

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

| | | |
|-----------------------------------|---|------------------------------|
| In the Matter of |) | |
| |) | |
| |) | |
| HIKMA PHARMACEUTICALS PLC, |) | FTC File No. 151-0198 |
| a corporation. |) | |

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Hikma Pharmaceuticals PLC (“Hikma” or “Proposed Respondent”) of the voting securities of Roxane Laboratories, Inc. and Boehringer Ingelheim Roxane, Inc., from their ultimate parent entity, C.H. Boehringer Sohn AG & Co. KG, and it now appearing that

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6. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
7. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts this Consent Agreement for public comment.
8. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondent, Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by the Proposed Respondent and shall set forth in detail the manner in which the Proposed Respondent has complied and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
9. In each report described in Paragraph 8, Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondent is in compliance with this Consent Agreement and the Decision and Order. Each report shall be verified by a notarized signature or sworn

of this Consent Agreement and so notify Proposed Respondent, in which event it will take such action as it may consider appropriate, or issue its Complaint (in such form as the circumstances may require) and issue and serve its Decision and Order, in disposition of the proceeding.

11. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
12. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (i) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (ii) issue and serve its Order to Maintain Assets, and (iii) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
13. When final and effective, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and the Order to Maintain Assets shall become final and effective upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Jonathan I. Gleklen, Esq.; Arnold & Porter LLP; or of any other lawyer or law firm listed as counsel for Hikma – shall constitute service as to Proposed Respondent. Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agree that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Appendices, where Proposed Respondent is already in possession of copies of such Appendices.
14. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order or the Order to Maintain Assets.
15. By signing this Consent Agreement, Proposed Respondent represents and warrants that Proposed Respondent can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and the Order to Maintain Assets and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent

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HIKMA PHARMACEUTICALS PLC

By: _____

Said Darwazah

Chairman and Chief Executive Officer

Hikma Pharmaceuticals PLC

Date: _____

Jonathan I. Gleklen, Esq.

Arnold & Porter LLP

Counsel for Hikma Pharmaceuticals PLC

Date: _____

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FEDERAL TRADE COMMISSION

By: _____

James R. Weiss, Jr.
Deputy Assistant Director
Bureau of Competition

Date: _____

Michael R. Moiseyev

Assistant Director
Bureau of Competition

Date: _____

Deborah L. Feinstein

Director
Bureau of Competition

Date: _____