDA Margin was 27.8% for the three months ended March 31, 2026 compared with 19.9% for the three months ended March 31, 2025. The increase in Adjusted EBITDA Margin was due to higher gross margin and lower operating expenses as noted above.

Results of Operations for Fiscal 2026 Compared with Fiscal 2025

Revenue

	Year Ended March 31			
	2026	2025	$ Change	% Change
Revenue	$ 3,490.8	$ 3,349.7	$ 141.1	4.2%

Revenue for Fiscal 2026 was $3,490.8 million compared with $3,349.7 million for Fiscal 2025, an increase of $141.1 million, or 4.2%. Excluding sales of the Volume-Limited License Product, sales increased by $262.5 million, or 9.1% due to strong sales from new product launches in the current year, including the first-to-market launches of nilotinib and cladribine in the U.S., as well as higher revenues from the CanPrev and Searchlight businesses and Provigil and Nuvigil brands, partially offset by additional competition following the expiration of market exclusivity for certain products.

Below is the Company's revenue by business line, based on the Company's Journey of Health strategy:

	Year Ended March 31,					
Business lines	**2026**	**% of Total Revenue**	**2025**	**% of Total Revenue**	**$ Change**	**% Change**
Conventional Generics	$ 1,780.6	51.0%	$ 1,872.4	55.9 %	$ (91.8)	(4.9)%
Specialty Generics	1,151.5	33.0%	976.3	29.1 %	175.2	17.9%
Brands & Biosimilars	558.7	16.0%	501.0	15.0 %	57.7	11.5%
Total revenue	**$ 3,490.8**	**100.0%**	**$ 3,349.7**	**100.0 %**	**$ 141.1**	**4.2%**

Numbers may not add due to rounding.

Revenue for Conventional Generics for Fiscal 2026 was $1,780.6 million compared with $1,872.4 million for Fiscal 2025, a decrease of $91.8 million, or 4.9%. Excluding sales of the Volume-Limited License Product, sales increased by $29.6 million, or 2.1% due to new product launches in the current year and stronger performance from the existing product portfolio partially offset by additional competition following the expiration of market exclusivity for certain products.

Revenue for Specialty Generics for Fiscal 2026 was $1,151.5 million compared with $976.3 million for Fiscal 2025, an increase of $175.2 million, or 17.9%. Revenue for Specialty Generics was higher for Fiscal 2026 due to new launches, including first-to-market launches of nilotinib and cladribine in the U.S., partially offset by additional competition following the expiration of market exclusivity for certain products.

Revenue for Brands & Biosimilars for Fiscal 2026 was $558.7 million compared with $501.0 million for Fiscal 2025, an increase of $57.7 million, or 11.5%. Revenue for Brands & Biosimilars was higher for Fiscal 2026 due to higher revenues from the CanPrev and Searchlight businesses and Provigil and Nuvigil brands driven by both acquisition timing and growth, partially offset by additional competition and the expiration of market exclusivity for certain products.

Below is the Company's revenue, based on the Company's geographic reportable segments:

	Year Ended March 31,			
Geographic reportable segment	**2026**	**2025**	**$ Change**	**% Change**
Canada	$ 1,431.1	$ 1,267.8	$ 163.3	12.9%
U.S.	1,790.4	1,810.8	(20.4)	(1.1)%
International	269.4	271.1	(1.7)	(0.6)%
Total revenue	**$ 3,490.8**	**$ 3,349.7**	**$ 141.1**	**4.2%**

Numbers may not add due to rounding.

Canada

Revenue in Canada for Fiscal 2026 was $1,431.1 million compared with $1,267.8 million for Fiscal 2025, an increase of $163.3 million, or 12.9%. Higher revenue was due to both the acquisition timing and growth of the CanPrev and Searchlight businesses and strong sales from new products launched in the current and prior year, as well as stronger performance from the existing product portfolio.

U.S.

Revenue in the U.S. for Fiscal 2026 was $1,790.4 million compared with $1,810.8 million for Fiscal 2025, a decrease of $20.4 million, or 1.1%. Excluding sales of the Volume-Limited License Product, sales increased by $100.9 million, or 7.5%. The increase in revenue in the U.S. was due to strong sales from new first-to-market product launches in the current year, including nilotinib and cladribine partially offset by additional competition following the expiration of market exclusivity for certain products.

International

Revenue in International for Fiscal 2026 was $269.4 million compared with $271.1 million for Fiscal 2025, a decrease of $1.7 million, or 0.6%. The decrease in revenues was due to lower sales volumes of certain products in certain markets.

Gross Profit

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Gross profit	$ 1,941.6	$ 1,793.8	$ 147.8	8.2 %
Inventory fair value adjustments[(1)]	1.1	26.4	(25.3)	(95.8)%
Gross profit excl. inventory fair value adjustments[(1)]	**$ 1,942.7**	**$ 1,820.2**	**$ 122.5**	**6.7%**
Gross margin excl. inventory fair value adjustments[(1)]	55.7%	54.3 %		140 bps

Numbers may not add due to rounding.

Notes:
(1) Inventory fair value adjustments relate to the unwinding of acquisition related inventory step-up.

Gross profit for Fiscal 2026 was $1,941.6 million compared with $1,793.8 million for Fiscal 2025, an increase of $147.8 million, or 8.2%. Gross profit includes $1.1 million of inventory fair value adjustments related to the CanPrev acquisition during Fiscal 2026. Gross profit includes $26.4 million of inventory fair value adjustments related to the Searchlight and CanPrev acquisitions during Fiscal 2025.

After removing the impact of the inventory fair value adjustments for the Searchlight and CanPrev acquisitions, gross margin was 55.7% for Fiscal 2026 and 54.3% for Fiscal 2025. The increase in gross margin was due to favourable product mix, including increased contributions from new product launches in Specialty Generics as well as the acquired businesses, and lower expenses due to productivity initiatives which resulted in lower labour costs, procurement savings and manufacturing efficiencies, partially offset by lower contributions from the Volume-Limited License Product.

Below is the Company's gross profit, based on the Company's geographic reportable segments:

	Year Ended March 31,			
Geographic reportable segment	**2026**	**2025**	**$ Change**	**% Change**
Canada	$ 801.7	$ 679.1	$ 122.6	18.1%
U.S.	1,055.6	1,057.7	(2.1)	(0.2)%
International	84.3	57.1	27.2	47.6%
Gross profit	**$ 1,941.6**	**$ 1,793.8**	**$ 147.8**	**8.2%**

Numbers may not add due to rounding.

Canada

Gross profit in Canada for Fiscal 2026 was $801.7 million compared with $679.1 million for Fiscal 2025, an increase of $122.6 million, or 18.1%. Gross profit includes inventory fair value adjustments related to purchase price accounting for the CanPrev acquisition of $1.1 million for Fiscal 2026 and the Searchlight and CanPrev acquisitions of $26.4 million for Fiscal 2025.

Gross margin in Canada was 56.0% for Fiscal 2026 compared with 53.6% for the same period in the prior year. After removing the impact of the inventory fair value adjustments for the Searchlight and CanPrev acquisitions, gross margin was 56.1% for Fiscal 2026 compared with 56.5% for Fiscal 2025. Higher inventory provisions compared with last year was partially offset by productivity initiatives in the current year, which resulted in lower labour costs, procurement savings and manufacturing efficiencies.

U.S.

Gross profit in the U.S. for Fiscal 2026 was $1,055.6 million compared with $1,057.7 million for Fiscal 2025, a decrease of $2.1 million, or 0.2%.

Gross margin in the U.S. was 59.0% for Fiscal 2026 compared with 58.4% for the same period in the prior year. The increase in gross margin was due to product mix as the higher margins from new first-to-market product launches in the current year, including nilotinib and cladribine, were offset by lower contributions from the Volume-Limited License Product compared with the same period in the prior year.

International

Gross profit in International for Fiscal 2026 was $84.3 million compared with $57.1 million for Fiscal 2025, an increase of $27.2 million.

Gross margin in International was 31.3% for Fiscal 2026 compared with 21.1% for the same period in the prior year. The variance in gross margin was due to favourable product mix and higher inventory provisions recorded in the prior year.

Selling, General and Administrative

	Year Ended March 31,			
	2026	**2025**	**$ Change**	**% Change**
Selling, general and administrative	$ 635.0	$ 571.4	$ 63.6	11.1%

Selling, general and administrative expenses for Fiscal 2026 were $635.0 million compared with $571.4 million for Fiscal 2025, an increase of $63.6 million, or 11.1%. The increase was due to incremental expenses from the Searchlight and CanPrev businesses and litigation settlement income related to company product specific cases recorded in the prior year partially offset by lower expenses, including lower share-based compensation expense.

Research and Development

	Year Ended March 31,			
	2026	**2025**	**$ Change**	**% Change**
Research and development	$ 162.6	$ 216.0	$ (53.4)	(24.7)%

Research and development expenses for Fiscal 2026 were $162.6 million compared with $216.0 million for Fiscal 2025, a decrease of $53.4 million, or 24.7%.

Research and development expenses represented 4.7% of revenue for Fiscal 2026 compared with 6.4% of revenue for Fiscal 2025. The lower research and development expenses as a percentage of revenue were due to the timing of regulatory submissions and materials and supplies expenses.

Other Operating Expenses, Net

	Year Ended March 31,			
	2026	**2025**	**$ Change**	**% Change**
Other operating expenses, net	$ 357.8	$ 453.9	$ (96.1)	(21.2)%

Other operating expenses, net for Fiscal 2026 were $357.8 million compared with $453.9 million for Fiscal 2025, a decrease of $96.1 million, or 21.2%. The decrease was due to changes in fair value of contingent consideration and changes in provisions related to specified litigation matters that existed prior to the APHI Acquisition, partially offset by higher costs to implement productivity initiatives, impairment costs related to the Signa divestiture and quality remediation costs.

Finance Expenses, Net

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Finance expenses, net	$ 266.4	$ 241.8	$ 24.6	10.2%

Finance expenses, net for Fiscal 2026 were $266.4 million compared with $241.8 million for Fiscal 2025, an increase of $24.6 million, or 10.2%. The increase was due to higher interest expense driven by higher debt levels and lower interest income during Fiscal 2026 compared with Fiscal 2025. This was partially offset by lower interest rates and the impact of foreign exchange where the Company recognized a lower net foreign exchange loss during Fiscal 2026 compared with Fiscal 2025.

Income Tax Expense

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Income tax expense	$ 146.1	$ 158.9	$ (12.8)	(8.1)%

Income tax expense for Fiscal 2026 was $146.1 million compared with $158.9 million for Fiscal 2025, a decrease of $12.8 million due to a decrease in non-deductible items.

The effective tax rate for Fiscal 2026 was 28.1% compared with 51.2% for Fiscal 2025. The decrease in the effective tax rate was due changes in income earned in foreign jurisdictions with varying statutory tax rates, adjustments in respect of previous years, and a decrease in non-deductible items.

Net Income

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Net income	$ 373.8	$ 151.7	$ 222.1	146.4%

Net income for Fiscal 2026 was $373.8 million compared with $151.7 million for Fiscal 2025, an increase of $222.1 million. The increase was due to changes in the fair value of contingent consideration, higher gross profit and lower income tax expenses, partially offset by impairment losses from the Signa divestiture and higher finance expenses, as noted above.

Adjusted Net Income

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Adjusted Net Income[(1)]	$ 719.7	$ 696.6	$ 23.1	3.3%

Notes:
(1) Non-IFRS financial measure. See “Non-IFRS Financial Measures and Ratios” and “Reconciliation of Non-IFRS Financial Measures”.

Adjusted Net Income for Fiscal 2026 was $719.7 million compared with $696.6 million for Fiscal 2025, an increase of $23.1 million. The increase was due to higher income from operations driven by higher gross profit, partially offset by higher finance costs and income taxes, after adjustments for Fiscal 2026.

Adjusted EBITDA

	Year Ended March 31,			
	2026	2025	$ Change	% Change
Adjusted EBITDA[(1)]	$ 1,280.4	$ 1,245.7	$ 34.7	2.8%
Adjusted EBITDA Margin[(1)]	36.7%	37.2 %		-50 bps

Notes:
(1) Non-IFRS financial measure. See “Non-IFRS Financial Measures and Ratios” and “Reconciliation of Non-IFRS Financial Measures”.

Adjusted EBITDA for Fiscal 2026 was $1,280.4 million compared with $1,245.7 million for Fiscal 2025, an increase of $34.7 million. The increase was due to higher income from operations, after adjustments.

Adjusted EBITDA Margin was 36.7% for Fiscal 2026 compared with 37.2% for Fiscal 2025. The decrease in Adjusted EBITDA Margin was due to price erosion in the final year of the license agreement for the Volume-Limited License Product and realized foreign losses in the current period compared to realized foreign gains in the prior period, partially offset by higher gross margin and lower operating expenses as noted above.

Results of Operations for Fiscal 2025 Compared with Fiscal 2024

Revenue

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Revenue	$ 3,349.7	$ 2,940.5	$ 409.2	13.9 %

Revenue for Fiscal 2025 was $3,349.7 million compared with $2,940.5 million for Fiscal 2024, an increase of $409.2 million, or 13.9%. Excluding sales of the Volume-Limited License Product, sales increased by $239.4 million, or 9.0% due to strong sales in both the U.S. and Canadian markets from new product launches in the current and prior year and positive foreign exchange, as well as the inclusion of revenues from the Searchlight and CanPrev businesses, partially offset by additional competition following the expiration of market exclusivity for certain products in the U.S.

Below is the Company’s revenue by business line, based on the Company’s Journey of Health strategy:

	Year Ended March 31,					
Business lines	**2025**	**% of Total Revenue**	**2024**	**% of Total Revenue**	**$ Change**	**% Change**
Conventional Generics	$ 1,872.4	55.9 %	$ 1,786.5	60.8 %	$ 85.9	4.8 %
Specialty Generics	976.3	29.1 %	784.2	26.7 %	192.1	24.5 %
Brands & Biosimilars	501.0	15.0 %	369.8	12.6 %	131.2	35.5 %
Total revenue	**$ 3,349.7**	**100.0 %**	**$ 2,940.5**	**100.0 %**	**$ 409.2**	**13.9 %**

Numbers may not add due to rounding.

Revenue for Conventional Generics for Fiscal 2025 was $1,872.4 million compared with $1,786.5 million for Fiscal 2024, an increase of $85.9 million, or 4.8%. Excluding sales of the Volume-Limited License Product, sales decreased by $83.9 million, or 5.6% due to additional competition following the expiration of market exclusivity for certain products in the U.S. partially offset by new product launches in Fiscal 2025, in particular the first-to-market launch of oxcarbazepine, and continued strength from new products launched in the prior year.

Revenue for Specialty Generics for Fiscal 2025 was $976.3 million compared with $784.2 million for Fiscal 2024, an increase of $192.1 million, or 24.5%. Revenue for Specialty Generics was higher for Fiscal 2025 due to a new first-to-market launch of dasatinib, an oncology product, in the current year, as well as stronger performance of the Company's injectables portfolio.

Revenue for Brands & Biosimilars for Fiscal 2025 was $501.0 million compared with $369.8 million for Fiscal 2024, an increase of $131.2 million, or 35.5%. Revenue for Brands & Biosimilars was higher for Fiscal 2025 due to the inclusion of revenues from the Searchlight and CanPrev businesses.

Below is the Company's revenue, based on the Company's geographic reportable segments:

	Year Ended March 31,			
Geographic reportable segment	**2025**	**2024**	**$ Change**	**% Change**
Canada	$ 1,267.8	$ 1,079.6	$ 188.2	17.4 %
U.S.	1,810.8	1,578.9	231.9	14.7 %
International	271.1	282.0	(10.9)	(3.9)%
Total revenue	**$ 3,349.7**	**$ 2,940.5**	**$ 409.2**	**13.9 %**

Numbers may not add due to rounding.

Canada

Revenue in Canada for Fiscal 2025 was $1,267.8 million compared with $1,079.6 million for Fiscal 2024, an increase of $188.2 million, or 17.4%. Higher revenue was driven by the inclusion of revenues from the Searchlight and CanPrev businesses, strong sales from new products launched in the prior year where the Company was first-to-market, and higher sales volumes from the Company's existing portfolio.

U.S.

Revenue in the U.S. for Fiscal 2025 was $1,810.8 million compared with $1,578.9 million for Fiscal 2024, an increase of $231.9 million, or 14.7%. Excluding sales of the Volume-Limited License Product, sales increased by $62.1 million, or 4.8%. The increase in revenue in the U.S. was due to strong sales from new first-to-market product launches in the current year, including dasatinib and oxcarbazepine, new launches from the prior year and positive foreign exchange, partially offset by additional competition following the expiration of market exclusivity for certain products in the U.S.

International

Revenue in International for Fiscal 2025 was $271.1 million compared with $282.0 million for Fiscal 2024, a decrease of $10.9 million, or 3.9%. The decrease in revenues was due to lower government tender sales volumes in Mexico, largely offset by sales growth in other regions.

Gross Profit

	Year Ended March 31,			
	2025	**2024**	**$ Change**	**% Change**
Gross profit	$ 1,793.9	$ 1,103.4	$ 690.5	62.6 %
Inventory fair value adjustments[(1)]	26.3	219.0	(192.7)	(88.0)%
Gross profit excl. inventory fair value adjustments[(1)]	**$ 1,820.2**	**$ 1,322.4**	**$ 497.8**	**37.6 %**
Gross margin excl. inventory fair value adjustments[(1)]	54.3 %	45.0 %		930 bps

Numbers may not add due to rounding.

Notes:
(1) Inventory fair value adjustments relate to the unwinding of acquisition related inventory step-up.

Gross profit for Fiscal 2025 was $1,793.9 million compared with $1,103.4 million for Fiscal 2024, an increase of $690.5 million, or 62.6%. Gross profit includes $26.4 million of inventory fair value adjustments related to purchase price accounting for the Searchlight and CanPrev acquisitions during Fiscal 2025. Gross profit includes $219.0 million of inventory fair value adjustments related to the APHI Acquisition during Fiscal 2024.

After removing the impact of the inventory fair value adjustments for the Searchlight, CanPrev and APHI acquisitions, gross margin was 54.3% for Fiscal 2025 and 45.0% for Fiscal 2024. The increase in gross margin after adjusting for the inventory fair value adjustments was due to a favourable product mix as the current year period reflects increased contributions from higher margin products and new product launches in the Conventional Generics and Specialty Generics business lines as noted above. Additionally, gross margin in the current year benefited from productivity initiatives, which resulted in lower labour costs, procurement savings and manufacturing efficiencies. Finally, the acquired businesses of Searchlight and CanPrev during Fiscal 2025 also contributed towards higher gross margin.

Below is the Company's gross profit, based on the Company's geographic reportable segments:

	Year Ended March 31,			
Geographic reportable segment	**2025**	**2024**	**$ Change**	**% Change**
Canada	$ 679.1	$ 512.7	$ 166.4	32.5 %
U.S.	1,057.7	548.2	509.5	92.9 %
International	57.1	42.5	14.6	34.4 %
Gross profit	**$ 1,793.9**	**$ 1,103.4**	**$ 690.5**	**62.6 %**

Numbers may not add due to rounding.

Canada

Gross profit in Canada for Fiscal 2025 was $679.1 million compared with $512.7 million for Fiscal 2024, an increase of $166.4 million, or 32.5%. Gross profit includes inventory fair value adjustments related to purchase price accounting for the Searchlight and CanPrev acquisitions of $26.4 million for Fiscal 2025 and the APHI Acquisition of $65.9 million for Fiscal 2024.

Gross margin in Canada was 53.6% for Fiscal 2025 compared with 47.5% for the same period in the prior year. After removing the impact of the inventory fair value adjustments for the Searchlight, CanPrev and APHI acquisitions, gross margin was 55.9% for Fiscal 2025 compared with 53.6% for Fiscal 2024. The increase in gross margin was due to the favourable product mix driven by higher margins from new product launches in the prior year, as well as the inclusion of Searchlight results and productivity initiatives.

U.S.

Gross profit in the U.S. for Fiscal 2025 was $1,057.7 million compared with $548.2 million for Fiscal 2024, an increase of $509.5 million, or 92.9%. Gross profit includes $123.0 million of inventory fair value adjustments related to purchase price accounting for the APHI Acquisition for Fiscal 2024.

Gross margin in the U.S. was 58.4% for Fiscal 2025 compared with 34.7% for the same period in the prior year. After removing the impact of the inventory fair value adjustments for the APHI Acquisition, gross margin was 42.5% for Fiscal 2024. The increase in gross margin was due to favourable product mix as the current year period reflects increased contributions from higher margin products and new product launches in the Conventional Generics and Specialty Generics business lines, as noted above.

International

Gross profit in International for Fiscal 2025 was $57.1 million compared with $42.5 million for Fiscal 2024, an increase of $14.6 million. Gross profit in the prior year includes inventory fair value adjustments related to the APHI Acquisition of $30.1 million for Fiscal 2024.

Gross margin in International was 21.1% for Fiscal 2025 compared with 15.1% for the same period in the prior year. After removing the impact of the inventory fair value adjustments in the prior period, gross margin was 25.7% for Fiscal 2024. The decrease in gross margin was due to supply challenges and lower government tender sales volumes in Mexico, partially offset by sales growth in other regions.

Selling, General and Administrative

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Selling, general and administrative	$ 571.4	$ 502.0	$ 69.4	13.8 %

Selling, general and administrative expenses for Fiscal 2025 were $571.4 million compared with $502.0 million for Fiscal 2024, an increase of $69.4 million, or 13.8%. The increase was due to incremental expenses from the Searchlight business and an increase in share-based compensation expenses for Fiscal 2025, partially offset by cost savings from productivity initiatives.

Research and Development

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Research and development	$ 216.0	$ 173.1	$ 42.9	24.8 %

Research and development expenses for Fiscal 2025 were $216.0 million compared with $173.1 million for Fiscal 2024, an increase of $42.9 million, or 24.8%.

Research and development expenses represented 6.4% of revenue for Fiscal 2025 compared with 5.9% of revenue for Fiscal 2024. The higher research and development expenses as a percentage of revenue were due to increased regulatory submissions and timing of R&D programs over the prior year.

Other Operating Expenses, Net

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Other operating expenses, net	$ 453.9	$ 433.0	$ 20.9	4.8 %

Other operating expenses, net for Fiscal 2025 were $453.9 million compared with $433.0 million for Fiscal 2024, an increase of $20.9 million, or 4.8%. The increase was due to higher provisions for litigation expenses resulting from changes in estimates related to specified litigation matters that existed prior to the APHI Acquisition and higher IPO related costs, partially offset by higher costs incurred in Fiscal 2024 to implement productivity initiatives, lower acquisition related costs, and lower changes in fair value of contingent consideration during Fiscal 2025.

Finance Expenses, Net

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Finance expenses, net	$ 241.8	$ 150.9	$ 90.9	60.2 %

Finance expenses, net for Fiscal 2025 was $241.8 million compared with $150.9 million for Fiscal 2024, an increase of $90.9 million, or 60.2%. Interest expense was higher for Fiscal 2025 compared with Fiscal 2024 due to higher average levels of debt outstanding during Fiscal 2025, partially offset by lower interest rates. The remaining increase was due to fluctuations in foreign exchange where the Company recognized a net foreign exchange loss during Fiscal 2025 compared with a net foreign exchange gain during Fiscal 2024, mainly driven by the foreign exchange revaluation of U.S. denominated debt.

Income Tax Expense (Recovery)

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Income tax expense	$ 158.9	$ (8.6)	$ 167.5	1947.7 %

Income tax expense for Fiscal 2025 was $158.9 million compared with an income tax recovery of $8.6 million for Fiscal 2024, due to higher income before tax. The effective tax rate for Fiscal 2025 was 51.1% compared with 5.5% for Fiscal 2024. The increase in the effective tax rate was due to changes in tax adjustments in respect of previous years, unrecognized deferred tax assets, certain non-deductible and non-taxable items.

Net Income (Loss)

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Net income (loss)	$ 151.9	$ (147.0)	$ 298.9	203.3 %

Net income for Fiscal 2025 was $151.9 million compared with a net loss of $147.0 million for Fiscal 2024, an increase of $298.9 million. The increase was due to higher income from operations as noted above for Fiscal 2025, partially offset by higher income tax and finance expenses.

Adjusted Net Income

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Adjusted Net Income[(1)]	$ 696.6	$ 463.9	$ 232.7	50.2 %

Notes:
(1) Non-IFRS financial measure. See “Non-IFRS Financial Measures and Ratios” and “Reconciliation of Non-IFRS Financial Measures”.

Adjusted Net Income for Fiscal 2025 was $696.6 million compared with $463.9 million for Fiscal 2024, an increase of $232.7 million. The increase was due to higher income from operations as noted above for Fiscal 2025, partially offset by higher income tax and finance expenses, after adjustments.

Adjusted EBITDA

	Year Ended March 31,			
	2025	2024	$ Change	% Change
Adjusted EBITDA[(1)]	$ 1,245.7	$ 828.5	$ 417.2	50.4 %
Adjusted EBITDA Margin[(1)]	37.2 %	28.2 %		900 bps

Notes:
(1) Non-IFRS financial measure. See "Non-IFRS Financial Measures and Ratios" and "Reconciliation of Non-IFRS Financial Measures".

Adjusted EBITDA for Fiscal 2025 was $1,245.7 million compared with $828.5 million for Fiscal 2024, an increase of $417.2 million, primarily driven by higher gross profit as noted above.

Adjusted EBITDA Margin was 37.2% for Fiscal 2025 compared with 28.2% for Fiscal 2024. The increase in Adjusted EBITDA Margin was driven by higher gross margin as noted above.

Quarterly Results

The table below provides selected unaudited quarterly statements of operations data for a period of eight quarters, concluding with the quarter that ended on March 31, 2026. The information for each of these quarters has been prepared on the same basis as the Annual Financial Statements included elsewhere in this prospectus. This data should be read in conjunction with the Annual Financial Statements and related notes included elsewhere in this prospectus. These quarterly operating results are not necessarily indicative of the Company's operating results for a full year or any future period.

	Three Months Ended							
	Mar 31, 2026	Dec 31, 2025	Sep 30, 2025	Jun 30, 2025	Mar 31, 2025	Dec 31, 2024	Sep 30, 2024	Jun 30, 2024
Revenue	$ 729.4	$ 775.6	$ 843.5	$ 1,142.3	$ 687.8	$ 726.4	$ 962.4	$ 973.1
Cost of sales	353.5	383.0	412.8	399.9	372.0	400.5	414.5	368.9
Gross profit	375.9	392.6	430.7	742.4	315.8	326.0	547.9	604.2
Gross margin	51.5%	50.6 %	51.1 %	65.0 %	45.9 %	44.9 %	56.9 %	62.1 %
Net income (loss)	(122.3)	50.5	82.9	362.7	(189.1)	(75.9)	209.8	207.2

Revenue, gross profit and net income were higher in the quarters ended June 30, 2024, September 30, 2024, and June 30, 2025 due to sales in the U.S. of the Volume-Limited License Product:

	Three Months Ended							
	Mar 31, 2026	Dec 31, 2025	Sep 30, 2025	Jun 30, 2025	Mar 31, 2025	Dec 31, 2024	Sep 30, 2024	Jun 30, 2024
Volume-Limited License Product revenue	$ -	$ 1.0	$ 30.4	$ 307.8	$ 30.3	$ -	$ 160.5	$ 269.8
Revenue excluding Volume-Limited License Product	$ 729.4	$ 774.6	$ 813.1	$ 834.5	$ 657.5	$ 726.4	$ 801.9	$ 703.3

See "Key Factors Affecting the Company's Business and Performance – Volume-Limited License Product."

Liquidity and Capital Resources

Overview

The Company's objectives in managing capital are to ensure sufficient liquidity is available to meet the Company's operational needs, to ensure compliance with financial covenants related to its long-term debt, and to minimize finance costs while taking into consideration current and future industry, market, and economic risks and conditions.

Management monitors forecast cash flows, capital expenditures, debt repayment and key credit metrics on an ongoing basis to manage its capital. The Company defines capital that it manages as the aggregate of its equity and long-term debt. In order to maintain a flexible capital structure, the Company, upon approval from the Board, may issue, repay, or modify long-term debt, issue shares, repurchase shares, or undertake other activities as may be appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as annual capital and operating budgets.

Working Capital

Management's approach to managing liquidity is to ensure, to the extent possible, that the Company has sufficient liquidity to meet its liabilities as they become due. As at March 31, 2026, in addition to the cash and cash equivalents balance of $57.0 million, the Company had access to a $950.0 million Revolving Facility, of which $920.3 million was available to be drawn to meet ongoing working capital requirements. The Company's principal cash requirements are for working capital, acquisitions, debt servicing, capital expenditures and dividends. Working capital as at March 31, 2026 was $1,064.4 million. Given existing cash and cash equivalents and credit facilities, along with expected cash flow from operations, management believes there is sufficient liquidity to meet its current and short-term financial obligations. See "Description of Material Indebtedness".

Distributions

During Fiscal 2024, $161.6 million, $36.0 million and $2.4 million were returned to shareholders of Class A-1, Class A-2 and Class A-3 common shares, respectively, as a return of capital. There were no cash dividends on common shares declared and paid during Fiscal 2024.

On April 3, 2024, the Company reduced the stated capital account maintained in respect of the Class A-1 common shares and Class A-3 common shares by $735.0 million and $10.7 million, respectively, and distributed such amounts to the respective shareholders as a return of capital.

On April 4, 2024, the Company declared a dividend to Class A-2 common shareholders in the amount of $164.0 million, equal to $0.82 per share.

On July 7, 2025, pursuant to the 2025 Recapitalization, the Company:

- declared a dividend to certain shareholders in the amount of $1,109.6 million, equal to $1.05 per common share;
- reduced the stated capital account maintained in respect of the Class A common shares by $141.0 million and distributed such amounts to the applicable shareholders as a return of capital;
- settled share options granted under the Legacy MEP for cash payments in the aggregate amount of $40.9 million; and
- paid distributions on phantom shares granted under the Legacy MEP in the aggregate amount of $7.1 million.

Cash Flows

The following table presents cash and cash equivalents as at March 31, 2026, 2025 and 2024 and cash flows from operating, investing, and financing activities for Fiscal 2026, 2025 and 2024. The Company's cash flows in the applicable periods are summarized in the following table.

	Year Ended March 31,		
	2026	**2025**	**2024**
Total cash provided by (used in):			
Operating activities	**$ 641.0**	**$ 554.4**	**$ 570.9**
Investing activities	(177.1)	(627.9)	(2,697.4)
Financing activities	(483.5)	(279.2)	(281.7)
Decrease in cash	**(19.6)**	**(352.6)**	**(2,408.2)**
Cash and cash equivalents, beginning of period	78.0	421.3	2,826.2
Effect of foreign exchange on cash and cash equivalents	(1.4)	9.3	3.3
Cash and cash equivalents, end of period	**$ 57.0**	**$ 78.0**	**$ 421.3**

Numbers may not add due to rounding.

Operating Activities

Cash flows provided by operating activities were $641.0 million for Fiscal 2026 compared with $554.4 million for Fiscal 2025, due to lower income taxes paid and higher Adjusted EBITDA, partially offset by higher interest paid and less favourable working capital changes compared with the same period last year.

Cash flows provided by operating activities were $554.4 million for Fiscal 2025 compared with $570.9 million for Fiscal 2024. Higher Adjusted EBITDA during Fiscal 2025 compared with the same period last year were offset by lower favourable working capital changes and higher income taxes and interest paid compared with the same period last year, as well as the payment of contingent consideration associated with the APHI Acquisition in Fiscal 2025.

Investing Activities

Cash flows used in investing activities were $177.1 million for Fiscal 2026 compared with $627.9 million for Fiscal 2025. During Fiscal 2025, the Company completed the acquisition of the Searchlight and CanPrev businesses with cash consideration of $400.5 million and the acquisition of the U.S. rights to Provigil and Nuvigil for $89.2 million. The Company also received $16.7 million of proceeds from the sale of the Civac assets. Purchases of property, plant and equipment of $121.1 million during Fiscal 2026 were higher compared with $93.6 million during Fiscal 2025.

Cash flows used in investing activities were $627.9 million for Fiscal 2025, compared with $2,697.4 million for Fiscal 2024. During Fiscal 2025, the Company completed the acquisition of the Searchlight and CanPrev businesses with cash consideration of $400.5 million. During Fiscal 2024, the Company completed the APHI Acquisition with cash consideration of $2,585.9 million. Capital expenditures were $93.6 million for Fiscal 2025, compared with $83.3 million for Fiscal 2024. Additionally, purchases of intangible assets were $150.5 million during Fiscal 2025 compared with $28.3 million for the same period in the prior year. The purchases of intangible assets during Fiscal 2025 includes the acquisition of the U.S. rights to Provigil and Nuvigil for $89.2 million. During Fiscal 2025, cash proceeds of $16.7 million was received from the sale of the Civac assets in Mexico.

Financing Activities

Cash flows used in financing activities were $483.5 million for Fiscal 2026 compared with $279.2 million for Fiscal 2025. During Fiscal 2026, the Company had a settlement of options and phantom shares, a return of capital and dividends paid to its shareholders of $48.0 million, $141.0 million and $1,109.6 million, respectively. During Fiscal 2025, the Company had a return of capital and dividends paid to its shareholders of $745.7 million and $164.0 million, respectively. Additionally, net drawings on the Company's New Credit Facilities (as defined below) were higher during Fiscal 2026 compared with its net drawings on the Prior Credit Facilities (as defined below) during Fiscal 2025.

Cash flows used in financing activities were $279.2 million for Fiscal 2025, compared with $281.7 million for Fiscal 2024. During Fiscal 2025, the Company completed a return of capital and paid dividends to its shareholders of $745.7 million and $164.0 million, respectively compared with a $200.0 million return of capital in Fiscal 2024. This was partially offset by a net increase to the Company's credit facilities of $682.1 million in the same period, including the funding of the $700.0 million Prior Pari Passu Term Loan (as defined below). Funds drawn on the Company's Prior Revolving Facility (as defined below) to finance the Searchlight acquisition during the first quarter of Fiscal 2025 were fully repaid during the second quarter of Fiscal 2025.

Commitments and Contractual Obligations

In the normal course of business, the Company is obligated to make future payments, including contractual obligations and non-cancellable commitments. The Company's contractual obligations and commitments primarily consist of trade and other payables, lease liabilities, and long-term debt. The Company's contractual obligations and commitments as at March 31, 2026 are shown in the following tables:

	< 1 year	1 - 5 years	> 5 years	Total
Trade and other payables	$ 956.3	$ -	$ -	$ 956.3
Long-term debt	101.2	2,867.5	-	2,968.7
Lease liabilities	54.1	281.3	765.1	1,100.5
Contingent consideration, net of reduction for escrow funding	148.3	73.6	-	221.9
	$ 1,259.9	**$ 3,222.4**	**$ 765.1**	**$ 5,247.4**

Numbers may not add due to rounding.

The contingent consideration in the table above represents the fair value of the earnout consideration related to the APHI Acquisition as at March 31, 2026. See "Fair Value Measurement".

Development Commitments

The Company has entered into long-term development agreements with various third parties related to intangible assets and other commitments. These arrangements may require potential milestone payments by the Company, which are dependent on successful clinical development, or meeting specified sales targets, or other conditions which are specified in the agreements. As at March 31, 2026, if all development milestones and targets are achieved, the total contingent payments could reach an aggregate amount of up to $189.3 million. Additional contingent payments may be owed upon achievement of sales-based milestones.

Capitalization

As at March 31, 2026, the Company had authorized an unlimited number of Common Shares, Class B Common Shares and Class C Common Shares, of which there were (i) 1,190,778,463 Common Shares issued and outstanding (March 31, 2025: 1,191,028,463 various classes), (ii) options to acquire 23,200,000 Class B Common Shares issued and outstanding (March 31, 2025: 24,723,000), and (iii) options to acquire

6,147 Class C Common Shares issued and outstanding (March 31, 2025: 6,950). The holders of Common Shares and Class B Common Shares are entitled to receive dividends declared and returns of capital, from time to time. The holders of Common Shares are entitled to one vote per share at meetings of the Company. The holders of Class C Common Shares are entitled to receive a percentage of the Company's growth in value with vesting tied to SK Capital's cumulative net multiple on invested capital.

In July 2025, the Company completed the 2025 Recapitalization, which included, among other things, reorganizing the share capital of the Company to (i) collapse the outstanding classes of Class A Common Shares into one single class of Common Shares and (ii) create two new series of Class C-3 Common Shares issuable under the Legacy MEP. See "Description of Share Capital – 2025 Recapitalization".

In connection with the Offering, the Company will complete the Pre-Closing Reorganization, following which the Company will have authorized an unlimited number of Common Shares and preferred shares, issuable in series. See "Description of Share Capital – Pre-Closing Reorganization".

Upon completion of the Offering, there will be (i) [●] Common Shares issued and outstanding (whether or not the Over-Allotment Option is exercised); (ii) options / phantom units to acquire [●] Common Shares issued and outstanding; and (iii) [●] RSUs issued and outstanding. See "Description of Share Capital – Outstanding Share Capital Upon Completion of the Pre-Closing Reorganization and the Offering".

Credit Facilities

	As at March 31,		
	2026	**2025**	**2024**
Current portion of long-term debt	$ 101.2	$ 108.4	$ 34.7
Long-term debt	2,839.0	1,958.8	1,290.7

During certain periods discussed in this MD&A, the Company's credit facilities consisted of the Prior Credit Facilities described below.

On March 30, 2023, the Company entered into a credit agreement with a syndicate of lenders (the "**Lenders**") to provide the Company with a $465.5 million term loan commitment (the "**CAD Term Loan**"), a US$920.0 million term loan commitment (the "USD Term Loan", together with the CAD Term Loan, the "**Prior Term Loans**"), a $400.0 million revolving commitment (the "**Prior Revolving Facility**"), and a $40.0 million swingline facility, which is part of the Prior Revolving Facility (the "**Swingline Facility**", and together with the Prior Pari Passu Term Loan (as defined below), the "**Prior Credit Facilities**"). The Prior Credit Facilities (other than the Prior Pari Passu Term Loan) had a maturity date of March 30, 2028 and were amended and extended by the New Credit Facilities (as defined below).

On January 29, 2024, the Prior Credit Facilities were amended and restated (the "**Prior First Amendment**"). Pursuant to the Prior First Amendment, the interest rate benchmark was changed from the Canada Three Month Interbank Rate ("**CDOR**") to Term Canadian Overnight Repo Rate Average ("**CORRA**") due to the discontinuation of the CDOR rate.

On March 31, 2024, the Company entered into an amended and restated credit agreement with its lenders (the "**Initial Amended and Restated Credit Agreement**"). Pursuant to the Initial Amended and Restated Credit Agreement, an additional $700.0 million Prior Pari Passu Term Loan Facility (the "**Prior Pari Passu Term Loan**") was established and the revolving facility commitment was increased from $400.0 million to $750.0 million. The Prior Pari Passu Term Loan was not funded until April 1, 2024. Under the Initial Amended and Restated Credit Agreement, the Prior Pari Passu Term Loan had a maturity date of March 31, 2027, but was amended and extended by the New Credit Facilities (as defined below).

On July 7, 2025, in connection with the 2025 Recapitalization, the Company established the New Credit Facilities by amending the Prior Credit Facilities pursuant to the First Amendment to:

- extend the maturity date of the Prior Revolving Facility and the Prior Term Loans from March 30, 2028 to March 30, 2029 and extend the maturity date of the Prior Pari Passu Term Loan from March 31, 2027 to March 30, 2028;
- add $100.0 million of additional borrowing capacity to the Prior Pari Passu Term Loan (the "**Pari Passu Term Loan**") and US$640.0 million of additional borrowing capacity to the Prior Term Loans (the "**Term Loans**"); and
- add $200.0 million of additional borrowing capacity to the Prior Revolving Facility, for total revolving loan capacity of $950.0 million (the "**Revolving Facility**").

On March 16, 2026, the Company amended the Credit Facilities pursuant to the Third Amendment to lower the standby fee by 0.15% for undrawn balances on the Revolving Facility and the applicable margin by 0.75% across the New Credit Facilities such that:

(a) Secured Overnight Financing Rate ("**SOFR**") and term CORRA loans (which are subject to a 0% floor) have an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.1% and 0.3%, respectively; and

(b) Canadian prime loans and U.S. prime loans (which are subject to a 0% floor) have an applicable margin that varies from 1.5% to 2.5% depending on the Company's total net leverage ratio.

For Fiscal 2026, the weighted average interest rate on the New Credit Facilities was 6.8% (March 31, 2025: 8.2%). As at March 31, 2026, the interest rate on the New Credit Facilities was equal to:

(a) for the USD Term Loan, term SOFR (subject to a 0% floor), plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.1%;

(b) for the CAD Term Loan, term CORRA (subject to a 0% floor), plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.3%;

(c) for the Pari Passu Term Loan, Canadian prime (subject to a 0% floor), plus an applicable margin that varies from 1.5% to 2.5% depending on the Company's total net leverage ratio; and

(d) for the Revolving Facility, term CORRA (subject to a 0% floor) (in 2023, Bankers' Acceptances, based on SOFR and Prime Rate depending on the draw type) plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio.

The New Credit Facilities are collateralized by the majority of the assets of the Company.

For the Revolving Facility, the Company incurred $3.1 million of financing fees during Fiscal 2026. These fees are capitalized as deferred financing costs (commitment fee asset) in other assets and are amortized straight-line over the term of the underlying credit agreement. As at March 31, 2026, the unamortized deferred financing costs related to the revolving facilities were $7.9 million (March 31, 2025: $8.6 million).

For the Term Loans, the Company incurred $9.4 million of financing fees during Fiscal 2026. These fees are capitalized as deferred financing costs, offsetting the term debt balance and amortized using the Effective Interest Rate ("**EIR**") method over the term of the underlying credit agreement. As at March 31,

2026, the unamortized deferred financing costs related to the term loans were $23.1 million (March 31, 2025: $21.3 million).

For the Pari Passu Term Loan, the Company incurred $2.4 million of financing fees during Fiscal 2026. These fees are capitalized as deferred financing costs, offsetting the term debt balance, and are amortized using the EIR method over the term of the underlying credit agreement. As at March 31, 2026, the unamortized deferred financing costs related to the Pari Passu Term Loan were $5.4 million (March 31, 2025: $5.3 million).

Under the terms of the Amended and Restated Credit Agreement, the Company is subject to positive and negative covenants including interest coverage and net leverage ratios each quarter. The Company was in compliance with all covenants under the Amended and Restated Credit Agreement as at March 31, 2026 and 2025.

Financial Instruments and Other Instruments

In the ordinary course of its business activities, the Company is exposed to various market risks that are beyond the Company's control, including fluctuations in foreign exchange rates and interest rates, that may have an adverse effect on the value of its financial assets and liabilities, future cash flows and profit. The Company's policy with respect to these market risks is to assess potential risk of loss and the consolidated impact thereof, and to mitigate such risks.

Fair Value Measurement

The Company has assessed that the fair values of financial assets and financial liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments, except for the item noted below.

As part of the APHI Acquisition, the Company recorded a liability for contingent consideration that will be paid out over a period of four years ending March 31, 2027 based on the future financial performance of APHI. As at the date of the APHI Acquisition, the contingent consideration payable was subject to a reduction of no more than $150.0 million should the amount of specified pre-acquisition third party litigation claims exceed the amount in the Litigation Escrow Account.

The Company's contingent consideration has been remeasured after initial recognition as at March 31, 2026 as follows:

	Classification	Carrying amount	Fair Value	Fair Value hierarchy
Contingent consideration, net of the change in escrow funding	Fair value through profit or loss	$ 221.9	$ 221.9	Level 3

The following is a summary of the movement in contingent consideration during Fiscal 2025 and the Fiscal 2026:

		Contingent consideration
March 31, 2024	$	248.9
Changes in fair value recognized in other operating expenses, net		205.8
Accretion expense		(2.0)
Settlement		(150.0)
Reclassification		(36.3)
Translation adjustment		0.4
March 31, 2025	**$**	**266.9**
Changes in fair value recognized in other operating expenses, net		30.0
Settlement		(150.0)
Reduction for escrow funding		75.0
March 31, 2026	**$**	**221.9**

The contingent consideration involves a payout over a period of four years ending March 31, 2027, based on the future financial performance of APHI. Under the terms of the share purchase agreement for the APHI Acquisition, 50% of the contingent consideration payments, if earned, are deposited into the Litigation Escrow Account up to $150.0 million. During Fiscal 2026 and Fiscal 2025, the Company paid $150.0 million in contingent consideration related to each of Fiscal 2025 and Fiscal 2024, respectively, out of which 50% of each payment was deposited into the Litigation Escrow Account. Additionally, the contingent consideration payment of $150.0 million related to Fiscal 2026 has been earned and is expected to be made during Fiscal 2027. Excluding the $150.0 million payable in respect of Fiscal 2026, as at March 31, 2026, the remaining contingent consideration payable is $150.0 million and is payable if Earn-Out EBITDA for Fiscal 2027 is equal to or greater than $863.0 million.

“Earn-Out EBITDA” is defined generally in the share purchase agreement for the APHI Acquisition to be the net income of the Company and its subsidiaries (on a combined basis) but excluding the impact of the following: (a) certain agreed upon “one-off items” (as defined below); (b) any interest expense or income; (c) any federal, provincial, U.S., foreign or local income tax expenses, income tax benefits or income tax credits (other than certain tax credits); (d) any depreciation and amortization expenses; (e) any gains, losses or expenses that are capital in nature (including in respect of sale of fixed assets and equipment); (f) any gains, losses or expenses in relation to capital leases, including any lease costs or expenses in relation to sale and leaseback transactions or similar arrangements and any operating lease expense / rent expense associated with such sale and leaseback transactions except that any element of operating lease expense or rent expense which is intended to cover costs previously incurred directly by the Company and its subsidiaries that are now incurred by a lessor and charged through to the Company and its subsidiaries such as maintenance, taxes and insurance shall burden Earn-out EBITDA provided that such costs shall not exceed the equivalent costs included in the Company’s historical financial statements; (g) any unrealized gains or losses in relation to foreign currency translation and any foreign currency translation reserve; (h) any gains, losses, costs, fees and expenses in respect of foreign currency contracts, hedging contracts, derivatives, currency swaps or any other similar arrangements; (i) any profits or losses arising in respect of any purchase accounting, including, for the avoidance of doubt, any charges related to fair value adjustments or any other opening balance sheet adjustments in respect of the transactions contemplated by the share purchase agreement; (j) any expenses, charges or write-offs associated with the transactions contemplated by the share purchase agreement, including transaction costs, retention payments, and any transaction bonuses or similar remuneration; (k) any recharges, allocations, overhead and management fees (or similar arrangements) charged by purchaser or any of its affiliates as well as legal expenses and settlement payments, gains or losses.

"One-off items" is defined generally in the share purchase agreement for the APHI Acquisition as (a) any costs, fees, expenses and charges incurred as a result of closing facilities, downsizing facilities or similar arrangements (including any inventory write offs, onerous contract expenses/liabilities, onerous leases, remediation costs/obligations, costs of disposing or relocating machine and equipment, contract termination costs, consultant fees and expenses, and costs relating to retaining, relocating or terminating employees); (b) any write downs or write-offs of fixed or non-current assets (including any gains or losses on the disposal of assets, properties or shares); (c) any costs, fees and expenses in respect of technology transfers; (d) any severances, retentions or similar compensation arrangements (but excluding long-term incentive plans and other compensation arrangements entered into in the normal course of operations and that are not directly related to significant reorganizations, acquisitions or dispositions of up to a maximum of $10 million (in the aggregate) in each of Fiscal 2024, Fiscal 2025, Fiscal 2026 and Fiscal 2027 (each, an "**Earn-out Period**")); (e) any costs, fees and expenses directly incurred as a result of acquisitions, disposals (including abandoned, transferred, closed or discontinued operations, company, brand or business) or similar structuring initiatives; (f) any consulting fees, advisory fees or related one-time restructuring expenses, performance improvement expenses, operational improvement expenses or similar expenses in excess of $10 million (in the aggregate) in each Earn-out Period; (g) any stock-based compensation expenses and similar non-cash remuneration; (h) any costs, fees or expenses directly incurred as a result of any transaction outside the ordinary course of business; (i) any proceeds, settlement gains or losses from litigation, together with directly associated costs and expenses; and (j) any non-recurring or one-off expenses comprising (i) one-off inventory write-offs (including as a result of FDA regulatory issues), (ii) inventory rationalization expenses, (iii) inventory restructuring expenses, (iv) batch failures expenses other than such expenses which relate to inventory which was recorded in the closing working capital and (v) compensation expenses. For the avoidance of doubt, in no case shall any internal costs such as administrative costs, rent, overhead, internal labor or other allocations be considered "One-off" items unless such items are incurred solely as a result of one of the items described in (a) through (j) above.

The share purchase agreement for the APHI Acquisition contains customary covenants regarding the operation of the Company's business during the Earn-out Periods. The Company covenants that it: (i) shall conduct its business in good faith; (ii) shall, and shall cause its subsidiaries to, maintain their respective financial years; (iii) shall not, directly or indirectly, conduct its business in a manner that is reasonably regarded as intended to (a) circumvent or diminish the realization and payment in full of the earn-out amounts or (b) result in the artificial reduction of the earn-out amounts; (iv) shall not, and shall not permit any of its subsidiaries or other affiliates, to effect any non-arm's length asset sale to any of its affiliates or any portfolio company of its affiliates (unless any such affiliate is a subsidiary of the Company); (v) shall not (a) make any dividend, loan, advance or other distribution to, or make any repayment of any outstanding loan or advance from, any of its direct or indirect shareholders (a "**Specified Payment**") or (b) acquire all or substantially all of the equity interests or assets of another person, in each case, if, after giving effect to such Specified Payment or acquisition, it would reasonably be expected that (x) the Company would not have sufficient liquidity to pay any earn-out amount expected to be paid during the Earn-out Period in which such Specified Amount is made or such acquisition is consummated (as reasonably determined by the board of directors of the Company), or (y) the Company would not be in compliance with the covenants or conditions under the debt financing (or any replacement thereof) that would prevent the earn-out amounts from being paid; and (xi) shall ensure that if the debt financing is replaced or recapitalized, or if the Company completes another transaction similar to the debt financing, such transaction shall not impose any terms on the payment of the earn-out amounts more restrictive than those in the debt commitment letter.

In addition, if the Company desires to consummate any amalgamation, statutory arrangement, merger, acquisition, joint venture, sale, lease, exchange, other similar acquisition or disposition of, as applicable, (i) all or a material portion of the combined property and assets of the Company and its affiliates, (ii) any division of the business of the Company or (iii) rights to one or more products that are material to the business of the Company, in each of cases (i) through (iii), outside the ordinary course of business, and such proposed transaction could reasonably be expected to be prejudicial or beneficial to the earning or timing of the earning of Earn-out EBITDA, then the Company and Sherfam Inc. shall coordinate in good faith with a view to equitably amending the terms of the share purchase agreement for the APHI Acquisition such that the parties are restored to a substantially similar economic condition.

Finally, Sherfam Inc., as seller, acknowledges that during the Earn-out Period, the business of the Company shall be conducted in the sole discretion of the Company and its affiliates.

Other than the remaining contingent consideration, the Company has no additional material or potentially material ongoing obligations pursuant to the share purchase agreement for the APHI Acquisition.

As at March 31, 2026, the short-term balance of $148.3 million (March 31, 2025: $75.0 million) and the long-term balance of $73.6 million (March 31, 2025: $191.9 million) related to the contingent consideration have been recognized in trade and other payables and other long-term liabilities, respectively.

Contingent consideration is measured at fair value at the end of each reporting period using a Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of the estimated reduction for escrow funding component which reduces the liability. The following table provides additional information about how the fair value of this financial liability is determined (in particular, the valuation technique and inputs used).

Financial instrument	Valuation technique	Inputs used
Contingent consideration	Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of estimated reduction for escrow funding	EBITDA forecast EBITDA volatility EBITDA discount rate Credit spread

Legal Provisions

The Company is currently involved in pending litigation, claims and investigations arising out of the normal conduct of its business. Provisions for legal disputes, litigation and investigations are recognized where a legal or constructive obligation has been incurred as a result of past events and it is probable that there will be an outflow of resources that can be reliably estimated.

In Fiscal 2026 and Fiscal 2025, the balance of legal provisions related to certain specified pre-acquisition litigation matters was increased by $44.2 million and $224.1 million respectively. The additions were related to the U.S. generic pharmaceuticals antitrust litigation that existed prior to the APHI Acquisition. The balance of legal provisions for this litigation continue to be revised after reviewing settlements of similar litigation involving other pharmaceutical companies, the progress on the legal proceedings and discussions with external counsel. See “Business of Apotex– Litigation”. As at March 31, 2026, the balance of legal provisions related to certain specified pre-acquisition litigation matters was $178.4 million (March 31, 2025: $464.2 million).

An indemnity amount recoverable was recognized in the amount of the funded Litigation Escrow Account, representing the Company’s right to partially recover from the prior owners of APHI for costs incurred in connection with these specified litigation matters. During Fiscal 2026, the Litigation Escrow Account was fully drawn and utilized, decreasing by $250.6 million to settle legal provisions.

Related Party Transactions

The Company's related parties are Sherfam, which is a shareholder and an associate of the Company (as defined in the *Securities Act* (Ontario)), and SK Holdings, which, together with its affiliates, exercises control over the Company. See "Transactions with Former Owners of Acquired Businesses". The Company incurs quarterly management and consulting fees from its related parties pertaining to senior management, strategic advisory, consulting, oversight and other services. The following table provides the total balances outstanding with related parties, which relate to management and consulting fees incurred in the normal course of operations:

	As at March 31,		
	2026	**2025**	**2024**
Amounts owed by related parties	$ 4.9	$ -	$ -
Amounts owed to related parties	4.9	5.0	5.6

The amounts are classified as other current assets, other non-current financial assets, and trade and other payables.

The following table provides the total amount of transactions that have been entered into with related parties for the three months ended March 31, 2026 and 2025 and Fiscal 2026, 2025 and 2024.

	Three Months Ended March 31,		Year Ended March 31,		
	2026	**2025**	**2026**	**2025**	**2024**
Sales to related parties	$ -	$ -	$ -	$ -	$ -
Purchases from related parties	$ 2.5	$ 4.8	$ 13.5	$ 14.6	$ 33.7

The amounts are classified as other current assets and other non-current financial assets, and trade payables and other long-term liabilities.

Transactions with Former Owners of Acquired Businesses

As at March 31, 2026, the Company had $29.1 million of receivables related to indemnified tax balances (March 31, 2025: $31.7 million) from Sherfam, as well as a liability for contingent consideration fair valued at $221.9 million (March 31, 2025: $266.9 million). During Fiscal 2026 and Fiscal 2025, the Company paid $150.0 million in contingent consideration related to Fiscal 2025 and Fiscal 2024, respectively, out of which 50% was paid to Sherfam and the other 50% was deposited into the Litigation Escrow Account.

During the three months ended March 31, 2026 and Fiscal 2026, the Company recorded $0.5 million (March 31, 2025: $0.5 million) and $1.8 million (Fiscal 2025: $1.1 million, Fiscal 2024: $0.9 million), respectively, of management and consulting fees from Sherfam, within other operating expenses, net. During Fiscal 2025, the Company also paid $1.5 million in transaction services fees to Sherfam (Fiscal 2024: $5.1 million), which was recorded in other operating expenses, net.

As at March 31, 2024, the Company had a $50.0 million working capital adjustment receivable, a $30.9 million litigation cost recoverable and $38.3 million of receivables related to indemnified tax balances from Sherfam, as well as a liability for contingent consideration fair valued at $248.9 million. On or prior to Closing, all management and consulting arrangements with Sherfam will be terminated.

Transactions with Entities Under Common Control

The Company undertakes certain transactions with related parties, some of which are companies under common control. During the three months ended March 31, 2026 and Fiscal 2026, the Company recorded

$2.1 million (March 31, 2025: $2.0 million) and $8.1 million (Fiscal 2025: $5.1 million, Fiscal 2024: $4.1 million), respectively, of management and consulting fees from SK Capital within other operating expenses, net. During Fiscal 2025, the Company also paid $6.9 million of transaction services fees to SK Capital (Fiscal 2024: $22.9 million), which was recorded within other operating expenses, net.

During Fiscal 2026, the Company had $3.5 million of purchases under an existing manufacturing and supply agreement with Halo, an entity under common control.

On April 14, 2026, the Company entered into a new manufacturing and supply agreement with Halo. Under the agreement, the Company made an upfront payment of $16.7 million (US$12.0 million) to finance Halo's installation of a sterile filling production line in Halo's facility, and it agreed to pay up to an additional $7.0 million (US$5.0 million) in milestone payments contingent on the completion of certain performance conditions. In exchange, the Company secured a defined period of guaranteed access to Halo's sterile filling line capacity at fixed, market-based pricing for up to a specified number of units to be produced by Halo. This transaction did not affect the amounts reported in the consolidated financial statements for Fiscal 2026 because this agreement was entered into after March 31, 2026.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the end of the year are unsecured and interest free and settlement typically occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. On or prior to Closing, all management and consulting arrangements with related parties will be terminated.

Compensation of Key Management Personnel of the Company

	Year Ended March 31,		
	2026	**2025**	**2024**
Short-term employee benefits	$ 13.6	$ 19.7	$ 41.4
Long-term employee benefits	$ 0.4	$ 3.7	$ 2.5
Share-based compensation	$ 39.0	$ 59.1	$ 23.6
Termination benefits	$ 4.2	$ -	$ 15.7

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to current and former key management personnel. Senior management personnel of the Company, excluding non-executive directors, were included in a cash-based long-term incentive plan during Fiscal 2025. Payments in this plan were determined on the basis of both financial and non-financial key performance indicators, depending on their roles. Amounts awarded under this plan are included in long-term employee benefits in the table above.

Off-Balance Sheet Arrangements

As at March 31, 2026, the Company had letters of credit in place, which were issued under the Prior Credit Facilities, amounting to $29.7 million.

Critical Accounting Policies and Estimates

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Contingencies

The Company reviews the adequacy of the litigation accruals on a periodic basis and, although it believes that its present provisions are adequate, changes in facts and circumstances in the future may lead to adjustments to provision estimates and could have a material impact on the Company's results of operations, cash flows and financial condition in the period that provision estimates are adjusted or paid. As such, accruals are based on management's judgment as to the probability of losses and, where applicable, accruals may materially differ from actual verdicts, settlements or other agreements made with regards to such contingencies. Litigation outcomes and contingencies are unpredictable and significant awards could be made. Accordingly, management's assessments involve complex judgments concerning future events and often rely heavily on estimates and assumptions.

Business combinations

The fair value of assets and liabilities acquired in a business combination requires management to make significant estimates, especially concerning the fair values of the acquired intangible assets, inventories, property, plant and equipment and the liabilities assumed at the acquisition date, and the useful lives of the intangible assets and property, plant and equipment. Estimates of fair value require the use of valuation techniques. These valuations require the use of management assumptions and estimates, including the value of comparable assets in the market, amount and timing of future cash flows, outcomes and costs of research and development activities, probability of obtaining regulatory approval, long-term sales forecasts, actions of competitors, customer attrition rates, discount rates and terminal growth rates.

Contingent consideration

The Company measures the fair value of contingent consideration based on a combination of the discounted cash flow method and Monte Carlo simulation analysis. Using the Monte Carlo simulation analysis, the Company applies a pre-defined probability and economic assumptions (i.e., risk-free rate and expected earnings volatility) and a Geometric Brownian Motion process to simulate the earnings of the earn-out entities. In addition, as at the date of the APHI Acquisition, the ultimate amount of the contingent consideration payable to the seller was subject to a reduction of no more than $150.0 million should the amount of specified pre-acquisition third-party claims exceed $250.0 million. The estimated reduction for escrow funding is discounted to its present value as an adjustment in the fair value of contingent consideration.

Revenue recognition – variable consideration

The Company's revenue recognition policies require estimates of the net selling price, which is impacted by chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments. Key inputs and assumptions used in calculating these amounts include estimations of 'in channel' customer inventory, estimated chargeback rates, changes to pricing and sales levels, historical chargebacks, professional allowances, discounts, price adjustments and returns, estimates of future sales trends including customer mix and new product launches.

Provision for inventories

Inventories are stated at the lower of cost and estimated net realizable value. The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in selling prices less estimated costs required to sell. Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining selling prices.

Deferred tax assets

The Company recognizes deferred tax assets for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Share-based compensation

The Company estimates fair value for share-based compensation transactions, which requires determination of the most appropriate valuation model, depending on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. The fair value of the stock options is estimated using the Monte Carlo simulation model. Several assumptions are used in the underlying calculation of fair values of the Company's stock options, including the market value at grant date, expected life of the option, stock-price volatility, forfeiture rates, and risk-free interest rates.

Impairment of non-financial assets

The Company recognizes an impairment when the carrying value of an asset or cash generating unit ("**CGU**") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Management judgment is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying CGUs for the purpose of impairment testing.

The determination of the recoverable amount involves significant estimates and assumptions. Value in use is determined using future cash inflows and outflows, discount rates, growth rates and asset lives. Fair value less costs to sell is determined using market multiples. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change.

New Accounting Pronouncements Adopted in Fiscal 2026

The Company adopted the following accounting amendments that were effective for interim and annual consolidated financial statements commencing April 1, 2025. The adoption of these standards have not had a material impact on the Company's financial results.

Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates — Lack of Exchangeability

In August 2023, the IASB issued amendments to IAS 21, which clarify the definition of exchangeability and how to estimate an exchange rate when there is a lack of exchangeability. The amendments also introduce new disclosure requirements when using an estimated exchange rate on the financial statements. These amendments apply for annual reporting periods beginning on or after January 1, 2025, with earlier adoption permitted.

Recent Accounting Pronouncements Not Yet Adopted

IFRS 18: Presentation and Disclosure in the Financial Statements

The IASB issued IFRS 18, "Presentation and Disclosure in the Financial Statements" ("**IFRS 18**"), which sets out requirements and guidance on presentation and disclosure in financial statements, including:

- Presentation in the income statement of income and expenses within five defined categories: operating, investing, financing, income taxes, and discontinued operations;
- Presentation in the income statement of new defined subtotals for operating profit and profit before financing and income taxes;

- Enhanced guidance on aggregation and disaggregation of information and whether to provide information in the financial statements or in the notes;
- Disclosure of specified expenses by nature; and
- Disclosure of explanations of management-defined performance measures.

IFRS 18 will replace IAS 1 but carries forward many requirements from IAS 1 without any change. The standard is effective for the annual reporting periods beginning on or after January 1, 2027, with early application permitted. The Company is currently assessing the impact of this new standard on its consolidated financial statements.

Classification and Measurement of Financial Instruments: Amendments to IFRS 9 and IFRS 7

The IASB issued "Amendments to the Classification and Measurement of Financial Instruments, Amendments to IFRS 9 and IFRS 7" ("**Amendments to IFRS 9 and IFRS 7**"), which sets out amended requirements and guidance on the classification and measurement of financial instruments and disclosure in the financial statements, including:

- clarification that a financial liability is derecognised on the "settlement date", which is the date on which the related obligation is discharged, cancelled, expired, or otherwise qualifies for derecognition;
- clarification on how to assess the contractual cash flow characteristics of financial assets that include ESG-linked features;
- clarification of the treatment of non-recourse assets and contractually linked instruments; and
- requirement of additional disclosures in IFRS 7, "Financial Instruments: Disclosures" for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.

The Amendments to IFRS 9 and IFRS 7 are effective for the annual reporting periods beginning on or after January 1, 2026, with early adoption permitted for amendments that relate to the classification of financial assets and the related disclosures. The Company does not anticipate the amendments to have a material impact on its consolidated financial statements.

Risk Management Objectives and Policies

The Company's principal financial liabilities comprise long-term debt, and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, prepaid and other current assets, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, market risk (including interest rate risk and foreign currency risk) and liquidity risk. See "Risk Factors". The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarized in the Annual Financial Statements included elsewhere in this prospectus.

Internal Controls over Financial Reporting

The Company is not currently required to assess the operating effectiveness of its internal control over financial reporting (and has not yet completed this assessment). However, once Apotex becomes a public company, management will be responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

In preparation for going public, the Company identified a material weakness in its internal control over financial reporting related to improper segregation of duties over the design, implementation and review of access controls in the Company's enterprise resource planning ("**ERP**") systems which, if not corrected, could affect the reliability of the consolidated financial statements and have other adverse consequences. The Company is currently in the process of remediating this weakness.

A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's financial statements would not be prevented or detected on a timely basis. These deficiencies could result in additional material misstatements to the consolidated financial statements that could not be prevented or detected on a timely basis.

Management has concluded that this material weakness in internal controls over financial reporting is due to the fact that the Company was previously a closely-held private company with no need for extensive financial reporting. In preparation for going public, the Company has taken a number of measures to remediate such material weaknesses, however, management has determined that such material weakness around improper segregation of duties over the design, implementation and review of access controls in the Company's ERP systems continued to exist as at March 31, 2026. The material weakness will be considered remediated when management designs and implements effective controls that operate for a sufficient period of time and management has concluded, through testing, that these controls are effective. Management will monitor the effectiveness of the remediation plans and will make changes management determines to be appropriate. Management believes remediation is on target for completion during the year ended March 31, 2027.

If not remediated, this material weakness could result in material misstatements to the annual or interim consolidated financial statements that might not be prevented or detected on a timely basis, or in delayed filing of required periodic reports. If the Company is unable to assert that internal controls over financial reporting is effective, or when required in the future, investors may lose confidence in the accuracy and completeness of financial reports, the market price of the Common Shares could be adversely affected and the Company could become subject to litigation or investigations by the TSX, the OSC or other regulatory authorities, which could require additional financial and management resources.

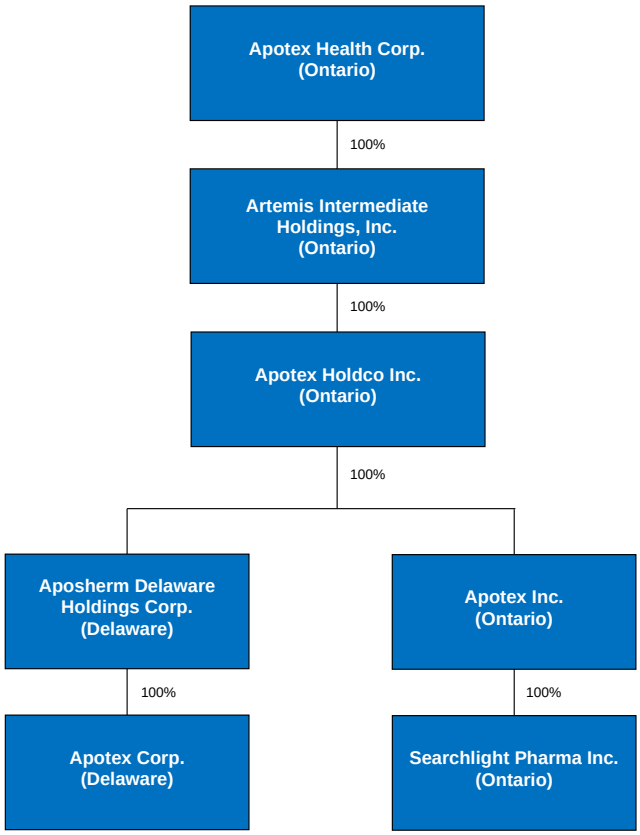
As a result of the material weakness described above, the Company may face litigation or other disputes that may include, among others, claims under applicable securities laws, contractual claims or other claims arising from the material weakness in the Company's internal controls over financial reporting. As of the date of this prospectus, the Company has no knowledge of any such litigation or dispute.

The Company can give no assurance as to its ability to timely remediate the material weakness identified, if at all; that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls; or that any litigation or dispute will not arise in the future.

See "Risk Factors".

POST-CLOSING STRUCTURE

The following chart sets out our organizational structure immediately following Closing and identifies our material subsidiaries (including jurisdiction of formation, incorporation or continuance of the various entities).



USE OF PROCEEDS

The aggregate net proceeds of the Treasury Offering are estimated to be approximately $[●], after deducting $[●] for the Underwriters' Fee and $[●] for the estimated expenses of the Offering and assuming a Treasury Offering size of approximately $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range).

We intend to use the aggregate net proceeds of the Treasury Offering to repay indebtedness owing under the Credit Facilities. The specific indebtedness to be repaid under the Credit Facilities is the indebtedness outstanding under the Pari Passu Term Loan. See "Description of Material Indebtedness".

The aggregate net proceeds to the Selling Shareholders from the Secondary Offering are estimated to be approximately $[●] (approximately $[●] if the Over-Allotment Option is exercised), after deducting $[●] for the Underwriters' Fee (approximately $[●] if the Over-Allotment Option is exercised) and assuming an

Offering size of approximately $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range).

We will not receive any proceeds from the Secondary Offering. The expenses of the Offering that remain unpaid are estimated to be approximately $[●] and will be paid by the Company out of the proceeds of the Treasury Offering. As a result, the Selling Shareholders will not pay any expenses of the Offering other than the Underwriters' Fee in respect of the Secondary Offering. See "Plan of Distribution".

DESCRIPTION OF SHARE CAPITAL

The following describes material terms of our share capital prior to, and upon Closing of, the Offering. The following description may not be complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of our articles ("**Articles**") and by-laws.

2025 Recapitalization

In July 2025, the Company completed a series of recapitalization steps (the "**2025 Recapitalization**") that included the following:

- amending its Prior Credit Facilities to:
  - extend the maturity date of the Prior Revolving Facility and the Prior Term Loans from March 30, 2028 to March 30, 2029 and extend the maturity date of the Prior Pari Passu Term Loan from March 31, 2027 to March 30, 2028;
  - add $100 million of additional borrowing capacity to the Prior Pari Passu Term Loan and US$640 million of additional borrowing capacity to the Prior Term Loans; and
  - add $200 million of additional borrowing capacity to the Prior Revolving Facility, for total revolving loan capacity of $950 million, all as further detailed below (see "Description of Material Indebtedness");
- declaring a dividend to certain shareholders in the amount of $1,110 million, equal to $1.05 per Common Share;
- reducing the stated capital account maintained in respect of the Common Shares by $141 million and distributing such amounts to applicable shareholders as a return of capital;
- reorganizing the share capital of the Company to collapse the outstanding classes of Class A Common Shares (including the Co-Invest Shares described under "Equity Incentive Plans – Legacy Management Equity Plan") into one single class of Common Shares, and to create two new series of Class C-3 Common Shares issuable under the Legacy MEP; and
- settling or paying distributions on certain awards granted under the Legacy MEP for cash payments in the aggregate amount of approximately $48 million.

Authorized Share Capital Prior to the Pre-Closing Reorganization

The Company is currently authorized to issue the following:

- an unlimited number of Common Shares;
- an unlimited number of Class B Common Shares (the "**Class B Shares**"); and
- an unlimited number of: (i) Class C-1 Common Shares; (ii) Class C-2 Common Shares; (iii) Class C-3 Common Shares, issuable in series; (iv) Class C-3 Common Shares, First Series; (v) Class C-3 Common Shares, Second Series; and (vi) Class C-3 Common Shares, Third Series (collectively, the "**Class C Shares**").

Pre-Closing Reorganization

In connection with, and prior to, the Closing, the following pre-closing reorganization steps will be implemented (collectively, the "**Pre-Closing Reorganization**"):

- the Company's Articles will be amended to (i) consolidate the outstanding Common Shares on a [●]-for-one basis and immediately thereafter (ii) reorganize the authorized share capital of the Company into an unlimited number of common shares and an unlimited number of preferred shares, issuable in series;
- the Company's by-laws will be amended to reflect customary public company terms, including the Advance Notice Provisions (see "Advance Notice Provisions"); and
- the Company will restructure the Legacy MEP, as described under "Equity Incentive Plans – Legacy Management Equity Plan" and "Equity Incentive Plans – "Omnibus Incentive Plan".

Special IPO Awards

Concurrent with and conditional upon completion of the Offering, the Company will make the following special grants of equity and equity-related instruments:

- Jeff Watson will receive a special one-time award tied to the commencement of his employment consisting of Common Shares with a value of $1.8 million. Assuming an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range), Mr. Watson will receive an aggregate of [●] Common Shares. The Common Shares will be subject to the lock-up arrangements and sell-down restrictions applicable to management shareholders described in "Plan of Distribution – Lock-Up Arrangements".
- Martin Arès will receive a special one-time award tied to the commencement of his employment consisting of Common Shares with a value of $300,000. Assuming an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range), Mr. Arès will receive an aggregate of [●] Common Shares. The Common Shares will be subject to the lock-up arrangements and sell-down restrictions applicable to management shareholders described in "Plan of Distribution – Lock-Up Arrangements".
- The Company will issue RSUs having an aggregate value equal to approximately $5 million to eligible employees that are not eligible for the Legacy MEP and the Omnibus Incentive Plan. These RSUs will vest one year from the date of grant and will be cash settled such that they will not entitle participants to receive any Common Shares. Assuming an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range), an aggregate of [●] cash-settled RSUs will be issued to these eligible employees.

Mr. Watson and Mr. Arès will each also receive a one-time discretionary cash bonus, tied to the commencement of their employment, of $4.2 million and $700,000, respectively, payable upon completion of the Offering.

Authorized Share Capital Upon Completion of the Pre-Closing Reorganization and the Offering

Upon completion of the Pre-Closing Reorganization and the Offering, our authorized share capital will consist of (i) an unlimited number of Common Shares and (ii) an unlimited number of preferred shares, issuable in series.

Outstanding Share Capital Upon Completion of the Pre-Closing Reorganization and the Offering

Upon completion of the Pre-Closing Reorganization and the Offering, the following equity and equity-based securities will be outstanding based on the following Offering Prices:

Class of Security	# Outstanding at an Offering Price of $[●] (low-end of the range)	# Outstanding at an Offering Price of $[●] (midpoint of the range)	# Outstanding at an Offering Price of $[●] (high-end of the range)
Common Shares	[●]	[●]	[●]
Options / phantom units to acquire Common Shares(1)	[●] Options / phantom units to acquire [●] Common Shares, representing [●] Common Shares on a fully diluted basis	[●] Options / phantom units to acquire [●] Common Shares, representing [●] Common Shares on a fully diluted basis	[●] Options / phantom units to acquire [●] Common Shares, representing [●] Common Shares on a fully diluted basis
RSUs(2) (3)	[●]	[●]	[●]
Total	[●]	[●]	[●]

Notes:

(1) The exercise price of the options / phantom units will range from $[●] to the Offering Price. Assuming an Offering size of approximately $[●] and an Offering Price of $[●] per Common Share (the midpoint of the anticipated Offering Price range), the options / phantom units will have a weighted average exercise price of $[●]. The number of fully diluted Common Shares issuable upon the exercise of options / phantom units has been calculated using the treasury stock method. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information".

(2) Of these RSUs, [●] will be fully vested.

(3) The number of RSUs to be issued in connection with the Offering varies on a non-linear basis based on the value of existing entitlements under the Legacy MEP implied by the Offering Price. See "Equity Incentive Plans – Legacy Management Equity Plan".

Common Shares

Rank

The Common Shares rank *pari passu* with respect to the payment of dividends, return of capital and distribution of assets in the event of our liquidation, dissolution or winding-up.

Dividend Rights

Shareholders are entitled to receive dividends on a *pari passu* basis out of our assets legally available for the payment of dividends at such times and in such amount and form as our Board may from time to time determine, subject to any preferential rights of the holders of any outstanding preferred shares.

Voting Rights

Shareholders are entitled to one vote in respect of each Common Share held at meetings of our Shareholders.

Meetings of Shareholders

Shareholders will be entitled to receive notice of any meeting of Shareholders and may attend and vote at such meetings. A quorum for the transaction of business at a meeting of Shareholders is present if two

Shareholders who, together, hold not less than 25% of the votes attaching to our outstanding Common Shares entitled to vote at the meeting are present in person or represented by proxy.

Pre-Emptive Rights

SK Holdings will be entitled to certain pre-emptive rights to subscribe for additional Common Shares as set forth in the SK Investor Rights Agreement. See "Agreements with Principal Shareholders – SK Investor Rights Agreement – Pre-Emptive Rights".

Liquidation Rights

Upon our liquidation, dissolution or winding-up, whether voluntary or involuntary, the Shareholders, without preference or distinction, will be entitled to receive rateably all of our assets remaining after payment of all debts and other liabilities, subject to any preferential rights of the holders of any outstanding preferred shares.

Preferred Shares

The preferred shares may at any time and from time to time be issued in one or more series. Subject to the provisions of the OBCA and our Articles, our Board may, by resolution, from time to time before the issue thereof determine the maximum number of preferred shares of each series, create an identifying name for each series, attach special rights or restrictions to the preferred shares of each series including, without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms or conditions of redemption or purchase, any conversion rights, any retraction rights, any rights on our liquidation, dissolution or winding-up and any sinking fund or other provisions, the whole to be subject to filing articles of amendment to create the series and to include the special rights or restrictions attached to the preferred shares of the series. Except as provided in any special rights or restrictions attaching to any series of preferred shares issued from time to time, the holders of preferred shares will not be entitled to receive notice of, attend or vote at any meeting of Shareholders.

Preferred shares of each series, if and when issued, will, with respect to the payment of dividends, rank *pari passu* with the preferred shares of every other series and be entitled to preference over the Common Shares and any other of our shares ranking junior to the preferred shares with respect to payment of dividends.

In the event of our liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of preferred shares will be entitled to preference with respect to distribution of our property or assets over the Common Shares and any other of our shares ranking junior to the preferred shares with respect to the repayment of capital paid up on and the payment of unpaid dividends accrued on the preferred shares. We currently anticipate that there will be no pre-emptive, subscription, redemption or conversion rights attaching to any series of preferred shares issued from time to time.

Advance Notice Provisions

We have included certain advance notice provisions with respect to the election of our directors in our by-laws (the "**Advance Notice Provisions**"). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings of our Shareholders; (ii) ensure that all Shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote. Only persons who are nominated by Shareholders in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual meeting of Shareholders, or at any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a Shareholder wishing to nominate a director would be required to provide us notice, in the prescribed form, within the prescribed time periods. These time periods include, (i) in the case of an annual meeting of Shareholders (including annual and special meetings), not less than 30 days prior to the date of the annual meeting of Shareholders; provided, that if the first public announcement of the date of the annual meeting of Shareholders (the "**Notice Date**") is less than 50 days before the meeting date, not later than the close of business in Toronto, Ontario on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for any purpose which includes electing directors, not later than the close of business in Toronto, Ontario on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business in Toronto, Ontario on the 40th day before the applicable meeting. In the event of any adjournment or postponement of a meeting, or an announcement thereof, the prescribed time periods as described above shall apply using the date of the adjourned or postponed meeting, or the date of announcement thereof, as the case may be. Our by-laws are available on the Company's website at www.apotex.com.

Forum Selection

We have included a forum selection provision in our by-laws that provides that, unless we consent in writing to the selection of an alternative forum, the Superior Court of Justice of the Province of Ontario and the appellate courts therefrom, will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to us; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the OBCA, our Articles or our by-laws; or (iv) any action or proceeding asserting a claim otherwise related to the relationships among us, our affiliates and their respective shareholders, directors and/or officers, but excluding claims related to the business carried on by such affiliates. The forum selection provision also provides that our securityholders are deemed to have consented to personal jurisdiction in the Province of Ontario and to service of process on their counsel in any foreign action initiated within the scope of the foregoing provisions.

DIVIDEND POLICY

Subject to financial results, capital requirements, available cash flow, corporate law requirements and any other factors that our Board may consider relevant, it is the intention of our Board following Closing to declare a quarterly dividend on the Common Shares on an ongoing basis. We anticipate paying quarterly cash dividends per Common Share equal to approximately $[●] per Common Share, representing an initial annual yield of approximately [●]% calculated at the midpoint of the anticipated Offering Price range. The first dividend that would be payable would be the dividend for the period beginning on the Closing Date to June 30, 2026 and for the first full quarter ending September 30, 2026, is expected to be paid on or about September 30, 2026 to Shareholders of record on September 15, 2026 and is estimated to be $[●] per Common Share ($[●] in respect of the period from and including the Closing Date to June 30, 2026 and $[●] in respect of the full first quarter ending September 30, 2026). The amount and timing of the payment of any dividends are not guaranteed and are subject to the discretion of our Board. See "Risk Factors".

PRINCIPAL AND SELLING SHAREHOLDERS

The following table sets out certain information with respect to Shareholders who, immediately following the Closing, will, to our knowledge, beneficially own, control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to the Common Shares.

Name of Shareholder[(1)(2)]	Type of Ownership	Common Shares Owned or Controlled Following the Pre-Closing Reorganization and Prior to Closing	Number and Percentage of Common Shares Owned or Controlled Immediately Following Closing (assuming no exercise of the Over-Allotment Option)[(3)]	Number and Percentage Common Shares Owned or Controlled Immediately Following Closing (assuming the Over-Allotment Option is exercised in full) [(4)]
SK Holdings.....	Registered	[●]	[●] ([●]%)	[●] ([●]%)
Sherfam.....	Registered	[●]	[●] ([●]%)	[●] ([●]%)

Notes:

(1) To the knowledge of the Company, none of these Common Shares are or will be, following the Closing, subject to any voting trust or similar agreement.

(2) The information set forth in the table assumes: (a) that the Shareholders listed above do not acquire any Common Shares pursuant to the Offering; (b) an Offering size of $[●] million; and (c) an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range).

(3) Represents ownership on a non-diluted basis. On a fully diluted basis, SK Holdings and Sherfam will, immediately following Closing, own [●]% and [●]% of the issued and outstanding Common Shares, respectively. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information".

(4) Represents ownership on a non-diluted basis. If the Over-Allotment Option is exercised in full, SK Holdings and Sherfam will, immediately following Closing, own [●]% and [●]% of the issued and outstanding Common Shares on a fully diluted basis, respectively. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information".

The following table sets out certain information regarding the Selling Shareholders' ownership of Common Shares, both with and without giving effect to the exercise of the Over-Allotment Option:

Name of Shareholder[(1)(2)]	Type of Ownership	Common Shares Owned or Controlled Following the Pre-Closing Reorganization and Prior to Closing	Number and Percentage of Common Shares Owned or Controlled Immediately Following Closing (assuming no exercise of the Over-Allotment Option)[(3)]	Common Shares Sold in the Secondary Offering (assuming no exercise of the Over-Allotment Option / assuming the Over-Allotment Option is exercised in full)	Number and Percentage Common Shares Owned or Controlled Immediately Following Closing (assuming the Over-Allotment Option is exercised in full)[(4)]
SK Holdings.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Fonds de solidarité des travailleurs et des travailleuses du Québec (FTQ).....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Jacesa Investments Ltd.	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Arlington Capital Holdings Inc.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Juno Pharmaceuticals LP	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Datalo.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Adam Bulow.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Alok Kanti	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)

Name of Shareholder[1][2]	Type of Ownership	Common Shares Owned or Controlled Following the Pre-Closing Reorganization and Prior to Closing	Number and Percentage of Common Shares Owned or Controlled Immediately Following Closing (assuming no exercise of the Over-Allotment Option)[3]	Common Shares Sold in the Secondary Offering (assuming no exercise of the Over-Allotment Option / assuming the Over-Allotment Option is exercised in full)	Number and Percentage Common Shares Owned or Controlled Immediately Following Closing (assuming the Over-Allotment Option is exercised in full)[4]
Barry Fishman	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Geri-Lynn Kushneryk .	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Pradeep Sanghvi	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Itzhak Krinsky	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Sandra Tomassini.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Struan Keir.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Carina Vassilieva.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Christian Calcagno.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Christiane Maroun.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Anni Blaquiere	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)
Sandee Dela Cruz.....	Registered	[●]	[●] ([●]%)	[●] / [●]	[●] ([●]%)

Notes:

(1) To the knowledge of the Company, none of these Common Shares are or will be, following the Closing, subject to any voting trust or similar agreement.

(2) The information set forth in the table assumes: (a) that the Shareholders listed above do not acquire any Common Shares pursuant to the Offering; (b) an Offering size of $[●] million; and (c) an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range).

(3) Represents ownership on a non-diluted basis. Immediately following Closing (assuming no exercise of the Over-Allotment Option), the ownership of the Selling Shareholders of the issued and outstanding Common Shares, on a fully-diluted basis, will be as follows: (a) SK Holdings - [●]%; (b) Fonds de solidarité des travailleurs et des travailleuses du Québec (FTQ) - [●]%; (c) Jacesa Investments Ltd. - [●]%; (d) Arlington Capital Holdings Inc. - [●]%; (e) Juno Pharmaceuticals LP - [●]%; (f) Datalo - [●]%; (g) Adam Bulow - [●]%; (h) Alok Kanti - [●]%; (i) Barry Fishman - [●]%; (j) Geri-Lynn Kushneryk - [●]%; (k) Pradeep Sanghvi - [●]%; (l) Itzhak Krinsky - [●]%; (m) Sandra Tomassini - [●]%; (n) Struan Keir - [●]%; (o) Carina Vassilieva - [●]%; (p) Christian Calcagno - [●]%; (q) Christiane Maroun - [●]%; (r) Anni Blaquiere - [●]%; and (s) Sandee Dela Cruz - [●]%. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information".

(4) Represents ownership on a non-diluted basis. If the Over-Allotment Option is exercised in full, the ownership of the Selling Shareholders of the issued and Outstanding Common Shares, on a fully-diluted basis, will be as follows: (a) SK Holdings - [●]%; (b) Fonds de solidarité des travailleurs et des travailleuses du Québec (FTQ) - [●]%; (c) Jacesa Investments Ltd. - [●]%; (d) Arlington Capital Holdings Inc. - [●]%; (e) Juno Pharmaceuticals LP - [●]%; (f) Datalo - [●]%; (g) Adam Bulow - [●]%; (h) Alok Kanti - [●]%; (i) Barry Fishman - [●]%; (j) Geri-Lynn Kushneryk - [●]%; (k) Pradeep Sanghvi - [●]%; (l) Itzhak Krinsky - [●]%; (m) Sandra Tomassini - [●]%; (n) Struan Keir - [●]%; (o) Carina Vassilieva - [●]%; (p) Christian Calcagno - [●]%; (q) Christiane Maroun - [●]%; (r) Anni Blaquiere - [●]%; and (s) Sandee Dela Cruz - [●]%. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information".

AGREEMENTS WITH PRINCIPAL SHAREHOLDERS

Upon Closing, we will enter into an investor rights agreement with SK Holdings (the "**SK Investor Rights Agreement**") with respect to certain Shareholder rights.

Upon Closing, we will enter into an investor rights agreement with Sherfam and SK Holdings (the "**Sherfam Investor Rights Agreement**") with respect to certain Shareholder rights.

The Company, SK Holdings and Sherfam and certain current members of management that hold Common Shares (the "**Other Existing Shareholders**") are party to a registration rights agreement dated April 1, 2023 (the "**Registration Rights Agreement**") which will be amended in connection with Closing and remain in place thereafter.

The following is a summary of the material attributes and characteristics of the SK Investor Rights Agreement, the Sherfam Investor Rights Agreement and the Registration Rights Agreement. This summary is qualified in its entirety by reference to the provisions of those agreements, which contains a complete statement of those attributes and characteristics. The SK Investor Rights Agreement, the Sherfam Investor Rights Agreement and the Registration Rights Agreement will be filed with the Canadian securities regulatory authorities and made available on SEDAR+ at www.sedarplus.ca.

SK Investor Rights Agreement

Nomination Rights

The SK Investor Rights Agreement will provide that SK Holdings shall be entitled to nominate directors commensurate with its ownership interests in the Company, as follows (in each case with the number of nominees rounded up to the nearest whole number):

- SK Holdings can nominate 50% of the directors so long as it beneficially owns more than 50% of the issued and outstanding Common Shares on a non-diluted basis;
- SK Holdings can nominate 40% of the directors so long as it beneficially owns more than 40% of the issued and outstanding Common Shares on a non-diluted basis;
- SK Holdings can nominate 30% of the directors so long as it beneficially owns more than 30% of the issued and outstanding Common Shares on a non-diluted basis;
- SK Holdings can nominate 20% of the directors so long as it beneficially owns more than 20% of the issued and outstanding Common Shares on a non-diluted basis; and
- SK Holdings can nominate one director so long as it beneficially owns at least 10% of the issued and outstanding Common Shares on a non-diluted basis.

The nominees expected to be included under the SK Investor Rights Agreement at the time of Closing are Aaron Davenport, Itzhak Krinsky, Sharon Kochan and Santiago Nielsen.

Committee Representation Rights

The SK Investor Rights Agreement will provide that, as long as SK Holdings beneficially owns more than 20% of the issued and outstanding Common Shares on a non-diluted basis, it shall be entitled to have one director nominee serve on each standing committee of the Board, provided that such director is not also one of the Company's officers. In addition, as long as SK Holdings beneficially owns more than 20% of the issued and outstanding Common Shares on a non-diluted basis, it shall be entitled to designate one director nominee as a non-voting observer on each standing committee of the Board.

Chair Designation Rights

The SK Investor Rights Agreement will provide that, as long as SK Holdings beneficially owns more than 20% of the issued and outstanding Common Shares on a non-diluted basis, it shall be entitled to have one director nominee serve as Chair of the Board.

Quorum

The SK Investor Rights Agreement will provide that, as long as SK Holdings has the right to nominate at least two directors, the quorum for any meeting of the Board shall require, in addition to all applicable requirements of the Company's constating documents, the presence (in person or by telephonic or

electronic means) of at least one director nominee of SK Holdings, and the Company will agree not to transact any business at any meeting of the Board except in compliance with this requirement, provided that, if a directors meeting is adjourned and reconvened due to insufficient quorum, the directors that attend the reconvened meeting shall constitute quorum irrespective of the attendance by the SK Holdings nominees, provided that such reconvened meeting is held in accordance with the requirements of the Company's constating documents, including applicable notice provisions.

Pre-Emptive Rights

In the event that the Company or any of its subsidiaries decides to issue Shares or any type of securities convertible into or exchangeable or redeemable for Common Shares or an option or other right to acquire such securities (in each case, "**Offered Securities**"), SK Holdings, for so long as it continues to beneficially own at least 10% of the issued and outstanding Common Shares on a non-diluted basis, shall have pre-emptive rights to purchase that number of Offered Securities so as to maintain its pro rata economic interest. Notice of exercise of such rights is to be provided in advance of the commencement of any offering of securities of the Company or such other securities as are being contemplated for issuance and otherwise in accordance with the terms and conditions to set out in the SK Investor Rights Agreement.

Pursuant to the SK Investor Rights Agreement, the pre-emptive rights will not apply to issuances in the following circumstances:

- to participants in any dividend reinvestment plan or similar plan;
- in respect of the exercise of options, warrants, rights or other securities issued under equity based compensation arrangements of the Company, which for clarity shall include any employee share purchase plan adopted by the Company;
- exercise by a holder of a conversion, exchange or other similar right pursuant to the terms of a security in respect of which SK Holdings did not exercise, failed to exercise, or waived its pre-emptive right or in respect of which the pre-emptive right did not apply;
- pursuant to a shareholders' rights plan of the Company;
- to the Company or any subsidiary of the Company;
- pursuant to a share split, stock dividend or any similar recapitalization; and
- pursuant to a *bona fide* arm's length acquisition by the Company of the shares, assets, properties or business of any person.

Information Rights

As long as SK Holdings beneficially owns more than 20% of the issued and outstanding Common Shares on a non-diluted basis, it shall be entitled to certain information rights pursuant to the SK Investor Rights Agreement, including:

- the right to access the Company's books, records and accounts and the Company's monthly financial statements during normal business hours, upon reasonable notice and without causing undue disruption or requiring management to prepare any documentation or analysis, to the extent that such preparation would be unduly burdensome, in addition to its ordinary course duties, in connection with a legitimate business purpose of SK Holdings;
- the right to receive business plans, budgets and other information, including the right to receive a monthly report in form and substance reasonably satisfactory to SK Holdings, the contents of which shall be reasonably specified by SK Holdings to the Company from time to time;
- the right to have representatives of SK Holdings attend the Company's monthly operating review meetings and receive reports in connection therewith; and
- the right to receive from time to time such other information regarding the financial condition,

operations, or business of the Company as SK Holdings may reasonably request, subject to applicable law.

Sherfam Investor Rights Agreement

The Sherfam Investor Rights Agreement will provide that, so long as Sherfam (together with its affiliates) beneficially owns at least 10% of the issued and outstanding Common Shares on a non-diluted basis, Sherfam shall be entitled to nominate one director to the Board and such director shall be a member of the Audit and Risk Committee (subject to certain limited exceptions). Pursuant to the Sherfam Investor Rights Agreement, SK Holdings will agree to vote all of its Common Shares in favour of the election of the director nominated by Sherfam (if any).

As of the date of this prospectus, Sherfam has informed the Company that it has no present intention to exercise its director nomination right.

Registration Rights Agreement

The Registration Rights Agreement provides that for so long as SK Holdings or Sherfam hold any Shares, they have the right (the "**Demand Registration Right**"), among others, to require the Company to file one or more prospectuses with applicable Canadian securities regulatory authorities or register one or more registration statements under the U.S. Securities Act, in respect of all or a portion of the Common Shares held by them (the "**Registrable Securities**") for distribution to the public (a "**Demand Distribution**").

The Registration Rights Agreement entitles SK Holdings to up to four requests to exercise its Demand Registration Rights in any 12-month period and Sherfam to one single request to exercise its Demand Registration Right. Any request to exercise its Demand Registration Rights by SK Holdings must result in a minimum offering size of $50 million. The right of SK Holdings or Sherfam to request and effect a demand registration terminates upon the first date on which SK Holdings or Sherfam (as applicable) beneficially owns less than 5% of the then outstanding Common Shares (on a non-diluted basis).

The Company is not obligated to effect a Demand Distribution pursuant to a long form prospectus or registration statement within 180 days of the effective date of a previous long form prospectus or registration statement under which SK Holdings and Sherfam were given a Piggy-Back Registration Right (as defined below) and at least 50% of the number of securities requested to be included were included in such registration. In addition, if a Demand Distribution would, in the Board's good faith judgment after consultation with outside counsel, require the Company to make certain adverse public disclosure or otherwise materially interfere with a significant acquisition or other similar transaction involving the Company, the Company may delay the filing or initial effectiveness of, the applicable registration statement or prospectus, provided that the Company shall not be permitted to delay for a period (i) that exceeds 90 days on any one occasion or (ii) for more than 120 days in the aggregate in any 12-month period. The Company and the Other Existing Shareholders (for so long as they hold any Common Shares) may, also distribute Registrable Securities in connection with a Demand Distribution, provided that, among other limitations, if the Demand Distribution involves an underwriting and the lead underwriter determines that the total number of Registrable Securities to be included in such Demand Distribution should be limited for certain prescribed reasons, the Registrable Securities to be included in the Demand Distribution will first be allocated to SK Holdings and Sherfam, second to Other Existing Shareholders and third to the Company and provided further that if SK Holdings or Sherfam wish to use a Demand Distribution to effect an underwritten block trade or "bought deal", SK Holdings' consent is required prior to participation in the Demand Distribution by Other Existing Shareholders holding less than 5% of the issued and outstanding Common Shares on a fully diluted basis.

The Registration Rights Agreement also provides that any holder of Registrable Securities has the right (the "**Piggy-Back Registration Right**") to require the Company to include its Registrable Securities in any future public offerings undertaken by the Company for its own account or in connection with a Demand Distribution, subject to certain exceptions, by way of a prospectus or registrations statement that it may file with applicable securities regulatory authorities (a "**Piggy-Back Distribution**"). The Company will be required to include in the Piggy-Back Distribution all of the Registrable Securities requested and entitled to

be sold, provided that if the Piggy-Back Distribution involves an underwriting and the lead underwriter determines that the total number of Registrable Securities to be included in such Piggy-Back Distribution should be limited for certain prescribed reasons, the Registrable Securities to be included in the Piggy-Back Distribution will first be allocated to the Company, second to SK Holdings and Sherfam, and third to the Other Existing Shareholders.

All costs and expenses in respect of a Demand Distribution or Piggy-Back Distribution will be borne by the Company and the Company shall reimburse the holders of Registrable Securities included in a Demand Distribution or Piggy-Back Distribution for the reasonable fees and disbursements of legal counsel to such holders (as selling securityholders). Underwriting discounts, commissions and transfer taxes, if any, attributable to the sale of Common Shares in connection a Demand Distribution or Piggy-Back Distribution will be borne by the selling Shareholder.

Pursuant to the Registration Rights Agreement, the Company will indemnify a holder of Registrable Securities for any misrepresentation made in a prospectus or registration statement under which such holder's Registrable Securities are distributed (other than in respect of any prospectus or registration statement disclosure provided by such holder, in respect of such holder). Holders of Registrable Securities will indemnify the Company for any prospectus or registration statement disclosure provided by such holder in respect of such holder.

As a result of the lock-up agreements described under "Plan of Distribution – Lock-Up Arrangements", each of the Demand Registration Right and Piggy-Back Registration Right will not be exercisable by SK Holdings, Sherfam or any Other Existing Shareholders during a period of at least 180 days after the date of Closing.

DESCRIPTION OF MATERIAL INDEBTEDNESS

In July 2025, in connection with the 2025 Recapitalization, pursuant to the First Amendment, the Company established the New Credit Facilities described below by amending its Prior Credit Facilities to: (i) extend the maturity date of the Prior Revolving Facility and the Prior Term Loans from March 30, 2028 to March 30, 2029 and extend the maturity date of the Prior Pari Passu Term Loan from March 31, 2027 to March 30, 2028; (ii) add C$100 million and US$640 million of additional term loan borrowing capacity, all of which additional term loans are fully drawn; and (iii) add C$200 million of additional revolving loan capacity, for total revolving loan capacity of C$950 million, of which $nil was drawn as of March 31, 2026, all as further detailed below. See "Description of Share Capital – 2025 Recapitalization".

The Company, as a borrower, is party to an amended and restated credit agreement dated as of March 31, 2024, as amended pursuant to a first amending agreement dated as of July 7, 2025 (the "**First Amendment**"), a second amending agreement dated as of December 19, 2025 and a third amending agreement dated as of March 16, 2026 (the "**Third Amendment**") with, *inter alios*, Artemis Co-Borrower, LLC, Aposherm Delaware Holdings Corporation and Apotex Corp. as co-borrowers, Apotex Holdco Inc., as intermediate holdings, The Bank of Nova Scotia (the "**Agent**"), as administrative agent, the financial institutions from time to time party thereto (the "**Lenders**"), as lenders (as amended, the "**Credit Agreement**") pursuant to which the Lenders agreed to provide the Company, with (i) a revolving credit facility in the aggregate principal amount of up to $950 million (the "**Revolving Facility**"); (ii) an initial term loan credit facility in the aggregate principal amount of US$1.1 billion and $465.5 million (the "**Initial Term Loan Facility**"); (iii) an EDC term loan facility in the aggregate principal amount of US$200 million (the "**EDC Term Loan Facility**"); and (iv) a *pari passu* term loan facility in the aggregate principal amount of $800 million (the "**Pari Passu Term Loan**" and together with the Revolving Facility, the Initial Term Loan Facility and the EDC Term Loan Facility, collectively, the "**New Credit Facilities**" and the Prior Credit Facilities as amended and extended by the New Credit Facilities, the "**Credit Facilities**"). As of March 31, 2026, approximately $2.9 billion was outstanding under the Credit Facilities.

The Revolving Facility is available to be drawn in Canadian dollars by way of prime rate loans, term CORRA loans and letters of credit and in U.S. dollars by way of base rate loans, term SOFR loans and letters of credit, in each case, plus the applicable margin in effect from time to time. The Company intends to use the

proceeds of the Revolving Facility for general corporate purposes, including capital expenditures, acquisitions, investments and any other transaction permitted under the agreement.

The Initial Term Loan Facility, the EDC Term Loan Facility and the Pari Passu Term Loan are fully drawn by the Company.

The obligations of the Company under the Credit Facilities are guaranteed by each of our material subsidiaries (collectively, the "**Guarantors**") and are secured by: (i) a first priority lien over all of the personal property of the Company and the Guarantors, subject to certain exclusions and permitted liens, (ii) charges over certain material leased real property interests, and (iii) a first ranking pledge of 100% of the securities of any Guarantors owned by the Company or a Guarantor.

The Revolving Facility, the Initial Term Loan Facility and the EDC Term Loan Facility will mature and be due and payable on March 30, 2029, and the Pari Passu Term Loan will mature and be due and payable on March 30, 2028.

The Credit Facilities include customary restrictive covenants, including, without limitation, restrictions on the Company and the Guarantors, subject to certain exceptions and permitted baskets, as to: (a) incur indebtedness; (b) incur and grant liens; (c) make investments; (d) make non-ordinary course asset sales or other dispositions of property; (e) make acquisitions; (f) make distributions; (g) fundamental changes to organizational structure; (h) changes to their business; and (i) transfers of material intellectual property to non-loan parties. In addition, the Credit Facilities include financial covenants requiring the Company to maintain at all times a maximum total net leverage ratio and a minimum interest coverage ratio.

The Credit Facilities contain customary representations and warranties with respect to the Company and the Guarantors, subject to materiality qualifiers where customary and appropriate, including, without limitation, as to: (a) corporate existence; (b) litigation and environmental matters; (c) material adverse effects; (d) compliance with laws; and (e) ownership of intellectual property.

On Closing, the Company is expected to be in compliance with all of the terms and conditions of the Credit Facilities. The Credit Agreement will be filed with the Canadian securities regulatory authorities and made available on SEDAR+ at www.sedarplus.ca.

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company's combined capitalization as at the financial period ended March 31, 2026: (i) on an actual basis; and (ii) as adjusted to give effect to the completion of the Pre-Closing Reorganization and the Offering. This table should be read in conjunction with the Successor Annual Financial Statements and the related notes included elsewhere in this prospectus and with the information set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Use of Proceeds", "Description of Share Capital" and "Description of Material Indebtedness".

	As at March 31, 2026	After giving effect to the Offering[1]
	(in thousands of Canadian dollars)	
Cash	56,992	[●]
Long-term debt	2,940,165	[●]
Equity		
Share capital	308,661	-
Contributed surplus	108,822	[●]
Retained earnings	(967,052)	[●]
Foreign currency translation reserve	(8,359)	[●]
Total Equity (deficit)	(557,928)	**[●]**
Total Capitalization	2,325,245	**[●]**

Notes:
(1) After deducting the Underwriters' Fee, estimated to be $[●], and the expenses of the Offering that remain unpaid, estimated to be $[●].

OPTIONS TO PURCHASE SECURITIES

The following table sets forth the aggregate number of options, phantom units and RSUs (as defined herein) that will be outstanding immediately following completion of the Offering:

Category	Number of Options / Phantom Units to Acquire Common Shares[1]	Exercise Price of Options / Phantom Units [2]	Expiry Date Range of Options	Number of RSUs[1]	Value of RSUs[3]	Expiry Date Range of RSUs
Executive officers and past executive officers of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]
Directors and past directors who are not also executive officers or past executive officers of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]
Executive officers and past executive officers of subsidiaries of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]
Directors and past directors who are not also executive officers or past executive officers of subsidiaries of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]

Category	Number of Options / Phantom Units to Acquire Common Shares[1]	Exercise Price of Options / Phantom Units [2]	Expiry Date Range of Options	Number of RSUs[1]	Value of RSUs[3]	Expiry Date Range of RSUs
All other employees and past employees of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]
All other employees and past employees of subsidiaries of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]
Consultants of the Company, as a group ([●] individuals in total).....	[●]	[●]	[●]	[●]	[●]	[●]

Notes:
(1) The Common Shares underlying the options, phantom units and RSUs will be subject to contractual restrictions on transfer. See "Lock-Up Arrangements".
(2) Represents the weighted average exercise price of all outstanding options and phantom units, whether vested or unvested.
(3) Calculated by multiplying the number of RSUs by the Offering Price.

PRIOR SALES

The following tables summarize the issuances of our Common Shares, or securities convertible into Common Shares, during the 12-month period preceding the date of this prospectus. This table does not include the issuance of securities that were or will be issued in exchange for other existing securities in connection with the 2025 Recapitalization and the Pre-Closing Reorganization.

				As Adjusted for the Pre-Closing Reorganization	
Date of Grant/Issuance	Type of Security	Number of Securities Issued	Issuance/Exercise Price per Security ($)	Number of Securities Issued	Issuance/Exercise Price per Security
June 2, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
June 9, 2025	Class B Options[1]	100,000	$4.60	[●]	[●]
June 17, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
June 23, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
July 1, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
July 15, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
August 5, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
September 1, 2025	Class B Options[1]	50,000	$4.60	[●]	[●]
November 3, 2025	Class B Options[1]	100,000	$4.72	[●]	[●]
November 5, 2025	Class B Options[1]	50,000	$4.72	[●]	[●]
November 24, 2025	Class B Options[1]	50,000	$4.72	[●]	[●]
December 8, 2025	Class B Options[1]	125,000	$4.72	[●]	[●]

Notes:
(1) Class B Options issued pursuant to the Legacy MEP. See "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan".

DIRECTORS AND EXECUTIVE OFFICERS

Directors

The following table sets forth the name, age, municipality of residence, positions held with the Company and principal occupations of directors of the Company. All directors will be elected by Shareholders at each annual meeting of the Shareholders, and all directors will hold office for a term expiring at the close of the next annual meeting or until their respective successors are elected or appointed. Additional biographical information for each individual is provided below.

Name and Municipality of Residence	Age	Position with the Company	Director Since	Principal Occupation
Aaron Davenport ..... New Canaan, Connecticut, U.S.	54	Director (Chair)	September 16, 2022	Managing Director, SK Capital
Jeff Watson ..... King City, Ontario, Canada	62	Director, President & Chief Executive Officer	April 1, 2023	President & Chief Executive Officer, Apotex
Sarah Davis(1)(2)(3)(4)(5) ..... Toronto, Ontario, Canada	59	Director (Lead Independent)	July 22, 2024	Corporate Director
Theresa Firestone(1)(2)(3)(4)(6)(7) ..... Toronto, Ontario, Canada	70	Director	January 29, 2024	Corporate Director
Sharon Kochan(3) ..... Ramat Gan, Israel	57	Director	January 29, 2024	Operating Director, SK Capital
Itzhak Krinsky(2)(4) ..... Ramat Hasharon, Israel	74	Director	April 1, 2023	Operating Director, SK Capital
Santiago Nielsen(4) ..... New York City, New York, U.S.	33	Director	April 1, 2023	Principal, SK Capital
Allan Oberman ..... Toronto, Ontario, Canada	68	Director	April 1, 2023	Corporate Director

Notes:
(1) Independent director for the purposes of NI 58-101. See “Corporate Governance – Director Independence”.
(2) Member of the Audit and Risk Committee.
(3) Member of the Corporate Governance and Nominating Committee.
(4) Member of the Human Resources and Compensation Committee.
(5) Chair of the Audit and Risk Committee.
(6) Chair of the Corporate Governance and Nominating Committee.
(7) Chair of the Human Resources and Compensation Committee.

Executive Officers

The following table sets forth the name, age, municipality of residence, position held with the Company and duration of service with the Company and its affiliates of each executive officer of the Company upon completion of the Offering. Additional biographical information for each individual is provided below.

Name and Municipality of Residence	Age	Position with the Company	Years with Apotex (approx.)
Jeff Watson ..... King City, Ontario, Canada	62	President & Chief Executive Officer	30
Brian McClelland ..... Richmond Hill, Ontario, Canada	58	Chief Financial Officer	3

Name and Municipality of Residence	Age	Position with the Company	Years with Apotex (approx.)
Francesco Tallarico ..... Mississauga, Ontario, Canada	43	Chief Legal Officer and Global Head of Government Relations	3
Pradeep Sanghvi..... Brampton, Ontario, Canada	61	Executive Vice President, Global Research & Development	11
Christine Baeder ..... Fort Lauderdale, Florida, U.S.	53	President, Apotex USA and LATAM	2
Ariel Alon..... Ambler, Pennsylvania, U.S.	55	Chief Operating Officer	3
Barry Fishman..... Thornhill, Ontario, Canada	69	Chief Corporate Development Officer	3
Carina Vassilieva ..... North York, Ontario, Canada	57	Chief Human Resources Officer	3
Kiran Krishnan ..... Weston, Florida, U.S.	48	Senior Vice President, Global Regulatory Affairs	20
Martin Arès ..... Westmount, Quebec, Canada	59	President, Canada and ROW	<1

As a group, our directors and executive officers will beneficially own, or control or direct, directly or indirectly, a total of [●] Common Shares, representing approximately (i) [●]% of the Common Shares (on a non-diluted basis) outstanding immediately following Closing and (ii) [●]% of the voting power attached to the Shares (on a non-diluted basis) outstanding immediately following Closing. The foregoing does not take into account Shares to be issued upon the potential exercise of stock options or phantom units or settlement of RSUs.

Biographical Information Regarding the Directors and Executive Officers

Non-Executive Directors

Aaron Davenport

Aaron Davenport has over 30 years of experience in the financial industry and has extensive experience as a corporate director. Mr. Davenport currently serves as our Chair and is the Managing Director of SK Capital, a private equity firm invested in leading companies in the specialty materials, ingredients and life science sectors. Mr. Davenport has served as a director for more than 20 companies and currently serves as chairman of the board of directors of Woodstock Sterile Solutions Inc., Halo Pharmaceuticals Inc. and SEQENS, and is a member of the board of Genetix Biotherapeutics Inc. Prior to his role at SK Capital, Mr. Davenport was a Principal at Arsenal Capital Partners. Mr. Davenport graduated magna cum laude with a Bachelor of Arts degree from Amherst College and has a Master of Business Administration from the Tuck School of Business at Dartmouth College.

Sarah Davis FCPA, FCA

Sarah Davis has over 15 years of experience as a corporate director and currently sits on three public company boards, including Amdocs Limited (an issuer listed on the NASDAQ), Pet Valu Holdings Ltd. (an issuer listed on the TSX) and Victoria's Secret & Co. (an issuer listed on the New York Stock Exchange). Ms. Davis was the President of Loblaw Companies Limited prior to retiring as President in May 2021. In this role, Ms. Davis was responsible for the strategic direction and general operations of one of Canada's largest food and pharmacy retailers. She also acted as Chief Financial Officer of Loblaw Companies Limited from 2010 to 2014. Prior to joining Loblaw Companies Limited in 2007, Ms. Davis spent 16 years in the

telecom industry and for 11 of those years held various senior positions with Bell Canada Inc. and Rogers Communications Inc. Ms. Davis continues to exercise her expertise in finance and accounting as a member of Amdocs' Audit Committee and Chair of Victoria's Secret's Audit Committee. Ms. Davis holds an Honours Bachelor of Commerce degree from Queen's University and is a Chartered Accountant and Fellow of the Chartered Professional Accountants.

Theresa Firestone

Theresa Firestone has over 35 years of experience in executive leadership roles in the healthcare and pharmaceutical industries throughout Canada, Europe and Asia. In 2021, Ms. Firestone retired from her role as Senior Vice President at Shoppers Drug Mart Inc. after leading the healthcare business and health and wellness divisions for seven years. As Senior Vice President, Ms. Firestone led health and wellness initiatives, including new growth strategies, the development and launch of the Health Clinics by Shoppers Drug Mart Inc. and the implementation of the PC Health App. Previously, Ms. Firestone spent 15 years at Pfizer Inc., one of the largest multinational pharmaceutical and biotechnology companies, acting in various positions including General Manager of the Established Products Business Unit from 2009 to 2010 and Regional President of Pfizer Asia, Emerging Markets division from 2010 to 2013. Ms. Firestone is currently a director for a number of health and pharmaceutical companies including Helus Pharma, the commercial operating name of Cybin Inc. (an issuer listed on the Chicago Board Options Exchange and the NASDAQ), adMare BioInnovations, Prollenium Medical Technologies Inc. and Blue Charm Adherence Inc. She is also a former director of Aurora Cannabis Inc. (an issuer listed on the TSX and NASDAQ) and Orion Biotechnology Canada Ltd. In 2010, Ms. Firestone was inducted into the Canadian Healthcare Marketing Hall of Fame and has received honours as one of 12 outstanding Canadian Women by the Weizmann Institute. Ms. Firestone holds a Bachelor of Applied Science degree from the University of Guelph.

Sharon Kochan

Sharon Kochan currently serves as Operating Director of SK Capital. Mr. Kochan has extensive experience in the consumer goods and specialty pharmaceutical industry, including a 27-year career with Perrigo Company PLC, a New York Stock Exchange listed issuer and global manufacturer of OTC pharmaceuticals. During this time, Mr. Kochan developed in-depth expertise in the pharmaceutical industry and held senior roles including President of Prescription Pharmaceuticals from 2007 to 2012, President International from 2013 to 2018, and President of Pharmaceuticals from 2019 to 2021. In 2021, Perrigo Company PLC underwent a carve-out transaction of Padagis LLC, at which point Mr. Kochan assumed the role of President and CEO of Padagis LLC until the end of 2023. Mr. Kochan has grown his expertise in the health and pharmaceutical industry having acted as a former director for Mediwound Inc. (an issuer listed on the NASDAQ) and Exalenz BioScience Ltd. (an issuer listed on the Tel Aviv Stock Exchange), and currently serving as a director for Sol-Gel Technologies Ltd. (an issuer listed on the NASDAQ) and Woodstock Sterile Solutions Inc. Mr. Kochan is also vice chair for TopGum Industries Ltd. (an issuer listed on the Tel Aviv Stock Exchange). Mr. Kochan has a Bachelor of Science in Industrial Engineering from Tel Aviv University in Israel, a Master of Science in Operations Research and Management Science from Columbia University in NYC, USA and completed the Senior Management Program at the Technion Institute of Management in Haifa, Israel.

Dr. Itzhak Krinsky

Dr. Itzhak Krinsky joined SK Capital as Operating Director in 2017 after a nearly 40-year career in global pharmaceuticals, investment banking, consulting and academia. Dr. Krinsky developed extensive knowledge in pharmaceuticals during his 12-year tenure with Teva, an Israeli multinational pharmaceutical company, where he served in various senior roles including as a member of the Executive Committee, Executive Vice President of Business Development, and ultimately Chairman of Teva Japan and Teva South Korea, and Head of Business Development for Teva Asia Pacific. In 2014, Dr. Krinsky was selected by SCRIP as one of the 100 Global Leaders in the pharmaceutical industry. Prior to joining Teva, Dr. Krinsky held various senior positions at investment banks in New York City including with Bankers Trust, Deutsche Bank and the Silverfern Group Inc. Before his career on Wall Street, Dr. Krinsky was a professor of Finance and Business Economics at McMaster University. Dr. Krinsky has served on numerous boards throughout

his career and currently acts as a director and member of the Audit Committee and Financial and Compensation Committee for PolyPid Ltd. (an issuer listed on the NASDAQ), employing his expertise in developing culturally sensitive corporate strategies and supporting initiatives to increase shareholder value. Dr. Krinsky received a Bachelor and Masters degree in Economics from Tel Aviv University and was awarded a Ph.D. in Economics from McMaster University.

Santiago Nielsen

Santiago Nielsen currently acts as Principal of SK Capital and has over a decade of experience in the financial industry. Since joining SK Capital as an Associate in 2017, Mr. Nielsen has engaged in a variety of transactions that have grown SK Capital's portfolio in the pharmaceutical and life sciences sectors. Mr. Nielsen serves on the board of directors of Genetix Biotherapeutics (formerly bluebird bio, Inc.), a commercial-stage biotherapeutics company focused on developing and delivering gene therapies for severe genetic diseases. Throughout his career, Mr. Nielsen has developed expertise in finance, investment banking and private equity. Prior to joining SK Capital, Mr. Nielsen was an Investment Banking Analyst at Morgan Stanley in New York City. In 2015, Mr. Nielsen graduated cum laude from Northwestern University with a Bachelor of Science in Industrial Engineering, with a double major in Economics. Mr. Nielsen also completed a Certificate in Managerial Analytics from the Kellogg School of Management at Northwestern University.

Allan Oberman

Allan Oberman has over four decades of experience in corporate leadership, including over 20 years in the pharmaceutical industry. Mr. Oberman served as President and Chief Executive Officer of Apotex from 2023 to 2026, during which time he led a period of strategic growth, operational strengthening and continued expansion of our global footprint. Before joining Apotex, he served as Chief Executive Officer of Concordia International Corp., a specialty pharmaceutical company formerly listed on the TSX and Nasdaq Global Select Market and operating in over 90 countries, and Chief Executive Officer of Sagent Pharmaceutical Inc. Prior to these positions, he served as President and Chief Executive Officer of Teva Canada (formerly Novopharm Limited), Chief Operating Officer of Teva International Group, President of Teva EMIA and President and Chief Executive Officer of Teva Generics (US). His extensive experience includes strategy development, transformational business growth, execution excellence, internal market expansion and global partnerships.

Mr. Oberman also brings nearly three decades of corporate governance experience, having served on numerous boards, including as Chairman of the Canadian Generic Pharmaceutical Association and Vice-Chairman of the Association for Accessible Medicines. He has a Master of Business Administration from the Schulich School of Business, York University and a Bachelor of Arts from Western University.

Executive Officers Who Also Serve as Directors

Jeff Watson

Jeff Watson is the President and Chief Executive Officer of Apotex. In this role, he leads a global workforce of more than 6,000 employees and the operations of Apotex around the globe in approximately 70 countries. Mr. Watson is responsible for driving our strategic direction and advancing our vision of serving patients and consumers along their health journey.

Mr. Watson has held multiple senior leadership positions at Apotex, including serving as President and Chief Executive Officer from 2018 to 2023. Following his departure, he remained actively engaged with our company as a director and returned in March 2026 as President and Chief Executive Officer. Over the course of his 30-year tenure at Apotex, Mr. Watson has been instrumental in growing the business through his expertise in commercial and strategic operations, as well as expanding our international market and global partnerships.

Mr. Watson is also a member of Apotex's Board of Directors and brings deep governance expertise to his board work, having led and served on many boards during his career. In 2021, Mr. Watson was appointed to the inaugural CEO Advisory Committee of the International Generics and Biosimilars Medicines Association. In recognition of his contributions to the pharmaceutical industry, he received the Distinguished Associate of the Year award from the Neighbourhood Pharmacy Association of Canada in 2023.

Mr. Watson currently serves as a director for Woodstock Sterile Solutions Inc. and TruLeaf Sustainable Agriculture, and chair of the board of CareRX Corporation (an issuer listed on the TSX). Mr. Watson received his Bachelor of Arts degree from Saint Mary's University in Halifax, Nova Scotia.

Executive Officers Who do Not Serve as Directors

Brian McClelland

Brian McClelland is the Chief Financial Officer of Apotex. Mr. McClelland oversees the Company's Global Finance and Global Information Services functions. He joined Apotex in 2023, bringing with him over 30 years of progressive financial and leadership experience. Before joining Apotex, Mr. McClelland held positions in both global public and private companies, including Kraft Foods Group Inc., Molson Coors Canada Inc. and McCain Foods. Most recently, Mr. McClelland was the Chief Financial Officer of Mother Parker's Tea & Coffee Inc., a leading North American private label supplier of tea and coffee. Mr. McClelland holds a bachelor's degree in commerce from McMaster University and Certified Public Accountant and Certified Management Accountant designations.

Francesco Tallarico

Francesco Tallarico is the Chief Legal Officer and Global Head of Government Relations at Apotex. Mr. Tallarico oversees the global legal, compliance, enterprise risk, government relations and communications functions at Apotex. He joined Apotex in 2023, bringing over 15 years of progressive legal and leadership experience. Most recently, Mr. Tallarico served as General Counsel, Head of Government Affairs and Policy at private-equity owned Covis Pharma Group, and was responsible for the global legal, compliance and government affairs functions, and led several acquisitions and financings valued at over US$1 billion. Prior to these roles, Mr. Tallarico held various General Counsel roles with publicly traded companies, including Chief Legal Officer and Corporate Secretary at Concordia International Corp., where he led the global legal and compliance functions, including M&A transactions valued at over US$4.5 billion and corporate restructuring that resulted in Concordia International Corp. reducing its debt by approximately US$2.4 billion. Before joining Concordia International Corp., Mr. Tallarico practiced law in Toronto at Fasken Martineau DuMoulin LLP, specializing in corporate finance, M&A and securities law matters. Mr. Tallarico also serves on the Board of Directors and as Vice Chair of CPMEA. Mr. Tallarico received his Bachelor of Arts from the University of Toronto and Juris Doctor from the University of Windsor.

Dr. Pradeep Sanghvi

Dr. Pradeep Sanghvi is the Executive Vice President, Global Research and Development (EVP, Global R&D) at Apotex. Dr. Sanghvi rejoined Apotex in October 2021 and is responsible for research and development and our product portfolio across our businesses, including Generics and API and the Biosimilars portfolio program. Dr. Sanghvi previously worked at Apotex from 2009-2016 and held progressive roles within the research and development function with his last position held being EVP, Global R&D. From 2016-2021 Dr. Sanghvi held the role of EVP, Global R&D – Oral Solids at Sun Pharmaceutical Industries Limited where he oversaw the research and development activities in key markets such as the U.S., Europe, rest of the world (ROW), and India.

Dr. Sanghvi is a strategic, transformational and influential leader, with 30 years of experience in building high performance and process driven research and development organizations. He has extensive technical, clinical, commercial, and regulatory knowledge of the development and manufacturing of complex generics,

505(b)(2) FDA drug applications, and new chemical entities in various pharmaceutical dosage forms for global markets. He holds a Doctor of Philosophy in Pharmaceutics from Duquesne University, Pittsburgh.

Christine Baeder

Christine Baeder is the President, Apotex USA and LATAM at Apotex. Ms. Baeder is a leading US pharmaceutical executive with over 20 years of experience in progressively senior roles with Organon Pharmaceuticals, Sandoz Inc. and Teva. Ms. Baeder started her career as a branded specialty pharmaceutical sales representative at Organon & Co. before moving into national account management and sales and marketing management with Sandoz Inc. Over the last 15 years, Ms. Baeder led all aspects of commercial operations for the Teva Generics (US) business, including customer operations, product selection, portfolio optimization, and product launch, while also providing support to the Teva branded business and portfolio of branded pharmaceuticals. From 2018 until she joined Apotex, Ms. Baeder served as Senior Vice President and Chief Operating Officer with full leadership and profit and loss responsibility of the Teva Generics (US) business. More recently, Teva's global biosimilar pharmaceuticals business also reported to Ms. Baeder.

Ms. Baeder has served as a member of the board of the Association for Accessible Medicines and, in 2023, was Chair of the board. She is a vocal supporter and advocate of the generic pharmaceutical industry, tirelessly advocating and speaking publicly on pharmaceutical public policy. She is very active with the FDA and multiple levels of government, including Congress and the White House, on issues relevant to the generic and branded pharmaceutical industry. She has a Bachelor of Science degree in Biology from Wright State University in Dayton, Ohio and an MBA from Fuqua School at Duke in Durham, North Carolina.

Ariel Alon

Ariel Alon is the Chief Operating Officer at Apotex. Mr. Alon brings over 27 years of operations leadership experience to the Company, including leading international pharmaceutical manufacturing and supply organizations. In his current role, Mr. Alon is responsible for leading Apotex's global finished dosage manufacturing, API manufacturing, supply chain, procurement, engineering, environmental health and safety, technical operations and external supply operations. This includes production and supply sites in Canada, the U.S., Mexico and India. Mr. Alon joined Apotex from Baxter International, where he served as Vice President, Global Pharmaceutical Operations. Prior to this, Mr. Alon was Vice President of Operations for Novartis AG, Teva Pharmaceuticals USA and Teva Pharmaceuticals Canada. Mr. Alon brings extensive pharmaceutical operations, manufacturing, and supply chain experience across a wide range of geographies and complex pharmaceutical dosage forms.

Mr. Alon holds a Bachelor of Science in Industrial Engineering from the Technion, Israel Institute of Technology and a Master's degree in Engineering from Tel Aviv University.

Barry Fishman

Barry Fishman is the Chief Corporate Development Officer at Apotex. Over the past two decades, Mr. Fishman has served in executive leadership roles at branded and generic pharmaceutical companies such as Eli Lilly and Company, Taro Pharmaceutical Industries Ltd., Teva Canada Inc. and Merus Labs International Inc. – a Canadian-based publicly traded international specialty pharmaceutical company focused on branded legacy and growth brands.

Mr. Fishman is an entrepreneurial leader recognized as a change agent who drives growth during times of organizational transformation. He has an expansive global pharmaceutical network and proven success in corporate development and strategy. He has significant public company director experience, was inducted into the Canadian Healthcare Marketing Hall of Fame and is past Chair of the CGPA. Mr. Fishman obtained his Bachelor of Commerce degree from McGill University.

Carina Vassilieva

Carina Vassilieva is the Chief Human Resources Officer at Apotex. Ms. Vassilieva brings more than 25 years of strategic leadership experience in public and private sectors, nationally and globally along with a broad and unique background in Human Resources and Management Consulting across multiple sectors, including pharmaceuticals, consumer goods, retail, food and manufacturing. Most recently, Ms. Vassilieva held the role of the Global Human Resources Officer at Mundipharma International Limited, a pharmaceutical company that has a presence in over 100 countries with global headquarters in Cambridge, United Kingdom, where she worked to transform their people strategies with a focus on global consistency, inclusion, simplicity and organizational uniformity.

Prior to Mundipharma International Limited, Ms. Vassilieva worked at Korn Ferry Hay Group where she was an Associate Client Partner, Executive Compensation and Total Rewards. Prior to this, she was the Senior Director, Organizational Effectiveness at Sofina Foods Inc. and Vice President, Human Resources at Rexall Pharmacy Group ULC, a national chain of retail pharmacies in Canada. In addition to her extensive corporate experience, Ms. Vassilieva has held board positions with not-for-profit organizations and professorships at York University School of Administrative Studies and Georgian College in Canada.

Ms. Vassilieva has a Master of Business Administration from California Coast University, Santa Clara, US and a Bachelor of Science degree in Engineering from the State University of Printing, Moscow, Russia. She is a Certified Executive Coach, Certified Compensation Professional and Certified Global Remuneration Professional.

Dr. Kiran Krishnan

Kiran Krishnan, PhD is the Senior Vice President of Global Regulatory and Medical Affairs at Apotex. Since joining Apotex in 2006, he has been instrumental in shaping the global regulatory and medical affairs strategy for Apotex, managing a worldwide team of regulatory professionals. Dr. Krishnan leads the company's efforts to develop top-level regulatory strategies, supporting the launch and commercialization of key products across the generic, specialty and biosimilar portfolios. With more than 20 years of regulatory experience in the generic pharmaceutical industry, Dr. Krishnan has integrated regulatory strategy into the drug development process, and his team has enabled the submission and approval of numerous first products in the generic, specialty and biosimilar spaces.

Dr. Krishnan is actively involved with the American Association for Accessible Medicines (AAM) and Canadian Generics Pharmaceutical Association (CGPA) scientific and regulatory committees. He was also actively engaged with the U.S. FDA as part of the AAM team to negotiate and develop the commitment letters that formed the basis to reauthorize the Generic Drug User Fee Act (GDUFA) II and III.

Dr. Krishnan holds a Master's degree in Pharmacy with a specialization in Industrial Pharmacy and a PhD in Pharmacy.

Martin Arès

Martin Arès is the President, Apotex Canada and Rest of World (ROW) at Apotex, responsible for our Canadian commercial portfolio, comprised of our generics, brands, biosimilars and consumer health segments, while also providing executive oversight over our ROW business.

Mr. Arès brings more than 25 years of global leadership experience across specialty pharmaceuticals, generics, biosimilars and medical devices. He most recently served as Chief Executive Officer of Pharmascience Inc. Before joining Pharmascience, Mr. Arès held executive roles at Sandoz in Canada and the U.S. and senior commercial roles at Sanofi. Earlier, he spent 15 years with Roche Diagnostics in Canada, Switzerland and Sweden, including serving as General Manager in Sweden. Mr. Arès holds degrees in finance and marketing from HEC Montréal, and is bilingual in French and English.

Penalties or Sanctions

None of the directors or executive officers of the Company, and to the best of its knowledge, no Shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

None of the directors or executive officers of the Company, and to the best of its knowledge, no Shareholder holding a sufficient number of securities to affect materially the control of the Company, has, within the 10 years prior to the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Corporate Cease Trade Orders and Bankruptcies

Other than as set forth below, none of the directors or executive officers of the Company, and to the best of our knowledge, no Shareholder holding a sufficient number of securities to affect materially the control of the Company is, as at the date of this prospectus, or has been within the 10 years before the date of this prospectus: (a) a director, chief executive officer or chief financial officer of any company that was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (c) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days.

Allan Oberman was a director and Chief Executive Officer of Concordia International Corp. ("**Concordia**") until May 2018. Itzhak Krinsky was a director of Concordia until September 2018. Francesco Tallarico was Chief Legal Officer of Concordia until October 2018. On June 19, 2018, a meeting of holders of certain secured and unsecured debt of Concordia was held to vote on a proposed recapitalization transaction pursuant to which, among other things, certain secured and unsecured debt of Concordia would be restructured under an arrangement with its creditors. The proposal was approved by Concordia's debtholders voting on the matter and Concordia announced completion of the recapitalization transaction on September 6, 2018.

Barry Fishman was a director of Field Trip Health & Wellness Ltd. ("**Field Trip**") until March 2023. On March 22, 2023, Field Trip and certain of its subsidiaries obtained an order for creditor protection from the Ontario Superior Court of Justice (Commercial List) under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). In March 2023, Field Trip's shares were delisted from the TSX-V and in December 2024, Field Trip's shares were delisted from the NEX Board of the TSX Venture Exchange.

Aaron Davenport was a director of Venator Materials PLC ("**Venator**") until October 2023. On May 14, 2023, Venator and certain of its subsidiaries filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, commencing Chapter 11 cases in the United States Bankruptcy Court for the Southern District of Texas. On May 15, 2023, Venator announced that it reached agreement with the majority of its lenders and noteholders on the terms of a comprehensive recapitalization plan, and on July

25, 2023, the United States Bankruptcy Court for the Southern District of Texas confirmed the recapitalization plan. On October 13, 2023, Venator announced that it had completed its Chapter 11 recapitalization process.

Mr. Davenport was a director of Heubach GmbH ("**Heubach**") until April 23, 2024, on which date Heubach commenced insolvency proceedings with the competent insolvency court in Braunschweig and, contemporaneously, applied for the jurisdiction of the Braunschweig insolvency court as the group court for the German subgroup of the Heubach Group. The court appointed an insolvency administrator shortly thereafter. On October 20, 2024, Sudarshan Chemical Industries acquired the entire business operations of the insolvent Heubach companies.

Conflicts of Interest

Certain of our directors and officers are associated with other companies or entities, which may give rise to conflicts of interest. In accordance with the OBCA, directors who have a material interest in any person who is a party to a material contract or proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and abstain from voting on any resolution to approve that contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Company. See "Interests of Management and Others in Material Transactions" and "Risk Factors".

CORPORATE GOVERNANCE

The Canadian Securities Administrators have issued corporate governance guidelines pursuant to NP 58-201 together with certain related disclosure requirements pursuant to NI 58-101. The corporate governance guidelines set forth in NP 58-201 are recommended as "best practices" for issuers to follow. We recognize that good corporate governance plays an important role in our overall success and in enhancing shareholder value and, accordingly, we will be adopting upon Closing, certain corporate governance policies and practices. The disclosure set out below describes our approach to corporate governance.

Composition of the Board and Board Committees

Under our Articles, the Board is to consist of a minimum of three and a maximum of 10 directors as determined from time to time by the directors. The Board currently consists of eight directors: Aaron Davenport (Chair), Jeff Watson, Sarah Davis (Lead Independent), Theresa Firestone, Sharon Kochan, Itzhak Krinsky, Santiago Nielsen and Allan Oberman. Under the OBCA, a director may be removed with or without cause by a resolution passed by a majority of the votes cast by Shareholders present in person or by proxy at a meeting and who are entitled to vote. The directors are appointed at the annual general meeting of Shareholders and the term of office for each of the directors will expire at the time of our next annual Shareholders meeting or until their respective successors are elected or appointed. Our Articles provide that, between annual general meetings of Shareholders, the directors may appoint one or more additional directors so appointed, but the number of additional directors may not at any time exceed one-third of the number of current directors who were elected or appointed other than as additional directors.

Nomination of Directors

Our Corporate Governance and Nominating Committee is responsible for, annually or as required, recruiting and identifying, and recommending to the Board for nomination, individuals qualified to become new Board members, as well as recommending individual directors to serve on the various Board committees. In making its recommendations, the Corporate Governance and Nominating Committee shall consider the competencies that the Board considers to be necessary and desirable for the Board as a whole, and Board committees, to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom.

The Corporate Governance and Nominating Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The process of identifying new potential directors (other than individuals nominated by Shareholders pursuant to agreements) will involve the Corporate Governance and Nominating Committee completing an annual review of the competencies, skills and personal qualities of Board members followed by a committee meeting to discuss such review. The Board must meet applicable regulatory, stock exchange and securities law independence requirements or guidelines, and any policies of the Board with respect to diversity, tenure, retirement and succession. The Corporate Governance and Nominating Committee may also, at its discretion, appoint and/or terminate any search firm or compensation consultant to be used to assist in the evaluation and nomination process.

The chair of the Corporate Governance and Nominating Committee will lead the nominating process in accordance with and pursuant to the criteria for Board membership as set forth in the Charter of the Corporate Governance and Nominating Committee. See "Committees of the Board – Corporate Governance and Nominating Committee".

Majority Voting Policy

The Company currently does not have a majority voting policy as the Company will be a "majority controlled" corporation as that term is defined in section 461.3 of the Toronto Stock Exchange Company Manual. Accordingly, the Company is relying on the exemption from the requirement to have a majority voting policy as SK Holdings beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 50% or more of the voting rights of the Common Shares for the election of the Company's directors as of the date hereof. It is the determination by the Board that its evaluation and nomination process adequately addresses the Board composition. As a controlling shareholder with a majority of the voting Common Shares, SK Holdings will necessarily cast a majority of the votes for the election of the Company's directors. If, at any time in the future, the Company ceases to be a "majority controlled" company, the Board intends to adopt a majority voting policy in compliance with the requirements of the TSX.

Director Nomination Rights

Under the SK Investor Rights Agreement, SK Holdings will be entitled to certain director nomination rights. The nominees expected to be included under the SK Investor Rights Agreement at the time of Closing are Aaron Davenport, Itzhak Krinsky, Sharon Kochan and Santiago Nielsen. See "Agreements with Principal Shareholders – SK Investor Rights Agreement".

Under the Sherfam Investor Rights Agreement, so long as Sherfam (together with its affiliates) beneficially owns more than 10% of the issued and outstanding Shares on a non-diluted basis, Sherfam shall be entitled to nominate one director to the Board and such director shall be a member of the Audit and Risk Committee. As of the date of this prospectus, Sherfam has informed the Company that it has no present intention to exercise its director nomination right. See "Agreements with Principal Shareholders – Sherfam Investor Rights Agreement".

Chair of the Board and Lead Director

Aaron Davenport is the Chair of the Board, and in such role is principally responsible for overseeing the operations and affairs of the Board.

Sarah Davis is the Lead Director, and in such role is principally responsible for assisting the Chair of the Board overseeing the operations and affairs of the Board and providing leadership to the directors in respect of matters on which the Chair of the Board may be conflicted.

Director Independence

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of certain provisions of NI 52-110. Pursuant to NI 52-110, an independent director is a director who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with a director's independent judgment. Based on information provided by each director concerning his or her background, employment and affiliations, the Board has determined that six directors on the Board will not be considered independent under NI 58-101. Aaron Davenport, Itzhak Krinsky, Sharon Kochan and Santiago Nielsen will not be considered independent under NI 58-101 because they are employees of, or consultants to, SK Capital and/or its portfolio companies. Jeff Watson is not considered independent under NI 58-101 because he is the Company's Chief Executive Officer. Allan Oberman is not considered independent under NI 58-101 because he is the Company's former Chief Executive Officer. Sarah Davis and Theresa Firestone are independent for the purposes of NI 58-101. See "Directors and Executive Officers – Biographical Information Regarding the Directors and Executive Officers".

Certain members of the Board are also members of the board of directors of other public companies. See "Directors and Executive Officers – Biographical Information Regarding the Directors and Executive Officers". The Board has not adopted a director interlock policy, but stays informed of other public directorships held by its members.

Independent Functioning of the Board / Meetings of Independent Directors

Since there will not be a majority of independent directors on the Board and the Chair of the Board is not independent, the Board will take several steps to facilitate independent judgment in carrying out its responsibilities.

The Board will hold regularly-scheduled quarterly meetings as well as ad hoc meetings from time to time. The agenda for each such Board meeting will provide for all directors to meet without management present, and then the independent directors to meet without management and the non-independent directors present.

If a director or officer has an interest in a transaction or agreement under consideration at a Board meeting or a Board committee meeting, that director or officer shall not be present at the time the Board or Board committee deliberates such transaction or agreement and shall abstain from voting on the matter, subject to certain limited exceptions provided for in the OBCA.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted director term limits or other automatic mechanisms of board renewal. Rather than adopting formal term limits, mandatory age-related retirement policies and other mechanisms of board renewal, the Corporate Governance and Nominating Committee will seek to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for our overall stewardship. The Corporate Governance and Nominating Committee also is expected to conduct an annual process for the assessment of the Board, each Board committee and each director regarding his, her or its effectiveness and performance, and to report evaluation results to the Board. See "Corporate Governance – Committees of the Board – Corporate Governance and Nominating Committee".

Charter of the Board

The Board has adopted a written charter (the "**Board Charter**") describing, *inter alia*, the Board's role and overall responsibility to supervise the management of the business and affairs of the Company. The Board, directly and through its board committees and the Chair of the Board, shall provide direction to the executive officers of the Company, generally through the Chief Executive Officer. The Board has overall responsibility for the Company's strategic planning, compliance and risk management (including crisis preparedness,

information system controls, business continuity, cybersecurity and disaster recovery), matters relating to the Chief Executive Officer and other executive officers, corporate governance, and communications with the Shareholders and other stakeholders. The text of the Board Charter is reproduced in its entirety in Appendix A and available on the Company's website at www.apotex.com.

Orientation and Continuing Education

Following Closing, we will implement an orientation program for new directors under which a new director will meet with the Chair of the Board and our executive officers. New directors will be provided with comprehensive orientation and education as to the nature and operation of the Company and our business, the role of the Board and Board committees, and the contribution that an individual director is expected to make. The Corporate Governance and Nominating Committee will be responsible for overseeing director continuing education designed to maintain or enhance the skills and abilities of the directors and to ensure that their knowledge and understanding of our business remains current. The chair of each Board committee will be responsible for coordinating orientation and continuing director development programs relating to the committee's mandate.

Ethical Business Conduct

We have adopted a written code of conduct and business ethics (the "**Code of Conduct**") that applies to all our employees and directors (acting in their capacity as such). The objectives of the Code of Conduct are to (i) outline our commitment to acting ethically in all facets of our business, (ii) provide a roadmap of our policies, procedures, and guidelines, and (iii) set out the business standards our employees are expected to uphold when conducting business worldwide. The Code of Conduct addresses among other things, whistleblowing processes and procedures, matters relating to our workplace (including workplace expectations and ESG), matters relating to our marketplace (including product safety and quality and dealing with competitors and business partners) and matters relating to our business conduct (including conflicts of interest, our commitment to ethics, safeguarding the Company's information, and use of Company assets). The Board will have the ultimate responsibility for the stewardship of the Code of Conduct. The Code of Conduct will be filed on the Company's SEDAR+ profile at www.sedarplus.ca and available on the Company's website at www.apotex.com.

In order to ensure compliance with the Code of Conduct, Company personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. If required, employees may report violations of the Code of Conduct anonymously. The Code of Conduct does not restrict employees from communicating, cooperating or filing a complaint with any governmental entity with respect to possible violations of laws or regulations. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing it is false. In addition, to foster a strong culture of ethical business conduct, the Company will implement several other policies discussed in further detail in this prospectus. See "Corporate Governance – Charter of the Board", "Corporate Governance – Diversity" and "Corporate Governance – Position Descriptions".

If a director or officer holds an interest in a transaction or agreement under consideration at a Board meeting or a Board committee meeting, that director or officer shall not be present at the time the Board or Board committee deliberates such transaction or agreement and shall abstain from voting on the matter, subject to certain limited exceptions provided for in the OBCA.

Diversity

The Corporate Governance and Nominating Committee considers diversity as part of its overall annual evaluation of Board nominees for election or re-election, as well as candidates for executive officer positions. Recommendations concerning Board nominees and executive officer positions are based on merit and performance as well as expected contributions to our performance and, accordingly, diversity of backgrounds, views and experiences are taken into consideration.

We do not currently have a formal policy regarding the number of women on the Board or in executive officer positions, nor have we adopted formal targets for representation of women on the Board or in executive officer positions.

We will evaluate the appropriateness of adopting a gender diversity policy at the appropriate time in the future. However, we do not intend to establish a target regarding the number of women on the Board or in executive officer positions at this time. We do not believe a target would be the most effective way of ensuring the Board consists of individuals with diverse attributes and backgrounds. We will, however, evaluate the appropriateness of adopting targets in the future.

Following completion of the Offering, two of our executive officers will be women and two women will sit on the Board, representing approximately 20% of all executive officers and 25% of all directors.

Directors' and Officers' Liability Insurance

Our directors and officers are covered under our directors' and officers' liability insurance. Under this insurance coverage, we will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of our directors and officers, subject to a deductible for each loss, which will be paid by us. Our individual directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by us. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

Committees of the Board

The Board has three standing committees: the Audit and Risk Committee, which is required by Canadian securities laws for all reporting issuers, the Corporate Governance and Nominating Committee and the Human Resources and Compensation Committee.

Under the SK Investor Rights Agreement, as long as SK Holdings beneficially owns more than 20% of the issued and outstanding Shares on a non-diluted basis, it shall be entitled to have one director nominee serve on each standing committee of the Board, provided that such director is not also one of the Company's officers. In addition, as long as SK Holdings beneficially owns more than 20% of the issued and outstanding Shares on a non-diluted basis, it shall be entitled to designate one director nominee as a non-voting observer on each standing committee of the Board. See "Agreements with Principal Shareholders – SK Investor Rights Agreement – Committee Representation Rights".

Audit and Risk Committee

The Audit and Risk Committee consists of a minimum of three directors, all of whom are persons determined by the Board to be financially literate within the meaning of NI 52-110. Two of the three members have been determined by the Board to be independent directors within the meaning of NI 52-110. The Audit and Risk Committee is composed of Sarah Davis, who will act as chair of this committee, Theresa Firestone and Itzhak Krinsky. Each of the Audit and Risk Committee members has an understanding of the accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. For additional details regarding the relevant education and experience of each member of the Audit and Risk Committee, including the direct experience that is relevant to each committee member's responsibilities in audit and risk oversight, see "Directors and Executive Officers – Biographical Information Regarding the Directors and Executive Officers".

Sarah Davis and Theresa Firestone are independent directors within the meaning of NI 52-110. Itzhak Krinsky is not independent within the meaning of NI 52-110 due to his relationship with SK Capital. Itzhak Krinsky is exempt from the independence requirements of NI 52-110 in reliance on section 3.3(2) of NI 52-110 (Controlled Companies) as, among other things, (i) Itzhak Krinsky would be independent of the Company but for his relationship with SK Capital; (ii) Itzhak Krinsky will not act as the chair of the Audit

Committee; (iii) the majority of the Audit Committee members are independent within the meaning of NI 52-110; and (iv) the Board has determined in its reasonable judgement that (A) Itzhak Krinsky is able to exercise the impartial judgement necessary for the member to fulfill his responsibilities as an Audit Committee member, and (B) the appointment of Itzhak Krinsky is required by the best interests of the Company and its Shareholders. The Board has adopted a written charter, the text of which is reproduced in its entirety in Appendix B, setting forth the purpose, composition, authority and responsibility of the Audit and Risk Committee, consistent with NI 52-110. The Audit and Risk Committee will assist the Board in fulfilling its oversight of, among other things:

- the quality and integrity of the Company's financial statements and related information;
- the qualifications, independence, appointment and performance of the external auditor;
- the accounting and financial reporting policies, practices and procedures of the Company and its subsidiaries and affiliates;
- the Company's risk management practices and legal and regulatory compliance;
- management's design, implementation and effective conduct of internal controls over financial reporting and disclosure controls and procedures;
- the performance of the Company's external auditor;
- the performance of the Company's internal audit function; and
- preparation of disclosures and reports required to be prepared by the Audit and Risk Committee by any law, regulation, rule or listing standard.

It will be the responsibility of the Audit and Risk Committee to maintain free and open means of communication between the Audit and Risk Committee, the external auditor and management of the Company. The Audit and Risk Committee will be given full access to the Company's management and records and external auditor as necessary to carry out these responsibilities. The Audit and Risk Committee will have the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities. The Company shall provide appropriate funding, as determined by the Audit and Risk Committee, for the payment of compensation to the external auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit and Risk Committee.

If Sherfam exercises its right to nominate a director to the Board pursuant to the Sherfam Investor Rights Agreement, such director shall be a member of the Audit and Risk Committee. As of the date of this prospectus, Sherfam has informed the Company that it has no present intention to exercise its director nomination right. See "Agreements with Principal Shareholders – Sherfam Investor Rights Agreement".

External Auditor Service Fees

The external auditor of the Company, Ernst & Young LLP, reports directly to the Audit and Risk Committee. The following table presents, by category, the fees billed by Ernst & Young LLP as external auditor of, and for other services provided to, the Company, for the periods indicated:

	Fiscal 2025	Fiscal 2026
	(in C$ thousands)	
Audit fees[1]	$2,978	$3,076
Audit related fees[2]	$191	$718
Tax fees[3]	$72	$104
All other fees[4]	$150	$18
Total fees	$3,391	$3,916

Notes:
(1) Professional services rendered for the audit and review of the Company's financial statements and services that are normally provided by the external auditor in connection with regulatory filings, including related to comfort and consent letters.
(2) Professional services rendered that are reasonably related to the performance of the audit or review of the Company's financial statements but not reported as audit fees. This includes fees for statutory audits of entities outside the scope of the Company's consolidated audit.
(3) Professional services rendered for tax compliance.
(4) Professional services rendered not meeting the classifications above, including permissible consulting projects.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee consists of a minimum of three directors.

The Corporate Governance and Nominating Committee is currently composed of Theresa Firestone, who will chair the Corporate Governance and Nominating Committee, Sharon Kochan and Sarah Davis. Theresa Firestone and Sarah Davis are considered independent under NI 58-101. Sharon Kochan (due to his relationship with SK Capital) is not considered independent under NI 58-101. Since Sharon Kochan is not an employee of the Company, the Board believes that the Corporate Governance and Nominating Committee will be able to conduct its activities in an objective manner.

For additional details regarding the relevant education and experience of each member of the Corporate Governance and Nominating Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see "Directors and Executive Officers – Biographical Information Regarding the Directors and Executive Officers".

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will be responsible for, among other things:

- assessing the size, performance and effectiveness of the Board and each of its committees;
- seeking and evaluating suitable candidates to serve on the Board;
- monitoring the governance policies of the Company to ensure compliance with applicable laws, and where necessary recommending changes to the Board for approval;
- organizing orientation and education programs for directors; and
- overseeing director succession.

The Corporate Governance and Nominating Committee will be responsible for reviewing and assessing at least annually the performance, effectiveness and contribution of the Board, Board committees and the

directors themselves and reporting on such review and assessment to the Board. This shall include a review of the Board's mandate and the charters of each committee thereof.

Human Resources and Compensation Committee

The Human Resources and Compensation Committee consists of four directors. The Human Resources and Compensation Committee is currently composed of Theresa Firestone, who will chair the Human Resources and Compensation Committee, Sarah Davis, Itzhak Krinsky and Santiago Nielsen. Theresa Firestone and Sarah Davis are considered independent under NI 58-101. Itzhak Krinsky and Santiago Nielsen are not considered independent under NI 58-101 due to their relationship with SK Capital. Since Itzhak Krinsky and Santiago Nielsen are not employees of the Company, the Board believes that the Human Resources and Compensation Committee will be able to conduct its activities in an objective manner.

For additional details regarding the relevant education and experience of each member of the Human Resources and Compensation Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see "Directors and Executive Officers – Biographical Information Regarding the Directors and Executive Officers".

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Human Resources and Compensation Committee. The Human Resources and Compensation Committee will be responsible for, among other things:

- reviewing the compensation structure and policies in respect of the Chief Executive Officer and the other senior executives that report directly to the Chief Executive Officer;
- reviewing and administering the Company's incentive compensation and other equity-based plans and recommending changes to such plans to the Board when necessary;
- annually reviewing directors' compensation (whether in cash or otherwise) and recommending any changes to the Board for consideration; and
- review talent management and succession planning for senior management.

Further particulars of the process by which compensation for our executive officers is determined is provided under "Executive Compensation".

Position Descriptions

Chair of the Board and Lead Director

The Board has adopted a written position description for the Chair of the Board and Lead Director, which sets out each individual's key responsibilities, including, as applicable, duties relating to setting Board meeting agendas, chairing Board and shareholder meetings, managing in camera sessions, director development and communicating with Shareholders and regulators.

Committees

The Board has adopted a written position description for each of the committee chairs which sets out each of the committee chair's key responsibilities, including duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

Chief Executive Officer

The Board has adopted a written position description and mandate for the Chief Executive Officer, which sets out the key responsibilities of the Chief Executive Officer. The primary functions of the Chief Executive Officer are to lead the management of the business and affairs of the Company, to lead the implementation

of the resolutions and the policies of the Board, to supervise day to day management of the Company and to communicate with Shareholders and regulators.

EXECUTIVE COMPENSATION

Introduction

The following discussion describes the significant elements of the compensation of our President & Chief Executive Officer; Chief Financial Officer; President, Apotex USA and LATAM; Chief Operations Officer and President, Canada and ROW (collectively, the "**named executive officers**" or "**NEOs**"), namely:

- Jeff Watson, *President & Chief Executive Officer*;
- Brian McClelland, *Chief Financial Officer*;
- Christine Baeder, *President, Apotex USA and LATAM*;
- Ariel Alon, *Chief Operations Officer*; and
- Martin Arès, *President, Canada and ROW*.

Overview

To achieve our business and financial objectives, we need to attract, retain and motivate a highly talented team of executive officers. We expect our team to possess and demonstrate strong leadership and management capabilities, as well as foster our culture, which is at the foundation of our success and remains a pivotal part of our everyday operations.

We have designed our executive officer compensation program to achieve the following objectives:

- attract and retain high-performing and experienced top talent, whose knowledge, skills and performance are critical to our success;
- motivate our executive officers to achieve our business strategy and financial objectives;
- align the interests of our executive officers with those of our Shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of our business; and
- provide incentives that encourage appropriate levels of risk-taking by our executive officers and provide a strong pay-for-performance relationship.

As we transition from being a privately-held company to a publicly-traded company, we will continue to evaluate our philosophy and compensation program as circumstances require and plan to review the compensation levels on an annual basis. As part of this review process, we expect to be guided by the philosophy and objectives outlined above, along with any other factors that may become relevant over time.

Compensation Discussion and Analysis

Compensation Philosophy

Our compensation philosophy is to align with the market median (P50) both at the total direct compensation level (base salary plus short-term and long-term incentives) and for each pay element individually, while also taking into account Apotex's revenue positioning relative to our compensation peer group.

Our guiding principles are as follows:

- Reference Market: The reference market for the purpose of benchmarking executive compensation is composed of similarly sized organizations operating in related or similar

industries. Certain key executive officers (including our NEOs) will be benchmarked against a select group of publicly-traded peers. Other executives will be benchmarked against a larger market using survey data.

- Pay Positioning: We will target P50 but keep the flexibility to adjust the actual compensation levels to recognize the Company's size relative to peers, individual performance, role contribution, retention risk, role criticality and growth potential.
- Pay Mix and Pay for Performance: Market aligned pay mix with more senior roles having a greater proportion of their total direct compensation being variable (short-term incentives and long-term incentives) and tied to performance conditions.

Readers are advised that this Compensation Discussion & Analysis contains references to non-IFRS measures that are used in our incentive compensation performance metrics. See "Non-IFRS Measures".

Compensation Governance

Trading and Hedging Restrictions

All of the Company's executive officers, including the NEOs, directors and employees will be subject to its insider trading policy, which will prohibit trading in the Company's securities while in possession of material undisclosed information about the Company. This includes quarterly earnings-related black-out periods, which commence at the end of each quarter, or such earlier date as the Chief Financial Officer may determine, and end one clear trading day after earnings for that quarter or fiscal year, as applicable, have been generally disclosed.

Under this policy, all directors, officers and employees of Apotex and their respective associates (including immediate family members who reside in the same home as that person) are prohibited from (i) selling "short" any of the Company's securities; (ii) purchasing or selling puts, calls or other derivative securities, on an exchange or in any other organized market; (iii) engaging in hedging or monetization transactions that allow an individual to continue to own the covered securities, but without the full risks and rewards of ownership; or (iv) purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or common shares of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted to such person as compensation or held directly or indirectly by such person.

Clawback Policy

The Company intends to implement a formal clawback policy as an additional approach to mitigate compensation risk. The clawback policy is expected to enable the Board to require reimbursement of some or all compensation received by a current or former member of senior management pursuant to awards made under the Company's short-term and long- term incentive plans upon material financial restatements due to such person engaging in misconduct materially contributing to the need for the restatement.

Equity Ownership Policy

The Company will establish equity ownership requirements for the directors and executive officers of the Company to further align their interests with those of the Shareholders. The ownership requirements will establish minimum equity ownership levels for each director and executive officer to be achieved within five years. These levels will be determined and reviewed annually for compliance by the Human Resources and Compensation Committee.

The following table indicates, for each of our NEOs, the number of Common Shares, options, phantom units and RSUs expected to be held upon completion of the Offering (assuming the continued employment of each NEO), based on an Offering Price of $[●] per Common Share (the midpoint of the Offering Price range):

Name and Principal Position	Common Shares #	Options / Phantom Units #	RSUs #
Jeff Watson..... *President & Chief Executive Officer*	[●]	[●]	[●]
Brian McClelland..... *Chief Financial Officer*	[●]	[●]	[●]
Christine Baeder..... *President, Apotex USA and LATAM*	[●]	[●]	[●]
Ariel Alon ..... *Chief Operations Officer*	[●]	[●]	[●]
Martin Arès ..... *President, Canada and ROW*	[●]	[●]	[●]

Compensation-Setting Process

The Human Resources and Compensation Committee will be responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing our human resources, succession planning and compensation policies, processes and practices. The Human Resources and Compensation Committee will also ensure that compensation policies and practices provide an appropriate balance of risk and reward consistent with our risk profile. The Board has established a written charter for the Human Resources and Compensation Committee setting out its responsibilities for administering our compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to our directors and executive officers. The Human Resources and Compensation Committee's oversight will include setting objectives, evaluating performance and ensuring that total compensation paid to our NEOs is fair, reasonable and consistent with the objectives of our philosophy and compensation program. See "Corporate Governance – Committees of the Board – Human Resources and Compensation Committee".

Benchmarking Process

The Human Resources and Compensation Committee will review the compensation levels of the NEOs annually against market data from the compensation peer group to ensure our offerings are competitive and aligned with Apotex's compensation philosophy. As needed, indirect compensation, such as benefits, retirement programs and perquisites, will also be reviewed against peer practices. In completing its work to date, the Human Resources and Compensation Committee has engaged and received expert advice from Mercer (Canada) Limited ("**Mercer**" or the "**Compensation Consultant**"), the Board advisor, who has reviewed competitive data and provided information on market trends along with considering management recommendations. The benchmarking data along with factors such as internal equity and the strategic significance of each role are used to determine the appropriate levels and mix of compensation, benefits and perquisites.

Compensation Peer Group

Governance

The compensation peer group is meant to accurately reflect the talent pool for executive officers, ensuring Apotex remains competitive in its compensation offerings, while ensuring fair and justifiable compensation from a shareholder perspective. The compensation peer group is developed by Mercer, with input from management. The compensation peer group is reviewed and approved by the Human Resources and Compensation Committee. The appropriateness of the peer group will be assessed annually to ensure continued relevance as Apotex keeps growing and evolving.

Selection Criteria

Considering Apotex's North American scope, the richer U.S. pharmaceutical talent pool compared to Canada, and the limited direct comparators in Canada, a balanced group approach, consisting of both Canadian and U.S./international organizations, has been adopted. The selection of companies for the compensation peer group is guided by key principles such as the geographical scope activities, the type of operations, the financial scope based on revenue and market capitalization and the industry alignment.

Composition

The compensation peer group for our NEOs is composed of 14 organizations consisting of both Canadian and U.S./International organizations in similar industries to Apotex and with comparable operating characteristics and complexity. Revenue, market capitalization, market position and competitiveness to our business are taken into account in determining our peer group. The following table lists the peer group companies selected for Fiscal 2027:

Company Name	Country
ATS Corporation Bausch Health Companies Inc. CAE Inc. Maple Leaf Foods Inc. Premium Brands Holding Corporation	Canada
Alkermes plc Amphastar Pharmaceuticals, Inc. Exelixis, Inc. Hikma Pharmaceuticals PLC Jazz Pharmaceuticals PLC Pacira BioScience, Inc. Sandoz Group AG Teva Pharmaceutical Industries Limited Viatris Inc.	U.S./International

Compensation Consultant

In Fiscal 2024, the Company retained Mercer, an independent external advisor, to provide services to the Company in connection with executive officer and director compensation matters, including, among other things, the following:

(a) establishing a compensation peer group of public companies with similar attributes to the Company for the purpose of benchmarking its compensation policies and plans;

(b) designing the conversion of the Company's then existing management equity plan into a plan more appropriate for a public company;

(c) designing a new equity-based, long-term incentive compensation framework for the Company's executive officers and directors;

(d) setting a compensation (base salary, bonus and equity) program for executives in Fiscal 2027; and

(e) designing a compensation structure for non-executive directors.

In Fiscal 2026, the Company incurred $53,976 in fees for services rendered by the Compensation Consultant. The provision of any services by the Compensation Consultant to the Company in addition to any executive compensation-related services requires the pre-approval of the Human Resources and Compensation Committee.

Principal Elements of Compensation

Upon completion of the Offering, the compensation of our executive officers is expected to include three major elements: (i) base salary; (ii) short-term incentives; and (iii) long-term equity incentives, consisting of equity-based awards under our Omnibus Incentive Plan (as defined herein). Perquisites and personal benefits are not expected to be a significant element of compensation of our executive officers.

Base Salaries

Base salary is provided as a fixed source of compensation for our executive officers. Base salaries for executive officers are established based on the competencies and relevant experience of the individual, the scope, value and demand for such role in the market. An executive officer's base salary is determined by taking into consideration the executive officer's total compensation package and the Company's overall compensation philosophy.

Adjustments to base salaries will be determined annually and may be increased based on factors such as the executive officer's success in meeting or exceeding individual objectives and the competitiveness of the then-current compensation relative to market. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive officer's role or responsibilities, as well as to maintain market competitiveness.

Short-Term Incentive Compensation

Our NEOs and other executive officers are entitled to annual bonuses, depending on employee function. Annual bonuses are designed to motivate our executive officers to meet our business and financial objectives. The Global Apotex Incentive Plan ("**GAIP**") is an annual cash bonus based on achievement of specific goals. The objectives of the plan are:

- Drive desired behaviours and align with organizational outcomes that are within each employee group's control;
- Drive the message of organizational unity through the shared goal of global profitability;
- Align with business goals achievement to ensure clear line of sight between employee contributions and organizational performance; and
- Drive a more consistent global approach and mindset.

Each executive will have a target GAIP award assigned to their role, and as communicated in their offer of employment (the "**Incentive Target**"). The Incentive Target for each executive is a percentage of their base salary. The maximum GAIP award that a participant is eligible to receive is equal to two times or 200% of their Incentive Target.

Fiscal 2027 GAIP awards are based on three components: corporate (financial), functional and individual objectives, with weightings differing by role. For the CEO, 100% of the weighting is based on the financial objectives and for the other NEOs, 80% of the weighting is based on financial objectives and 20% is based on team functional objectives:

- The financial component is split between Adjusted EBITDA (weighted at 70% of the corporate component) and Revenue (weighted at 30% of the corporate component). Those metrics are considered reliable indicators of the overall business performance as they reflect Apotex's growth and operational efficiency.
- The Adjusted EBITDA threshold must be achieved for any GAIP award to be paid out.
- The Board determines the Adjusted EBITDA target and Revenue target for the relevant fiscal year.

In calculating GAIP awards for a fiscal year:

- Every one percent increase to Adjusted EBITDA performance above the Adjusted EBITDA target results in a five percent increase in the Adjusted EBITDA component for up to 120% of the Adjusted EBITDA target (the "**Adjusted EBITDA Results Factor**").
- Every one percent increase to Revenue performance above the Revenue target results in a five percent increase in the Revenue component for up to 100% of the Revenue target, following which every one percent increase to Revenue performance results in a 10% increase in the Revenue component for up to 110% of the Revenue target (the "**Revenue Results Factors**", and together with the Adjusted EBITDA Results Factor, the "**Corporate Results Factor**").

The figure below illustrates the Corporate Results Factor where Adjusted EBITDA and Revenue in a fiscal year are between <90% to 120% of the Adjusted EBITDA and Revenue targets:

Metric Performance	<90%	90%	95%	100%	105%	110%	115%	120%
Adjusted EBITDA	0%	50%	75%	100%	125%	150%	175%	200%
Revenue	0%	50%	75%	100%	150%	200%	-	-

In Fiscal 2027 the GAIP targets for NEOs are as follows:

Name and Principal Position	Incentive Target	Incentive Target Maximum
Jeff Watson, *President & Chief Executive Officer*	100%	200%
Brian McClelland, *Chief Financial Officer*	55%	110%
Christine Baeder, *President, Apotex USA and LATAM*	55%	110%
Ariel Alon, *Chief Operations Officer*	55%	110%
Martin Arès, *President, Canada and ROW*	55%	110%

Long-Term Incentive Compensation

Equity-based awards are a variable element of compensation that allows us to incentivize and retain our executive officers for their sustained contributions to the Company. Equity awards reward performance and continued employment by an executive officer, with associated benefits to us of attracting and retaining employees. We believe that options, restricted share units ("**RSUs**") and, to the extent applicable, performance share units ("**PSUs**") may provide executive officers with a strong link to long-term corporate performance and the creation of Shareholder value. In connection with the grants of equity-based awards, the Human Resources and Compensation Committee determines the grant size and terms to be recommended to the Board. As part of their ongoing review of the Company's compensation practices as we transition into a publicly-listed issuer, the Human Resources and Compensation Committee and the Board will be determining the precise go-forward structure of long-term incentive compensation both in terms of quantum and instrument mix.

Equity Incentive Plans

Legacy Management Equity Plan

The Company's legacy Management Equity Plan (the "**Legacy MEP**") was created on April 1, 2023 to promote economic alignment between SK Capital and management by allowing management to participate in the Company's growth. The Legacy MEP initially consisted of three components: (i) Class A-3 Shares, being co-investment shares that the executive acquired at the then fair market value of such shares, pursuant to a co-invest agreement entered into concurrent with our acquisition by SK Capital ("**Co-invest Shares**"); (ii) "**Class B Options**" for Canadian participants (being options to acquire Class B Shares with vesting subject to both a time-based schedule and performance hurdles) and analogous "**Class B Phantom Units**" for international participants (being units that track the value of Class B Shares with vesting subject to both a time-based schedule and performance hurdles); and (iii) "**Class C Options**" for Canadian participants (being options to acquire Class C Shares, the value of which shares reflect a percentage of the Company's growth in value tied to SK Capital's cumulative Net MOIC, and with vesting similarly subject to both a time-based schedule and performance hurdles) and analogous "**Class C Phantom Units**" for international participants (being units that track the value of Class C Shares with vesting similarly subject to both a time-based schedule and performance hurdles), the value of which will be determined and crystallized upon completion of the Offering.

In connection with the 2025 Recapitalization, the Co-invest Shares were reclassified as Common Shares. See "Description of Share Capital – 2025 Recapitalization". The Co-invest Shares are not subject to any vesting conditions, as each holder acquired them at the then fair market value of such shares, but each holder's ability to sell such Co-invest Shares will be subject to a contractual lock-up that is tied to the percentage and timing of share sales made by SK Holdings, with full liquidity rights three years after Closing. See "Plan of Distribution – Lock-Up Arrangements".

In connection with the Pre-Closing Reorganization and at the time of the Offering, the Legacy MEP will be reorganized as follows:

- **Class B Options and Class B Phantom Units:** Outstanding Class B Options and Class B Phantom Units will generally be exchanged for options and phantom units, respectively, exercisable for Common Shares (such Common Shares, together with all other Common Shares to eventually be issued in respect of the current Class B Options, Class B Phantom Units, Class C Options and Class C Phantom Units, and, in the case of Jeff Watson and Martin Arès, as a result of awards issued upon completion of the Offering, the "**Legacy MEP Shares**"), or in the case of Class B Phantom Units, cash, at the election of the Company. The exercise prices for options and phantom units granted on exchange will reflect the share consolidation pursuant to the Pre-Closing Reorganization and the incremental value associated with the Class B Options and Class B Phantom Units above the value of the Common Shares. Notwithstanding the foregoing, a portion of the value associated with the

Class B Options and Class B Phantom Units will, for certain participants granted Class B Options or Class B Phantom Units with an initial $1.00 exercise price, be settled in RSUs issued under the Omnibus Incentive Plan entitling the holder thereof to receive Legacy MEP Shares on the settlement of such RSUs. For all participants, the awards granted on exchange will have equal "in-the-money" value as such participant's current awards. The awards granted on exchange will be subject to the existing time-based vesting schedules, which differs by participant but for the NEOs (other than Jeff Watson and Martin Arès, who are not participants in the Legacy MEP) will generally provide for 60% to be fully vested on Closing, 20% to vest on April 1, 2027 and the final 20% to vest at the earlier of a change in control (which is defined to include SK Holdings ceasing to own at least 50% of the outstanding Common Shares) or April 1, 2028. All Legacy MEP Shares will be subject to contractual lock-up restrictions. See "Plan of Distribution – Lock-Up Arrangements".

- **Class C Options and Class C Phantom Units:** The value associated with the Class C Options and Class C Phantom Units will crystallize based on the Company's value implied by the Offering Price (as adjusted for payments made in connection with the 2025 Recapitalization) and be exchanged for RSUs issued under the Omnibus Incentive Plan entitling the holder thereof to receive Common Shares on the settlement of such RSUs, or in the case of Class C Phantom Units, cash, at the election of the Company. For all participants, the RSUs granted on exchange will have equal "in-the-money" value as such participant's current awards. The RSUs granted on exchange will be subject to the existing time-based vesting schedules, which differs by participant but for the NEOs (other than Jeff Watson and Martin Arès, who are not participants in the Legacy MEP) will generally provide for 60% to be fully vested on Closing, 20% to vest on April 1, 2027 and the final 20% to vest at the earlier of a change in control (which is defined to include SK Holdings ceasing to own at least 50% of the outstanding Common Shares) or April 1, 2028. All Legacy MEP Shares will be subject to contractual lock-up restrictions. See "Plan of Distribution – Lock-Up Arrangements".

The Legacy MEP was a one-time grant to eligible executives and employees. In connection with the 2025 Recapitalization, Legacy MEP participants received aggregate cash payments of approximately $48 million, comprising approximately $40.9 million in settlement of options granted under the Legacy MEP and approximately $7.1 million in cash distributions to the holders of phantom units. Approximately $20 million of these payments are subject to certain repayment arrangements in the event the Offering was not completed at a certain valuation or the participant ceased to be employed prior to Closing. See "Description of Share Capital – 2025 Recapitalization". Such repayment arrangements are expected to be terminated in connection with the Offering due to the valuation of the Company implied by the Offering**.**

As a result of the restructuring of the Legacy MEP on Closing, the Legacy MEP participants will hold an aggregate of [●] options to acquire Common Shares or phantom units tracking Common Shares (with exercise prices ranging from $[●] to $[●], a weighted average exercise price of $[●] and of which [●] will be fully vested) and [●] RSUs under the Omnibus Incentive Plan (of which [●] will be fully vested). No further awards will be issued under the Legacy MEP following the Closing.

The following options / phantom units granted under the Legacy MEP will be outstanding upon completion of the Pre-Closing Reorganization and the Offering:

Exercise Price	Number of Options	Weighted Average Exercise Price
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]
$[●]	[●]	$[●]

Omnibus Incentive Plan

In connection with the Offering, we will adopt an omnibus incentive plan (the "**Omnibus Incentive Plan**") which will allow our Board to grant long-term equity-based awards, including options, RSUs, PSUs and DSUs to eligible participants.

Purpose

The purpose of the Omnibus Incentive Plan will be to, among other things: (i) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company, including its subsidiaries; (ii) reward directors, officers, employees and consultants that have been granted awards under the Omnibus Incentive Plan for their contributions toward the long-term goals and success of the Company; and (iii) enable and encourage such directors, officers, employees and consultants to acquire Common Shares as long-term investments and proprietary interests in the Company.

The Omnibus Incentive Plan will provide flexibility to the Company to grant equity-based incentive awards in the form of options, RSUs, PSUs and DSUs, as described in further detail below. The following is a summary of the Omnibus Incentive Plan, which is qualified in its entirety by the full text of the Omnibus Incentive Plan.

Shares Subject to the Omnibus Incentive Plan

The Omnibus Incentive Plan will be a floating plan in that, subject to the adjustment provisions provided for therein (including a subdivision or consolidation of Shares), it will provide that the aggregate maximum number of Common Shares that may be issued upon the settlement of awards granted under the Omnibus Incentive Plan will not exceed 10% of the Company's then issued and outstanding Common Shares.

To the extent any awards under the Omnibus Incentive Plan are exercised, settled, expired, terminated or cancelled for any reason prior to exercise in full, the Common Shares subject to such awards (or any portion(s) thereof) shall be added back to the number of Common Shares reserved for issuance under the Omnibus Incentive Plan. The Omnibus Incentive Plan is therefore considered to be an "evergreen" plan pursuant to the rules of the TSX, which means the TSX will require us to seek the approval of all unallocated awards under the Omnibus Incentive Plan every three years from a majority of the votes cast by our Shareholders.

As a result of the restructuring of the Legacy MEP on Closing, there are expected to be (i) [●] options and phantom units outstanding under the Legacy MEP, and (ii) [●] RSUs outstanding under the Omnibus Incentive Plan, each of which could be exercised or settled for one Common Share issued from treasury, which represents [●]% of the Company's issued and outstanding Shares as at the date of Closing.

Insider Participation Limit

The Omnibus Incentive Plan will also provide that the aggregate number of Common Shares (a) issuable to insiders at any time (under all of the Company's security-based compensation arrangements, including the Legacy MEP) cannot exceed 10% of the Company's issued and outstanding Shares and (b) issued to insiders within any one-year period (under all of the Company's security-based compensation arrangements, including the Legacy MEP) cannot exceed 10% of the Company's issued and outstanding Shares. Furthermore, the Omnibus Incentive Plan will provide that within any one financial year of the Company, the aggregate fair market value on the date of grant of all awards granted to any one non-employee director (under all of the Company's security-based compensation arrangements, including the Legacy MEP) shall not exceed $150,000 (with no more than $100,000 in options), provided that such limits shall not apply to: (i) awards taken in lieu of any cash retainer or other director fees; (ii) a one-time initial grant to a non-employee director upon such director joining the Board; (iii) awards granted on or in connection with Closing; and (iv) awards settled in cash or with Common Shares acquired on the market.

Any Common Shares issued by the Company on exercise of options or phantom units granted under the Legacy MEP or through the assumption or substitution of outstanding stock options or other equity-based awards from an acquired company shall not reduce the number of Common Shares available for issuance pursuant to the exercise of awards granted under the Omnibus Incentive Plan.

Administration of the Omnibus Incentive Plan

The Plan Administrator (as defined in the Omnibus Incentive Plan) will be determined by the Board and will initially be the Human Resources and Compensation Committee. The Omnibus Incentive Plan may in the future be administered by the Board itself. The Plan Administrator will determine which directors, officers, consultants and employees are eligible to receive awards under the Omnibus Incentive Plan, the time or times at which awards may be granted, the conditions under which awards may be granted or forfeited to the Company, the number of Common Shares to be covered by any award, the exercise price of any award, whether restrictions or limitations are to be imposed on the Common Shares issuable pursuant to grants of any award, and the nature of any such restrictions or limitations, any acceleration of exercisability or vesting, or waiver of termination regarding any award, based on such factors as the Plan Administrator may determine.

In addition, the Plan Administrator shall interpret the Omnibus Incentive Plan and may adopt administrative rules, regulations, procedures and guidelines governing the Omnibus Incentive Plan or any awards granted under the Omnibus Incentive Plan as it deems appropriate.

Eligibility

All directors, officers, consultants and employees are eligible to participate in the Omnibus Incentive Plan. The extent to which any such individual is entitled to receive a grant of an award pursuant to the Omnibus Incentive Plan will be determined in the discretion of the Plan Administrator.

Types of Awards

Awards of options, RSUs, PSUs and DSUs may be made under the Omnibus Incentive Plan. All of the awards described below will be subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined by the Plan Administrator, in its sole discretion, subject to such limitations provided in the Omnibus Incentive Plan, and will generally be evidenced by an award agreement. In addition, subject to the limitations provided in the Omnibus Incentive Plan and in accordance

with applicable law, the Plan Administrator may accelerate or defer the vesting or payment of awards, cancel or modify outstanding awards, and waive any condition imposed with respect to awards or Common Shares issued pursuant to awards.

Options

An option entitles a holder thereof to purchase a prescribed number of treasury Common Shares at an exercise price set at the time of the grant. The Plan Administrator will establish the exercise price at the time each option is granted, which exercise price must in all cases be not less than either (a) the volume weighted average closing price of the Common Shares on the TSX for the five trading days immediately preceding the date of grant, or (b) the closing market price on the date of grant, as determined by the Plan Administrator (either (a) or (b) being the "**Market Price**"). Subject to any accelerated termination as set forth in the Omnibus Incentive Plan, each option expires on its respective expiry date. The Plan Administrator will have the authority to determine the vesting terms applicable to grants of options. Once an option becomes vested, it shall remain vested and shall be exercisable until expiration or termination of the option, unless otherwise specified by the Plan Administrator, or as otherwise set forth in any written employment agreement, award agreement or other written agreement between the Company or a subsidiary of the Company and the participant. The Plan Administrator will have the right to accelerate the date upon which any option becomes exercisable. The Plan Administrator may provide at the time of granting an option that the exercise of that option is subject to restrictions, in addition to those specified in the Omnibus Incentive Plan, such as vesting conditions relating to the attainment of specified performance goals.

Unless otherwise specified by the Plan Administrator at the time of granting an option and set forth in the particular award agreement, an exercise notice must be accompanied by payment of the exercise price. A participant may, in lieu of exercising an option pursuant to an exercise notice, elect to surrender such option to the Company (a "**Cashless Exercise**") in consideration for an amount from the Company equal to (i) the Market Price of the Common Shares issuable on the exercise of such option (or portion thereof) as of the date such option (or portion thereof) is exercised, less (ii) the aggregate exercise price of the option (or portion thereof) surrendered relating to such Common Shares (the "**In-the-Money Amount**") by written notice to the Company indicating the number of options such participant wishes to exercise using the Cashless Exercise, and such other information that the Company may require. Subject to the provisions of the Omnibus Incentive Plan, the Company will satisfy payment of the In-the-Money Amount by delivering to the participant such number of Common Shares having an aggregate fair market value equal to the In-the-Money Amount.

Restricted Share Units

A RSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one Common Share (or the value thereof) for each RSU after a specified vesting period. The Plan Administrator may, from time to time, subject to the provisions of the Omnibus Incentive Plan and such other terms and conditions as the Plan Administrator may prescribe, grant RSUs to any participant in respect of a bonus or similar payment in respect of services rendered by the applicable participant in a taxation year (the "**RSU Service Year**").

The number of RSUs (including fractional RSUs) granted at any particular time under the Omnibus Incentive Plan will be calculated by dividing (a) the amount of any bonus or similar payment that is to be paid in RSUs, as determined by the Plan Administrator, by (b) the greater of (i) the Market Price of a Common Share on the date of grant and (ii) such amount as determined by the Plan Administrator in its sole discretion. The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of RSUs, provided that the terms comply with Section 409A of the *U.S. Internal Revenue Code of 1986*, to the extent applicable.

Upon settlement, holders will receive (a) one fully paid and non-assessable Common Share in respect of each vested RSU (which, except as otherwise provided in an award agreement, may be issued from treasury or acquired on the market), (b) a cash payment or (c) a combination of Common Shares and cash, in each case as determined by the Plan Administrator. Any such cash payments made by the Company

shall be calculated by multiplying the number of RSUs to be redeemed for cash by the Market Price per Common Share as at the settlement date. Subject to the provisions of the Omnibus Incentive Plan and except as otherwise provided in an award agreement, no settlement date for any RSU shall occur, and no Common Share shall be issued or cash payment shall be made in respect of any RSU any later than the final business day of the third calendar year following the applicable RSU Service Year.

Performance Share Units

A PSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one Common Share (or the value thereof) for each PSU after specific performance-based vesting criteria determined by the Plan Administrator, in its sole discretion, have been satisfied. The performance goals to be achieved during any performance period, the length of any performance period, the amount of any PSUs granted, the termination of a participant's employment and the amount of any payment or transfer to be made pursuant to any PSU will be determined by the Plan Administrator and by the other terms and conditions of any PSU, all as set forth in the applicable award agreement. The Plan Administrator may, from time to time, subject to the provisions of the Omnibus Incentive Plan and such other terms and conditions as the Plan Administrator may prescribe, grant PSUs to any participant in respect of a bonus or similar payment in respect of services rendered by the applicable participant in a taxation year (the "**PSU Service Year**").

The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of PSUs. Upon settlement, holders will receive (a) one fully paid and non-assessable Common Share in respect of each vested PSU (which may be issued from treasury or acquired on the market), (b) a cash payment, or (c) a combination of Common Shares and cash, in each case as determined by the Plan Administrator. Any such cash payments made by the Company to a participant shall be calculated by multiplying the number of PSUs to be redeemed for cash by the Market Price per Common Share as at the settlement date. Subject to the provisions of the Omnibus Incentive Plan and except as otherwise provided in an award agreement, no settlement date for any PSU shall occur, and no Common Share shall be issued or cash payment shall be made in respect of any PSU any later than the final business day of the third calendar year following the applicable PSU Service Year.

Deferred Share Units

A DSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one Common Share (or, at the election of the holder and subject to the approval of the Plan Administrator, the cash value thereof) for each DSU on a future date. The Board may fix from time to time a portion of the total compensation (including annual retainer) paid by the Company to a director in a calendar year for service on the Board (the "**Director Fees**") that is to be payable in the form of DSUs. In addition, each director will be given, subject to the provisions of the Omnibus Incentive Plan, the right to elect to receive a portion of the cash Director Fees owing to them in the form of DSUs.

Except as otherwise determined by the Plan Administrator, DSUs shall vest immediately upon grant. The number of DSUs (including fractional DSUs) granted at any particular time will be calculated by dividing (a) the amount of any bonus or similar payment that is to be paid in DSUs, as determined by the Plan Administrator, by (b) the Market Price of a Common Share on the date of grant. Upon settlement, holders will receive (a) one fully paid and non-assessable Common Share in respect of each vested DSU (which may be issued from treasury or acquired on the market), (b) a cash payment, or (c) a combination of Common Shares and cash, in each case as determined by the Plan Administrator. Any cash payments made under the Omnibus Incentive Plan by the Company to a participant in respect of DSUs to be redeemed for cash shall be calculated by multiplying the number of DSUs to be redeemed for cash by the Market Price per Common Share as at the settlement date.

Dividend Equivalents

Except as otherwise determined by the Plan Administrator and set forth in an award agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs and DSUs, as applicable. Dividend equivalents shall vest in proportion to, and settle in the same manner as, the awards to which they relate. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of RSUs, PSUs and DSUs, as applicable, held by the participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first business day immediately following the dividend record date, with fractions computed to six decimal places.

Black-out Periods

If an award expires or is to be vested or settled during (if such vesting and settlement is discretionary), or within five business days after, a routine or special trading black-out period imposed by the Company to restrict trades in the Company's securities, then, notwithstanding any other provision of the Omnibus Incentive Plan, unless the delayed expiration, vesting or settlement (if such vesting and settlement is discretionary), as applicable, would result in negative tax consequences to the holder of the award, the award shall expire, vest or settle, as applicable, five business days after the trading black-out period is lifted by the Company.

Term

While the Omnibus Incentive Plan will not stipulate a specific term for awards granted thereunder, as discussed below, Shareholder approval shall be required to permit an award to be exercisable beyond 10 years from its date of grant, except where an expiry date would have fallen within a blackout period of the Company. All awards must vest and settle in accordance with the provisions of the Omnibus Incentive Plan and any applicable award agreement, which award agreement may include an expiry date for a specific award.

Termination of Employment or Services

The following table describes the impact of certain events on the participants under the Omnibus Incentive Plan and the Legacy MEP, including termination for Cause/Just Cause or without Good Reason, resignation (voluntary or with Good Reason), termination without Cause/Just Cause, Disability, death or Retirement (in each case, as defined in the Omnibus Incentive Plan or the Legacy MEP documentation, as applicable), subject, in each case, to the terms of a participant's applicable employment agreement, award agreement or other written agreement and subject to applicable employments standards legislation:

Event	Provisions
Termination for Cause/Just Cause	• Any awards held that have not been exercised, settled or surrendered as of the termination date, vested and exercisable or not, shall immediately expire and be forfeited.
Resignation without Good Reason	
Termination without Cause/Just Cause[(1)]	• Any unvested awards held that have not been exercised, settled or surrendered as of the termination date shall immediately expire and be forfeited. • Any vested awards may be exercised, settled or surrendered to the Company by the participant at any time during the period that terminates on the earlier of: (a) the expiry date of such award, and (b) the date that is 12 months after the termination date, with any award that has not been exercised, settled or surrendered at the end of such period being immediately forfeited and cancelled.
Resignation with Good Reason[(1)]	
Disability[(1)]	
Death[(1)]	
Retirement[(1)]	

Event	Provisions
Change in Control	• In the case of a termination without Cause or a resignation for Good Reason within 12 months of a Change in Control (as defined in the Omnibus Incentive Plan), any unvested award would become vested and all vested awards may be exercised, settled or surrendered to the Company by the participant by the earlier of: (a) the expiry date of such award, and (b) the date that is 12 months after the termination date, with any award that has not been exercised, settled or surrendered at the end of such period being immediately forfeited and cancelled; provided that for the awards issued under the Legacy MEP, on a Covered Transaction (which, for the Legacy MEP only, is defined to include SK Capital ceasing to own at least 50% of the outstanding Common Shares), 20% of the unvested awards vest, subject to the employee's continued employment with the Company or one of its subsidiaries.

Notes:
(1) May be subject to confidentiality and restrictive covenants, including non-competition and non-solicitation agreements.

Change in Control

Under the Omnibus Incentive Plan, a "Change in Control" means the occurrence of any one or more of the following events:

(a) any transaction at any time and by whatever means pursuant to which any person or any group of two (2) or more persons acting jointly or in concert (other than the Company, a subsidiary of the Company or SK Capital) after the date hereof acquires the direct or indirect "beneficial ownership" (as defined in the Securities Act (Ontario)) of, or acquires the direct or indirect right to exercise control or direction over, securities of the Company representing more than 50% of the total voting power represented by the voting securities of the Company;

(b) a merger or consolidation of the Company in which its voting securities immediately prior to the merger or consolidation do not represent, or are not converted into securities that represent, directly or indirectly, a majority of the voting power of all voting securities of the surviving entity immediately after the merger or consolidation;

(c) a sale, assignment or other transfer of all or substantially all of the consolidated assets of the Company to a person other than to an Affiliate of the Company;

(d) the liquidation or dissolution of the Company, other than in connection with the distribution of assets to the Company to one or more persons which were Affiliates of the Company prior to such event;

(e) individuals who comprise the Board as of the date hereof (the "**Incumbent Board**") for any reason cease to constitute at least a majority of the members of the Board, unless the election, or nomination for election by the Shareholders, of any new director was approved by a vote of at least a majority of the Incumbent Board or SK Capital and its affiliates, and in that case such new director shall be considered as a member of the Incumbent Board; or

(f) the Board determines that a Change in Control shall be deemed to have occurred in such circumstances as the Board shall determine;

provided that: (i) an internal reorganization of the Company, including an intercompany transaction that results in the dissolution or liquidation of the Company, shall not be considered a change in control; and (ii) unless the requirements of any of the transactions set forth in paragraphs (a) to (f) are satisfied, any

sale or disposition of voting securities by SK Capital that results in SK Capital owning less than 50% of the then outstanding securities of the Company eligible to vote for the election of directors of the Company shall not be considered a change in control.

Under the Legacy MEP, a change in control is defined as a "Covered Transaction" which means the occurrence of any of:

(a) a consolidation, merger, amalgamation, arrangement or similar transaction or series of related transactions, including a sale or other disposition of Common Shares, which results in the acquisition of 50% or more of the Company's then outstanding Common Shares by a single person or entity or by a group of persons and/or entities acting in concert (other than by an affiliate of the Company);

(b) a sale or transfer of all or substantially all the Company's assets to a single person or group of persons and/or entities acting in concert (other than an affiliate of the Company);

(c) a liquidation, winding-up or dissolution of the Company; or

(d) a sale or other disposition of securities by SK Capital that results in SK Capital owning less than 50% of the Company's then issued and outstanding Common Shares.

Non-Transferability of Awards

Unless otherwise provided by the Plan Administrator, and except to the extent that certain rights may pass to a beneficiary or legal representative upon the death of a participant by will or as required by law, no assignment or transfer of awards granted under the Omnibus Incentive Plan, whether voluntary, involuntary, by operation of law or otherwise, shall be permitted.

Amendments to the Omnibus Incentive Plan

The Plan Administrator may also from time to time, without notice and without approval of the holders of voting shares, amend, modify, change, suspend or terminate the Omnibus Incentive Plan or any awards granted pursuant thereto as it, in its discretion, determines appropriate, provided that (a) no such amendment, modification, change, suspension or termination of the Omnibus Incentive Plan or any award granted pursuant thereto may materially impair any rights of a participant or materially increase any obligations of a participant under the Omnibus Incentive Plan without the consent of such participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements, and (b) any amendment that would cause an award held by a U.S. Taxpayer (as such term is defined in the Omnibus Incentive Plan) to be subject to the additional tax penalty under Section 409A(1)(b)(i)(II) of the *U.S Internal Revenue Code of 1986*, as amended, shall be null and void *ab initio*.

Notwithstanding the above, and subject to the rules of the TSX (which may require approval of disinterested shareholders), the approval of Shareholders will be required to effect any of the following amendments to the Omnibus Incentive Plan:

(a) increasing the number of Common Shares reserved for issuance under the Omnibus Incentive Plan, except pursuant to the provisions in the Omnibus Incentive Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;

(b) increasing or removing the 10% limits on Common Shares issuable or issued to insiders;

(c) reducing the exercise price of an option award (for this purpose, a cancellation or termination of an award of a participant prior to its expiry date for the purpose of reissuing

an award to the same participant with a lower exercise price shall be treated as an amendment to reduce the exercise price of an award) except pursuant to the provisions in the Omnibus Incentive Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;

(d) extending the term of an option award beyond the original expiry date (except where an expiry date would have fallen within a blackout period applicable to the participant or within five business days following the expiry of such a blackout period);

(e) permitting an option award to be exercisable beyond 10 years from its date of grant (except where an expiry date would have fallen within a blackout period);

(f) increasing or removing the limits on the participation of non-employee directors;

(g) permitting awards to be transferred to a person;

(h) changing the eligible participants; and

(i) deleting or otherwise limiting the amendments which require approval of the Shareholders.

Except for the items listed above, amendments to the Omnibus Incentive Plan will not require Shareholder approval. Such amendments include (but are not limited to): (a) amending the general vesting provisions of an award, (b) amending the provisions for early termination of awards in connection with a termination of employment or service, (c) adding covenants of the Company for the protection of the participants, (d) amendments that are desirable as a result of changes in law in any jurisdiction where a participant resides, and (e) curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

Employee Share Purchase Plan

Following Closing, we intend to establish an employee share purchase plan (the "**ESPP**") to provide an incentive to qualified individuals to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The ESPP will be administered by the Board and will provide for the issuance of Common Shares to our employees pursuant to its terms.

Summary Compensation Table

The following table sets out information concerning the expected Fiscal 2027 compensation (other than equity-based awards that will be issued at the Board's discretion) to be earned by, paid to, or awarded to the NEOs:

Name and Principal Position	Fiscal year	Salary ($)[1]	Share-based awards ($)	Option-based awards ($)[2]	Non-equity incentive plan compensation		Pension value ($)[4]	All other compensation ($)[5]	Total compensation ($)[6]
					Annual incentive plan ($)[3]	Long-term incentive plans			
Jeff Watson[7] ..... *President & Chief Executive Officer*	2027	1,450,000	5,425,000[8][9]	3,625,000[9]	1,450,000	-	87,000	4,221,000	16,258,000
Brian McClelland... *Chief Financial Officer*	2027	631,800	-	-	347,490	-	35,390	-	1,014,680
Christine Baeder ... *President, Apotex USA and LATAM*	2027	912,709	-	-	501,990	-	34,055	-	1,448,754
Ariel Alon ..... *Chief Operations Officer*	2027	716,108	-	-	393,859	-	43,006	145,620	1,298,593
Martin Arès..... *President, Canada and ROW*	2027	550,000	712,500[9][10]	412,500[9]	302,500	-	33,000	810,000	2,820,500

Notes:

(1) Represents the annualized base salary expected to be paid in Fiscal 2027.
(2) Represents grants of options made under the Legacy MEP and the Omnibus Incentive Plan. Amounts shown in this column represent the grant date fair value of options, which has been calculated using the Black-Scholes method. The grant date fair value for these options is the same as the fair value determined for accounting purposes.
(3) Represents target bonuses payable under the NEO employment agreements as follows: Mr. Watson 100% of base salary; Mr. McClelland 55% of base salary; Ms. Baeder 55% of base salary; Mr. Alon 55% of base salary; and Mr. Arès 55% of base salary.
(4) Represents employer contributions in the DCPP, Supplemental Plan or 401(k) Plan in Fiscal 2027.
(5) Other than Mr. Watson, Mr. Alon and Mr. Arès, no NEO is entitled to perquisites or other personal benefits which, in the aggregate, are worth over $50,000 or over 10% of their base salary. The other compensation elements for Mr. Watson includes a one-time discretionary cash bonus of $4.2 million payable upon completion of the Offering, $18,000 of car benefits and $3,000 of annual executive medical contributions. The other compensation elements for Mr. Alon includes $48,000 of travel allowance, $66,420 of housing allowance and $28,200 of car benefits (company provided car). The other compensation elements for Mr. Arès consist of a one-time discretionary cash bonus of $700,000 payable upon completion of the Offering, a one-time $50,000 relocation allowance and a $10,000 monthly travel allowance, which is expected to be paid from April 2026 through September 2026.
(6) All compensation figures are indicated in CAD. Ms. Baeder is paid in U.S. dollars. The Canadian dollar – U.S. dollar exchange rate that was used for the purposes of these calculations was $1.39 per US$1.00, being the official daily exchange rate published by the Bank of Canada on March 31, 2026.
(7) Mr. Watson also serves as a director of the Company and will not receive any compensation in his capacity as a director.
(8) Concurrent with and conditional upon completion of the Offering, Mr. Watson will receive a special one-time award tied to the commencement of his employment consisting of Common Shares with a value of $1.8 million. See "Description of Share Capital – Special IPO Awards".
(9) In connection with the entering into of their employment agreements, the Company committed to Mr. Watson and Mr. Arès that their 2027 awards under the Omnibus Incentive Plan would be 500% of base salary for Mr. Watson and 150% of base salary for Mr. Arès. These awards are expected to be paid 50% in the form of RSUs and 50% in the form of options (using the Black-Scholes methodology to determine the number of options granted). These awards are conditional on service in Fiscal 2027 and will be granted following Closing concurrent with awards expected to be granted to other senior management of the Company, which have not been determined by the Board at this time. The Common Shares underlying these awards will be subject to the lock-up arrangements and sell-down restrictions applicable to management shareholders described in "Plan of Distribution – Lock-Up Arrangements".

(10) Concurrent with and conditional upon completion of the Offering, Mr. Arès will receive a special one-time award tied to the commencement of his employment consisting of Common Shares with a value of $300,000. See "Description of Share Capital – Special IPO Awards".

Defined Contribution Plans

Defined Contribution Pension Plan

The primary purpose of the Defined Contribution Pension Plan for Executives and Senior Management ("**DCPP**") is to provide periodic payments to members after retirement and until death, with respect to employment with the Company. The DCPP is a defined contribution or money purchase type plan and is financed by a pension fund administered in accordance with applicable legislation. Contributions made to the DCPP are accumulated in individual member accounts and all benefits under the DCPP are determined by reference to each member's vested accumulated contributions. The Company has final authority for all interpretations of the DCPP provisions.

The DCPP was introduced on May 1, 1984 and the DCPP text was restated effective July 1, 2017. The applicable legislation is the *Pension Benefits Act* (Ontario) and the Tax Act.

Effective July 1, 2017, the contribution structure of the DCPP was amended; however, this applied only to non-executives. For executives and senior management, the Company contributes 6% of their pensionable earnings in the DCPP. Total contributions are subject to the maximum contribution imposed by the Tax Act ($35,390 in 2026).

In 2025, we introduced a non-registered defined contribution supplemental executive retirement plan (the "**Supplemental Plan**") in Canada, which is not intended to qualify as a registered retirement plan. Instead, the Supplemental Plan is designed to provide supplementary retirement benefits to Canadian executives who are subject to the limitations imposed by the Tax Act on annual pension contributions.

Contributions to the Supplemental Plan are accumulated when an executive reaches the maximum allowable Money Purchase Limit from the Company's contributions to the DCPP described above. Thereafter, the Company continues to contribute an amount equal to 6% of the executive's base salary to the Supplemental Plan.

Pensionable earnings include base salary and exclude bonuses, incentive compensation, commissions, premiums, overtime pay, automobile allowances and proceeds from any long-term incentive plans and all other forms of compensation.

Company Savings Plan for Apotex Inc. and Apotex Corp.

The Company Savings Plan for Apotex Inc. is a defined contribution retirement plan in Canada. The Company Savings Plan is designed to assist our employees in accumulating savings for retirement in a tax efficient manner and in alignment with our compensation philosophy.

All NEOs are eligible to participate in the Company Savings Plan immediately upon commencement of employment and the Company contributes an amount equal to 6% of the NEO's annual base salary to their Company Savings Plan account. No NEO payroll contributions are required to participate in the plan. All contributions are subject to the maximum Money Purchase Limit as defined under Tax Act. For the 2026 calendar year, the limit is $35,390. All contributions vest immediately and contributions are invested in various investment funds as selected by the participant.

The Company Savings Plan for Apotex Corp. (the "**401(k) Plan**") is a defined contribution retirement plan qualified under Section 401(a) of the *U.S. Internal Revenue Code of 1986*, and is available to employees based in the U.S.

Employees participating in the 401(k) Plan may elect to defer up to 100% of their pensionable earnings in the plan (on a pre-tax and/or Roth basis) and the Company contributes an amount equal to 100% of the first 4% of the pensionable earnings an employee elects to defer to the 401(k) Plan (safe harbor matching contribution). Both employee deferrals and matching contributions are subject to annual limits imposed by the *U.S. Internal Revenue Code of 1986*. All matching contributions vest immediately.

Pensionable earnings include base salary and are subject to the annual compensation limit for 401(k) plans imposed by the *U.S. Internal Revenue Code of 1986* ($360,000 in 2026). Total contributions to the 401(k) Plan – including both employee deferrals and employer matching contributions – for any individual in a plan year are subject to annual limits set by the *U.S. Internal Revenue Code of 1986* (US$72,000 in 2026 for employees under the age of 50; US$83,250 for employees aged 50 and over). All contributions are invested in various investment funds as selected by the participant.

The following table sets out information concerning the expected Fiscal 2027 contributions to be made by the Company to the NEOs under each of the Company's defined contribution plans:

Name and Principal Position	Accumulated value at start of year ($)[1]	Compensatory ($)[2]	Accumulated value at year end ($)
Jeff Watson..... *President & Chief Executive Officer*	3,346	87,000	90,346
Brian McClelland..... *Chief Financial Officer*	103,761	35,390	139,151
Christine Baeder[3]..... *President, Apotex USA and LATAM*	156,786	34,055	190,841
Ariel Alon..... *Chief Operations Officer*	186,292	43,006	229,298
Martin Arès …….. *President, Canada and ROW*	3,116	33,000	36,116

Notes:

(1) Represents the DCPP, Supplemental Plan or 401(k) Plan value as of April 1, 2026.
(2) Represents employer contributions in the DCPP, Supplemental Plan or 401(k) Plan in Fiscal 2027.
(3) All figures are indicated in CAD. Ms. Baeder participates in the 401(k) Plan in U.S. dollars. The Canadian dollar – U.S. dollar exchange rate that was used for the purposes of these calculations was $1.39 per US$1.00, being the official daily exchange rate published by the Bank of Canada on March 31, 2026.

Employment Agreements, Termination and Change of Control Benefits

Current employment terms are summarised as follows:

Jeff Watson, President and Chief Executive Officer

The agreement provides for the NEO's base salary, target annual performance cash bonus (as % of salary), and a monthly car allowance, and states that the NEO is eligible to participate in the Omnibus Incentive Plan as well as in the benefit and pension plans of the Company.

The agreement also specifies the amounts payable in the event of termination of employment:

- **Termination with Cause or Resignation:** The Company shall pay to the NEO an amount equal to the base salary, vacation pay and any other accrued unpaid compensation fully earned by and payable to the NEO up to the date of termination.
- **Death or Disability:** In addition to the amounts payable under a Termination with Cause or Resignation, the Company shall also pay an amount equal to the NEO's annual performance cash bonus at target, pro-rated to the date of termination.

- **Termination without Cause or Resignation for Good Reason:** In addition to the amounts payable in the event of Death or Disability, the Company shall pay a lump sum payment equivalent to 24 months of base salary plus 2x the NEO's target annual performance cash bonus. Furthermore, the Company shall continue the NEO's benefits for the duration of the statutory notice period and shall continue the NEO's medical and dental benefits until the earlier of 24 months from the date of termination and the date the NEO finds other employment that provides for similar coverage.

The employment agreement also contains confidentiality and restrictive covenants, including non-competition and non-solicitation agreements that apply for a period of 12 months following the date of termination.

Brian McClelland, Chief Financial Officer

The agreement provides for the NEO's base salary, target annual performance cash bonus (as % of salary) and states that the NEO is eligible to participate in the Legacy MEP as well as in the benefit and pension plans of the Company.

The agreement also specifies the amounts payable in the event of termination of employment:

- **Termination with Cause or Resignation:** The Company shall pay to the NEO an amount equal to the base salary, vacation pay and any other accrued unpaid compensation fully earned by and payable to the NEO up to the date of termination.
- **Death or Disability:** In addition to the amounts payable under a Termination with Cause or Resignation, the Company shall also pay an amount equal to the NEO's annual performance cash bonus at target, pro-rated to the date of termination.
- **Termination without Cause or Resignation for Good Reason:** In addition to the amounts payable in the event of Death or Disability, the Company shall pay a lump sum payment equivalent to 12 months of base salary plus 1x the NEO's annual performance cash bonus. Furthermore, the Company shall continue the NEO's medical and dental benefits until the earlier of 12 months from the date of termination and the date the NEO finds other employment that provides for similar coverage.

The employment agreement also contains confidentiality and restrictive covenants, including non-competition and non-solicitation agreements that apply for a period of 12 months following the date of termination.

Christine Baeder, President, Apotex USA and LATAM

The agreement provides for the NEO's base salary, target annual performance cash bonus (as % of salary) and states that the NEO is eligible to participate in the Legacy MEP as well as in the benefit and pension plans of the Company.

The agreement also specifies the amounts payable in the event of termination of employment:

- **Termination with Cause, Resignation, Death or Disability:** The Company shall pay to the NEO an amount equal to the base salary, vacation pay and any other accrued unpaid compensation fully earned by and payable to the NEO up to the date of termination.
- **Termination without Cause or Resignation for Good Reason:** In addition to the amounts payable in the event of Termination with Cause, Resignation, Death or Disability, the Company shall pay a lump sum payment equivalent to 12 months of base salary plus 1x the NEO's annual performance cash bonus at target. Furthermore, the Company shall continue the NEO's health care coverage until the earlier of 12 months from the date of termination and the date the NEO finds other employment that provides for similar coverage.

Ariel Alon, Chief Operations Officer

The agreement provides for the NEO's base salary, target annual performance cash bonus (as % of salary) and states that the NEO is eligible to participate in the Legacy MEP as well as in the benefit and pension plans of the Company.

The agreement also specifies the amounts payable in the event of termination of employment:

- **Termination with Cause, Resignation, Death or Disability:** The Company shall pay to the NEO an amount equal to the base salary, vacation pay and any other accrued unpaid compensation fully earned by and payable to the NEO up to the date of termination.
- **Termination without Cause or Resignation for Good Reason:** In addition to the amounts payable in the event of a Termination with Cause, Resignation, Death or Disability the company shall pay a lump sum payment equivalent to 12 months of base salary plus 1x the NEO's annual performance cash bonus. Furthermore, the Company shall continue the NEO's medical and dental benefits until the earlier of 12 months from the date of termination and the date the NEO finds other employment that provides for similar coverage.

Martin Arès, President, Canada and Rest of the World

The agreement provides for the NEO's base salary, target annual performance cash bonus (as % of salary), and states that the NEO is eligible to participate in Omnibus Incentive Plan as well as in the benefit and pension plans of the Company.

The agreement also specifies the amounts payable in the event of termination of employment:

- **Termination with Cause or Resignation:** The Company shall pay to the NEO an amount equal to the base salary, vacation pay and any other accrued unpaid compensation fully earned by and payable to the NEO up to the date of termination.
- **Death or Disability:** In addition to the amounts payable under a Termination with Cause or Resignation, the Company shall also pay an amount equal to the NEO's annual performance cash bonus at target, pro-rated to the date of termination.
- **Termination without Cause or Resignation for Good Reason:** In addition to the amounts payable in the event of Death or Disability, the Company shall pay a lump sum payment equivalent to 12 months of base salary plus 1x the NEO's annual performance cash bonus at target. Furthermore, the Company shall continue the NEO's benefits for the duration of the statutory notice period and shall continue the NEO's medical and dental benefits until the earlier of 12 months from the date of termination and the date the NEO finds other employment that provides for similar coverage.

The employment agreement also contains confidentiality and restrictive covenants, including non-competition and non-solicitation agreements that apply for a period of 12 months following the date of termination.

The table below shows the estimated incremental payments that would be made to our NEOs upon the occurrence of certain events, assuming the completion of the Offering. See "Principal Elements of Compensation".

Name and Principal Position	Event	Severance ($)	Acceleration of Unvested Awards Issued under the Legacy MEP and Omnibus Incentive Plan ($)	Total ($)
Jeff Watson..... *President & Chief Executive Officer*	Termination without cause or Resignation for Good Reason	$5,800,000[(1)]	[●]	[●]
Brian McClelland..... *Chief Financial Officer*	Termination without cause or Resignation for Good Reason	$1,007,500[(1)]	[●]	[●]
Christine Baeder..... *President, Apotex USA and LATAM*	Termination without cause or Resignation for Good Reason	$1,414,619 [(1)(2)]	[●]	[●]
Ariel Alon ..... *Chief Operations Officer*	Termination without cause or Resignation for Good Reason	$1,134,633[(1)]	[●]	[●]
Martin Arès …….. *President, Canada and ROW*	Termination without cause or Resignation for Good Reason	$852,500[(1)]	[●]	[●]

Notes:

(1) Calculated as 2x annual base salary plus 2x target annual cash bonus for Mr. Watson and 1x annual base salary plus target 1x target annual cash bonus for the Mr. McClelland, Ms. Baeder, Mr. Alon and Mr. Arès.

(2) Ms. Baeder is paid in U.S. dollars. The Canadian dollar – U.S. dollar exchange rate that was used for the purposes of these calculations was $1.39 per US$1.00, being the official daily exchange rate published by the Bank of Canada on March 31, 2026.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets out information concerning the option-based and share-based awards granted to our NEOs that we expect to be outstanding upon completion of the Offering:

Name and Principal Position	Option-based Awards				Share-based Awards		
	Number of options / phantom units[(1)]	Option / phantom unit exercise price[(2)]	Option / phantom unit expiration date	Value of unexercised in-the-money options / phantom units	Number of Common Shares that have not vested[(3)]	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed[(4)]
Jeff Watson..... *President & Chief Executive Officer*	[●]	$[●]	[●]	$[●]	[●]	$[●]	$[●]
Brian McClelland... *Chief Financial Officer*	[●]	$[●]	September 29, 2033	$[●]	[●]	$[●]	$[●]
Christine Baeder ... *President, Apotex USA and LATAM*	-	-	-	$[●]	[●]	$[●]	$[●]
Ariel Alon ..... *Chief Operations Officer*	-	-	-	$[●]	[●]	$[●]	$[●]
Martin Arès ……. *President, Canada and Rest of World (ROW)*	[●]	$[●]	[●]	$[●]	[●]	$[●]	$[●]

Notes:

(1) Represents options and phantom units to purchase Common Shares outstanding under the Legacy MEP.
(2) Represents the weighted average exercise price of outstanding options and phantom units to purchase Common Shares, whether vested or unvested.
(3) Represents the number of RSUs to be issued in connection with the restructuring of the Legacy MEP. See “Equity Incentive Plans – Legacy Management Equity Plan”.
(4) Represents the value of RSUs to be issued in connection with the restructuring of the Legacy MEP.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table indicates, for each of our NEOs, a summary of the value of the option-based and share-based awards expected to be vested in accordance with their terms during Fiscal 2027 (assuming the continued employment of each NEO):

Name and Principal Position	Option-Based Awards – Value Expected to be Vested During the Year[(1)]	Share-Based Awards – Value Expected to be Vested During the Year	Non-Equity Incentive Plan Compensation – Value Expected to be Earned During the Year
Jeff Watson..... *President & Chief Executive Officer*	$[●]	$[●]	$[●]
Brian McClelland..... *Chief Financial Officer*	$[●]	$[●]	$[●]
Christine Baeder..... *President, Apotex USA and LATAM*	$[●]	$[●]	$[●]
Ariel Alon ..... *Chief Operations Officer*	$[●]	$[●]	$[●]
Martin Arès ..... *President, Canada and Rest of World (ROW)*	$[●]	$[●]	$[●]

Note:

(1) Based on grant date fair value.

DIRECTOR COMPENSATION

Director Compensation

Our directors' compensation program is designed to attract and retain the most qualified individuals to serve on the Board. The Board, through the Human Resources and Compensation Committee, will be responsible for reviewing and approving any changes to the directors' compensation arrangements. In consideration for serving on the Board, each director that is not an employee will be paid an annual cash retainer and an annual equity retainer and will be reimbursed for their reasonable out-of-pocket expenses incurred while serving as directors.

Following Closing, it is expected that the non-employee directors of the Company will be entitled to be paid as members of the Board, and, if applicable, as members of any committee of the Board, the amounts set out below. Jeff Watson, Aaron Davenport and Santiago Nielsen will not receive any compensation in connection with their service on the Board.

Position	Amount Per Year[1]
Member of the Board[2][4]	$250,000
Lead Independent	$35,000
Chair of the Board[3][4]	$430,000
Audit Committee Member	$12,500
Audit Committee Chair	$25,000
Human Resources and Compensation Committee Member	$10,000
Human Resources and Compensation Committee Chair	$22,500
Corporate Governance and Nominating Committee Member	$7,500
Corporate Governance and Nominating Committee Chair	$17,500

Note:

(1) All directors are paid in Canadian dollars.
(2) Member of the Board total annual retainer of $250,000 is split between $85,000 cash retainer (34% of total) and $165,000 equity retainer (66% of total). None of Jeff Watson, Aaron Davenport nor Santiago Nielsen, directors of the Company, will receive any compensation in connection with their service on the Board.
(3) Chair of the Board total annual retainer of $430,000 is split between $145,000 cash retainer (34% of total) and $285,000 equity retainer (66% of total). Aaron Davenport, the current Chair of the Board will not receive any compensation in connection with his service on the Board.
(4) Equity retainer is 100% in DSUs. Directors will also have the option to elect to receive up to 100% of their cash retainer in DSUs.

We will not provide a meeting fee for Board members. The total retainer is deemed to be full payment for the role of Director. An exception to this approach would be made in the event of a special transaction or other special circumstance that would require more meetings than are typically required.

Board compensation will be payable quarterly in arrears. A minimum of 66% of a director's compensation will be payable in DSUs, while directors can elect to receive DSUs for the remaining 34%. The equity retainers will be paid in DSUs on an annual basis and will vest immediately. The cash retainers will be paid on a quarterly basis. The number of DSUs to be issued as the equity retainer or upon a director electing to receive their cash retainers in DSUs will be based on the Market Price of the Common Shares.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning the option-based and share-based awards granted to our non-employee directors that we expect to be outstanding upon completion of the Offering:

Name	Option-based Awards				Share-based Awards		
	Number of Shares underlying unexercised options / phantom units	Option / phantom unit exercise price	Option / phantom unit expiration date	Value of unexercised in-the-money options / phantom units	Number of Shares that have not vested[(1)]	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed [(2)]
Aaron Davenport	-	-	-	-	-	-	-
Theresa Firestone	-	-	-	-	-	-	-
Sarah Davis	-	-	-	-	-	-	-
Itzhak Krinsky	-	-	-	-	[●]	$[●]	$[●]
Sharon Kochan	-	-	-	-	[●]	$[●]	$[●]
Allan Oberman	[●]	$[●]	[●]	$[●]	[●]	$[●]	$[●]
Santiago Nielsen	-	-	-	-	-	-	-

Notes:
(1) Represents the number of RSUs to be issued in connection with the restructuring of the Legacy MEP.
(2) Represents the value of RSUs to be issued in connection with the restructuring of the Legacy MEP.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of the directors, executive officers, employees, former directors, former executive officers or former employees of the Company or any of its subsidiaries, and none of their respective associates, is or has been within 30 days before the date of this prospectus or at any time since the beginning of the most recently completed financial year indebted to the Company or any of its subsidiaries or to another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by us or any of our subsidiaries; provided, however, certain Legacy MEP participants (which included directors and officers of the Company) received an aggregate of approximately $20 million on the settlement of a portion of their awards under the Legacy MEP in connection with the 2025 Recapitalization, which was initially subject to certain repayment arrangements. **[Such repayment arrangements will terminate in connection with the Offering due to the valuation of the Company implied by the Offering.]** See “Description of Share Capital – 2025 Recapitalization” and “Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan”.

PLAN OF DISTRIBUTION

General

Pursuant to the Underwriting Agreement dated [●], 2026 among the Company, the Selling Shareholders and the Underwriters (the “**Underwriting Agreement**”), the Company and the Selling Shareholders have agreed to sell an aggregate of [●] Common Shares and the Underwriters have severally agreed to purchase on Closing such Common Shares at a price of $[●] per Common Share for aggregate gross proceeds of $[●] to the Company and $[●] to the Selling Shareholders, payable in cash against delivery of the Common Shares on the Closing Date or such later date as may be agreed pursuant to the Underwriting Agreement, but no later than [●], 2026, subject to and in compliance with all of the necessary legal requirements and conditions contained in the Underwriting Agreement.

In consideration for their services in connection with the Offering, the Company and the Selling Shareholders have agreed to pay the Underwriters a fee equal to $[●] per Common Share (being [●]% of the Offering Price), including any Common Shares forming part of the Over-Allotment Option. It is estimated that the total expenses of the Offering that remain unpaid, not including the Underwriters' Fee, will be approximately $[●]. All such expenses of the Offering will be paid by the Company out of the proceeds of the Treasury Offering.

The Offering Price of $[●] per Common Share was determined by negotiation among the Company, SK Holdings and the Co-Lead Bookrunners, as representatives of the Underwriters, and the Underwriters propose to offer the Common Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Common Shares at the price specified on the cover page of this prospectus, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than that set out on the cover page of this prospectus, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Common Shares is less than the price paid by the Underwriters to the Company and/or the Selling Shareholders. Any such reduction will not affect the net proceeds received by the Company and/or the Selling Shareholders. The Underwriters may form a selling group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Underwriters out of their fees. The obligation to pay the sub-underwriting fee is an obligation of the Underwriters and neither the Company nor the Selling Shareholders shall be responsible for ensuring that any dealer receives this payment from the Underwriters.

Pursuant to the Underwriting Agreement, the Selling Shareholders have agreed to grant to the Underwriters an option, exercisable at the Underwriters' sole discretion, in whole or in part, at any time for a period of 30 days after the Closing Date, to purchase up to an additional [●] Common Shares, representing 15% of the aggregate number of Common Shares sold under the Offering, at the Offering Price solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total price to the public will be $[●], the Underwriters' Fee will be $[●] and the net proceeds to the Selling Shareholders will be $[●]. This prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires such Common Shares under this prospectus, regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Under the terms of the Underwriting Agreement, the Underwriters may terminate the Underwriting Agreement upon the occurrence of certain events, including "material change out", "disaster out", "proceedings to restrict distribution out" and "market out" clauses. Additionally, the Underwriters may terminate the Offering in the event the terms and conditions of the Underwriting Agreement are amended or waived, as applicable, without the prior written consent of the Underwriters. The Underwriters are, however, severally obligated to take up and pay for all of the Common Shares that they have agreed to purchase if any of the Common Shares are purchased under the Underwriting Agreement.

Under applicable securities laws in Canada, certain persons and individuals, including us and the Underwriters, have statutory liability for any misrepresentation in this prospectus, subject to available defences. Pursuant to the Underwriting Agreement, the Company has agreed to indemnify the Underwriters and their directors, officers, employees and agents against certain liabilities, including, without restriction, civil liabilities under securities legislation in Canada, and to contribute to any payments that the Underwriters may be required to make in respect thereof. Pursuant to the terms of the Registration Rights Agreement entered into with some of the Selling Shareholders, and a letter agreement entered into with other of the Selling Shareholders, the Company has agreed to indemnify the Selling Shareholders for any misrepresentation in this prospectus (other than in respect of any information provided by each Selling Shareholder expressly for use in this prospectus) and any violations or alleged violations by the Company under applicable securities laws relating to action or inaction required of the Company in connection with this Offering. Under those same agreements, each Selling Shareholder has agreed to indemnify the Company for any misrepresentation in information furnished by such Selling Shareholder to the Company for use in this prospectus; provided that each Selling Shareholder's obligation to indemnify is individual (and

not joint and several) and limited to the net amount of proceeds received by such Selling Shareholder from the Offering.

There is currently no market through which the Common Shares may be sold. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. See "Risk Factors".

Subscriptions for Common Shares will be received subject to rejection or allocation in whole or in part and the right is reserved to close the subscription books at any time without notice.

The Closing is expected to occur on [●], 2026 or such other date as we and the Underwriters may agree, but in any event not later than [●], 2026.

The Company has applied to have its Common Shares listed on the TSX under the trading symbol "APTX". Listing of the Common Shares is subject to the approval of the TSX of the Company's listing application and fulfillment by the Company of all the initial requirements and conditions of the TSX. The TSX has not conditionally approved the Company's listing application and there is no assurance that the TSX will approve the listing application.

The Common Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered, sold or delivered, directly or indirectly, in the U.S., except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Each Underwriter has agreed that it will not offer or sell Common Shares within the U.S., except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Underwriting Agreement provides that the Underwriters may re-offer and re-sell the Common Shares that they have acquired pursuant to the Underwriting Agreement in the U.S. to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in accordance with Rule 144A under the U.S. Securities Act. The Underwriting Agreement also provides that the Underwriters may offer and sell the Common Shares outside the U.S. in accordance with Rule 903 of Regulation S under the U.S. Securities Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Common Shares within the U.S. by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act.

Price Stabilization, Short Positions and Passive Market Making

In connection with the Offering, the Underwriters may, subject to applicable law, over-allocate or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market, including stabilizing transactions, short sales, purchases to cover positions created by short sales, imposition of penalty bids, and syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Common Shares while the Offering is in progress. These transactions may also include over-allocating or making short sales of the Common Shares, which involves the sale by the Underwriters of a greater number of Common Shares than they are required to purchase in the Offering. Short sales may be "covered short sales", which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked short sales", which are short positions in excess of that amount.

The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Common Shares in the open market. In making this determination, the Underwriters will consider, among other things, the price of Common Shares available for purchase in the open market compared with the Offering Price at which they may purchase Common Shares from the Selling Shareholders through the Over-Allotment Option.

The Underwriters must close out any naked short position by purchasing Common Shares in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Common Shares in the open market. Any naked short sales will form part of the Underwriters' over-allocation position. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position resulting from any covered short sales or naked short sales will, in each case, acquire such Common Shares under this prospectus, regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In addition, in accordance with rules and policy statements of certain Canadian securities regulatory authorities and the Universal Market Integrity Rules for Canadian Marketplaces ("**UMIR**"), the Underwriters may not, at any time during the period of distribution, bid for or purchase Common Shares. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable regulatory authorities and the TSX, including UMIR, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Common Shares may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on any stock exchange on which the Common Shares are listed, in the over-the-counter market, or otherwise.

Relationships Between the Company and Certain of the Underwriters

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, valuation, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the Underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to the Company and the Selling Shareholders and to persons and entities with relationships with the Company or the Selling Shareholders, for which they received or will receive customary fees and expenses.

Each of RBC, TD, Scotia, BMO, CIBC, MUFG, ATB, Desjardins, NBF and Raymond James is an affiliate of a Canadian chartered bank or financial institution that is a lender under the Credit Facilities. It is anticipated that the proceeds from the Treasury Offering will be used to repay a portion of the borrowings outstanding Pari Passu Term Loan. See "Use of Proceeds" and "Description of Material Indebtedness". Accordingly, we may be considered a "connected issuer", as such term is defined in National Instrument 33-105 – *Underwriting Conflicts*, of RBC, TD, Scotia, BMO, Jefferies, CIBC, MUFG, ATB, NBF and Raymond James.

As of the date of this prospectus, the Company is in compliance, in all material respects, with the terms of our indebtedness and security arrangements, as applicable, under the Credit Facilities and Pari Passu Term Loan and no breach thereof has been waived by any of our lenders. The total outstanding amount under the Credit Facilities as of March 31, 2026, is set out under the heading "Description of Material Indebtedness". None of the lenders under the Credit Facilities or Pari Passu Term Loan were involved in the decision to complete the Offering or in the determination of the terms of the Offering, including structure and pricing. The Company intends to use the full amount of the net proceeds received from the Treasury Offering to repay amounts outstanding under the Pari Passu Term Loan. See "Use of Proceeds" and "Consolidated Capitalization".

The decision to distribute the Common Shares pursuant to the Treasury Offering was made by us alone and the determination of the terms of the Offering was made through negotiations among the Company, SK Holdings and the Co-Lead Bookrunners, on their own behalf and on behalf of each of the other

Underwriters, and the Selling Shareholders. See "Use of Proceeds" and "Description of Material Indebtedness".

Lock-Up Arrangements

Pursuant to the Underwriting Agreement, each of the Company, our Shareholders, directors and executive officers have agreed that he, she or it will not, directly or indirectly, without the prior written consent of the Co-Lead Bookrunners, on behalf of the Underwriters, such consent not to be unreasonably withheld, conditioned or delayed, offer, sell, issue, contract to sell, pledge or otherwise dispose of any Common Shares directly or indirectly, or under its control or direction, any rights to purchase Common Shares, or any securities convertible into or exercisable or exchangeable for Common Shares, or make any short sale, engage in any hedge transaction other than a currency hedge, or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares or securities convertible or exchangeable into Common Shares, whether any such transaction is to be settled by delivery of Common Shares, other securities, cash or otherwise, or agree to or publicly announce any intention to do any of the foregoing for a period commencing on the Closing Date and ending 180 days after the Closing Date (the "**UW Lock-Up Expiry**"), subject to certain limited exceptions, including, in the case of SK Holdings or its affiliates, pursuant to pledge arrangements with lenders. Holders of all of the Company's issued and outstanding Common Shares on a non-diluted basis immediately prior to the completion of the Offering will be subject to these lock-up arrangements.

In addition, certain former Searchlight shareholders (collectively, the "**Core Searchlight Shareholders**") that collectively hold [●] Common Shares have each agreed with the Company that (i) for a period of twelve months following the Offering, any transfer of Common Shares by a Core Searchlight Shareholder that exceeds 10% of the average daily trading volume of the Common Shares as at the proposed date of transfer shall only occur upon prior written notice to the Company, during which notice period the Company and the selling Core Searchlight Shareholder shall co-operate to effect such transfer in an orderly manner and, to the extent practicable, combine with sales from other selling Shareholders in an effort to minimize disruption to the Company and the trading price of the Company's listed securities, and (ii) certain of the Core Searchlight Shareholders that collectively hold [●] Common Shares shall not transfer more than 50% of the Common Shares held by the applicable Core Searchlight Shareholder and its affiliates and permitted transferees during the 90-day period commencing upon the UW Lock-Up Expiry. Notwithstanding the foregoing, the restrictions set forth above shall terminate immediately if SK Holdings and its affiliates no longer hold at least 50% of the Common Shares.

Furthermore, the former shareholders of CanPrev and its parent entity (collectively, the "**CanPrev Shareholders**") that collectively hold [●] Common Shares have each agreed with the Company that for a period of 360 days commencing upon the UW Lock-Up Expiry, not to sell, transfer, gift, assign, pledge or otherwise dispose of (whether with or without consideration and whether voluntarily or involuntarily, directly or indirectly (including through a change of control of a person that controls the relevant CanPrev Shareholder)), any of the Common Shares held by the CanPrev Shareholders, their affiliates or permitted transferees as at the Closing Date, provided however, that the CanPrev Shareholders have the right to sell transfer, gift, assign, pledge or otherwise dispose of (whether with or without consideration and whether voluntarily or involuntarily, directly or indirectly (including through a change of control of a person that controls the relevant CanPrev Shareholder)) (i) up to 50% of such Common Shares during the 180-day period commencing on the day that is 360 days following the Closing Date (the "**CanPrev Lock-Up Expiry**"); and (ii) any or all of such Common Shares following the CanPrev Lock-Up Expiry.

Furthermore, management shareholders that hold Co-invest Shares have agreed that such Co-invest Shares will be subject to a contractual lock-up that is tied to the percentage and timing of Common Share sales made by SK Holdings, with full liquidity rights three years after Closing. Finally, the 17 largest management Shareholders have agreed that a portion of the Legacy MEP Shares issuable upon the restructuring of the Legacy MEP or, in the case of Jeff Watson and Martin Arès, the equity awards they receive on completion of the Offering, will be subject to a further lock-up period, with 10% of the total Legacy MEP Shares being released in each month following the UW Lock-Up Expiry during which an earnings-related blackout period does not apply (see "Executive Compensation – Compensation Discussion and

Analysis – Trading and Hedging Restrictions"). By way of example, if the Offering is completed in June 2026, 10% of the total Legacy MEP Shares will be released in each of December 2026, February 2027, March 2027, June 2027, August 2027 and September 2027. In addition, such management shareholders have agreed that, in respect of any Legacy MEP Shares that vest after the date that is 180 days following the Closing Date, no more than 20% of such Legacy MEP Shares may be sold in any 90-calendar day period.

Non-Certificated Inventory System

No certificates representing the Common Shares to be sold in the Offering will be issued to purchasers under this prospectus. Registration will be made in the depository service of CDS, or to its nominee, and electronically deposited with CDS on the Closing Date. Each purchaser of Common Shares will typically only receive a customer confirmation of purchase from the participants in the CDS depository service ("**CDS Participants**") from or through which such Common Shares are purchased, in accordance with the practices and procedures of such CDS Participant. Transfers of ownership of Common Shares will be effected through records maintained by the CDS Participants, which include securities brokers and dealers, banks and trust companies. Indirect access to the CDS book-entry system is also available to other institutions that maintain custodial relationships with a CDS Participant, either directly or indirectly.

The terms of the Offering, including the Offering Price, were determined by negotiation between the Bookrunners, on their own behalf and on behalf of each of the other Underwriters**,** the Company and SK Holdings. None of the banks of which any of the Underwriters are affiliates were involved in the determination of the terms of the Offering. As a consequence of the Offering, each of such Underwriters will receive its proportionate share of the Underwriters' Fee.

Sales Outside of Canada and the U.S.

No action has been taken in any jurisdiction (except in Canada and the U.S.) that would permit a public offering of our Common Shares, or the possession, circulation or distribution of this prospectus or any other material relating to us, the Selling Shareholders or our Common Shares in any jurisdiction where action for that purpose is required. Accordingly, the Common Shares may not be offered or sold, directly or indirectly, and neither this prospectus nor any other offering material or advertisements in connection with our Common Shares may be distributed or published, in or from any country or jurisdiction, except in compliance with any applicable rules and regulations of any such country or jurisdiction.

The Underwriters may arrange to sell the Common Shares offered hereby in certain jurisdictions outside of Canada and the U.S., either directly or through affiliates, where it is permitted to do so.

European Economic Area

In relation to each member state of the European Economic Area (each, a "**Member State**"), an offer to the public of our Common Shares may not be made in that Member State, except that an offer to the public in that Member State of our Common Shares may be made at any time under the following exemptions under the Prospectus Regulation:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) per Member State, subject to obtaining the prior consent of the Underwriters for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of our Common Shares shall result in a requirement for the publication by us or any Underwriter of a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "**offer to the public**" in relation to our Common Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and our Common Shares to be offered so as to enable an investor to decide to purchase, or subscribe for, our Common Shares, and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

This European Economic Area selling restriction is in addition to any other selling restrictions set out below.

United Kingdom

In the United Kingdom, this prospectus is only addressed to and directed as qualified investors who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). Any investment or investment activity to which this prospectus relates is available only to relevant persons and will only be engaged with relevant persons. Any person who is not a relevant person should not act or rely on this prospectus or any of its contents.

Dubai International Financial Centre

This prospectus relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority ("**DFSA**"). This prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this prospectus nor taken steps to verify the information set forth herein and has no responsibility for the prospectus. The Common Shares to which this prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Common Shares offered should conduct their own due diligence on the Common Shares. If you do not understand the contents of this prospectus you should consult an authorized financial advisor.

Hong Kong

The Common Shares may not be offered or sold in Hong Kong by means of any document other than: (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) ("**Companies (Winding Up and Miscellaneous Provisions) Ordinance**") or which do not constitute an invitation to the public within the meaning of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("**Securities and Futures Ordinance**"); (ii) to "professional investors" as defined in the Securities and Futures Ordinance and any rules made thereunder; or (iii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance, and no advertisement, invitation or document relating to the Common Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Common Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" in Hong Kong as defined in the Securities and Futures Ordinance and any rules made thereunder.

Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or

invitation for subscription or purchase, of the Common Shares may not be circulated or distributed, nor may the Common Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than: (i) to an institutional investor (as defined under Section 4A of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**")) under Section 274 of the SFA; (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to conditions set forth in the SFA.

Where the Common Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor, the securities (as defined in Section 239(1) of the SFA) of that corporation shall not be transferable for six months after that corporation has acquired the Common Shares under Section 275 of the SFA except: (i) to an institutional investor under Section 274 of the SFA or to a relevant person (as defined in Section 275(2) of the SFA); (ii) where such transfer arises from an offer in that corporation's securities pursuant to Section 275(1A) of the SFA; (iii) where no consideration is or will be given for the transfer; (iv) where the transfer is by operation of law; (v) as specified in Section 276(7) of the SFA; or (vi) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore ("**Regulation 32**").

Where the Common Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is a trust (where the trustee is not an accredited investor (as defined in Section 4A of the SFA)) whose sole purpose is to hold investments and each beneficiary of the trust is an accredited investor, the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferable for six months after that trust has acquired the Common Shares under Section 275 of the SFA except: (i) to an institutional investor under Section 274 of the SFA or to a relevant person (as defined in Section 275(2) of the SFA); (ii) where such transfer arises from an offer that is made on terms that such rights or interest are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction (whether such amount is to be paid for in cash or by exchange of securities or other assets); (iii) where no consideration is or will be given for the transfer; (iv) where the transfer is by operation of law; (v) as specified in Section 276(7) of the SFA; or (vi) as specified in Regulation 32.

Japan

The securities have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "**FIEA**"). The securities may not be offered or sold, directly or indirectly, in Japan or to or for the benefit of any resident of Japan (including any person resident in Japan or any corporation or other entity organized under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to or for the benefit of any resident of Japan, except pursuant to an exemption from the registration requirements of the FIEA and otherwise in compliance with any relevant laws and regulations of Japan.

The solicitation for newly issued or secondary securities (each as described in Paragraph 2, Article 4 of the FIEA) in relation to our Common Shares constitutes either a "small number private placement" or a "small number private secondary distribution" (each as is described in Paragraph 4, Article 23-13 of the FIEA). Disclosure regarding any such solicitation, as is otherwise prescribed in Paragraph 1, Article 4 of the FIEA, has not been made in relation to our Common Shares. Our Common Shares may only be transferred en bloc without subdivision to a single investor.

Australia

No placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission in relation to the Offering. This prospectus does not constitute a prospectus, product disclosure statement or other disclosure document

under the Corporations Act 2001 (the "**Corporations Act**"), and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act.

Any offer in Australia of the Common Shares may only be made to persons (the "**Exempt Investors**") who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the Common Shares without disclosure to investors under Chapter 6D of the Corporations Act.

The Common Shares applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12 months after the date of allotment under the Offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring Common Shares must observe such Australian on-sale restrictions.

This prospectus contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this prospectus is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

Switzerland

The Common Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Common Shares or the Offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this prospectus nor any other offering or marketing material relating to the Offering, our company, the Selling Shareholders or the Common Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this prospectus will not be filed with, and the Offering will not be supervised by, the Swiss Financial Market Supervisory Authority ("**FINMA**"), and the Offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("**CISA**"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Common Shares.

Taiwan

The Common Shares have not been and will not be registered with the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitutes an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the Offering and sale of the Common Shares in Taiwan.

United Arab Emirates

The Common Shares have not been, and are not being, publicly offered, sold, promoted or advertised in the United Arab Emirates (including the Dubai International Financial Centre) other than in compliance with the laws of the United Arab Emirates (and the Dubai International Financial Centre) governing the issue,

offering and sale of securities. Further, this prospectus does not constitute a public offer of securities in the United Arab Emirates (including the Dubai International Financial Centre) and is not intended to be a public offer. This prospectus has not been approved by or filed with the Central Bank of the United Arab Emirates, the Securities and Commodities Authority or the Dubai Financial Services Authority.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Goodmans LLP, counsel to the Company, and Stikeman Elliott LLP, counsel to the Underwriters, the following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the Tax Act generally applicable to a holder who acquires as beneficial owner Common Shares pursuant to the Offering and who, for the purposes of the Tax Act and at all relevant times, holds its Common Shares as capital property, deals at arm's length with the Company and each of the Underwriters, is not affiliated with the Company or any of the Underwriters, and has not entered into and will not enter into, with respect to any of its Common Shares, a "derivative forward agreement" or a "synthetic disposition arrangement", each as defined under the Tax Act (a "**Holder**"). A Common Share will generally be capital property to a Holder provided the Holder does not acquire or hold such Common Share in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act and counsel's understanding of the current administrative and assessing policies and practices of the Canada Revenue Agency published in writing and made publicly available prior to the date hereof. The summary takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by way of legislative, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Common Shares. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Common Shares, including the application and effect of the income and other tax laws of any country, province or other jurisdiction that may be applicable to the Holder.

Residents of Canada

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act, and at all relevant times, is, or is deemed to be, resident in Canada ("**Resident Holder**"). This portion of the summary is not applicable to a Resident Holder: (a) that is a "financial institution" (as defined in the Tax Act for purposes of the "mark-to-market rules" contained in the Tax Act); (b) an interest in which would be a "tax shelter investment" (as defined in the Tax Act); (c) that is a "specified financial institution" (as defined in the Tax Act); (d) that has elected to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than the Canadian currency; (e) that is exempt from tax under the Tax Act; (f) that is a partnership; or (g) that receives dividends on Common Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act). Any such Holder to which this summary does not apply should consult its own tax advisor.

Additional considerations, not discussed herein, may be applicable to a Resident Holder that is a corporation resident in Canada and is, or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or series of transactions or events that includes the acquisition of Common Shares, controlled by a non-resident person or group of non-resident persons not dealing with each other at arm's length for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Resident Holders should consult their own tax advisors with respect to the consequences of acquiring Common Shares.

Certain Resident Holders whose Common Shares might not otherwise qualify as capital property may, in certain circumstances, make the irrevocable election pursuant to subsection 39(4) of the Tax Act to have its Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years, deemed to be capital property. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and advisable in their own circumstances.

Dividends on Common Shares

Dividends received or deemed to be received on a Common Share by a Resident Holder who is an individual (other than certain trusts) will be included in computing such Resident Holder's income and will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from a "taxable Canadian corporation" (as defined in the Tax Act), including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as an "eligible dividend" (as defined in the Tax Act). There may be limitations on the ability of the Company to designate dividends as "eligible dividends". No assurance can be given that dividends will be designated as "eligible dividends".

Dividends received or deemed to be received on a Common Share by a Resident Holder that is a corporation will be included in computing such Resident Holder's income for the taxation year and will generally also be deductible in computing its taxable income for that taxation year. In certain circumstances a dividend received or deemed to be received by a Resident Holder that is a corporation may be deemed to be a capital gain pursuant to subsection 55(2) of the Tax Act. Resident Holders should consult their own tax advisors regarding their particular circumstances. A Resident Holder that is a "private corporation" or a "subject corporation" (each as defined in the Tax Act) will generally be liable to pay an additional tax under Part IV of the Tax Act on dividends received or deemed to be received on a Common Share to the extent such dividends are deductible in computing the Resident Holder's taxable income. Such additional tax may be refundable in certain circumstances.

Dispositions of a Common Share

Generally, on a disposition, or a deemed disposition, of a Common Share by a Resident Holder (other than to the Company unless purchased by the Company in the open market in the manner in which shares are normally purchased by any member of the public in the open market) will generally result in the Resident Holder realizing a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share to the Resident Holder immediately before the disposition or deemed disposition. For this purpose, the adjusted cost base to a Resident Holder of a Common Share will be determined at any particular time by averaging the cost of such share with the adjusted cost base of all other Common Shares owned by the Resident Holder as capital property at that time. Such capital gain (or capital loss) will be subject to the treatment described below under "Residents of Canada – Taxation of Capital Gains and Capital Losses".

Taxation of Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**Taxable Capital Gain**") realized by a Resident Holder for a taxation year must be included in computing the Resident Holder's income for the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of any capital loss (an "**Allowable Capital Loss**") realized in a taxation year from Taxable Capital Gains realized in that taxation year and Allowable Capital Losses in excess of Taxable Capital Gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years, or in any subsequent taxation year, against net Taxable Capital Gains realized in such years to the extent and in the circumstances described in the Tax Act.

If the Resident Holder is a corporation, any such capital loss realized on the sale of a Common Share may be reduced by the amount of any dividends which have been received or deemed to have been received

by the Resident Holder on such Common Share (or on a share for which such Common Share has been substituted) to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly or indirectly, through a partnership or a trust. Any such Resident Holder should consult its own tax advisor.

Additional Refundable Tax

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) or that is or is deemed to be a "substantive CCPC" (as defined in the Tax Act) at any time in the taxation year may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income" (as defined in the Tax Act), including Taxable Capital Gains and dividends or deemed dividends that are not deductible in computing the Resident Holder's taxable income.

Alternative Minimum Tax

In general terms, a Resident Holder that is an individual (other than certain trusts) that receives or is deemed to have received taxable dividends on the Common Shares or realizes a capital gain on the disposition or deemed disposition of Common Shares may be liable for alternative minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

Non-Resident Holders

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act and at all relevant times, is not (and is not deemed to be) resident in Canada and will not use or hold (and will not be deemed to use or hold) the Common Shares in, or in the course of, carrying on a business or part of a business in Canada (a "**Non-Resident Holder**"). This summary does not apply to a Non-Resident Holder that carries on an insurance business in Canada and elsewhere or that is an "authorized foreign bank" (as defined in the Tax Act). Any such Holder to which this summary does not apply should consult its own tax advisor.

Dividends on Common Shares

Dividends paid or credited, or deemed to be paid or credited, on a Common Share to a Non-Resident Holder will generally be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which that Non-Resident Holder may be entitled under an applicable income tax treaty or convention. For example, the rate of withholding tax applicable to a dividend paid on a Common Share to a Non-Resident Holder who is a resident of the U.S. for purposes of the Canada-U.S. Income Tax Convention (the "**Convention**"), will generally be reduced to 15% provided the Non-Resident Holder beneficially owns the dividend and is fully entitled to the benefits of the Convention.

Dispositions of Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of a Common Share unless the Common Share constitutes "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. Generally, a Common Share will not constitute taxable Canadian property of a Non-Resident Holder at any particular time provided that the Common Share is listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the TSX), unless at any time during the 60-month period immediately preceding such time the following two conditions are met concurrently: (a) 25% or more of the issued shares of any class or series of the capital stock of the Company are owned by or belonged to any combination of (x) the Non-Resident Holder, (y) persons with whom the Non-Resident Holder did not deal at arm's length (for the purposes of the Tax Act), and (z) partnerships in which the Non-Resident Holder or a person described in (y) holds a membership interest directly or indirectly through one or more

partnerships; and (b) more than 50% of the fair market value of the Common Share was derived directly or indirectly from one, or any combination of, real or immovable property situated in Canada, Canadian resource property (as defined in the Tax Act), timber resource property (as defined in the Tax Act) or options in respect of, interests in or for civil law rights in any such property (whether or not such property exists). Notwithstanding the foregoing, a Common Share may also be deemed to be "taxable Canadian property" in certain circumstances.

In the event that a Common Share is taxable Canadian property of a Non-Resident Holder and any capital gain that would be realized on the disposition or deemed disposition thereof is not exempt from tax under the Tax Act pursuant to an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident, then the income tax consequences discussed above for Resident Holders under "Residents of Canada – Dispositions of a Common Share" and "Residents of Canada – Taxation of Capital Gains and Capital Losses" will generally apply to the Non-Resident Holder. Non-Resident Holders for whom a Common Share is, or may be, taxable Canadian property should consult their own tax advisors.

RISK FACTORS

Investing in our Common Shares involves significant risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus, including in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and related notes, before making a decision to invest in our Common Shares. Other risks and uncertainties that we do not presently consider to be material, or of which we are not presently aware, may become important factors that affect our future financial condition and results of operations. If any of these risks actually occur, our business, financial condition, results of operations and prospects could be materially and adversely affected. In that event, the market price of our Common Shares could decline, and you could lose part or all of your investment. The Common Shares are only suitable for investors (i) who understand the potential risk of capital loss, (ii) for whom an investment in the Common Shares is part of a diversified investment program and (iii) who fully understand and are willing to assume the risks involved in such an investment program.

Risks Related to our Business and Industry

The successful development of our pipeline products is highly uncertain and requires significant expenditures and time. In addition, obtaining necessary government approvals is time-consuming and not assured. The failure to commercialize certain of our pipeline products could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

We currently have a number of pipeline products in development and the successful development of these products is critical for the growth of our business. We and our development partners, as applicable, conduct extensive preclinical studies and clinical trials to demonstrate the safety and efficacy in humans of our pipeline products in order to obtain regulatory approval for the sale of our pipeline products. Preclinical studies and clinical trials are expensive, complex, can take many years and have uncertain outcomes. None of, or only a small number of, our research and development programs may actually result in the commercialization of a product. We will not be able to commercialize our pipeline products if preclinical studies do not produce successful results, if we cannot establish bioequivalence, or if clinical trials do not demonstrate safety and efficacy in humans. Other variables inherent to product development can delay or prevent regulatory approval of, or the ability to commercialize pipeline products, including but not limited to inadequate supply or quality of product candidates or other materials necessary for the conduct of clinical trials, unfavourable regulatory authority inspection of clinical trial sites and failure of third-party contractors to comply with regulatory requirements or meet contractual obligations.

Furthermore, success in preclinical studies or early-stage clinical trials does not ensure that later stage clinical trials will be successful nor does it ensure that regulatory approval for the product candidate will be obtained. In addition, the process for the completion of pre-clinical and clinical trials is lengthy and may be

subject to a number of delays for various reasons, which would delay the commercialization of any successful product. If our development projects are not successful or are significantly delayed, we may not recover our substantial investments in the pipeline product and our failure to bring these pipeline products to market on a timely basis, or at all, could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

In addition, FDA and Health Canada approval must be obtained in the U.S. and Canada, respectively, prior to marketing or manufacturing new pharmaceutical products for use by humans. Obtaining such regulatory approvals for new products and manufacturing processes can take a number of years and involves the expenditure of substantial resources. Even if such products appear promising in development stages, regulatory approval may not be achieved and no assurance can be given that we will obtain approval in those countries where we wish to commercialize such products. Nor can any assurance be given that if such approval is secured, the approved labeling will not have significant limitations, including limitations on the indications for which we can market a product, or require onerous risk management programs. In addition, we are experiencing delays in product approvals across the markets in which we participate, specifically in Canada, where Health Canada has acknowledged a backlog of applications. Furthermore, from time to time, changes to the applicable legislation, regulations or policies may be introduced that change these review and approval processes for our products, which changes may make it more difficult and costly to obtain or maintain regulatory approvals.

We may not succeed in bringing new products to market first, or fail to do so in a timely and cost-efficient manner or in a manner sufficient to grow our business, replace lost revenue resulting from industry-wide price erosion or take advantage of new technological efficiencies, including AI and quantum computing.

Our ability to continue to maintain and grow our business, to replace sales lost due to competition and price erosion, and to bring new products to market in a timely manner depends heavily on the success of our R&D, legal, regulatory and business development activities, as well as technological efficiencies. Our success relies on our ability to identify and successfully develop cost effective new products, and to bring such products to market first. To accomplish this, we commit substantial financial, human and capital resources to product development, regulatory and business development activities, both through our internal dedicated resources and through external investments, alliances, acquisitions and business development and licensing transactions intended to expand or complement our internal development efforts and to take advantage of new technological efficiencies. Still, given the inherent uncertainties in developing and marketing new products, in particular in relation to Brands & Biosimilars, there have been, and in the future may be, instances where product development projects are discontinued for technical, clinical, regulatory, legal or commercial reasons. In spite of our investments, there can be no guarantee that our development activities or external investments, including in new efficiency-enhancing technologies, will produce commercially successful new products that will enable us to replace revenues lost to our competitors and price erosion, or increase revenues to grow our business, or that we will be able to successfully identify and obtain value from our external business development and strategic collaborative efforts.

Emerging technologies, including AI and quantum computing, have the potential to significantly enhance drug discovery, clinical trial optimization and pharmaceutical manufacturing processes. Certain of our competitors are investing substantial resources in AI and quantum computing capabilities and forming strategic partnerships with technology providers in these fields. If we fail to adopt, integrate or keep pace with advances in AI, quantum computing or other emerging technologies, we may be unable to realise the efficiencies and competitive advantages that such technologies offer, which could place us at a significant disadvantage relative to competitors who successfully leverage these capabilities. Adopting and integrating these technologies may require us to make significant investments in infrastructure, specialized talent and strategic partnerships, and there can be no assurance that such investments will generate the anticipated returns or that we will be able to attract and retain personnel with the necessary expertise in these rapidly evolving fields.

If we cannot execute timely launches of new products and be the first to market a generic version of a product, we may not be able to offset the increasing price erosion on our existing products resulting from pricing pressures and accelerated approvals for competing products. Such unsuccessful or deferred launches can be caused by many factors, including the impact of exclusivity periods, the impact of pandemics (such as the COVID-19 pandemic), delays in regulatory approvals, impacts of regulatory inspections, lack of operational or clinical readiness or patent litigation. Failure to bring products to market first, or delays in executing such planned launches of new generic products, could have a material adverse effect on our business, financial condition and results of operations. For example, in the U.S., applicants who first submit an ANDA containing a paragraph IV certification to a patent may obtain a 180-day market exclusivity period with respect to subsequent filings under the Hatch-Waxman Act if certain triggering events occur. However, the exclusivity period can be forfeited if we fail to obtain tentative or final approval of a product within a specified statutory period or to launch a product following a final unappealable court decision holding the applicable patents to be invalid, unenforceable or not infringed. The Hatch-Waxman Act also contains other forfeiture provisions that may deprive the first "Paragraph IV" filer of exclusivity if certain conditions are met, some of which may be outside our control. Accordingly, we may face the risk that our exclusivity period is forfeited before we are able to commercialize a product, which would have a significant adverse effect on our business, results of operations and financial condition. Conversely, in Canada, there is no statutory market exclusivity for first filers. Therefore, our ability to enter the market first is dependent upon developing products and litigating any applicable patents more quickly than our competitors.

Our ability to achieve continued growth and profitability through sales of generic pharmaceuticals is dependent on our continued success in bringing generic versions of originator products with expired patents to market quickly, in challenging and invalidating patents, developing non-infringing products or developing products with increased complexity to provide opportunities with market exclusivity or limited competition. In addition, our ability to achieve continued growth and profitability through sales of branded pharmaceutical products will be dependent on the strength of our patents/regulatory exclusivities to prevent generic competition and our ability to obtain regulatory approval for such products in a timely fashion. To the extent we succeed in being the first to market a generic version of a medicinal product, and particularly if we are the only company authorized to sell the generic pharmaceutical product (e.g., during the 180-day period of exclusivity in the U.S. market as provided under the Hatch-Waxman Act), we expect our sales and profitability to be particularly significant in the period following the introduction of such product and prior to a competitor's introduction of a generic product. Even after the exclusivity period ends, there is often continuing benefit from having been the first generic pharmaceutical product in the market.

If we are unable to cost-effectively maintain a flow of successful new branded and first-to-market generic pharmaceutical product launches sufficient to maintain and grow our business, cover any sales erosion due to competition, and take advantage of market opportunities, this could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

The exclusivity rights or loss of patent protection for any one or more of our key products could result in a decline in our sales. In addition, we have faced competition in the past and expect to face competition in the future, including with respect to our products that have patent protection or regulatory exclusivity rights.

We have exclusivity rights with respect to certain of our products, either as a result of coming to market during a period of exclusivity, entering into settlement agreements providing for exclusivity and/or with respect to intellectual property protection associated with our branded pharmaceutical products. These rights generally expire after a period of time. In March 2022, we launched the Volume-Limited License Product in the U.S. In early 2026, the market for Revlimid, the branded pharmaceutical equivalent of the Volume-Limited License Product, became fully genericized in the U.S., which means that we and other generic pharmaceutical manufacturers are able to produce and sell a generic version of the medicine without patent or license-based restrictions. With additional competitors entering the market, the price for the Volume-Limited License Product has materially decreased. Our sales of the Volume-Limited License Product in the U.S. were $119 million, $291 million, $461 million and $339 million for Fiscal 2023, Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. While we expect to continue selling the product, the

revenue contribution from this product is expected to materially decline in Fiscal 2027. As a result of increased generic competition and the related decline in pricing following the loss of exclusivity, we experienced a decline in revenue and Adjusted EBITDA in the third and fourth quarters of Fiscal 2026, which is reflected in our year-to-year and quarter-to-quarter financial result comparisons. Although we have plans to address the anticipated decline in sales due to increased competition for the Volume-Limited License Product, there can be no assurance that we will be able to offset this decline in sales and increased competition, which could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

The development of new and innovative products, as well as protecting the underlying intellectual property of our product portfolio, is important to our success in all areas of our business. Some of our products either: (i) have no meaningful exclusivity protection via patent or marketing or data exclusivity rights or (ii) are protected by patents or regulatory exclusivity periods that will be expiring in the near future. The expiration or loss of patent protection or regulatory exclusivity rights for our key products could adversely impact our business. In addition, even for our products that have patent protection or exclusivity rights, we often face competition from similar products in the markets in which we participate. As a result, we face significant competition with respect to many of our products. Without patent protection or regulatory exclusivity, competitors (including other manufacturers of generic pharmaceuticals and biosimilars) face fewer barriers in introducing competing products. Upon the expiration or loss of patent protection or regulatory exclusivity for our products or otherwise upon the introduction of competitive generic pharmaceuticals, biosimilars or other products (which may be sold at significantly lower prices than our products), we could lose a significant portion of sales and market share of certain products in a very short period and, as a result, our revenues could be lower.

In addition, the introduction of competitive generic pharmaceuticals and biosimilars may place significant downward pressure on the pricing of our branded pharmaceutical products which compete with such generic pharmaceuticals and biosimilars. Where we have the rights, we may elect to launch a generic or biosimilar version of such product (either ourselves or in partnership with a third party) prior to, upon or following entry of the applicable generic pharmaceutical or biosimilar, which may mitigate the anticipated decrease in product sales; however, even with the launch of an authorized generic pharmaceutical or biosimilar, the decline in product sales of such product and a decreased margin compared to the branded product due to generic/biosimilar pricing would still be expected to be significant and the effect on our future revenues would be material. The introduction of competing products (including generic pharmaceuticals and biosimilars) could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

Even when we obtain regulatory approval for our product candidates, we are subject to ongoing regulatory requirements, which may result in significant additional expenses. Additionally, our product candidates, when approved, are subject to labeling and other restrictions, and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our product candidates.

When any of our product candidates are approved by Health Canada, the FDA or a comparable foreign regulatory authority, they are subject to extensive and ongoing regulatory requirements for manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record-keeping, conduct of post-marketing studies, and submission of safety, efficacy and other post-market information, including federal requirements in Canada, both federal and state requirements in the U.S. and requirements of comparable foreign regulatory authorities. These requirements include submissions of safety and other post-marketing information and reports, establishment registration and listing, as well as continued compliance with cGMPs and GMPs for any clinical trials that we conduct post-approval.

Manufacturers and manufacturers' facilities are required to comply with extensive Health Canada, FDA and comparable foreign regulatory authority requirements, including ensuring that quality control and manufacturing procedures conform to cGMP regulations and implementing tracking and tracing requirements for certain prescription pharmaceutical products. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMPs and adherence to

commitments made in any approved marketing application. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control.

Any government action or investigation of alleged violations of law could require us to expend significant time and resources in response, and could generate negative publicity. Any failure to comply with ongoing regulatory requirements may significantly and adversely affect our ability to commercialize and generate revenue from our product candidates. If regulatory sanctions are applied or if regulatory approval is withdrawn, our operating results will be adversely affected.

Failure to comply with regulations and requirements in respect of pharmaceutical development and manufacturing may lead to regulatory actions that cause supply interruptions, increase of our cost of goods and significant liability risks.

The development and manufacturing of pharmaceutical products is complex and heavily regulated by governmental health authorities around the world, with the goal of ensuring that medicines are of consistent high quality, appropriate for their intended use and meet the requirements of their marketing and/or clinical trial authorizations. We must ensure that all of our facilities, manufacturing processes and clinical activities comply with current good practices.

Throughout a product's life cycle, several factors – both internal and external – can delay its respective development, approval and commercial supply. The clinical development of our products may be impacted by a number of regulatory factors, including: (i) the inability of contract research organizations ("**CROs**") to execute clinical trials or other testing for any reason; (ii) CROs or other third-party contractors becoming debarred or suspended or otherwise penalized by government or regulatory authorities for violations of good clinical practices ("**GCP**") or other regulatory requirements, in which case we may need to find a substitute contractor, and we may not be able to use some or any of the data produced by such contractors in support of our marketing authorization applications; (iii) inspections of clinical study or other testing sites by regulatory authorities, or regulatory violations, that require us to undertake corrective action, result in suspension or termination of one or more sites or the imposition of a clinical hold on an entire study, or that prohibit us from using some or all of the data in support of our marketing applications; and (iv) restrictions arising from bioethical standards or evolving ethical considerations that may limit or delay the initiation, conduct, or scope of clinical trials, particularly in jurisdictions with heightened scrutiny of novel or sensitive therapeutic approaches.

In parallel, as manufacturers of pharmaceutical products, we and our suppliers are subject to principles of cGMP and good distribution practices ("**GDP**"). The health authorities in the jurisdictions where we operate rigorously monitor and enforce compliance with the relevant regulations by pharmaceutical companies, and our operations and that of our suppliers are subject to periodic inspections by the relevant health authorities and other competent regulatory bodies acting in the relevant markets. In recent years, in particular since the COVID 19 pandemic, health authorities have substantially intensified their scrutiny of manufacturers' and clinical facilities' compliance with such requirements.

Following such inspections by health authorities, the relevant regulator may issue public notices listing the conditions that inspectors believe may violate GCP, cGMP, GDP or other applicable regulations, demanding corrective and preventive actions to improve adherence to good practices regulations. For example, several of our manufacturing sites have been subject to regulatory inspections, including by the FDA and Health Canada. In some cases, these inspections have resulted in critical observations, including FDA 483 observations.

In April 2014, one of our facilities in India was placed on import alert by the FDA, which resulted in our inability to import products from the site into the U.S. Although this site has received a Voluntary Action Indicated from the FDA and is now able to import products into the U.S., there can be no assurance that any of our sites would not be negatively impacted by a future regulatory inspection which could result in among other actions, a warning letter and/or import alert.

In December 2017, the FDA issued an industry-wide import alert to address concerns about misbranded APIs that failed to meet certain labelling exemptions. Our API facility in Brantford, Ontario was subject to such alert, which has since been resolved.

In April and May 2025, our Richmond Hill finished dosage manufacturing facility was inspected by both the FDA and Health Canada. At the conclusion of those inspections, we received observations by the FDA and Health Canada, including ten FDA Form 483 observations. Health Canada accepted our remediation plans for the facility and rated the facility compliant. On August 4, 2025, the FDA classified the facility as Official Action Indicated (OAI), which means that, at the time of the inspection, the facility did not meet FDA requirements for cGMP and regulatory and/or administrative actions are recommended to remedy the observations noted. Until the FDA is able to reinspect the facility, it will remain in OAI status.

On October 31, 2025, the FDA issued a Warning Letter summarizing the deficiencies identified during its inspection of the Richmond Hill facility. On November 24, 2025, we submitted a comprehensive written reply detailing the corrective actions taken, those underway, and the preventative measures being implemented to strengthen long-term quality system performance.

We are working closely and collaboratively with the FDA to address all observations identified in the FDA Form 483 and the Warning Letter promptly and thoroughly. We continue to provide the agency with regular updates detailing the progress of our corrective and preventative actions, affirming our commitment to maintaining a high standard of product quality and operational reliability. Failure to address the violations set out in the FDA Warning Letter may result in the FDA refusing approval of products from the Richmond Hill site and/or refusing importation of products manufactured at the Richmond Hill finished dosage manufacturing facility into the U.S. Given the stage of these proceedings, we cannot evaluate the likelihood of a particular outcome at this time.

In addition, as part of our broader strategy to modernize and strengthen our sterile ophthalmic manufacturing capabilities, and as communicated to the FDA in January 2026, we initiated the planned transition of ophthalmic drug product manufacturing for the U.S. market from Ophthalmic Line 2 to Ophthalmic Line 3. As part of this transition, we voluntarily discontinued U.S.-market production on Ophthalmic Line 2 and have commenced the process to start Ophthalmic Line 3, which is a state-of-the-art sterile manufacturing line. Ophthalmic Line 3 is currently undergoing qualification activities, and, upon required submissions and approvals, all newly manufactured ophthalmic batches intended for the U.S. market will be produced on this line.

Failure to comply with the applicable regulations can result in regulatory enforcement actions like warning letters, import bans, cGMP certificate seizures, withdrawals of marketing authorizations, suspensions or revocations of licenses, permits or other authorizations required to operate our facilities or those of our suppliers and injunctions and criminal prosecution, which can cause product recalls or seizure of products, total or partial suspension of production or distribution, suspension of the review of our product applications, fines, and other, unanticipated compliance and remediation expenditures as well as reputational harm, reduced sales and loss of market share and a material adverse effect on our business, financial condition or results of operations and the market price of the Common Shares.

In addition, given the nature of our operations, several of our facilities require annual capital improvements, whether to equipment, technology and/or systems. The failure to complete such capital investments could result in the failure of our sites to maintain adequate production levels and/or the inability to manage our operations in a regulatorily compliant manner. As described above, should we be unable to invest in upgrades to our facilities, we could face regulatory action, such as warning letters, import bans, cGMP certificate seizures, withdrawals of marketing authorizations, suspensions or revocations of licenses, permits or other authorizations required to operate our facilities or those of our suppliers and injunctions and criminal prosecution.

We are dependent on our facilities. If one or more of our facilities becomes inoperable, capacity is exceeded, if operations are disrupted, or we fail to make lease payments when due, or extend, renew or secure alternative suitable locations, our business, financial condition and results of operations could be negatively affected.

We depend on the orderly operation of our facilities. Although we have appropriate contingency plans, unforeseen disruptions in operations due to fire, severe weather conditions, natural disasters, or other catastrophic events, electronic or power interruptions, failure of software and hardware or other system failures, labour disagreements or suspension or revocation of licenses, permits or other authorizations that are required to operate our facilities may result in delays in our research and development or manufacturing processes.

Additionally, although we believe the capacity of our facilities meets our current needs, we may need to expand our facility capacity in the future. It is possible that future expansions, as well as historic expansions, may go unused or may lead to increased costs. Additionally, if we underestimate the construction costs and time required to complete expansions, or if we experience cost overruns and delays in completion/certifications, this may have an adverse effect on our ability to meet our manufacturing timelines. There can be no assurance that current or future construction plans that we implement will be successfully completed on time, within budget and without design defect; that available personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects; that we will be able to obtain all necessary governmental approvals and permits; or that the completion of the construction, the start-up costs and the ongoing operating costs will not be significantly higher than we anticipate. Any failure to effectively expand our facility capacity in a timely manner to keep pace with our growth could have an adverse effect on our business.

In addition, a significant disruption at any of our facilities, even on a short-term basis, whether due to a labour strike, adverse quality or compliance observation, vandalism, natural disaster, fire, storm or other environmental damage, or other events could impair our ability to produce and ship products on a timely basis and, among other consequences, could subject us to “failure to supply” claims or other penalties from our customers, as discussed below, or the loss of business from our customers altogether. Although we believe we carry commercially reasonable business interruption and liability insurance, we cannot provide any assurance that our insurance coverage will adequately protect us from the adverse effects that could result from significant disruptions to our research and development or manufacturing processes, such as the long-term loss of market share or an erosion of our reputation, or that insurance proceeds will be paid to us in a timely manner. Any of these events could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Many of our contracts for the supply of generic pharmaceuticals to our customers contain “failure to supply” clauses which require us to reimburse the customer for the difference between our contract price and the price the customer was forced to pay to procure the substitute product in the event we failed to deliver the requested quantity within a specified period of time. This difference can be substantial because of the much higher spot price at which the customer must cover its requirements and can be far in excess of the revenue that we would otherwise have received on the sale of our own product. Therefore, our ability to produce and ship a sufficient quantity of product on a consistent basis is critical. Failure to deliver products could have a material adverse effect on business, financial condition, results of operations and the market price of our Common Shares.

We do not own any real estate that is material to our operations. Instead, we lease all of our material facilities. Accordingly, we are subject to all of the risks associated with leasing, occupying and making tenant improvements to real property. Further, there can be no assurance that we will be able to extend, renew or continue to lease our existing facility locations, or identify and secure alternative suitable locations. If we are unable to enter into new leases or renew existing leases at reasonable costs or otherwise on terms acceptable to us, our cost structure will increase and our revenue will be adversely affected, which could cause the market price of our Common Shares to decline.

We depend on cash flow from operations to pay our lease expenses. If our business does not generate sufficient cash flow from operating activities to fund these expenses and sufficient funds are not otherwise available to us, we may not be able to service our lease expenses.

Pharmaceutical products are subject to sales risks.

Pharmaceutical product sales may be lower than expected due to a number of reasons, including product competition, pricing pressures, insufficient demand, failure of clinical trials, failure of bioequivalency testing, failure to obtain marketing approval in one or more jurisdictions or approval for new product indications, product manufacturing or commercialization problems, regulatory action taken against our products or facilities (such as withdrawal proceedings and/or warning letters and import alerts), lack of market acceptance, obsolescence, loss of patent protection, regulatory changes, the impact of pandemics (such as the COVID-19 pandemic) and deteriorating economic, market and other business conditions or other factors. In addition, development-stage product candidates may fail to reach the market at all if safety or efficacy concerns are raised during trials or testing. Once on the market, unexpected side effects or quality, safety or efficacy concerns can arise with the product, leading to product recalls, withdrawals, diminishing prescribing by physicians and declining sales. As a result, payments for our products may be reduced, cease or be less than expected. In addition, these payments may be delayed, causing our near-term financial performance to be weaker than expected. In addition, although the TPF has been established in Canada to provide more transparency around pricing, there may be circumstances in which payors seek larger discounts outside of the framework or where our competitors lower their price in order to capture greater market share.

The imposition of any tariffs or other restrictive trade measures or countermeasures affecting trade between Canada and the U.S. may impact our business.

Our business, operations, plans and ability to raise financing may be adversely affected in subsequent fiscal periods as a result of current and future geopolitical events, including as a result of risks and uncertainties surrounding potential regulatory changes or the establishment of protectionist measures, such as the imposition of tariffs or modifications to free trade agreements. Our U.S. business materially contributes to our revenue and we are reliant on importing products sold in the U.S., as we do not own or operate manufacturing facilities in the U.S.

Recent changes to U.S. policy, especially in light of recent executive orders and proclamations made by the current administration, have resulted in legislative and regulatory changes that could have an adverse effect on our business and financial condition. In April 2025, the U.S. Department of Commerce initiated national security investigations into the importation of pharmaceuticals and pharmaceutical ingredients in the U.S. pursuant to Section 232 of the Trade Expansion Act of 1962, which has resulted in the imposition of tariffs on imported pharmaceuticals into the U.S., effective July 31, 2026. Although generic pharmaceuticals, which make up a material portion of our U.S. business, are currently exempt from such tariffs, any tariffs or other trade action, including as a result of products not satisfying “country of origin” or “rule of origin” requirements, that may be imposed on the products we import into the U.S. could have a material adverse impact on our business, financial condition, results of operations and the market price of our Common Shares.

Our current exposure to branded pharmaceutical tariffs is limited, as we have immaterial sales of branded pharmaceutical products in the U.S. However, we may be adversely affected by future developments and there can be no assurance that future changes to trade policy, enforcement practices or tariff exemptions will not materially impact our operations as we continue to grow our branded pharmaceuticals business in the U.S.

There is currently uncertainty regarding the imposition of U.S. tariffs (including potential tariffs on imported pharmaceuticals into the U.S.) and broad, ongoing investigations under Section 301 of the Trade Act of 1974 targeting 60 economies and key U.S. trading partners, including Canada and Mexico), support for the U.S.’s existing treaty and trade relationships (including with Canada and Mexico) and retaliatory tariffs enacted by the U.S.’s trade partners (including Canada and Mexico). Implementation by the U.S.

government of new legislative or regulatory policies could impose additional production costs on our business, decrease U.S. demand for our products, or otherwise negatively impact the Company, which may have a material adverse effect on our business, financial condition, results of operations and the market price of the Common Shares. In addition, this uncertainty may adversely impact: (i) the ability of U.S. companies to transact business with Canadian companies; (ii) our profitability; (iii) regulation affecting the Canadian pharmaceutical industry; (iv) global stock markets (including the TSX); and (v) general global economic conditions.

In addition, the U.S. administration has issued several executive orders aimed at the pharmaceutical industry, including those related to pricing of pharmaceuticals. Some of these orders provide for most favoured nation pricing of pharmaceuticals. Although not specifically applicable to generic pharmaceutical products, it is unclear at this time how such orders will impact the pharmaceutical industry or our U.S. business specifically. In addition, these policies, especially most favoured nations policies, could have broader implications, which could, in turn, impact decisions to offer products in other markets we participate in, such as Canada. For example, our pipeline of products for markets outside of the U.S. may be adversely affected on the basis that a launch of a product in Canada could negatively impact the pricing of the same product in the U.S. Any material changes to the pricing environment in the U.S. as a result of these or future executive orders could have a material adverse impact on our business, financial condition, results of operations and the market price of the Common Shares.

Global economic conditions could have a material adverse impact on our business.

We have broad exposure to regional and commercial markets across the world, distributing our products to 70+ countries. Our operations are therefore subject to economic factors over which we have little or no control, including but not limited to changes in insurance costs, interest rates, input and third-party prices and equipment prices, which could negatively impact business, financial condition, results of operations and the market price of the Common Shares.

Local economic conditions may adversely affect the ability of payors, as well as our distributors, customers, suppliers and service providers, to pay for our products, or otherwise to buy necessary inventory or raw materials, and to perform their obligations under agreements with us. Although we make efforts to monitor these third parties' financial condition and their liquidity, our ability to do so is limited, and some of them may become unable to pay their bills in a timely manner, or may even become insolvent, which could negatively impact our business and results of operations. These risks may be elevated with respect to our interactions with fiscally challenged government payors, or with third parties with substantial exposure to such payors. For example, we have significant outstanding receivable balances that are dependent upon either direct or indirect payment by various governmental and non-governmental entities across the world. The ultimate payment of these receivables is dependent on the ability of these entities to maintain liquidity primarily through borrowing capacity. If certain of these entities are not able to maintain access to liquidity through borrowing capacity, the ultimate payment of their respective portion of outstanding receivables could be at risk, in addition to the potential loss of potential future customers, both of which may impact profits and cash flow.

Sudden increases in economic, currency or financial market volatility in different countries may unpredictably impact our business and results of operations. Geopolitical instability, including the war in Iran, the closure of the Strait of Hormuz, and the Russia-Ukraine war and related sanctions, has disrupted global maritime and air cargo routes, increased logistics and raw materials costs, contributed to inflation and currency fluctuations, and may impede our ability to achieve strategic initiatives. These conditions are beyond our control, and there can be no assurance that mitigating actions will be effective. Changes in exchange rates between the Canadian dollar, our reporting currency, and other currencies can also result in significant increases or decreases in our reported sales, costs and earnings as expressed in our reporting currency, and in the reported value of our assets, liabilities and cash flows. Despite any measures we may undertake in the future to reduce, or hedge against, foreign currency exchange risks, any such exchange rate volatility may negatively and materially impact our business, results of operations and financial condition, and may impact the reported value of our net sales, earnings, assets and liabilities. The timing and extent of such volatility can be difficult to predict. Further, depending on the movements of particular

foreign exchange rates, we may be materially adversely affected at a time when the same currency movements are benefiting some of our competitors.

There is also a risk that countries facing local financial difficulties, including countries experiencing high inflation rates and highly indebted countries facing large capital outflows, may impose controls on the exchange of foreign currency. Such exchange controls could limit our ability to distribute retained earnings from our local affiliates, or to pay intercompany payables due from those countries.

To the extent that economic and financial conditions directly affect consumers, some of our business segments, such as over-the-counter products and consumer health and wellness products, may be particularly sensitive to declines in consumer spending, as the costs of these products are typically borne by individuals with limited reimbursement from medical insurance providers or government programs. Accordingly, individuals may be less willing to incur the costs of these private pay or discretionary purchases in weak or uncertain economic conditions and may elect to forgo such products or to trade down to more affordable options.

In addition, we may not be able to appropriately adjust our expenses to changing market demands. In order to maintain flexibility in our business model, it is necessary to adjust staffing levels when market demand changes. In periods of rapid change, it is more difficult to match our staffing levels to our business needs. In addition, we have other expenses that are primarily variable but are fixed for a period of time, as well as certain significant fixed expenses, and we may not be able to adequately adjust them in a period of rapid change in market demand. The foregoing could have a material adverse effect on our business, financial condition, results of operations and the market price of the Common Shares.

At the same time, significant changes and potential future volatility in the financial markets, in the consumer and business environment, in the competitive landscape, in the regulatory environment and in the global political and security landscape make it increasingly difficult for us to predict our revenues and earnings into the future. As a result, any revenue or earnings guidance or outlook which we elect to give may be overtaken by events, or may otherwise turn out to be inaccurate. Though we will endeavor to give reasonable estimates of future growth, if we elect to give such guidance based on our then-current knowledge and conditions, there is a significant risk that any such guidance or outlook we elect to give will turn out to be, or to have been, incorrect. We cannot predict the impact of future economic conditions and there is no assurance that our operations will continue to be profitable.

We are subject to intellectual property risks.

We use internally developed, licensed and purchased intellectual property and technology in conducting our business. Whether internally developed, licensed or purchased, it is possible that users of these intellectual properties and technologies could be alleged to infringe upon or violate the intellectual property rights of third parties. In the event that a claim is made against us by a third-party for the infringement of intellectual property rights, any settlement or adverse judgment against us, either in the form of increased costs of licensing or a cease and desist order in using the technology, could have an adverse effect on us and our business, financial condition, results of operations and the market price of our Common Shares. See “Risk Factors – Investigations and legal proceedings may harm our business.”

We also rely on a combination of intellectual property rights, including trademarks and other contractual rights, to establish and protect our intellectual property and technology. Any of our owned or licensed intellectual property rights could be challenged, invalidated, circumvented, infringed or misappropriated; our trade secrets and other confidential information could be disclosed in an unauthorized manner to third-parties or we may fail to secure the rights to intellectual property developed by our employees, contractors and others. Efforts to enforce our intellectual property rights may be time-consuming and costly, distract management’s attention and resources and ultimately be unsuccessful. Moreover, our failure to develop and properly manage new intellectual property could adversely affect our market positions and business opportunities. Our failure to obtain, maintain and enforce our intellectual property rights could therefore have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

Failure to successfully implement our growth strategies, including productivity and cost savings strategies, could reduce, or reduce the growth of, our sales, revenue or profitability.

Our growth strategy is focused on (i) expanding our pipeline to increase product portfolio growth; (ii) optimizing returns across our geographic market segments utilizing a tailored and customized approach; (iii) selectively pursuing strategic acquisitions to complement organic growth; (iv) accelerating growth through external partnerships; and (v) implementing productivity initiatives and cost-savings strategies to improve operational efficiency and support profitability. See "Business of Apotex– Key Growth Pillars of our Journey of Health Strategy" and "Business of Apotex– Growth Targets" for more information related to our growth strategies.

The successful implementation of these strategies could depend on various factors, including:

- competition in current and future markets;
- general economic, business and regulatory conditions;
- the impact of changing conditions in the pharmaceutical and branded consumer health and wellness markets in which we operate;
- our ability to source and complete acquisitions and/or licensing transactions;
- interruption in manufacturing and distribution in our geographic markets; and
- ability to achieve cost savings without compromising operational effectiveness.

Failure to successfully implement our growth strategies, including productivity initiatives and cost-savings strategies, could reduce, or reduce the growth of, our sales and revenue and adversely affect our business, financial condition and results of operations.

Sales of Conventional Generics represent a significant portion of our business, and we are subject to the significant risks associated with the generic pharmaceutical business.

Sales of Conventional Generics have historically represented and are expected to continue to represent a significant portion of our business. In Fiscal 2026, total revenues from sales of our Conventional Generics were $1.8 billion, representing 51% of our total revenues. Conventional Generics are generally less profitable than innovative medicines, such as Specialty Generics and Brands & Biosimilars, and have faced price erosion in each of our geographic segments, placing even greater importance on our ability to continually introduce new products. Although we intend to invest in the development of more complex, high-value Specialty Generics and Brands & Biosimilars, there is no assurance as to when we will be successful in achieving our expected results, if at all.

We also may experience significant adverse challenges in the generic pharmaceuticals market deriving from limitations on our ability to influence generic pharmaceuticals pricing in the long term and a decrease in value from future launches and growth. If we experience further difficulty, this may adversely affect our revenues and profits or cause us to recognize one or more goodwill impairments.

For some of our finished products and raw materials, we obtain supply from one source or a limited number of sources. If we are unable to obtain components or raw materials, or products supplied by third parties, our ability to manufacture and deliver our products to the market would be impeded, which could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

Some components and raw materials used in our manufactured products and some finished products sold by us are currently available only from one supplier or a limited number of domestic or foreign suppliers. In the event an existing supplier fails to supply product on a timely basis and/or in the requested amount, supplies product that fails to meet regulatory requirements, becomes unavailable through business interruption or financial insolvency or loses its regulatory status as an approved source or we are unable to

renew current supply agreements when such agreements expire and we do not have a second supplier, we may be unable to obtain the required components, raw materials, products or API on a timely basis or at commercially reasonable prices. We attempt to mitigate these risks by maintaining safety stock of these products, but such safety stock may not be sufficient.

In addition, in some cases, only a single source of API is identified in filings with regulatory agencies, including the FDA and Health Canada, and cannot be changed without prior regulatory approval, which would involve time and expense to us. A prolonged interruption in the supply of a single-sourced raw material, including API, or single-sourced finished product could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline. In addition, these third-party manufacturers may have the ability to increase the supply price payable by us for the manufacture and supply of our products, in some cases without our consent.

As a result, our dependence upon others to manufacture and supply our products may adversely affect our profit margins and our ability to obtain approval for and produce our products on a timely and competitive basis, which could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

Several of the products we have acquired and licensed cannot be manufactured in our facilities and are manufactured, packaged and/or distributed by third parties, which we cannot fully control.

We have acquired, may continue to acquire, and license, a variety of products that we seek to commercialize. Some of these products are products that we cannot currently manufacture in our facilities. As a result, we may seek partners to contract manufacture the products on our behalf, and we rely on single-source third parties to manufacture, package and/or distribute many of our products.

Like our Company, these companies must comply with cGMPs and other federal, state, and local laws and regulations regarding pharmaceutical manufacturing. Non-compliance by those companies may result in warning letters, fines, product recalls, and partial or total suspension of production and distribution. If we are unable to find qualified contract manufacturers or distributors or if a contract manufacturer or distributor fails to comply with federal, state, and local laws and regulations, we may be unable to commercialize these products, which could have a material adverse effect on our business, financial position, and results of operations, including an impairment of the acquired or licensed product.

We expect our reliance on third party manufacturers to continue to increase in the future as we receive approvals for new products to be manufactured through our business development agreements, and as we seek additional growth opportunities outside of the capabilities of our current manufacturing facilities. If we are unable to secure third-party manufacturers for these products on commercially acceptable terms, we may not be able to market and distribute such products at a profit.

In addition, manufacturers and distributors of our products may sometimes encounter difficulties in production and distribution. These problems include failure to meet target production costs and yields, failure to meet product release specifications, including stability of the product, quality assurance system failures, operator error and shortages of qualified personnel, as well as compliance with strictly enforced federal, state and foreign regulations. Adverse weather conditions and natural disasters may also affect our manufacturers' and distributors' supply chains, which could negatively impact our ability to source materials and components to make our products and, in more severe cases, such as hurricanes, earthquakes, floods, droughts, tornadoes or blizzards, eliminate the availability, or significantly increase the cost, of the components to make our products, sometimes for prolonged periods of time. Furthermore, geopolitical instability, including armed conflicts, trade restrictions, sanctions and political unrest, may disrupt our supply chains or limit our ability to distribute products into affected markets. While ongoing conflicts in the Middle East have not had a material impact on our operations to date, any escalation of such conflicts could impair our ability to source materials, distribute products into the region and fulfill customer demand, resulting in increased costs or delays.

The response of federal, state and local governmental bodies and agencies to climate change through regulations, mandates, reporting and disclosure requirements, taxes or levies could materially increase our or our manufacturers' cost to operate or obtain product components at a reasonable price, resulting in a material adverse effect on our financial results. Any of these situations could materially and adversely harm our business and financial condition. We cannot assure you that any product quality issues relating to the third-party manufacture and/or distribution of our products or any future product candidates will not occur in the future. Any delays or difficulties with third-party manufacturers and/or distributors could adversely affect the marketing and distribution of these products, or future products, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Sales of our products may be adversely affected by the concentration of our customer base, commercial alliances among our customers, and the continuing trend towards consolidation among distributors, retailers and healthcare provider organizations, which could increase both the purchasing leverage of key customers and the concentration of credit risk.

We sell a broad portfolio of products to wholesalers, pharmacies, hospitals and other healthcare outlets. However, for certain of our products, a significant portion of our sales are to a relatively small number of customers. We derive a significant portion of our revenues from a few major customers. In Fiscal 2026, on a consolidated basis, our two largest customers, each of which has the right to terminate its respective agreement with us without cause upon written notice, accounted for approximately 38% of our net revenue. Inherent risks exist whenever a large percentage of total revenues are concentrated with a limited number of customers. It is not possible for us to predict the future level of demand for the products of these customers in the marketplace or the future demand for our products by these customers. If our relationship with one or more of such customers is disrupted or changes adversely or if one or more of such customers experience financial difficulty or other material adverse changes in their businesses, it could materially and adversely affect our sales and financial results, which could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

In the U.S., where we currently sell mainly generic pharmaceutical products, the purchasing base is heavily consolidated, with the top three retail buying groups and hospital GPOs, representing more than 90% of the market demand. These customers have undergone significant consolidation and formed various commercial alliances, which may continue to increase the pricing pressures that we face in the U.S. The presence of large buying groups, and the prevalence and influence of managed care organizations and similar institutions, have increased pressure on price, as well as terms and conditions required to do business. Additionally, our customers may form commercial alliances which result in heightened pricing pressure and competition in the markets in which we operate. For example, several major hospital systems in the U.S. formed a nonprofit company in 2018 to manufacture their own generic pharmaceuticals. We expect the trend of pricing pressures from our U.S. customers and price erosion to continue.

Our sales may also be affected by fluctuations in the buying patterns of our significant customers, whether resulting from seasonality, pricing, wholesaler buying decisions or other factors. In addition, since a significant portion of our U.S. revenues is derived from relatively few key customers, any financial difficulties experienced by a single key customer, any delay in receiving payments from such a customer, or any significant reduction in or loss of business with such a customer could have a material adverse effect on our business, financial condition, results of operations and the market price of the Common Shares.

Recent trends have been toward continued consolidation among distributors and retailers of our products. As a result, our customers are gaining additional purchasing leverage, which increases the pricing pressures facing our business. In addition, we may increasingly be impacted by fluctuations in the buying patterns of such customers or if large customers decided to purchase instead from one of our competitors. Further, large retailers have in recent years increased their use and reliance on in-house brands manufactured by our competitors or using their own private label brands, and are expected to continue to do so, which may reduce our potential market. For example, in the Province of Quebec, recent legislation has been passed that would permit pharmacy groups to sell their own private label products.

Moreover, we could become exposed to a concentration of credit risk as a result of any ongoing concentration among our customers. If our customers consolidate and one or more of our major customers experienced financial difficulties, the effect on us would be substantially greater than in the past and could include a substantial loss of sales and an inability to collect amounts owed to us. In recent years, retail pharmacies in some of our key markets, including the U.S., have materially downsized and/or have gone bankrupt thus further reducing certain customer channels. By contrast, if the consolidation of our customers and distributors were to continue, leading to the further increase of their size and market demand, we may be challenged to continue to provide consistently high customer service levels for increasing sales volumes. If we fail to provide high levels of service, broad product offerings, competitive prices and timely and complete deliveries, we could lose a substantial amount of our customer base and our profitability, margins and net sales could decrease. This could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

For certain of our products, we depend on reimbursement from governmental and other third-party payors and a reduction in reimbursement could reduce our product sales and revenue. In addition, failure to be included in formularies developed by managed care organizations and coverage by other organizations may negatively impact the utilization of our products.

Sales of certain of our products are dependent, in part, on the availability and extent of reimbursement from government health administration authorities, private health insurers, PBMs and other organizations of the costs of our products and the continued reimbursement and coverage of our products in such programs. Changes in government regulations or private third-party payors' reimbursement policies may reduce or eliminate reimbursement for our products. For example, these decisions may be based on the price of our products or our current or former pricing practices and decisions. In the U.S., health plans, managed care organizations, PBMs, wholesalers, pharmacies, and other pharmaceutical supply chain entities have consolidated into fewer, larger entities, thus enhancing their market power and importance and our risk exposure to them. Further, as the U.S. seeks to reduce branded drug prices through PBM reform and most-favored nation negotiations, downwards pressure on branded drugs may also reduce pricing for our products. Any reduction or elimination of such reimbursement or coverage could result in a negative impact on the utilization of our products and, as a result, could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

Managed care organizations and other third-party payors try to negotiate the pricing of medical services and products to control their costs. Managed care organizations and PBMs typically develop formularies to reduce their cost for medications. Formularies can be based on the prices and therapeutic benefits of the available products. Due to their lower costs, generic pharmaceuticals are often favoured. The breadth of the products covered by formularies varies considerably from one managed care organization to another, and many formularies include alternative and competitive products for treatment of particular medical conditions. Failure to be included in such formularies or to achieve favourable formulary status may negatively impact the utilization and market share of our products. If our products are not included within an adequate number of formularies or adequate reimbursement levels are not provided, or if those policies increasingly favour generic products, this could have a material adverse effect on our business, financial condition and results of operations or result in additional pricing pressure on our products and could cause the market price of our Common Shares to decline.

We have identified a material weakness in our internal control over financial reporting which, if not corrected, could affect the reliability of our consolidated financial statements and have other adverse consequences.

We are not currently required to assess the operating effectiveness of our internal control over financial reporting (and have not yet completed this assessment). However, once we become a public company, management will be responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

In preparation for going public, we have identified a material weakness in our internal control over financial reporting that we are currently working to remediate, which relates to improper segregation of duties over the design, implementation and review of access controls in our ERP systems. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Internal Controls over Financial Reporting."

If not remediated, this material weakness could result in material misstatements to our annual or interim consolidated financial statements that might not be prevented or detected on a timely basis, or in delayed filing of required periodic reports. If we are unable to assert that our internal control over financial reporting is effective, or when required in the future, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of the Common Shares could be adversely affected and we could become subject to litigation or investigations by the TSX, the OSC or other regulatory authorities, which could require additional financial and management resources. As a result of the material weakness described above, we may face litigation or other disputes that may include, among others, claims under federal and state securities laws, contractual claims or other claims arising from the material weakness in our internal control over financial reporting. As of the date of this prospectus, we have no knowledge of any such litigation or dispute.

We can give no assurance as to our ability to timely remediate the material weakness identified, if at all; that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls; or that any litigation or dispute will not arise in the future. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our reporting and payment obligations under the Medicaid rebate program and other governmental purchasing and rebate programs are complex and may involve subjective decisions. Any determination that we have failed to comply with those obligations could subject us to penalties and sanctions, which could adversely affect our business, financial position, and results of operations.

The regulations regarding reporting and payment obligations with respect to Medicaid rebates and other governmental programs are complex. Because our processes for these calculations and the judgments involved in making these calculations involve subjective decisions and complex methodologies, these calculations are subject to the risk of errors. Our calculations and methodologies are subject to review and challenge by governmental agencies, and it is possible that such reviews could result in changes. Any determination by governmental agencies that we have failed to comply with our reporting and payment obligations could subject us to penalties and sanctions, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

The Company is in the process of filing certain resubmissions with U.S. state governments to update previously submitted Medicaid claims for the past three years. Government pricing resubmissions are not uncommon in the industry. For the Company's Fiscal 2026 financial statements, management estimated the cash outflow of these resubmissions to be approximately US$19 million; however, should such estimate be understated, the impact of any such cash outflow could be more material.

Our Medicaid rebate accruals have increased and continue to increase due to our acquisitions and subsequent sales of branded products and authorized generics of branded products, as well as the estimates on which our accruals are based are subject to change. Any such change could have a material adverse effect on our business, financial position, and results of operations.

Our Medicaid rebate accruals have increased due to our acquisitions and subsequent sales of branded products and authorized generics of branded products. We accrue for these rebates at the time of sale based on our estimates of the amount of our product that will be prescribed to Medicaid beneficiaries. The resulting accruals are significant, and as Medicaid utilization trends change, we may need to change our estimates accordingly. We cannot guarantee that actual results will not differ from our estimates. In addition,

the PPACA included a significant expansion of state Medicaid programs. As more individuals become eligible for coverage under these programs, Medicaid utilization of our products could increase, resulting in a corresponding increase in our rebate payments. However, certain provisions of the One Big Beautiful Bill Act ("**OBBBA**") are anticipated to reduce Medicaid eligibility and enrollment, and we cannot predict whether any such decreases in enrollment will materialize or significantly offset any increases in Medicaid utilization of our products and corresponding rebate accruals. Increases in Medicaid rebate payments could decrease our revenues from product sales, which in turn could adversely affect our business, financial condition, results of operations and the market price of our Common Shares. The full impact of these changes, as well as any future legislative and regulatory developments, remain uncertain and may result in additional pricing pressure and compliance obligations across the pharmaceutical industry.

Our accruals for the Medicare Coverage Gap Discount Program have increased due to growth and acquisitions. Any such change could have a material adverse effect on our business, financial position, and results of operations and the market price of our Common Shares.

Our accruals for the rebates under the Medicare Coverage Gap Discount Program have increased due to growth and acquisitions. We accrue for these rebates at the time of sale based on our estimates of the amount of product that will be prescribed to patients in the Medicare Coverage Gap Discount Program, which is primarily for the benefit of persons aged 65 years and over. As we acquire and launch additional products, many of which are often used by patients in the 65 and older age range, our estimates of these rebates have grown. Changes to the rebate amounts resulting from the termination of the Medicare Coverage Gap Discount Program and the transition to the Manufacturer Discount Program, could decrease our revenues from product sales, which in turn could adversely affect our business, financial condition, results of operations and the market price of our Common Shares.

Our results of operations and financial condition may fluctuate.

Our results of operations and financial condition may fluctuate from period to period for a number of reasons, including as a result of the following events or occurrences, among others:

- development and launch of new competitive products;
- changes in costs and/or reimbursement for our products and competitive products;
- changes in the expected timing and receipt of FDA, Health Canada, or other applicable regulatory approvals or lack of approvals;
- delays between our expenditures to acquire or in-license new products, technologies or businesses and the generation of revenues from those acquired or in-licensed products, technologies or businesses;
- changes in treatment practices of physicians that currently prescribe certain of our products;
- changes in prescription recommendations or behaviours by clinical commissioning groups or other healthcare groups in Canada or the U.S., or in any other jurisdiction in which we sell our products;
- increases in the cost of API and/or other raw materials used to manufacture our products;
- manufacturing and supply interruptions;
- price competition;
- the timing of wholesaler and distributor purchases;
- costs related to acquisition transactions and business development agreements;
- expenditures as a result of legal actions and regulatory investigations (and settlements thereof), including the defense of our intellectual property;
- seasonal fluctuations in the purchase and sale of medicines (such as increased sales of

allergy medicines in spring);

- market acceptance of our products; and
- general economic and industry conditions, including potential fluctuations in foreign currency and interest rates.

As a result, we believe that quarter-to-quarter comparisons of results from operations, or any other similar period-to-period comparisons, should not be construed as reliable indicators of our future performance. The above factors may cause our results of operations to fluctuate and could have a material adverse effect on our business, financial condition and results of operations. In any period, our results may be below the expectations of market analysts and investors, which could cause the trading price of our Common Shares to decline.

Each of our business lines is subject to substantial competition and if we fail to keep pace with advances in the industry, we may be unable to build or maintain our position in the markets in which we compete.

Each of the markets in which we manufacture and commercialize our products is highly competitive and rapidly evolving. There can be no assurance that one or more of our products will not be rendered obsolete or non-competitive by new products, including generic pharmaceuticals and/or biosimilar versions of the products, improvements on existing products, new treatment innovations, non-drug treatment interventions or governmental or regulatory action. Competition, obsolescence, governmental and regulatory action, or healthcare policy changes could significantly affect the revenues, including royalty-related revenues, of our products. The length of the commercial life of any of our products cannot be predicted. Each product is subject to competition from alternative products, procedures, potential cures, or new categories of therapies that are available on the market or may in the future be developed or become available. Competition may reduce the number of products sold or reduce the price at which our products are sold. This may ultimately lead to the product being rendered non-competitive, ineffective or obsolete.

Alternatives to our products may adversely affect sales of our products, especially if these alternatives are more effective, safer, cheaper, more convenient, or otherwise superior. Sales of our products and our ability to maintain their competitive positions are partly dependent on the success of our marketing efforts. These efforts rely, in part, on the strength and reputation of the trademarks, trade names and related intellectual property underlying our products. Our failure either to market our products actively and effectively or to diligently protect our intellectual property rights could reduce the competitive position of such products.

Competitive factors affecting the market position and success of each of our products include:

- therapeutic effectiveness of the product, including effectiveness as compared to alternative treatments;
- safety risks or concerns and side effect profile;
- doctors' or patients' preference or confidence in the product;
- price, including third-party insurance reimbursement policies;
- the therapeutic class of the product;
- laws, policies and regulations impacting the product;
- effectiveness of marketing strategy and execution;
- availability of other generic pharmaceuticals and/or biosimilars or other alternative treatments;
- timing of market entry of the product and competitive products;
- the ability of other generic product competitors to enter the market simultaneously with or shortly after our launch, diminishing the amount and duration of expected profits;

- life-cycle management strategies employed by branded pharmaceutical companies to reduce the substitution of branded products with our generic products;
- intellectual property and regulatory protection;
- treatment innovations that eliminate or minimize the need for the product;
- product liability claims; and
- other new information uncovered or discovered about the product.

In each of our geographic segments, we are subject to competition in the generic and biosimilar pharmaceuticals market from domestic and international manufacturers and branded pharmaceutical companies through: (i) the introduction of next-generation medicines; (ii) authorized generic and biosimilar pharmaceuticals; (iii) existing branded pharmaceutical equivalents; (iv) unauthorized generic and biosimilar pharmaceuticals; and (v) therapeutically similar drugs. Furthermore, branded pharmaceutical companies manage products through marketing and other commercial agreements with payors, physicians, PBMs and generic medicine manufacturers. For example, in the Canadian and U.S. markets, branded pharmaceutical companies often sell or license their own generic versions of their products, either directly or through other generic companies, which are referred to as “authorized generics”. In other cases, branded pharmaceutical companies may relabel existing products and/or offer coupon programs to compete with generic manufacturers’ products. No significant regulatory approvals are required for authorized generics or relabelled products, and branded pharmaceutical companies do not face any other significant barriers to entry into such market. Branded pharmaceutical companies may seek to delay introductions of generic equivalents through a variety of commercial and regulatory tactics. Many branded pharmaceutical companies increasingly have used state, provincial and/or federal legislative and regulatory means to delay competition in generic and biosimilar pharmaceutical markets. These efforts have included pursuing new patents for existing products to extend patent protection, selling the brand product as their own generic equivalent (an authorized generic), relabelling existing products to compete directly with generic products or to block such products from competing and using legislative or regulatory processes to have drugs reclassified or rescheduled and/or obtaining favourable or exclusionary pricing and/or market availability through agreements with regulators. These actions may increase the costs and risks of our efforts to introduce generic pharmaceuticals and may delay or prevent such introduction altogether.

A rise in the number of approvals by Health Canada and the FDA for existing generic pharmaceuticals is increasing competition for our products. In addition, the number of generic pharmaceutical manufacturers targeting significant new opportunities for generic pharmaceuticals (including with exclusivity, such as under the Hatch-Waxman Act in the U.S.), or that are complex to develop, has increased in recent years. Such increase in the number of competitors not only makes it more difficult to be first-to-market and obtain the related anticipated increase in sales and profits but has also led, and is expected to continue to lead, to significant price erosion, which may have a material adverse effect on our profitability. Additionally, many of the smaller generic pharmaceutical manufacturers have increased their capabilities, level of sophistication and development resources in recent years. Accordingly, we may face competition from more products, rendering our products less competitive or obsolete. For example, other generic pharmaceutical companies may develop medicines that treat the same indications targeted by our products, and patients and physicians may opt for these medicines over our medicines. If additional competitors enter the market and significantly lower the prices of their competing products, we would likely have to reduce the price of our comparable products. The introduction of these new competing products could also have a negative impact on product sales. In particular, competitive pressures may decrease sales volumes for existing products or decrease prices to respond to competitive pressures, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Our financial performance further depends on our ability to successfully build and expand our markets. For example, while we currently expect both the generic and branded pharmaceuticals markets to grow, the size of the markets in which we compete may not increase as expected, we may not be able to regain or gain market share, expand our market penetration or the size of the market for our products, obtain favourable formulary status or product listings, or compete effectively on the basis of price, and the extent

to which our products are used may not increase above existing levels. Decreases in market sizes or our market share and declines in average selling prices or procedural volumes could have a material adverse effect on our business, results of operations or financial condition. Furthermore, our failure to expand our markets beyond existing levels could impact our ability to grow in line with or above current industry standards.

Our biosimilar pharmaceuticals business is also highly competitive and continues to evolve as intellectual property protections for biological products continue to expire in Canada and the U.S. While we believe that our biologics knowledge and experience, particularly in Canada, provides us with competitive advantages, we anticipate significant competition in the biosimilar pharmaceuticals space.

We may implement product recalls or voluntary market withdrawals of our products, and this could have a material adverse effect upon our business, subject us to regulatory actions, impact regulatory approvals of subsequent products, lead to litigation, and cause a loss of customer confidence in our products.

The manufacturing and marketing of pharmaceuticals is subject to a number of laws and regulations requiring us to report any serious or unexpected product non-compliance or untoward medical occurrence associated with our products, even where the causal relationship between such adverse event and the treatment is not confirmed. Product quality or safety issues, including adverse events and potential health risks identified in our monitoring of marketed products or from ongoing clinical studies may lead to voluntary or mandatory market actions, including changes to the instructions for using our products, batch recalls or product withdrawals.

Governmental authorities have the authority to require the recall of our commercialized products in the event of material deficiencies or defects in, for example, product quality, design, labeling or manufacture, in particular if there is a finding of a reasonable probability that the defect poses a health risk, including but not limited to serious adverse health consequences or death.

We may also voluntarily initiate certain field actions, such as a correction or removal of our products from the market in the future as a result of manufacturing errors, design or labeling defects or other deficiencies and issues. Field actions conducted for safety reasons in the European Economic Area must be reported to the regulatory authority in each country where the field action occurs. Similarly, if a correction or removal of one of our products is initiated to reduce a health risk posed by the product, or to remedy a violation of U.S. laws caused by the product that may present a risk to health, the correction or removal must be reported to the relevant U.S. and foreign authorities. Similar requirements exist in the other jurisdictions in which we operate, including Canada.

The occurrence of changes to product labels, recalls or product withdrawals could result in disruptions in the supply chain of our products to our customers, significant costs and adverse publicity, all of which could harm our ability to further market our products.

Market actions such as recalls or withdrawals of our products or a similar competing product manufactured by another manufacturer can lead to a general loss of patient, physician and/or pharmacist confidence in our products, lead to an impairment of our reputation and goodwill, and could impair sales and subsequent regulatory approvals of other similar products we market. A product recall or withdrawal could also lead to a health authority inspection or other regulatory action or to the Company being named as a defendant in lawsuits. See “Risk Factors – Risks Related to our Business and Industry – Investigations and legal proceedings may harm our business.”

We expect to spend a significant amount of resources on research and development efforts, and such efforts may not result in marketable products. Failure to successfully introduce products into the market could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

We conduct research and development primarily to enable us to manufacture and market approved products in accordance with applicable regulations. Research and development is expensive and time-consuming. As we seek to develop new products, or re-commercialize products that were previously approved, our research expenses will increase, potentially significantly, and we cannot be certain that we will recover our investment in a product, even if that product is commercialized. If we spend significant resources on research and development efforts and are not able to introduce new products, our business, financial condition, results of operations and the market price of our Common Shares may be materially adversely affected.

In some cases, we rely on third parties to assist with our clinical trials. If these third parties do not perform as required or expected, or if they are not in compliance with FDA or Health Canada rules and regulations, or the rules and regulations of comparable regulatory authorities, as applicable, our clinical trials may be extended, delayed or terminated, or may need to be repeated, and we may not be able to obtain regulatory approval for or commercialize the products being tested in such trials. Further, we may be required to audit or redo previously completed trials or recall already-approved commercial products.

In some cases, we rely on third parties, such as medical institutions, contract research organizations, clinical investigators, and contract laboratories, to assist with our clinical trials. We are responsible for confirming that our trials are conducted in accordance with applicable regulations and that each of our clinical trials is conducted in accordance with our general investigational plan and protocol. The FDA and Health Canada require us to comply with GCPs for conducting, monitoring, recording, and reporting the results of clinical trials, to assure that data and reported results are accurate and that the clinical trial participants are adequately protected. Our reliance on these third parties does not relieve us of these responsibilities. If the third parties assisting us with our clinical trials do not perform their contractual duties or obligations, do not meet expected deadlines, fail to comply with the FDA and Health Canada's GCP regulations or any other applicable regulations, do not adhere to our protocols, falsify data, or otherwise fail to generate reliable clinical data, we may need to enter into new arrangements with alternative third parties and our clinical trials may be extended, delayed or terminated or may need to be repeated, and we may not be able to obtain regulatory approval for or commercialize the products being tested in such trials. For our already-approved commercial products, we may be required to audit or redo previously completed trials or recall our products from the market, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Clinical trials for our pharmaceutical products may not generate the outcomes we expect, may take longer or be more costly to complete than we anticipate.

From time to time, we initiate or participate in clinical trials for our pharmaceutical products. The timing of patient enrollment in these trials, and related costs, can be unpredictable, and any such trials or studies may be more expensive or take longer than we expect, data may be negative or inconclusive, product candidates may demonstrate poor effectiveness, such studies and trials may fail to change physician prescribing practices, or such studies and trials may fail to demonstrate to the satisfaction of the FDA, Health Canada or other comparable regulatory authorities that our product candidates are safe and effective.

Further, post-marketing clinical trials may fail, take longer than anticipated to complete or could produce negative results requiring us to submit reports to the FDA, Health Canada and other applicable regulatory authorities of adverse events involving the use of our pharmaceutical products and we may be required to implement risk management programs, discontinue product marketing and sales, or conduct a recall as a result.

These situations, should they occur with respect to any of our products, could have a material adverse effect on our business, financial condition, results of operations and the market price of the Common Shares.

The off-label use of our products may result in costly investigations, fines or sanctions by regulatory bodies if we or our distributors are deemed to have engaged in the promotion of these uses.

While physicians may prescribe products for uses that are not described in the product labeling and that differ from those approved by the FDA, Health Canada, or other similar regulatory authorities (an "off-label" use), we and our distributors are not permitted to market or promote our products for such off-label uses. Rather, we are permitted to market and promote our products exclusively for the indications for which they have been approved. The FDA, Health Canada, and other regulatory agencies actively enforce regulations prohibiting promotion of off-label uses, and significant liability can be imposed on manufacturers found to be engaged in off-label marketing violations, including substantial civil penalties and fines, criminal sanctions, False Claims Act liability (in the U.S.), consent decrees, corporate integrity agreements, permanent injunctions or exclusion from participation in government healthcare programs.

Our marketing, promotional and business practices, as well as the manner in which sales forces interact with purchasers, prescribers and patients, are subject to extensive regulation and any material failure to comply could result in significant sanctions against us.

The marketing, promotional and business practices of pharmaceutical companies, as well as the manner in which companies' in-house or third-party sales forces are compensated and interact with purchasers, licensed healthcare professionals or prescribers and patients, are subject to extensive regulation, enforcement of which may result in the imposition of civil, regulatory and/or criminal penalties, injunctions and/or limitations on marketing practice for some of our pharmaceutical products and/or pricing restrictions or mandated price reductions for some of our products. Many companies have been the subject of claims related to these practices asserted by regulatory authorities. These claims have resulted in fines and other consequences, such as entering into corporate integrity agreements with the U.S. government. In the U.S., companies may not promote pharmaceutical products for off-label uses or in a manner that is false or misleading. In the U.S., companies have also been held liable under the civil False Claims Act for causing the submission of reimbursement claims for medically unnecessary uses. For example, a pharmaceutical company recently reached a large multi-million-dollar settlement with the U.S. Attorney's office for allegations that its speaker programs, hosted by the Company for physicians that involved large payments for speakers, meals and travel, were used to funnel kickbacks to physicians in exchange for prescribing the Company's drugs. In Canada (and most other markets in which we operate), pharmaceutical marketing practices are significantly curtailed compared to the U.S.; for example, no company may advertise a prescription drug to the general public other than by referring to the drug name, and the price and quantity of the drug. A company that is found to have engaged in any marketing activities outside these bounds may be subject to significant liability, including civil and administrative remedies (such as, in the U.S., entering into corporate integrity agreements with the U.S. government and/or exclusion from U.S. federal health care programs), as well as criminal sanctions. In addition, management's attention could be diverted from our business operations and our reputation could be damaged. See "Risk Factors – We are subject to various international, national, state, and local laws and regulations, including "fraud and abuse" laws, anti-bribery laws and privacy and security laws."

Further, if we fail to comply with the regulatory requirements in those countries where our pharmaceutical products are sold, we could lose marketing approvals or be subject to fines or other sanctions. Also, as a condition to granting marketing approval of a pharmaceutical product, the applicable regulatory agencies may require a company to conduct additional clinical trials, the results of which could result in the subsequent loss of marketing approval, changes in product labeling or new or increased concerns about side effects or efficacy of a pharmaceutical product.

Changes in generic pharmaceutical and biosimilar regulatory policies in countries in which we operate may trigger price erosion.

Our ability to sustain our sales and profitability across our portfolio over time is affected by the number of companies selling such product, including new market entrants, and the timing of their approvals. In particular, regulatory policy and development in the U.S. has led to more and faster generic pharmaceuticals approvals, and consequently increased competition for some of our products. Steps were taken by the FDA to enhance competition, promote access and lower drug prices and to approve record-breaking numbers of generic pharmaceutical applications. While these FDA initiatives are expected to benefit our generic pharmaceuticals pipeline, they will also benefit competitors that also seek to launch products in the U.S. in competition with our generic and branded products.

In addition, new laws and proposals may change, directly and indirectly, the Hatch-Waxman Act, the PM(NOC) Regulations and the *Biologics Price Competition and Innovation Act*, including the incentives to develop generic pharmaceuticals and biosimilars, as well as the ability of generic pharmaceutical manufacturers to accelerate the launch of their new generic pharmaceuticals and biosimilars. Such changes may impact the ability of branded pharmaceutical manufacturers to protect their investments in the intellectual property associated with their branded pharmaceutical and biologic products. These regulatory developments and other factors may adversely impact market sizes, as well as our position in the markets in which we compete, and the volumes or average selling prices for our products.

If we fail to comply with our obligations in the agreements under which we license development or commercialization rights to products or technology from third parties, we could lose license rights that are material to our business.

Our licences are material to our business, and we may enter into additional licences in the future. Our ability to pursue the development and commercialization of our products depends upon the continuation of our licence agreements. If we fail to comply with our obligations under our licence agreements, the applicable third parties may have the right to terminate our licences. Our licence rights could revert to the applicable third party in certain circumstances, including failure to cure contractual breaches and filing for bankruptcy protection. We have from time to time amended our licence agreements, and we may again seek to do so in the future if the need arises.

If any other current or future material licence agreement, were terminated, or if we were unable to amend such agreement or resolve any dispute related to such agreement, we may be unable to market the applicable products that may be covered by such licence, which would materially and adversely affect our business, results of operations and future prospects.

Investigations and legal proceedings may harm our business.

We are and may be from time to time in the future, subject to various investigations and legal proceedings, including but not limited to proceedings related to sales and marketing practices, pricing, regulatory practices, competition law, product liability, class actions (including related to the abuse of our opioid products in the U.S. and Canada) and intellectual property matters. See “Business of Apotex– Litigation”.

There has been substantial litigation in the pharmaceutical industry with respect to the manufacture, use and sale of generic pharmaceuticals and biosimilars, often in relation to the validity and infringement of patents controlled by originator pharmaceutical companies. While we take great care in ensuring that the launch of a new product does not violate any valid intellectual property rights, patent infringement claims are typical for our industry, and intellectual property infringement claims could be (and have been) brought against us and we may be found to infringe on the intellectual property rights of others. At times we seek approval to market generic pharmaceuticals before the expiration of patents for those products, based upon our belief that such patents are invalid, unenforceable, or would not be infringed by our products. As a result, we might be involved in patent litigation, which can impact the timeline to launch products, and the outcome of which could materially adversely affect our business. Based upon a complex analysis of a variety of legal and commercial factors, we may elect to market a generic pharmaceutical even though

litigation is still pending. This could be before any court decision is rendered or while an appeal of a lower court decision is pending. To the extent we elect to proceed in this manner, if the final court decision is adverse to us, we could be required to cease the sale of the infringing products and face substantial liability for patent infringement. These damages may be significant as they may be measured by a royalty on our sales, our profits on such sales, or by such damages as may be awarded by the court as a result of final litigation outcome. See “Business of Apotex– Litigation”.

Such claims, regardless of their outcome, may require us to spend significant time and financial resources in litigation, divert management time and attention, require us to pay significant damages or profits, harm our reputation or have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Although we have insurance coverage for many of the risks inherent in our business, which we believe appropriate for the size and nature of our business, and strictly enforce quality standards within our operations, there can be no assurances that we will be able to maintain insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all.

The pharmaceutical sector is facing increased government scrutiny from competition and pricing authorities around the world, which may expose us to damages, penalties and commercial restrictions that can materially and adversely affect our business.

We are required to comply with competition laws in the territories where we do business around the world. Compliance with these laws has been the subject of increasing focus and activity by regulatory authorities, both in the U.S. and Canada, in recent years. Alleged actions by our employees, in violation of such laws, or evolving interpretations of competition law as applicable to certain practices, have exposed us, and may further expose us, to investigations and legal proceedings, which may result in significant liability for violations of competition laws, which may have a material adverse effect on our reputation, business, financial condition, results of operations and the market price of our Common Shares.

We have been and may in the future be subject to investigations, claims and proceedings relating to violations of these competition laws and regulations. If any investigations, claims or proceedings are adversely determined against us, we may face material adverse effects on our business, including monetary penalties, debarment from federally funded health care programs and reputational harm. We have been involved in numerous litigations involving challenges to the validity or enforceability of listed patents (including our own), and therefore settling patent litigations has been and will likely continue to be an important part of our business. There is continued scrutiny of our patent settlements, including from the U.S. Federal Trade Commission. Accordingly, we may receive formal or informal requests from competition law authorities around the world for information about a particular settlement agreement, and there is a risk that governmental authorities, customers, other downstream purchasers or others may commence actions against us alleging violations of antitrust laws based on our settlement agreements. The U.S. Congress and certain state legislatures in the U.S. have also passed, or have proposed passing, legislation that could adversely impact our ability to settle patent litigations. For example, the State of California has enacted legislation that creates a presumption, with certain exceptions and safe harbors, that various types of patent litigation settlements are anti-competitive, and imposes substantial monetary penalties on companies and individuals who do not comply. The enforcement of certain aspects of this law has been enjoined on constitutional grounds, but such legislation still creates a risk of significant potential exposure for settling patent litigations and, in turn, makes it more difficult to settle in the first place, which could have a material adverse effect on our business.

Following calls in recent years from policy makers and other stakeholders in many countries for governmental intervention to address the high prices of certain pharmaceutical products, we are currently, and may in the future be, subject to governmental investigations, claims or other legal or regulatory actions. These include, among others, (i) the MDL cases in which Apotex Corp., a wholly-owned subsidiary of the Company, and, in some cases, its affiliates, have been named as defendants in connection with alleged violations of federal antitrust laws and various state laws arising from alleged conspiracies to restrain trade

with respect to the sales of various generic pharmaceuticals, and (ii) the class action lawsuit commenced in the Federal Court of Canada against various companies, including Apotex Inc., seeking damages as a result of an alleged conspiracy to fix prices, allocate markets, and maintain the supply of generic pharmaceuticals. Any such investigation, claim or regulatory action may have a material adverse effect on our reputation, business, financial condition, results of operations and the market price of our Common Shares. See "Litigation – Litigation Relating to Pricing and Marketing".

Mergers or other strategic transactions involving our competitors could weaken our competitive position, which could harm our business, financial condition, results of operations and the market price of our Common Shares.

Mergers or other strategic transactions among our competitors within our existing and target markets may result in pricing pressure on us, create uncertainty among customers and impact new sales and renewal rates. Some of our competitors may enter into new alliances with each other or may establish or strengthen cooperative relationships with other market participants, third-party consulting firms, distributors, wholesalers or other parties, thereby limiting our ability to promote, distribute and sell our goods. Any such consolidation, acquisition, alliance or cooperative relationship could lead to pricing pressure and our loss of our market share and could result in a competitor with greater financial, technical, marketing, service and other resources, all of which could have a material adverse effect on our business, results of operations and financial condition and could cause the market price of our Common Shares to decline.

Changes in inventory levels or fluctuations in buying patterns by our customers may adversely affect our sales and earnings and add to sales variability from quarter to quarter.

We balance the need to maintain inventory levels that are sufficient to ensure competitive lead times against the risk of inventory obsolescence because of changing customer requirements, fluctuating commodity prices, changes to our products, product transfers or the lifecycle of our products. In order to successfully manage our inventories, we must estimate demand from our customers and produce products that substantially correspond to that demand. If we fail to adequately forecast demand for any new or existing product, or fail to determine the optimal product mix for production purposes, we may face production capacity issues in manufacturing sufficient quantities of a given product. In addition, failures in our information technology systems or human error could also lead to inadequate forecasting of our overall demand or product mix.

Further, due to the lead times necessary to acquire, install and ramp up production of new equipment and product lines, if we fail to adequately forecast the need for additional manufacturing capacity, whether for new or existing products, we may be unable to scale production in a timely manner to meet demand for our products. In addition, the technically complex manufacturing processes required to manufacture many of our products increase the risk of production failures and can increase the cost of producing our goods. Because the production process for many of our products is so complex and sensitive, the cost of production and the chance of production failures and lengthy supply interruptions is increased, which can have a substantial impact on our inventory levels.

Finally, our sales and quarterly growth comparisons, as well as our estimates for required inventory levels, may be affected by fluctuations in the buying patterns of major customers. These fluctuations may result from seasonality, pricing, buying decisions or other factors. If we overestimate demand and produce too much of a particular product, we may face a risk of inventory obsolescence, leaving us with inventory that we cannot sell profitably or at all. In addition, we may have to write down such inventory if we are unable to sell such inventory for our recorded value. By contrast, if we underestimate demand and produce insufficient quantities of a product, we could be forced to produce that product at a higher price and forego profitability in order to meet customer demand. For example, if a competitor initiates a recall and there is an unexpected increase in the demand for our products, we may not be able to meet such increased demand at the same profit margins, or at all.

Insufficient inventory levels may lead to shortages that result in loss of sales opportunities altogether as potential end-customers turn to competitors' products that are readily available. If any of these situations

occur frequently or in large volumes or if we are unable to effectively manage our inventory, this could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Legislative or regulatory reform to the Canadian or U.S. health care system may affect our ability to sell our products profitably.

In the U.S. and certain foreign jurisdictions, there have been a number of legislative and regulatory proposals to change the health care system in ways that could impact our ability to sell our products profitably. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the "**PPACA**") substantially changed the way healthcare is financed by third-party payors in the U.S., and significantly impacted the U.S. pharmaceutical industry. The PPACA increased the minimum Medicaid drug rebates for pharmaceutical companies, expanded the 340B drug discount program, and made changes to affect the Medicare Part D coverage gap, or "donut hole". The law also revised the definition of "average manufacturer price" for reporting purposes, which may affect the amount of our Medicaid drug rebates to states. Beginning in 2011, the law imposed a significant annual fee on companies that manufacture or import branded prescription drug products. Since its enactment, there have been judicial and Congressional challenges to certain aspects of the PPACA. In 2017, the U.S. government implemented certain directives designed to delay the implementation of certain PPACA provisions or otherwise circumvent requirements for health insurance mandated by the PPACA, while the U.S. Congress considered legislation that would repeal or repeal and replace all or part of the PPACA. A case challenging the PPACA's requirement that private insurers cover certain preventative services without cost-sharing was recently decided in part by the U.S. Supreme Court and remanded back to the Fifth Circuit for further proceedings. In March 2023, a Texas district court vacated the implementation and enforcement of certain preventative service provisions required by the PPACA as unconstitutional. In June 2024, the Fifth Circuit affirmed the District Court decision but narrowed the scope of the District Court's judgment and limited the remedy to the particular plaintiffs in the case rather than a national injunction. The U.S. Department of Justice appealed the case to the U.S. Supreme Court and oral arguments were heard in April 2025. In June 2025, the U.S. Supreme Court reversed the judgement of the Fifth Circuit with respect to the narrow issue before the Court on appeal, and remanded the case back to the Fifth Circuit for further proceedings. It is unclear how this decision, subsequent decisions and appeals, or any potential future litigation and other efforts to repeal and replace the PPACA will impact the PPACA. In July 2025, the U.S. enacted the OBBBA, which makes significant changes to provisions of the PPACA related to tax credits, enrollment and eligibility as well as sweeping revisions to the broader U.S. healthcare system that may materially impact our business strategy and the broader healthcare and pharmaceutical industries. The full impact of the OBBBA on the PPACA remains uncertain and may depend on regulatory implementation, market response, and future legislative or judicial developments. Lawmakers may seek to make additional changes to the PPACA and related legislation. We cannot predict what those changes will be or when they will take effect, and we could face additional risks arising from such changes or changed interpretations of our obligations under the legislation. Because of this continued uncertainty, including the potential for further legal challenges or repeal of that legislation, we cannot quantify or predict with any certainty the likely impact of the PPACA or its repeal on our business model, prospects, financial condition or results of operations, in particular on the pricing, coverage or reimbursement of any of our product candidates that may receive marketing approval. In the U.S., there has been heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products, which has resulted in several Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under government payor programs, and review the relationship between pricing and manufacturer patient programs. While some of the proposed measures will require authorization through additional legislation to become effective, the U.S. Congress have indicated that they will continue to seek new legislative and/or administrative measures to control drug costs. For example, the IRA also seeks to reduce prescription drug costs by, among other provisions, allowing Medicare to negotiate prices for certain high-cost prescription drugs in Medicare Parts B and D, imposing an excise tax on pharmaceutical manufacturers that refuse to negotiate pricing with Medicare, requiring inflation rebates to limit annual drug price increases in Medicare, redesigning the Medicare Part D formula, and limiting cost-sharing for insulin products. The OBBBA amends certain provisions of the IRA, including those related to exclusion from negotiation for certain orphan drugs and biologics, but the overall

impact of the OBBBA on the IRA remains uncertain and it is unclear how the IRA will be effectuated or further changed under the current administration or the degree of impact that the IRA may ultimately have upon our business In addition to rebate and discount requirements imposed by the IRA, ongoing and future policy changes to other government programs, such as the 340B drug pricing program, may create additional uncertainty or result in increased regulatory restrictions on manufacturers. We cannot predict when, or whether additional drug pricing and other healthcare reform measures will be enacted, and if enacted, what effect they would have on our business. We expect that additional U.S. federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that the U.S. federal government will pay for healthcare products and services, which could result in reduced demand for our current or any future product candidates or additional pricing pressures. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action in the U.S. or any other jurisdiction. If we or any third parties we may engage are slow or unable to adapt to changes in existing or new requirements or policies, or if we or such third parties are not able to maintain regulatory compliance, our current or any future product candidates we may develop may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability. In addition, most favoured nation policies, and recent agreements entered into between the U.S. administration and certain branded pharmaceutical companies as part of the Medicare Drug Price Negotiation Program under the IRA, could also impact decisions to offer products in other markets we participate in, such as Canada. For example, our pipeline of products for markets outside of the U.S. may be adversely affected on the basis that a launch of a product in Canada could negatively impact the pricing of the same product in the U.S.

We may face increased patent litigation risk in connection with our products as elevated scrutiny on drug advertisement claims continues. For example, the U.S. Supreme Court recently heard oral arguments on whether certain statements by a generic pharmaceutical manufacturer could constitute active inducement of patent infringement. In the U.S., the FDA and FTC continue to actively monitor drug-related claims and promotional practices. Litigation or regulatory actions arising from our advertising, public statements or promotional activities could impact our operational performance, including through increased costs, delays, or restrictions on commercial activities.

In October 2025, the FDA announced a new ANDA prioritization pilot program aimed at supporting U.S.-based drug manufacture and testing. Under this pilot program, ANDA applicants who conduct any required bioequivalence testing in the U.S. and whose products are made in the U.S. using exclusively domestic sources for APIs are eligible for priority review. This program could allow our competitors to reach the market more quickly and could negatively impact our sales performance.

Additionally, inadequate funding for the FDA, Health Canada and other government agencies, including from government shutdowns, or other disruptions to these agencies' operations, could hinder such agencies' ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner, create administrative delays in reimbursement, product approval or other key agency functions, or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely. For example, recently Health Canada has experienced delays in product approvals as a result of lack of resources and increased product approval submissions.

At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. We also anticipate that Congress, state legislatures, and third-party payors may continue to review and assess alternative health care delivery and payment systems and may in the future propose and adopt legislation or policy changes or implementations effecting additional fundamental changes in the health care delivery system. We cannot provide assurance as to the ultimate content, timing, or effect of changes, nor is it possible at this time to estimate the impact of any such potential legislation.

In 2019, the U.S. Health and Human Services Administration announced a preliminary plan to allow for the importation of certain lower-cost drugs from Canada. The preliminary plan excludes insulin, biological drugs, controlled substances and intravenous drugs. The preliminary plan relies on individual states to develop proposals for safe importation of those drugs from Canada and submit those proposals to the federal government for approval. Although the preliminary plan has some support from the current administration, at this time, studies to evaluate the related costs and benefits, evaluate the reasonableness of the logistics and measure the public reaction of such a plan have not been performed. While we do not believe this will have a significant impact on our future cash flows, we cannot provide assurance as to the ultimate content, timing, effect or impact of such a plan.

In Canada, pharmaceuticals are regulated by the federal and provincial governments. Provincial governments provide partial funding for the purchase of pharmaceuticals by certain consumers and independently regulate the sale and reimbursement of drugs. Provincial governments in Canada have introduced significant changes in recent years in an effort to reduce the costs of publicly funded health programs. For instance, provincial governments have taken and are expected to continue to take steps to reform the rules regarding the sale of generic pharmaceuticals. These changes include increased powers of investigation, reporting and enforcement for provincial regulatory agencies, the significant lowering of prices for generic pharmaceuticals and, in some provinces, changes to the allowable amounts of professional allowances and service fees paid to pharmacists by generic pharmaceutical manufacturers and the tendering of generic molecules on provincial drug formularies. In addition, pricing for many generic pharmaceuticals in Canada is governed by the TPF agreed to with the pCPA, which consists of provincial, territorial and federal governments. The TPF is set to expire in October 2026, subject to renewal rights. These reforms may adversely affect the distribution of drugs as well as the pricing for prescription drugs in Canada. Private insurers in Canada typically, and are expected to continue to, mirror some or all of these changes by provincial governments in their reimbursement schemes. In addition, although the TPF has been established in Canada to provide more transparency around pricing, there may be circumstances in which payors seek larger discounts outside of the framework or where our competitors lower their price in order to capture greater market share.

Further changes to health care laws or regulatory framework that reduce our revenues or increase our costs could also have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

Recent legislative changes under the OBBBA could materially influence key aspects of the U.S. healthcare and pharmaceutical landscape and create operational and strategic uncertainty for our business and the pharmaceutical industry in general.

The OBBBA, signed into law in July 2025, introduces broad reforms to the U.S. healthcare system that may alter the regulatory and commercial landscape for healthcare and pharmaceutical companies. Reforms include, among other things, changes to Medicaid funding for states, new eligibility and enrollment requirements for Medicaid beneficiaries, modifications to existing federal drug pricing policy, including provisions related to government negotiation of certain drug prices, and various tax policy shifts. While the full implications of the OBBBA are still unclear, certain provisions may influence the way pharmaceutical and biotechnology companies conduct business in the U.S. and could impact our commercial strategy, operations and financial condition in the near or long-term.

The OBBBA authorizes Medicaid funding reductions and creates eligibility and enrollment requirements for Medicaid and PPACA coverage, including work requirements and eligibility verification protocols, that are expected to reduce overall Medicaid enrollment. This may reduce the number of patients able to access our products, increase uncompensated care, or decrease federal and third-party payor drug spending and reimbursement, which could lead to lower sales volumes or other indirect impacts on our business and operations. The OBBBA also modifies Medicare drug pricing policy and negotiation parameters for select drugs and we cannot predict whether any of our products will become subject to negotiation or future regulatory expansion. While the OBBBA includes provisions favorable to pharmaceutical research and development activities such as tax deductibility incentives, their net benefit could be offset by the broader cost pressures created by access and reimbursement limitations.

The overall impact of the OBBBA on the broader healthcare market and pharmaceutical industry remains highly uncertain and is dependent on regulatory implementation at the state and federal levels, and could be subject to regulatory interpretation, political shifts, or future amendments and related legislation that could further exacerbate or mitigate potential risks. We are evaluating potential implications of the OBBBA but due to the complexity of implementation and potential for additional regulation, we cannot predict the near or long-term direct and indirect impact that the OBBBA may have on our overall business strategy, sales and operations or revenue and financial condition.

Changes in Canadian public drug coverage under the Pharmacare Act may adversely affect the pricing and reimbursement of our products.

On October 10, 2024, the Pharmacare Act came into force in Canada, establishing a national framework for the implementation of universal, single-payer coverage for certain prescription medications. Initial implementation phases have focused on essential medicines, including contraceptives and treatments for diabetes, which represent a portion of our product portfolio.

The introduction of a national pharmacare plan may result in government-led consolidation of purchasing, which could lead to increased pricing pressure, particularly through bulk procurement and centralized negotiations. These changes may limit our pricing flexibility, reduce reimbursement levels, or exclude certain products from coverage under the program. In turn, this could materially and adversely affect the sales volumes, profitability, or market access of our products in Canada.

Future phases of the Pharmacare Act's implementation may expand the scope of covered medicines and further shift the Canadian pharmaceutical market toward public payer dominance, which may increase our exposure to pricing regulation and formulary access challenges. Any such developments could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

The use of tender systems and other forms of price control could reduce prices for our products or reduce our market opportunities.

A number of markets in which we operate have implemented or may implement tender systems in an effort to lower prices. Under such tender systems, manufacturers submit bids to the relevant regulatory authority or private payor which establish prices for generic pharmaceutical products. Upon winning the tender, the winning company will receive a preferential reimbursement for a period of time. The tender system often results in companies underbidding one another by proposing low pricing in order to win the tender. Increased use of tender systems could lead to lower prices, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

If we lose the services of members of our management team or other key personnel, or are unable to attract new team members who possess specialized market knowledge and technical skills, it could reduce our ability to compete and to manage our operations effectively.

Our management team consists of a core group of senior executive officers with extensive experience in the pharmaceutical and consumer brands industry. Some of these senior executives are new to Apotex, while others (including our CEO) are approaching the age when many executives choose to retire. The loss of the technical knowledge, management expertise, and knowledge of one or more members of our team could result in a diversion of management resources, as the remaining members of management would need to cover the duties of any senior executive who leaves us and would need to spend time usually reserved for managing our business to search for, hire and train new members of management. Additionally, as members of our management team have built strong relationships in the healthcare sector, the loss of these relationship contacts could have an adverse effect on our business. Currently we do not carry "key man" insurance that could compensate us for the loss of any of our senior executives.

The loss of some or all of our management team or other key personnel could negatively affect our ability to develop and pursue our growth strategy, which could adversely affect our business and financial condition. Any departures of key personnel could also be viewed in a negative light by investors and analysts, which could cause the market price of our Common Shares to decline.

Additionally, the market for key personnel in the industry in which we compete is highly competitive and not concentrated in all of the locations in which we operate. As a result, we may not be able to attract and retain key personnel with the skills and expertise necessary to manage our business and pursue our growth strategy.

Our recent growth makes it difficult to evaluate our future prospects, and we may not be able to successfully manage our future growth.

We have grown substantially over prior years, including by expanding our internal resources, making acquisitions and entering into new business lines, including Brands & Biosimilars. As a result, our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. Any predictions about our future revenue and expenses may not be as accurate as they would be if we operated in a more predictable market. We have encountered in the past, and will encounter in the future, risks and uncertainties frequently experienced by growing companies in changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations, our target growth rates may slow, our business could suffer and the market price of our Common Shares could decline.

We intend to continue to focus on growth, including through development of new products, being first-to-market, expanding our market presence and strategic acquisitions. We may not identify trends correctly, or be able to bring new products to market as quickly or effectively as our competitors or be successful in acquiring new products or companies. Regulatory restrictions may also negatively impact our ability to bring products to market first or at all. If any of the foregoing occurs, it could have a material adverse effect on our results of operations and could cause the market price of our Common Shares to decline. Our acquisition strategy and ability to invest in equipment, facilities and technology depends in part on the availability of suitable candidates at valuations accretive to our business and the availability of required public or private financing. Such financing may not be available on acceptable terms, or at all. Further debt financing may involve restrictive covenants and could reduce our profitability. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures. We may face competition for acquisitions from other participants in our industry and from buyers with greater financial resources.

We may experience difficulties and higher-than-expected expenses in executing our growth strategy as a result of unfamiliarity with new markets and new legal and regulatory regimes, changes in revenue and business models, entering into new geographic areas and increased pressure on our existing infrastructure and information technology systems. We will need to continually improve existing procedures and controls, as well as implement new transaction processing, operational and financial systems, and procedures and controls to expand, train and manage our employee base. Our working capital needs will continue to increase as our operations grow. Failure to manage our growth effectively, or obtain necessary working capital, could have a material adverse effect on our business, results of operations, cash flows and financial condition, all of which could cause the market price of our Common Shares to decline.

Our past acquisitions and partnerships, as well as any acquisitions and partnerships that we may complete in the future, may be unsuccessful or result in other risks or developments that adversely affect our financial condition and results.

In the normal course, we are engaged in discussions with respect to possible acquisitions, dispositions, financings, licensing arrangements and other business development initiatives to expand or complement our business, some of which may be material. We expect to continue discussions in respect of these matters and will actively pursue these and other opportunities as they become available. However, there can be no

assurance that any of these discussions will result in definitive agreements and, if they do, what the terms or timing of these may be.

In general, suitable acquisition candidates or commercial partners may not be identified and acquisition or business development activities can be thwarted by overtures from competitors for the targeted candidates or partners, respectively, and governmental regulation (including market concentration limitations and other competition laws). When we are able to complete future acquisitions and partnerships, while we intend for those acquisitions and partnerships to improve our competitiveness and profitability, we cannot be certain that our past or future acquisitions and partnerships will be accretive to earnings or otherwise meet our operational or strategic expectations. Acquisitions and partnerships involve special risks, including accounting, regulatory, compliance, information technology or human resource issues that could arise in connection with, or as a result of, the acquisition of the acquired company, the assumption of unanticipated liabilities and contingencies, difficulties in integrating acquired businesses, possible management distraction, and the inability of acquired businesses to achieve the levels of revenue, profit, productivity or synergies we anticipate or otherwise perform as we expect on the timeline contemplated. We are unable to predict all of the risks that could arise as a result of our continued pursuit of acquisitions and partnerships.

If the performance of our reporting segments or an acquired business varies from our projections or assumptions, or if estimates about the future profitability of our reporting segments or an acquired business change, our revenues, earnings or other aspects of our financial condition could be adversely affected. We may also experience difficulties in connection with integrating any acquired companies into our existing businesses and operations, including our existing infrastructure and information technology systems. The infrastructure and information technology systems of acquired businesses could present issues that we were not able to identify prior to the acquisition and that could adversely affect our financial condition and results. Also, we may not realize all synergies we anticipate from past and potential future acquisitions. Among the synergies that we currently expect to realize are operational synergies such as distribution, supply chain, technology, functional and human resources synergies. Any of these events could adversely affect our business, financial condition and results of operations, which could cause the market price of our Common Shares to decline.

The integration of acquired businesses requires the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. This integration process may result in the loss of key employees and the disruption of ongoing business, client and employee relationships that may adversely affect our ability to achieve the anticipated benefits of these and future acquisitions. Future acquisitions could result in restructuring charges, potentially dilutive issuances of equities and securities, the incurrence of debt and contingent liabilities and amortization expenses related to goodwill and other intangible assets, any of which could have a materially adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

In particular, our recently announced agreement to acquire a portfolio of branded pharmaceutical products for our U.S. business, including Kristalose, Caldolor, Sancuso, Vibativ, Acetadote, Vaprisol and Talicia, remains subject to the satisfaction of customary closing conditions and may not be completed on the anticipated timeline, on the contemplated terms, or at all. Acquisitions of this nature are subject to significant execution risk, including the risk that closing conditions are not satisfied or waived, that required regulatory or third-party consents are not obtained, that the parties are unable to agree on definitive transition or transaction arrangements, or that other unforeseen events delay, modify or prevent completion, any of which could cause us to fail to realize the strategic and financial benefits we expect from the transaction, including the anticipated expansion of our U.S. specialty and hospital-focused branded pharmaceutical platform, and could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

We are subject to various international, national, state, and local laws and regulations, including "fraud and abuse" laws, anti-bribery laws and privacy and security laws.

Pharmaceutical companies have faced lawsuits and investigations pertaining to violations of health care "fraud and abuse" laws, such as the U.S. federal False Claims Act, the U.S. federal Anti-Kickback Statute ("**AKS**") and other U.S. state and federal laws and regulations. The AKS prohibits, among other things, knowingly and willfully offering, paying, soliciting or receiving any remuneration, directly or indirectly, to induce or in return for purchasing, leasing, ordering or arranging for the purchase, lease or order of any health care item or service reimbursable under federally financed health care programs. More generally, the federal False Claims Act, among other things, prohibits any person from knowingly presenting, or causing to be presented, a false claim for payment to the federal government (including with respect to improper labelling of products sold to or reimbursed by the government). Pharmaceutical companies have been prosecuted or faced civil liability under these laws for a variety of alleged promotional and marketing activities, including engaging in off-label or false and misleading promotion that caused claims to be submitted for non-covered off-label or medically unnecessary uses. If we are in violation of any of these requirements or any similar state requirements, or any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, this could have a significant impact on our business, including the imposition of significant criminal and civil fines and penalties, exclusion from federal health care programs or other sanctions, including consent orders or corporate integrity agreements.

In addition, the U.S. Department of Health and Human Services Office of Inspector General recommends, and increasingly states require, pharmaceutical companies to have comprehensive compliance programs. Moreover, the U.S. Physician Payment Sunshine Act enacted in 2010 and its implementing regulations require applicable manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children's Health Insurance Program to report annually to the Centers for Medicare & Medicaid Services, information related to payments or other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain other licensed health care practitioners and teaching hospitals, as well as ownership and investment interests held by the physicians described above and their immediate family members. Failure to submit this required information may result in significant civil monetary penalties. While we have developed corporate compliance programs based on what we believe to be current best practices, we cannot provide assurance that we or our employees or agents are or will be in compliance with all applicable federal, state or foreign regulations and laws. If we are in violation of any of these requirements or any related state requirements, or any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant criminal and civil fines and penalties, exclusion from federal health care programs or other sanctions, including consent orders or corporate integrity agreements.

The U.S. *Foreign Corrupt Practices Act*, the *Canadian Corruption of Foreign Public Officials Act* and similar worldwide anti-bribery laws generally prohibit companies and their intermediaries from making improper payments to officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws. We operate in certain parts of the world that have experienced governmental corruption and in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices or may require us to interact with doctors and hospitals, some of which may be state controlled, in a manner that is different than in Canada and the U.S. We cannot provide assurance that our internal control policies and procedures will protect us from reckless or criminal acts committed by our employees, consultants, distributors, third party contractors or agents. Violations of these laws, or allegations of such violations, could disrupt our business and result in criminal or civil penalties or remedial measures, any of which could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market price of our Common Shares to decline.

We are also subject to various state, federal and international laws and regulations governing the collection, transmission, dissemination, use, privacy, confidentiality, security, retention, availability, integrity and other processing of health-related and other sensitive and personal information, including the HIPAA. Many states in which we operate have laws that protect the privacy and security of sensitive and personal information, including health-related information. Certain state laws may be more stringent or broader in scope, or offer

greater individual rights, with respect to sensitive and personal information than federal, international or other state laws, and such laws may differ from each other, which may complicate compliance efforts. For example, the California Consumer Privacy Act of 2018 ("**CCPA**") imposes stringent data privacy and security requirements and obligations with respect to the personal information of California residents and provides for civil penalties for violations, as well as a private right of action for certain data breaches that result in the loss of personal data that may increase the likelihood of, and risks associated with, data breach litigation. The effects on our business of the CCPA and other similar state laws are potentially significant. Since these data security regimes are evolving, uncertain and complex, especially for a global business such as ours, we will need to update or enhance our compliance measures from time to time and these updates or enhancements will require further implementation costs. Any failure, or perceived failure, by us to comply with current and future regulatory or customer-driven privacy, data protection, and information security requirements, or to prevent or mitigate security breaches, cyber-attacks, or improper access to, use of, or disclosure of data, or any security issues or cyber-attacks affecting our business, could result in significant liability, costs (including the costs of mitigation and recovery), a material loss of revenue resulting from the adverse impact on our reputation and brand, loss of proprietary information and data, disruption to our business and relationships, and diminished ability to retain or attract customers and business partners. Such events may result in governmental enforcement actions and prosecutions, private litigation, fines and penalties or adverse publicity, and could cause customers and business partners to lose trust in us, which could have an adverse effect on our reputation and business.

Internationally, laws and regulations in many jurisdictions apply broadly to the collection, transmission, dissemination, use, privacy, confidentiality, security, retention, availability, integrity and other processing of health-related and other sensitive and personal information. For example, the EU's General Data Protection Regulation ("**GDPR**"), and the UK's General Data Protection Regulation ("**UK GDPR**") together with national legislation, regulations and guidelines of the EU member states and the UK governing the processing of personal data, impose strict obligations and restrictions on the ability to collect, analyze, store, transfer and otherwise process personal data, including health data from clinical trials and adverse event reporting. The GDPR authorizes fines for certain violations of up to 4% of global annual revenue or €20 million (or GBP 17.5 million under the UK GDPR), whichever is greater. European data protection authorities may interpret the GDPR and national laws differently and impose additional requirements, which contributes to the complexity of processing personal data in or from the European Economic Area or UK. Guidance on implementation and compliance practices is often updated or otherwise revised. These laws require data controllers to implement stringent operational requirements, including, for example, transparent and expanded disclosure to data subjects about how their personal data is collected and processed, grant rights for data subjects to access, delete or object to the processing of their data, mandatory data breach notification requirements (and in certain cases, affected individuals), set limitations on retention of information and outline significant documentary requirements to demonstrate compliance through policies, procedures, training and audits. The GDPR also provides that EU member states may introduce further conditions, including limitations, and make their own laws and regulations, further limiting the processing of 'special categories of personal data,' including personal data related to health, biometric data used for unique identification purposes and genetic information, which could limit our ability to collect, use and share EU data, and could cause our compliance costs to increase, ultimately having an adverse impact on our business, and harm our business and financial condition.

We are also subject to Canada's federal *Personal Information Protection and Electronic Documents Act* ("**PIPEDA**") and substantially similar equivalents at the provincial level with respect to the collection, use and disclosure of personal information in Canada. Such federal and provincial legislation impose data privacy and security obligations on our processing of personal information of Canadian residents. The federal and Alberta legislation include mandatory data breach notification requirements. Canada's Anti-Spam Legislation ("**CASL**") also applies to the extent that we send commercial electronic messages from Canada or to electronic addresses in Canada. CASL contains prescriptive consent, form, content and unsubscribe mechanism requirements. Penalties for non-compliance with CASL are up to CAD $10 million per violation. These laws and regulations may be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible they will be interpreted and applied in ways that will materially and adversely affect our business. The regulatory framework for data privacy, data security and data transfers worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Complying

with all of these laws and regulations involves costs to our business, and failure to comply with these laws and regulations can result in the imposition of significant civil and criminal penalties, as well as litigation, all of which could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

In addition, evolving third-party relationships beyond the traditional vendor/supplier model and the increased use of digital solutions and applications, including emerging technologies such as AI and quantum computing, present new privacy and security challenges. These will require constant monitoring of new guidelines and regulations around the world, as well as a need for us to assess our capabilities in these areas.

The burdensome and often conflicting requirements under these various data protection laws require us to allocate increasingly greater resources towards ensuring compliance with them. Among other things, there is significant additional cost associated with the development, implementation and maintenance of upgrades to our information technology systems, as well as ongoing monitoring and governance efforts.

We face risks related to our information technology infrastructure or breaches of our information security systems.

The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to, among other things, effectively manage our sales, marketing, accounting, financial, legal and compliance functions, engineering and product development tasks, research and development data, communications, supply chain and fulfillment and other business processes. Despite testing, external and internal risks, such as malware, insecure coding, “Acts of God,” data leakage and human error pose a direct threat to the stability or effectiveness of our information technology systems and operations. We have mitigated our exposure to these risks through the establishment and maintenance of technology security programs and disaster recovery plans, but these mitigating activities may not be sufficient. Further, the process of continuous enhancement of our information technology systems may lead to significant ongoing software development costs, which will continue to increase if we pursue new acquisitions of companies and their current systems. In addition, integrating systems of acquired companies into our information technology systems may be costly and time consuming. In some cases, integration may not be completely feasible, resulting in the risk of managing separate systems for each entity. Moreover, some of our information technology systems are outdated and require upgrades, which could result in material capital expenditures. The failure to upgrade such systems could impact our operations and/or the security of our information and data.

We must maintain and enhance the reliability and speed of our information technology systems to remain competitive. If our information technology systems are unable to manage additional volume for our operations as our business grows, or if such systems are not suited to address the needs of our business, our operating efficiency could decline. In the past, we have had interruptions to our business due to the failure of information technology systems and equipment. In addition, if we fail to hire and retain qualified personnel to implement, protect and maintain our information technology systems, or if we fail to upgrade our systems to meet the demands of our business, our business, financial condition and results of operations could be seriously harmed. This could result in a loss of market share and could cause the market price of our Common Shares to decline.

Some of the systems used by the Company are managed by third-party service providers. These information technology systems could be damaged or cease to function properly due to the poor performance or failure of such third-party providers. If our or our third-party suppliers’ business continuity plans do not effectively resolve such issues on a timely basis, we may suffer significant interruptions in conducting our business, which may adversely impact our business, financial condition and results of operation. The failure of our information technology systems to perform as we anticipate has in the past adversely affected, and could in the future adversely affect our business which could result in harm to our reputation and have an ongoing adverse impact on our business, results of operations and financial condition, including after the underlying failures have been remedied and could cause the market price of our Common Shares to decline.

We and our third-party service provides may also be subject to cybersecurity attacks and other intentional hacking. Cybersecurity threats and the techniques used in cyber-attacks change, are developing and evolving rapidly, including from emerging technologies, such as advanced forms of AI and quantum computing. Any failure to identify and address such defects or errors or prevent a cyber-attack could result in service interruptions, operational difficulties, loss of revenues or market share, liability to our partners or others, the diversion of corporate resources, injury to our reputation and increased service and maintenance costs. Further, malfunctions in software or in devices that make significant use of information technology, including our manufacturing equipment, could lead to a risk of harm to patients. Addressing such issues could prove to be impossible or very costly and responding to resulting claims or liability could similarly involve substantial cost.

While we plan to maintain insurance coverage that is designed to address certain aspects of cyber risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise in the event we experience a cybersecurity incident, data security breach or disruption, unauthorized access or failure of systems.

Additionally, in the ordinary course of our business, we collect and store sensitive data in our data centres and on our networks, including intellectual property, proprietary business information and identifiable personal information (including of our employees and of our customers, suppliers and business partners). We are subject to laws and regulations governing the collection, use and transmission of personal information, including health information. See “Risk Factors – We are subject to various international, national, state, and local laws and regulations, including “fraud and abuse” laws, anti-bribery laws and privacy and security laws.”

In the past our systems and the systems of our partners have been subject to cybersecurity attacks and hacking, resulting in access to our information and/or the information of our employees, customers and patients. Breaches of our systems or those of our third-party contractors, or other failures to protect such information, could expose such people’s personal information to unauthorized persons. Any such event could give rise to significant potential liability and reputational harm, including potentially substantial monetary penalties. Data security breaches at third parties on whom we rely may also adversely impact our operations. We also make significant efforts to ensure that any international transfers of personal data are done in compliance with applicable law, including PIPEDA. We have procedures in place to detect and respond to data security incidents. If our efforts to protect the security of identifiable personal information or other sensitive data are unsuccessful, a significant data security breach may result in, among other things, costly government enforcement actions (for example under the GDPR, *Health Insurance Portability and Accountability Act*, as amended by the *Health Information Technology for Economic and Clinical Health Act* or PIPEDA in Canada or in connection with Health Canada, FDA and cGMP requirements), private litigation, negative publicity, closing of our facilities or a reduction in supply of our products, each of which could further result in reputation or brand damage, and our business, financial condition, results of operations or prospects could suffer. In addition, any additional restraints that may be placed on our ability to transfer such data could have a material adverse effect on our business, financial condition, results of operations, reputation and the price of our Common Shares. Furthermore, we may be required to expend significant resources beyond those we already invest to further modify or enhance our protective measures, to remediate any damage, to enable the continuity of our business and/or to integrate acquisitions.

Our adoption of AI technologies introduces new risks and uncertainties

Adoption of AI technologies introduces new risks and uncertainties, including potential inaccuracies or biases in AI outputs, cybersecurity vulnerabilities, and evolving global regulatory requirements governing AI use. Misuse or malfunction of AI systems could adversely impact our operations, reputation, or compliance. For example, use of AI technologies can lead to unintended consequences, including generating content that appears correct but is factually inaccurate, misleading or otherwise flawed, or that results in unintended biases and discriminatory outcomes, which could negatively impact individuals, harm our reputation and business, and expose us to liability. Additionally, rapid technological changes and competitive pressures may require significant ongoing investment to maintain effective and responsible AI

capabilities. Further, if we are unable to effectively manage the use of AI technologies by our employees, our confidential information, intellectual property, or reputation could be put at risk.

The emergence and continued expansion of AI and other technologies may exacerbate other risks, including those related to competition, regulation, litigation, compliance issues, ethical concerns, confidentiality, and data privacy or security. AI may enable new competitors in drug discovery and enhance the capabilities of existing competitors, thereby broadening and intensifying competitive dynamics. In addition, developing laws and regulations related to AI or other emerging technologies create uncertainty, may require significant resources to adjust business practices for compliance, and in some cases, may limit our ability to use AI-based software. Several governmental authorities have already proposed or enacted laws and other guidance governing AI, such as the EU Artificial Intelligence Act. These and other developing obligations create uncertainty and may prevent or make it harder for us to conduct or enhance our business using AI, or lead to regulatory fines, penalties, or other liability. Further, use of AI technologies could lead to unintended consequences, such as data leakage, healthcare fraud and abuse, cybersecurity incidents, intellectual property infringement, or unintended biases

Sanctions and trade control laws create the potential for significant liabilities, penalties and reputational harm.

As a company with global operations, we and the customers we sell to are subject to national laws as well as international treaties and conventions controlling imports, exports, re-export, transfer and diversion of goods (including finished goods, materials, APIs, packaging materials, other products and machines), services and technology. These include import and customs laws, export controls, trade embargoes and economic sanctions, restrictions on sales to parties that are listed on (or are owned or controlled by one or more parties listed on) denied party watch lists and anti-boycott measures (collectively "**Customs and Trade Controls**"). Applicable Customs and Trade Controls are administered by Global Affairs Canada, the Canada Border Services Agency, Public Safety Canada and various other agencies, and, in the U.S., the U.S. Treasury's Office of Foreign Assets Control, the U.S. Department of Commerce, other U.S. agencies and multiple other agencies of other jurisdictions around the world where we do business. Customs and Trade Controls relate to a number of aspects of our business, including most notably the sales of finished goods and API as well as the licensing of our intellectual property. Compliance with Customs and Trade Controls has been the subject of increasing focus and activity by regulatory authorities, in Canada, the U.S. and elsewhere, in recent years, and requirements under applicable Customs and Trade Controls in general, change frequently. Sanctions imposed with respect to the Russia-Ukraine war and the war in Iran, have been particularly dynamic and future geopolitical conflicts involving other jurisdictions may result in further changes to the sanctions environment. Any such changes to the sanctions environment may require us to withdraw from or limit our exposure to certain markets or to terminate certain business relationships in order to remain in compliance with applicable laws. Although we have policies and procedures designed to address compliance with Customs and Trade Controls, actions by our employees, by third-party intermediaries (such as distributors and wholesalers) or others acting on our behalf in violation of relevant laws and regulations may expose us to liability and penalties for violations of Customs and Trade Controls and accordingly may have a material adverse effect on our reputation and our business, financial condition, results of operations and the market price of our Common Shares.

We operate in jurisdictions that impose transfer pricing and other tax-related regulations on our intercompany arrangements, and any failure to comply could materially and adversely affect our profitability.

We are required to comply with various transfer pricing regulations. Failure to comply with such regulations may impact our effective tax rates and consequently affect our net margins. Additionally, we operate in numerous countries and our failure to comply with the local and municipal tax regimes may result in additional taxes, penalties and enforcement actions from such authorities.

Although our intercompany arrangements are based on accepted tax standards, tax authorities in various jurisdictions may disagree with and subsequently challenge the amount of profits taxed in such jurisdictions, which may increase our tax liabilities and could have a material adverse effect on the results of our

operations and cash flows. Further, the base erosion and profit shifting project undertaken by the Organisation for Economic Co-operation and Development contemplates changes to numerous international tax principles. Various countries have incorporated such tax principles into their domestic legislations by way of enactment. These enactments are significant in nature and require compliance on a regular basis. Although we will continue to adhere to such compliance, significant uncertainties remain as to the outcome of these efforts.

We are subject to environmental, health and safety laws and regulations that may have a material adverse impact on our business.

Our operations and properties are subject to extensive federal, provincial/territorial, municipal and local environmental, health and safety laws and requirements relating to, among other things, the discharge of regulated materials into the environment, human health and safety, laboratory procedures and the generation, handling, use, storage, treatment, release and disposal of hazardous materials and wastes. Where appropriate, we contract with third parties for the disposal of these hazardous materials and wastes and are otherwise diligent in designing and implementing safety procedures to ensure compliance with applicable laws and regulations. Nevertheless, we cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our generation, handling, use, storage, treatment, release or disposal of hazardous materials or wastes, we could be held liable for any resulting damages, and any liability could materially adversely affect our business, results of operations or financial condition. Although we maintain workers' compensation insurance in respect of our employees, this insurance may not provide adequate coverage against all potential liabilities. If we fail to comply with applicable environmental, health and safety laws and regulations, we may face significant administrative, civil or criminal fines, penalties or other sanctions. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations, which have tended to become more stringent over time, including any potential laws and regulations that may be implemented in the future to address global climate change concerns.

Future events, such as new information relating to our facilities or historic activities, changes in existing environmental laws or their interpretation, and more vigorous enforcement policies of federal, provincial/territorial or local regulatory agencies, may require us to incur substantial compliance costs and have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline. Laws in Canada generally impose, and laws in other jurisdictions in which we operate may impose, potential liability on the present or former owners or occupants of properties on which contamination has occurred. Although we are not aware of any contamination which, if remediation or clean-up were required, would have a material adverse effect on us, there can be no assurance that we will not be required, at some future date, to incur significant costs to comply with environmental laws, or that our operations, business, assets, cash flow or the market price of our Common Shares will not be materially adversely affected by current or future environmental laws.

Our international operations are subject to certain risks inherent in doing business in foreign jurisdictions outside of Canada and the U.S.

We have or may establish foreign manufacturing, assembly, product development, engineering and research and development operations in foreign countries, including Mexico, India and Saudi Arabia. For example, we have facilities in India and Mexico and accordingly, we rely on the efficient operation of such facilities. In addition, we rely on suppliers in foreign countries.

International operations are subject to certain risks inherent in doing business abroad, particularly in jurisdictions that may be considered "emerging markets" such as Mexico and India. Risks associated with international operations include:

- political, civil and economic instability;
- corruption risks;

- trade, customs and tax risks (including trade wars between Canada and other countries in which we operate, such as India);
- confiscatory taxation or nationalization or expropriation of income and/or assets;
- currency exchange rates and currency controls;
- limitations on the repatriation of funds;
- local regulations and laws;
- insufficient infrastructure;
- restrictions on exports, imports and foreign investment;
- increases in working capital requirements related to long supply chains;
- changes in labour laws and regimes and labour strife;
- difficulty in enforcing contractual obligations;
- difficulty in protecting intellectual property rights; and
- different and challenging legal systems.

While we do not have significant business operations in India or Mexico and do not consider ourselves an "emerging market issuer", there are unique risks to operating in these jurisdictions. In India, the federal and state governments have exercised and continue to exercise significant influence over many aspects of the Indian economy. Increased regulation, changes in existing regulation, significant changes in India's policy of economic liberalization, or strained international relations with neighbouring countries could have an adverse effect on our operations. In Mexico, we are subject to risks relating to potential political, social and economic instability, which may be heightened by the influence of Mexican criminal cartels. In addition, Spanish is the primary language through which business is conducted in Mexico. We mitigate this risk using local counsel fluent in Spanish, along with our internal legal and regulatory team in Mexico.

The Board retains effective control over our Indian and Mexican operations through our corporate structure. Our Indian and Mexican operating subsidiaries are wholly-owned by the Company, which allows us to control the operations of these entities. Among other things:

- the Company can remove or replace any of the directors and officers of the Indian and Mexican subsidiaries at any time pursuant to director or shareholder resolutions, as applicable;
- the Company maintains complete control over the books and records of the Indian and Mexican subsidiaries; and
- the Company can transfer funds from its Indian and Mexican subsidiaries to Canada at any time, subject to compliance with applicable withholding tax laws and regulatory requirements of the application jurisdiction.

In addition, the Board retains effective control over the operations of the Indian and Mexican subsidiaries through its oversight of our executive management team. In addition, certain members of our executive team travel to our India and Mexico manufacturing sites at least quarterly and hold monthly leadership meetings to ensure appropriate governance is in place to oversee the operations in each jurisdiction.

Our Board and management team believe that the operational structure of the Indian and Mexican subsidiaries represents a proper discharge of their stewardship responsibilities. Management updates the Board on a regular basis on the regulatory, business and operating environment of our operations in India and Mexico and the Board meets quarterly to review the compliance of the Company, including its India and Mexico subsidiaries, with applicable laws. In addition, the Chief Compliance Officer reports to the Audit Committee on a quarterly basis with respect to all compliance matters, including oversight of the Indian and Mexican operations. We also have an internal audit function, which is independent from management, that reports directly to the Audit Committee and has oversight of all audit matters, including auditing of the Indian

and Mexican operations. The management team and our staff have extensive experience conducting business in India and Mexico. In India, we have eight lawyers and approximately 200 regulatory, medical affairs and pharmacovigilance staff, and in Mexico, we have two legal and seven regulatory staff. The management team also relies on the expertise of reputable third-party advisors with respect to legal, regulatory and other matters in both India and Mexico.

We have also adopted several formal procedures to address risks, including certain risks related to doing business in India and Mexico. For example, we have adopted the Code of Conduct policy which requires all personnel to comply with applicable laws, explicitly prohibits improper payments to domestic and foreign officials and requires that any payments to government officials are pre-approved by Global Business Ethics and Compliance.

Expanding our business in growing markets is an important element of our strategy and, as a result, our exposure to the risks described above may be greater in the future. The likelihood of such occurrences and their potential effect on our business vary from country to country and are unpredictable, however any such occurrences could have an adverse effect on our profitability.

Geo-political events or acts of terrorism could adversely affect our operations and financial results.

Unstable political conditions or civil unrest, wars, including the wars in Ukraine and Iran, the closure of the Strait of Hormuz and the Israel-Hamas war, terrorist activities, military and domestic disturbances and conflicts and trade wars may disrupt commerce, our supply chain operations or result in political or economic instability and could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares. We have a direct market presence in certain GCC countries. Military actions by the U.S. or its allies against Iran, or retaliatory measures by Iran or its proxies, could further heighten instability in the Middle East. These events, together with the broader geopolitical conflicts noted above, have the potential to disrupt global energy markets, international trade routes, and financial markets, and may lead to increased volatility in commodity prices, supply chains and global economic conditions. Although we anticipate that any direct impact of such conflicts on our business will be limited, the indirect consequences for the global economy, the pharmaceutical industry and other industries could adversely impact our business and capital markets, making it more challenging to secure equity or debt financing.

There are risks related to forward-looking information in this prospectus.

The forward-looking information included in this prospectus relating to, among other things, our future results, performance, achievements, facility expansions, leases, prospects, growth targets or outlook, intentions or opportunities or the markets in which we operate (including, in particular, the information contained in “Cautionary Note Regarding Forward-Looking Information”, “Prospectus Summary”, “Business of Apotex”, “Description of Material Indebtedness”, “Consolidated Capitalization”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Post-Closing Structure”, “Use of Proceeds”, “Description of Share Capital”, “Dividend Policy”, “Principal and Selling Shareholders”, “Directors and Executive Officers”, “Executive Compensation”, “Director Compensation” and “Risk Factors”) including those related to the Offering, the anticipated use of proceeds, our growth strategy, our planned capital expenditures and the other statements listed in “Cautionary Note Regarding Forward-Looking Information”, is based on opinions, assumptions and estimates made by our management in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances. In particular, our statements regarding our product pipeline and financial growth targets are premised on a number of underlying factors and assumptions relating to future results, events and circumstances that management believes are reasonable in the current industry environment. Those factors and assumptions are inherently uncertain and are subject to risks, challenges and uncertainties that could cause actual results to differ materially. We make no representation that our actual future results will be the same, in whole or in part, to the growth targets set forth in this prospectus. In light of the foregoing, investors are urged to put these statements in context and not to place undue reliance on them. See “Business of Apotex– Key Growth

Pillars of our Journey of Health Strategy", "Business of Apotex– Growth Targets", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Cautionary Note Regarding Forward-Looking Information".

Stringent labour laws may adversely affect our ability to have flexible human resource policies and strikes and other labour disputes could adversely affect our business and reputation.

Labour laws may restrict our ability to have human resource policies that would allow us to react swiftly to the needs of our business. In addition, we employ a large workforce around the world, including workforces represented by works councils or unions. Although we consider that we have a strong relationship with our workforce and employee representatives, these relationships could deteriorate in the future, and we could experience strikes, other industrial action or further unionization efforts.

We are subject to insurance-related risks, including under workers' compensation legislation.

Our business exposes us to risks that are inherent in the pharmaceutical and consumer health and wellness industries. If patients, partners or others assert liability claims against our products, any ensuing litigation, regardless of outcome, could result in a substantial cost to us, divert management's attention from operations and decrease market acceptance of our products. We attempt to limit our liability by contract; however, our contractual limitations of liability may not be enforceable or may not otherwise protect us from liability for damages. Additionally, we may be subject to claims that are not explicitly covered by contract. To help to cover such claims, we maintain director and officer insurance, liability insurance, business interruption and property insurance. Our insurance coverage includes deductibles, self-insured retentions, limits of liability and similar provisions. However, there is no guarantee that our insurance coverage will be sufficient, or that insurance proceeds will be timely paid to us. In addition, we may become subject to liability hazards in circumstances where we cannot or may elect not to insure (because of high premium costs or other reasons), or for occurrences that exceed maximum coverage under our policies. If we incur these losses and they are material, our business, results of operations and financial condition may be adversely affected, which could cause the market price of our Common Shares to decline. We have no control over changing conditions and pricing in the insurance marketplace and the cost or availability of various types of insurance may change in the future.

Our business is required to register for insurance under applicable workers' compensation legislation in Canada and other jurisdictions in which we operate. Our workers' compensation premium rates are based on the relevant workers compensation board's classification of our business activity into a particular rate class, based on similarity of business activities and/or relative risk, our total insurable payroll and our accident and claim cost experience. A portion of our business is currently classified under the rate class of printing, petroleum and chemical manufacturing, however there is no guarantee the relevant workers compensation board will maintain this classification in the future. A reclassification into a different rate class could result in significant premium increases.

To the extent that any future increase in costs cannot be passed on to our customers in increased prices, increases in insurance or workplace compensation premium costs could reduce future profitability and reduce cash available for distribution to Shareholders. Further, the inability to obtain insurance in the future for certain types of losses may require us to limit the services we provide or the areas in which we operate thereby reducing our revenues and potentially reducing the cash available for distribution. Certain material events may also result in sizable losses for the insurance industry and materially adversely impact the availability of adequate insurance coverage or result in significant premium increases. Accordingly, we may elect to accept higher deductibles or reduce the amount of coverage in response to such market changes.

If we improperly handle any of the dangerous materials used in our business and accidents result, we could face significant liabilities that would lower our profits.

We handle dangerous materials, including explosive, toxic and combustible materials. If improperly handled or subjected to the wrong conditions, these materials could cause accidents resulting in injury, property and environment damage, and business disruptions. Changes in business and operations in our plants from the

introduction of new products, or increased demand for existing products, can also pose increased safety hazards. Such hazards can be addressed and mitigated through project risk assessment, employee and contractor training, proper governance systems and other safety measures, and the failure to carry these out can lead to industrial accidents.

Any of the foregoing could subject us to significant litigation or adversely impact our other litigation matters then outstanding, which could lower our profits in the event we were found liable, and could also adversely impact our reputation. In a worst case scenario, this could also result in a government forced shutdown of our manufacturing plants, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers and would adversely affect our business and results of operations.

We may become subject to liability arising from any fraudulent or illegal activity by our employees, contractors, consultants and others.

We are exposed to the risk that our employees, independent contractors, consultants, service providers and licensors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional undertakings of unauthorized activities, or reckless or negligent undertakings of authorized activities, in each case on our behalf or in our service that violate: (i) manufacturing and other compliance standards; (ii) healthcare laws and regulations in the various jurisdictions in which we operate, such as Health Canada or FDA regulations; (iii) laws that require the true, complete and accurate reporting of financial information or data; or (iv) the terms of our agreements with insurers, lenders or with our customers. In particular, we could be exposed to class action and other litigation, increased Health Canada, FDA or other regulatory inspections and related sanctions, the inability to obtain future cGMP and other compliance certifications, lost sales and revenue or reputational damage as a result of prohibited activities that are undertaken without our knowledge or permission and contrary to our internal policies, procedures and operating requirements.

We cannot always identify and prevent misconduct by our employees and other third parties, including service providers and licensors, and the precautions taken by us to detect and prevent this activity may not be effective in controlling unknown, unanticipated or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from such misconduct. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal or administrative penalties, damages, monetary fines and contractual damages, reputational harm, diminished profits and future earnings or curtailment of our operations and could cause the market price of our Common Shares to decline.

Importation of products from countries with lower prices to countries with higher prices may result in lowering the prices we receive for our products and sales of counterfeit versions of our products could harm our business and reputation.

In some countries, our products are subject to competition from lower priced versions of our products and competing products from countries where there are government-imposed price controls or other market dynamics that make the products lower priced. Despite government regulations aimed at limiting certain low-quality imports, the volume of imports may continue to rise in certain countries. This importation may adversely affect our profitability in some countries and could become more significant in the future.

In addition, our industry continues to be challenged by the vulnerability of distribution channels to counterfeiting. Reports of increased levels of counterfeiting could materially affect customer confidence in the authentic product and harm our business or lead to litigation. Further, it is possible that adverse events caused by unsafe counterfeit products could mistakenly be attributed to the authentic product. If one of our products was the subject of counterfeits, we could incur substantial reputational and financial harm.

Our indebtedness could adversely affect our financial condition and there can be no assurance of consistent or favourable interest rates or that we will be able to pay our indebtedness as it becomes due.

We have indebtedness under our Credit Facilities, which could:

- negatively affect our ability to pay principal and interest on our other indebtedness or dividends on our Common Shares;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to fund future capital expenditures and working capital, to engage in future acquisitions or development activities, or to otherwise realize the value of our assets and opportunities fully because of the need to dedicate a substantial portion of our cash flow from operations to payments of interest and principal or to comply with any restrictive terms of our debt;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- impair our ability to obtain additional financing or to refinance our indebtedness in the future; and
- place us at a competitive disadvantage compared to our competitors that may have proportionately less debt.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, could materially and adversely affect our business, financial position and results of operations and ability to pay dividends could cause the market price of our Common Shares to decline. Further, failure to comply with the covenants under our indebtedness may have a material adverse impact on our operations. If we fail to comply with the covenants under our indebtedness, and are unable to obtain a waiver or amendment, such failure may result in an event of default under our indebtedness. We may not have sufficient liquidity to repay or refinance our indebtedness if such indebtedness were accelerated upon an event of default. Under the terms of our outstanding indebtedness, we may not be able to incur substantial additional indebtedness in the future, which could further exacerbate the risks described above.

There are covenants in the Credit Facilities that restrict our ability to engage in certain types of activities.

The Credit Facilities contain restrictive covenants that may limit our ability to engage in specified types of transactions. These covenants may limit our ability and the ability of our subsidiaries to, among other things, incur indebtedness; incur and grant liens; make investments; make non-ordinary course asset sales or other dispositions of property; make acquisitions; make dispositions; fundamental changes to organizational structure; changes to their business; and transfers of material intellectual property to non-loan parties. A breach of any of these covenants could result in an event of default under the Credit Facilities. Upon the occurrence of an event of default under the Credit Facilities, the Lenders have the ability to, and may elect to, declare all amounts outstanding under such facility to be immediately due and payable and terminate all commitments to extend further credit, or seek amendments to the debt agreements that would provide for terms more favourable to the Lenders. If we are unable to repay or refinance those amounts, the agent on behalf of the Lenders is entitled to enforce against the collateral granted to secure the Credit Facilities.

We may need to obtain additional financing which may not be available or, if it is available, may result in a reduction in the percentage ownership of our then-existing Shareholders.

We may need to raise additional funds for a variety of reasons, including but not limited to:

- refinance our existing and expected indebtedness;
- expand or enhance our research and development efforts;
- expand our product portfolio across each of our business lines;
- engage in business development and licensing transactions, M&A and other strategic transactions;
- fund strategic relationships;
- finance unanticipated working capital requirements (including as a result of litigation);
- respond to competitive pressures; and
- otherwise acquire complementary businesses, technologies, products or services.

Additional debt financing may not be available on terms favourable to us, or at all, including as a result of macroeconomic factors, the actions of central banks and other factors beyond our control. If adequate debt funds are not available or are not available on acceptable terms, our ability to finance unanticipated working capital and cash requirements, fund any potential expansion strategy, take advantage of unanticipated opportunities, develop or enhance technology or services or otherwise respond to competitive pressures could be significantly limited.

If we raise additional funds by issuing equity or securities convertible into Common Shares, the percentage ownership of our then-existing Shareholders may be reduced, and holders of these securities may have rights, preferences or privileges senior to those of our then-existing Shareholders.

Fluctuations in exchange rates and interest rate movements may adversely affect our business and results of operations.

A significant portion of our revenues are in currencies other than the Canadian dollar, especially the U.S. dollar, while a significant portion of our costs are in Canadian dollars. As a result, if the value of the Canadian dollar appreciates relative to the U.S. dollar or other currencies, our revenues measured in Canadian dollars may decrease and our financial performance may be adversely impacted. We have experienced adverse impacts to our financial performance as a result of these fluctuations in the past and expect we may continue to experience future adverse impacts as a result of future exchange rate fluctuations.

In addition, we may be exposed to interest rate risk on our indebtedness, particularly to the extent we incur or maintain variable-rate debt. Rising interest rates could increase our borrowing costs, reduce our profitability, and negatively impact our financial condition. We have not used derivative financial instruments, such as hedges, to manage any currency and/or interest rate fluctuations. As a result, we may be exposed to such fluctuations without the benefit of derivative instruments, which could have a material adverse effect on our financial condition.

Our bylaws provide that any derivative actions, actions relating to breach of fiduciary duties and other actions asserting a claim relating to relationships among us, our affiliates and their respective shareholders, directors and/or officers are required to be litigated in Canada, which could limit your ability to obtain a favourable judicial forum for disputes with us.

We have included a forum selection provision in our bylaws that provides that, unless we consent in writing to the selection of an alternative forum, the Superior Court of Justice of the Province of Ontario and appellate courts therefrom (or, failing such court, any other "court" as defined in the OBCA having

jurisdiction, and the appellate courts therefrom), will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action or proceeding asserting a breach of fiduciary duty owed by any of our directors, officers or other employees to us; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the OBCA, our Articles, or our by-laws; or (iv) any action or proceeding asserting a claim otherwise related to the relationships among us, our affiliates and their respective shareholders, directors and/or officers, but excluding claims related to the business carried on by such affiliates. Our forum selection provision also provides that our securityholders are deemed to have consented to personal jurisdiction in the Province of Ontario and to service of process on their counsel in any foreign action initiated within the scope of the foregoing provisions. Therefore, it may not be possible for Shareholders to litigate any action relating to the foregoing matters outside of the Province of Ontario. Our forum selection provision seeks to reduce litigation costs and increase outcome predictability by requiring derivative actions and other matters relating to our affairs to be litigated in a single forum. While forum selection clauses in corporate charters and by-laws are becoming more commonplace for public companies in the U.S. and have been upheld by courts in certain states, they are untested in Canada. It is possible that the validity of our forum selection provision could be challenged and that a court could rule that such provision is inapplicable or unenforceable. If a court were to find our forum selection provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions and we may not obtain the benefits of limiting jurisdiction to the courts selected.

If we cannot maintain our Company's culture, we could lose the innovation, teamwork, passion, and focus on execution that we believe contribute to our success and our business may be harmed.

We believe that a critical component to our success has been our culture. Our Company is aligned behind our culture and key values and we have invested substantial time and resources in building our team within this culture. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain important aspects of our Company's culture. If we fail to preserve our culture, our ability to retain and recruit personnel, our ability to effectively focus on and pursue our corporate objectives, and our business could be harmed.

We are dependent on our operating subsidiaries and may be limited in our ability to pay dividends on the Common Shares.

We are a holding company with no business operations of our own or material assets other than the shares of our operating subsidiaries. Accordingly, all of our operations are conducted by our direct and indirect subsidiaries. As a holding company, we require dividends and other payments from our subsidiaries to meet cash requirements. While we presently intend to pay dividends to Shareholders and anticipate that our subsidiaries will have sufficient cash flow to enable such subsidiaries to pay dividends or otherwise distribute cash to us, the terms of the Credit Facilities contain restrictions on the ability of the Company to pay dividends to Shareholders and the ability of our subsidiaries to otherwise transfer to us cash or other assets in certain circumstances. As such, a decline in our business, financial condition, cash flows or results of operations may result in, pursuant to the terms of the Credit Facilities, restrictions on our ability to pay dividends or otherwise distribute cash. In such event, we may be unable to pay a dividend to Shareholders.

In addition, the declaration and payment of future dividends will be at the discretion of the Board and may be limited by our earnings, financial condition and legal or contractual restrictions, and the timing and amount of capital expenditures we make will directly affect the amount of cash available for distribution to Shareholders. In the event that our capital costs escalate, there is no assurance that we will be able to recover such increased costs, and in such event, cash available for distribution to Shareholders may be reduced. There can be no assurance that we will be in a position to pay dividends at the currently anticipated rate (or at all) in the future. See "Dividend Policy".

Parties with whom we do business with may be subject to insolvency risks or may otherwise become unable or unwilling to perform their obligations to us.

We are party to contracts, transactions and business relationships with various third parties, pursuant to which such third parties have performance, payment and other obligations to us. If any of these third parties were to become subject to bankruptcy, receivership or similar proceedings, our rights and benefits in relation to our contracts, transactions and business relationships with such third parties could be terminated, modified in a manner adverse to us, or otherwise impaired. We cannot make any assurances that we would be able to arrange for alternate or replacement contracts, transactions or business relationships on terms as favourable as our existing contracts, transactions or business relationships, if at all. Any inability on our part to do so could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

We will incur increased expenses as a result of being a public company and our current resources may not be sufficient to fulfill our public company obligations.

We will incur significant legal, accounting, insurance and other expenses as a result of being a public company, which may negatively impact our performance and could cause our business, results of operations and financial condition to suffer. Compliance with applicable securities laws in Canada and the rules of the TSX substantially increases our expenses, including our legal and accounting costs, and make some activities more time-consuming and costly. Reporting obligations as a public company and our anticipated growth may place a strain on our financial and management systems, processes and controls, as well as on our personnel.

We also expect these laws, rules and regulations to make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our Board or as officers. As a result of the foregoing, we expect a substantial increase in legal, accounting, insurance and certain other expenses in the future, which will negatively impact our financial performance and could cause our business, results of operations and financial condition to suffer.

If we fail to maintain an effective system of internal controls over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we will be responsible for establishing and maintaining adequate internal control over financial reporting, which is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Because of our inherent limitations and the fact that we will be a new public company and are implementing new financial control and management systems, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A failure to prevent or detect errors or misstatements may result in a decline in the market price of our Common Shares and harm our ability to raise capital in the future.

If management is unable to certify the effectiveness of our internal controls or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence, which could harm our business and cause a decline in the market price of our Common Shares. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in the market price of our Common Shares and harm our ability to raise capital. Failure to accurately report our financial performance on a timely basis could also jeopardize our listing on the TSX or any other stock exchange on which our Common Shares may be listed. Delisting of our Common Shares on any exchange

would reduce the liquidity of the market for our Common Shares, which would reduce the price of and increase the volatility of the market price of our Common Shares.

We do not expect that our disclosure controls and procedures and internal controls over financial reporting will prevent all error or fraud. A control system, no matter how well-designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within an organization are detected. The inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. If we cannot provide reliable financial reports or prevent fraud, our reputation and results of operations could be materially adversely affected, which could also cause investors to lose confidence in our reported financial information, which in turn could result in a reduction in the trading price of the Common Shares.

We face competition for future acquisitions or in-licensing of products.

Our growth strategy is partially predicated on our ability to acquire or in-license additional products at reasonable prices or for a price which we believe is lower than the accretive value to us of such products. We currently compete to acquire and in-license products with other participants in the pharmaceutical and health and wellness industries. Some of these companies may have greater resources than us. If we are unable to acquire or in-license additional products at reasonable or otherwise appropriate prices, our ability to expand our business and to service and ultimately repay our indebtedness may be adversely affected and this could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Intangible and other long-lived assets and goodwill on our books may lead to significant impairment charges in the future.

We carry a significant amount of goodwill and other intangible assets on our consolidated balance sheet, including, in particular, substantial goodwill obtained through acquisitions, and other intangible assets representing our intellectual property, technologies, currently marketed products and in-process development. As a result, we may incur significant impairment charges in the future if the fair value of the intangible assets and the groupings of cash generating units containing goodwill would be less than their carrying value on our combined balance sheet at any point in time.

We regularly review our long-lived intangible and tangible assets for impairment. Goodwill and acquired development projects not yet ready for use are subject to impairment review at least annually. Other long-lived assets are reviewed for impairment when there is an indication that an impairment may have occurred. As a result, we may incur significant impairment charges in the future in the fair value of such long-lived assets.

For a detailed discussion of how we determine whether an impairment has occurred, what factors could result in an impairment and the impact of impairment charges on our results of operations, see note 2 to our consolidated financial statements.

We have evolved at a very rapid pace and may be unable to successfully manage and/or support further evolution.

Since our acquisition by SK Capital in 2023, we have completed several acquisitions and productivity initiatives. Our rapid evolution has put significant demands on our processes, systems and personnel. We have made and expect to continue making further investments in systems and internal control processes

to help manage our ongoing evolution. If we are unable to successfully manage and/or support our rapid evolution and the challenges and difficulties associated with managing larger, more complex operations and business, this could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Many of our business functions and operations are centralized at our global head office in Toronto. Disruptions to the operations in that region could have an adverse effect on our business.

Most of our senior management, our primary data centre and critical resources dedicated to operations and information technology, financial and administrative functions, are located at our head office in Toronto. If we were required to shut down our head office or any of our operational sites for any reason, including fire, earthquake or other natural disaster or civil disruption, this would cause significant disruption and expense to our business and operations.

We recognize the need to enhance our disaster recovery, business continuity and document retention plans that would allow us to be operational despite unforeseen events impacting our head office, and intend to do so in the future. Without disaster recovery, business continuity and document retention plans, if we encounter difficulties or disasters at our head office or operational sites, our critical systems, operations and information may not be restored in a timely manner, or at all, and may adversely impact our business operations.

We are dependent on our third-party distributors and suppliers.

We depend on the orderly operation of the receiving and distribution process, which relies on adherence to shipping schedules and the effective management of our third-party distributors over which we have little or no control. Although we believe that our receiving and distribution processes are efficient, and we have appropriate contingency plans, unforeseen disruptions in operations due to severe weather conditions, natural disasters, or other catastrophic events, electronic or power interruptions, failure of software and hardware or other system failures, labour disagreements, geopolitical conflicts or other shipping problems may result in delays in the delivery of our shipments. Any of these events could negatively impact our financial performance and could cause our business, results of operations and financial condition to suffer. Recently there has been heightened risk of disruption related to shipping routes as a result global disputes and geopolitical conflicts, including armed conflict in the Middle East and the closure of the Strait of Hormuz, as well as piracy and other security threats. The inability to use such routes or find alternative cost competitive routes could have a material adverse effect on our business, financial conditions and results of operations. In addition, global trade wars have also impacted the cost of port fees. Any continued increase in such costs could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Certain of our products are the subject of third-party distribution or sublicense agreements, pursuant to which we may manufacture and sell products to other companies, which distribute such products in return for a royalty or a supply price, in both cases which are often based on net sales. Our ability to control pricing and volume of these products may be limited and, in some cases, these companies make all distribution and pricing decisions independently of us. If the pricing or volume of such products declines, our revenues would be adversely impacted which could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our Common Shares to decline.

Additionally, we rely on suppliers, including for the supply of raw materials, APIs or services. The loss of our significant suppliers or the inability of any such supplier to meet performance and quality specifications, requested quantities or delivery schedules could cause our sales and profitability to decline and have a negative impact on our reputation and customer relations. In addition, a significant price increase from any of our significant suppliers, including as a result of tariffs, could cause our profitability to decline if we cannot increase our prices to our customers. The foregoing could have a material adverse effect on our business, financial condition and results of operations.

We have various indemnity agreements and indemnity arrangements in place.

Concurrently with the Offering, we intend to enter into customary indemnification agreements with our directors and officers. We will also obtain directors' and officers' liability insurance to mitigate the cost of any potential future lawsuits or actions. The maximum amount of any potential future payment cannot be reasonably estimated but could have a material adverse effect on our business, financial position and results of operations.

In the normal course of business, we have entered or may enter into agreements that include indemnities in favour of third parties, such as purchase and sale agreements, license agreements, engagement letters with advisors and consultants and various product and service agreements. These indemnification arrangements may require us to compensate counterparties for losses incurred by the counterparties as a result of breaches in representations, covenants and warranties provided by us or as a result of taxes, litigation or other third-party claims or statutory sanctions that may be suffered by the counterparties as a consequence of the relevant transaction. In some instances, the terms of these indemnities are not explicitly defined. We, whenever possible, try to limit this potential liability within the particular agreement or contract, but due to the unpredictability of future events the maximum amount of any potential reimbursement cannot be reasonably estimated, but could have a material adverse effect on our business, financial position and results of operations.

When we complete acquisitions (including the APHI Acquisition and the Searchlight and CanPrev acquisitions) we often rely on indemnification arrangements from the sellers and, in some cases, representation and warranty insurance, to compensate us for losses incurred by us as a result of breaches in representations, covenants and warranties provided by the counterparties or as a result of taxes, litigation or other third-party claims or statutory sanctions that may be suffered by us with respect to the relevant transaction. In many cases the indemnification or insurance is subject to qualifiers and limitations, including deductibles and caps. In addition, there can be no assurance that we can recover from insurers or the sellers of businesses we acquire or that insurers or sellers will not contest our ability to make an indemnification claim. Failure to be compensated for these losses could have a material adverse effect on our business, financial position and results of operations.

Imported APIs and the facilities in which they are manufactured are subject to inspection by regulatory authorities who can refuse to permit the export and/or importation of APIs. We are dependent on imported API to make certain of our products in the U.S. and Canada.

We source some of the API for our products from international suppliers. From time to time, due to inspections by regulatory authorities, we have experienced temporary disruptions in the supply of imported API. Any prolonged disruption in the supply of imported API or increased costs due to tariffs could materially affect our ability to manufacture and distribute our products, reduce or eliminate our revenues, and have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares. In addition, as regulatory fees and compliance oversight of API manufacturers increase, this could result in certain companies discontinuing their supply of API to us, which would materially affect our ability to manufacture our products.

We are entirely dependent on periodic approval for the supply of the API needed to manufacture our controlled substances. An inability to obtain such approvals would reduce or eliminate our revenues for our controlled substances. In addition, we are subject to strict regulation by the DEA and Health Canada and are subject to sanctions and other enforcement measures if we are unable to comply with related regulatory requirements, including as a result of failure to maintain appropriate suspicious order monitoring policies.

We utilize controlled substances in certain of our current products and products in development. Health Canada (in Canada) and the DEA (in the U.S.) regulate products containing controlled substances, such as opiates, pursuant to the Canadian Controlled Drugs and Substances Act ("**CDSA**") and the U.S. Controlled Substances Act ("**CSA**"), respectively. These pieces of legislation impose specific requirements on manufacturers and other entities that handle controlled substances including relating to registration,

recordkeeping, reporting, storage, security, and distribution. Recordkeeping requirements include accounting for the amount of product received, manufactured, stored, and distributed. Companies handling controlled substances also are required to maintain adequate security and to report suspicious orders, thefts and significant losses. Health Canada and the DEA periodically inspect facilities for compliance with the CDSA, the CSA and their regulations. While we have compliance systems in place, risks associated with these laws and regulations cannot be entirely eliminated by policies and procedures. Failure to comply with current and future regulations regarding controlled substances, including as a result of failure to maintain appropriate suspicious order monitoring policies, could lead to a variety of sanctions by Health Canada and/or the DEA, including revocation or denial of renewal of registrations, injunctions, or civil or criminal penalties.

In addition, each year, we must submit a request to the DEA for a procurement quota in order to purchase the amount of API needed to manufacture certain of our controlled substances. Without approved procurement quotas from the DEA, we would not be able to purchase these ingredients from our suppliers. As a result, we are entirely dependent upon the DEA to approve, on an annual or other basis, a quota of API that is sufficiently large to support our plans for the continued manufacture of our controlled substances at commercial levels. The DEA continues to closely monitor quotas of certain products and as a result there may be a reduction from what was requested; however, firms may file an application for a quota adjustment at any time during the calendar year. If the DEA does not approve our requested procurement quotas, we may be unable to obtain sufficient API to manufacture these products at levels required by our customers, which could have an adverse impact on our business, financial condition, results of operations and the market price of our Common Shares.

Similar constraints exist in Canada in connection with the importation of controlled substance API in Canada pursuant to the CDSA and a number of regulations passed under it. Together, these establish a framework to control the possession, production, distribution, import, export, and destruction of substances that can pose a risk to public health or safety if misused. Controlled substances include drugs which have both licit and illicit uses, including prescription analgesics such as opioids (e.g., oxycodone, fentanyl, methadone and codeine) and methylphenidate (used in the treatment of ADHD). The CDSA and its associated regulations are administered by Health Canada and its Office of Controlled Substances ("**OCS**"). Among other requirements, importation of a controlled substance requires that a person must be a licensed dealer. In addition, prior to each importation of a controlled substance, a licensed dealer must submit to the OCS an application that contains detailed information regarding the proposed importation and must wait to receive such permit prior to any importation. A failure by us or our suppliers to comply with the CDSA and its associated regulations could lead to a variety of sanctions, including revocation or denial of renewal of necessary licences, which could have an adverse impact on our business, financial condition, results of operations and the market price of our Common Shares.

Once controlled substances API are imported into Canada, their further processing into finished dosage forms is also tightly regulated. We must obtain a Licensed Dealer's licence from OCS to produce, assemble, package, or synthesize controlled substances and also to sell and transport them. At all stages, tight controls must be in place to account for all materials used, destroyed or otherwise disposed of. Licenses are also site-specific and substance-specific. A failure to obtain or renew a licence could have an adverse impact on our business, financial condition, results of operations and the market price of our Common Shares.

Public concern over the abuse of opioid and other medications, increased legal and regulatory action and the nationwide settlement could negatively affect our business.

Prescription drug abuse and the diversion of opioids and other controlled substances are the frequent subject of public attention. The occurrence of any of the above risks could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Apotex Corp., and in some cases its affiliates, along with other manufacturers, distributors, pharmacies, pharmacy benefit managers and individual healthcare providers, is a defendant in multiple cases in the U.S. filed by numerous counties, cities, tribes and private plaintiffs that assert civil claims related to sales,

marketing and/or distribution practices with respect to prescription opioid products. These cases generally seek equitable relief and monetary damages based on a variety of legal theories, including statutory and common law claims, such as fraud, negligence and public nuisance, as well as alleged violations of the *Racketeer Influenced and Corrupt Organizations Act*. In July 2025, Apotex Corp. reached an agreement with the representatives of the Attorneys General of each of the States of the U.S. and the Plaintiffs Executive Committee (representing political subdivisions (including counties, towns and other special municipal districts) and Native American tribes) to settle the claims of the States, political subdivisions and Native American tribes against Apotex Corp. for an aggregate amount equal to US$75,000,000.

In addition, Apotex Inc. is a named defendant in several Canadian lawsuits seeking damages related to the production and alleged promotion of opioids in Canada following 1996. All of these actions, some of which have been settled, have been commenced with a view to having them certified or authorized as class actions and all are brought against multiple market participants, including other manufacturers (originator and generic) and, in some instances, wholesalers, distributors and industry consultants. See “Business of Apotex– Litigation – Opioids Litigation”.

The loss or settlement of any such claims related to opioids could have a material adverse impact on our liquidity. In addition to the costs and potential consequences associated with defending the governmental investigations and legal proceedings, legislative, regulatory or industry measures to address the misuse of prescription opioid medications may also affect our business in ways that we are not able to predict. For example, a number of states, including New York, have enacted legislation that requires the payment of assessments or taxes on the sale or distribution of opioid medications in those states. If other states or local jurisdictions successfully enact similar legislation and we are not able to mitigate the impact on our business through operational changes or commercial arrangements, such legislation in the aggregate may have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

We could be adversely impacted by climate change-related energy legislation and regulations and the potential effects of climate change on our physical operations and facilities.

Foreign, federal, state, provincial and local regulatory and legislative bodies have proposed various legislative and regulatory measures relating to climate change, regulating greenhouse gas emissions and energy policies, such as Canada’s 2030 Emissions Reduction Plan. Due to the uncertainty in the regulatory and legislative processes, as well as the scope of such requirements and initiatives, we cannot currently determine the effect such legislation and regulation may have on our operations or on the production of, our products.

In addition, the physical occurrence of severe weather conditions or one or more natural disasters, whether due to climate change or naturally occurring, such as, floods, wild fires, tornadoes, hurricanes and earthquakes in a country in which we operate or in which our suppliers or customers are located could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares. Such events could result in:

- physical damage to and complete or partial closure of one or more of our manufacturing facilities;
- temporary or long-term disruption in the supply of raw materials from our suppliers;
- disruptions to our production or ability of our employees to work efficiently; and / or
- disruptions or delays in the operations of our third-party distributors and transport of our products to our customers.

We may be subject to additional taxes, which could affect our results of operations and cause the market price of our Common Shares to decline.

We may be subject to assessments for additional taxes, including sales taxes, which could adversely affect our results of operations and the market price of our Common Shares. In accordance with current law, we pay, collect and/or remit taxes in those jurisdictions where we maintain a physical presence. In computing our tax obligations in these jurisdictions, we are required to take various tax accounting and reporting positions on matters that are not entirely free from doubt and for which we have not received rulings from the governing authorities.

While we believe that we have appropriately remitted all taxes based on our interpretation of applicable law, it is possible that some taxing jurisdictions may attempt to assess additional taxes and penalties on us if the applicable authorities do not agree with our positions. A successful challenge by a tax authority, through asserting either an error in our calculation, or a change in the application of law or an interpretation of the law that differs from our own, could adversely affect our results of operations and cause the market price of our Common Shares to decline.

Further, additional taxes may be payable by the Company or its subsidiaries as a result of the reorganization transactions that occurred prior to the filing of this prospectus, which may affect results of operations in the short term.

We currently conduct certain of our operations through foreign subsidiaries and certain of our assets are held in such entities.

We currently conduct certain of our operations through foreign subsidiaries and certain of our assets are held in such entities. The ability of such subsidiaries to make payments to the Company may be constrained by certain factors including the level of taxation, particularly corporate profits and withholding taxes, in the countries in which they operate. Any limitation on the transfer of cash or other assets between the parent corporation and such entities, or among such entities, could restrict our ability to fund our operations. Any such limitations, or the perception that such limitations may exist now or in the future, could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Our equity compensation plans may adversely impact our financial results.

In connection with the Offering, we will adopt an Omnibus Incentive Plan that will include options, RSUs, PSUs and DSUs, which may also be settled in cash. Under applicable accounting standards we may be required to record a liability and a related expense in our financial statements for potential future cash settlement of equity compensation awards. The recording of this liability could have an adverse impact on and create volatility in our financial results and, in turn, could adversely impact the trading price of the Common Shares.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our reported financial results or financial condition.

IFRS and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to contingencies, business combinations, contingent consideration, revenue recognition, provision for inventories, deferred tax assets, share-based compensation and impairment of non-financial assets, are highly complex and involve many subjective assumptions, estimates and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments could significantly change our reported financial performance or financial condition in accordance with IFRS.

Unexpected product safety or efficacy concerns may arise and maintenance of expected levels of market acceptance is uncertain.

Even if we are able to obtain and maintain regulatory approvals for our products, generic or branded, the success of our products is dependent upon achieving and maintaining market acceptance. Commercializing products is time consuming, expensive and unpredictable. There can be no assurance that we will be able to, either by ourself or in collaboration with our partners or through our licensees or distributors, successfully commercialize our new products or gain market acceptance for such products. New product candidates that appear promising in development may fail to reach the market or may have only limited or no commercial success. Levels of market acceptance for our new products could be impacted by several factors, some of which are not within our control, including but not limited to the:

- safety, efficacy, convenience and cost-effectiveness of our products compared to products of our competitors;
- scope of approved uses and marketing approval;
- availability of patent or regulatory exclusivity;
- timing of market approvals and market entry;
- availability of alternative products from our competitors;
- acceptance of the price of our products;
- effectiveness of our sales forces and promotional efforts;
- the level of reimbursement of our products;
- acceptance of our products on government and private formularies, by clinical commissioning groups and/or other healthcare groups;
- ability to market our products effectively at the retail level or in the appropriate setting of care; and
- reputation of our products.

We face an inherent business risk of exposure to significant product liability and other claims in the event that the use of our products caused, or is alleged to have caused, adverse effects. Product liability proceedings may be costly to prosecute and defend and may involve substantial awards payable by us if not found in our favour. Unexpected safety or efficacy concerns can arise with respect to our products, whether or not scientifically justified, potentially resulting in product recalls, withdrawals and/or declining sales, as well as product liability, consumer fraud and/or other claims. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

The market perception and reputation of our products and their safety and efficacy are important to our business and the continued acceptance of our products. Any negative publicity about any of our products, such as the pricing of our products, discovery of safety issues with our products, adverse events involving our products, or even public rumours about such events, could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

In addition, the discovery of one or more significant problems with a product similar to one of our products that implicate (or are perceived to implicate) an entire class of products or the withdrawal or recall of such similar products could have an adverse effect on sales of our products. New data about our products, or products similar to our products, could cause the Company reputational harm and could negatively impact demand for our products due to real or perceived side effects or uncertainty regarding safety or efficacy and, in some cases, could result in product withdrawal. If any of our products fail to gain, or lose, market acceptance, our revenues could be adversely impacted which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

The publication of negative results of studies or clinical trials may adversely impact our business.

From time to time, studies or clinical trials on various aspects of pharmaceutical products are conducted by academics or others, including government agencies. The results of these studies or trials, when published, may have a significant effect on the market for the pharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials related to our products or the therapeutic areas in which our products compete could adversely affect the sales of, the prescription trends for, and the reputation of our products, which in turn could have a material adverse effect on our business, financial condition and results of operations and the market price of our Common Shares.

Disease outbreaks may adversely impact our business.

A local, regional, national or international outbreak of a contagious disease, including, but not limited to, the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in or continue to result in: a general or acute decline in economic activity in the regions we operate in, staff shortages, mobility restrictions and other quarantine measures, supply shortages, increased government regulation, and the quarantine or contamination of one or more of our facilities. All of these occurrences may have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

As we experienced with COVID-19, any such outbreak, epidemic or pandemic could result in a general economic downturn and increased volatility in financial markets, which may negatively impact the market price for our securities and could create difficulty in raising capital in debt and equity markets, both of which could adversely affect our operations and financial performance. In addition, in any such circumstance, governments and central banks could implement monetary and fiscal measures intended to stabilize economic conditions which could result in adverse effects on our business, financial condition, results of operations and the market price of our Common Shares.

There may be claims made against us from time to time with respect to the intended health effects of our branded consumer health and wellness products that could result in litigation, distract management from our business activities and result in significant liability or damage to our brands. We may also experience product recalls.

Certain of our branded consumer health and wellness products consist of vitamins, minerals, supplements, herbs and other ingredients that are classified as foods or health supplements and are not subject to pre-market regulatory approval in certain jurisdictions. Although many of the ingredients in our branded consumer health and wellness products are vitamins, minerals, supplements, herbs and other substances for which there is a long history of human consumption, our products may contain certain innovative ingredients or combinations of ingredients. Although we believe all such products and the combinations of ingredients in them are safe when taken as we direct, there is little long-term experience with human or other animal consumption of certain of these ingredients or combinations thereof in concentrated form and previously unknown adverse reactions resulting from human consumption of these ingredients in such form could occur. Our branded consumer health and wellness products could also have certain side effects if not taken as directed or if taken by a consumer that has certain medical conditions. Such product-related risks, exacerbated by the difficulty with which consumers can isolate our products' negative or positive effects on health, could lead to claims or litigation against us which could negatively affect our financial condition, reputation and results of operations.

We may be subject to material product-related claims if people are harmed by or otherwise take issue with the branded consumer health and wellness products we sell, which could increase our costs and adversely affect our reputation, revenues and operating income. Some of the branded consumer health and wellness products we sell, distribute or manufacture may expose us to product liability claims relating to personal injury, death, or environmental or property damage, and may require product recalls or other actions.

We may initiate or participate in product recalls, withdrawals or seizures if any of our branded consumer health and wellness products are believed to cause injury or illness or if we are alleged to have violated

governmental regulations in the labelling, promotion, sale or distribution of our products in one or more jurisdictions. A significant product recall, withdrawal or seizure may require significant management attention, would likely result in substantial and unexpected costs and may materially and adversely affect our business, financial condition, results of operations and the market price of our Common Shares. Product recalls may lead to increased scrutiny of our operations by Health Canada, the FDA or other regulatory agencies, requiring further management attention and potential legal fees and other expenses. Furthermore, a significant product recall, withdrawal or seizure may adversely affect consumer confidence in our branded consumer health and wellness products and thus decrease consumer demand for such products. If branded consumer health and wellness products offered for sale by us do not comply with applicable regulatory and legal requirements in a particular country, we may be prohibited from marketing and selling such products in that country and may be required to recall or remove such products from the market and may face lawsuits related to any alleged non-compliance, which in certain cases could materially and adversely affect our business, financial condition, results of operations and the market price of our Common Shares.

Our products have limited shelf lives.

We hold finished goods and raw materials (including APIs) in inventory and many of our products, including our branded consumer health and wellness products, as well as the raw materials from which they are made, have a limited shelf life, as it is normal for certain products and ingredients to degrade over time. Our inventory may reach its expiration date and not be sold. Even though we manage our inventory, we may be required to write-down the value of any inventory that has reached its expiration date, which could have a material adverse effect on our business, financial condition, results of operations and the market price of our Common Shares.

Our success is linked, in part, to the size and growth rate of the branded consumer health and wellness products industry and an adverse change in the size or growth rate of branded consumer health and wellness products industry could adversely impact our business and growth prospects.

While we operate in various segments of the prescription pharmaceuticals and non-prescription healthcare products industries, the success of our growth strategy is, in part, tied to the size and growth rate of the branded consumer health and wellness products industry. It is difficult to estimate the size of the market and predict the rate at which the market for our products will grow, if at all. Furthermore, underlying market conditions are subject to change based on economic conditions, consumer preferences and other factors that are beyond our control, including media attention and scientific research, which may be positive or negative. An adverse change in size or growth rate of the branded consumer health and wellness products industry could adversely impact our business and growth prospects.

The market for branded consumer health and wellness products is highly competitive. Our failure to compete effectively could adversely affect our market share, revenues and growth prospects.

The market for branded consumer health and wellness products is highly competitive. Our direct competition consists of publicly and privately-owned Canadian and multinational companies, which tend to be highly fragmented in terms of both geographic market coverage and product categories. In many of our branded consumer health and wellness product lines, we compete not only with widely advertised branded products, but also with private label products. The specialized knowledge, expertise, and certifications required for production of branded consumer health and wellness products generally represent a significant barrier to entry for new competitors. Given the highly fragmented nature of the market, there are numerous companies in the branded consumer health and wellness industry with which we compete that sell products to retailers, including retailers in the food, drug, mass and club channels.

We are a relatively new entrant into the branded consumer health and wellness products industry and compete for sales with heavily advertised national and local brands, including those manufactured by other large pharmaceutical companies, food companies and retailers. Competitive products are often priced lower than ours and even if we do not increase prices, consumers or retail partners may choose to purchase such products instead of ours, based on the fact that such products cost less and the lack of instant

feedback makes it difficult to confirm the quality or superiority of our products**.** In addition, as some products become more mainstream, our products may experience increased price competition as more participants enter the market. We may not be able to compete effectively and our attempts to do so may require us to reduce our prices, which may result in lower margins. In addition, our retail partners and distributors may pressure us to rescind price increases that we have announced or already implemented, whether through a change in list price or increased promotional activity. A shift in consumer behavior towards increased purchases of branded consumer health and wellness products through e-commerce and social media platforms could also increase price competition and limit our ability to compete effectively. Failure to effectively compete could adversely affect our market share, revenues and growth prospects.

Our retail customers and naturopathic partners may not adequately support our branded consumer health and wellness products or our relationships with them may deteriorate.

We sell our branded consumer health and wellness products in Canada through retailers on whom we rely to display, present and sell our products to consumers in their brick and mortar stores and through their online e-commerce sites. Our retailers stock and display our products, and, in certain health food and other specialty stores, explain our product attributes and health benefits. In addition, some naturopaths recommend our products to their patients, which helps support brand awareness and consumer trust. Our relationships with these retailers and naturopathic partners are important for maintaining and building consumer trust in our brands and for executing the advertising and educational programs we continue to deploy. Our failure to maintain these relationships or difficulties experienced by these partners could harm our business.

We do not receive long-term purchase commitments from our retailers, and confirmed orders received from our retail partners may be difficult to enforce. In some instances, we are obliged to accept returned inventory. Furthermore, there can be no assurance that we will be able, in the future, to continue to sell our products to our retail customers on favourable trading terms or at all. We may be obligated to stop shipments to our retail customers or such customers may refuse shipments from us in the course of negotiating the resolution of trading issues with such customers. Factors that could affect our ability to maintain or expand our sales to these retailers include: (i) failure to accurately identify the needs of our customers and referring naturopaths; (ii) lack of customer or practitioner acceptance of new products or product expansions; (iii) unwillingness of our retailers to attribute premium value to our existing and new products relative to competing products; (iv) failure to obtain shelf space from our retailers; and (v) new, well-received product introductions by competitors. Our sales depend, in part, on retailers effectively displaying our products, including providing attractive space in their stores and online, and, in certain channels, having knowledgeable staff that can explain our products and their health benefits. Similarly, support and continued recommendation by naturopaths contribute to product visibility and credibility. If we lose any of our key retailers or practitioner support, or if any key retailer reduces their purchases of our existing or new products, reduces their number of stores or operations, promotes products of our competitors over us, or suffers financial difficulty or insolvency, we may experience reduced sales of our products, resulting in lower revenue and gross profit margins, which would harm our profitability and financial condition.

Failure to comply with new plain language labelling requirements for natural health products may adversely impact our business and results of operations.

Effective June 21, 2025, Health Canada's amendments to the Natural Health Products Regulations introduced new plain language labelling requirements for natural health products, including vitamins, minerals and supplements. These include the implementation of a standardized Product Facts Table, bilingual and consumer-friendly language, and enhanced cautionary statements. Although the regulations formally come into force in June 2025, Health Canada has granted a transition period extending compliance until June 21, 2028 for all products, regardless of their licensing date. If we fail to timely update our packaging and labelling or experience delays in obtaining regulatory approval for revised labels, we may face product recalls, enforcement action, or be unable to sell certain products in Canada, which could materially and adversely affect our revenues, regulatory standing and brand reputation.

Risks Related to the Offering and Ownership of Our Common Shares

The market price of our Common Shares may be volatile and your investment could suffer a decline in value.

The market price of our Common Shares could be subject to significant fluctuations after the Offering, and it may decline below the Offering Price. Some of the factors that may cause the market price of our Common Shares to fluctuate include:

- volatility in the market price and trading volume of comparable companies;
- actual or anticipated changes or fluctuations in our results of operations or in the expectations of market analysts;
- adverse market reaction to any indebtedness we may incur or securities we may issue in the future;
- short sales, hedging and other derivative transactions in our Shares;
- litigation or regulatory action against us;
- changes in our dividend policy;
- investors' general perception of us and the public's reaction to our press releases, our other public announcements and our filings with Canadian securities regulators, including our financial statements;
- publication of research reports or news stories about us, our competitors or our industry;
- positive or negative recommendations or withdrawal of research coverage by securities analysts;
- changes in general political, economic, industry and market conditions and trends;
- sales of our Common Shares by existing Shareholders;
- recruitment or departure of key personnel;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors; and
- the other risk factors described in this section of this prospectus.

Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of our environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to satisfy such criteria may result in limited or no investment in the Common Shares by those institutions, which could materially adversely affect the trading price of the Common Shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, our operations and the trading price of the Common Shares may be materially adversely affected.

In addition, broad market and industry factors may harm the market price of our Common Shares. Hence, the market price of our Common Shares could fluctuate based upon factors that have little or nothing to do with us, and these fluctuations could materially reduce the market price of our Common Shares regardless of our operating performance. In the past, following a significant decline in the market price of a company's securities, there have been instances of securities class action litigation having been instituted against that company. If we were involved in any similar litigation, we could incur substantial costs, our management's attention and resources could be diverted and it could harm our business, results of operations and financial condition.

Future sales of our securities by existing Shareholders or by us could cause the market price for our Common Shares to fall.

Sales of a substantial number of our Common Shares in the public market could occur at any time after the expiration of the contractual lock-up periods described in "Plan of Distribution – Lock-Up Arrangements". In addition, following Closing there will be [●] options, phantom units and RSUs outstanding, which will collectively represent rights to acquire or receive approximately [●] Common Shares. The Common Shares underlying these securities, will, to the extent permitted by any applicable vesting requirements, lock-up agreements and restrictions under applicable securities laws in Canada, also become eligible for sale in the public market. These sales, or the market perception that the holders of a large number of shares intend to sell Common Shares, could significantly reduce the market price of our Common Shares and the market price could decline below the Offering Price. We cannot predict the effect, if any, that future public sales of these securities or the availability of these securities for sale will have on the market price of our Common Shares. If the market price of our Common Shares was to drop as a result, this might impede our ability to raise additional capital and might cause remaining Shareholders to lose all or part of their investments.

Moreover, following Closing, SK Holdings and Sherfam will have certain rights, subject to the contractual lock-up restrictions described in "Plan of Distribution – Lock-Up Arrangements", under the Registration Rights Agreement to require us to file a prospectus covering their respective Registrable Securities or to include their Registrable Securities in prospectuses that we may file for ourselves or on behalf of other Shareholders. In addition, certain other shareholders who are parties to the Registration Rights Agreement will have Piggy-Back Registration Rights entitling them to require us to include their Registrable Securities in future public offerings undertaken by us for our own account or in connection with a Demand Distribution, subject to certain exceptions. See "Agreements with Principal Shareholders – Registration Rights Agreement". Following expiry of the contractual lock-up restrictions described in "Plan of Distribution – Lock-Up Arrangements", the exercise of Demand Registration Rights and Piggy-Back Registration Rights, together with sales of Common Shares by the Core Searchlight Shareholders, the CanPrev Shareholders or other Shareholders, could result in a significant number of additional Common Shares becoming available for sale in the public market and could adversely affect the market price of our Common Shares. In addition, pursuant to its lock-up agreement, SK Holdings and its affiliates will have the right to pledge certain of their Common Shares to lenders. While we are not aware of any intention of SK Holdings to pledge its Common Shares at this time, if SK Holdings does pledge its Common Shares as collateral to its lenders, enforcement against such collateral by SK Holdings' lenders could materially adversely affect the price of our Common Shares.

The intentions of SK Holdings and Sherfam regarding their respective long-term economic ownership are subject to change, with the result that SK Holdings and Sherfam may sell more or less Common Shares in the future than currently expected. Factors that could cause SK Holdings' or Sherfam's current intentions to change include changes in their respective personal circumstances, our succession planning or changes in our management, changes in tax laws, estate planning, market conditions and our financial performance.

Further, we cannot predict the size of future issuances of our Common Shares or the effect, if any, that future issuances and sales of our Common Shares will have on the market price of our Common Shares. Sales of substantial amounts of our Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for our Common Shares.

An active, liquid and orderly trading market for our Common Shares may not develop, and you may not be able to resell your Common Shares at or above the Offering Price.

We have applied for the listing of the Common Shares on the TSX. Listing is subject to the approval of the TSX in accordance with its original listing requirements. The TSX has not conditionally approved our listing application and there is no assurance that the TSX will approve the listing application.

There is currently no market through which our Common Shares may be sold and, if a market for our Common Shares does not develop or is not sustained, you may not be able to resell your Common Shares purchased in the Offering. This may affect the pricing of the Common Shares in the secondary market, the

transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. The Offering Price of our Common Shares was determined by negotiation among the Company, SK Holdings and the Co-Lead Bookrunners, as representatives of the Underwriters. The Offering Price may not be indicative of the market price of our Common Shares after the Offering. In the absence of an active trading market for our Common Shares, investors may have difficulty selling their Common Shares. We cannot predict the prices at which our Common Shares will trade.

Shareholders will have limited control over our operations and right to dividends.

Shareholders (other than SK Holdings) will have limited control over changes in our policies and operations, which increases the uncertainty and risks of an investment in our Company. Our Board will determine major policies, including policies regarding financing, growth, debt capitalization, any future dividends to Shareholders, as well as the appointment of our executive officers. Generally, our Board may amend or revise these and other policies without a vote of our Shareholders. Shareholders will only have a right to vote, as a class, in the limited circumstances described elsewhere in this prospectus. Our Board's broad discretion in setting policies and the limited ability of holders of Shares to exert control over those policies increases the uncertainty and risks of an investment in our Company.

SK Holdings has significant voting power in us and the interests of SK Holdings may not be the same as those of our other Shareholders.

SK Holdings holds significant voting power in our Company, and the interests of SK Holdings, its affiliates or funds managed by it may conflict with or differ from the interests of our other Shareholders. It is expected that upon completion of the Offering, SK Holdings will hold approximately [●]% of our issued and outstanding Common Shares, or approximately [●]% on a fully diluted basis. If the Over-Allotment Option is exercised in full, SK Holdings will hold approximately [●]% of our issued and outstanding Common Shares, or approximately [●]% on a fully diluted basis. See "About This Prospectus – Disclosure of Outstanding Securities and Related Information". Additionally, SK Holdings (and its affiliates, affiliated funds or funds it manages) may hold or may acquire investments and assets that may compete with us. Accordingly, the interests of SK Holdings, its affiliates or funds managed by it, may not be the same as those of our other Shareholders, and conflicts of interest may arise from time to time that may be resolved in a manner detrimental to us or our minority Shareholders. SK Holdings, its affiliates or funds managed by it may also pursue, for their own account, acquisition opportunities that could be complementary to our business, and, as a result, those acquisition opportunities may not be available to us.

As long as SK Holdings owns or controls a significant number of our outstanding Common Shares, it will have the ability to exercise substantial influence over all corporate actions requiring Shareholder approval, irrespective of how our other Shareholders may vote, including the election and removal of directors and the size of our Board, any amendments to our Articles, or the approval of any merger, acquisition or other significant corporate transaction, including a sale of all or substantially all of our assets. See "Principal and Selling Shareholders" and "Agreements with Principal Shareholders – SK Investor Rights Agreement". Circumstances may occur in which the interests of SK Holdings, its affiliates or funds managed by it, may be in conflict with the interests of our other Shareholders, and SK Holdings would have significant influence to cause the Company to take actions that align with its interests.

In addition, this concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquiror from attempting to obtain control of us, which could cause the market price of the Common Shares to decline or prevent Shareholders from realizing a premium over the market price for their Common Shares.

Any issuance of preferred shares could make it difficult for another company to acquire us or could otherwise adversely affect holders of our Common Shares, which could depress the market price of our Common Shares.

Upon completion of the Offering, our Board will have the authority to issue preferred shares and to determine the preferences, limitations and relative rights of preferred shares and to fix the number of shares

constituting any series and the designation of such series, without any further vote or action by our Shareholders. Our preferred shares could be issued with liquidation, dividend and other rights superior to the rights of our Common Shares. The potential issuance of preferred shares may delay or prevent a change in control of us, discourage bids for our Common Shares at a premium over the market price and adversely affect the market price and other rights of the holders of our Common Shares.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about us or our business, our trading price and volume could decline.

The trading market for our Common Shares will depend in part on the research and reports that securities or industry analysts publish about us or our business. We do not currently have and may never obtain research coverage by securities and industry analysts. If no securities or industry analysts commence covering us, the trading price for our Common Shares would be negatively impacted. If we obtain securities or industry analyst coverage and if one or more of the analysts who cover us downgrade our Common Shares or publish inaccurate or unfavourable research about our business, our trading price may decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Common Shares could decrease, which could cause our trading price and volume to decline.

Future offerings of debt securities or preferred shares, which would rank senior to our Common Shares upon our bankruptcy or liquidation, and future offerings of equity securities that may be senior to our Common Shares for the purposes of dividend and liquidating distributions, may adversely affect the market price of our Common Shares.

In the future, we may attempt to increase our capital resources by making offerings of debt securities, preferred equity or additional offerings of equity securities. Upon bankruptcy or liquidation, holders of our debt securities and lenders with respect to other borrowings and holders of preferred equity will receive a distribution of our available assets prior to the holders of our Common Shares. Additional equity offerings may dilute the holdings of our existing Shareholders or reduce the market price of our Common Shares, or both. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control. As a result, we cannot predict or estimate the amount, timing or nature of our future offerings, and purchasers of our Common Shares in this Offering bear the risk of our future offerings reducing the market price of our Common Shares and diluting their ownership interest in the Company.

Because SK Holdings, certain other Selling Shareholders and certain of our directors and officers reside outside of Canada, it may be difficult for Canadian investors to enforce civil liabilities against SK Holdings and our directors and officers residing outside of Canada.

SK Holdings, certain other Selling Shareholders and certain of our directors and officers are residents of countries other than Canada and all or a substantial portion of the assets of such persons are located outside Canada. As a result, it may be difficult for Canadian investors to initiate a lawsuit within Canada against these non-Canadian residents. In addition, it may not be possible for Canadian investors to collect from these non-Canadian residents judgments obtained in courts in Canada predicated on the civil liability provisions of securities legislation of certain of the provinces and territories of Canada. It may also be difficult for Canadian investors to succeed in a lawsuit in the U.S., based solely on violations of Canadian securities laws.

LEGAL PROCEEDINGS

The Company is, from time to time, involved in certain legal proceedings, as well as demands, claims and threatened litigation, that arise in the normal course of business. Other than as described under “Business of Apotex– Litigation” in this prospectus, the Company believes that the amount of liability, if any, for any pending claims of any type (either alone or combined) is not reasonably likely to have a material adverse effect on its financial position, operating results or liquidity. However, the ultimate outcome of any litigation is uncertain and, regardless of outcome, litigation can have an adverse impact on our business because of defense costs, negative publicity, diversion of management resources and other factors. See “Risk Factors”.

We are not aware of any penalties or sanctions imposed by a court or securities regulatory authority or other regulatory body against us, nor have we entered into any settlement agreements with a securities regulatory authority.

LEGAL MATTERS AND EXPERTS

The matters referred to under "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations", as well as certain other legal matters relating to the offering and sale of the Common Shares, will be passed upon on our behalf by Goodmans LLP and on behalf of the Underwriters by Stikeman Elliott LLP with respect to Canadian legal matters. As at the date of this prospectus, the partners and associates of each of Goodmans LLP and Stikeman Elliott LLP beneficially own, directly and indirectly, less than 1% of our outstanding securities or other property, or that of our affiliates.

The Successor Annual Financial Statements included in this prospectus have been audited by Ernst & Young LLP, independent auditors, as set forth in their reports thereon, included herein. Ernst & Young LLP is independent in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below and elsewhere in this prospectus, there are no material interests, direct or indirect, of any of our directors or executive officers, any Shareholder that beneficially owns, or controls or directs (directly or indirectly), more than 10% of any class or series of our outstanding voting securities, or any associate or affiliate of any of the foregoing persons, in any transaction within the three years before the date hereof that has materially affected or is reasonably expected to materially affect us or any of our subsidiaries.

On [●], 2026, the Company's consulting agreements with SK Capital and Sherfam, respectively, were each terminated. In consideration of the termination of such agreements, the Company paid fees to SK Capital and Sherfam of approximately $9.4 million and $2.1 million, respectively.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Ernst & Young LLP, located at 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 0B3.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal office in Toronto, Ontario.

MATERIAL CONTRACTS

This prospectus includes a summary description of certain of our material agreements. The summary description discloses all attributes material to an investor in the Common Shares but is not complete and is qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and made available on SEDAR+ at www.sedarplus.ca, under our profile. Investors are encouraged to read the full text of such material agreements.

The following are our only material agreements that will be in effect on Closing (other than certain agreements entered into in the ordinary course of business):

- the SK Investor Rights Agreement;
- the Sherfam Investor Rights Agreement;
- the Registration Rights Agreement;

- the Underwriting Agreement; and
- the Credit Agreement.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

GLOSSARY OF TERMS

The following is a glossary of certain industry and other defined terms used in this prospectus:

"**2025 Recapitalization**" has the meaning ascribed thereto under "Description of Share Capital – 2025 Recapitalization";

"**401(k) Plan**" has the meaning ascribed thereto under "Executive Compensation – Company Savings Plan";

"**AAM**" has the meaning ascribed thereto under "Business of Apotex– What Sets us Apart: Our Journey of Health Strategy – Experienced Management Team with Strong Shareholder Alignment";

"**Adjusted EBITDA**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Adjusted EBITDA Excluding U.S. Contribution of the Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Adjusted EBITDA Margin**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Adjusted EBITDA Margin Excluding U.S. Contribution of the Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Adjusted Net Income**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Advance Notice Provisions**" has the meaning ascribed thereto under "Description of Share Capital – Advance Notice Provisions";

"**Agent**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**AI**" has the meaning ascribed thereto under "Cautionary Note Regarding Forward-Looking Information";

"**AKS**" has the meaning ascribed thereto under "Risk Factors";

"**Allowable Capital Loss**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations – Residents of Canada – Taxation of Capital Gains and Capital Losses";

"**ANDA**" has the meaning ascribed thereto under "Industry Overview – Generic Pharmaceutical Development and Regulatory Approval Process";

"**ANDS**" has the meaning ascribed thereto under "Industry Overview – Generic Pharmaceutical Development and Regulatory Approval Process";

"**annualized run-rate cost savings**" means the Company's projected cost savings, operating expense reductions and other cost synergies over a full fiscal year that are expected to be repeated in following years due to the implementation of productivity initiatives, which in some cases may be extrapolated from cost savings, operating expense reductions and other cost synergies achieved over a period that is less than a full fiscal year.

"**APHI**" has the meaning ascribed thereto under "About This Prospectus – Presentation of Financial Information and Other Information";

"**APHI Acquisition**" has the meaning ascribed thereto under "About This Prospectus – Presentation of Financial Information and Other Information";

"**API**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals";

"**Articles**" has the meaning ascribed thereto under "Description of Share Capital";

"**ASO**" has the meaning ascribed thereto under "Business of Apotex– Litigation – Litigation Relating to Pricing and Marketing";

"**ATB**" has the meaning ascribed thereto on the cover page;

"**Audit and Risk Committee**" means the audit and risk committee of the Board;

"**Bayer**" has the meaning ascribed thereto under "Business of Apotex– Litigation – Patent Litigation – Post Launch";

"**BC Action**" has the meaning ascribed thereto under "Business of Apotex– Litigation – Opioids Litigation";

"**BMO**" has the meaning ascribed thereto on the cover page;

"**Board**" means the board of directors of the Company;

"**Board Charter**" has the meaning ascribed thereto under "Corporate Governance – Charter of the Board";

"**CAD Term Loan**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Commitments and Contractual Obligations – Credit Facilities";

"**CAGR**" means compound annual growth rate;

"**CanPrev**" has the meaning ascribed thereto under "Business of Apotex– Our 50-Year Evolution";

"**CanPrev Lock-Up Expiry**" has the meaning ascribed thereto under "Plan of Distribution – Lock-Up Arrangements";

"**CanPrev Shareholders**" has the meaning ascribed thereto under "Plan of Distribution – Lock-Up Arrangements";

"**Cashless Exercise**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Options";

"**CASL**" has the meaning ascribed thereto under "Risk Factors";

"**CCAA**" means the *Companies' Creditors Arrangement Act*;

"**CCPA**" has the meaning ascribed thereto under "Risk Factors";

"**CDMO**" has the meaning ascribed thereto under "Business of Apotex– Sales and Marketing – Business Development Capabilities";

"**CDOR**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Commitments and Contractual Obligations – Credit Facilities";

"**CDS**" has the meaning ascribed thereto on the cover page;

"**CDSA**" has the meaning ascribed thereto under "Risk Factors";

"**CDS Participants**" has the meaning ascribed thereto under "Plan of Distribution – Non-Certificated Inventory System";

"**cGMP**" has the meaning ascribed thereto under "Business of Apotex– Manufacturing and Distribution Capabilities";

"**CGPA**" has the meaning ascribed thereto under "Industry Overview – Generic Pharmaceuticals Market by Geography – Canada";

"**CGU**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Impairment of non-financial assets";

"**Chair**" means the Chair of the Board;

"**Change in Control**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Change in Control";

"**CIBC**" has the meaning ascribed thereto on the cover page;

"**CISA**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Switzerland";

"**Civac**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Acquisitions and Divestitures – Signa Civac S.A de C.V Sale of Assets";

"**Class B Options**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Class B Phantom Units**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Class B Shares**" has the meaning ascribed thereto under "Description of Share Capital – Authorized Share Capital Prior to the Pre-Closing Reorganization";

"**Class C Options**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Class C Phantom Units**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Class C Shares**" has the meaning ascribed thereto under "Description of Share Capital – Authorized Share Capital Prior to the Pre-Closing Reorganization";

"**Closing**" has the meaning ascribed thereto on the cover page;

"**Closing Date**" has the meaning ascribed thereto on the cover page;

"**CNS**" has the meaning ascribed thereto under "Business of Apotex– What Sets us Apart: Our Journey of Health Strategy – Capitalize on our Leadership and Scale in the Americas";

"**Co-invest Shares**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Co-Lead Bookrunners**" has the meaning ascribed thereto on the cover page;

"**Code of Conduct**" has the meaning ascribed thereto under "Corporate Governance – Ethical Business Conduct";

"**CODM**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Components of Results of Operations";

"**COFEPRIS**" means the Federal Commission for the Protection against Sanitary Risk (Mexico);

"**Companies (Winding Up and Miscellaneous Provisions) Ordinance**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Hong Kong";

"**Compensation Consultant**" has the meaning ascribed thereto under "Executive Compensation – Compensation Discussion and Analysis – Benchmarking Process";

"**Concordia**" has the meaning ascribed thereto under "Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies";

"**Convention**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations – Non-Resident Holders – Dividends on Common Shares";

"**Core Searchlight Shareholders**" has the meaning ascribed thereto under "Plan of Distribution – Lock-Up Arrangements";

"**Corporate Governance and Nominating Committee**" means the corporate governance and nominating committee of the Board;

"**Corporations Act**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Australia";

"**CORRA**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Commitments and Contractual Obligations – Credit Facilities";

"**CPMEA**" has the meaning ascribed thereto under "Business of Apotex– What Sets us Apart: Our Journey of Health Strategy – Experienced Management Team with Strong Shareholder Alignment";

"**Credit Agreement**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**Credit Facilities**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**CROs**" has the meaning ascribed thereto under "Risk Factors";

"**CSA**" has the meaning ascribed thereto under "Risk Factors";

"**Cumberland**" has the meaning ascribed thereto under "Business of Apotex – Our 50-Year Evolution – Positioning for Transformative Growth as a Global Health Company (2023 – Present)";

"**Customs and Trade Controls**" has the meaning ascribed thereto under "Risk Factors";

"**Datalo**" means Datalo Inc., a corporation controlled by Allan Oberman;

"**DCPP**" has the meaning ascribed thereto under "Executive Compensation – Defined Contribution Pension Plan";

"**Demand Distribution**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – Registration Rights Agreement";

"**Demand Registration Right**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – Registration Rights Agreement";

"**DFSA**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Dubai International Financial Centre";

"**Director Fees**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Deferred Share Units";

"**DOJ**" has the meaning ascribed thereto under "Business of Apotex – Litigation – Litigation Relating to Pricing and Marketing";

"**DSUs**" means Deferred Share Units;

"**EBITDA**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**EDC Term Loan Facility**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**EHS**" has the meaning ascribed there under "Business of Apotex – Suppliers";

"**EIR**" means Effective Interest Rate;

"**EMA**" means the European Medicines Agency;

"**EPP**" has the meaning ascribed thereto under "Business of Apotex– Litigation – Litigation Relating to Pricing and Marketing";

"**ERP**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Internal Controls over Financial Reporting";

"**ESG**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview";

"**ESPP**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Employee Share Purchase Plan";

"**Exempt Investors**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Australia";

"**FDA**" means the U.S. Food and Drug Administration;

"**FDCA**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview – Canada and the United States";

"**FHSAs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**FIEA**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Japan";

"**Field Trip**" has the meaning ascribed thereto under "Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies";

"**FINMA**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Switzerland";

"**First Amendment**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**first-to-market**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals – Generic Pharmaceutical Launch Strategies";

"**forward-looking information**" has the meaning ascribed thereto under "Cautionary Note Regarding Forward-Looking Information";

"**FTEs**" has the meaning ascribed thereto under "Business of Apotex – Culture and Employees";

"**GAIP**" has the meaning ascribed thereto under "Executive Compensation – Principal Elements of Compensation – Short-Term Incentive Compensation";

"**GCC**" has the meaning ascribed thereto under "Business of Apotex – Our Business";

"**GCP**" has the meaning ascribed thereto under "Risk Factors";

"**GDP**" has the meaning ascribed thereto under "Risk Factors";

"**GDPR**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview – Other Applicable Laws and Regulations";

"**GPOs**" has the meaning ascribed thereto under "Business of Apotex– Sales and Marketing – Canada";

"**Guarantors**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**Halo**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Highlights – Fiscal 2027";

"**Harrow**" has the meaning ascribed thereto under "Business of Apotex– Key Growth Pillars of our Journey of Health Strategy – Robust, High Value Pipeline to Drive Product Portfolio Growth";

"**Hatch-Waxman Act**" has the meaning ascribed thereto under "Business of Apotex– Overview of Generic Pharmaceuticals – Generic Pharmaceutical Launch Strategies";

"**HIPAA**" has the meaning ascribed thereto under "Business of Apotex– Regulatory Overview";

"**Holder**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations";

"**IASB**" has the meaning ascribed thereto under "About This Prospectus – Presentation of Financial Information and Other Information";

"**IFRS**" has the meaning ascribed thereto under "About This Prospectus – Presentation of Financial Information and Other Information";

"**IFRS 18**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – IFRS 18: Presentation and Disclosure in the Financial Statements";

"**IGBA**" has the meaning ascribed thereto under "Business of Apotex -– What Sets us Apart: Our Journey of Health Strategy – Experienced Management Team with Strong Shareholder Alignment";

"**Incentive Target**" has the meaning ascribed thereto under "Executive Compensation – Principal Elements of Compensation – Short-Term Incentive Compensation";

"**Incumbent Board**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Change in Control";

"**Initial Amended and Restated Credit Agreement**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Intelgenx"** has the meaning ascribed thereto under "Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies";

"**In-the-Money Amount**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Options";

"**Initial Term Loan Facility**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**Interim Financial Statements**" has the meaning ascribed thereto under "Selected Consolidated Financial Information";

"**IRA**" has the meaning ascribed thereto under "Industry Overview – Overview of Branded Pharmaceuticals";

"**Jefferies**" has the meaning ascribed thereto on the cover page;

"**Joint Bookrunners**" has the meaning ascribed thereto on the cover page;

"**Legacy MEP**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Legacy MEP Shares**" has the meaning ascribed thereto under "Executive Compensation – Equity Incentive Plans – Legacy Management Equity Plan";

"**Lenders**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**Litigation Escrow Account**" has the meaning ascribed thereto under "Litigation – Overview";

"**LoE**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals";

"**Market Price**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Options";

"**MDL**" has the meaning ascribed thereto under "Business of Apotex – Litigation – Litigation Relating to Pricing and Marketing";

"**Member State**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – European Economic Area";

"**Mercer**" means Mercer (Canada) Limited;

"**MUFG**" has the meaning ascribed thereto on the cover page;

"**MW Action**" has the meaning ascribed thereto under "Business of Apotex – Litigation – Opioids Litigation";

"**named executive officers**" or "**NEOs**" has the meaning ascribed thereto under "Executive Compensation – Introduction";

"**NBF**" has the meaning ascribed thereto on the cover page;

"**NDA**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals";

"**NDMA**" has the meaning ascribed thereto under "Business of Apotex – Litigation – Product Liability Litigation";

"**NDS**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals";

"**New Credit Facilities**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**NHP Regulations**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview– Canada and the United States";

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, as amended from time to time;

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended from time to time;

"**Non-Resident Holder**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations – Non-Resident Holders";

"**Notice Date**" has the meaning ascribed thereto under "Description of Share Capital – Advance Notice Provisions";

"**NPC**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Highlights – Fiscal 2025";

"**NP 58-201**" means National Policy 58-201 – *Corporate Governance Guidelines*, as amended from time to time;

"**OBBBA**" has the meaning ascribed thereto under "Risk Factors";

"**OBCA**" means the *Business Corporations Act* (Ontario), as amended from time to time;

"**Offered Securities**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – SK Investor Rights Agreement";

"**Offering**" has the meaning ascribed thereto on the cover page;

"**Offering Price**" has the meaning ascribed thereto on the cover page;

"**Omnibus Incentive Plan**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan";

"**Operating Free Cash Flow**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Operating Free Cash Flow Excluding U.S. Contribution of the Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Ophthalmic Line 2**" has the meaning ascribed thereto under "Business of Apotex – Manufacturing and Distribution Capabilities";

"**Ophthalmic Line 3**" has the meaning ascribed thereto under "Business of Apotex– Manufacturing and Distribution Capabilities";

"**Order**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – United Kingdom";

"**Originator Value**" has the meaning ascribed thereto under "Market and Industry Data";

"**OSC**" means the Ontario Securities Commission;

"**OSD**" has the meaning ascribed thereto under "Industry Overview – Overview of Generic Pharmaceuticals";

"**OTC**" has the meaning ascribed thereto under "Industry Overview";

"**Other Existing Shareholders**" has the meaning ascribed thereto under "Agreements with Principal Shareholders";

"**Over-Allotment Option**" has the meaning ascribed thereto on the cover page;

"**Over-Allotment Shares**" has the meaning ascribed thereto on the cover page;

"**Pari Passu Term Loan**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**Patent Register**" has the meaning ascribed thereto under "Business of Apotex – Intellectual Property – Canadian Market – Generic Pharmaceuticals";

"**PBMs**" has the meaning ascribed thereto under "Industry Overview – Overview of Branded Pharmaceuticals";

"**pCPA**" has the meaning ascribed thereto under "Industry Overview – Generic Pharmaceuticals Market by Geography – Canada";

"**Peak Sales**" has the meaning ascribed thereto under "Market and Industry Data".

"**Piggy-Back Distribution**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – Registration Rights Agreement";

"**Piggy-Back Registration Right**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – Registration Rights Agreement";

"**PIPEDA**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview";

"**PMPRB**" has the meaning ascribed thereto under "Industry Overview – Overview of Branded Pharmaceuticals";

"**PM(NOC) Regulations**" has the meaning ascribed thereto under "Business of Apotex – Regulatory Overview";

"**PPACA**" has the meaning ascribed thereto under "Risk Factors – Risks Related to our Business and Industry";

"**PPE**" means property, plant and equipment.

"**Pre-Closing Reorganization**" has the meaning ascribed thereto under "Description of Share Capital – Pre-Closing Reorganization";

"**Predecessor**" has the meaning ascribed thereto under "About This Prospectus – Presentation of Financial Information and Other Information";

"**Predecessor Annual Financial Statements**" has the meaning ascribed thereto under "Selected Consolidated Financial Information";

"**Prior Credit Facilities**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Prior First Amendment**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Prior Pari Passu Term Loan**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Prior Revolving Facility**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Prior Term Loans**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**PSUs**" has the meaning ascribed thereto under "Executive Compensation – Principal Elements of Compensation – Long-Term Incentive Compensation";

"**PSU Service Year**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Performance Share Units";

"**RAMQ**" has the meaning ascribed thereto under "Business of Apotex – Litigation – RAMQ Investigation";

"**Raymond James**" has the meaning ascribed thereto on the cover page;

"**RBC**" has the meaning ascribed thereto on the cover page;

"**RDSPs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**Registrable Securities**" has the meaning ascribed thereto under "Agreements with Principal Shareholders – Registration Rights Agreement";

"**Registration Rights Agreement**" has the meaning ascribed thereto under "Agreements with Principal Shareholders";

"**Regulation 32**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Singapore";

"**Resident Holder**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations – Residents of Canada";

"**RESPs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**Return on Invested Capital**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Return on Invested Capital Excluding U.S. Contribution of the Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Revenue Excluding U.S. Contribution of the Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures";

"**Revolving Facility**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**RRIFs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**RRSPs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**RSUs**" has the meaning ascribed thereto under "Executive Compensation – Principal Elements of Compensation – Long-Term Incentive Compensation";

"**RSU Service Year**" has the meaning ascribed thereto under "Executive Compensation – Omnibus Incentive Plan – Restricted Share Units";

"**R&D**" has the meaning ascribed thereto under "Cautionary Note Regarding Forward-Looking Information";

"Sale-Leaseback" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Components of Results of Operations – Other Operating Expenses (Income), Net";

"**Scotia**" has the meaning ascribed thereto on the cover page;

"**Searchlight**" has the meaning ascribed thereto under "Business of Apotex – Our 50-Year Evolution – Positioning for Transformative Growth as a Global Health Company (2023 – Present)";

"**Secondary Offering**" has the meaning ascribed thereto on the cover page;

"**Securities and Futures Ordinance**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Hong Kong";

"**SEDAR+**" has the meaning ascribed thereto under "Marketing Materials";

"**Selling Shareholders**" has the meaning ascribed thereto on the cover page;

"**SFA**" has the meaning ascribed thereto under "Plan of Distribution – Sales Outside of Canada and the U.S. – Singapore";

"**Shareholders**" means holders of Common Shares;

"**Shares**" has the meaning ascribed thereto under "The Offering";

"**Sherfam**" means API Investment LP;

"**Sherfam Investor Rights Agreement**" has the meaning ascribed thereto under "Agreements with Principal Shareholders";

"**Signa**" means Signa S.A. de C.V.

"**SK Capital**" means SK Capital Partners, LP;

"**SK Holdings**" means SK Artemis Holdings, II, LLC;

"**SK Investor Rights Agreement**" has the meaning ascribed thereto under "Agreements with Principal Shareholders";

"**SOFR**" means Secured Overnight Financing Rate;

"**Successor Annual Financial Statements**" has the meaning ascribed thereto under "Selected Consolidated Financial Information";

"**Supplemental Plan**" has the meaning ascribed thereto under "Executive Compensation – Defined Contribution Plans – Defined Contribution Pension Plan";

"**Swingline Facility**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Credit Facilities";

"**Tax Act**" has the meaning ascribed thereto under "Eligibility for Investment";

"**Tax Proposals**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations";

"**Taxable Capital Gain**" has the meaning ascribed thereto under "Certain Canadian Federal Income Tax Considerations – Residents of Canada – Taxation of Capital Gains and Capital Losses";

"**TD**" has the meaning ascribed thereto on the cover page;

"**Teva**" has the meaning ascribed thereto under "Business of Apotex – What Sets us Apart: Our Journey of Health Strategy – Experienced Management Team with Strong Shareholder Alignment";

"**TFSAs**" has the meaning ascribed thereto under "Eligibility for Investment";

"**Third Amendment**" has the meaning ascribed thereto under "Description of Material Indebtedness";

"**TPF**" has the meaning ascribed thereto under "Industry Overview – Generic Pharmaceuticals Market by Geography – Canada";

"**Treasury Offering**" has the meaning ascribed thereto on the cover page;

"**TSX**" has the meaning ascribed thereto on the cover page;

"**UK GDPR**" has the meaning ascribed thereto under "Risk Factors";

"**UMIR**" has the meaning ascribed thereto under "Plan of Distribution – Price Stabilization, Short Positions and Passive Market Making";

"**Underwriters**" has the meaning ascribed thereto on the cover page;

"**Underwriters' Fee**" has the meaning ascribed thereto on the cover page;

"**Underwriting Agreement**" has the meaning ascribed thereto under "Plan of Distribution – General";

"**U.S.**" means the United States of America;

"**U.S. Securities Act**" has the meaning ascribed thereto on the cover page;

"**USD Term Loan**" has the meaning ascribed thereto under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Commitments and Contractual Obligations – Credit Facilities";

"**UW Lock-Up Expiry**" has the meaning ascribed thereto under "Plan of Distribution – Lock-Up Arrangements";

"**Vanda**" has the meaning ascribed thereto under "Business of Apotex – Litigation – Patent Litigation – Post Launch";

"**Venator**" has the meaning ascribed thereto under "Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies";

"**VMS**" has the meaning ascribed thereto under "Industry Overview"; and

"**Volume-Limited License Product**" has the meaning ascribed thereto under "Non-IFRS Measures".

APPENDIX A

CHARTER OF THE BOARD OF DIRECTORS
(the "Charter")

1. PURPOSE

The purpose of this Charter is to set out the mandate and responsibilities of the board of directors (the "**Board**") of Apotex Health Corp. (the "**Company**"). By approving this Charter, the Board confirms its responsibility for the stewardship of the Company and its affairs. This stewardship function includes responsibility for the matters set out in this Charter. The responsibilities of the Board described herein are pursuant to, and subject to, the provisions of applicable statutes and the constating documents of the Company and do not impose any additional responsibilities or liabilities on the directors at law or otherwise.

2. CHAIR

The Board may elect a director to act as Chair of the Board (the "**Chair**") and shall provide the Chair with a written position description. If at any point the Chair is not an independent director (within the meaning of Section 1.4 of National Instrument 52-110 – *Audit Committees*) or if the Chair is not free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as Chair of the Board, then the Board shall elect an independent director to act as Lead Director of the Board (the "**Lead Director**") and shall provide the Lead Director with a written position description.

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board is responsible for the stewardship and oversight of the Company and in that regard shall be specifically responsible for:

(a) participating in the development of and approving a strategic plan for the Company;

(b) supervising the activities and managing the investments and affairs of the Company;

(c) approving the Company's annual operating and capital budgets;

(d) approving major decisions regarding the Company;

(e) defining the roles and responsibilities of management;

(f) reviewing and approving the business objectives to be met by management;

(g) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer (the "**CEO**") and other senior executives of the Company that report directly to the CEO (together with the CEO, "**Senior Executives**") and that the Senior Executives create a culture of integrity, throughout the organization;

(h) appointing, replacing, assessing and compensating the CEO;

(i) after receiving the recommendation of the CEO, appointing, replacing, assessing and compensating the other Senior Executives;

(j) issuing securities of the Company for such consideration as the Board may deem appropriate, subject to applicable law;

(k) reviewing the Company's debt strategy;

(l) identifying and managing risk exposure;

(m) identifying and managing risks specifically concerning: (i) corporate social responsibility matters, including environmental, social and governance ("**ESG**") matters; (ii) cybersecurity; and (iii) the Company's use and development of AI;

(n) ensuring the integrity and adequacy of the Company's internal controls and management information systems;

(o) succession planning for Senior Executives;

(p) establishing committees of the Board, where required or prudent, and defining their mandate;

(q) developing and approving clear position descriptions for the Chair, the Lead Director (if applicable), the CEO and the chair of each committee of the Board;

(r) adopting a written code of business conduct and ethics and monitoring compliance with such code, including the consideration of any waiver proposed to be granted to a Director or Senior Executive from complying with such a code and approving or rejecting such waivers as it deems appropriate;

(s) establishing and maintaining procedures and policies to ascertain director independence;

(t) ensuring effective and adequate communication with shareholders, other stakeholders and the public;

(u) determining the amount and timing of dividends to shareholders, if any; and

(v) providing general guidance and oversight to the Company regarding corporate governance, including the Company's ESG programs.

It is recognized that every director in exercising powers and discharging duties must act honestly and in good faith with a view to the best interests of the Company. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In this regard, they will comply with their duties of honesty, loyalty, care, diligence, skill and prudence.

In addition, directors are expected to carry out their duties in accordance with policies and regulations adopted by the Board from time to time.

4. EXPECTATIONS OF DIRECTORS

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the proper conduct of the Board.

(a) *Commitment and Attendance*. All directors are expected to maintain a high attendance record at meetings of the Board and the committees of which they are members. Attendance by telephone or video conference may be used to facilitate a director's attendance.

(b) *Preparation for Meetings*. All directors are expected to review the materials circulated in advance of meetings of the Board and its committees and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the Chair, and if one has been appointed and if appropriate, the Lead Director, the CEO and any other appropriate

executive officer(s) of the Company to ask questions and discuss agenda items prior to meetings.

(c) *Participation in Meetings*. Each director is expected to be sufficiently knowledgeable of the business of the Company, including its financial statements, and the risks it faces, to ensure active and effective, and candid and forthright participation in the deliberations of the Board and of each committee on which he or she serves.

(d) *Loyalty and Ethics*. In their roles as directors, all members of the Board owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any other interest possessed by a director. Directors are expected to conduct themselves in accordance with the Company's Code of Business Conduct and Ethics.

(e) *Personal Conduct*. Directors are expected to: (i) exhibit high standards of personal integrity, honesty and loyalty to the Company; (ii) project a positive image of the Company to news media, the financial community, governments and their agencies, shareholders and employees; (iii) be willing to contribute extra efforts, from time to time, as may be necessary including, among other things, being willing to serve on committees of the Board; and (iv) disclose any potential conflict of interest that may arise with the affairs or business of the Company and, generally, avoid entering into situations where such conflicts could arise or could reasonably be perceived to arise.

(f) *Confidentiality*. The proceedings and deliberations of the Board and its committees are confidential. Each member of the Board will maintain the confidentiality of information received in connection with his or her service as a director.

5. OTHER BOARDS, SIGNIFICANT TIME COMMITMENTS AND INTERLOCKS

The Company values the experience directors bring from other boards on which they serve and other activities in which they participate but recognizes that those boards and activities also may present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Each member of the Board should, when considering membership on another board or committee, make every effort to ensure that such membership will not impair the member's time and availability for his or her commitment to the Company. Directors should advise the Chair (and, if one has been appointed, the Lead Directors) before accepting membership on other public company boards or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities that could reasonably be expected to affect the member's independent relationship with the Company or result in an actual or perceived conflict.

In addition to the foregoing, a director that is also the CEO may not serve simultaneously on the board of more than two other public companies unless the Board determines that simultaneous service will not materially adversely affect the Board from acting independently or from fulfilling its mandate in accordance with applicable law. No other director may serve simultaneously on the board of more than four other public companies unless the Board determines that simultaneous service will not materially adversely affect the Board from acting independently or from fulfilling its mandate in accordance with applicable law.

No more than two directors should serve on the same public company board or board committee, unless otherwise agreed by the Board. Notwithstanding the foregoing, the Board has the discretion to assess any new or existing interlocks and determine whether the interlocks affect the ability of those directors to contribute to the Board. In considering whether or not to permit more than two directors to serve on the same board or committee, the Board should take into account all relevant considerations including, in particular, the total number of Board interlocks at that time and the strategic requirements of the Company.

6. MEETINGS

The Board will meet not less than four times per year: three meetings to review quarterly results and one meeting to review the annual financial results of the Company. The Board shall meet periodically without management present to ensure that the Board functions independently of management. If the Chair is not present at the meeting, the Lead Director, if one has been appointed, will chair the meeting. At each Board meeting, unless otherwise determined by the Board, an in-camera meeting of independent directors will take place, which session will be chaired by the Chair of the Board or, if one has been appointed, the Lead Director. In discharging its mandate, the Board and any committee of the Board will have the authority to retain and receive advice from outside financial, legal or other advisors (at the cost of the Company) as the Board or any such committee determines to be necessary to permit it to carry out its duties.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Management attendees who are not Board members will be excused for any agenda items which are reserved for discussion among directors only.

A director may participate in a Board meeting or in a committee meeting by means of telephone, electronic or such other communications facilities as permit all persons participating in the meeting to communicate with each other and a director participating in such a meeting by such means is deemed to be present at the meeting.

While it is the intent of the Board to follow an agreed meeting schedule as closely as possible, it is felt that, from time to time, with respect to time sensitive matters telephone board meetings may be required to be called in order for directors to be in a position to better fulfill their legal obligations. Alternatively, management may request the directors to approve certain matters by unanimous written consent.

7. BOARD MEETING AGENDAS AND INFORMATION

The Chair, and if one has been appointed, the Lead Director, in consultation with management, will develop the agenda for each Board meeting. Agendas will be distributed to the directors before each meeting, and all directors shall be free to suggest additions to the agenda in advance of the meeting.

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting. Reports may be presented during the meeting by members of the Board, management and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

8. EXPECTATIONS OF AND ACCESS TO MANAGEMENT

It is expected that management will co-operate in all ways to facilitate compliance by the Board with its legal duties by causing the Company and its subsidiaries to take such actions as may be necessary in that regard and by promptly reporting any data or information to the Board that may affect such compliance.

Management shall be required to report to the Board at the request of the Board on the performance of the Company, new and proposed initiatives, the Company's business and investments, management concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects management to promptly report to the Chair or, if one has been appointed and if appropriate, the Lead Director, any significant developments, changes, transactions or proposals respecting the Company or its subsidiaries. All members of the Board should be free to contact management at any time to discuss any aspect of the Company's business. Directors should use their judgement to ensure that any such contact is not disruptive to the operations of the Company. The Board expects that there will be frequent opportunities for members of the Board to meet with management in meetings of the Board and committees, or in other formal or informal settings.

9. ACCESS TO OUTSIDE ADVISORS

The Board may, in its sole discretion, retain and obtain the advice and assistance of such advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of such advisors to be paid by the Company.

10. COMMUNICATIONS

The Board shall approve the content of the Company's major communications to shareholders and the investing public including any annual report, management information circular, annual information form and any prospectuses which may be issued. The Audit and Risk Committee shall review and recommend to the Board the approval of the quarterly and annual financial statements (including management's discussion and analysis) and press releases relating to financial matters. The Human Resources and Compensation Committee shall review and recommend to the Board for approval reports regarding executive compensation. The Corporate Governance and Nominating Committee shall review and recommend to the Board for approval the Company's system of corporate governance practices.

The Board shall monitor the effectiveness of the Company's communications, including measures for receiving feedback from stakeholders. The Board will appoint an independent, non-executive director to be available to stakeholders with concerns should communications with management fail to resolve the issue or such contact is inappropriate.

The Board shall have responsibility for reviewing the Company's policies and practices with respect to disclosure of financial and other information including insider reporting and trading. The Board shall approve and monitor the disclosure policies designed to assist the Company in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law. The Board shall review the Company's policies relating to communication and disclosure on an annual basis.

11. DELEGATION OF POWERS

Subject to applicable law, the Board may delegate all or any of the powers of the Board to any director(s), committee of the Board or management, and define the scope of and manner in which such powers will be exercised by such persons as they may deem appropriate. The Board retains responsibility for oversight of any matters delegated to any director(s) or any committee of the Board, to management or to other persons.

12. BOARD EFFECTIVENESS

The Board shall review and, if determined appropriate, adopt a process recommended by the applicable committee of the Board, if any, for reviewing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors on an annual basis.

13. EDUCATION AND TRAINING

The Board will provide newly elected directors with an orientation program to educate them on the Company, their roles and responsibilities on the Board or Committees, as well as the Company's internal controls, financial reporting and accounting practices. In addition, directors will, from time to time, as required, receive: (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and (b) continuing education about the Company to maintain a current understanding of the Company's business, including its operations, internal controls, financial reporting and accounting practices.

14. LIMITATION ON DUTIES

In contributing to the Board's discharge of its duties under this Charter, each member of the Board will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Board are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by management of the Company, and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

15. NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Board's flexible governance framework. While this Charter should comply with all applicable law and the Company's constating documents, this Charter does not create any legally binding obligations on the Board, any Committee, any director or the Company.

APPENDIX B

CHARTER OF THE AUDIT AND RISK COMMITTEE

1. PURPOSE

The purpose of the Audit and Risk Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Apotex Health Corp. (the "**Corporation**") is to oversee the Corporation's financial controls and reporting and monitor whether the Corporation complies with financial covenants and legal and regulatory requirements governing financial disclosure matters and risk management.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Following each annual meeting of the shareholders of the Corporation, the Board shall elect no fewer than three directors (the "**Members**") to the Committee and shall appoint one of the Members to chair the Committee (the "**Chair**"). Any Member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a Member of the Committee upon ceasing to be a member of the Board.

Each Member shall be "independent" and "financially literate", as required by and defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), subject to any exceptions permitted under NI 52-110.

The Chair of the Committee shall have the responsibilities set out in position description for the Chair of the Committee.

3. MANDATE AND RESPONSIBILITIES

The mandate and responsibilities of the Committee are as follows:

(a) *Appointment and Oversight of External Auditor*. The Committee shall have direct responsibility for recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Corporation's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation, and to review and assess the performance of the external auditors. The Committee shall monitor the relationship, and resolve disagreements, between management and the external auditor. The Committee shall review the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

(b) *Appointment and Oversight of Chief Financial Officer ("**CFO**") and Internal Auditor*. The Committee shall participate in the identification and assessment of candidates for the positions of CFO and Head of Internal Audit, if any. Unless otherwise changed by the Committee, the internal audit function shall report to the Committee directly, with reporting to the CFO for administrative employment matters only. Oversight of the internal auditing function may include approval of internal audit plan, review of internal audit reports, periodic meetings with internal audit to discuss process, significant findings, changes to scope of audit plan, any challenges with management or audit scope restrictions and adequacy of management's responses to audit findings.

(c) *Internal Controls over Financial Reporting (ICFR) and Disclosure Controls and Procedures (DCP)*. The Committee shall review and assess periodically with management the Corporation's ICFR and DCP compliance program. The Committee shall discuss

periodically with management, the internal audit function and the external auditor the quality and adequacy of the Corporation's internal controls and internal auditing procedures, if any, including any significant deficiencies in the design or operation of those controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls. The Committee shall also discuss how the Corporation's financial systems and controls compare with industry practices.

(d) *Accounting Policies*. The Committee shall review and assess periodically with management and the external auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the external auditor how the Corporation's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that has been discussed with management, the ramifications of such alternative treatment and the auditor's preferred treatment, as well as any other material communications with management.

(e) *Pre-approval of All Audit Services and Permitted Non-Audit Services*. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Corporation and its subsidiaries by the external auditor; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized to the extent permitted under the rules of professional conduct of the Chartered Professional Accountants of Ontario.

(f) *Annual Audit*. In connection with the annual audit of the Corporation's financial statements, the Committee shall:

(i) request from the external auditor a formal written statement delineating all relationships between the external auditor and the Corporation;

(ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;

(iii) approve the selection, and the terms of the engagement, of the external auditor;

(iv) review and recommend for Board approval the Corporation's audited financial statements and related management's discussion and analysis disseminated to regulatory authorities and the public and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;

(v) perform the procedures set forth under the heading "Financial Reporting Procedures" below with respect to the annual financial statements;

(vi) review with the Corporation's counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Corporation's financial statements; and

(vii) review with management and the external auditor the Corporation's critical accounting policies and estimates.

(g) *Financial Reporting Procedures*. In connection with the Committee's review of each reporting of the Corporation's annual financial information, the Committee shall:

(i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and adopted by the Canadian Accounting Standards Board, Generally Accepted Auditing Standards of Canada and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Corporation's financial statements;

(ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);

(iii) review with management and the external auditor any significant financial or other arrangements of the Corporation which do not appear on the Corporation's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements; and

(iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.

(h) Interim Financial Statements and Other Disclosure. The Committee shall:

(i) review and recommend for Board approval the Corporation's interim financial statements, including any certification, report, opinion or review rendered by the external auditor and the related management's discussion and analysis and press release;

(ii) review and recommend to the Board for approval the Corporation's annual earnings press releases;

(iii) review any other press releases that contain material financial information and such other financial information of the Corporation provided to the public or any securities regulatory authority as the Committee requires;

(iv) periodically assess and satisfy itself that adequate procedures have been put in place by management for the review of the Corporation's public disclosure of financial information extracted or derived from the Company's financial statements; and

(v) review and make recommendations with respect to compliance with laws and any litigation, claim or contingency that could have a material effect upon the financial position of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee.

(i) *Insurance Coverage*. Review and make recommendation regarding insurance coverage (annually or as may be otherwise appropriate).

(j) *Risk Disclosures*. The Committee shall: (a) review and approve any Committee reports for inclusion in the Corporation's annual management information circular, annual information

form or other disclosure document; and (b) review all disclosure under the heading "Risk Factors" in the Corporation's periodic reports filed on the System for Electronic Data Analysis and Retrieval.

4. RISK MANAGEMENT AND COMPLIANCE MATTERS

A. Risk Management Framework

In fulfilling its risk management oversight responsibilities, the Committee shall:

(a) discuss with management the Corporation's major risk exposures and the steps management has taken to monitor and control such exposures and review and assess the effectiveness and prudence of management in managing the risks to which the Corporation is exposed;

(b) review and assess the appropriateness and effectiveness of the policies, procedures and systems implemented by management to manage the material risks of the Corporation's business, taking into account the reports of the Corporation's management and such other persons as the Committee may consider appropriate;

(c) consider and provide advice to the Board, when appropriate, on the risk impact of any strategic decision that the Board may be contemplating; and

(d) consider and review annually with management and the Board the Corporation's information governance policies and programs, privacy, information technology and cyber security risk exposures identified by management, and the adequacy of the steps management has taken to monitor and mitigate such privacy, information technology and cyber security risks.

B. Compliance

The Committee shall:

(a) monitor the Corporation's efforts to implement compliance programs, policies and procedures that respond to the various compliance and regulatory risks facing the Corporation and support lawful and ethical business conduct by the Corporation's employees;

(b) oversee the Corporation's compliance programs and policies, including the Code of Conduct and Business Ethics (which includes the Corporation's Speaking-Up Policy), and monitor, as the Committee determines to be appropriate under the circumstances, the Corporation's adherence to such programs and policies; and

(c) establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding compliance, accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable compliance with laws, accounting or auditing matters under the Corporation's Speaking-Up Policy.

5. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

The Committee shall review the Corporation's policies relating to the avoidance of conflicts and monitor conflicts of interest (real or perceived) of members of the Board and/or management in accordance with applicable law and the Code of Conduct and Business Ethics. The Committee shall review and approve all

payments to be made pursuant to any related party transactions of the Corporation involving executive officers and members of the Board as may be necessary or desirable.

Any Member who has a potential or actual conflict of interest in any matter must disclose that conflict to the Committee, not participate in any discussion pertaining to that matter and abstain from any vote of the Committee pertaining to that matter, except as may be permitted pursuant to applicable law and where the Board or the Committee has expressly determined that it is appropriate for such Member to vote on such matter.

6. MEETINGS AND PROCEDURES

A. Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

Members may participate in a meeting of the Committee by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Members may raise any subjects that are not set on the agenda by the Chair.

At any meeting of the Committee, an opportunity shall be provided for any Member to request that the Committee meet in Executive Session during such meeting. "**Executive Session**" shall mean a session at which the Members meet without the attendance of officers or employees of the Corporation, legal counsel, advisors or other non-Members.

The Committee or its Chair should meet at least once per year with management and the external auditor in separate sessions to discuss any matters that the Committee or either of these groups desires to discuss privately. In addition, the Committee or its Chair should meet with management quarterly in connection with the review and approval of the Corporation's interim or annual financial statements, as applicable.

B. Quorum

Unless otherwise determined by the Committee, a majority of the Members shall constitute a quorum.

C. Attendance

The Committee may invite or request the attendance of such officers, directors or employees of the Corporation, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

D. Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another Member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other Members as appropriate prior to the exercise of any powers and will, in any event, advise all other Members of any decisions made or powers exercised.

E. Decisions

Decisions of the Committee shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the Members.

F. Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Committee and the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

G. Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate from time to time or as the Board may from time to time request or refer to the Committee.

7. ANNUAL EVALUATIONS

On an annual basis, the Committee shall follow the process established by the Nominating and Corporate Governance Committee and adopted by the Board for assessing the performance and effectiveness of the Committee, including a review and assessment of the position description of the Chair and its compliance with this Charter.

On an annual basis, the Committee shall review and assess the adequacy of this Charter and recommend to the Nominating and Corporate Governance Committee any changes it deems appropriate, including to account for best practice guidelines recommended by, and to ensure compliance with any rules or regulations disseminated by, securities regulators and stock exchanges, to the extent applicable to the Corporation.

8. RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

(a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation;

(b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and

(c) communicate directly with the external auditors and internal auditors.

The Corporation shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter shall be included on the Corporation's website and shall be made available in print upon request sent to the Corporation's Corporate Secretary.

9. LIMITATIONS ON COMMITTEE'S DUTIES

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (a) the integrity of the persons and organizations from whom they receive information, (b) the accuracy and completeness of the information provided, (c) representations made by management of the Corporation and its subsidiaries as to the non-audit services provided to the Corporation and its subsidiaries by the external auditor, (d) financial statements of the Corporation represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with applicable generally accepted accounting principles, and (e) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

This Charter is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

INDEX TO FINANCIAL STATEMENTS

	Page
Consolidated Financial Statements of Apotex Health Corp. (formerly known as Artemis Parent, Inc.) for the years ended March 31, 2026 and March 31, 2025	F-2
Independent Auditor's Report	F-3
Consolidated Statements of Financial Position as at March 31, 2026 and March 31, 2025	F-5
Consolidated Statements of Net Income and Comprehensive Income for the years ended March 31, 2026 and March 31, 2025	F-6
Consolidated Statements of Changes in Equity for the years ended March 31, 2026 and March 31, 2025	F-7
Consolidated Statements of Cash Flows for the years ended March 31, 2026 and March 31, 2025	F-8
Notes to Consolidated Financial Statements	F-9
Consolidated Financial Statements of Apotex Health Corp. (formerly known as Artemis Parent, Inc.) for the years ended March 31, 2025 and March 31, 2024	F-60
Independent Auditor's Report	F-61
Consolidated Statements of Financial Position as at March 31, 2025 and March 31, 2024	F-63
Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss) for the years ended March 31, 2025 and March 31, 2024	F-64
Consolidated Statements of Changes in Equity for the years ended March 31, 2025 and March 31, 2024	F-65
Consolidated Statements of Cash Flows for the years ended March 31, 2025 and March 31, 2024	F-66
Notes to Consolidated Financial Statements	F-67



Apotex Health Corp. (formerly known as Artemis Parent, Inc.)

Consolidated Financial Statements

For the years ended March 31, 2026 and March 31, 2025

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Apotex Health Corp. (formerly known as Artemis Parent, Inc).

Opinion

We have audited the consolidated financial statements of Apotex Health Corp. and its subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at March 31, 2026 and 2025, and the consolidated statements of net income and comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2026 and 2025, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, 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.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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 in this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Canadian generally accepted auditing standards 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 consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Toronto, Canada
[●]

Apotex Health Corp.

Consolidated Statements of Financial Position

(In thousands of Canadian dollars)

	Notes	March 31, 2026	March 31, 2025
Assets			
Current assets			
Cash and cash equivalents	*4*	$ 56,992	$ 77,968
Trade receivables, net	*5*	820,456	876,019
Inventories	*6*	930,036	973,570
Income taxes receivable	*24*	128,766	18,456
Other current assets	*7*	168,164	377,313
Assets held for sale	*3*	68,995	-
Total current assets		**2,173,409**	**2,323,326**
Property, plant and equipment	*8*	662,240	666,236
Goodwill	*9*	295,122	296,267
Intangible assets	*10*	759,132	765,259
Other non-current assets		19,325	36,678
Right-of-use assets	*11*	468,373	475,269
Deferred tax assets	*24*	166,354	288,671
Total non-current assets		**2,370,546**	**2,528,380**
Total assets		**$ 4,543,955**	**$ 4,851,706**
Liabilities and equity			
Current liabilities			
Trade and other payables	*12*	$ 1,104,644	$ 999,386
Current portion of long-term debt	*13*	101,209	108,424
Current portion of lease liabilities	*11*	11,444	8,673
Income taxes payable	*24*	33,810	79,582
Current portion of provisions	*14*	185,773	471,865
Liabilities associated with assets held for sale	*3*	11,852	-
Total current liabilities		**1,448,732**	**1,667,930**
Long-term debt	*13*	2,838,956	1,958,809
Lease liabilities	*11*	569,006	573,736
Deferred tax liabilities	*24*	127,775	130,473
Other long-term liabilities	*15*	117,414	230,170
Total non-current liabilities		**3,653,151**	**2,893,188**
Total liabilities		**$ 5,101,883**	**$ 4,561,118**
Equity			
Share capital	*16*	$ 308,661	$ 449,612
Contributed surplus	*23*	108,822	99,524
Deficit		(967,052)	(231,206)
Foreign currency translation reserve		(8,359)	(27,342)
Total equity		**(557,928)**	**290,588**
Total liabilities and equity		**$ 4,543,955**	**$ 4,851,706**

Commitments and contingencies (Note 25)
Subsequent events (Note 31)

Approved on behalf of the Board of Directors:

Aaron Davenport, Chairman of the Board | ***Jeff Watson, President and Chief Executive Officer***

Apotex Health Corp.

Consolidated Statements of Net Income and Comprehensive Income

(In thousands of Canadian dollars)

	Notes	Year Ended March 31, 2026	2025
Revenue	*17*	$ 3,490,834	$ 3,349,652
Cost of sales	*6*	1,549,204	1,555,804
Gross profit		**1,941,630**	**1,793,848**
Selling, general and administrative	*18*	635,014	571,418
Research and development	*19*	162,608	216,036
Other operating expenses, net	*20*	357,785	453,920
Operating income		**786,223**	**552,474**
Finance expenses, net	*21*	266,355	241,845
Income before tax		**519,868**	**310,629**
Income tax expense	*24*	146,092	158,930
Net income		**$ 373,776**	**$ 151,699**
Other comprehensive income (loss)			
Items that may be recycled subsequently to net income:			
Currency translation of foreign operations		18,983	(23,401)
Other comprehensive income (loss) for the year		**18,983**	**(23,401)**
Total comprehensive income		**$ 392,759**	**$ 128,298**
Weighted average number of shares (in thousands)	***22***		
Basic		1,190,905	1,170,240
Diluted		1,190,905	1,170,240
Earnings per share attributable to common shareholders	***22***		
Basic earnings per common share		$ 0.31	$ 0.13
Diluted earnings per common share		$ 0.31	$ 0.13

Apotex Health Corp.

Consolidated Statements of Changes in Equity

(In thousands of Canadian dollars)

	Notes	Share capital	Contributed surplus	Deficit	Foreign currency translation reserve	Total equity
March 31, 2024		**$ 910,020**	**$ 45,401**	**$ (218,953)**	**$ (3,941)**	**$ 732,527**
Net income		-	-	151,699	-	151,699
Other comprehensive loss:						
Currency translation of foreign operations		-	-	-	(23,401)	(23,401)
Comprehensive income (loss)		**-**	**-**	**151,699**	**(23,401)**	**128,298**
Share-based compensation	*23*	-	54,123	-	-	54,123
Dividends paid	*16*	-	-	(163,952)	-	(163,952)
Share issuance	*3, 16*	285,307	-	-	-	285,307
Return of capital	*16*	(745,715)	-	-	-	(745,715)
March 31, 2025		**$ 449,612**	**$ 99,524**	**$ (231,206)**	**$ (27,342)**	**$ 290,588**
Net income		-	-	373,776	-	373,776
Other comprehensive income:						
Currency translation of foreign operations		-	-	-	18,983	18,983
Comprehensive income		**-**	**-**	**373,776**	**18,983**	**392,759**
Share-based compensation	*23*	-	50,179	-	-	50,179
Dividends paid	*16*	-	-	(1,109,622)	-	(1,109,622)
Settlement of options	*16*	-	(40,881)	-	-	(40,881)
Return of capital	*16*	(140,951)	-	-	-	(140,951)
March 31, 2026		**$ 308,661**	**$ 108,822**	**$ (967,052)**	**$ (8,359)**	**$ (557,928)**

Apotex Health Corp.

Consolidated Statements of Cash Flows

(In thousands of Canadian dollars)

	Notes	Year Ended March 31, 2026	2025
Operating activities			
Net income		$ 373,776	$ 151,699
Adjustments:			
Depreciation of property, plant and equipment	*8*	48,513	56,004
Amortization of intangible assets	*10*	70,529	49,891
Depreciation of right-of-use assets	*11*	30,354	30,641
Impairment and write-off of assets	*3, 8, 20*	72,278	8,020
Loss (gain) on sale of property, plant and equipment	*8, 20*	2,162	(1,593)
Change in fair value of contingent consideration	*20, 25*	30,035	205,845
Interest expense, net		260,555	216,813
Share-based compensation	*23*	64,646	73,476
Unrealized foreign exchange loss (gain)		(22,406)	73,089
Income tax expense	*24*	146,092	158,930
Payment of contingent consideration	*26*	(150,000)	(150,000)
Interest paid		(207,067)	(156,846)
Income taxes paid		(179,847)	(273,657)
Changes in operating asset and liability balances	*29*	101,338	112,102
Net cash flows from operating activities		**$ 640,958**	**$ 554,414**
Investing activities			
Acquisitions, net of cash acquired	*3*	-	(400,477)
Proceeds from sale of assets held for sale	*3*	4,903	16,696
Purchases of property, plant and equipment	*8*	(121,063)	(93,578)
Purchases of intangible assets	*10*	(60,912)	(150,509)
Net cash flows used in investing activities		**$ (177,072)**	**$ (627,868)**
Financing activities			
Payments of lease liabilities	*11*	(53,417)	(51,650)
Term loan repayments	*13*	(68,197)	(35,553)
Term loan drawings	*13*	968,510	700,000
Net movement in revolving facility	*13*	(16,917)	17,685
Financing fees paid	*13*	(14,876)	-
Settlement of options and distributions on phantom shares	*16*	(47,987)	-
Return of capital	*16*	(140,951)	(745,715)
Dividends paid	*16*	(1,109,622)	(163,952)
Net cash flows used in financing activities		**$ (483,457)**	**$ (279,185)**
Net decrease in cash and cash equivalents		$ (19,571)	(352,639)
Effect of foreign exchange on cash and cash equivalents		(1,405)	9,262
Cash and cash equivalents at beginning of year		77,968	421,345
Cash and cash equivalents at end of year		**$ 56,992**	**$ 77,968**

1. COMPANY INFORMATION

Apotex Health Corp., formerly known as Artemis Parent, Inc., and its subsidiaries (collectively, the "Company" or "Apotex") is a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products.

Apotex Health Corp. was incorporated under the laws of the Province of Ontario on September 16, 2022 and is headquartered in Canada. Its shares are not publicly traded. Apotex has an integrated portfolio of generic pharmaceuticals, biosimilars, innovative branded medicines and branded consumer health and wellness products for global markets and engages in manufacturing, research and development, and commercial operations.

As at March 31, 2026, the parent company of Apotex Health Corp. was SK Artemis Holdings II, LLC, and the ultimate controlling party is an affiliate of funds advised by SK Capital Partners, LP ("SK Capital").

Apotex has operations and research and development activities primarily located in Canada, the United States ("U.S."), Mexico and India. The Company undertakes research and development activities, for both the development of new products for its pipeline, as applicable, as well as continuing the product development life cycle management of its existing product base.

These consolidated financial statements of the Company for the year ended March 31, 2026 were authorized for issue by the Company's Board of Directors on [●].

2. MATERIAL ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments and share-based compensation, which have been measured at fair value. The consolidated financial statements are presented in Canadian dollars ("CAD") and all values are rounded to the nearest thousand ($000), except for per unit fair values or as otherwise indicated.

The Company has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

Basis of consolidation

These consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company as at March 31, 2026. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The accounting policies of subsidiaries have been aligned with the policies adopted by the Company. The financial results and assets/liabilities of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intragroup assets and liabilities, equity, income and expenses and cash flows relating to transactions between subsidiaries of the Company are eliminated in full on consolidation.

The consolidated financial statements of the Company include the following 100% held entities as at March 31, 2026:

Name	Country of incorporation
Artemis Intermediate Holdings, Inc.	Canada
Apotex Inc.	Canada
Apotex Pharmachem Inc.	Canada
Apotex Research Pvt Ltd.	India
Apotex Pharmachem India Pvt Ltd.	India
Artemis Co-Borrower, LLC	U.S.
Apotex Corp.	U.S.
Apotex Holdco Inc.	Canada
Apotex Regional Headquarters Company	Canada
Aposherm Delaware Holdings Corp.	U.S.
AA Pharma Inc.	Canada
Aralez Pharmaceuticals Canada Inc.	Canada
CanPrev Natural Health Products Ltd	Canada
Searchlight Pharma Inc.	Canada
Signa Civac S.A. de C.V.	Mexico
Signa S.A de C.V.	Mexico
Nuvo Pharmaceuticals (Ireland) DAC	Ireland
Protein S.A. de C.V.	Mexico
Pharma Group Inc. S.A.	Panama
Apotex Panama S.A.	Panama
Apotex Costa Rica S.A.	Costa Rica
Apotex Nicaragua S.A.	Nicaragua
Apotex Sourcing Beijing Co. Ltd.	China
2461444 Ontario Inc.	Canada
1001180113 Ontario Inc.	Canada
1001430475 Ontario Limited	Canada
1001522354 Ontario Limited	Canada
1001430470 Ontario Limited	Canada
1001522352 Ontario Limited	Canada
1001430488 Ontario Limited	Canada
1001430479 Ontario Limited	Canada
1001522362 Ontario Limited	Canada
1001522356 Ontario Limited	Canada

Accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about

these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Contingencies

The Company reviews the adequacy of the litigation accruals on a periodic basis and, although it believes that its present provisions are adequate, changes in facts and circumstances in the future may lead to adjustments to provision estimates and could have a material impact on the Company's results of operations, cash flows and financial condition in the period that provision estimates are adjusted or paid. As such, accruals are based on management's judgment as to the probability of losses and, where applicable, accruals may materially differ from actual verdicts, settlements or other agreements made with regards to such contingencies. Litigation outcomes and contingencies are unpredictable and material verdicts can occur. Accordingly, management's assessments involve complex judgments concerning future events and often rely heavily on estimates and assumptions.

Business combinations

The fair value of consideration paid and assets and liabilities acquired in a business combination requires management to make significant estimates, especially concerning the fair values of acquired intangible assets, inventories, property, plant and equipment and the liabilities assumed at the acquisition date, and the useful lives of the intangible assets and property, plant and equipment. Estimates of fair value require the use of valuation techniques. These valuations require the use of management assumptions and estimates, including the value of comparable assets in the market, amount and timing of future cash flows, outcomes and costs of research and development activities, probability of obtaining regulatory approval, long-term sales forecasts, actions of competitors, customer attrition rates, discount rates and terminal growth rates.

Contingent consideration

The Company measures the fair value of contingent consideration on acquisition date and at each subsequent reporting period based on a combination of the discounted cash flow method and Monte Carlo simulation analysis. Using the Monte Carlo simulation analysis, the Company applies a pre-defined probability and economic assumptions (i.e., risk-free rate and expected earnings volatility) and a Geometric Brownian Motion process to simulate the earnings of the earn-out entities.

Revenue recognition – variable consideration

The Company's revenue recognition policies require estimates of the net selling price, which is impacted by chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments. Key inputs and assumptions used in calculating these amounts include estimations of "in channel" customer inventory, estimated chargeback rates, changes to pricing and sales levels, historical chargebacks, professional allowances, discounts, price adjustments and returns, estimates of future sales trends including customer mix and new product launches.

Provision for inventories

Inventories are stated at the lower of cost and estimated net realizable value. The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in selling prices less estimated costs required to sell. Inventories are written down to net

realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining demand and selling prices.

Deferred tax assets

The Company recognizes deferred tax assets for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

Share-based compensation

The Company estimates fair value for share-based compensation transactions, which requires determination of the most appropriate valuation model, depending on the terms and conditions of the grant. The fair value of the instruments are estimated using the Monte Carlo simulation model. Several assumptions are used in the underlying calculation of fair values of the Company's share-based compensation, including the market value of the underlying shares at the valuation date, expected life of the option, stock price volatility based on comparable companies, forfeiture rates, risk-free interest rates and the likelihood and timing of achieving vesting conditions as of the initial grant date and at each reporting period.

Impairment of non-financial assets

The Company recognizes an impairment when the carrying value of an asset, cash-generating unit ("CGU") or group of CGUs exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. Management judgment is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying CGUs for the purpose of impairment testing.

The determination of the recoverable amount involves significant estimates and assumptions. Value-in-use is determined using future cash inflows and outflows, discount rates, growth rates and asset lives. Fair value less costs to sell is determined using market multiples. Changes in these estimates and assumptions could affect the Company's assessment of impairment.

Summary of accounting policies

a) Business combinations and goodwill

The Company accounts for business combinations using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. Acquisition-related costs are expensed as incurred and included in the consolidated statements of net income and comprehensive income.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. All contingent consideration (except that which is classified as equity) is subsequently remeasured to fair value at each reporting period end, with the changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured, and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests) and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in net income and comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's CGUs (or group of CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU (or group of CGUs) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in these circumstances is measured based on the relative fair values of the disposed operation and the portion of the CGU retained.

b) Fair value measurement

For financial assets and liabilities measured at fair value on a recurring basis, fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, are described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which inputs are based on quoted prices for identical or similar instruments in markets that are not active, quoted prices for similar instruments in active markets, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the asset or liability; and
- Level 3: techniques which use inputs that have a significant effect on the recognized fair value that require the Company to use its own assumptions about market participant assumptions.

The Company maintains policies and procedures to determine the fair value of financial assets and liabilities using what it considers to be the most relevant and reliable market participant data available. It is the Company's policy to maximize the use of observable inputs in the measurement of its Level 3 fair value measurements. To the extent observable inputs are not available, the Company utilizes unobservable inputs based upon the assumptions market participants would use in valuing the asset or liability. In determining the fair value of financial assets and liabilities employing Level 3 inputs, the Company considers such factors as the current interest rate, equity market, currency and credit environments, expected future cash flows, the

probability of certain future events occurring, and other published data. The Company performs a variety of procedures to assess the reasonableness of its fair value determinations including the use of third parties.

c) Foreign currencies

The Company's consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. Items included in the financial statements of each of the legal entities are measured using its respective functional currency, being the currency of the primary economic environment in which the entity operates. The Company uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

(i) Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates when the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(ii) Translation

On consolidation, the assets and liabilities of foreign operations with functional currencies other than CAD are translated into CAD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at the average exchange rate for the period. The exchange differences arising on translation for consolidation are recognized in other comprehensive income ("OCI"). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

d) Cash and cash equivalents

Cash and cash equivalents in the Company's consolidated statements of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

e) Inventories

The Company values inventories at the lower of cost and net realizable value. Inventories consist of raw materials, spare parts and consumables, work-in-progress and finished goods.

The cost of raw materials, work-in-progress and finished goods inventories comprises all costs of purchase, costs of conversion, including directly attributable labour and overhead, and other costs incurred in bringing the inventories to their present location and condition and are determined on a standard or average cost basis, approximating actual costs. Impairment losses are recognized on the basis of net realizable value.

Spare parts and consumables are used in operating machines or consumed as indirect materials in the manufacturing process. Spare parts and consumables inventory costs are determined using the weighted average method.

Net realizable value is the estimated selling price less the estimated cost of completion and costs necessary to make the sale.

Inventories are written down to net realizable value when the cost of inventories is not fully recoverable. The amount of any write-downs of inventories to net realizable value is recognized as an expense, and included in cost of sales, in the period the write-down occurs. The factors the Company considers in determining the provision for slow-moving, obsolete and other unsaleable inventory include estimated shelf life, planned product discontinuances, price changes, aging of inventory and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all of these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis. When the circumstances that previously caused the inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of a changed economic circumstance, the amount of write-down is reversed in the period of change to the extent of the increase in value.

f) Intangible assets

Intangible assets that are acquired separately are measured at cost on initial recognition. Intangible assets acquired in a business combination are measured at their fair value at the date of acquisition. Intangible assets consist of assets under development, corporate brand, customer relationships and product rights. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets not yet available for use

Assets under development comprise of acquired in-process research and development assets, which are under development, as well as payments to third parties to in-license or acquire intellectual property rights, compounds and products, including initial upfront and subsequent milestone payments, which are made when the milestones are met. Subsequent development expenditures are capitalized only when they meet the criteria under IFRS for capitalization as further described below. All other expenditures, including expenditures on internally generated goodwill and brands, are recognized in the consolidated statements of net income and comprehensive income, as incurred.

Assets under development are not yet available for use and are not amortized. They are tested for impairment on an annual basis or sooner when there are indications that the carrying value may not be recoverable. Any impairment charge is recognized in the consolidated statements of net income and comprehensive income.

Intangible assets available for use

Product rights consist of currently marketed in-licensed product rights, intellectual property, patents, distribution rights and product trade names, including initial upfront and subsequent milestone payments, which are made when the milestones are met. When an asset under development obtains regulatory approval and products are launched, the asset is transferred to product rights and accounted for as a definite-lived intangible asset that is available for use. Upon transfer, the amortization of the asset begins.

Intangible assets available for use with a definite useful life are amortized over their estimated useful lives on a straight-line basis and are evaluated for potential impairment whenever facts and circumstances indicate that their carrying value may not be recoverable.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

De-recognition of intangible assets

Intangible assets are de-recognized either on their disposal or where no future economic benefits are expected from their use. Any gain or loss arising on such de-recognition is included in the consolidated statements of net income and comprehensive income and is measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as of the date of de-recognition.

A summary of the policies applied to the Company's intangible assets is as follows:

	Assets under development	Corporate brand	Product rights	Customer relationships	Goodwill
Useful lives	Finite (not yet subject to amortization)	Indefinite	Finite (3-10 years)	Finite (15-20 years)	Indefinite
Amortization method used	Not amortized. Tested annually for impairment or when indicators exist.	Not amortized. Tested annually for impairment or when indicators exist.	Amortized on a straight-line basis over the period of the product rights. Tested for impairment when indicators exist.	Amortized on a straight-line basis over the period of the customer relationship. Tested for impairment when indicators exist.	Not amortized. Tested annually for impairment or when indicators exist.
Internally generated or acquired	Acquired	Acquired	Acquired	Acquired	Acquired

g) Property, plant and equipment

The Company's property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Such cost includes expenditures that are directly attributable to the acquisition of the items, including borrowing costs if capitalization criteria are met and directly attributable to bringing the asset to its working condition for the intended use. Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other repairs and maintenance are charged to the consolidated statements of net income and comprehensive income during the financial period in which they are incurred.

The cost of property, plant and equipment acquired in a business combination is their fair value at the date of acquisition.

The Company allocates the amount initially recognized in respect of an item of property, plant and equipment to its significant components and depreciates each separately.

The Company's assets are depreciated using the straight-line method, after taking into account residual values, over the following expected useful lives of the assets:

Land	Not depreciated
Buildings and leasehold improvements	5 to 30 years
Plant and machinery	3 to 20 years

Furniture and fixtures	3 to 12 years
Office equipment	3 to 12 years
Computers and software	2 to 6 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each period end and adjusted prospectively, if appropriate.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, including consultancy charges for implementing the software, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred.

Property, plant and equipment and any significant part initially recognized is de-recognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of net income and comprehensive income when the asset is de-recognized.

h) Impairment of non-financial assets

The Company reviews its long-lived assets, including intangible assets with finite lives, for recoverability whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company performs impairment testing annually, or when indicators exist, for goodwill and indefinite-life intangible assets. The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, a market multiple approach is used. These calculations are corroborated by other available fair value indicators.

Where the carrying amount of an asset or CGU (or group of CGUs) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset or group of assets does not exceed their recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the assets in prior years. Such reversal is recognized in the consolidated statements of net income and comprehensive income. Impairment losses relating to goodwill cannot be reversed in future periods.

i) Assets held for sale

The Company classifies assets as held for sale in the period that (i) it has approved and committed to a plan to sell the asset or disposal group, (ii) the asset is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is highly probable and transfer of the asset is expected to qualify for recognition as a completed sale within one year (subject to certain events or circumstances), (v) the asset is being actively marketed for sale at a price that is reasonable

in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially and subsequently measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the consolidated statements of net income and comprehensive income in the period in which the held for sale criteria are met. Conversely, gains are generally not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company stops recording depreciation or amortization expense on the asset. The Company assesses the fair value of assets held for sale less any costs to sell at each reporting period until the asset is no longer classified as held for sale.

j) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company cannot readily determine the interest rate implicit in the lease; therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's standalone credit rating).

(i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Buildings and leasehold improvements	Up to 20 years
Equipment and other	Up to 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (h) Impairment of non-financial assets.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its IBR at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

Sale and leaseback transaction

In a sale and leaseback transaction, the transfer of an asset is recognized as a sale when the customer has obtained control of the underlying asset, which is aligned with the Company's revenue recognition policy. Otherwise, the Company continues to recognize the transferred asset on the consolidated statements of financial position and records a financial liability equal to the proceeds transferred. When the transfer of an asset satisfies the Company's revenue recognition policy to be accounted for as revenue, a partial recognition of the profit from the sale is recorded immediately after the sale, which is equivalent to the proportion of the asset not retained by the Company through the lease. The proportion of the asset retained by the Company through the lease is recognized as a right-of-use asset and the lease liability is measured as a consequence of how the right-of-use asset and the gain or loss on the transaction is measured.

k) Taxes

(i) Current income tax

Current income tax assets and liabilities of the Company are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statements of net income and comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

The Company's deferred tax is provided for using the liability method on temporary differences between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is not recognized in the consolidated statements of net income and comprehensive income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset only if certain criteria are met, such as when there is a legally enforceable right to offset.

(iii) Mandatory temporary exception

The Company adopted the amendments to IAS 12, *Income Taxes* ("IAS 12"), issued in May 2023, which introduced a mandatory temporary exception to the requirements of IAS 12 under which a company does not recognize or disclose information about deferred tax assets and liabilities related to the proposed Organisation for Economic Co-operation and Development ("OECD") Pillar Two

model rules. The Company applied the temporary exception as of March 31, 2025, which is still in effect as at March 31, 2026.

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

All of the Company's financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ("FVTPL"), transaction costs that are attributable to the acquisition of the financial asset.

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- Those to be measured at amortized cost.

The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets held to collect contractual cash flows are classified as amortized cost. This category includes cash and cash equivalents, trade receivables, and other current assets. The Company initially recognizes the carrying amount of such assets, other than trade receivables, on the consolidated statements of financial position at fair value with directly attributable transaction costs, and subsequently measures these at amortized cost using the effective interest rate ("EIR") method, less any impairment losses. Trade receivables are initially measured at the transaction price.

Impairment of financial assets

The Company uses the expected credit loss ("ECL") model in determining the allowance for doubtful accounts as it relates to trade receivables and other current assets. The Company applies the simplified approach in calculating ECL. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(ii) Financial liabilities

Financial liabilities of the Company are classified, at initial recognition, as financial liabilities at FVTPL, or financial liabilities at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of long-term debt and trade and other payables, net of directly attributable transaction costs.

After initial recognition, long-term debt is subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance expense in the consolidated statements of net income and comprehensive income.

After initial recognition, contingent consideration of an acquirer in a business combination is subsequently remeasured at fair value at each reporting date. Changes in fair value are recognized through other operating expenses.

The Company's other financial liabilities at amortized cost include trade and other payables and lease liabilities.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized amounts, there is an intention to settle on a net basis and to realize the assets and settle the liabilities simultaneously.

m) Provisions

General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under a litigation claim, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statements of net income and comprehensive income, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance expense.

Ongoing legal disputes, litigation and investigations

The Company is currently involved in pending litigation, claims and investigations arising out of the normal conduct of its business. Provisions for legal disputes, litigation and investigations are recognized where a legal or constructive obligation has been incurred as a result of past events and it is probable that there will be an outflow of resources that can be reliably estimated. In this case, the Company arrives at an estimate based on an evaluation of the most likely outcome. While provisions that management deems to be reasonable and appropriate have been made for probable losses, there are inherent uncertainties connected with these estimates. Disputes for which no reliable estimate can be made are disclosed as contingent liabilities.

The Company makes estimates regarding provisions and contingencies, including the probability of pending and potential future litigation outcomes. These are by nature dependent on inherently uncertain future events. When determining likely outcomes of litigation, etc., the Company considers the input of external counsel on each case, as well as known outcomes in case law. Although the Company believes that the total provisions for legal proceedings are adequate based on currently available information, there can be no assurance that there will not be any changes in facts or matters, or that any future lawsuits, claims, proceedings or investigations will not be material.

In certain circumstances where the Company is successful in defending itself against patent infringement claims, the Company typically initiates a claim against the original plaintiffs for damages suffered as a result of being excluded from marketing the drug in question. Any amounts received pursuant to these damage claims

are recorded in selling, general and administrative expenses when the matter is settled or adjudicated and collection of the amounts is reasonably assured.

n) Share-based compensation

The Company issues two types of share-based payment awards to employees in exchange for services: equity-settled stock options and cash-settled share-based payment arrangements (phantom shares).

Equity-settled stock options

Stock options will be settled in shares upon exercise. These share-based compensation costs are accounted for on a fair value basis, as measured at the grant date, which is generally the date at which both the Company and employee have a mutual understanding of the terms of the award. The compensation expense is recognized based on the estimated number of awards that will eventually vest and adjustments for forfeitures that are expected to occur. The cost is recognized over the estimated vesting period using the graded-vesting method. The cumulative expense recognized for equity-settled transactions is adjusted in each reporting period based on the Company's best estimates and ultimately trued-up to reflect the number and timing of awards for which the service and non-market performance conditions are met.

Service and non-market performance conditions are not considered when determining the grant date fair value of awards, but the likelihood and timing of the conditions being met is assessed each reporting period, as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value.

Cash-settled transactions

Phantom shares will be settled in cash upon vesting. The grant date fair value of the liability is recognized over the vesting period. The liability is remeasured at each reporting date based on the portion of services the Company has received and the latest fair value as of the reporting date, with any change recognized as an adjustment to compensation expense. The cumulative expense recognized for cash-settled transactions equals the cash payment on the settlement date.

The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

o) Revenue

Revenues are primarily generated from the sale of products. The Company recognizes revenue when control of the goods or services is transferred to the customer, which typically occurs at a point in time, upon shipment or delivery, depending on the terms of the customer contract.

Provisions for estimated chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments are made at the time of sale and are analyzed and adjusted, if necessary, at each reporting date.

Revenues include amounts derived from product out-licensing agreements. These arrangements can include an initial upfront payment on inception of the license, and subsequent payments that are dependent on royalties earned. Royalty revenue is recognized either upon sale of the out-licensed product to the licensee or when the underlying sales by the licensee have occurred.

Performance obligations

Information about the Company's performance obligations is summarized below.

Sale and delivery of product

The performance obligation is satisfied upon delivery of the product and payment is generally due within 30 to 120 days from delivery.

Each product sold within a contract is a single performance obligation to deliver that product. The Company is considered the principal in these transactions. The Company performs shipping and handling activities before the customer obtains control of the related good, and as such, it does not represent a separate performance obligation. Customer options to purchase additional products do not give rise to material rights, provided that they are priced at or are reasonably close to the standalone selling price.

Invoices are typically provided to customers within a short time frame of delivery of product. In no instances during the year did invoicing (and payment) extend to a period approaching one year from the completion of the performance obligation and therefore, the practical expedient was applied to all arrangements during the year where the promised amount of consideration is not adjusted for the effects of a significant financing component since the period between the transfer of the promised good and the payment is one year or less.

Variable consideration

The consideration the Company receives in exchange for its goods is only recognized when it is probable that a significant reversal will not occur. The consideration to which the Company expects to be entitled includes a stated list price, less various forms of variable consideration. The Company estimates the amount of variable consideration using the expected value method. The Company then applies the requirements on constraining estimates of variable consideration in order to determine the amount of variable consideration that can be included in the transaction price and recognized as revenue.

The Company makes significant estimates for related variable consideration at the point of sale. The most common elements of variable consideration are listed below.

- Chargebacks represent an amount payable in the future to a wholesaler for the difference between the invoice price paid to the Company by wholesalers for a particular product, and the negotiated contract price that the wholesaler's customer pays for that product. The Company's chargeback provision and related reserve vary with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventory. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at contract prices. The Company estimates the chargeback accrual based on information obtained from wholesalers and actual historical chargeback and contract rates. The Company continually monitors current pricing trends and wholesaler inventory levels to estimate chargeback liabilities.

- Professional allowances and discounts granted to wholesalers, retailers, government agencies (including U.S. Medicaid and U.S. Federal Medicare programs), government supported healthcare systems, private health systems, pharmacy benefit managers, managed healthcare organizations, purchasing organizations and other direct and indirect customers are provisioned and recorded as revenue deductions at the time the related revenues are recorded.

- Cash discounts are offered to customers to encourage prompt payment and are provisioned and recorded as revenue deductions at the time the related sales are recorded.

- Shelf stock, billbacks and other price adjustments are generally granted to customers to cover the inventory held by them at the time a price decline becomes effective. Revenue deduction provisions for such are recorded when the price decline is anticipated, based on the impact of the price decline on the customer's estimated inventory levels.

- Sales returns provisions are recognized and recorded as revenue deductions when the Company can reasonably estimate expected future returns. In doing so, the estimated rate of return is applied, which is determined on the basis of historical experience of customer returns and considering any other relevant factors. Where shipments are made on a resale or return basis, without sufficient historical experience for estimating sales returns, revenue is only recorded when there is evidence of consumption or when the right of return has expired.

These provisions for customer-related accruals are recognized in the consolidated statements of financial position in trade and other payables, or in trade receivables if there is a currently enforceable legal right to offset and there is an intention to settle on a net basis.

Costs to obtain a contract

The Company recognizes costs of obtaining contracts as an expense since the amortization period of the assets that the Company otherwise would have recognized is one year or less. The costs are recorded under selling, general and administrative expenses.

p) Cost of sales

The Company's cost of sales comprises labour, raw materials, components, packaging, quality assurance and control and manufacturing overhead costs, including but not limited to the following:

- Costs of the necessary active ingredient and supporting ingredients of the products the Company manufactures and various types of packaging material;
- Overhead costs, including utilities, maintenance of production equipment and other support expenses associated with the production of the Company's products;
- Salaries and benefits for personnel directly involved in production activities;
- Depreciation of property, plant and equipment used for production purposes; and
- Freight and logistic costs, including costs to ship products to internal distribution centers and to customers.

The Company also enters into various agreements for the development, manufacturing and supply of certain drugs or substances. Through these development agreements, the Company obtains a license, which provides exclusive rights to sell and market the product from a third-party research company. Additionally, these agreements normally offer compensation to the research company in the form of a royalty or profit share payment on future sales of the developed product. These royalty or profit share payments are also included in the Company's cost of sales when incurred.

q) Selling, general and administrative expenses

The Company's selling, general and administrative expenses consist of labour, sales and marketing expenses, office and general expenses including utilities, insurance, externally provided services such as professional fees, depreciation and amortization, litigation settlement and awards and the associated legal fees related to cases that are company product specific, and other expenses. The selling, general and administrative expenses also include costs for share-based compensation and management incentive programs.

r) Research and development expenses

The Company expenses research costs as incurred. Internal development expenditures on an individual project are capitalized as an intangible asset when the Company meets the capitalization criteria under IAS 38 *Intangible Assets,* which is usually when regulatory approval has been obtained. Given the timing of regulatory approval in a product's development cycle, subsequent expenditures are typically not material and hence, are expensed as incurred.

Research and development costs consist primarily of costs associated with the development of the Company's product candidates, such as salaries and other personnel-related expenses for employees involved with research and development activities, litigation costs incurred prior to commercial product launch, materials used for research, including active ingredients, clinical trials, regulatory submission fees, testing, operating and lab supplies, depreciation and other related expenses.

Standards issued but not yet effective

IFRS 18: *Presentation and Disclosure in Financial Statements*

The IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements* ("IFRS 18"), which sets out requirements and guidance on presentation and disclosure in financial statements, including:

- Presentation in the income statement of income and expenses within five defined categories: operating, investing, financing, income taxes, and discontinued operations;
- Presentation in the income statement of new defined subtotals for operating profit and profit before financing and income taxes;
- Enhanced guidance on aggregation and disaggregation of information and whether to provide information in the financial statements or in the notes;
- Disclosure of specified expenses by nature; and
- Disclosure of explanations of management-defined performance measures.

IFRS 18 will replace IAS 1, *Presentation of Financial Statements* ("IAS 1") but carries forward many requirements from IAS 1 without any change. The standard is effective for the annual reporting periods beginning on or after January 1, 2027, with early application permitted. The Company is currently assessing the impact of this new standard on its consolidated financial statements.

Classification and Measurement of Financial Instruments: Amendments to IFRS 9 and IFRS 7

The IASB issued "Amendments to the Classification and Measurement of Financial Instruments, Amendments to IFRS 9 and IFRS 7" ("Amendments to IFRS 9 and IFRS 7"), which sets out amended requirements and guidance on the classification and measurement of financial instruments and disclosure in the financial statements, including:

- Clarification that a financial liability is derecognised on the “settlement date”, which is the date on which the related obligation is discharged, cancelled, expired, or otherwise qualifies for derecognition;
- Clarification on how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (“ESG”)-linked features;
- Clarification of the treatment of non-recourse assets and contractually linked instruments; and
- Requirement of additional disclosures in IFRS 7, *Financial Instruments: Disclosures* (“IFRS 7”) for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.

The Amendments to IFRS 9 and IFRS 7 are effective for the annual reporting periods beginning on or after January 1, 2026, with early adoption permitted for amendments that relate to the classification of financial assets and the related disclosures. The Company does not anticipate the amendments to have a material impact on its consolidated financial statements.

3. ACQUISITIONS AND DIVESTITURES

Acquisition of CanPrev Natural Health Products Ltd.

On February 1, 2025, the Company acquired all of the issued and outstanding shares of CanPrev Natural Health Products Ltd. (“CanPrev”). CanPrev is a Canadian provider of natural health products specializing in vitamins, supplements and minerals. This share purchase transaction was accounted for as a business combination under IFRS 3, *Business Combinations*. The Company completed the acquisition through a combination of cash consideration of $145,740 and the issuance of common shares of the Company at fair value of $38,769.

Purchase of US product rights to Provigil and Nuvigil

On December 30, 2024, the Company purchased the rights to Provigil® (modafinil) and Nuvigil® (armodafinil) in the United States from Teva Pharmaceutical International GmbH for cash consideration of $89,212 and transaction costs of $1,996, totaling $91,208. This transaction was accounted for as an asset acquisition. These product rights are amortized over 10 years, which is their estimated useful life.

Acquisition of Searchlight Pharma Inc.

On June 1, 2024, the Company acquired all of the issued and outstanding shares of Searchlight Pharma Inc. (“Searchlight”). Searchlight is a private, Canadian pharmaceutical company focused on the development and sale of specialty branded pharmaceutical products. This share purchase transaction was accounted for as a business combination under IFRS 3, *Business Combinations*. The Company completed the acquisition through a combination of cash consideration of $255,830 and the issuance of common shares of the Company at fair value of $246,539.

Divestiture of Signa S.A. de C.V.

In March 2026, the Company entered into a definitive agreement to sell its subsidiary, Signa S.A. de C.V. ("Signa"), which manufactures active pharmaceutical ingredients ("APIs") in Mexico, for US$16,200 base consideration plus additional amounts for inventory and value-added tax receivables, and other working capital adjustments. The transaction also includes a manufacturing and supply agreement under which the Company will continue to purchase products from Signa following the closing of the sale. The Company

classified Signa's assets and liabilities as held for sale as at March 31, 2026. The transaction is subject to regulatory approval and is expected to close in the first quarter of the fiscal year ending March 31, 2027.

Inventory was written down to net realizable value and other current assets were written down to their expected recoverable amount resulting in an impairment loss. Following these remeasurements, as the carrying amount of the disposal group exceeded its estimated fair value less costs to sell, an additional impairment loss was allocated to property, plant and equipment and intangible assets. A total impairment loss of $69,796 was recorded within other operating expenses, net.

After considering impairment losses, the assets of the disposal group classified as held for sale totalled $68,995, and the liabilities directly associated with these assets totalled $11,852.

	March 31, 2026
Property, plant and equipment	$ 18,928
Intangible assets	343
Trade receivables, net	2,552
Inventories	22,363
Income tax receivables	10,953
Other current assets	13,856
Trade and other payables	(11,852)
Net assets held for sale	**$ 57,143**

4. CASH AND CASH EQUIVALENTS

	March 31, 2026	March 31, 2025
Cash	$ 53,207	$ 58,364
Short-term deposits	3,785	19,604
Cash and cash equivalents	**$ 56,992**	**$ 77,968**

5. TRADE RECEIVABLES, NET

	March 31, 2026	March 31, 2025
Trade receivables, net of customer related accruals	$ 844,132	$ 897,755
Allowance for expected credit losses (Note 26)	(23,676)	(21,736)
Trade receivables, net	**$ 820,456**	**$ 876,019**

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

6. INVENTORIES

	March 31, 2026	March 31, 2025
Raw materials	$ 341,587	$ 350,242
Work-in-progress	56,948	73,859
Finished goods	637,825	649,233
Spare parts and consumables	40,967	37,001
Reserves	(147,291)	(136,765)
Inventories	**$ 930,036**	**$ 973,570**

The cost of inventories recognized in cost of sales during the year ended March 31, 2026 was $1,125,530 (2025: $1,105,887). In addition, during the year ended March 31, 2026, the Company recognized an expense of $88,740 (2025: $109,930) to write down inventories to their net realizable value. This amount is also included within cost of sales in the consolidated statements of net income and comprehensive income.

During the year ended March 31, 2026, the Company recognized inventory fair value adjustments totaling $1,088 related to the CanPrev acquisition (2025: $26,380 related to the Searchlight and CanPrev acquisitions).

7. OTHER CURRENT ASSETS

	March 31, 2026	March 31, 2025
Indemnification escrow recoverable (Note 14)	$ —	$ 235,348
Recoverable value-added taxes, net	68,268	63,249
Prepaid expenses and sundry assets	59,637	25,648
Related party receivables (Note 28)	31,087	46,925
Other receivables	9,172	6,143
Other current assets	**$ 168,164**	**$ 377,313**

8. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and leasehold improvements	Plant and machinery	Furniture and fixtures	Computers and software	Office equipment	Total
Cost							
March 31, 2024	$ 92,496	$ 60,528	$ 507,113	$ 5,315	$ 18,289	$ 8,413	$ 692,154
Acquisition (Note 3)	3,638	2,613	1,248	35	7,353	-	14,887
Additions	-	27,372	58,733	2,319	3,479	1,675	93,578
Disposals	-	(430)	(3,064)	(12)	(736)	(101)	(4,343)
Reclassification	-	-	(3,197)	(828)	4,290	(265)	-
Translation adjustment	(3,106)	2,175	25,016	(246)	(369)	496	23,966
March 31, 2025	**$ 93,028**	**$ 92,258**	**$ 585,849**	**$ 6,583**	**$ 32,306**	**$ 10,218**	**$ 820,242**
Additions	-	23,114	91,926	791	13,921	988	130,740
Disposals	(3,638)	(4,041)	(18,720)	(287)	(210)	(1,217)	(28,113)
Reclassification to assets held for sale (Note 3)	(10,436)	(2,617)	(12,269)	(1,846)	(1,989)	(357)	(29,514)
Translation adjustment	(1,068)	(1,630)	(3,903)	860	(212)	(960)	(6,913)
March 31, 2026	**$ 77,886**	**$ 107,084**	**$ 642,883**	**$ 6,101**	**$ 43,816**	**$ 8,672**	**$ 886,442**
Accumulated depreciation and impairment							
March 31, 2024	$ -	$ 550	$ 75,392	$ 515	$ 1,050	$ 692	$ 78,199
Depreciation	-	7,906	35,852	1,780	8,551	1,915	56,004
Impairment	4,107	3,913	-	-	-	-	8,020
Disposals	-	(163)	(3,026)	(11)	(393)	(59)	(3,652)
Depreciation allocated to inventory	-	-	4,274	-	-	-	4,274
Reclassification	-	(153)	377	(188)	(17)	(19)	-
Translation adjustment	59	(4,556)	15,253	(1,593)	(122)	2,120	11,161
March 31, 2025	**$ 4,166**	**$ 7,497**	**$ 128,122**	**$ 503**	**$ 9,069**	**$ 4,649**	**$ 154,006**
Depreciation	-	9,818	26,042	1,512	9,119	2,022	48,513
Impairment (Note 3)	20,855	2,396	13,762	362	354	96	37,825
Disposals	-	(1,279)	(18,194)	(247)	(199)	(1,129)	(21,048)
Depreciation allocated to inventory	-	-	18,566	-	-	-	18,566
Reclassification to assets held for sale (Note 3)	-	(996)	(5,797)	(1,665)	(1,797)	(331)	(10,586)
Translation adjustment	(454)	(31)	(1,408)	(87)	211	(1,305)	(3,074)
March 31, 2026	**$ 24,567**	**$ 17,405**	**$ 161,093**	**$ 378**	**$ 16,757**	**$ 4,002**	**$ 224,202**
Net book value							
March 31, 2025	**$ 88,862**	**$ 84,761**	**$ 457,727**	**$ 6,080**	**$ 23,237**	**$ 5,569**	**$ 666,236**
March 31, 2026	**$ 53,319**	**$ 89,679**	**$ 481,790**	**$ 5,723**	**$ 27,059**	**$ 4,670**	**$ 662,240**

9. GOODWILL

	March 31, 2026	March 31, 2025
Balance, beginning of the year	$ 296,267	$ 86,943
Acquisition (Note 3)	-	208,144
Translation adjustment	(1,145)	1,180
Balance, end of the year	**$ 295,122**	**$ 296,267**

Impairment test

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU or group of CGUs is less than its carrying amount, an impairment loss is recognized.

For the goodwill impairment tests performed as at March 31, 2026, the estimated recoverable amount was determined based on a value-in-use calculation using cash flow projections and approved financial budgets. Pre-tax discount rates ranging from 9.5% to 14.5% (2025: 10.0% to 17.0%) were applied, along with a terminal growth rate that is consistent with inflation of 2.1% (2025: 3.0%). It was concluded that the carrying value did not exceed the value-in-use. As a result of the analysis, the Company did not identify any impairment as at March 31, 2026 (2025: $nil).

The valuation did not result in any impairment for the CGUs and indicated that sufficient headroom exists even under reasonable changes in key assumptions.

10. INTANGIBLE ASSETS

Intangible assets consist of assets under development, corporate brand, product rights and customer relationships.

	Assets under development	Corporate brand	Product rights	Customer relationships	Total
Cost					
March 31, 2024	$ 72,745	$ 13,155	$ 48,166	$ -	$ 134,066
Acquisition (Note 3)	40,200	94,600	337,500	63,100	535,400
Additions	59,301	-	91,208	-	150,509
Disposals	(50)	-	-	-	(50)
Transfers	(32,792)	-	32,792	-	-
Translation adjustment	415	321	1,517	-	2,253
March 31, 2025	**$ 139,819**	**$ 108,076**	**$ 511,183**	**$ 63,100**	**$ 822,178**
Additions	71,060	-	-	-	71,060
Write-offs	(2,482)	-	-	-	(2,482)
Reclassification to assets held for sale (Note 3)	-	(1,034)	-	-	(1,034)
Transfers	(44,660)	-	44,660	-	-
Translation adjustment	(702)	(459)	(2,384)	-	(3,545)
March 31, 2026	**$ 163,035**	**$ 106,583**	**$ 553,459**	**$ 63,100**	**$ 886,177**
Accumulated amortization and impairment					
March 31, 2024	$ -	$ -	$ 6,763	$ -	$ 6,763
Amortization	-	-	49,254	637	49,891
Translation adjustment	-	-	265	-	265
March 31, 2025	**$ -**	**$ -**	**$ 56,282**	**$ 637**	**$ 56,919**
Amortization	-	-	66,704	3,825	70,529
Reclassification to assets held for sale (Note 3)	-	(691)	-	-	(691)
Impairment	-	686	-	-	686
Translation adjustment	-	5	(403)	-	(398)
March 31, 2026	**$ -**	**$ -**	**$ 122,583**	**$ 4,462**	**$ 127,045**
Net book value					
March 31, 2025	**$ 139,819**	**$ 108,076**	**$ 454,901**	**$ 62,463**	**$ 765,259**
March 31, 2026	**$ 163,035**	**$ 106,583**	**$ 430,876**	**$ 58,638**	**$ 759,132**

Additions to assets under development during the years ended March 31, 2026 and 2025 consist of payments to third parties to in-license or acquire intellectual property rights, compounds and products, including initial upfront and subsequent milestone payments, which are made when the milestones are met.

Impairment test of assets under development

Assets under development are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. A change in the timing and probability of obtaining regulatory approval may result in impairment. Impairment is determined for assets under development by assessing the recoverable amount of each asset. When the recoverable amount of the asset is less than its carrying amount, an impairment loss is recognized. The estimated recoverable amount was determined based on a value-in-use calculation using cash flow projections and approved financial budgets. Pre-tax discount rates applied ranged

from 9.8% to 42.0% (2025: 10.0% to 42.0%) depending on the specific asset. It was concluded that the carrying value did not exceed the value-in-use. As a result of the analysis, the Company did not identify any impairment of assets under development as at March 31, 2026 (2025: $nil).

11. LEASES

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

	Land and buildings	Equipment and other	Total
March 31, 2024	$ 492,217	$ 4,309	$ 496,526
Acquisition (Note 3)	5,965	-	5,965
Additions	995	1,496	2,491
Depreciation expense	(29,619)	(1,022)	(30,641)
Terminations	-	(110)	(110)
Translation adjustment	2,246	(1,208)	1,038
March 31, 2025	**$ 471,804**	**$ 3,465**	**$ 475,269**
Additions	24,200	2,063	26,263
Depreciation expense	(28,679)	(1,675)	(30,354)
Terminations	(1,620)	(123)	(1,743)
Translation adjustment	(1,426)	364	(1,062)
March 31, 2026	**$ 464,279**	**$ 4,094**	**$ 468,373**

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	March 31, 2026	March 31, 2025
Balance, beginning of the year	$ 582,409	$ 548,187
Acquisition (Note 3)	-	5,965
Additions	26,263	2,492
Terminations	(1,743)	-
Interest expense	45,393	44,889
Lease payments	(53,417)	(51,650)
Translation adjustment	(18,455)	32,526
Balance, end of the year	**$ 580,450**	**$ 582,409**
Current	**$ 11,444**	**$ 8,673**
Non-current	**$ 569,006**	**$ 573,736**

The Company's minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	March 31, 2026	March 31, 2025
Undiscounted minimum lease payments:		
Less than one year	$ 54,079	$ 54,440
One to three years	165,528	165,230
Four to five years	115,797	111,856
Thereafter	765,148	817,184
Total lease liabilities	**$ 1,100,552**	**$ 1,148,710**
Effect of discounting	(520,102)	(566,301)
Total lease liabilities (present value of minimum lease payments)	**$ 580,450**	**$ 582,409**

12. TRADE AND OTHER PAYABLES

	March 31, 2026	March 31, 2025
Trade payables	$ 190,482	$ 150,086
Customer-related accruals	441,656	392,955
Royalties accruals	38,104	29,789
Accrued payroll and employee benefits	170,877	191,910
Current portion of contingent consideration (Note 26)	148,299	75,000
Other liabilities	115,226	159,646
Trade and other payables	**$ 1,104,644**	**$ 999,386**

For a description of the Company's liquidity risk management processes, refer to Note 26.

13. LONG-TERM DEBT

	March 31, 2026	March 31, 2025
Term loans - CAD	$ 23,275	$ 34,913
Term loans - USD (Mar 31, 2026: US$56,020; Mar 31, 2025: US$51,093)	77,934	73,426
Other	-	85
Current portion of long-term debt	**$ 101,209**	**$ 108,424**
Term loans - CAD	1,189,726	1,080,697
Term loans - USD (Mar 31, 2026: US$1,196,595; Mar 31, 2025: US$595,287)	1,649,230	856,631
Revolving facility - USD (Mar 31, 2026: US$nil; Mar 31, 2025: US$12,000)	-	17,266
Other	-	4,215
Non-current portion of long-term debt	**$ 2,838,956**	**$ 1,958,809**
Long-term debt	**$ 2,940,165**	**$ 2,067,233**

On March 30, 2023, the Company entered into a credit agreement with a syndicate of lenders to provide the Company with a $465,500 term loan commitment (the "CAD Term Loan"), a US$920,000 term loan commitment (the "USD Term Loan"; together with the CAD Term Loan, the "Prior Term Loans"), a $400,000 revolving commitment (the "Prior Revolving Facility"), and a $40,000 swingline facility, which was part of the Prior Revolving Facility (the "Swingline Facility", and together with the Prior Pari Passu Term Loan (as defined below), the "Prior Credit Facilities"). The Prior Credit Facilities (other than the Prior Pari Passu Term Loan) had a maturity date of March 30, 2028 and were amended and extended by the New Credit Facilities (as defined below).

On March 31, 2024, the Company entered into an amended and restated credit agreement with its lenders (the "Initial Amended and Restated Credit Agreement"). Pursuant to the Initial Amended and Restated Credit Agreement, an additional $700,000 pari passu term loan facility (the "Prior Pari Passu Term Loan") was established and the revolving facility commitment was increased from $400,000 to $750,000. The Prior Pari Passu Term Loan was not funded until April 1, 2024. Under the Initial Amended and Restated Credit Agreement, the Prior Pari Passu Term Loan had a maturity date of March 31, 2027, but was amended and extended by the New Credit Facilities (as defined below).

On July 7, 2025, in connection with the recapitalization transaction, the Company established the New Credit Facilities by amending the Prior Credit Facilities to:

- extend the maturity date of the Prior Revolving Facility and the Prior Term Loans from March 30, 2028 to March 30, 2029 and extend the maturity date of the Prior Pari Passu Term Loan from March 31, 2027 to March 30, 2028;

- add $100,000 of additional borrowing capacity to the Prior Pari Passu Term Loan (the "Pari Passu Term Loan") and US$640,000 of additional borrowing capacity to the Prior Term Loans (the "Term Loans"); and

- add $200,000 of additional borrowing capacity to the Prior Revolving Facility, for total revolving loan capacity of $950,000 (the "Revolving Facility").

For the year ended March 31, 2026, the weighted average interest rate on the Credit Facilities was 6.8% (March 31, 2025: 8.2%).

On March 16, 2026, the Company amended the Credit Facilities pursuant to the Third Amendment to lower the standby fee by 0.15% for undrawn balances on the Revolving Facility and the applicable margin by 0.75% across the New Credit Facilities such that:

(i) Secured Overnight Financing Rate ("SOFR") and term Canadian Overnight Repo Rate Average ("CORRA") loans (which are subject to a 0% floor) have an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.1% and 0.3%, respectively; and

(ii) Canadian prime loans and U.S. prime loans (which are subject to a 0% floor) have an applicable margin that varies from 1.5% to 2.5% depending on the Company's total net leverage ratio.

As at March 31, 2026, the interest rate on the credit facilities was equal to:

(i) for the USD Term Loan, term SOFR (subject to a 0% floor), plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.1%;

(ii) for the CAD Term Loan, term CORRA (subject to a 0% floor), plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.3%;

(iii) for the Pari Passu Term Loan, Canadian prime (subject to a 0% floor), plus an applicable margin that varies from 1.5% to 2.5% depending on the Company's total net leverage ratio; and

(iv) for the Revolving Facility, term CORRA (subject to a 0% floor) plus an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio.

The New Credit Facilities are collateralized by the majority of the assets of the Company.

For the Revolving Facility, the Company incurred $3,057 of financing fees during the year ended March 31, 2026. These fees are capitalized as deferred financing costs (commitment fee asset) in other assets, and are amortized straight-line over the term of the underlying credit agreement. As at March 31, 2026, the unamortized deferred financing costs related to the revolving facilities were $7,928 (March 31, 2025: $8,556).

For the Term Loans, the Company incurred $9,425 of financing fees during the year ended March 31, 2026. These fees are capitalized as deferred financing costs, offsetting the term debt balance, and are amortized using the effective interest rate ("EIR") method over the term of the underlying credit agreement. As at March 31, 2026, the unamortized deferred financing costs related to the term loans were $23,133 (March 31, 2025: $21,267).

For the Pari Passu Term Loan, the Company incurred $2,394 of financing fees during the year ended March 31, 2026. These fees are capitalized as deferred financing costs, offsetting the term debt balance, and are amortized using the EIR method over the term of the underlying credit agreement. As at March 31, 2026, the unamortized deferred financing costs related to the Pari Passu Term Loan were $5,378 (March 31, 2025: $5,348).

Under the terms of the Amended and Restated Credit Agreement, the Company is subject to positive and negative covenants including interest coverage and net leverage ratios each quarter. The Company is in compliance with all covenants under the Amended and Restated Credit Agreement as at March 31, 2026 and 2025.

14. PROVISIONS

	Legal provisions	Other provisions	Total
March 31, 2024	$ 239,633	$ 5,000	$ 244,633
Acquisitions	-	79	79
Additions	224,136	-	224,136
Settlements	(18,524)	(2,500)	(21,024)
Accretion expense	9,780	-	9,780
Translation adjustment	14,261	-	14,261
March 31, 2025	**$ 469,286**	**$ 2,579**	**$ 471,865**
Additions	51,256	-	51,256
Settlements	(320,531)	-	(320,531)
Translation adjustment	(16,817)	-	(16,817)
March 31, 2026	**$ 183,194**	**$ 2,579**	**$ 185,773**
Current	**$ 183,194**	**$ 2,579**	**$ 185,773**
Non-current	**-**	**-**	**-**

The Company is currently involved in pending litigation, claims and investigations arising out of the normal conduct of its business (Note 25). Provisions for legal disputes, litigation and investigations are recognized where a legal or constructive obligation has been incurred as a result of past events and it is probable that there will be an outflow of resources that can be reliably estimated.

On April 1, 2023, pursuant to a share purchase agreement (the "SK Purchase Agreement"), the Company completed the acquisition of all outstanding shares of Apotex Pharmaceutical Holdings Inc. and its subsidiaries (collectively, "APHI") (the "APHI Acquisition"). Under the terms of the SK Purchase Agreement, an escrow indemnity account (the “Litigation Escrow Account”) was established and funded in relation to certain pre-acquisition specified litigation matters. Accordingly, an indemnity amount recoverable was recognized in other current assets in the amount of the funded Litigation Escrow Account, representing the Company’s right to partially recover from the prior owners of APHI for costs incurred in connection with these specified litigation matters. As at March 31, 2026, the balance of legal provisions related to these matters was $178,446 (March 31, 2025: $464,176).

In addition, under the terms of the SK Purchase Agreement, 50% of the payments of the earnout contingent consideration, if earned, pertaining to the years ending March 31, 2024 and March 31, 2025 was payable to the prior owners of APHI and the remaining 50% was required to be deposited into the Litigation Escrow Account, which represented further funds available to cover the legal provisions as well as the related legal fees for these certain specified litigation matters (Note 26). During the years ended March 31, 2026 and March 31, 2025, 50% of the payment of the earnout consideration pertaining to the years ended March 31,

2025 and March 31, 2024, respectively, was deposited into the Litigation Escrow Account, increasing the indemnity amount recoverable.

During the year ended March 31, 2026, the Litigation Escrow Account, which was recognized in other current assets, was fully drawn and utilized, decreasing by $250,601 to settle legal provisions.

Any excess of the legal provision related to these pre-acquisition specified litigation matters and the Litigation Escrow Account is recorded as other operating expense (Notes 20, 26). The provision has been classified as a current liability since it is payable on demand.

15. OTHER LONG-TERM LIABILITIES

	March 31, 2026	March 31, 2025
Contingent consideration (Notes 14, 25, 26)	$ 73,616	$ 191,880
Other	43,798	38,290
Other long-term liabilities	**$ 117,414**	**$ 230,170**

16. SHARE CAPITAL

	Issued and fully paid			
	March 31, 2026		March 31, 2025	
	Number of units	Amount	Number of units	Amount
Common shares	1,190,778,463	$ 308,661	—	$ —
Class A-1 common shares	—	—	896,600,341	—
Class A-2 common shares	—	—	200,000,000	163,952
Class A-3 common shares	—	—	13,072,180	352
Class A-4 common shares	—	—	10,591,871	36,966
Class A-5 common shares	—	—	1,607,628	5,611
Class A-6 common shares	—	—	58,442,161	203,962
Class A-7 common shares	—	—	9,784,735	35,404
Class A-8 common shares	—	—	929,547	3,365
Share capital	**1,190,778,463**	**$ 308,661**	**1,191,028,463**	**$ 449,612**

As at March 31, 2026, the Company had authorized an unlimited number of common shares ("Common Shares"), Class B common shares and Class C common shares, of which there were (i) 1,190,778,463 Common Shares issued and outstanding (March 31, 2025: 1,191,028,463 various classes), (ii) options to acquire 23,200,000 Class B common shares issued and outstanding (March 31, 2025: 24,723,000), and (iii) options to acquire 6,147 Class C common shares issued and outstanding (March 31, 2025: 6,950). The holders of Common Shares and Class B common shares are entitled to receive dividends declared and returns of capital, from time to time. The holders of Common Shares are entitled to one vote per share at meetings of the Company. The holders of Class C common shares are entitled to receive a percentage of the Company's growth in value with vesting tied to SK Capital's cumulative net multiple on invested capital.

During the year ended March 31, 2025, 10,591,871 Class A-4, 1,607,628 Class A-5 and 58,442,161 Class A-6 common shares were issued in connection with the acquisition of Searchlight (Note 3) and valued at $36,966, $5,611 and $203,962, respectively, to fund the Searchlight acquisition.

During the year ended March 31, 2025, 9,784,735 Class A-7 and 929,547 Class A-8 common shares were issued in connection with the acquisition of CanPrev (Note 3) and valued at $35,404 and $3,365, respectively, to fund the CanPrev acquisition.

On July 7, 2025, pursuant to the Recapitalization Transaction, the Company reorganized its share capital to collapse the outstanding classes of Class A common shares into one single class of Common Shares, and to create two new series of Class C-3 common shares (Class C-3 common shares, second series ("Class C3-2") and Class C-3 common shares, third series ("Class C3-3")) issuable under its management incentive plan.

Class C-1 options were exchanged and subsequently cancelled for equivalent amounts of Class C3-2 options and Class C3-3 options, respectively, which have the same terms as the exchanged options, except for the reference to underlying shares. There was no incremental fair value as a result of the exchange.

Class C3-2 options were subsequently surrendered by participants in exchange for a distribution comprised of: (i) an accelerated payment under the Company's management incentive plan; and (ii) an advance that will reduce the liquidation amount of Class C3-3 common shares if such liquidation occurs. The distribution was non-refundable, except for a portion that is repayable if certain market and non-market conditions are not met.

Distributions made

On April 3, 2024, the Company reduced the stated capital account maintained in respect of the Class A-1 common shares and Class A-3 common shares by $734,999 and $10,716, respectively, and distributed such amounts to the respective shareholders as a return of capital.

On April 4, 2024, the Company declared a dividend to Class A-2 common shareholders in the amount of $163,952, equal to $0.82 per share.

On July 7, 2025, pursuant to the Recapitalization Transaction, the Company:

- declared a dividend to certain shareholders in the amount of $1,109,622, equal to $1.05 per common share;
- reduced the stated capital account maintained in respect of the Class A common shares by $140,951 and distributed such amounts to applicable shareholders as a return of capital;
- settled share options granted under the management incentive plan for cash payments in the aggregate amount of $40,881; and
- paid distributions on phantom shares granted under the management incentive plan in the aggregate amount of $7,106.

17. REVENUE

The following table represents the disaggregation of revenue between Conventional Generics, Specialty Generics and Brands & Biosimilars:

	Year Ended March 31, 2026	2025
Conventional Generics	$ 1,780,638	$ 1,872,388
Specialty Generics	1,151,493	976,301
Brands & Biosimilars	558,703	500,963
Revenue	**$ 3,490,834**	**$ 3,349,652**

Conventional Generics are off-patent, small molecule oral solid dose pharmaceuticals that are bioequivalent to branded pharmaceuticals.

Specialty Generics are those that have alternative dosage forms or routes of administration, or combination products, such as injectables and specialty oral solid dose pharmaceutical products.

Brands & Biosimilars consists of: (i) branded pharmaceuticals; (ii) biosimilar pharmaceuticals; and (iii) branded consumer health and wellness products.

During the year ended March 31, 2026, on a consolidated basis, the Company's two largest customers, each of which has the right to terminate its respective agreement without cause upon written notice, accounted for approximately 37.7% of revenue (2025: 37.2%).

18. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Year Ended March 31, 2026	2025
Salaries and benefits	$ 220,438	$ 226,053
Sales and marketing	70,817	52,680
Depreciation and amortization	106,797	84,261
Share-based compensation	64,646	73,476
Administrative and other	172,316	134,948
Selling, general and administrative expenses	**$ 635,014**	**$ 571,418**

19. RESEARCH AND DEVELOPMENT EXPENSES

	Year Ended March 31, 2026	2025
Salaries and benefits	$ 71,643	$ 81,667
Depreciation and amortization	2,897	5,539
Other	88,068	128,830
Research and development expenses	**$ 162,608**	**$ 216,036**

20. OTHER OPERATING EXPENSES, NET

	Year Ended March 31, 2026	2025
Operational reorganization costs	$ 87,974	$ 10,319
Acquisition related costs (Note 3)	21,261	43,041
Changes in fair value of contingent consideration (Notes 12, 15, 26)	30,035	205,845
IPO related costs	19,914	22,392
Quality remediation costs	27,415	-
Litigation settlements and awards including legal fees (Note 15, 25)	69,883	154,186
Impairment and write-off of assets (Notes 3, 8, 9, 10)	72,278	8,020
Loss (gain) on sale of property, plant and equipment (Note 3)	1,233	(2,284)
Other	27,792	12,401
Other operating expenses, net	**$ 357,785**	**$ 453,920**

Litigation settlements and awards and the associated legal fees are related to cases that are not company product specific. Quality remediation costs relate to costs incurred to address observations identified during Food and Drug Administration inspections at the Company's Richmond Hill facility. Impairment and write-off of assets includes $69,796 related to the divestiture of Signa.

21. FINANCE EXPENSES, NET

	Year Ended March 31, 2026	2025
Net foreign exchange loss	$ 5,800	$ 25,032
Interest income	(5,993)	(13,643)
Amortization of deferred financing fees (Note 13)	13,130	12,049
Interest expense on bank debt	197,117	175,980
Interest expense on lease liabilities (Note 11)	45,393	44,889
Accretion expense	-	(680)
Other	10,908	(1,782)
Finance expenses, net	**$ 266,355**	**$ 241,845**

There was no interest capitalized during the year ended March 31, 2026 and March 31, 2025.

22. EARNINGS PER SHARE ("EPS")

Basic EPS amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares outstanding during the year, adjusted for the effects of potentially dilutive share options.

	Year Ended March 31, 2026	2025
Net income	$ 373,776	$ 151,699
Weighted average number of shares (in thousands)	1,190,905	1,170,240
Basic earnings per Class A common share	$ 0.31	$ 0.13
Diluted earnings per Class A common share	$ 0.31	$ 0.13

As at March 31, 2026, the Company had 23,200,000 Class B common share options (March 31, 2025: 24,723,000) and 6,147 Class C common share options (March 31, 2025: 6,950) outstanding, which were not included in the computation of the diluted EPS because the contingencies required for these options to become exercisable were not met.

23. SHARE-BASED COMPENSATION

The Company issues stock options and cash-settled phantom shares to employees as share-based compensation. Both stock options and phantom shares are subject to service conditions, non-market performance conditions, and market performance conditions. At the reporting date, the Company has determined that the satisfaction of the non-market performance conditions is probable and such estimates will be updated at the end of each reporting period. Based on the estimated timing of when the non-market and market performance conditions will be satisfied, the Company has estimated that both stock options and phantom shares will vest in seven tranches over five years.

Class B common shares and Class C common shares have been reserved for issue under the applicable options of the Company. The Company has an unlimited number of Class B and Class C common shares authorized with no par value. The holders of Class B common shares are entitled to receive dividends declared and returns of capital, from time to time. The holders of Class C common shares are not entitled to receive dividends declared, but are entitled to liquidation distributions in advance of holders of Class B and Class A common shares. The holders of Class B and Class C common shares are not entitled to vote.

The expense recognized for employee services received during the year is shown in the following table:

	Year Ended March 31,	
	2026	**2025**
Expense arising from equity-settled share-based payment transactions	$ 50,179	$ 54,123
Expense arising from cash-settled share-based payment transactions	14,467	19,353
Total expense arising from share-based payment transactions	**$ 64,646**	**$ 73,476**

The share-based compensation has been included in selling, general and administrative expenses in the consolidated statements of net income and comprehensive income.

Movements during the year

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options and cash-settled phantom shares during the years ended March 31, 2026 and March 31, 2025:

	Class B Options		Class C Options	
	Number of units	WAEP	Number of units	WAEP
Outstanding as at March 31, 2024	22,648,000	$ 1.24	6,464	$ 0.01
Granted during the year[1]	3,600,000	4.49	486	0.02
Forfeited during the year	(1,525,000)	2.05	—	—
Outstanding as at March 31, 2025	**24,723,000**	**$ 1.67**	**6,950**	**$ 0.01**
Exercisable as at March 31, 2025	**—**	**—**	**—**	**—**
Outstanding as at March 31, 2025	24,723,000	1.67	6,950	0.01
Granted during the year[1]	1,650,000	4.45	—	—
Forfeited during the year	(3,173,000)	1.56	(803)	0.01
Outstanding as at March 31, 2026	**23,200,000**	**$ 1.89**	**6,147**	**$ 0.01**
Exercisable as at March 31, 2026	**—**	**—**	**—**	**—**

	Class B Phantom Shares		Class C Phantom Shares	
	Number of units	WAEP	Number of units	WAEP
Outstanding as at March 31, 2024	3,240,000	$ 1.08	1,728	$ 0.25
Granted during the year[1]	1,425,000	4.49	—	—
Forfeited during the year	(649,000)	1.00	—	—
Outstanding as at March 31, 2025	**4,016,000**	**$ 2.35**	**1,728**	**$ 0.25**
Exercisable as at March 31, 2025	**—**	**—**	**—**	**—**
Outstanding as at March 31, 2025	4,016,000	$ 2.35	1,728	$ 0.25
Granted during the year[1]	1,372,000	4.28	—	—
Forfeited during the year	(648,000)	1.67	—	—
Outstanding as at March 31, 2026	**4,740,000**	**$ 3.04**	**1,728**	**$ 0.25**
Exercisable as at March 31, 2026	**—**	**—**	**—**	**—**

The exercise prices for the Class B stock options and phantom shares range from $1.00 to $4.72 (March 31, 2025: $1.00 to $4.49). The exercise prices for the Class C stock options and phantom shares range from $0.01 to $3.71 (March 31, 2025: $0.01 to $3.71). As at March 31, 2026, the options and phantom shares have not vested or been exercised. The weighted average remaining contractual life of the stock options is 8.0 years (March 31, 2025: 8.9 years).

[1] Based on board approval.

The table below summarizes the assumption inputs used to determine the fair value of the stock options as of grant date during the year:

	2026	2025
Fair values at measurement date, Class B stock options, per unit	$0.58 - $4.02	$0.92 - $3.79
Fair values at measurement date, Class C stock options, per unit	$1,859 - $27,360	$6,525 - $31,366
Dividend yield (%)	0.0	0.0
Expected volatility (%)	37.9	35.9
Risk-free interest rate (%)	2.7	2.3
Expected life of share options (years)	2.3	2.5
Model used	Monte Carlo simulation	Monte Carlo simulation

The table below summarizes the assumption inputs used to determine the fair value of the phantom shares as at March 31:

	2026	2025
Fair values at measurement date, Class B Phantom options, per unit	$0.57 - $3.95	$0.88 - $3.64
Fair values at measurement date, Class C Phantom options, per unit	$1,828 - $26,753	$6,250 - $30,132
Dividend yield (%)	0.0	0.0
Expected volatility (%)	37.9	35.9
Risk-free interest rate (%)	2.7	2.3
Expected life of phantom shares (years)	2.3	2.5
Credit spread (%)	2.3	3.0
Model used	Monte Carlo simulation	Monte Carlo simulation

24. INCOME TAX

The major components of income tax expense for the years ended March 31, 2026 and 2025 are as follows:

Consolidated net income

	Year Ended March 31, 2026	2025
Current income tax		
Current income tax charge	$ 41,598	$ 258,918
Adjustments in respect of current income tax of previous year	(7,504)	(9,894)
Pillar Two global minimum tax	821	-
Deferred tax		
Relating to origination and reversal of temporary differences	96,222	(123,518)
Adjustments in respect of deferred income tax of previous year	14,955	33,424
Income tax expense	**$ 146,092**	**$ 158,930**

Consolidated comprehensive income

	Year Ended March 31, 2026	2025
Deferred tax expense (recovery)	$ 8,186	$ (349)
Deferred tax expense (recovery)	**$ 8,186**	**$ (349)**

Reconciliation of income tax expense and the accounting profit multiplied by the Company's domestic tax rate for 2026 and 2025:

	Year Ended March 31, 2026	2025
Accounting profit before income tax	$ 519,868	$ 310,629
At the Company's statutory income tax rate of 25% (2025: 25%)	129,967	77,657
Adjustments in respect of previous years	5,660	20,623
Pillar Two global minimum tax	821	-
Non-deductible and non-taxable items	32,237	45,672
Change in unrecognized deferred tax assets	(2,441)	7,407
Tax rates of subsidiaries operating in other jurisdictions	(25,447)	1,209
Other	5,295	6,362
At the effective income tax rate of 28.1% (2025: 51.2%)	**$ 146,092**	**$ 158,930**

The Company is subject to tax rates applicable in Canada. The combined statutory federal and provincial rate for 2026 is 25.0% (2025: 25.0%). The Company's subsidiaries are in tax jurisdictions that have tax rates ranging from 12.5% to 30.0% (2025: 12.5% to 30.0%).

The Government of Canada enacted the *Global Minimum Tax Act* ("GMTA") on June 20, 2024, implementing the OECD's 15% global minimum corporate tax for certain multinational enterprises (Pillar Two) in Canada. The GMTA and other corresponding foreign legislation are effective for the Company's fiscal year starting April 1, 2024. The Company is subject to the global minimum top-up income tax under the OECD's Pillar Two legislation. The top-up income tax relates primarily to the Company's operations in Ireland, where the statutory income tax rate is 12.5%. As of March 31, 2026, Ireland has enacted global minimum income tax into domestic legislation. As a result, the Company's Irish subsidiary will be liable for the top-up income tax, rather than the ultimate Canadian parent company. During the year ended March 31, 2026, the Company recognized a current income tax expense of $821 (2025 - $nil) related to the Pillar Two tax. In areas where transitional safe harbour rules do not apply and rates are below 15%, the Company's OECD Pillar Two exposure is minimal. The Company applied the temporary exception from recognizing and disclosing deferred taxes related to the OECD Pillar Two rules.

Deferred tax

The major components of deferred tax assets and liabilities consist of the following:

	March 31, 2026	March 31, 2025
Provisions not currently deductible	$ 118,245	$ 259,408
Losses available to be carried forward	60,384	32,350
Property, plant and equipment (owned and leased)	39,908	39,295
Goodwill and intangible assets	(184,430)	(179,245)
Share-based compensation	9,119	8,424
Other	(4,647)	(2,034)
Deferred tax assets, net	**$ 38,579**	**$ 158,198**
Reflected in the statements of financial position as follows:		
Deferred tax assets	166,354	288,671
Deferred tax liabilities	127,775	130,473
Deferred tax assets, net	**$ 38,579**	**$ 158,198**

A reconciliation of net deferred tax is shown below:

	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance, beginning of the year	$ 158,198	$ 193,539
Tax recovery (expense) recognized in profit or loss during the year	(111,177)	90,094
Tax recovery (expense) recognized in OCI during the year	(8,186)	349
Deferred taxes acquired in business combination	-	(124,736)
Other	(256)	(1,048)
Balance, end of the year	**$ 38,579**	**$ 158,198**

Deferred tax assets of $38,579 (2025: $36,094) have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

	March 31, 2026	March 31, 2025
Deductible temporary differences	$ 38,579	$ 36,094
	$ 38,579	**$ 36,094**

These deductible temporary differences relate to subsidiaries that have a history of losses, do not expire, and may not be used to offset taxable income elsewhere in the Company. The subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets.

25. COMMITMENTS AND CONTINGENCIES

The Company is subject to legal proceedings and claims, which arise in the ordinary course of business, most of which are owing in large part to the nature of the pharmaceutical industry. Often these issues are subject to substantial uncertainties and, therefore, the probability of a loss, if any, being sustained and/or an estimate of the amount of any loss is difficult to ascertain. It is the Company's policy to provide for amounts related to these legal matters if it is probable that a liability has been incurred and an amount is reasonably estimable. In certain cases below, the matters are at an early stage and accordingly, any potential loss or range of loss are not determinable. Where the Company has not disclosed the amounts claimed in certain legal proceedings, it is because either: (i) the amount claimed is unknown at this stage of the proceedings; (ii) the pleadings in the applicable proceeding do not disclose a specific amount claimed; or (iii) the pleadings disclose a global amount claimed against a group of defendants that includes Apotex, but no specific amount is claimed against Apotex.

Intellectual property litigation

The Company seeks to develop generic versions of patent-protected pharmaceuticals for sale prior to patent expiration in various markets. In Canada and the United States, to obtain approval for most generic pharmaceuticals prior to the expiration of the originator's patents, the Company must challenge the patents under the procedures set forth in each country's regulatory process. To that extent, the Company expects to be involved in patent litigation regarding the validity, enforceability or infringement of the originator's patents. These matters are typically litigated prior to the commercial marketing of the product by the Company, which mitigates the Company's exposure to potential loss arising from the litigation.

In the event that the Company chooses to market a generic product prior to the completion of the related litigation, the Company could be exposed to substantial damages for patent infringement in the case of an eventual decision that is adverse to the Company.

In certain circumstances where the Company is successful in defending itself against patent infringement claims, in certain jurisdictions the Company typically initiates a claim against the original plaintiffs for damages suffered as a result of being excluded from marketing the drug in question. Any amounts received pursuant to these damage claims are recorded in selling, general and administrative expenses in the consolidated statements of net income and comprehensive income when the matter is settled or adjudicated, and collection of the amounts is reasonably assured.

As it relates to the Company's innovative portfolio, the Company may initiate actions against generic competitors, which could result in damages being assessed against the Company should the Company not be successful in the patent litigation.

Ongoing lawsuits

Patent Litigation - Post Launch

In January 2024, Eagle Pharmaceuticals, Inc. filed a lawsuit in the U.S. District Court for the District of Delaware against Apotex Inc., a wholly-owned subsidiary of the Company, alleging that Apotex Inc.'s sale and marketing of its liquid Bendamustine product infringes select patents. Trial is scheduled for December 2026. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In January 2024, the Company launched Tasimelteon, an oral capsule product, following U.S. district court and appellate rulings that invalidated Vanda Pharmaceuticals Inc.'s ("Vanda") asserted patents. Vanda has alleged that the use of our generic product infringes additional patents. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Apotex Inc. and Apotex Corp. (together, the "Defendants"), two wholly-owned subsidiaries of the Company, were defendants in two overlapping patent infringement actions brought by Bayer Pharma AG, Bayer AG and Janssen Pharmaceuticals, Inc. (collectively, "Bayer") alleging infringement by the Defendants' 2.5 mg Rivaroxaban tablets. Bayer brought an initial patent infringement lawsuit in December 2022 based on the Defendants' regulatory submission. The action was stayed as the patent at issue was found unpatentable in an Inter Partes Review that was under appeal. The Defendants launched their 2.5 mg Rivaroxaban tablets in May 2025, following which Bayer brought a second patent infringement lawsuit alleging the Defendants' sale and marketing of their 2.5 mg tablets infringe Bayer's patent. In September 2025, the U.S. Court of Appeals for the Federal Circuit ruled against Bayer and found that the originally invalidated claims one through four of Bayer's patent (the only claims asserted against the Defendants) remain invalid. For other claims in the patent, the Appeals Court remanded the case back down to the District Court for further findings. On December 9, 2025, Bayer voluntarily dismissed all claims against Apotex in the second patent infringement lawsuit. On December 30, 2025, the parties stipulated to dismissal of all claims and defences in the first patent infringement lawsuit.

Litigation Relating to Pricing and Marketing

Since September 2016, Apotex Corp., a wholly-owned subsidiary of the Company has been named as a defendant in: (i) numerous putative class actions (by direct purchasers, indirect resellers and end payors); (ii)

individual actions (including by certain retailers, insurers, counties, hospitals and businesses that sponsor self-funded health plans); and (iii) state attorneys general actions in the U.S. courts, in which claims have been asserted against it and others for alleged violations of federal antitrust laws and various state laws arising out of alleged conspiracies to restrain trade with respect to the sales of various generic pharmaceuticals. The Judicial Panel on Multi-District Litigation ("MDL") consolidated and transferred these matters to the U.S. District Court for the Eastern District of Pennsylvania as In re Generic Pharmaceuticals Pricing Antitrust Litigation. On January 31, 2024, the cases filed by state attorneys general were remanded to the U.S. District Court for the District of Connecticut. Fact discovery is proceeding in the MDL but closed on December 19, 2025 for most cases. The court had set trial dates for the first two "bellwether" cases in August 2025 (Apotex Corp. is not in these cases); however, on June 18, 2025, the United States Court of Appeals for the Third Circuit granted the defendants' petition for interlocutory review of the court's class certification ruling, and, based on that decision, the court has stayed proceedings in the first round bellwether cases pending the Third Circuit's review. The court issued a trial schedule for the second round bellwether cases, with the first trial scheduled for September 2026. Apotex Corp. was a named defendant in both of the second round bellwether cases - the Indirect Reseller Plaintiffs ("IRPs")-Pravastatin case and the Humana I case—but has settled with the IRPs and has a settlement with Humana, which the Company has accrued for in the consolidated financial statements as of March 31, 2026 for an undisclosed amount and was paid subsequent to year end. In January 2026, the court selected a third round of bellwether cases—Kroger, Cigna, and CVS—with trials likely to occur in 2027 and 2028. Apotex Corp. has settled the Kroger case and is not a defendant in the Cigna bellwether (though it is a defendant in the broader Cigna case). The list of defendants that will be in the CVS bellwether has not been finalized.

Separate from the MDL cases (and the state attorneys general cases that were remanded to the U.S. District Court for the District of Connecticut), a group of insurers initiated suits against Apotex Corp. and multiple other generic pharmaceutical manufacturers in the Commonwealth of Pennsylvania's Court of Common Pleas beginning in 2019. These cases are currently stayed in deference to the MDL, though Apotex Corp. has reached a settlement in principle with many of these insurers, and plaintiffs' claims against Apotex in the Pennsylvania Court of Common Pleas were resolved after those entities did not opt out of Apotex's class settlements (see below). In December 2024, Aetna, Inc. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the Connecticut Superior Court, which has also been stayed. In May 2025, New York Quality Healthcare Corp. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the New York County Supreme Court. Apotex Corp. and the other defendants filed motions to dismiss and to stay in October 2025, which remain pending. The Pennsylvania, Connecticut and New York suits are based on the same conduct alleged in the federal MDL cases. The Company has accrued for such undisclosed amounts in the consolidated financial statements as at March 31, 2026.

Settlements

In December 2023, Apotex Corp. reached a settlement with the direct purchaser class in the MDL cases under which Apotex Corp. paid a total of $36,905 (US$26,652) in the fourth quarter of 2024 after the reduction for opt outs. On October 15, 2024, the court granted final approval of that settlement.

In March 2024, Apotex Corp. reached a settlement with the indirect reseller plaintiff class under which Apotex Corp. paid a total of $7,115 (US$5,261) after the reduction for opt-outs. On May 30, 2025, the court granted final approval of that settlement.

In February 2025, Apotex Corp. reached a joint agreement to settle the claims of two other plaintiff groups: (i) the state attorneys general for $53,478 (US$39,100); and (ii) the end payer plaintiff ("EPP") class for $65,651

(US$48,000) before any opt-out reduction. Apotex Corp. paid these settlement amounts in June 2025. The United States District Court for the District of Connecticut, where the state attorneys general cases are pending, granted final approval of the state attorneys general settlement on August 12, 2025. The United States District Court for the Eastern District of Pennsylvania, where the EPP claims are pending, granted final approval of the EPP settlement on November 19, 2025. Both settlements had an opt-out deadline of July 24, 2025. There were consumers who opted out of both the state attorneys general settlement and the EPP settlement. There were third-party payers who opted out of the EPP settlement (where the majority of third-party payer opt-outs have already filed cases against Apotex). Several of the third-party payers also requested to opt out their Administrative Services Only ("ASO") customers; the Court issued a decision on November 18, 2025 granting some of those requests and denying others. On January 21, 2026, Apotex Corp. received an opt-out reduction of $17,234 (US$12,505) from the EPP settlement., lowering the total amount that Apotex Corp. paid the EPPs to $48,417 (US$35,495).

In September 2024 and June 2025, Apotex Corp. entered into confidential settlements with certain direct purchaser and indirect reseller direct action plaintiffs. In September 2025, Apotex Corp. entered into a confidential settlement with certain retailer plaintiffs. In October 2025, Apotex Corp. entered a confidential settlement with an insurer plaintiff. In February 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of insurers. In March 2026, Apotex Corp. reached an agreement in principle on a settlement amount with an insurer plaintiff. In April 2026, this settlement was executed and the payment was made. In April 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of end-payors/indirect resellers. The Company has accrued for such undisclosed amounts in the consolidated financial statements for the year ended March 31, 2026.

In May 2018, Apotex Corp. received a Civil Investigative Demand from the U.S. Department of Justice ("DOJ") Civil Division as part of an investigation into potential False Claims Act violations in relation to the sale of certain generic pharmaceuticals. On September 30, 2021, Apotex Corp. and the DOJ Civil Division entered into a settlement agreement with respect to its Pravastatin product, in which Apotex Corp. agreed to pay $62,431 (US$49,000) and to cooperate with the DOJ's ongoing investigation of individuals and entities not released under the settlement. A settlement payment of $62,431 (US$49,000) was made on September 30, 2021. In addition, Apotex Corp. entered into a Corporate Integrity Agreement with the Office of Inspector General of the Department of Health and Human Services related to these matters on September 30, 2021, for a term of five years.

On June 3, 2020, a class action lawsuit was commenced in the Federal Court of Canada against various companies, including Apotex Inc., seeking damages as a result of an alleged conspiracy to fix prices, allocate markets and maintain the supply of generic drugs. On February 20, 2026, the Federal Court of Canada denied certification without leave to amend. The plaintiff did not file an appeal of this decision. Based on the information available, the Company has not accrued any amounts in the consolidated financial statements for the year ended March 31, 2026.

Opioids Litigation

Apotex Corp., and in some cases its affiliates, along with other manufacturers, distributors, pharmacies, PBMs and individual healthcare providers, is a defendant in multiple cases in the U.S. filed by numerous counties, cities, tribes, third-party payors, private hospital systems and private plaintiffs that assert civil claims related to sales, marketing and/or distribution practices with respect to prescription opioid products. These cases generally seek equitable relief and monetary damages based on a variety of legal theories, including statutory and common law claims, such as fraud, negligence and public nuisance, as well as alleged violations of the Racketeer Influenced and Corrupt Organizations Act. In July 2025, Apotex Corp. reached an agreement with

the representatives of the Attorneys General of each of the States of the U.S. and the Plaintiffs Executive Committee (representing political subdivisions (including counties, towns and other special municipal districts) and Native American tribes), but not including third party payors and private hospitals, to settle the claims of the States, political subdivisions and Native American tribes against Apotex Corp. for an aggregate amount equal to $103,339 (US$75,000). The settlement payment was made during the fourth quarter of the year ended March 31, 2026.

Apotex Inc. is a named defendant in several Canadian lawsuits seeking damages related to the manufacture, sale and alleged promotion of opioids in Canada following 1996. All of these actions have been commenced with a view to having them certified or authorized as class actions and all are brought against multiple market participants, including other manufacturers (originator and generic) and, in some instances, wholesalers, distributors and industry consultants.

His Majesty the King in Right of the Province of British Columbia v. Apotex Inc. et al. (the “BC Action”) is an action brought in the Supreme Court of British Columbia on behalf of the provincial, federal and territorial governments in Canada in an attempt to recover health care costs expended by these governments in order to provide health care treatment for and to otherwise deal with the opioid epidemic.

Class actions have also been commenced in each of the Supreme Court of British Columbia (MW v. Apotex Inc. et al. (the “MW Action”)), the Ontario Superior Court of Justice (Darryl Gebien et al. v. Apotex Inc. et al.) and the Quebec Superior Court (Jean-Francois Bourassa v. Abbott Laboratories Ltd. et al.), on behalf of consumers in Canada who were prescribed and consumed opioids during the relevant period and who claim to have suffered damages as a result. The plaintiff in the MW Action has indicated that the action will be discontinued as the claim will be advanced as part of the Ontario class action. On August 22, 2025, Apotex Inc. settled the Quebec class action for $2,125. The settlement payment was made during the year ended March 31, 2026. On March 13, 2026, Apotex Inc. settled the Ontario class action on a settlement amount, subject to Court approval. The Company has accrued for such undisclosed amounts in the consolidated financial statements for the year ended March 31, 2026.

A class action has also been commenced in the Court of King’s Bench in Alberta, The City of Grand Prairie and The Corporation of the City of Brantford v. Apotex Inc. et al., on behalf of all municipalities in Canada to recover so-called “abatement costs” in dealing with the opioid epidemic in the relevant period.

A class action has also been commenced in the Court of King’s Bench in Saskatchewan, Peter Ballantyne Cree Nation and Lac La Ronge Indian Band, on behalf of all Indigenous, Metis, First Nation or Inuit communities and governments in Canada, to recover healthcare, law enforcement and social service costs expended in response to the opioid epidemic during the relevant period.

Each of the non-settled actions is at a different procedural stage, all of them relatively early in the litigation process. A certification order has been issued in the BC Action. No discovery has taken place in any action. Accordingly, given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

Product Liability Litigation

Apotex Corp., and in some cases its affiliates and several other manufacturers of prescription and over-the-counter ranitidine (Zantac), were named as defendants in product liability-related lawsuits across the U.S. Plaintiffs claimed that the ranitidine molecule, the active ingredient of the medicine, contained the component elements of a nitrosamine compound and that over time the molecule could degrade to form

nitrosodimethylamine ("NDMA"), a suspected carcinogen. Plaintiffs alleged that ranitidine containing NDMA caused their various cancers. Based on this theory, plaintiffs brought claims against Apotex Corp. and in some cases its affiliates and other manufacturers, distributors and sellers of ranitidine sounding in design defect, manufacturing defect, failure to warn, negligence, misrepresentation, consumer fraud, nuisance, and other common law and statutory causes of action. Apotex Corp. successfully moved to dismiss many of these cases and the ongoing exposure is limited to various ranitidine litigation claims in California and Pennsylvania. The court's dismissal of Apotex Corp. from the cases in the Southern District of Florida is currently on appeal before the 11th Circuit. Plaintiffs may still appeal dismissals granted in Illinois and Pennsylvania. Based on the information available, the Company has not accrued any amounts in the consolidated financial statements for the year ended March 31, 2026.

In the summer of 2018, several medications containing the API valsartan were recalled in Canada and elsewhere in the world. This was due to the nitrosamine impurity, NDMA, that was found in the API. Since then, some other medications made by different manufacturers have been found to contain NDMA. The valsartan recall led to a number of actions being commenced in Canada against various manufacturers who manufactured and sold valsartan and other drugs that were found to contain nitrosamine impurities.

Apotex Inc. has been named as a defendant in multiple similar product liability actions relating to alleged nitrosamine contamination of drug products. These include putative class actions in Alberta, Ontario, British Columbia, and Quebec relating to the API ranitidine. Other than two remaining Quebec putative class actions —i) Royer, which is currently stayed pending the earlier of a judgment in the U.S. ranitidine MDL appeal, or October 15, 2026, and ii) Moran, which is stayed in favour of Royer—all ranitidine class actions in Canada have been dismissed or discontinued. The main British Columbia action, Dussiaume, was dismissed, with an appeal filed, but abandoned in November 2023. The other British Columbia action, McGinnis, was permanently stayed in November 2021. The Ontario class action, Lacroix, was discontinued on consent (in August 2022). Likewise, the two Alberta actions, Jones and Wozniuk, were discontinued in August 2022 and dismissed on consent in March 2025, respectively. There are also individual actions that have been commenced in Ontario and British Columbia. Canadian and US judges have scrutinized various claims regarding the presence of nitrosamines in pharmaceutical products. Courts have generally determined that there is insufficient or no scientific support for the allegations that the presence of nitrosamines (including in Zantac/ranitidine) causes, or increases the risks of, various types of cancer. No loss is likely to occur.

Two proposed class proceedings were filed in Quebec on behalf of consumers who purchased nasal decongestant products containing phenylephrine. The Kraska class action was filed on September 14, 2023 and the Hébert class action was filed on September 15, 2023. Apotex Inc. was only named as a defendant in the Hébert proceeding. Since Quebec is a "first-to-file" jurisdiction, the Hébert class action was suspended pending a final judgment on class action authorization in the Kraska class action. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In July 2017, in a proposed consumer class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API rabeprazole were sued for damages related to alleged kidney injuries. Apotex Inc. filed a notice of intend to defend in August 2017. No further actions have been taken by the plaintiffs to advance the proceedings.

In February 2011, in a proposed class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API sibutramine were sued for damages related to alleged cardiovascular adverse effects. This action was stayed by the Saskatchewan Court of Appeal on May 10, 2023 and the plaintiff's

application for a re-hearing was dismissed on December 11, 2023. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In March 2021, an action was filed in Ontario by Codie Von Richthofen against Apotex Inc. and two others for damages arising from alleged kidney malfunction purportedly caused by drugs containing tetracycline. A Demand for Particulars was sent to the plaintiff on May 3, 2021 and no response has been received by the Company. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

On June 2, 2025, a civil action was filed against Apotex Corp. and its affiliate, Apotex Inc., in the United States District Court for the Eastern District of Missouri. Plaintiff alleges the Company distributed enoxaparin sodium injection in pre-filled syringes with incorrect syringe barrel markings, which allegedly resulted in inaccurate dose administration and subsequent hospitalization. Plaintiff asserts claims for negligence and breach of warranty and seeks compensatory damages, including past and future medical expenses, pain and suffering, mental anguish, and loss of enjoyment of life. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

RAMQ Investigation

In 2020, the Régie de l'assurance maladie du Québec ("RAMQ") opened an investigation into Apotex Inc., other generic manufacturers, Gregoire Arakelian, and Costco for the payment and receipt of unauthorized benefits by way of issuance of subpoenas to various Apotex Inc. employees for financial records in relation to an investigation into unauthorized benefits paid to Gregoire Arakelian/17 Costco pharmacies, McKesson, and K&F. Apotex Inc. provided financial records and appeared before the RAMQ to answer questions related to the documents. However, the RAMQ requested information believed by Apotex Inc. to be beyond the scope of the investigation and unreasonable. Apotex Inc. filed the Application for Judicial Review of Fahner subpoena alleging that it was unlawful because it is overly broad. Apotex Inc. was initially successful, but on appeal, the court held that the RAMQ's authority is broad, and allowed the appeal and ordered enforcement of the subpoena. Apotex Inc. subsequently provided additional financial information. The investigation is ongoing, and at this time, the Company cannot evaluate the impact, if any, on the Company of these proceedings.

KD Pharma Lawsuit

In July 2025, KD Pharma-Bexbach GmbH issued claims against Apotex Inc. in the English High Court asserting breach of a supply agreement, unjust enrichment and breach of contract. Given the stage of this proceeding, the Company cannot evaluate the likelihood of a particular outcome occurring at this time.

Development commitments

The Company has entered into long-term development agreements with various third parties related to intangible assets and other commitments. These arrangements may require potential milestone payments by the Company, which are dependent on successful clinical development, or meeting specified sales targets, or other conditions which are specified in the agreements. Given the nature of these events, it is unclear when, if ever, the Company may be required to pay such amounts. As at March 31, 2026, if all development milestones and targets are achieved, the total contingent payments could reach an aggregate amount of up to $189,289. Additional contingent payments may be owed upon achievement of sales-based milestones.

26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value measurement

The Company has assessed that the fair values of financial assets and financial liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments, except for the item noted below.

As part of the APHI Acquisition, the Company recorded a liability for contingent consideration that will be paid out over a period of four years ending March 31, 2027 based on the future financial performance of APHI. As at the date of the APHI Acquisition, the contingent consideration payable was subject to a reduction of no more than $150,000 should the amount of specified pre-acquisition third-party litigation claims exceed the amount in the Litigation Escrow Account.

The Company's contingent consideration has been remeasured after initial recognition as at March 31, 2026 as follows:

	Classification	Carrying amount	Fair value	Fair value hierarchy
Contingent consideration, net of the change in escrow funding	FVTPL	$ 221,915	$ 221,915	Level 3

The following is a summary of the movement in contingent consideration as at:

	March 31, 2026	March 31, 2025
Balance, beginning of the year	$ 266,880	$ 248,890
Changes in fair value recognized in other operating expenses, net	30,035	205,845
Accretion expense on clawback provision	-	(2,018)
Payments	(150,000)	(150,000)
Change in escrow funding	75,000	(36,264)
Translation adjustment	-	427
Balance, end of the year	**$ 221,915**	**$ 266,880**

The contingent consideration involves a payout over a period of four years ending March 31, 2027, based on the future financial performance of APHI. Under the terms of the SK Purchase Agreement for the APHI Acquisition, 50% of the contingent consideration payments, if earned, are deposited into the Litigation Escrow Account up to $150,000. During the years ended March 31, 2026 and March 31, 2025, the Company paid $150,000 in contingent consideration related to each of the years ended March 31, 2025 and March 31, 2024, respectively, out of which 50% of each payment was deposited into the Litigation Escrow Account. Additionally, the contingent consideration payment of $150,000 related to the year ended March 31, 2026 has been earned and is expected to be made during the year ending March 31, 2027. Excluding the $150,000 payable in respect of the year ended March 31, 2026, as at March 31, 2026, the remaining contingent consideration payable is $150,000 and is payable if Earn-out EBITDA for the year ending March 31, 2027 is equal to or greater than $863,000.

"Earn-Out EBITDA" is defined generally in the share purchase agreement for the APHI Acquisition to be the net income of the Company and its subsidiaries (on a combined basis) but excluding the impact of the following: (a) certain agreed upon "one-off items"; (b) any interest expense or income; (c) any federal, provincial, U.S., foreign or local income tax expenses, income tax benefits or income tax credits (other than certain tax credits); (d) any depreciation and amortization expenses; (e) any gains, losses or expenses that are capital in nature (including in respect of sale of fixed assets and equipment); (f) any gains, losses or

expenses in relation to capital leases, including any lease costs or expenses in relation to sale and leaseback transactions or similar arrangements and any operating lease expense / rent expense associated with such sale and leaseback transactions except that any element of operating lease expense or rent expense which is intended to cover costs previously incurred directly by the Company and its subsidiaries that are now incurred by a lessor and charged through to the Company and its subsidiaries such as maintenance, taxes and insurance shall burden Earn-out EBITDA provided that such costs shall not exceed the equivalent costs included in the Company's historical financial statements; (g) any unrealized gains or losses in relation to foreign currency translation and any foreign currency translation reserve; (h) any gains, losses, costs, fees and expenses in respect of foreign currency contracts, hedging contracts, derivatives, currency swaps or any other similar arrangements; (i) any profits or losses arising in respect of any purchase accounting, including, for the avoidance of doubt, any charges related to fair value adjustments or any other opening balance sheet adjustments in respect of the transactions contemplated by the share purchase agreement; (j) any expenses, charges or write-offs associated with the transactions contemplated by the share purchase agreement, including transaction costs, retention payments, and any transaction bonuses or similar remuneration; (k) any recharges, allocations, overhead and management fees (or similar arrangements) charged by purchaser or any of its affiliates as well as legal expenses and settlement payments, gains or losses.

The share purchase agreement for the APHI Acquisition contains customary covenants regarding the operation of the Company's business during the applicable earn-out periods. Other than the remaining contingent consideration, the Company has no additional material or potentially material ongoing obligations pursuant to the share purchase agreement for the APHI Acquisition.

The short-term balance of $148,299 (March 31, 2025: $75,000) and the long-term balance of $73,616 (March 31, 2025: $191,880) related to the contingent consideration have been recognized in trade and other payables and other long-term liabilities, respectively.

Contingent consideration is measured at fair value at the end of each reporting period using a Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of the estimated reduction for escrow funding component which reduces the liability. The following table provides additional information about how the fair value of this financial liability is determined (in particular, the valuation technique and inputs used).

Financial instrument	Valuation technique	Inputs used
Contingent consideration	Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of estimated clawback component	EBITDA forecast EBITDA volatility EBITDA discount rate Credit spread

Risk management objectives and policies

The Company's principal financial liabilities comprise of long-term debt and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, other current assets, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, market risk (including interest rate risk and foreign currency risk) and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarized below.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk principally arises from the Company's trade receivables. The Company performs credit evaluation and monitoring processes intended to mitigate credit risk. Approximately 64.1% (2025: 62.5%) of trade receivables represent amounts due from three wholesale customers.

Refer below for the Company's measurement of ECLs on trade receivables.

		Trade receivables Days past due				
March 31, 2026	**Current**	**< 30**	**31 - 60**	**61 - 90**	**> 91**	**Total**
Trade receivables	$1,533,679	$ 126,761	$ 80,759	$ 42,012	$ 134,567	$1,917,778
Customer-related accruals						(1,073,646)
	$1,533,679	**$ 126,761**	**$ 80,759**	**$ 42,012**	**$ 134,567**	**$ 844,132**
Allowance for expected credit losses						(23,676)
Net carrying amount						**$ 820,456**

		Trade receivables Days past due				
March 31, 2025	**Current**	**< 30**	**31 - 60**	**61 - 90**	**> 91**	**Total**
Trade receivables	$1,507,421	$ 154,190	$ 50,138	$ 30,198	$ 65,759	$1,807,706
Customer-related accruals						(909,951)
	$1,507,421	**$ 154,190**	**$ 50,138**	**$ 30,198**	**$ 65,759**	**$ 897,755**
Allowance for expected credit losses						(21,736)
Net carrying amount						**$ 876,019**

Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its variable rate loans and borrowings. The Company does not use derivative financial instruments to mitigate interest rate risk at this time.

With all other variables held constant, the sensitivity to a reasonably possible change in interest rates on the Company's credit facilities of 1% would result in a $28,816 increase (2025: $20,208 increase) in income before tax.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company undertakes sales and purchase transactions in USD, and therefore is subject to gains or losses due to fluctuations in foreign currency exchange rates. The Company does not use derivative financial instruments to mitigate foreign currency risk.

The following analysis demonstrates the sensitivity to a reasonably possible change in the USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax is

due to changes in the fair value of monetary assets and liabilities in these foreign currencies. The Company's exposure to foreign currency changes for all other currencies is not material.

As at March 31, 2026, a 5% weakening (strengthening) of the Canadian dollar against the USD would result in a $15,772 increase (decrease) (2025: $22,386) in total comprehensive income.

(iii) Macroeconomic and geopolitical environment

In recent years, the global economy has been impacted by fluctuating foreign exchange rates. Fluctuations in the U.S. dollar versus the Canadian dollar and other currencies in which the Company operates may materially impact its revenues, results of operations, profits and cash flows. Additionally, the global economy has also been impacted by geopolitical tensions, which have resulted in disruptions to global supply chains, including the Company's internal supply chain, as well as ongoing developments regarding international trade policies. The U.S. government recently announced tariffs on products imported from several jurisdictions in which the Company operates and sources raw materials, and has made announcements regarding the potential imposition of tariffs on other jurisdictions. Certain of the announced tariffs have been delayed and the Company is currently assessing the potential impact on its supply chain and global operations. However, the U.S. government may in the future pause, reimpose or increase tariffs, and countries subject to such tariffs have and in the future may impose reciprocal tariffs or other restrictive trade measures in response. Any of these actions could impact the Company's costs and global operations.

Liquidity risk

Liquidity risk is the risk of the Company possibly not being in a position to meet its financial liabilities as contractually agreed by providing cash or other financial assets. The Company's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term. The Company ordinarily finances its activities through cash generated from operating activities, term loans and credit facilities.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as at March 31, 2026:

	< 1 year	1 - 5 years	> 5 years	Total
Trade and other payables (Note 12)	$ 956,345	$ -	$ -	$ 956,345
Long-term debt (Note 13)	101,209	2,867,467	-	2,968,676
Lease liabilities (Note 11)	54,079	281,325	765,148	1,100,552
Contingent consideration, net of clawback (Notes 12, 15)	148,299	73,616	-	221,915
	$ 1,259,932	**$ 3,222,408**	**$ 765,148**	**$ 5,247,488**

The current portion of contingent consideration is included in trade and other payables.

The contingent consideration in the table above represents the fair value of the earnout consideration related to the APHI Acquisition as at March 31, 2026.

27. CAPITAL MANAGEMENT

The Company's objectives in managing capital are to ensure sufficient liquidity is available to meet the Company's operational needs, to ensure compliance with financial covenants related to its long-term debt, and to minimize finance costs while taking into consideration current and future industry, market, and

economic risks and conditions. There have been no breaches of financial covenants of any interest-bearing debt during the years ended March 31, 2026 and March 31, 2025.

Management monitors forecast cash flows, capital expenditures, debt repayment and key credit metrics on an ongoing basis to manage its capital. The Company defines capital that it manages as the aggregate of its equity and long-term debt. In order to maintain a flexible capital structure, the Company, upon approval from its Board of Directors, may issue, repay or modify long-term debt, issue shares, repurchase shares, or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as annual capital and operating budgets.

28. RELATED PARTY DISCLOSURES

The Company's related parties are API Investment LP ("Sherfam", "Former Owners of Acquired Businesses"), which is a shareholder and an associate of the Company (as defined in the *Securities Act* (Ontario)), and SK Holdings II, LLC, which together with its affiliates ("SK", "SK Capital", "Entities under Common Control"), exercises control over the Company. The Company incurs quarterly management and consulting fees from its related parties pertaining to senior management, strategic advisory, consulting, oversight and other services. Information about the Company's structure, including details of the subsidiaries and the holding company as at March 31, 2026, can be found in Note 2. The following table provides the total balances outstanding with related parties, which relate to management and consulting fees incurred in the normal course of operations:

	March 31, 2026	March 31, 2025
Amounts owed by related parties	$ 4,875	$ -
Amounts owed to related parties	4,906	5,023

The amounts are classified as other current assets, other non-current assets, and trade and other payables.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

	Year Ended March 31,	
	2026	2025
Purchases from related parties	$ 13,465	$ 14,646

Transactions with former owners of acquired businesses

As at March 31, 2026, the Company had $nil in litigation cost recoverable (March 31, 2025: $15,253) and $29,107 of receivables related to indemnified tax balances (March 31, 2025: $31,672) from the former owners of APHI, as well as a liability for contingent consideration fair valued at $221,915 (March 31, 2025: $266,880). During the year ended March 31, 2026, the Company recorded $1,824 (March 31, 2025: $1,140) of management and consulting fees, respectively, from the former owners of APHI within other operating expenses, net. During the year ended March 31, 2025, the Company also paid $1,503 in transaction services fees to the former owners of APHI, which was recorded in other operating expenses, net.

Transactions with entities under common control

The Company undertakes certain transactions with related parties, some of which are companies under common control. During the year ended March 31, 2026, the Company recorded $8,092 (March 31, 2025: $5,115) of management and consulting fees, respectively, from SK Capital Partners, LP within other operating

expenses, net. During the year ended March 31, 2025, the Company also paid $6,887 of transaction services fees to SK Capital Partners, LP, which was recorded within other operating expenses, net.

During the year ended March 31, 2026, the Company had $3,549 of purchases under an existing manufacturing and supply agreement with Halo Pharmaceutical, Inc ("Halo"), an entity under common control.

On April 14, 2026, the Company entered into a new manufacturing and supply agreement with Halo. Under this agreement, the Company made an upfront payment of $16,694 (US$12,000) to finance Halo's installation of a sterile filling production line in Halo's facility, and it agreed to pay up to an additional $6,955 (US$5,000) in milestone payments contingent on the completion of certain performance conditions. In exchange, the Company secured a defined period of guaranteed access to Halo's sterile filling line capacity at fixed, market-based pricing for up to a specified number of units to be produced by Halo. This transaction did not affect the amounts reported in the consolidated financial statements for the year ended March 31, 2026 because this agreement was entered into after March 31, 2026.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the end of the year are unsecured and interest-free and settlement typically occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel of the Company

	Year Ended March 31,	
	2026	**2025**
Short-term employee benefits	$ 13,639	$ 19,668
Long-term employee benefits	423	3,697
Share-based compensation	38,955	59,116
Termination benefits	4,185	-
	$ 57,202	**$ 82,481**

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to current and former key management personnel. Senior management personnel of the Company, excluding non-executive directors, are included in a cash-based long-term incentive plan. Payments in this plan are determined on the basis of both financial and non-financial key performance indicators, depending on their roles. Amounts awarded under this plan are included in long-term employee benefits in the table above.

29. SUPPLEMENTAL CASH FLOW INFORMATION

	Year Ended March 31, 2026	2025
Changes in operating asset and liability balances:		
Trade receivables, net (Note 5)	$ 31,398	$ (104,970)
Other current assets (Note 7)	165,177	115,746
Inventories (Note 6)	44,388	(58,099)
Trade and other payables (Note 12)	51,196	42,287
Provisions (Note 14)	(185,023)	200,372
Other non-current assets	(4,142)	(2,853)
Other long-term liabilities (Note 15)	(1,656)	(80,381)
Net change in operating asset and liability balances	**$ 101,338**	**$ 112,102**

30. SEGMENTS

The Chief Operating Decision Maker ("CODM") of the Company, being the Chief Executive Officer, evaluates Company performance and allocates resources based on three geographic operating segments: Canada, U.S., and International ("Intl"), based on the location of the customer.

Financial performance of operating segments is reviewed by the CODM based upon gross profit. Costs and other income below gross profit, and balance sheet items are reviewed by the CODM on a consolidated basis.

The following financial information by operating segment is reconciled with the totals from the consolidated statements of net income and comprehensive income.

	Year Ended March 31, 2026			
	Canada	U.S.	Intl	Total
Revenue	$ 1,431,084	$ 1,790,369	$ 269,381	$ 3,490,834
Cost of sales	629,374	734,773	185,057	1,549,204
Gross profit	**$ 801,710**	**$ 1,055,596**	**$ 84,324**	**$ 1,941,630**

	Year Ended March 31, 2025			
	Canada	U.S.	Intl	Total
Revenue	$ 1,267,767	$ 1,810,835	$ 271,050	$ 3,349,652
Cost of sales	588,713	753,177	213,914	1,555,804
Gross profit	**$ 679,054**	**$ 1,057,658**	**$ 57,136**	**$ 1,793,848**

Non-current assets by geographic region

Non-current assets consisting of property, plant and equipment, goodwill, intangible assets, right-of-use assets and other non-current assets were held in the following geographic areas:

	March 31, 2026	March 31, 2025
Canada	$ 1,866,031	$ 1,816,331
U.S.	104,097	117,008
Other	234,064	306,370
Total	**$ 2,204,192**	**$ 2,239,709**

31. SUBSEQUENT EVENTS

Purchase of assets of Cumberland Pharmaceuticals Inc.

On April 23, 2026, the Company announced an agreement to purchase certain assets of Cumberland Pharmaceuticals Inc. for cash consideration of $139,118 (US$100,000). Under the terms of the agreement, Apotex will add a portfolio of branded pharmaceutical products to its U.S. business. The transaction is expected to expand Apotex's U.S. specialty and hospital-focused branded pharmaceutical platform with a diverse portfolio of products across acute care, oncology, infectious disease, and gastroenterology.



Apotex Health Corp., (formerly known as Artemis Parent, Inc.)

Consolidated Financial Statements

For the years ended March 31, 2025 and March 31, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Apotex Health Corp. (formerly known as Artemis Parent, Inc).

Opinion

We have audited the consolidated financial statements of Apotex Health Corp. and its subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at March 31, 2025 and 2024, and the consolidated statements of net income (loss) and comprehensive income (loss), consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, 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.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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 in this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Canadian generally accepted auditing standards 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 consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Toronto, Canada
[●]

Apotex Health Corp.

Consolidated Statements of Financial Position

(In thousands of Canadian dollars)

	Notes	March 31, 2025	March 31, 2024
Assets			
Current assets			
Cash and cash equivalents	*4*	$ 77,968	$ 421,345
Trade receivables, net	*5, 26*	876,019	721,069
Inventories	*6*	973,570	832,198
Income taxes receivable	*25*	18,456	17,345
Other current assets	*7*	377,313	435,720
Assets held for sale	*8*	-	16,224
Total current assets		**2,323,326**	**2,443,901**
Property, plant and equipment	*9*	666,236	613,955
Goodwill	*10*	296,267	86,943
Intangible assets	*11*	765,259	127,303
Other non-current assets		36,678	66,000
Right-of-use assets	*12*	475,269	496,526
Deferred tax assets	*25*	288,671	203,623
Total non-current assets		**2,528,380**	**1,594,350**
Total assets		**$ 4,851,706**	**$ 4,038,251**
Liabilities and equity			
Current liabilities			
Trade and other payables	*13*	$ 999,386	$ 922,948
Current portion of long-term debt	*14*	108,424	34,686
Current portion of lease liabilities	*12*	8,673	5,546
Income taxes payable	*25*	79,582	133,725
Current portion of provisions	*3, 15*	471,865	239,633
Total current liabilities		**1,667,930**	**1,336,538**
Long-term debt	*14*	1,958,809	1,290,656
Lease liabilities	*12*	573,736	542,641
Provisions	*15*	-	5,000
Deferred tax liabilities	*25*	130,473	10,084
Other long-term liabilities	*16*	230,170	120,805
Total non-current liabilities		**2,893,188**	**1,969,186**
Total liabilities		**$ 4,561,118**	**$ 3,305,724**
Equity			
Share capital	*17*	$ 449,612	$ 910,020
Contributed surplus	*24*	99,524	45,401
Deficit		(231,206)	(218,953)
Foreign currency translation reserve		(27,342)	(3,941)
Total equity		**290,588**	**732,527**
Total liabilities and equity		**$ 4,851,706**	**$ 4,038,251**

Commitments and contingencies (Note 26)
Subsequent events (Note 32)

Approved on behalf of the Board of Directors:

Aaron Davenport, Chairman of the Board | ***Jeff Watson, President and Chief Executive Officer***

See accompanying notes to the consolidated financial statements.

Apotex Health Corp.

Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)

(In thousands of Canadian dollars)

	Notes	Year Ended March 31, 2025	2024
Revenue	*18*	$ 3,349,652	$ 2,940,455
Cost of sales	*6*	1,555,804	1,837,088
Gross profit		**1,793,848**	**1,103,367**
Selling, general and administrative	*19*	571,418	501,998
Research and development	*20*	216,036	173,076
Other operating expenses, net	*21*	453,920	432,952
Operating income (loss)		**552,474**	**(4,659)**
Finance expense, net	*22*	241,845	150,897
Income (loss) before tax		**310,629**	**(155,556)**
Income tax expense (recovery)	*25*	158,930	(8,640)
Net income (loss)		**$ 151,699**	**$ (146,916)**
Other comprehensive loss			
Items that may be recycled subsequently to net income (loss):			
Currency translation of foreign operations		(23,401)	(3,941)
Other comprehensive loss for the year		**(23,401)**	**(3,941)**
Total comprehensive income (loss)		**$ 128,298**	**$ (150,857)**
Weighted average number of shares (in thousands)	***23***		
Basic		1,170,240	1,102,855
Diluted		1,170,240	1,102,855
Earnings (loss) per share attributable to common shareholders	***23***		
Basic earnings (loss) per Class A common share		$ 0.13	$ (0.13)
Diluted earnings (loss) per Class A common share		$ 0.13	$ (0.13)

See accompanying notes to the consolidated financial statements.

Apotex Health Corp.

Consolidated Statements of Changes in Equity

(In thousands of Canadian dollars)

	Notes	Share capital	Contributed surplus	Retained earnings (deficit)	Foreign currency translation reserve	Total equity
March 31, 2023		**$ 896,600**	**$ -**	**$ (72,037)**	**$ -**	**$ 824,563**
Net loss		-	-	(146,916)	-	(146,916)
Other comprehensive loss:						
Currency translation of foreign operations		-	-	-	(3,941)	(3,941)
Comprehensive loss		**-**	**-**	**(146,916)**	**(3,941)**	**(150,857)**
Share-based compensation	*24*	-	45,401	-	-	45,401
Share issuance	*3, 17*	213,420	-	-	-	213,420
Return of capital	*17*	(200,000)	-	-	-	(200,000)
March 31, 2024		**$ 910,020**	**$ 45,401**	**$ (218,953)**	**$ (3,941)**	**$ 732,527**
Net income		-	-	151,699	-	151,699
Other comprehensive loss:						
Currency translation of foreign operations		-	-	-	(23,401)	(23,401)
Comprehensive income (loss)		**-**	**-**	**151,699**	**(23,401)**	**128,298**
Share-based compensation	*24*	-	54,123	-	-	54,123
Dividends paid	*17*	-	-	(163,952)	-	(163,952)
Share issuance	*3, 17*	285,307	-	-	-	285,307
Return of capital	*17*	(745,715)	-	-	-	(745,715)
March 31, 2025		**$ 449,612**	**$ 99,524**	**$ (231,206)**	**$ (27,342)**	**$ 290,588**

See accompanying notes to the consolidated financial statements.

Apotex Health Corp.

Consolidated Statements of Cash Flows

(In thousands of Canadian dollars)

	Notes	Year Ended March 31, 2025	2024
Operating activities			
Net income (loss)		$ 151,699	$ (146,916)
Adjustments:			
Depreciation of property, plant and equipment	*9*	56,004	113,143
Amortization of intangible assets	*11*	49,891	6,763
Depreciation of right-of-use assets	*12*	30,641	30,843
Impairment loss on non-current assets	*9, 10, 21*	8,020	-
Gain on sale-leaseback	*12, 21*	-	(4,391)
Gain on sale of property, plant and equipment	*8, 21*	(1,593)	-
Change in fair value of contingent consideration	*21, 26*	205,845	219,931
Interest expense, net		216,813	158,545
Share-based compensation	*24*	73,476	53,479
Unrealized foreign exchange loss (gain)		73,089	(4,279)
Income tax expense (recovery)	*25*	158,930	(8,640)
Payment of contingent consideration	*27*	(150,000)	-
Interest paid		(156,846)	(107,983)
Income taxes paid		(273,657)	(111,602)
Changes in operating asset and liability balances	*30*	112,102	372,007
Net cash flows from operating activities		**$ 554,414**	**$ 570,900**
Investing activities			
Acquisitions, net of cash acquired	*3*	(400,477)	(2,585,896)
Proceeds from sale of assets held for sale	*8*	16,696	-
Purchases of property, plant and equipment	*9*	(93,578)	(83,255)
Purchases of intangible assets	*11*	(150,509)	(28,270)
Net cash flows used in investing activities		**$ (627,868)**	**$ (2,697,421)**
Financing activities			
Payments of lease liabilities	*12*	(51,650)	(48,392)
Term loan repayments	*14*	(35,553)	(34,547)
Term loan drawings	*14*	700,000	-
Net movement in revolving facility	*14*	17,685	-
Financing fees paid	*14*	-	(12,147)
Share issuance	*17*	-	13,420
Return of capital	*17*	(745,715)	(200,000)
Dividends paid	*17*	(163,952)	-
Net cash flows used in financing activities		**$ (279,185)**	**$ (281,666)**
Net decrease in cash and cash equivalents		$ (352,639)	$ (2,408,187)
Effect of foreign exchange on cash and cash equivalents		9,262	3,334
Cash and cash equivalents at beginning of year		421,345	2,826,198
Cash and cash equivalents at end of year		**$ 77,968**	**$ 421,345**

See accompanying notes to the consolidated financial statements.

1. COMPANY INFORMATION

Apotex Health Corp., formerly known as Artemis Parent, Inc., and its subsidiaries (collectively, the "Company" or "Apotex") is a Canadian-based global health company with a broad portfolio of generic, biosimilar and branded pharmaceuticals, as well as branded consumer health and wellness products.

Apotex Health Corp. was incorporated under the laws of the Province of Ontario on September 16, 2022 and is headquartered in Canada. Its shares are not publicly traded. Apotex has an integrated portfolio of generic pharmaceuticals, biosimilars, innovative branded medicines and branded consumer health and wellness products for global markets and engages in manufacturing, research and development, and commercial operations.

On April 1, 2023, the Company completed the acquisition of all outstanding shares of Apotex Pharmaceutical Holdings Inc. (the "APHI Acquisition") and its subsidiaries (collectively, "APHI"), a Canadian pharmaceutical corporation which manufactures and distributes generic medication. See Note 3 for further details.

As at March 31, 2025, the parent company of Apotex Health Corp. was SK Artemis Holdings II, LLC, and the ultimate controlling party is an affiliate of funds advised by SK Capital Partners, LP.

Apotex has operations and research and development activities primarily located in Canada, the United States ("U.S."), Mexico, and India. The Company undertakes research and development activities, for both the development of new products for its pipeline, as applicable, as well as continuing the product development life-cycle management of its existing product base.

These consolidated financial statements of the Company for the year ended March 31, 2025 were authorized for issue by the Company's Board of Directors on [●].

2. MATERIAL ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments and share-based compensation, which have been measured at fair value. The consolidated financial statements are presented in Canadian dollars ("CAD") and all values are rounded to the nearest thousand ($000), except for per unit fair values or as otherwise indicated.

The Company has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

Basis of consolidation

These consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company as at March 31, 2025. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The accounting policies of subsidiaries have been aligned with the policies adopted by the Company. The financial results and assets/liabilities of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intragroup assets and liabilities, equity, income and expenses and cash flows relating to transactions between subsidiaries of the Company are eliminated in full on consolidation.

The consolidated financial statements of the Company include the following 100% held entities as at March 31, 2025:

Name	Country of incorporation
Artemis Intermediate Holdings, Inc.	Canada
Apotex Inc.	Canada
Apotex Pharmachem Inc.	Canada
Apotex Research Pvt Ltd.	India
Apotex Pharmachem India Pvt Ltd.	India
Apotex Co-Borrower, LLC	U.S.
Apotex Corp.	U.S.
Apotex Holdco Inc.	Canada
Apotex Regional Headquarters Company	Canada
Aposherm Delaware Holdings Corp.	U.S.
AA Pharma Inc.	Canada
Aralez Pharmaceuticals Canada Inc.	Canada
CanPrev Natural Health Products Ltd	Canada
Searchlight Pharma Inc.	Canada
Signa Civac S.A. de C.V.	Mexico
Signa S.A de C.V.	Mexico
Nuvo Pharmaceuticals (Ireland) DAC	Ireland
Protein S.A. de C.V.	Mexico
Pharma Group Inc.	Panama
Apotex Panama S.A.	Panama
Apotex Costa Rica S.A.	Costa Rica
Apotex Nicaragua S.A.	Nicaragua
Apotex Sourcing Beijing Co. Ltd.	China
1001180113 Ontario Inc.	Canada
1001112720 Ontario Inc.	Canada
2461444 Ontario Inc.	Canada

Accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Contingencies

The Company reviews the adequacy of the litigation accruals on a periodic basis and, although it believes that its present provisions are adequate, changes in facts and circumstances in the future may lead to adjustments to provision estimates and could have a material impact on the Company's results of operations, cash flows and financial condition in the period that provision estimates are adjusted or paid. As such, accruals are based on management's judgment as to the probability of losses and, where applicable, accruals may materially differ from actual verdicts, settlements or other agreements made with regards to such contingencies. Litigation outcomes and contingencies are unpredictable and material verdicts can occur. Accordingly, management's assessments involve complex judgments concerning future events and often rely heavily on estimates and assumptions.

Business combinations

The fair value of consideration paid and assets and liabilities acquired in a business combination requires management to make significant estimates, especially concerning the fair values of acquired intangible assets, inventories, property, plant and equipment and the liabilities assumed at the acquisition date, and the useful lives of the intangible assets and property, plant and equipment. Estimates of fair value require the use of valuation techniques. These valuations require the use of management assumptions and estimates, including the value of comparable assets in the market, amount and timing of future cash flows, outcomes and costs of research and development activities, probability of obtaining regulatory approval, long-term sales forecasts, actions of competitors, customer attrition rates, discount rates and terminal growth rates.

Contingent consideration

The Company measures the fair value of contingent consideration on acquisition date and at each subsequent reporting period based on a combination of the discounted cash flow method and Monte Carlo simulation analysis. Using the Monte Carlo simulation analysis, the Company applies a pre-defined probability and economic assumptions (i.e., risk-free rate and expected earnings volatility) and a Geometric Brownian Motion process to simulate the earnings of the earn-out entities. In addition, as at the date of acquisition, the ultimate amount of the contingent consideration payable to the seller is subject to a reduction of no more than $150,000 should the amount of specified pre-acquisition third party litigation claims exceed the original funded amount of $250,000 associated with the Litigation Escrow Account (Note 3). The estimated reduction for escrow funding is discounted to its present value as an adjustment in the fair value of contingent consideration.

Revenue recognition – variable consideration

The Company's revenue recognition policies require estimates of the net selling price, which is impacted by chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments. Key inputs and assumptions used in calculating these amounts include estimations of "in channel" customer inventory, estimated chargeback rates, changes to pricing and sales levels, historical chargebacks, professional allowances, discounts, price adjustments and returns, estimates of future sales trends including customer mix and new product launches.

Provision for inventories

Inventories are stated at the lower of cost and estimated net realizable value. The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in selling prices less estimated costs required to sell. Inventories are written down to net

realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining demand and selling prices.

Deferred tax assets

The Company recognizes deferred tax assets for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

Share-based compensation

The Company estimates fair value for share-based compensation transactions, which requires determination of the most appropriate valuation model, depending on the terms and conditions of the grant. The fair value of the instruments are estimated using the Monte Carlo simulation model. Several assumptions are used in the underlying calculation of fair values of the Company's share-based compensation, including the market value of the underlying shares at the valuation date, expected life of the option, stock price volatility based on comparable companies, forfeiture rates, risk-free interest rates and the likelihood and timing of achieving vesting conditions as of the initial grant date and at each reporting period.

Impairment of non-financial assets

The Company recognizes an impairment when the carrying value of an asset, cash-generating unit ("CGU") or group of CGUs exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. Management judgment is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying CGUs for the purpose of impairment testing.

The determination of the recoverable amount involves significant estimates and assumptions. Value-in-use is determined using future cash inflows and outflows, discount rates, growth rates and asset lives. Fair value less costs to sell is determined using market multiples. Changes in these estimates and assumptions could affect the Company's assessment of impairment.

Summary of accounting policies

a) Business combinations and goodwill

The Company accounts for business combinations using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. Acquisition-related costs are expensed as incurred and included in the consolidated statements of net income (loss) and comprehensive income (loss).

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. All contingent consideration (except that which is classified as equity) is subsequently remeasured to fair value at each reporting period end, with the changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured, and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests) and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in net income (loss) and comprehensive income (loss).

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's CGUs (or group of CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU (or group of CGUs) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in these circumstances is measured based on the relative fair values of the disposed operation and the portion of the CGU retained.

b) Fair value measurement

For financial assets and liabilities measured at fair value on a recurring basis, fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, are described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which inputs are based on quoted prices for identical or similar instruments in markets that are not active, quoted prices for similar instruments in active markets, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the asset or liability; and
- Level 3: techniques which use inputs that have a significant effect on the recognized fair value that require the Company to use its own assumptions about market participant assumptions.

The Company maintains policies and procedures to determine the fair value of financial assets and liabilities using what it considers to be the most relevant and reliable market participant data available. It is the Company's policy to maximize the use of observable inputs in the measurement of its Level 3 fair value measurements. To the extent observable inputs are not available, the Company utilizes unobservable inputs based upon the assumptions market participants would use in valuing the asset or liability. In determining the fair value of financial assets and liabilities employing Level 3 inputs, the Company considers such factors as the current interest rate, equity market, currency and credit environments, expected future cash flows, the

probability of certain future events occurring, and other published data. The Company performs a variety of procedures to assess the reasonableness of its fair value determinations including the use of third parties.

c) Foreign currencies

The Company's consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. Items included in the financial statements of each of the legal entities are measured using its respective functional currency, being the currency of the primary economic environment in which the entity operates. The Company uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

(i) Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates when the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(ii) Translation

On consolidation, the assets and liabilities of foreign operations with functional currencies other than CAD are translated into CAD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at the average exchange rate for the period. The exchange differences arising on translation for consolidation are recognized in other comprehensive income (loss) ("OCI"). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

d) Cash and cash equivalents

Cash and cash equivalents in the Company's consolidated statements of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

e) Inventories

The Company values inventories at the lower of cost and net realizable value. Inventories consist of raw materials, spare parts and consumables, work-in-progress and finished goods.

The cost of raw materials, work-in-progress and finished goods inventories comprises all costs of purchase, costs of conversion, including directly attributable labour and overhead, and other costs incurred in bringing the inventories to their present location and condition and are determined on a standard or average cost basis, approximating actual costs. Impairment losses are recognized on the basis of net realizable value.

Spare parts and consumables are used in operating machines or consumed as indirect materials in the manufacturing process. Spare parts and consumables inventory costs are determined using the weighted average method.

Net realizable value is the estimated selling price less the estimated cost of completion and costs necessary to make the sale.

Inventories are written down to net realizable value when the cost of inventories is not fully recoverable. The amount of any write-downs of inventories to net realizable value is recognized as an expense, and included in cost of sales, in the period the write-down occurs. The factors the Company considers in determining the provision for slow-moving, obsolete and other unsaleable inventory include estimated shelf life, planned product discontinuances, price changes, aging of inventory and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all of these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis. When the circumstances that previously caused the inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of a changed economic circumstance, the amount of write-down is reversed in the period of change to the extent of the increase in value.

f) Intangible assets

Intangible assets that are acquired separately are measured at cost on initial recognition. Intangible assets acquired in a business combination are measured at their fair value at the date of acquisition. Intangible assets consist of assets under development, corporate brand, customer relationships and product rights. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets not yet available for use

Assets under development comprise of acquired in-process research and development ("IPR&D") assets, which are under development as well as payments to third parties to in-license or acquire intellectual property rights, compounds and products, including initial upfront and subsequent milestone payments, which are made when the milestones are met. Subsequent development expenditures are capitalized only when they meet the criteria under IFRS for capitalization as further described below. All other expenditures, including expenditures on internally generated goodwill and brands, are recognized in the consolidated statements of net income (loss) and comprehensive income (loss), as incurred.

Assets under development are not yet available for use and are not amortized. They are tested for impairment on an annual basis or sooner when there are indications that the carrying value may not be recoverable. Any impairment charge is recognized in the consolidated statements of net income (loss) and comprehensive income (loss).

Intangible assets available for use

Product rights consist of currently marketed in-licensed product rights, intellectual property, patents, distribution rights and product trade names, including initial upfront and subsequent milestone payments, which are made when the milestones are met. When an asset under development obtains regulatory approval and products are launched, the asset is transferred to product rights and accounted for as a definite-lived intangible asset that is available for use. Upon transfer, the amortization of the asset begins.

Intangible assets available for use with a definite useful life are amortized over their estimated useful lives on a straight-line basis and are evaluated for potential impairment whenever facts and circumstances indicate that their carrying value may not be recoverable.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

De-recognition of intangible assets

Intangible assets are de-recognized either on their disposal or where no future economic benefits are expected from their use. Any gain or loss arising on such de-recognition is included in the consolidated statements of net income (loss) and comprehensive income (loss) and is measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as of the date of de-recognition.

A summary of the policies applied to the Company's intangible assets is as follows:

	Assets under development	Corporate brand	Product rights	Customer relationships	Goodwill
Useful lives	Finite (not yet subject to amortization)	Indefinite	Finite (3-10 years)	Finite (15-20 years)	Indefinite
Amortization method used	Not amortized. Tested annually for impairment or when indicators exist.	Not amortized. Tested annually for impairment or when indicators exist.	Amortized on a straight-line basis over the period of the product rights. Tested for impairment when indicators exist.	Amortized on a straight-line basis over the period of the customer relationship. Tested for impairment when indicators exist.	Not amortized. Tested annually for impairment or when indicators exist.
Internally generated or acquired	Acquired	Acquired	Acquired	Acquired	Acquired

g) Property, plant and equipment

The Company's property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Such cost includes expenditures that are directly attributable to the acquisition of the items, including borrowing costs if capitalization criteria are met and directly attributable to bringing the asset to its working condition for the intended use. Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other repairs and maintenance are charged to the consolidated statements of net income (loss) and comprehensive income (loss) during the financial period in which they are incurred.

The cost of property, plant and equipment acquired in a business combination is their fair value at the date of acquisition.

The Company allocates the amount initially recognized in respect of an item of property, plant and equipment to its significant components and depreciates each separately.

The Company's assets are depreciated using the straight-line method, after taking into account residual values, over the following expected useful lives of the assets:

Land	Not depreciated
Buildings and leasehold improvements	5 to 30 years
Plant and machinery	3 to 20 years
Furniture and fixtures	3 to 12 years
Office equipment	3 to 12 years
Computers and software	2 to 6 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each period end and adjusted prospectively, if appropriate.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, including consultancy charges for implementing the software, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred.

Property, plant and equipment and any significant part initially recognized is de-recognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of net income (loss) and comprehensive income (loss) when the asset is de-recognized.

h) Impairment of non-financial assets

The Company reviews its long-lived assets, including intangible assets with finite lives, for recoverability whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company performs impairment testing annually, or when indicators exist, for goodwill and indefinite-life intangible assets. The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, a market multiple approach is used. These calculations are corroborated by other available fair value indicators.

Where the carrying amount of an asset or CGU (or group of CGUs) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset or group of assets does not exceed their recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the assets in prior years. Such reversal is recognized in the consolidated statements of net income (loss) and comprehensive income (loss). Impairment losses relating to goodwill cannot be reversed in future periods.

i) Assets held for sale

The Company classifies assets as held for sale in the period that (i) it has approved and committed to a plan to sell the asset or disposal group, (ii) the asset is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is highly probable and transfer of the asset is expected to qualify for recognition as a completed sale within one year (subject to certain events or circumstances), (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially and subsequently measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the consolidated statements of net income (loss) and comprehensive income (loss) in the period in which the held for sale criteria are met. Conversely, gains are generally not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company stops recording depreciation or amortization expense on the asset. The Company assesses the fair value of assets held for sale less any costs to sell at each reporting period until the asset is no longer classified as held for sale.

j) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company cannot readily determine the interest rate implicit in the lease; therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's standalone credit rating).

(i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Buildings and leasehold improvements	Up to 20 years
Equipment and other	Up to 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (h) Impairment of non-financial assets.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its IBR at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to

leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

Sale and leaseback transaction

In a sale and leaseback transaction, the transfer of an asset is recognized as a sale when the customer has obtained control of the underlying asset, which is aligned with the Company's revenue recognition policy. Otherwise, the Company continues to recognize the transferred asset on the consolidated statements of financial position and records a financial liability equal to the proceeds transferred. When the transfer of an asset satisfies the Company's revenue recognition policy to be accounted for as revenue, a partial recognition of the profit from the sale is recorded immediately after the sale, which is equivalent to the proportion of the asset not retained by the Company through the lease. The proportion of the asset retained by the Company through the lease is recognized as a right-of-use asset and the lease liability is measured as a consequence of how the right-of-use asset and the gain or loss on the transaction is measured.

k) Taxes

(i) Current income tax

Current income tax assets and liabilities of the Company are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statements of net income (loss) and comprehensive income (loss). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

The Company's deferred tax is provided for using the liability method on temporary differences between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is not recognized in the consolidated statements of net income (loss) and comprehensive income (loss). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset only if certain criteria are met, such as when there is a legally enforceable right to offset.

(iii) Mandatory temporary exception

The Company adopted the amendments to IAS 12, *Income Taxes* ("IAS 12"), issued in May 2023, which introduced a mandatory temporary exception to the requirements of IAS 12 under which a company does not recognize or disclose information about deferred tax assets and liabilities related to the proposed Organisation for Economic Co-operation and Development ("OECD") Pillar Two model rules. The Company applied the temporary exception as of March 31, 2024, which is still in effect as at March 31, 2025.

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

All of the Company's financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ("FVTPL"), transaction costs that are attributable to the acquisition of the financial asset.

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- Those to be measured at amortized cost.

The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets held to collect contractual cash flows are classified as amortized cost. This category includes cash and cash equivalents, trade receivables, and other current assets. The Company initially recognizes the carrying amount of such assets, other than trade receivables, on the consolidated statements of financial position at fair value with directly attributable transaction costs, and subsequently measures these at amortized cost using the effective interest rate ("EIR") method, less any impairment losses. Trade receivables are initially measured at the transaction price.

Impairment of financial assets

The Company uses the expected credit loss ("ECL") model in determining the allowance for doubtful accounts as it relates to trade receivables and other current assets. The Company applies the simplified approach in calculating ECL. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(ii) Financial liabilities

Financial liabilities of the Company are classified, at initial recognition, as financial liabilities at FVTPL, or financial liabilities at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of long-term debt and trade and other payables, net of directly attributable transaction costs.

After initial recognition, long-term debt is subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance expense in the consolidated statements of net income (loss) and comprehensive income (loss).

After initial recognition, contingent consideration of an acquirer in a business combination is subsequently remeasured at fair value at each reporting date. Changes in fair value are recognized through other operating expenses.

The Company's other financial liabilities at amortized cost include trade and other payables and lease liabilities.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized amounts, there is an intention to settle on a net basis and to realize the assets and settle the liabilities simultaneously.

m) Provisions

General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under a litigation claim, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statements of net income (loss) and comprehensive income (loss), net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance expense.

Ongoing legal disputes, litigation and investigations

The Company is currently involved in pending litigation, claims and investigations arising out of the normal conduct of its business. Provisions for legal disputes, litigation and investigations are recognized where a legal or constructive obligation has been incurred as a result of past events and it is probable that there will be an outflow of resources that can be reliably estimated. In this case, the Company arrives at an estimate based on an evaluation of the most likely outcome. While provisions that management deems to be reasonable and

appropriate have been made for probable losses, there are inherent uncertainties connected with these estimates. Disputes for which no reliable estimate can be made are disclosed as contingent liabilities.

The Company makes estimates regarding provisions and contingencies, including the probability of pending and potential future litigation outcomes. These are by nature dependent on inherently uncertain future events. When determining likely outcomes of litigation, etc., the Company considers the input of external counsel on each case, as well as known outcomes in case law. Although the Company believes that the total provisions for legal proceedings are adequate based on currently available information, there can be no assurance that there will not be any changes in facts or matters, or that any future lawsuits, claims, proceedings or investigations will not be material.

In certain circumstances where the Company is successful in defending itself against patent infringement claims, the Company typically initiates a claim against the original plaintiffs for damages suffered as a result of being excluded from marketing the drug in question. Any amounts received pursuant to these damage claims are recorded in selling, general and administrative expenses when the matter is settled or adjudicated and collection of the amounts is reasonably assured.

n) Share-based compensation

The Company issues two types of share-based payment awards to employees in exchange for services: equity-settled stock options and cash-settled share-based payment arrangements (phantom shares).

Equity-settled stock options

Stock options will be settled in shares upon exercise. These share-based compensation costs are accounted for on a fair value basis, as measured at the grant date, which is generally the date at which both the Company and employee have a mutual understanding of the terms of the award. The compensation expense is recognized based on the estimated number of awards that will eventually vest and adjustments for forfeitures that are expected to occur. The cost is recognized over the estimated vesting period using the graded-vesting method. The cumulative expense recognized for equity-settled transactions is adjusted in each reporting period based on the Company's best estimates and ultimately trued-up to reflect the number and timing of awards for which the service and non-market performance conditions are met.

Service and non-market performance conditions are not considered when determining the grant date fair value of awards, but the likelihood and timing of the conditions being met is assessed each reporting period, as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value.

Cash-settled transactions

Phantom shares will be settled in cash upon vesting. The grant date fair value of the liability is recognized over the vesting period. The liability is remeasured at each reporting date based on the portion of services the Company has received and the latest fair value as of the reporting date, with any change recognized as an adjustment to compensation expense. The cumulative expense recognized for cash-settled transactions equals the cash payment on the settlement date.

The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

o) Revenue

Revenues are primarily generated from the sale of products. The Company recognizes revenue when control of the goods or services is transferred to the customer, which typically occurs at a point in time, upon shipment or delivery, depending on the terms of the customer contract.

Provisions for estimated chargebacks, professional allowances, discounts, shelf stock, billbacks, sales returns and other price adjustments are made at the time of sale and are analyzed and adjusted, if necessary, at each reporting date.

Revenues include amounts derived from product out-licensing agreements. These arrangements can include an initial upfront payment on inception of the license, and subsequent payments that are dependent on royalties earned. Royalty revenue is recognized either upon sale of the out-licensed product to the licensee or when the underlying sales by the licensee have occurred.

Performance obligations

Information about the Company's performance obligations is summarized below.

Sale and delivery of product

The performance obligation is satisfied upon delivery of the product and payment is generally due within 30 to 120 days from delivery.

Each product sold within a contract is a single performance obligation to deliver that product. The Company is considered the principal in these transactions. The Company performs shipping and handling activities before the customer obtains control of the related good, and as such, it does not represent a separate performance obligation. Customer options to purchase additional products do not give rise to material rights, provided that they are priced at or are reasonably close to the standalone selling price.

Invoices are typically provided to customers within a short time frame of delivery of product. In no instances during the year did invoicing (and payment) extend to a period approaching one year from the completion of the performance obligation and therefore, the practical expedient was applied to all arrangements during the year where the promised amount of consideration is not adjusted for the effects of a significant financing component since the period between the transfer of the promised good and the payment is one year or less.

Variable consideration

The consideration the Company receives in exchange for its goods is only recognized when it is probable that a significant reversal will not occur. The consideration to which the Company expects to be entitled includes a stated list price, less various forms of variable consideration. The Company estimates the amount of variable consideration using the expected value method. The Company then applies the requirements on constraining estimates of variable consideration in order to determine the amount of variable consideration that can be included in the transaction price and recognized as revenue.

The Company makes significant estimates for related variable consideration at the point of sale. The most common elements of variable consideration are listed below.

- Chargebacks represent an amount payable in the future to a wholesaler for the difference between the invoice price paid to the Company by wholesalers for a particular product, and the negotiated contract price that the wholesaler's customer pays for that product. The Company's chargeback provision and

related reserve vary with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventory. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at contract prices. The Company estimates the chargeback accrual based on information obtained from wholesalers and actual historical chargeback and contract rates. The Company continually monitors current pricing trends and wholesaler inventory levels to estimate chargeback liabilities.

- Professional allowances and discounts granted to wholesalers, retailers, government agencies (including U.S. Medicaid and U.S. Federal Medicare programs), government supported healthcare systems, private health systems, pharmacy benefit managers, managed healthcare organizations, purchasing organizations and other direct and indirect customers are provisioned and recorded as revenue deductions at the time the related revenues are recorded.

- Cash discounts are offered to customers to encourage prompt payment and are provisioned and recorded as revenue deductions at the time the related sales are recorded.

- Shelf stock, billbacks and other price adjustments are generally granted to customers to cover the inventory held by them at the time a price decline becomes effective. Revenue deduction provisions for such are recorded when the price decline is anticipated, based on the impact of the price decline on the customer's estimated inventory levels.

- Sales returns provisions are recognized and recorded as revenue deductions when the Company can reasonably estimate expected future returns. In doing so, the estimated rate of return is applied, which is determined on the basis of historical experience of customer returns and considering any other relevant factors. Where shipments are made on a resale or return basis, without sufficient historical experience for estimating sales returns, revenue is only recorded when there is evidence of consumption or when the right of return has expired.

These provisions for customer-related accruals are recognized in the consolidated statements of financial position in trade and other payables, or in trade receivables if there is a currently enforceable legal right to offset and there is an intention to settle on a net basis.

Costs to obtain a contract

The Company recognizes costs of obtaining contracts as an expense since the amortization period of the assets that the Company otherwise would have recognized is one year or less. The costs are recorded under selling, general and administrative expenses.

p) Cost of sales

The Company's cost of sales comprises labour, raw materials, components, packaging, quality assurance and control and manufacturing overhead costs, including but not limited to the following:

- Costs of the necessary active ingredient and supporting ingredients of the products the Company manufactures and various types of packaging material;

- Overhead costs, including utilities, maintenance of production equipment and other support expenses associated with the production of the Company's products;

- Salaries and benefits for personnel directly involved in production activities;

- Depreciation of property, plant and equipment used for production purposes; and

- Freight and logistic costs, including costs to ship products to internal distribution centers and to customers.

The Company also enters into various agreements for the development, manufacturing and supply of certain drugs or substances. Through these development agreements, the Company obtains a license, which provides exclusive rights to sell and market the product from a third-party research company. Additionally, these agreements normally offer compensation to the research company in the form of a royalty or profit share payment on future sales of the developed product. These royalty or profit share payments are also included in the Company's cost of sales when incurred.

q) Selling, general and administrative expenses

The Company's selling, general and administrative expenses consist of labour, sales and marketing expenses, office and general expenses including utilities, insurance, externally provided services such as professional fees, depreciation and amortization, litigation settlement and awards and the associated legal fees related to cases that are company product specific, and other expenses. The selling, general and administrative expenses also include costs for share-based compensation and management incentive programs.

r) Research and development expenses

The Company expenses research costs as incurred. Internal development expenditures on an individual project are capitalized as an intangible asset when the Company meets the capitalization criteria under IAS 38 *Intangible Assets,* which is usually when regulatory approval has been obtained. Given the timing of regulatory approval in a product's development cycle, subsequent expenditures are typically not material and hence, are expensed as incurred.

Research and development costs consist primarily of costs associated with the development of the Company's product candidates, such as salaries and other personnel-related expenses for employees involved with research and development activities, litigation costs incurred prior to commercial product launch, materials used for research, including active ingredients, clinical trials, regulatory submission fees, testing, operating and lab supplies, depreciation and other related expenses.

Standards issued but not yet effective

Amendments to IAS 21: *The Effects of Changes in Foreign Exchange Rates — Lack of Exchangeability*

In August 2023, the IASB issued amendments to IAS 21, which clarify the definition of exchangeability and how to estimate an exchange rate when there is a lack of exchangeability. The amendments also introduce new disclosure requirements when using an estimated exchange rate on the financial statements. These amendments apply for annual reporting periods beginning on or after January 1, 2025, with earlier adoption permitted. The amendments are not expected to have a material impact on the consolidated financial statements.

IFRS 18: *Presentation and Disclosure in the Financial Statements*

The IASB issued IFRS 18, *Presentation and Disclosure in the Financial Statements* ("IFRS 18"), which sets out requirements and guidance on presentation and disclosure in financial statements, including:

- Presentation in the income statement of income and expenses within five defined categories: operating, investing, financing, income taxes, and discontinued operations;

- Presentation in the income statement of new defined subtotals for operating profit and profit before financing and income taxes;
- Enhanced guidance on aggregation and disaggregation of information and whether to provide information in the financial statements or in the notes;
- Disclosure of specified expenses by nature; and
- Disclosure of explanations of management-defined performance measures.

IFRS 18 will replace IAS 1 but carries forward many requirements from IAS 1 without any change. The standard is effective for the annual reporting periods beginning on or after January 1, 2027, with early application permitted. The Company is currently assessing the impact of this new standard on its consolidated financial statements.

Classification and Measurement of Financial Instruments: Amendments to IFRS 9 and IFRS 7

The IASB issued “Amendments to the Classification and Measurement of Financial Instruments, Amendments to IFRS 9 and IFRS 7” ("Amendments to IFRS 9 and IFRS 7"), which sets out amended requirements and guidance on the classification and measurement of financial instruments and disclosure in the financial statements, including:

- Clarification that a financial liability is derecognised on the “settlement date”, which is the date on which the related obligation is discharged, cancelled, expired, or otherwise qualifies for derecognition;
- Clarification on how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (“ESG”)-linked features;
- Clarification of the treatment of non-recourse assets and contractually linked instruments; and
- Requirement of additional disclosures in IFRS 7, *Financial Instruments: Disclosures* (“IFRS 7”) for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.

The Amendments to IFRS 9 and IFRS 7 are effective for the annual reporting periods beginning on or after January 1, 2026, with early adoption permitted for amendments that relate to the classification of financial assets and the related disclosures. The Company does not anticipate the amendments to have a material impact on its consolidated financial statements.

3. ACQUISITIONS

Acquisition of CanPrev Natural Health Products Ltd.

On February 1, 2025, the Company acquired all of the issued and outstanding shares of CanPrev Natural Health Products Ltd. (“CanPrev”). CanPrev is a Canadian provider of natural health products specializing in vitamins, supplements, and minerals. This share purchase transaction was accounted for as a business combination under IFRS 3, *Business Combinations*. The Company completed the acquisition through a combination of cash consideration and the issuance of common shares of the Company (Note 17). Transaction costs incurred and expensed within other operating expenses, net totaled $12,228 for the year ended March 31, 2025.

		February 1, 2025
Cash	$	145,740
Issuance of common shares at fair value		38,769
Total purchase consideration	**$**	**184,509**

The common shares of the Company issued as part of the consideration paid for CanPrev were measured at fair value on the acquisition date.

Assets acquired and liabilities assumed based on their estimated fair values as of February 1, 2025:

	February 1, 2025
Cash and cash equivalents	$ 453
Trade receivables, net	7,155
Inventories	11,657
Income taxes receivable	2,970
Other current assets	339
Deferred tax assets	1,246
Intangible assets	135,500
Property, plant and equipment	14,234
Right-of-use assets	4,464
Other non-current assets	744
Trade and other payables	(7,401)
Lease liabilities	(4,464)
Long-term debt	(4,316)
Provisions	(54)
Deferred tax liabilities	(40,515)
Net identifiable assets acquired	**$ 122,012**
Add: Goodwill	62,497
Fair value of net assets acquired	**$ 184,509**

During the year ended March 31, 2025, CanPrev contributed revenue of $13,055 and net loss of $264 to the Company. If the acquisition of CanPrev had occurred on April 1, 2024, consolidated pro-forma revenue and net income for the year ended March 31, 2025 would have been $3,412,141 and $161,634, respectively.

Intangible assets comprise customer relationships of $63,100 and $72,400 of corporate brands.

Goodwill of $62,497 for CanPrev is comprised of the excess fair value of the consideration paid over the fair value of the net assets acquired. Goodwill is attributable to the anticipated improvement in operations of the acquired company, synergies with existing operations, and other intangible assets to the extent where they cannot be classified to a specific asset, such as assembled workforce. Goodwill for the CanPrev acquisition is included in the Canada segment and is not expected to be deductible for tax purposes.

Purchase of US product rights to Provigil and Nuvigil

On December 30, 2024, the Company purchased the rights to Provigil® (modafinil) and Nuvigil® (armodafinil) in the United States from Teva Pharmaceutical International GmbH for cash consideration of $89,212 and transaction costs of $1,996, totaling $91,208 (Note 11). This transaction was accounted for as an asset acquisition. These product rights are amortized over 10 years, which is their estimated useful life.

Acquisition of Searchlight Pharma Inc.

On June 1, 2024, the Company acquired all of the issued and outstanding shares of Searchlight Pharma Inc. (“Searchlight”). Searchlight is a private, Canadian pharmaceutical company, focused on the development and sale of specialty branded pharmaceutical products. This share purchase transaction was accounted for as a business combination under IFRS 3, *Business Combinations*. The Company completed the acquisition through a combination of cash consideration, which was funded by drawing on its revolving facility under its Amended and Restated Credit Agreement (Note 14), and the issuance of common shares of the Company

(Note 17). Transaction costs incurred and expensed within other operating expenses, net totaled $17,232 for the year ended March 31, 2025.

		June 1, 2024
Cash	$	255,830
Issuance of common shares at fair value		246,539
Total purchase consideration	**$**	**502,369**

The common shares of the Company issued as part of the consideration paid for Searchlight were measured at fair value on the acquisition date.

In determining the purchase price allocation, the Company considered, among other factors, the discount rate, the terminal value growth rate, the intended future use of acquired assets, the analysis of historical financial performance and estimates of future performance of Searchlight.

Assets acquired and liabilities assumed based on their estimated fair values as of June 1, 2024:

		June 1, 2024
Cash and cash equivalents	$	640
Trade receivables, net		15,881
Inventories		50,533
Income taxes receivable		1,809
Other current assets		2,556
Deferred tax assets		4,139
Intangible assets		399,900
Property, plant and equipment		653
Right-of-use assets		1,501
Trade and other payables		(24,720)
Lease liabilities		(1,501)
Income tax payable		(279)
Deferred tax liabilities		(89,606)
Other long-term liabilities		(4,784)
Net identifiable assets acquired	**$**	**356,722**
Add: Goodwill		145,647
Fair value of net assets acquired	**$**	**502,369**

During the year ended March 31, 2025, Searchlight contributed revenue of $122,546 and net income of $3,277 to the Company. If the acquisition of Searchlight had occurred on April 1, 2024, consolidated pro-forma revenue and net income for the year ended March 31, 2025 would have been $3,376,805 and $163,576, respectively.

Intangible assets comprise product rights of $337,500, IPR&D of $40,200, and $22,200 of corporate brands.

Goodwill of $145,647 for Searchlight is comprised of the excess fair value of the consideration paid over the fair value of the net assets acquired. Goodwill is attributable to the anticipated improvement in operations of the acquired company, synergies with existing operations, and other intangible assets to the extent where they cannot be classified to a specific asset, such as assembled workforce. Goodwill for the Searchlight acquisition is included in the Canada segment and is not expected to be deductible for tax purposes.

Acquisition of Apotex Pharmaceutical Holdings Inc.

On April 1, 2023 (the "Apotex Acquisition Date"), pursuant to a share purchase agreement (the "SK Purchase Agreement") the Company completed the acquisition of all outstanding shares of APHI, a Canadian pharmaceutical corporation. The consideration for the acquisition was $2,558,354, including equity consideration of $200,000. The acquisition was accounted for as a business combination in accordance with IFRS 3, *Business Combinations.*

	April 1, 2023
Cash portion of base purchase price	$ 2,600,000
Contingent consideration (net of reduction for escrow funding)	30,943
Closing statement adjustment	(50,000)
Issuance of common shares at fair value	200,000
Indemnification escrow recoverable (Note 15)	(232,313)
Tax refund payable	9,724
Total purchase consideration	**$ 2,558,354**

The common shares of the Company issued as part of the consideration paid for APHI were measured at fair value on the Apotex Acquisition Date.

Pursuant to the share purchase agreement, $350,000 of the base purchase price was placed in escrow:

(i) $100,000 to be used to settle final post-closing adjustments with any remaining amount to be released to the seller (Note 29).

(ii) $250,000 to be released subject to the Seller's indemnification against certain pre-acquisition third-party claims. The Company expects $nil of the consideration in escrow related to third-party claims to be released from escrow to the seller (Note 15).

Additionally, following the closing as at April 1, 2023, a contingent consideration liability with an estimated fair value of $30,943 was recorded to be paid out over a period of four years ending March 31, 2027. At acquisition, the range of the contingent consideration payable was between $nil and $600,000 and was determined based on the achievement of specified performance hurdles. Please refer to Note 27 for more details.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed. In determining the purchase price allocation, the Company considered, among other factors, the discount rate, the terminal value growth rate, the intended future use of acquired assets, the analysis of historical financial performance and estimates of future performance of APHI.

Assets acquired and liabilities assumed based on their estimated fair values as of April 1, 2023:

	April 1, 2023
Cash and cash equivalents	$ 14,104
Trade receivables[1]	694,194
Inventories	1,123,057
Other current assets	175,269
Assets held for sale	604,593
Property, plant and equipment	670,501
Intangible assets	105,154
Other non-current assets	30,061
Right-of-use assets	16,519
Deferred tax assets	226,316
Trade and other payables	(608,493)
Income taxes payable	(45,064)
Provisions	(275,448)
Lease liabilities	(18,205)
Deferred tax liabilities	(228,080)
Other long-term liabilities	(12,244)
Net identifiable assets acquired	**$ 2,472,234**
Add: Goodwill	86,120
Fair value of net assets acquired	**$ 2,558,354**

[1] The gross amount of trade receivables on acquisition date was $1,667,672. The amount presented above is net of customer-related accruals and allowances for expected losses.

Goodwill is attributable to assembled workforce and expected operating and financial synergies from the business combination and is allocated to all segments. Goodwill recognized is not deductible for income tax purposes.

Intangible assets comprise product rights of $46,316, IPR&D of $45,838 and $13,000 of corporate brand.

For the year ended March 31, 2024, $125,570 of acquisition-related costs were recognized as an expense in the consolidated statements of net income (loss) and comprehensive income (loss).

For the year ended March 31, 2024, APHI contributed revenues of $2,940,455 and net loss of $91,782 in the post-acquisition period.

4. CASH AND CASH EQUIVALENTS

	March 31, 2025	March 31, 2024
Cash	$ 58,364	$ 411,586
Short-term deposits	19,604	9,759
Cash and cash equivalents	**$ 77,968**	**$ 421,345**

5. TRADE RECEIVABLES, NET

	March 31, 2025	March 31, 2024
Trade receivables, net of customer related accruals	$ 897,755	$ 735,129
Allowance for expected credit losses (Note 26)	(21,736)	(14,060)
Trade receivables, net	**$ 876,019**	**$ 721,069**

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

6. INVENTORIES

	March 31, 2025	March 31, 2024
Raw materials	$ 350,242	$ 328,423
Work-in-progress	73,859	84,299
Finished goods	649,233	486,894
Spare parts and consumables	37,001	37,833
Reserves	(136,765)	(105,251)
Inventories	**$ 973,570**	**$ 832,198**

The cost of inventories recognized in cost of sales during the year ended March 31, 2025 was $1,105,887 (2024: $1,348,965). In addition, during the year ended March 31, 2025, the Company recognized an expense of $109,930 (2024: $53,419) to write-down inventories to their net realizable value. This amount is also included within cost of sales in the consolidated statements of net income (loss) and comprehensive income (loss).

During the year ended March 31, 2025, the Company recognized inventory fair value adjustments totaling $26,380 related to the Searchlight and CanPrev acquisitions (2024: $218,989 related to the acquisition of APHI).

7. OTHER CURRENT ASSETS

	March 31, 2025	March 31, 2024
Indemnification escrow recoverable (Notes 3, 15)	$ 235,348	$ 201,873
Recoverable value-added taxes, net	63,249	70,521
Prepaid expenses and sundry assets	25,648	35,840
Related party receivables (Note 29)	15,253	80,898
Other receivables	37,815	46,588
Other current assets	**$ 377,313**	**$ 435,720**

8. ASSETS HELD FOR SALE

During the year ended March 31, 2024, the Company entered into a plan to divest the assets of its subsidiary, Signa Civac S.A. de C.V. ("Civac"), a dormant active pharmaceutical ingredient ("API") manufacturing facility in Mexico, and classified these assets as held for sale as at March 31, 2024. During the year ended March 31, 2025, the Company sold the Civac assets with sale proceeds of $16,696, resulting in a gain on disposal of $2,284.

9. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and leasehold improvements	Plant and machinery	Furniture and fixtures	Computers and software	Office equipment	Total
Cost							
March 31, 2023	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Acquisition (Note 3)	93,707	57,741	490,278	5,905	15,409	7,461	670,501
Additions	3	27,505	65,739	1,406	6,578	2,319	103,550
Disposals	-	(346)	(6,336)	(1,299)	(1,476)	(490)	(9,947)
Translation adjustment	1,752	(10,547)	(31,412)	(689)	(1,398)	(729)	(43,023)
Reclassified to assets held for sale	(2,966)	(13,825)	(11,156)	(8)	(824)	(148)	(28,927)
March 31, 2024	**$ 92,496**	**$ 60,528**	**$ 507,113**	**$ 5,315**	**$ 18,289**	**$ 8,413**	**$ 692,154**
Acquisition (Note 3)	3,638	2,613	1,248	35	7,353	-	14,887
Additions	-	27,372	58,733	2,319	3,479	1,675	93,578
Disposals	-	(430)	(3,064)	(12)	(736)	(101)	(4,343)
Reclassification	-	-	(3,197)	(828)	4,290	(265)	-
Translation adjustment	(3,106)	2,175	25,016	(246)	(369)	496	23,966
March 31, 2025	**$ 93,028**	**$ 92,258**	**$ 585,849**	**$ 6,583**	**$ 32,306**	**$ 10,218**	**$ 820,242**
Accumulated depreciation							
March 31, 2023	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Depreciation	-	10,838	96,023	1,446	3,351	1,485	113,143
Disposals	-	(649)	(4,688)	(1,592)	(746)	(137)	(7,812)
Translation adjustment	-	(2,418)	(24,748)	669	(726)	(899)	(28,122)
Reclassified to assets held for sale	-	(7,286)	(4,823)	(8)	(829)	243	(12,703)
Depreciation allocated to inventory	-	65	13,628	-	-	-	13,693
March 31, 2024	**$ -**	**$ 550**	**$ 75,392**	**$ 515**	**$ 1,050**	**$ 692**	**$ 78,199**
Depreciation	-	7,906	35,852	1,780	8,551	1,915	56,004
Impairment	4,107	3,913	-	-	-	-	8,020
Disposals	-	(163)	(3,026)	(11)	(393)	(59)	(3,652)
Depreciation allocated to inventory	-	-	4,274	-	-	-	4,274
Reclassification	-	(153)	377	(188)	(17)	(19)	-
Translation adjustment	59	(4,556)	15,253	(1,593)	(122)	2,120	11,161
March 31, 2025	**$ 4,166**	**$ 7,497**	**$ 128,122**	**$ 503**	**$ 9,069**	**$ 4,649**	**$ 154,006**
Net book value							
March 31, 2024	**$ 92,496**	**$ 59,978**	**$ 431,721**	**$ 4,800**	**$ 17,239**	**$ 7,721**	**$ 613,955**
March 31, 2025	**$ 88,862**	**$ 84,761**	**$ 457,727**	**$ 6,080**	**$ 23,237**	**$ 5,569**	**$ 666,236**

10. GOODWILL

	March 31, 2025	March 31, 2024
Balance, beginning of the year	$ 86,943	$ -
Acquisition (Note 3)	208,144	86,120
Translation adjustment	1,180	823
Balance, end of the year	**$ 296,267**	**$ 86,943**

Impairment test

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU or group of CGUs is less than its carrying amount, an impairment loss is recognized.

For the goodwill impairment tests performed as at March 31, 2025, the estimated recoverable amount was determined based on a value-in-use calculation using cash flow projections and approved financial budgets. Pre-tax discount rates ranging from 10.0% to 17.0% (2024: 14.0%) were applied, along with a terminal growth rate of 3.0% (2024: 3.0%). It was concluded that the carrying value did not exceed the value-in-use. As a result of the analysis, the Company did not identify any impairment as at March 31, 2025 (2024: $nil).

The valuation did not result in any impairment for the CGUs and indicated that sufficient headroom exists even under reasonable changes in key assumptions.

11. INTANGIBLE ASSETS

Intangible assets consist of assets under development, corporate brand, product rights and customer relationships.

	Assets under development	Corporate brand	Product rights	Customer relationships	Total
Cost					
March 31, 2023	$ -	$ -	$ -	$ -	$ -
Acquisition (Note 3)	45,838	13,000	46,316	-	105,154
Additions	26,387	-	1,883	-	28,270
Translation adjustment	520	155	(33)	-	642
March 31, 2024	**$ 72,745**	**$ 13,155**	**$ 48,166**	**$ -**	**$ 134,066**
Acquisition (Note 3)	40,200	94,600	337,500	63,100	535,400
Additions	59,301	-	91,208	-	150,509
Disposals	(50)	-	-	-	(50)
Transfers	(32,792)	-	32,792	-	-
Translation adjustment	415	321	1,517	-	2,253
March 31, 2025	**$ 139,819**	**$ 108,076**	**$ 511,183**	**$ 63,100**	**$ 822,178**
Accumulated amortization					
March 31, 2023	$ -	$ -	$ -	$ -	$ -
Amortization	-	-	6,763	-	6,763
March 31, 2024	**$ -**	**$ -**	**$ 6,763**	**$ -**	**$ 6,763**
Amortization	-	-	49,254	637	49,891
Translation adjustment	-	-	265	-	265
March 31, 2025	**$ -**	**$ -**	**$ 56,282**	**$ 637**	**$ 56,919**
Net book value					
March 31, 2024	**$ 72,745**	**$ 13,155**	**$ 41,403**	**$ -**	**$ 127,303**
March 31, 2025	**$ 139,819**	**$ 108,076**	**$ 454,901**	**$ 62,463**	**$ 765,259**

Additions to assets under development during the years ended March 31, 2025 and 2024 consist of payments to third parties to in-license or acquire intellectual property rights, compounds and products, including initial upfront and subsequent milestone payments, which are made when the milestones are met.

Impairment test of assets under development

Assets under development are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. A change in the timing and probability of obtaining regulatory approval may result in impairment. Impairment is determined for assets under development by assessing the recoverable amount of each asset. When the recoverable amount of the asset is less than its carrying amount, an impairment loss is recognized. The estimated recoverable amount was determined based on a value-in-use calculation using cash flow projections and approved financial budgets. Pre-tax discount rates applied ranged from 10.0% to 42.0% depending on the specific asset. It was concluded that the carrying value did not exceed the value-in-use. As a result of the analysis, the Company did not identify any impairment of assets under development as at March 31, 2025 (2024: $nil).

12. LEASES

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

	Land and buildings	Equipment and other	Total
March 31, 2023	$ -	$ -	$ -
Acquisition (Note 3)	13,840	2,679	16,519
Additions	509,474	3,495	512,969
Depreciation expense	(29,413)	(1,430)	(30,843)
Translation adjustment	(1,684)	(435)	(2,119)
March 31, 2024	**$ 492,217**	**$ 4,309**	**$ 496,526**
Acquisition (Note 3)	5,965	-	5,965
Additions	995	1,496	2,491
Depreciation expense	(29,619)	(1,022)	(30,641)
Terminations	-	(110)	(110)
Translation adjustment	2,246	(1,208)	1,038
March 31, 2025	**$ 471,804**	**$ 3,465**	**$ 475,269**

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	March 31, 2025	March 31, 2024
Balance, beginning of the year	$ 548,187	$ -
Acquisition (Note 3)	5,965	18,205
Additions	2,492	534,043
Interest expense	44,889	43,778
Lease payments	(51,650)	(48,392)
Translation adjustment	32,526	553
Balance, end of the year	**$ 582,409**	**$ 548,187**
Current	**$ 8,673**	**$ 5,546**
Non-current	**$ 573,736**	**$ 542,641**

The Company's minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	March 31, 2025	March 31, 2024
Undiscounted minimum lease payments:		
Less than one year	$ 54,440	$ 48,056
One to three years	165,230	102,869
Four to five years	111,856	100,791
Thereafter	817,184	871,570
Total lease liabilities	**$ 1,148,710**	**$ 1,123,286**
Effect of discounting	(566,301)	(575,099)
Total lease liabilities (present value of minimum lease payments)	**$ 582,409**	**$ 548,187**

On April 1, 2023, the Company executed a sale-leaseback transaction with an unrelated third party for $632,093 (US$467,075). Transaction costs associated with the transaction were $27,480 (US$20,306) and were recorded in other operating expenses, net in the consolidated statements of net income (loss) and comprehensive income (loss). The transaction included a majority of the land and buildings owned by the

Company with a collective carrying value of $604,593 as at April 1, 2023 classified as assets held for sale. A gain on disposal of $4,391 was recorded within other operating expenses, net during the year ended March 31, 2024.

The ensuing lease agreement has a term of 20 years, commencing April 1, 2023. The Company recognized a lease liability of $531,100 and a right-of-use asset of $508,011 as of April 1, 2023 related to sale-leaseback transaction.

13. TRADE AND OTHER PAYABLES

	March 31, 2025	March 31, 2024
Trade payables	$ 150,086	$ 93,172
Customer-related accruals	392,955	274,558
Royalties accruals	29,789	19,778
Accrued payroll and employee benefits	191,910	252,833
Current portion of contingent consideration (Notes 3, 26)	75,000	150,000
Other liabilities	159,646	132,607
Trade and other payables	**$ 999,386**	**$ 922,948**

For a description of the Company's liquidity risk management processes, refer to Note 27.

14. LONG-TERM DEBT

	March 31, 2025	March 31, 2024
Term loans - CAD	$ 34,913	$ 11,638
Term loans - USD (Mar 31, 2025: US$51,093; Mar 31, 2024: US$17,010)	73,426	23,048
Other	85	-
Current portion of long-term debt	**$ 108,424**	**$ 34,686**
Term loans - CAD	1,080,697	414,811
Term loans - USD (Mar 31, 2025: US$595,287; Mar 31, 2024: US$646,380)	856,631	875,845
Revolving facility	17,266	-
Other	4,215	-
Non-current portion of long-term debt	**$ 1,958,809**	**$ 1,290,656**
Long-term debt	**$ 2,067,233**	**$ 1,325,342**

On March 30, 2023, the Company entered into a credit agreement with a syndicate of lenders to provide the Company with a $465,500 Canadian dollar term loan commitment (the "CAD Term Loan"), a $920,000 US dollar ("USD") term loan commitment (the "USD Term Loan"; collectively, the "Original Term Loans"), a $400,000 revolving commitment (the "Revolving Facility"), and a $40,000 swingline facility, which is part of the Revolving Facility (the "Swingline Facility"); together with the Pari Passu Term Loan (defined below) collectively, the "Credit Facilities". The Credit Facilities (other than the Pari Passu Term Loan) mature on March 30, 2028.

On January 29, 2024, the existing Credit Facilities were amended and restated (the "First Amendment"). Pursuant to the First Amendment, the Interest Rate Benchmark was changed from the Canada Three Month Interbank Rate ("CDOR") to Term Canadian Overnight Repo Rate Average ("CORRA") due to the discontinuation of the CDOR rate.

On March 31, 2024, the Company entered into an amended and restated credit agreement with its lenders (the "Amended and Restated Credit Agreement"). Pursuant to the Amended and Restated Credit Agreement,

an additional $700,000 Pari Passu Term Loan Facility (the "Pari Passu Term Loan") was established and the revolving facility commitment was increased from $400,000 to $750,000. The Pari Passu Term Loan was not funded until April 1, 2024. The Pari Passu Term Loan matures on March 31, 2027.

For the year ended March 31, 2025, the weighted average interest rate on the Credit Facilities was 8.2% (March 31, 2024: 8.8%). As at March 31, 2025 and for loans that existed as at March 31, 2024, the interest rate on the credit facilities was equal to:

(i) for the USD Term Loan, Term Secured Overnight Financing Rate ("SOFR") (subject to a 0% floor), plus an applicable margin that varies from 3.3% to 4.3% depending on the Company's total net leverage ratio, and a credit spread of 0.1%;

(ii) for the CAD Term Loan, Term CORRA (subject to a 0% floor), plus an applicable margin that varies from 3.3% to 4.3% depending on the Company's total net leverage ratio, and a credit spread of 0.3%;

(iii) for the Pari Passu Term Loan, Canadian Prime (subject to a 0% floor), plus an applicable margin that varies from 2.3% to 3.3% depending on the Company's total net leverage ratio; and

(iv) for the Revolving Facility, Term CORRA (subject to a 0% floor) plus an applicable margin that varies from 3.3% to 4.3% depending on the Company's total net leverage ratio.

The Credit Facilities are collateralized by the majority of the assets of the Company.

For the Revolving Facility, the Company incurred $3,932 of financing fees during the year ended March 31, 2024. These fees are capitalized as deferred financing costs (commitment fee asset) in other assets. The unamortized deferred financing costs related to the revolving facility are amortized straight-line over the term of the underlying credit agreement. As at March 31, 2025, the unamortized deferred financing costs related to the Revolving Facility were $8,556 (March 31, 2024: $11,598).

For the Original Term Loans, the Company incurred $96 of financing fees during the year ended March 31, 2024. These fees are capitalized as deferred financing costs, offsetting the term debt balance and amortized using the EIR method over the term of the underlying credit agreement. The unamortized deferred financing costs related to the term loans are amortized using the effective interest method over the term of the underlying credit agreement. As at March 31, 2025, the unamortized deferred financing costs related to the Original Term Loans were $21,267 (March 31, 2024: $28,153).

For the Pari Passu Term Loan, the Company incurred $8,119 of financing fees during the year ended March 31, 2024. These fees are capitalized as deferred financing costs, offsetting the term debt balance and amortized using the EIR method over the term of the underlying credit agreement. As at March 31, 2025, the unamortized deferred financing costs related to the Pari Passu Term Loan were $5,348 (March 31, 2024: $7,574).

Under the terms of the Amended and Restated Credit Agreement, the Company is subject to positive and negative covenants including interest coverage and net leverage ratios each quarter. The Company is in compliance with all covenants under the Amended and Restated Credit Agreement as at March 31, 2025 and 2024.

15. PROVISIONS

	Legal provisions	Other provisions	Total
March 31, 2024	$ 239,633	$ 5,000	$ 244,633
Acquisitions	-	79	79
Additions	224,136	-	224,136
Settlement	(18,524)	(2,500)	(21,024)
Accretion expense	9,780	-	9,780
Translation adjustment	14,261	-	14,261
March 31, 2025	**$ 469,286**	**$ 2,579**	**$ 471,865**
Current	**$ 469,286**	**$ 2,579**	**$ 471,865**
Non-current	**$ -**	**$ -**	**$ -**

The Company is currently involved in pending litigation, claims and investigations arising out of the normal conduct of its business. Provisions for legal disputes, litigation and investigations are recognized where a legal or constructive obligation has been incurred as a result of past events and it is probable that there will be an outflow of resources that can be reliably estimated.

During the year ended March 31, 2025, the balance of legal provisions related to certain specified pre-acquisition litigation matters was increased by $224,136. The addition was related to the U.S. generic pharmaceuticals antitrust litigation that existed prior to the acquisition of APHI. The balance of legal provisions for this litigation was revised after reviewing settlements of similar litigation involving other pharmaceutical companies, the progress on the legal proceedings and discussions with external legal counsel.

Under the terms of the SK Purchase Agreement, an escrow indemnity account (the “Litigation Escrow Account”) was established and funded in relation to certain pre-acquisition specified litigation matters. Accordingly, an indemnity amount recoverable has been recognized in other current assets in the amount of the funded Litigation Escrow Account, representing the Company’s right to partially recover from the prior owners of APHI for costs incurred in connection with these specified litigation matters. As at March 31, 2025, the balance of legal provisions related to these matters was $464,176 (March 31, 2024: $238,153).

In addition, under the terms of the SK Purchase Agreement, 50% of the payments of the earnout contingent consideration, if earned, pertaining to the years ending March 31, 2025 and March 31, 2024 was payable to the prior owners of APHI and the remaining 50% was required to be deposited into the Litigation Escrow Account, which represented further funds available to cover the legal provisions as well as the related legal fees for these certain specified litigation matters (Notes 3, 27).

During the year ended March 31, 2025, 50% of the payment of the earnout consideration pertaining to the year ended March 31, 2024 was deposited into the Litigation Escrow Account, increasing the indemnity amount recoverable. As at March 31, 2025, the balance of the Litigation Escrow Account was $250,601, which does not include the potential increase of $75,000 in the Litigation Escrow Account from the payment of the earnout contingent consideration pertaining to the year ended March 31, 2025.

Any excess of the legal provision related to these pre-acquisition specified litigation matters and the Litigation Escrow Account is recorded as other operating expense (Notes 3, 27).

The provision has been classified as a current liability since it is payable on demand. As a result of the provision being classified as current, the related escrow recoverable has been classified as an other current asset.

16. OTHER LONG-TERM LIABILITIES

	March 31, 2025	March 31, 2024
Contingent consideration (Notes 3, 15, 25, 26)	$ 191,880	$ 98,890
Other	38,290	21,915
Other long-term liabilities	**$ 230,170**	**$ 120,805**

17. SHARE CAPITAL

	Issued and fully paid			
	March 31, 2025		March 31, 2024	
	Number of units	Amount	Number of units	Amount
Class A-1 common shares	896,600,341	$ -	896,600,341	$ 734,999
Class A-2 common shares	200,000,000	163,952	200,000,000	163,952
Class A-3 common shares	13,072,180	352	13,072,180	11,069
Class A-4 common shares	10,591,871	36,966	-	-
Class A-5 common shares	1,607,628	5,611	-	-
Class A-6 common shares	58,442,161	203,962	-	-
Class A-7 common shares	9,784,735	35,404	-	-
Class A-8 common shares	929,547	3,365	-	-
Share capital	**1,191,028,463**	**$ 449,612**	**1,109,672,521**	**$ 910,020**

As at March 31, 2025, the Company had authorized an unlimited number of Class A common shares, Class B common shares and Class C common shares, of which there were (i) 1,191,028,463 Class A common shares issued and outstanding (March 31, 2024: 1,109,672,521), (ii) options to acquire 24,723,000 Class B common shares issued and outstanding (March 31, 2024: 22,648,000), and (iii) options to acquire 6,950 Class C common shares issued and outstanding (March 31, 2024: 6,464). Class A common shares have no par value. The holders of Class A and Class B common shares are entitled to receive dividends declared and returns of capital, from time to time. The holders of Class A common shares, except for Class A-3, are entitled to one vote per share at meetings of the Company. The holders of Class C common shares are entitled to receive a percentage of the Company's growth in value with vesting tied to SK Capital's cumulative net multiple on invested capital.

During the year ended March 31, 2025, 10,591,871 Class A-4, 1,607,628 Class A-5 and 58,442,161 Class A-6 common shares were issued in connection with the acquisition of Searchlight (Note 3) and valued at $36,966, $5,611 and $203,962, respectively, to fund the Searchlight acquisition.

During the year ended March 31, 2025, 9,784,735 Class A-7 and 929,547 Class A-8 common shares were issued in connection with the acquisition of CanPrev (Note 3) and valued at $35,404 and $3,365, respectively, to fund the CanPrev acquisition.

During the year ended March 31, 2024, 200,000,000 Class A-2 and 13,072,180 Class A-3 common shares were issued, valued at $200,000 (included as part of purchase consideration for APHI, see Note 3) and $13,420, respectively.

Distributions made

On April 4, 2024, the Company declared a dividend to Class A-2 common shareholders in the amount of $163,952, equal to $0.82 per share. There were no cash dividends on common shares declared and paid during the year ended March 31, 2024.

On April 3, 2024, the Company reduced the stated capital account maintained in respect of the Class A-1 common shares and Class A-3 common shares by $734,999 and $10,716, respectively, and distributed such amounts to the respective shareholders as a return of capital.

During the year ended March 31, 2024, $161,601, $36,048 and $2,351 were returned to shareholders of Class A-1, Class A-2 and Class A-3 common shares, respectively, as a return of capital.

18. REVENUE

The following table represents the disaggregation of revenue between Conventional Generics, Specialty Generics and Brands & Biosimilars:

	Year Ended March 31,	
	2025	2024
Conventional Generics	$ 1,872,388	$ 1,786,483
Specialty Generics	976,301	784,211
Brands and Biosimilars	500,963	369,761
Revenue	**$ 3,349,652**	**$ 2,940,455**

Conventional Generics are off-patent, small molecule oral solid dose pharmaceuticals that are bioequivalent to branded pharmaceuticals.

Specialty Generics are those that have alternative dosage forms or routes of administration, or combination products, such as injectables and specialty oral solid dose pharmaceutical products.

Brands & Biosimilars consists of: (i) branded pharmaceuticals; (ii) biosimilar pharmaceuticals; and (iii) branded consumer health and wellness products.

During the year ended March 31, 2025, on a consolidated basis, the Company's two largest customers, each of which has the right to terminate its respective agreement without cause upon written notice, accounted for approximately 37.2% of revenue (2024: 35.7%).

19. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Year Ended March 31,	
	2025	2024
Salaries and benefits	$ 226,053	$ 238,020
Sales and marketing	52,680	41,505
Depreciation and amortization	84,261	38,306
Share-based compensation	73,476	53,479
Administrative and other	134,948	130,688
Selling, general and administrative expenses	**$ 571,418**	**$ 501,998**

20. RESEARCH AND DEVELOPMENT EXPENSES

	Year Ended March 31, 2025	2024
Salaries and benefits	$ 81,667	$ 86,559
Depreciation and amortization	5,539	12,871
Other	128,830	73,646
Research and development expenses	**$ 216,036**	**$ 173,076**

21. OTHER OPERATING EXPENSES, NET

	Year Ended March 31, 2025	2024
Operational reorganization	$ 10,319	$ 93,417
Acquisition related costs (Note 3)	43,041	125,570
Changes in fair value of contingent consideration (Notes 13, 16)	205,845	219,931
IPO related costs	22,392	2,500
Gain on sale-leaseback (Note 12)	-	(4,391)
Litigation settlements and awards (Notes 15, 26)	154,186	(20,143)
Impairment loss on non-current assets (Notes 9, 10)	8,020	-
Gain on sale of property, plant and equipment (Note 8)	(2,284)	-
Other	12,401	16,068
Other operating expenses, net	**$ 453,920**	**$ 432,952**

Litigation settlements and awards in fiscal 2025 and the associated legal fees are related to cases that are not company product specific.

22. FINANCE EXPENSES, NET

	Year Ended March 31, 2025	2024
Net foreign exchange loss (gain)	$ 25,032	$ (7,648)
Interest income	(13,643)	(19,916)
Amortization of deferred financing fees (Note 14)	12,049	7,715
Interest expense on bank debt	175,980	122,943
Interest expense on lease liabilities (Note 12)	44,889	43,778
Accretion expense	(680)	-
Other	(1,782)	4,025
Finance expenses, net	**$ 241,845**	**$ 150,897**

There was no interest capitalized during the year ended March 31, 2025 and March 31, 2024.

23. EARNINGS (LOSS) PER SHARE ("EPS")

Basic EPS amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares outstanding during the year, adjusted for the effects of potentially dilutive share options.

	Year Ended March 31, 2025	2024
Net income (loss)	$ 151,699	$ (146,916)
Weighted average number of shares (in thousands)	1,170,240	1,102,855
Basic earnings (loss) per Class A share	$ 0.13	$ (0.13)
Diluted earnings (loss) per Class A share	$ 0.13	$ (0.13)

As of March 31, 2025, the Company had 24,723,000 Class B options (March 31, 2024: 22,648,000) and 6,950 Class C options (March 31, 2024: 6,464) outstanding, which were not included in the computation of the diluted EPS because the contingencies required for these options to become exercisable were not met.

24. SHARE-BASED COMPENSATION

The Company issues stock options and cash-settled phantom shares to employees as share-based compensation. Both stock options and phantom shares are subject to service conditions, non-market performance conditions, and market performance conditions. At the reporting date, the Company has determined that the satisfaction of the non-market performance conditions is probable and such estimates will be updated at the end of each reporting period. Based on the estimated timing of when the non-market and market performance conditions will be satisfied, the Company has estimated that both stock options and phantom shares will vest in seven tranches over four years.

Class B common shares and Class C common shares have been reserved for issue under the applicable options of the Company. The Company has an unlimited number of Class B and Class C common shares authorized with no par value. The holders of Class B common shares are entitled to receive dividends declared and returns of capital, from time to time. The holders of Class C common shares are not entitled to receive dividends declared, but are entitled to liquidation distributions in advance of holders of Class B and Class A common shares. The holders of Class B and Class C common shares are not entitled to vote.

The expense recognized for employee services received during the year is shown in the following table:

	Year Ended March 31, 2025	2024
Expense arising from equity-settled share-based payment transactions	$ 54,123	$ 45,401
Expense arising from cash-settled share-based payment transactions	19,353	8,078
Total expense arising from share-based payment transactions	**$ 73,476**	**$ 53,479**

The share-based compensation has been included in selling, general and administrative expenses in the consolidated statements of net income (loss) and comprehensive income (loss).

Movements during the year

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options and cash-settled phantom shares during the years ended March 31, 2025 and March 31, 2024:

	Class B Options		Class C Options	
	Number of units	WAEP	Number of units	WAEP
Outstanding as at March 31, 2023	—	$ —	—	$ —
Granted during the year	22,648,000	1.24	6,464	0.01
Forfeited during the year	—	—	—	—
Outstanding as at March 31, 2024	**22,648,000**	**$ 1.24**	**6,464**	**$ 0.01**
Exercisable as at March 31, 2024	**—**	**—**	**—**	**—**
Outstanding as at March 31, 2024	22,648,000	1.24	6,464	0.01
Granted during the year	3,600,000	4.49	486	0.02
Forfeited during the year	(1,525,000)	2.05	—	—
Outstanding as at March 31, 2025	**24,723,000**	**$ 1.67**	**6,950**	**$ 0.01**
Exercisable as at March 31, 2025	**—**	**—**	**—**	**—**

	Class B Phantom Shares		Class C Phantom Shares	
	Number of units	WAEP	Number of units	WAEP
Outstanding as at March 31, 2023	—	$ —	—	$ —
Granted during the year	3,240,000	1.08	1,728	0.25
Forfeited during the year	—	—	—	—
Outstanding as at March 31, 2024	**3,240,000**	**$ 1.08**	**1,728**	**$ 0.25**
Exercisable as at March 31, 2024	**—**	**—**	**—**	**—**
Outstanding as at March 31, 2024	3,240,000	$ 1.08	1,728	$ 0.25
Granted during the year	1,425,000	4.49	—	—
Forfeited during the year	(649,000)	1.00	—	—
Outstanding as at March 31, 2025	**4,016,000**	**$ 2.35**	**1,728**	**$ 0.25**
Exercisable as at March 31, 2025	**—**	**—**	**—**	**—**

The exercise prices for the Class B stock options and phantom shares range from $1.00 to $4.49 (March 31, 2024: $1.00 to $3.71). The exercise prices for the Class C stock options and phantom shares range from $0.01 to $3.71 (March 31, 2024: $0.01 to $3.71). As at March 31, 2025, the options and phantom shares have not vested or been exercised. The weighted average remaining contractual life of the stock options is 8.9 years (March 31, 2024: 9.5 years).

The table below summarizes the assumption inputs used to determine the fair value of the stock options as of grant date during the year:

	2025	2024
Fair values at measurement date, Class B stock options, per unit	$0.92 - $3.79	$0.76 - $2.83
Fair values at measurement date, Class C stock options, per unit	$6,525 - $31,366	$7,100 - $22,571
Dividend yield (%)	0.0	0.0
Expected volatility (%)	35.9	36.2
Risk-free interest rate (%)	2.3	4.3
Expected life of share options (years)	2.5	2.4
Model used	Monte Carlo simulation	Monte Carlo simulation

The table below summarizes the assumption inputs used to determine the fair value of the phantom shares as at March 31:

	2025	2024
Fair values at measurement date, Class B Phantom options, per unit	$0.88 - $3.64	$0.74 - $2.68
Fair values at measurement date, Class C Phantom options, per unit	$6,250 - $30,132	$6,853 - $21,415
Dividend yield (%)	0.0	0.0
Expected volatility (%)	35.9	36.2
Risk-free interest rate (%)	2.3	4.3
Expected life of phantom shares (years)	2.5	2.4
Credit spread (%)	3.0	2.5
Model used	Monte Carlo simulation	Monte Carlo simulation

25. INCOME TAX

The major components of income tax expense (recovery) for the years ended March 31, 2025 and 2024 are as follows:

Consolidated net income (loss)

	Year Ended March 31, 2025	2024
Current income tax		
Current income tax charge	$ 258,918	$ 183,660
Adjustments in respect of current income tax of previous year	(9,894)	-
Deferred tax		
Relating to origination and reversal of temporary differences	(123,518)	(197,711)
Adjustments in respect of deferred income tax of previous year	33,424	5,411
Income tax expense (recovery)	**$ 158,930**	**$ (8,640)**

Consolidated comprehensive income (loss)

	Year Ended March 31, 2025	2024
Deferred tax expense (recovery)	$ (349)	$ 1,568
Deferred tax expense (recovery)	**$ (349)**	**$ 1,568**

Reconciliation of income tax expense (recovery) and the accounting profit (loss) multiplied by the Company's domestic tax rate for 2025 and 2024:

	Year Ended March 31, 2025	2024
Accounting profit (loss) before income tax	$ 310,629	$ (155,556)
At the Company's statutory income tax rate of 25% (2024: 25%)	77,657	(38,889)
Adjustments in respect of previous years	20,623	2,546
Non-deductible and non-taxable items	45,672	37,800
Change in unrecognized deferred tax assets	7,407	(9,549)
Tax rates of subsidiaries operating in other jurisdictions	1,209	(1,950)
Other	6,362	1,402
At the effective income tax rate of 51.2% (2024: 5.5%)	**$ 158,930**	**$ (8,640)**

The Company is subject to tax rates applicable in Canada. The combined statutory federal and provincial rate for 2025 is 25.0% (2024: 25.0%).The Company's subsidiaries are in tax jurisdictions that have tax rates ranging from 12.5% to 30.0% (2024: 22.0% to 30.0%).

The Government of Canada enacted the Global Minimum Tax Act ("GMTA") on June 20, 2024, implementing the OECD's 15% global minimum corporate tax for certain multinational enterprises (Pillar Two) in Canada. The GMTA and other corresponding foreign legislation are effective for the Company's fiscal year starting April 1, 2024. The Company is subject to the global minimum top-up income tax under the OECD's Pillar Two legislation. In areas where transitional safe harbour rules do not apply and rates are below 15%, the Company's OECD Pillar Two exposure is minimal. Consequently, no current tax expenses for Pillar Two have been provided. The Company applied the temporary exception from recognizing and disclosing deferred taxes related to the OECD Pillar Two rules.

Deferred tax

The major components of deferred tax assets and liabilities consist of the following:

	March 31, 2025	March 31, 2024
Provisions not currently deductible	$ 259,408	$ 186,215
Losses available to be carried forward	32,350	60,587
Property, plant and equipment (owned and leased)	39,295	(13,434)
Goodwill and intangible assets	(179,245)	(39,726)
Share-based compensation	8,424	(895)
Other	(2,034)	792
Net deferred tax assets	**$ 158,198**	**$ 193,539**
Reflected in the statements of financial position as follows:		
Deferred tax assets	288,671	203,623
Deferred tax liabilities	130,473	10,084
Deferred tax assets, net	**$ 158,198**	**$ 193,539**

A reconciliation of net deferred tax is shown below:

	Year Ended March 31,	
	2025	**2024**
Balance, beginning of the year	$ 193,539	$ 1,455
Tax recovery recognized in profit or loss during the year	90,094	192,300
Tax recovery (expense) recognized in OCI during the year	349	(1,568)
Deferred taxes acquired in business combination	(124,736)	(1,528)
Other	(1,048)	2,880
Balance, end of the year	**$ 158,198**	**$ 193,539**

Deferred tax assets of $36,094 (2024: $25,110) have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

	March 31, 2025	**March 31, 2024**
Deductible temporary differences	$ 36,094	$ 25,110
	$ 36,094	**$ 25,110**

These deductible temporary differences relate to subsidiaries that have a history of losses, do not expire, and may not be used to offset taxable income elsewhere in the Company. The subsidiaries neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets.

26. COMMITMENTS AND CONTINGENCIES

The Company is subject to legal proceedings and claims, which arise in the ordinary course of business, most of which are owing in large part to the nature of the pharmaceutical industry. Often these issues are subject to substantial uncertainties and, therefore, the probability of a loss, if any, being sustained and/or an estimate of the amount of any loss is difficult to ascertain. It is the Company's policy to provide for amounts related to these legal matters if it is probable that a liability has been incurred and an amount is reasonably estimable. In certain cases below, the matters are at an early stage and accordingly, any potential loss or range of loss are not determinable. Where the Company has not disclosed the amounts claimed in certain legal proceedings, it is because either: (i) the amount claimed is unknown at this stage of the proceedings; (ii) the pleadings in the applicable proceeding do not disclose a specific amount claimed; or (iii) the pleadings disclose a global amount claimed against a group of defendants that includes Apotex, but no specific amount is claimed against Apotex.

Intellectual property litigation

The Company seeks to develop generic versions of patent-protected pharmaceuticals for sale prior to patent expiration in various markets. In Canada and the United States, to obtain approval for most generic pharmaceuticals prior to the expiration of the originator's patents, the Company must challenge the patents under the procedures set forth in each country's regulatory process. To that extent, the Company expects to be involved in patent litigation regarding the validity, enforceability or infringement of the originator's patents. These matters are typically litigated prior to the commercial marketing of the product by the Company, which mitigates the Company's exposure to potential loss arising from the litigation.

In the event that the Company chooses to market a generic product prior to the completion of the related litigation, the Company could be exposed to substantial damages for patent infringement in the case of an eventual decision that is adverse to the Company.

In certain circumstances where the Company is successful in defending itself against patent infringement claims, in certain jurisdictions the Company typically initiates a claim against the original plaintiffs for damages suffered as a result of being excluded from marketing the drug in question. Any amounts received pursuant to these damage claims are recorded in selling, general and administrative expenses in the consolidated statements of net income (loss) and comprehensive income (loss) when the matter is settled or adjudicated, and collection of the amounts is reasonably assured.

As it relates to the Company's innovative portfolio, the Company may initiate actions against generic competitors, which could result in damages being assessed against the Company should the Company not be successful in the patent litigation.

Ongoing lawsuits

Patent Litigation - Post Launch

In January 2024, Eagle Pharmaceuticals, Inc. filed a lawsuit in the U.S. District Court for the District of Delaware against Apotex Inc., alleging that Apotex Inc.'s sale and marketing of its liquid bendamsutine product infringes select patents. Trial is scheduled for December 2026. Given the stage of these proceedings, no evaluation as to the outcome of the proceedings can be made by the Company at this time.

In January 2024, Apotex launched its Tasimelteon oral capsule product following district court and appellate rulings that invalidated Vanda Pharmaceuticals Inc.'s ("Vanda") asserted patents. Vanda has alleged that the use of Apotex's generic product infringes additional patents. Given the stage of these proceedings, no evaluation as to the outcome of the proceedings can be made by the Company at this time.

Apotex Inc. and Apotex Corp. (together, the "Defendants"), are defendants in two overlapping patent infringement actions brought by Bayer Pharma AG, Bayer AG and Janssen Pharmaceuticals, Inc. (collectively, "Bayer") alleging infringement by the Defendants' 2.5 mg Rivaroxaban tablets. Bayer brought an initial patent infringement lawsuit in December 2022 based on the Defendants' regulatory submission. The action was stayed as the patent at issue was found unpatentable in an Inter Partes Review that was under appeal. The Defendants launched their 2.5 mg Rivaroxaban tablets in May 2025, following which Bayer brought a second patent infringement lawsuit alleging the Defendants' sale and marketing of their 2.5 mg tablets infringe Bayer's patent. In September 2025, the U.S. Court of Appeals for the Federal Circuit ruled against Bayer and found that the originally invalidated claims one through four of Bayer's patent (the only claims asserted against the Defendants) remain invalid. For other claims in the patent, the Appeals Court remanded the case back down to the District Court for further findings. On December 9, 2025, Bayer voluntarily dismissed all claims against Apotex in the second patent infringement lawsuit. On December 30, 2025, the parties stipulated to dismissal of all claims and defences in the first patent infringement lawsuit.

Litigation relating to pricing and marketing

Since September 2016, Apotex Corp., a wholly-owned subsidiary of the Company has been named as a defendant in: (i) numerous putative class actions (by direct purchasers, indirect resellers and end payors); (ii) individual actions (including by certain retailers, insurers, counties, hospitals and businesses that sponsor self-funded health plans); and (iii) state attorneys general actions in the U.S. courts, in which claims have

been asserted against it and others for alleged violations of federal antitrust laws and various state laws arising out of alleged conspiracies to restrain trade with respect to the sales of various generic pharmaceuticals. The Judicial Panel on Multi-District Litigation ("MDL") consolidated and transferred these matters to the U.S. District Court for the Eastern District of Pennsylvania as In re Generic Pharmaceuticals Pricing Antitrust Litigation. On January 31, 2024, the cases filed by state attorneys general were remanded to the U.S. District Court for the District of Connecticut. Fact discovery is proceeding in the MDL but closed on December 19, 2025 for most cases. The Court had set trial dates for the first two "bellwether" cases in August 2025 (Apotex Corp is not in these cases); however, on June 18, 2025, the United States Court of Appeals for the Third Circuit granted Defendants' petition for interlocutory review of the Court's class certification ruling, and, based on that decision, the Court has stayed proceedings in the first round bellwether cases pending the Third Circuit's review. The court issued a trial schedule for the second round bellwether cases, with the first trial scheduled for September 2026. Apotex Corp. was a named defendant in both of the second round bellwether cases - the Indirect Reseller Plaintiffs ("IRPs")-Pravastatin case and the Humana I case—but has settled with the IRPs and has a settlement with Humana, which the Company has accrued for in the consolidated financial statements as of March 31, 2025 for an undisclosed amount and was paid subsequent to year end. In January 2026, the court selected a third round of bellwether cases—Kroger, Cigna, and CVS—with trials likely to occur in 2027 and 2028. Apotex Corp. has settled the Kroger case and is not a defendant in the Cigna bellwether (though it is a defendant in the broader Cigna case). The list of defendants that will be in the CVS bellwether has not been finalized.

Separate from the MDL cases (and the state attorneys general cases that were remanded to the U.S. District Court for the District of Connecticut), a group of insurers initiated suits against Apotex Corp. and multiple other generic pharmaceutical manufacturers in the Commonwealth of Pennsylvania's Court of Common Pleas beginning in 2019. These cases are currently stayed in deference to the MDL, though Apotex Corp. has reached a settlement in principle with many of these insurers, and plaintiffs' claims against Apotex in the Pennsylvania Court of Common Pleas were resolved after those entities did not opt out of Apotex's class settlements (see below). In December 2024, Aetna, Inc. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the Connecticut Superior Court, which has also been stayed. In May 2025, New York Quality Healthcare Corp. filed a similar suit against Apotex Corp. and other generic pharmaceutical manufacturers in the New York County Supreme Court. Apotex Corp and the other defendants filed motions to dismiss and to stay in October 2025, which remain pending. The Pennsylvania, Connecticut and New York suits are based on the same conduct alleged in the federal MDL cases. The Company has accrued for such undisclosed amounts in the consolidated financial statements in the fourth quarter of the year ended March 31, 2025.

Settlements

In December 2023, Apotex Corp. reached a settlement with the direct purchaser class in the MDL cases under which Apotex Corp. paid a total of $36,905 (US$26,652) in the fourth quarter of the year ended March 31, 2024 after the reduction for opt outs. On October 15, 2024, the court granted final approval of that settlement.

In March 2024, Apotex Corp. reached a settlement with the indirect reseller plaintiff class under which Apotex Corp. paid a total of $7,115 (US$5,261) after the reduction for opt outs. On May 30, 2025, the court granted final approval of that settlement.

In February 2025, Apotex Corp. reached a joint agreement to settle the claims of two other plaintiff groups: (i) the state attorneys general for $53,478 (US$39,100); and (ii) the end payer plaintiff ("EPP") class for $65,651 (US$48,000) before any opt-out reduction. Apotex Corp. paid these settlement amounts in June 2025. The United States District Court for the District of Connecticut, where the state attorneys general cases are pending, granted final approval of the state attorneys general settlement on August 12, 2025. The United

States District Court for the Eastern District of Pennsylvania, where the EPP claims are pending, granted final approval of the EPP settlement on November 19, 2025. Both settlements had an opt-out deadline of July 24, 2025. There were consumers who opted out of both the state attorneys general settlement and the EPP settlement. There were third-party payers who opted out of the EPP settlement (where the majority of the third-party payer opt-outs have already filed cases against Apotex). Several of the third-party payers also requested to opt out their Administrative Services Only ("ASO") customers; the Court issued a decision on November 18, 2025 granting some of those requests and denying others. On January 21, 2026, Apotex Corp received an opt-out reduction of $17,234 (US$12,505) from the EPP settlement, lowering the total amount that Apotex Corp paid the EPPs to $48,417 (US$35,495).

In September 2024 and June 2025, Apotex Corp. entered into confidential settlements with certain direct purchaser and indirect reseller direct action plaintiffs. In September 2025, Apotex Corp. entered into a confidential settlement with certain retailer plaintiffs. In October 2025, Apotex Corp. entered a confidential settlement with an insurer plaintiff. In February 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of insurers. In March 2026, Apotex Corp. reached an agreement in principle on a settlement amount with an insurer plaintiff. In April 2026, this settlement was executed and the payment was made. In April 2026, Apotex Corp. reached an agreement in principle on a settlement amount with a group of end-payors/indirect resellers. The Company has accrued for such amounts in the consolidated financial statements for the year ended March 31, 2025.

In May 2018, Apotex Corp. received a Civil Investigative Demand from the U.S. Department of Justice ("DOJ") Civil Division as part of an investigation into potential False Claims Act violations in relation to the sale of certain generic pharmaceuticals. On September 30, 2021, Apotex Corp. and the DOJ Civil Division entered into a settlement agreement with respect to Pravastatin, in which Apotex Corp. agreed to pay $62,431 (US$49,000) and to cooperate with the DOJ's ongoing investigation of individuals and entities not released under the settlement. A settlement payment of $62,431 (US$49,000) was made on September 30, 2021. In addition, Apotex Corp. entered into a Corporate Integrity Agreement with the Office of Inspector General of the Department of Health and Human Services related to these matters on September 30, 2021, for a term of five years.

On June 3, 2020, a class action lawsuit was commenced in the Federal Court of Canada against various companies including Apotex Inc. seeking damages as a result of an alleged conspiracy to fix prices, allocate markets and maintain the supply of generic drugs. On February 20, 2026, the Federal Court of Canada denied certification without leave to amend. The plaintiff did not file an appeal of this decision. Based on the information available, the Company has not accrued any amounts in the consolidated financial statements for the year ended March 31, 2025.

Opioids Litigation

Apotex Corp. and in some cases its affiliates, along with other manufacturers, distributors, pharmacies, pharmacy benefit managers, and individual healthcare providers, is a defendant in multiple cases in the U.S. filed by numerous counties, cities, tribes, third-party payors, private hospital systems and private plaintiffs that assert civil claims related to sales, marketing, and/or distribution practices with respect to prescription opioid products. These cases generally seek equitable relief and monetary damages based on a variety of legal theories, including statutory and common law claims, such as fraud, negligence, and public nuisance, as well as alleged violations of the Racketeer Influenced and Corrupt Organizations Act. In July 2025, Apotex Corp. reached an agreement with the representatives of the Attorneys General of each of the States of the U.S. and the Plaintiffs Executive Committee (representing political subdivisions (including counties, towns, and other special municipal districts) and Native American tribes), but not including third party payors and private hospitals, to settle the claims of the States, political subdivisions, and Native American tribes against Apotex

Corp. for an aggregate amount equal to $103,339 (US$75,000) which the Company has accrued in the consolidated financial statements.

Apotex Inc. is a named defendant in several Canadian lawsuits seeking damages related to the manufacture, sale and alleged promotion of opioids in Canada following 1996. All of these actions have been commenced with a view to having them certified or authorized as class actions and all are brought against multiple market participants, including other manufacturers (originator and generic) and, in some instances, wholesalers, distributors and industry consultants.

His Majesty the King in Right of the Province of British Columbia v. Apotex Inc. et al. (the "BC Action") is an action brought in the Supreme Court of British Columbia on behalf of the provincial, federal and territorial governments in Canada in an attempt to recover health care costs expended by these governments in order to provide health care treatment for and to otherwise deal with the opioid epidemic.

Class actions have also been commenced in each of the Supreme Court of British Columbia (MW v. Apotex Inc. et al.) (the “MW Action”), the Ontario Superior Court of Justice (Darryl Gebien et al. v. Apotex Inc. et al.) and the Quebec Superior Court (Jean-Francois Bourassa v. Abbott Laboratories Ltd. et al.), on behalf of consumers in Canada who were prescribed and consumed opioids during the relevant period and who claim to have suffered damages as a result. The plaintiff in the MW Action has indicated that the action is to be discontinued as the claim will be advanced as part of the Ontario class action. On August 22, 2025, Apotex Inc. settled the Quebec class action for $2,125, which the Company has accrued in the consolidated financial statements. On March 13, 2026, Apotex Inc. settled the Ontario class action on a settlement amount, subject to Court approval. The Company has accrued for such undisclosed amounts in the consolidated financial statements for the year ended March 31, 2025.

A class action has also been commenced in the Court of King’s Bench in Alberta, The City of Grand Prairie and The Corporation of the City of Brantford v. Apotex Inc. et al. on behalf of all municipalities in Canada to recover so-called "abatement costs" in dealing with the opioid epidemic in the relevant period.

A class action has also been commenced in the Court of King’s Bench in Saskatchewan, Peter Ballantyne Cree Nation and Lac La Ronge Indian Band, on behalf of all Indigenous, Metis, First Nation or Inuit communities and governments in Canada, to recover healthcare, law enforcement and social service costs expended in response to the opioid epidemic during the relevant period.

Each of the non-settled actions is at a different procedural stage, all of them relatively early in the litigation process. A certification order has been issued in the British Columbia action. No discovery has taken place in any action. Accordingly, given the stage of these proceedings, Company cannot evaluate the likelihood of a particular no evaluation as to the outcome of the proceedings occurring at this time.

Product Liability Litigation

Apotex Corp. and in some cases its affiliates and several other manufacturers of prescription and over-the-counter ranitidine (Zantac) were named as defendants in product liability-related lawsuits across the U.S. Plaintiffs claimed that the ranitidine molecule, the active ingredient of the medicine, contained the component elements of a nitrosamine compound and that over time the molecule could degrade to form nitrosodimethylamine ("NDMA"), a suspected carcinogen. Plaintiffs alleged that ranitidine containing NDMA caused their various cancers. Based on this theory, plaintiffs brought claims against Apotex Corp. and in some cases its affiliates and other manufacturers, distributors, and sellers of ranitidine sounding in design defect, manufacturing defect, failure to warn, negligence, misrepresentation, consumer fraud, nuisance, and other

common law and statutory causes of action. Apotex Corp. successfully moved to dismiss many of these cases, and the ongoing exposure is limited to various ranitidine litigation claims in California and Pennsylvania. The court's dismissal of Apotex Corp. from the cases in the Southern District of Florida is currently on appeal before the 11th Circuit. Plaintiffs may still appeal dismissals granted in Illinois and Pennsylvania. Based on the information available to the Company, the Company has not accrued any amounts in the consolidated financial statements.

In the summer of 2018, several medications containing the API, valsartan, were recalled in Canada and elsewhere in the world. This was due to the nitrosamine impurity, NDMA, that was found in the API. Since then, some other medications made by different manufacturers have been found to contain NDMA.

The valsartan recall led to a number of actions being commenced in Canada against various manufacturers who manufactured and sold valsartan and other drugs that were found to contain nitrosamine impurities.

Apotex Inc. has been named as a defendant in multiple similar product liability actions relating to alleged nitrosamine contamination of drug products. These include putative class actions in Alberta, Ontario, British Columbia and Quebec relating to the API, ranitidine. Other than two remaining Quebec putative class actions — i) Royer, which is currently stayed pending the earlier of a judgment in the U.S. ranitidine MDL appeal, or October 15, 2026, and ii) Moran, which is stayed in favour of Royer—all ranitidine class actions in Canada have been dismissed or discontinued. The main British Columbia action, Dussiaume, was dismissed, with an appeal filed, but abandoned in November 2023. The other British Columbia action, McGinnis, was permanently stayed in November 2021. The Ontario class action, Lacroix, was discontinued on consent (in August 2022). Likewise, the two Alberta actions, Jones and Wozniuk, were discontinued in August 2022 and dismissed on consent in March 2025, respectively. There are also individual actions that have been commenced in Ontario and British Columbia. Canadian and US judges have scrutinized various claims regarding the presence of nitrosamines in pharmaceutical products. Courts have generally determined that there is insufficient or no scientific support for the allegations that the presence of nitrosamines (including in Zantac/ranitidine) causes, or increases the risks of, various types of cancer. No loss is likely to occur.

Two proposed class proceedings were filed in Quebec on behalf of consumers who purchased nasal decongestant products containing phenylephrine. The Kraska class action was filed on September 14, 2023 and the Hébert class action was filed on September 15, 2023. Apotex Inc. was only named as a defendant in the Hébert proceeding. Since Quebec is a "first-to-file" jurisdiction, the Hébert class action was suspended pending a final judgment on class action authorization in the Kraska class action. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular outcome of the proceedings occurring at this time.

In July 2017, in a proposed consumer class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API, rabeprazole, were sued for damages related to kidney injuries. Apotex Inc. filed a notice of intend to defend in August 2017. No further actions have been taken by the plaintiffs to advance the proceedings.

In February 2011, in a proposed class action filed in Saskatchewan, Apotex Inc. and other manufacturers of drugs containing the API, sibutramine, were sued for damages related to alleged cardiovascular adverse effects. This action was stayed by the Saskatchewan Court of Appeal on May 10, 2023 and the plaintiff's application for a rehearing was discussed on December 11, 2023. Given the stage of these proceedings, the Company cannot evaluate the likelihood of a particular out come of the proceedings occurring at this time.

In March 2021, an action was filed in Ontario by Codie Von Richthofen against Apotex Inc. and two others for damages arising from alleged kidney malfunction purportedly caused by drugs containing tetracycline. A Demand for Particulars was sent to the plaintiff on May 3, 2021 and no response has been received by the Company. Given the stage of these proceedings, no evaluation as to the outcome of the proceedings can be made by the Company at this time.

RAMQ Investigation

In 2020, the Régie de l'assurance maladie du Québec ("RAMQ") opened an investigation into Apotex Inc., other generic manufacturers, Gregoire Arakelian, and Costco for the payment and receipt of unauthorized benefits by way of issuance of subpoenas to various Apotex Inc. employees for financial records in relation to an investigation into unauthorized benefits paid to Gregoire Arakelian/17 Costco pharmacies, McKesson, and K&F. Apotex Inc. provided financial records and appeared before the RAMQ to answer questions related to the documents. However, the RAMQ requested information believed by Apotex Inc. to be beyond the scope of the investigation and unreasonable. Apotex Inc. filed the Application for Judicial Review of Fahner subpoena alleging that it was unlawful because it is overly broad. Apotex Inc. was initially successful, but on appeal, the court held that the RAMQ's authority is broad, and allowed the appeal and ordered enforcement of the subpoena. Apotex Inc. subsequently provided additional financial information. The investigation is ongoing, and at this time, the Company cannot evaluate the impact, if any, on the Company of these proceedings.

Development commitments

The Company has entered into long-term development agreements with various third parties related to intangible assets and other commitments. These arrangements may require potential milestone payments by the Company, which are dependent on successful clinical development, or meeting specified sales targets, or other conditions which are specified in the agreements. Given the nature of these events, it is unclear when, if ever, the Company may be required to pay such amounts. As at March 31, 2025, if all development milestones and targets are achieved, the total contingent payments could reach an aggregate amount of up to $104,300. Additional contingent payments may be owed upon achievement of sales-based milestones.

27. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value measurement

The Company has assessed that the fair values of financial assets and financial liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments, except for the item noted below.

As part of the APHI Acquisition, the Company recorded a liability for contingent consideration that will be paid out over a period of four years ending March 31, 2027 based on the future financial performance of APHI. As at the date of the APHI Acquisition, the contingent consideration payable was subject to a reduction of no more than $150,000 should the amount of specified pre-acquisition third-party litigation claims exceed the amount in the Litigation Escrow Account.

The Company's contingent consideration has been remeasured after initial recognition as at March 31, 2025 as follows:

	Classification	Carrying amount	Fair value	Fair value hierarchy
Contingent consideration, net of the reduction for escrow funding	FVTPL	$ 266,880	$ 266,880	Level 3

The following is a summary of the movement in contingent consideration as at:

	March 31, 2025	March 31, 2024
Balance, beginning of the year	$ 248,890	$ -
Acquisition (Note 3)	-	30,943
Changes in fair value recognized in other operating expenses, net	205,845	219,931
Accretion expense on reduction for escrow funding	(2,018)	(1,984)
Payments	(150,000)	-
Reduction for escrow funding	(36,264)	-
Translation adjustment	427	-
Balance, end of the year	**$ 266,880**	**$ 248,890**

The contingent consideration involves a payout over a period of four years ending March 31, 2027, based on the future financial performance of APHI. Under the terms of the SK Purchase Agreement for the APHI Acquisition, 50% of the contingent consideration payments, if earned, are deposited into the Litigation Escrow Account up to $150,000. During the year ended March 31, 2025, the Company paid $150,000 in contingent consideration related to the year ended March 31, 2024, out of which 50% of the contingent consideration payment was deposited into the Litigation Escrow Account, increasing the indemnity amount recoverable and reversing the reduction for escrow funding.

As at March 31, 2025, the range of remaining contingent consideration payable is between $150,000 and $450,000 and is determined based on the achievement of specified EBITDA hurdles. More specifically:

- if Earn-out EBITDA (as defined below) for Fiscal 2026 is equal to or greater than $938,000, the Company must pay contingent consideration of $150,000;
- if Earn-out EBITDA for Fiscal 2027 is equal to or greater than $863,000, the Company must pay contingent consideration of $150,000; and
- if (i) the contingent consideration payment related to Fiscal 2026 is not earned and (ii) cumulative Earn-out EBITDA for Fiscal 2024, Fiscal 2025, Fiscal 2026 and Fiscal 2027 is equal to or greater than $3,517,000, the Company must pay contingent consideration of $150,000.

"Earn-Out EBITDA" is defined generally in the share purchase agreement for the APHI Acquisition to be the net income of the Company and its subsidiaries (on a combined basis) but excluding the impact of the following: (a) certain agreed upon "one-off items"; (b) any interest expense or income; (c) any federal, provincial, U.S., foreign or local income tax expenses, income tax benefits or income tax credits (other than certain tax credits); (d) any depreciation and amortization expenses; (e) any gains, losses or expenses that are capital in nature (including in respect of sale of fixed assets and equipment); (f) any gains, losses or expenses in relation to capital leases, including any lease costs or expenses in relation to sale and leaseback transactions or similar arrangements and any operating lease expense / rent expense associated with such sale and leaseback transactions except that any element of operating lease expense or rent expense which is intended to cover costs previously incurred directly by the Company and its subsidiaries that are now incurred by a lessor and charged through to the Company and its subsidiaries such as maintenance, taxes and

insurance shall burden Earn-out EBITDA provided that such costs shall not exceed the equivalent costs included in the Company's historical financial statements; (g) any unrealized gains or losses in relation to foreign currency translation and any foreign currency translation reserve; (h) any gains, losses, costs, fees and expenses in respect of foreign currency contracts, hedging contracts, derivatives, currency swaps or any other similar arrangements; (i) any profits or losses arising in respect of any purchase accounting, including, for the avoidance of doubt, any charges related to fair value adjustments or any other opening balance sheet adjustments in respect of the transactions contemplated by the share purchase agreement; (j) any expenses, charges or write-offs associated with the transactions contemplated by the share purchase agreement, including transaction costs, retention payments, and any transaction bonuses or similar remuneration; (k) any recharges, allocations, overhead and management fees (or similar arrangements) charged by purchaser or any of its affiliates as well as legal expenses and settlement payments, gains or losses.

The share purchase agreement for the APHI Acquisition contains customary covenants regarding the operation of the Company's business during the applicable earn-out periods. Other than the remaining contingent consideration, the Company has no additional material or potentially material ongoing obligations pursuant to the share purchase agreement for the APHI Acquisition.

The short-term balance of $75,000 (March 31, 2024: $150,000) and the long-term balance of $191,880 (March 31, 2024: $98,890) related to the contingent consideration have been recognized in trade and other payables and other long-term liabilities, respectively.

Contingent consideration is measured at fair value at the end of each reporting period using a Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of the estimated reduction for escrow funding component which reduces the liability. The following table provides additional information about how the fair value of this financial liability is determined (in particular, the valuation technique and inputs used).

Financial instrument	Valuation technique	Inputs used
Contingent consideration	Monte Carlo simulation analysis to estimate the value of the gross earn-out payment, adjusted for the present value of estimated clawback component	EBITDA forecast EBITDA volatility EBITDA discount rate Credit spread

Risk management objectives and policies

The Company's principal financial liabilities comprise of long-term debt and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, other current assets, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, market risk (including interest rate risk and foreign currency risk) and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarized below.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk principally arises from the Company's trade receivables. The Company performs credit evaluation and monitoring processes intended to mitigate credit risk. Approximately 62.5% (2024: 57.9%) of trade receivables represent amounts due from three wholesale customers.

Refer below for the Company's measurement of ECLs on trade receivables.

		Trade receivables Days past due				
March 31, 2025	**Current**	**< 30**	**31 - 60**	**61 - 90**	**> 91**	**Total**
Trade receivables	$1,507,421	$ 154,190	$ 50,138	$ 30,198	$ 65,759	$1,807,706
Customer-related accruals	-	-	-	-	-	(909,951)
	$1,507,421	**$ 154,190**	**$ 50,138**	**$ 30,198**	**$ 65,759**	**$ 897,755**
Allowance for expected credit losses	-	-	-	-	-	(21,736)
Net carrying amount						**$ 876,019**

		Trade receivables Days past due				
March 31, 2024	**Current**	**< 30**	**31 - 60**	**61 - 90**	**> 91**	**Total**
Trade receivables	$1,262,608	$ 146,972	$ 63,104	$ 33,539	$ 54,573	$1,560,796
Customer-related accruals	-	-	-	-	-	(825,667)
	$ 436,941	**$ 146,972**	**$ 63,104**	**$ 33,539**	**$ 54,573**	**$ 735,129**
Allowance for expected credit losses						(14,060)
Net carrying amount						**$ 721,069**

Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its variable rate loans and borrowings. The Company does not use derivative financial instruments to mitigate interest rate risk at this time.

With all other variables held constant, the sensitivity to a reasonably possible change in interest rates on the Company's credit facilities of 1% would result in a $20,208 increase (2024: $11,192 increase) in income (loss) before tax.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company undertakes sales and purchase transactions in USD, and therefore is subject to gains or losses due to fluctuations in foreign currency exchange rates. The Company does not use derivative financial instruments to mitigate foreign currency risk**.**

The following analysis demonstrates the sensitivity to a reasonably possible change in the USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities in these foreign currencies. The Company's exposure to foreign currency changes for all other currencies is not material.

As at March 31, 2025, a 5% weakening (strengthening) of the Canadian dollar against the USD would result in a $22,386 increase (decrease) (2024: $16,661) in total comprehensive income (loss).

(iii) Macroeconomic and geopolitical environment

In recent years, the global economy has been impacted by fluctuating foreign exchange rates. Fluctuations in the U.S. dollar versus the Canadian dollar and other currencies in which the Company operates may materially impact its revenues, results of operations, profits and cash flows. Additionally, the global economy has also been impacted by geopolitical tensions which have resulted in disruptions to global supply chains, including the Company's internal supply chain, as well as ongoing developments regarding international trade policies. The U.S. government recently announced tariffs on products imported from several jurisdictions in which the Company operates and sources raw materials, and has made announcements regarding the potential imposition of tariffs on other jurisdictions. Certain of the announced tariffs have been delayed and the Company is currently assessing the potential impact on its supply chain and global operations. However, the U.S. government may in the future pause, reimpose or increase tariffs, and countries subject to such tariffs have and in the future may impose reciprocal tariffs or other restrictive trade measures in response. Any of these actions could impact the Company's costs and global operations.

Liquidity risk

Liquidity risk is the risk of the Company possibly not being in a position to meet its financial liabilities as contractually agreed by providing cash or other financial assets. The Company's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short- and long-term. The Company ordinarily finances its activities through cash generated from operating activities, term loans and credit facilities.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as at March 31, 2025:

	< 1 year	1 - 5 years	> 5 years	Total
Trade and other payables (Note 13)	$ 924,386	$ -	$ -	$ 924,386
Long-term debt (Note 14)	108,424	1,985,425	-	2,093,849
Lease liabilities (Note 12)	54,440	277,086	817,184	1,148,710
Contingent consideration net of reduction for escrow funding (Notes 13, 16)	75,000	191,880	-	266,880
	$ 1,162,250	**$ 2,454,391**	**$ 817,184**	**$ 4,433,825**

The current portion of contingent consideration, net of reduction for escrow funding is included in trade and other payables.

The contingent consideration in the table above represents the fair value of the earnout consideration related to APHI Acquisition as at March 31, 2025.

28. CAPITAL MANAGEMENT

The Company's objectives in managing capital are to ensure sufficient liquidity is available to meet the Company's operational needs, to ensure compliance with financial covenants related to its long-term debt, and to minimize finance costs while taking into consideration current and future industry, market, and economic risks and conditions. There have been no breaches of financial covenants of any interest-bearing debt during the years ended March 31, 2025 and March 31, 2024.

Management monitors forecast cash flows, capital expenditures, debt repayment and key credit metrics on an ongoing basis to manage its capital. The Company defines capital that it manages as the aggregate of its equity and long-term debt. As at March 31, 2025, total equity was $290,588 (March 31, 2024: $732,527) and

total long-term debt was $2,067,233 (March 31, 2024: $1,325,342). In order to maintain a flexible capital structure, the Company, upon approval from its Board of Directors, may issue, repay or modify long-term debt, issue shares, repurchase shares, or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as annual capital and operating budgets.

29. RELATED PARTY DISCLOSURES

The Company's related parties are API Investment LP ("Sherfam", "Former Owners of Acquired Businesses"), which is a shareholder and an associate of the Company (as defined in the *Securities Act* (Ontario)), and SK Holdings II, LLC, which together with its affiliates ("SK", "SK Capital", "Entities under Common Control"), exercises control over the Company. The Company incurs quarterly management and consulting fees from its related parties pertaining to senior management, strategic advisory, consulting, oversight and other services. Information about the Company's structure, including details of the subsidiaries and the holding company as at March 31, 2025, can be found in Note 2. The following table provides the total balances outstanding with related parties, which relate to management and consulting fees incurred in the normal course of operations:

	Year Ended March 31,	
	2025	2024
Amounts owed to related parties	$ 5,023	$ 5,561

The amounts are classified as other current assets, other non-current assets, and trade and other payables.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

	Year Ended March 31,	
	2025	2024
Purchases from related parties	$ 14,646	$ 33,659

Transactions with former owners of acquired businesses

As at March 31, 2025, the Company had a $15,253 litigation cost recoverable (March 31, 2024: $30,898) and $31,672 of receivables related to indemnified tax balances (March 31, 2024: $38,331) from the former owners of APHI, as well as a liability for contingent consideration fair valued at $266,880 (March 31, 2024: $248,890). During the year ended March 31, 2025, the Company recorded $1,140 (March 31, 2024: $912) of management and consulting fees from the former owners of APHI within other operating expenses, net. During the year ended March 31, 2025, the Company also paid $1,503 in transaction services fees to the former owners of APHI, which was recorded in other operating expenses, net. As at March 31, 2024, the Company had a $50,000 working capital adjustment receivable, which was received during the year ended March 31, 2025.

Transactions with entities under common control

The Company undertakes certain transactions with related parties, some of which are companies under common control. During the year ended March 31, 2025, the Company recorded $5,115 (March 31, 2024: $4,096) of management and consulting fees, respectively, from SK Capital Partners, LP within other operating expenses, net. During the year ended March 31, 2025, the Company also paid $6,887 of transaction services fees to SK Capital Partners, LP, which was recorded within other operating expenses, net.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the end of the year are unsecured and interest-free and settlement typically occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel of the Company

	Year Ended March 31, 2025	2024
Short-term employee benefits	$ 19,668	$ 41,397
Long-term employee benefits	3,697	2,546
Share-based compensation	59,116	23,630
Termination benefits	-	15,726
	$ 82,481	**$ 83,299**

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to current and former key management personnel. Senior management personnel of the Company, excluding non-executive directors, are included in a cash-based long-term incentive plan. Payments in this plan are determined on the basis of both financial and non-financial key performance indicators, depending on their roles. Amounts awarded under this plan are included in long-term employee benefits in the table above.

30. SUPPLEMENTAL CASH FLOW INFORMATION

	Year Ended March 31, 2025	2024
Changes in operating asset and liability balances:		
Trade receivables, net (Note 5)	$ (104,970)	$ (24,054)
Other current assets (Note 7)	115,746	70,081
Inventories (Note 6)	(58,099)	310,513
Trade and other payables (Note 13)	42,287	76,908
Provisions (Note 15)	200,372	(41,960)
Other non-current assets	(2,853)	(15,788)
Other non-current liabilities (Note 16)	(80,381)	(3,693)
Net change in operating asset and liability balances	**$ 112,102**	**$ 372,007**

31. SEGMENTS

The Chief Operating Decision Maker ("CODM") of the Company, being the Chief Executive Officer, evaluates Company performance and allocates resources based on three geographic operating segments: Canada, U.S., and International ("Intl"), based on the location of the customer. The Searchlight and CanPrev businesses have been included in the Canada segment.

Financial performance of operating segments is reviewed by the CODM based upon gross profit. Costs and other income below gross profit, and balance sheet items are reviewed by the CODM on a consolidated basis.

The following financial information by operating segment is reconciled with the totals from the consolidated statements of net income (loss) and comprehensive income (loss).

	Year Ended March 31, 2025			
	Canada	USA	Intl	Total
Revenue	$ 1,267,767	$ 1,810,835	$ 271,050	$ 3,349,652
Cost of sales	588,713	753,177	213,914	1,555,804
Gross profit	**$ 679,054**	**$ 1,057,658**	**$ 57,136**	**$ 1,793,848**

	Year Ended March 31, 2024			
	Canada	USA	Intl	Total
Revenue	$ 1,079,563	$ 1,578,876	$ 282,016	$ 2,940,455
Cost of sales	566,862	1,030,670	239,556	1,837,088
Gross profit	**$ 512,701**	**$ 548,206**	**$ 42,460**	**$ 1,103,367**

Non-current assets by geographic region

Non-current assets consisting of property, plant and equipment, goodwill, intangible assets, right-of-use assets and other non-current assets were held in the following geographic areas:

	March 31, 2025	March 31, 2024
Canada	$ 1,816,331	$ 1,067,047
U.S.	117,008	122,909
Other	306,370	200,771
Total	**$ 2,239,709**	**$ 1,390,727**

32. SUBSEQUENT EVENTS

Recapitalization

In July 2025, the Company completed a series of recapitalization steps that included the following:

- amending its Credit Facilities to:
    - extend the maturity date of the Revolving Facility and the Original Term Loans from March 30, 2028 to March 30, 2029 and extend the maturity date of the Pari Passu Term Loan from March 31, 2027 to March 30, 2028; and
    - add $100,000 of additional borrowing capacity to the Pari Passu Term Loan and US$640,000 of additional borrowing capacity to the Original Term Loans, and
    - add $200,000 of additional borrowing capacity to the Revolving Facility, for total revolving loan capacity of $950,000;
- declared a dividend to certain shareholders in the amount of $1,109,622, equal to $1.05 per common share;
- reduced the stated capital account maintained in respect of the common shares by $140,951 and distributed such amounts to applicable shareholders as a return of capital;

- reorganizing the share capital of the Company to collapse the outstanding classes of Class A common shares into one single class of common shares, and to create two new series of Class C-3 common shares issuable under its management incentive plan; and
- settled share options granted under the management incentive plan for cash payments in the aggregate amount of $40,881; and
- paid distributions on phantom shares granted under the management incentive plan in the aggregate amount of $7,106.

Credit Facilities Amendment

On March 16, 2026, the Company amended the Credit Facilities pursuant to the Third Amendment to lower the standby fee by 0.15% for undrawn balances on the Revolving Facility and the applicable margin by 0.75% across the Credit Facilities such that:

(i) SOFR and CORRA loans (which are subject to a 0% floor) have an applicable margin that varies from 2.5% to 3.5% depending on the Company's total net leverage ratio, and a credit spread of 0.1% and 0.3%, respectively; and

(ii) Canadian prime loans and U.S. prime loans (which are subject to a 0% floor) have an applicable margin that varies from 1.5% to 2.5% depending on the Company's total net leverage ratio.

Divestiture of Signa S.A. de C.V.

In March 2026, the Company entered into a definitive agreement to sell its subsidiary, Signa S.A. de C.V. ("Signa"), which manufactures APIs in Mexico, for US$16,200 base consideration plus additional amounts for inventory and value-added tax receivables, and other working capital adjustments. The transaction also includes a manufacturing and supply agreement under which the Company will continue to purchase products from Signa following the closing of the sale. The Company classified Signa's assets and liabilities as held for sale as at March 31, 2026. The transaction is subject to regulatory approval and is expected to close in the first quarter of the fiscal year ending March 31, 2027.

Purchase of assets of Cumberland Pharmaceuticals Inc.

On April 23, 2026, the Company announced an agreement to purchase certain assets of Cumberland Pharmaceuticals Inc. for cash consideration of $139,118 (US$100,000). Under the terms of the agreement, Apotex will add a portfolio of branded pharmaceutical products to its U.S. business. The transaction is expected to expand Apotex's U.S. specialty and hospital-focused branded pharmaceutical platform with a diverse portfolio of products across acute care, oncology, infectious disease, and gastroenterology.

CERTIFICATE OF THE ISSUER

Dated: May 28, 2026

This prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

APOTEX HEALTH CORP.

(Signed) “Jeff Watson”

President & Chief Executive Officer

(Signed) “Brian McClelland”

Chief Financial Officer

On behalf of the Board of Directors
of Apotex Health Corp.

(Signed) “Sarah Davis”

Director

(Signed) “Aaron Davenport”

Director

CERTIFICATE OF THE SELLING SHAREHOLDERS

Dated: May 28, 2026

This prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

SK ARTEMIS HOLDINGS, II, LLC	**FONDS DE SOLIDARITÉ DES TRAVAILLEURS ET DES TRAVAILLEUSES DU QUÉBEC (FTQ)**	**JACESA INVESTMENTS LTD.**
(Signed) “Aaron Davenport”	(Signed) “Maxime Pesant”	(Signed) “Kareen Carty” and “Marcus Mussa”
ARLINGTON CAPITAL HOLDINGS INC.	**JUNO PHARMACEUTICALS LP** by its general partner **JUNO PHARMACEUTICALS GP INC.**	**DATALO INC.**
(Signed) “Mark Nawacki”	(Signed) “Ian Jacobson”	(Signed) “Allan Oberman”
(Signed) “Adam Bulow”	(Signed) “Alok Kanti”	(Signed) “Barry Fishman”
(Signed) “Geri-Lynn Kushneryk”	(Signed) “Pradeep Sanghvi”	(Signed) “Itzhak Krinsky”
(Signed) “Sandra Tomassini”	(Signed) “Struan Keir”	(Signed) “Carina Vassilieva”
((Signed) “Christian Calcagno”	(Signed) “Christiane Maroun”	(Signed) “Anni Blaquiere”
	(Signed) “Sandee Dela Cruz”	

CERTIFICATE OF THE UNDERWRITERS

Dated: May 28, 2026

To the best of our knowledge, information and belief, this prospectus, together with the documents and information incorporated by reference, will, as of the date of the supplemented prospectus providing the information permitted to be omitted from this prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

RBC DOMINION SECURITIES INC.

(Signed) "Matt Pittman"
Managing Director

TD SECURITIES INC.

(Signed) "Kevin Kim"
Managing Director

SCOTIA CAPITAL INC.

(Signed) "Rob Sainsbury"
Managing Director

BMO NESBITT BURNS INC.

(Signed) "Ryan Kellar"
Director

JEFFERIES SECURITIES, INC.

(Signed) "Erik Charbonneau"
Managing Director

CIBC WORLD MARKETS INC.

(Signed) "Paul Gorman"
Managing Director

ATB CAPITAL MARKETS CORP.

(Signed) "Mario Maruzzo"
Managing Director

DESJARDINS SECURITIES INC.

(Signed) "Sean McIntyre"
Vice Chairman, Investment Banking

NATIONAL BANK FINANCIAL INC.

(Signed) "Benoit Veronneau"
Managing Director

MUFG SECURITIES (CANADA), LTD.

(Signed) "Jason Stanger"
Director

RAYMOND JAMES LTD.

(Signed) "Marwan Kubursi"
Senior Managing Director

BLOOM BURTON SECURITIES INC.

(Signed) "Jolyon Burton"
President & Head of Investment Banking

CANACCORD GENUITY CORP.

(Signed) "Steve Winokur"
Managing Director

STIFEL NICOLAUS CANADA INC.

(Signed) "Gary Skene"
Head Investment Banking Canada

PARADIGM CAPITAL INC.

(Signed) "Chris Glavin"
Head of Syndication


APOTEX