

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

)
In the Matter of)
)
PFIZER INC. ,)
a corporation;)
)
MYLAN N.V,)
a public limited liability company;)
)
and)
)
UTAH ACQUISITION SUB INC.,)
a corporation.)
)

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) has initiated an investigation of Proposed Respondent Pfizer Inc.’s (“Pfizer”) proposal to spin off its Upjohn division and combine it with the assets of Proposed Respondent Mylan N.V. Upon consummation, the combination is expected to be renamed Viatrix Inc. and will be comprised of certain legacy Pfizer assets held by Proposed Respondent Upjohn Inc. and its subsidiaries, Proposed Respondent Pfizer’s Greenstone LLC business, and all of the assets of Proposed Respondent Mylan N.V., collectively “Proposed Respondents.” The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”).

The Bureau of Competition and Proposed Respondents enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and to provide relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets, all of which are attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

- Proposed Respondent Pfizer Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its executive offices and

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30 days thereafter until the Order to Maintain Assets becomes final. After the Order to Maintain Assets becomes final, the reporting obligations contained in the Order to Maintain Assets shall control and the reporting obligations under this Consent Agreement (other than the requirement to submit an initial report) shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondents have complied, have prepared to comply, are complying, and will comply with the Consent Agreement, Decision and Order and the Order to Maintain Assets. Proposed Respondents shall

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13. The Decision and Order and the Order to Maintain Assets shall

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provided by statute for other orders. Proposed Respondent further understands that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets.

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UPJOHN INC.

VIATRIS INC.

UTAH ACQUISITION SUB INC.

By: _____

Michael Goettler

President

Upjohn Inc. (and on behalf of Viatris Inc.)

Date: _____

By: _____

Michael Goettler

President

Utah Acquisition Sub Inc.

By: _____

Harry T. Robins, Esq.

Scott A. Stempel, Esq.

Morgan, Lewis & Bockius LLP

Counsel for Upjohn Inc./Viatris Inc., and Utah Acquisition Sub Inc.

Date: _____

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MYLAN N.V.

By: _____

Heather Bresch
Chief Executive Officer
Mylan N.V.

Date: _____

By: _____

Yonatan Even, Esq.
Margaret Segall D'Amico, Esq.
Cravath, Swaine & Moore LP
Counsel for Mylan N.V.

Date: _____

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FEDERAL TRADE COMMISSION

By: _____

Jasmine Y. Rosner
Attorney
Bureau of Competition

Lynda Lao
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Bureau of Competition

Daniel K. Zach
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Bureau of Competition

Date: _____