

IMPORTANT NOTICE

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached Offer to Purchase (the “**Offer to Purchase**”), whether received by email or otherwise received as a result of electronic communication, and you are therefore required to read this disclaimer carefully before accessing, reading or making any other use of the Offer to Purchase. By accessing the Offer to Purchase, including any e-mail to which the Offer to Purchase may have been attached, you agree (in addition to giving the representations below) to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from Viatris Inc. (“**Viatris**” or the “**Company**”), Mylan Inc. (“**Mylan**”) or Utah Acquisition Sub Inc. (“**Utah Acquisition**” and together with Viatris and Mylan, each an “**Offeror**”, as applicable), Barclays Bank PLC, Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC or J.P. Morgan Securities plc (collectively, along with any other co-dealer managers that we may engage, the “**Dealer Managers**”), Global Bondholder Services Corporation (the “**Tender and Information Agent**”) and/or any of their respective affiliates as a result of such access. Capitalized terms used but not otherwise defined in this disclaimer shall have the meaning given to them in this Offer to Purchase.

THIS ELECTRONIC TRANSMISSION DOES NOT CONTAIN OR CONSTITUTE AN OFFER TO BUY, OR THE SOLICITATION OF AN OFFER TO SELL, SECURITIES TO ANY PERSON IN ANY JURISDICTION WHERE SUCH AN OFFER IS UNLAWFUL.

THE ATTACHED OFFER TO PURCHASE MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE OFFER TO PURCHASE MAY ONLY BE DISTRIBUTED TO PERSONS TO WHOM IT IS OTHERWISE LAWFUL TO SEND THE OFFER TO PURCHASE. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THESE REQUIREMENTS MAY RESULT IN A VIOLATION OF APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of your representation: In order to be eligible to view the attached Offer to Purchase or participate in the Tender Offers (as defined below), you must be (or if you are acting as agent, custodian, fiduciary or other intermediary capacity for a holder of Securities (as defined below), such holder must be) able to participate lawfully in the invitation by the applicable Offeror to holders of its \$750,000,000 1.650% Senior Notes due 2025, €500,000,000 2.125% Senior Notes due 2025 and \$2,250,000,000 3.950% Senior Notes due 2026 (collectively, the “**Securities**”) to purchase any or all of, or up to the applicable portion of, as applicable, the applicable series of Securities for cash (the “**Tender Offers**”) on the terms and subject to the conditions set out in this Offer to Purchase, including the offer and distribution restrictions set out in this Offer to Purchase. This Offer to Purchase was sent at your request, and by accessing this Offer to Purchase, you shall be deemed (in addition to the above) to have represented to the Offerors as applicable, the Dealer Managers and the Tender and Information Agent that:

- (i) you are a holder or a beneficial owner of the Securities;
- (ii) you hold the Securities directly or indirectly through DTC, Euroclear or Clearstream;
- (iii) you are otherwise a person to whom it is lawful to send this Offer to Purchase and for the applicable Offeror to make an invitation pursuant to the applicable Tender Offer in accordance with applicable laws, including the offer and distribution restrictions contained in the attached Offer to Purchase;
- (iv) you consent to delivery of the attached Offer to Purchase by electronic transmission; and
- (v) you are not a Sanctions Restricted Person (as defined in the Offer to Purchase).

The attached Offer to Purchase has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Offerors, the Dealer Managers, the Tender and Information Agent or any person who controls, or is a director, officer, employee, agent or affiliate of, any such person accepts any liability or responsibility whatsoever in respect of any difference between this Offer to Purchase distributed to you in electronic format and the hard copy version available to you on request from either of the Dealer Managers or the Tender and Information Agent.

You are also reminded that the attached Offer to Purchase has been sent to you on the basis that you are a person into whose possession this Offer to Purchase may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located or resident and you may not, nor are you authorized to, deliver this Offer to Purchase to any other person. If you are not the named addressee to which this Offer to Purchase has been delivered, please notify the sender immediately and destroy the attached Offer to Purchase.

Any materials relating to the Tender Offers do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer, and the Dealer Managers or any of their respective affiliates are such licensed brokers or dealers in such jurisdictions, the applicable Tender Offer shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of the applicable Offeror in such jurisdictions.

The Offer to Purchase is only directed at (i) persons who are outside the United Kingdom or (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)) or (iii) persons who are within Article 43 of the Financial Promotion Order or (iv) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). The Offer to Purchase is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Offer to Purchase relates is available only to relevant persons and will be engaged in only with relevant persons.

Restrictions: Nothing in this electronic transmission constitutes an offer to buy or the solicitation of an offer to sell securities in any jurisdiction in which such offer or solicitation would be unlawful. The distribution of the Offer to Purchase in certain jurisdictions (in particular, the United States and the United Kingdom) may be restricted by law. See “Offer and Distribution Restrictions” in the Offer to Purchase. Persons into whose possession the Offer to Purchase comes are required by the Offerors, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

THE OFFER TO PURCHASE MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY PERSON OTHER THAN THE RECIPIENT AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE OFFER TO PURCHASE HAS NOT BEEN FILED WITH, OR REVIEWED BY, ANY NATIONAL OR LOCAL SECURITIES COMMISSION OR REGULATORY AUTHORITY OF THE UNITED STATES OR ANY OTHER JURISDICTION, NOR HAS ANY SUCH COMMISSION OR AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFER TO PURCHASE. ANY REPRESENTATION TO THE CONTRARY MAY BE UNLAWFUL AND MAY BE A CRIMINAL OFFENSE.

The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any holder of Securities is in any doubt as to the action it should take, it is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the applicable Tender Offer from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal advisor. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the applicable Tender Offer.



**VIATRIS INC.
MYLAN INC.
UTAH ACQUISITION SUB INC.**

Respective Offers to Purchase for Cash for Certain Outstanding Debt Securities

**Any and All of the Outstanding Securities of such Issuer Listed Below
(the “Any and All Notes”)**

Issuer and Offeror	Title of Security	CUSIP / ISIN / Common Code	Principal Outstanding	Maturity Date	Benchmark	Fixed Spread (basis points)	Bloomberg Reference Page
Viatis Inc. (f/k/a Upjohn Inc.)	1.650% Senior Notes due 2025	<i>CUSIP / ISIN:</i> 92556VAB2 / US92556VAB27	\$750,000,000	June 22, 2025	2.875% UST due 6/15/2025	25 bps	FIT3
Mylan Inc.	2.125% Senior Notes due 2025	<i>ISIN / Common Code Number:</i> XS1801129286 / 180112928	€500,000,000	May 23, 2025	BUBILL 0% 8/20/2025	30 bps	FIT GEACT

**Up to \$450,000,000 Aggregate Principal Amount^(a)
of the Outstanding Securities of such Issuer Listed Below
(collectively, the “Maximum Tender Offer Notes”)**

Issuer and Offeror	Title of Security	CUSIP / ISIN	Principal Outstanding	Maturity Date	Benchmark	Fixed Spread (basis points)	Early Tender Payment ^{(b)(c)}	Bloomberg Reference Page
Utah Acquisition Sub Inc. (successor to Mylan N.V.)	3.950% Senior Notes due 2026	<i>Registered Notes (CUSIP / ISIN):</i> 62854AAN4 / US62854AAN46 <i>Rule 144A Notes (CUSIP / ISIN):</i> 62854AAD6 / US62854AAD63 <i>Regulation S Notes (CUSIP / ISIN):</i> N59465AD1 / USN59465AD15	\$2,250,000,000	June 15, 2026	4.125% UST due 6/15/2026	50 bps	\$30	FIT4

(a) The offer with respect to the Maximum Tender Offer Notes is to purchase up to \$450,000,000 aggregate principal amount of the Maximum Tender Offer Notes (the “Maximum Tender Cap”). Subject to applicable law, the Offeror (as defined below) reserves the right, but is under no obligation, to increase, decrease or eliminate the Maximum Tender Cap, at any time and in its sole discretion. Any such increase, decrease or elimination could result in the Offeror purchasing an aggregate principal amount of Maximum Tender Offer Notes having a greater or lesser aggregate principal amount than the Maximum Tender Cap set forth herein.

(b) Per \$1,000 principal amount.

(c) The Total Consideration for Maximum Tender Offer Notes validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase is calculated using the Fixed Spread (as defined below) and is inclusive of the Early Tender Payment.

The Tender Offers (as defined below) for the Any and All Notes will expire at 5:00 p.m., New York City time, on September 10, 2024, and the Tender Offer for the Maximum Tender Offer Notes will expire at 5:00 p.m., New York City time, on October 2, 2024, or, in each case, any other date and time to which the applicable Offeror extends the applicable Tender Offer (such date and time, as it may be extended with respect to a Tender Offer, the applicable “Expiration Date”), unless earlier terminated. You must validly tender your Any and All Notes prior to or at 5:00 p.m., New York City time, on September 10, 2024, or any other date and time to which the applicable Offeror extends the applicable Any and All Tender Offer (as defined below) (such date and time, as it may be extended with respect to a series of the Any and All Notes, the “Any and All Expiration Date”), and your Maximum Tender Offer Notes prior to or at 5:00 p.m., New York City time, on September 17, 2024 (such date and time, as it may be extended with respect to the Maximum Tender Offer Notes, the “Early Tender Date”), to be eligible to receive the applicable Total Consideration plus Accrued Interest (as defined below).

If you validly tender your Maximum Tender Offer Notes after the Early Tender Date but prior to or at the Maximum Tender Expiration Date (as defined below), you will only be eligible to receive the applicable Late Tender Offer Consideration (as defined below) plus Accrued Interest.

Any and All Notes tendered pursuant to the applicable Any and All Tender Offer may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on September 10, 2024, and Maximum Tender Offer Notes tendered pursuant to the Maximum Tender Offer (as defined below) may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on September 17, 2024 (such dates and times, as they may be extended with respect to a series of the Any and All Notes or the Maximum Tender Offer Notes, the applicable “Withdrawal Deadline”). The Tender Offers are subject to the satisfaction or waiver by the applicable Offeror of certain conditions as set forth under the heading “The Terms of the Tender Offers—Conditions of the Tender Offers.”

This Offer to Purchase (as amended from time to time, the “Offer to Purchase”) and, with respect to the Any and All Notes, the Notice of Guaranteed Delivery (as defined below) contain important information that should be read before any decision is made with respect to the Tender Offers. In particular, see “Risk Factors” beginning on page 9 of this Offer to Purchase for a discussion of certain factors you should consider before deciding whether to participate in the Tender Offers. Requests for documents relating to the Tender Offers, including this Offer to Purchase, may be directed to the Tender and Information Agent (as defined below) at the address and telephone numbers set forth on the back cover of this Offer to Purchase.

None of the U.S. Securities and Exchange Commission (the “SEC”), any U.S. state securities commission or any other regulatory authority has approved or disapproved of the Tender Offers, passed upon the merits or fairness of the Tender Offers or passed upon the adequacy or accuracy of the disclosure in this Offer to Purchase. Any representation to the contrary is a criminal offense.

Lead Dealer Managers

Barclays

Citigroup

J.P. Morgan

September 4, 2024

Upon the terms and subject to the conditions of each of the three individual Tender Offers described in this Offer to Purchase and, in the case of the Any and All Notes, the related notice of guaranteed delivery attached as Annex 1 hereto (as the same may be amended or supplemented with respect to the particular series of Any and All Notes, the “Notice of Guaranteed Delivery”), (1) Viatris Inc. (“Viatris” or the “Company”), a Delaware corporation formerly known as Upjohn Inc., hereby offers to purchase for cash any and all of the 1.650% Senior Notes Due 2025 described on the cover page of this Offer to Purchase as Any and All Notes (the “Viatris Notes”), which were issued pursuant to the Indenture, dated as of June 22, 2020, between Viatris and The Bank of New York Mellon, as trustee (as the same may be amended or supplemented from time to time, the “Viatris Indenture”), (2) Mylan Inc. (“Mylan”), a Pennsylvania corporation and subsidiary of Viatris, hereby offers to purchase for cash any and all of the 2.125% Senior Notes due 2025 described on the cover page of this Offer to Purchase as Any and All Notes (the “Mylan Notes” or “EUR Notes”), which were issued pursuant to the Indenture, dated as of May 23, 2018, between Mylan and Citibank, N.A., as trustee (as the same may be amended or supplemented from time to time, the “Mylan Indenture”), and (3) Utah Acquisition Sub Inc. (“Utah Acquisition”), a Delaware corporation and subsidiary of Viatris and successor to Mylan N.V., hereby offers to purchase for cash up to \$450,000,000 aggregate principal amount of the Maximum Tender Offer Notes (the “Utah Acquisition Notes” and, together with the Viatris Notes, the “USD Notes”), which were issued pursuant to the Indenture, dated as of June 9, 2016, between Utah Acquisition and The Bank of New York Mellon, as trustee (as the same may be amended or supplemented from time to time, the “Utah Acquisition Indenture”; the Viatris Indenture, the Mylan Indenture and the Utah Acquisition Indenture, each an “Indenture”). The Any and All Notes and the Maximum Tender Offer Notes are referred to collectively herein as the “Securities” and individually as a “Security”. Each of the offers to purchase the applicable Any and All Notes is referred to herein as an “Any and All Tender Offer”, and the offer to purchase the Maximum Tender Offer Notes is referred to herein as the “Maximum Tender Offer”. The Any and All Tender Offers and the Maximum Tender Offer are referred to together herein as the “Tender Offers”, and each, a “Tender Offer”. References to the “Offeror” in this Offer to Purchase refer to the offeror hereunder with respect to the particular Tender Offer (i.e., Viatris in the case of the Viatris Notes, Mylan in the case of the Mylan Notes and Utah Acquisition in the case of the Utah Acquisition Notes).

With respect to the Maximum Tender Offer, the Offeror will only accept for purchase Maximum Tender Offer Notes having an aggregate principal amount not in excess of the Maximum Tender Cap. The Offeror reserves the right, but is under no obligation, to increase, decrease or eliminate the Maximum Tender Cap at any time, subject to applicable law. Any such increase, decrease or elimination could result in the Offeror purchasing an aggregate principal amount of Maximum Tender Offer Notes having a greater or lesser aggregate principal amount than the Maximum Tender Cap set forth herein. Subject to applicable law, the Offeror may increase, decrease or eliminate the Maximum Tender Cap without extending the Maximum Tender Withdrawal Deadline (as defined below). The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities. Any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase will be accepted for purchase by the Offeror subject to the Maximum Tender Cap and therefore may be subject to proration (provided that all Maximum Tender Offer Notes tendered prior to or at the Early Tender Date will have priority over Maximum Tender Offer Notes tendered after the Early Tender Date), each as more fully described herein.

The Tender Offers are open to all holders (individually, a “Holder,” and collectively, the “Holders”) of the Securities. All of the Securities are held in book-entry form, in the case of the USD Notes, through the facilities of The Depository Trust Company (“DTC”) and, in the case of the EUR Notes, through the facilities of Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream” and, together with DTC and Euroclear, the “Clearing Systems” and each a “Clearing System”).

To tender Notes for purchase pursuant to the Tender Offers, a Holder should deliver, or arrange to have delivered on its behalf via the applicable Clearing System and in accordance with the requirements of such Clearing System, the relevant instructions. Custodial entities that are participants in DTC should deliver USD Notes through DTC’s Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible. Upon receipt of a Holder’s acceptance through ATOP, DTC will verify the acceptance and send an Agent’s Message (as defined below) to Global Bondholder Services Corporation (the “Tender and Information Agent”) for its acceptance. Custodial entities that are participants in Euroclear or Clearstream should deliver EUR Notes through valid electronic tender and blocking instructions in the form required by Euroclear or Clearstream, as applicable, in accordance with the procedures set forth herein (the ATOP instructions or such electronic instruction in the form required by Euroclear or Clearstream, the “Electronic Instruction”). Holders must tender their Securities in accordance with the procedures set

forth under “The Terms of the Tender Offers—Procedures for Tendering.” A Holder who desires to tender Any and All Notes but who cannot comply with the procedures set forth herein for a tender on a timely basis or whose Any and All Notes are not immediately available may tender such Any and All Notes by following procedures for guaranteed delivery set forth below under “The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery,” including delivery of the Notice of Guaranteed Delivery to the Tender and Information Agent.

If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee, you should contact such custodian or nominee if you wish to tender your Securities, and are advised to check with such broker, dealer, commercial bank, trust company or other nominee to confirm whether it needs to receive instructions from you before the deadlines specified in this Offer to Purchase in order for you to be able to participate in, withdraw from or revoke your instruction to participate in the applicable Tender Offer. The deadlines set by the Clearing Systems for submissions and withdrawals may be earlier than the relevant deadlines specified in this Offer to Purchase. You should promptly contact the appropriate Clearing System representative to determine its deadline.

The Offerors’ respective obligations to accept for purchase and to pay for the Securities in the Tender Offers is subject to the satisfaction or waiver of a number of conditions, as discussed in “The Terms of the Tender Offers—Conditions of the Tender Offers.” The amount of the Maximum Tender Offer Notes that may be purchased in the Maximum Tender Offer may be prorated as set forth in this Offer to Purchase. See “The Terms of the Tender Offers—Maximum Tender Offer: Maximum Tender Cap and Proration” for more information on the Maximum Tender Cap and proration with respect to the Maximum Tender Offer Notes.

This Offer to Purchase uses the convention of referring to all Securities that have been validly tendered and not validly withdrawn as having been “validly tendered.”

The applicable consideration (the “Total Consideration”) offered per \$1,000 or €1,000 principal amount, as applicable, of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be determined in the manner described in this Offer to Purchase by reference to the applicable fixed spread for such Securities (the “Fixed Spread”) specified on the front cover of this Offer to Purchase plus the applicable yield (the “Reference Yield”) based on (i) for each series of USD Notes, the bid-side price of the U.S. Treasury reference security specified on the front cover of this Offer to Purchase as the benchmark for such series of USD Notes and (ii) for the EUR Notes, the bid-side price of the Bund reference security specified on the front cover of this Offer to Purchase as the benchmark for the EUR Notes (each such benchmark to the applicable series of Securities, the “Reference Security”), in each case, as quoted on the applicable Bloomberg Reference Page specified on the front cover of this Offer to Purchase (with respect to each Reference Security, the “Reference Page”) at (A) in the case of the Any and All Notes, 10:00 a.m., New York City time, on September 10, 2024 (such date and time, as it may be extended with respect to an Any and All Tender Offer, the “Any and All Price Determination Date”) and (B) in the case of the Maximum Tender Offer Notes, 10:00 a.m., New York City time on September 18, 2024 (such date and time, as it may be extended, the “Maximum Tender Price Determination Date”). The sum of the Fixed Spread and the Reference Yield for the applicable Securities is referred to as the “Repurchase Yield.”

Holders of any Maximum Tender Offer Notes that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase will receive the applicable Total Consideration. The Total Consideration, as calculated using the Fixed Spread for the Maximum Tender Offer Notes set forth in the second table on the cover hereof, is inclusive of the Early Tender Payment (as defined below). Holders of any Maximum Tender Offer Notes that are validly tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will receive the applicable Total Consideration *minus* an amount in cash equal to the applicable amount set forth in the second table on the cover hereof under the heading “Early Tender Payment” (the “Early Tender Payment”). As used herein, the Total Consideration *minus* the Early Tender Payment is referred to as the “Late Tender Offer Consideration.”

THE OFFERORS HAVE NOT FILED THIS DOCUMENT WITH, AND IT HAS NOT BEEN REVIEWED BY, ANY FEDERAL, STATE OR OTHER SECURITIES COMMISSION OR REGULATORY AUTHORITY OF ANY COUNTRY. NO AUTHORITY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT, AND IT IS UNLAWFUL AND MAY BE A CRIMINAL OFFENSE TO MAKE ANY REPRESENTATION TO THE CONTRARY.

The Early Tender Payment is not applicable to the Any and All Tender Offers.

In addition to the Total Consideration or the Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date (each as defined below), as applicable (“Accrued Interest”), payable on the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date, as applicable.

The Any and All Tender Offers will expire on the applicable Any and All Expiration Date. Guaranteed deliveries of the Any and All Notes will expire at 5:00 p.m., New York City time, on September 12, 2024 (the “Guaranteed Delivery Expiration Date”). Payment for the Any and All Notes that are validly tendered and accepted for purchase, including through guaranteed deliveries, will be made on the date referred to as the “Any and All Settlement Date.” The Any and All Settlement Date for the Any and All Notes will promptly follow the Guaranteed Delivery Expiration Date. It is anticipated that the Any and All Settlement Date for the Any and All Notes will be September 16, 2024, the second business day after the Guaranteed Delivery Expiration Date.

The Early Tender Date is the last time and day for Holders to tender the Maximum Tender Offer Notes in order to be eligible to receive the applicable Total Consideration. Payment for the Maximum Tender Offer Notes that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase will be made on the date referred to as the “Maximum Tender Early Settlement Date.” The Maximum Tender Early Settlement Date for the Maximum Tender Offer will be promptly following the Early Tender Date in respect of such Maximum Tender Offer. It is anticipated that the Maximum Tender Early Settlement Date will be September 20, 2024, the third business day after the Early Tender Date.

The Maximum Tender Offer will expire at 5:00 p.m., New York City time, on October 2, 2024, or any other date and time to which the Offeror extends such Maximum Tender Offer (such date and time, as it may be extended with respect to the Maximum Tender Offer, the “Maximum Tender Expiration Date”). Payment for the Maximum Tender Offer Notes that are validly tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will be made on the date referred to as the “Maximum Tender Final Settlement Date” (each of the Any and All Settlement Date, the Maximum Tender Early Settlement Date and the Maximum Tender Final Settlement Date is referred to as a “Settlement Date”). The Maximum Tender Final Settlement Date for the Maximum Tender Offer Notes will be promptly following the Maximum Tender Expiration Date in respect of such Maximum Tender Offer. It is anticipated that the Maximum Tender Final Settlement Date for the Maximum Tender Offer Notes will be October 7, 2024, the third business day after the Maximum Tender Expiration Date.

If you validly tender your Securities prior to the applicable Withdrawal Deadline for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to such Withdrawal Deadline. After such time, you may not withdraw your Securities unless the applicable Offeror amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the applicable Offeror determines, to the extent required by law (as determined by the applicable Offeror), is appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the applicable Offeror, in its sole discretion, may extend a Withdrawal Deadline for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

The Offeror will only accept for purchase Maximum Tender Offer Notes having an aggregate principal amount not in excess of the Maximum Tender Cap. If Maximum Tender Offer Notes are validly tendered in an aggregate principal amount in excess of the Maximum Tender Cap, the amount of Securities purchased may be subject to proration; provided that, if the Offeror purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, Maximum Tender Offer Notes tendered at or prior to the Early Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date. If the Offeror purchases on the Maximum Tender Early Settlement Date an aggregate principal amount of Maximum Tender Offer Notes having an aggregate principal amount equal to the Maximum Tender Cap, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Offeror increases or eliminates the Maximum Tender Cap.

The Offeror reserves the right, but is under no obligation, to increase, decrease or eliminate the Maximum Tender Cap at any time and in its sole discretion, without extending any Maximum Tender Withdrawal Deadline, subject to applicable law.

NONE OF THE OFFERORS, THEIR RESPECTIVE AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS (AS DEFINED BELOW), THE TENDER AND INFORMATION AGENT OR THE TRUSTEE, PAYING AGENT, REGISTRAR OR TRANSFER AGENT WITH RESPECT TO ANY SERIES OF SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NONE OF THE OFFERORS OR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES, AND, IF SO, THE PRINCIPAL AMOUNT OF SUCH SECURITIES TO TENDER.

NONE OF THE TRUSTEES, PAYING AGENTS, REGISTRARS OR TRANSFER AGENTS MAKES ANY REPRESENTATION WHATSOEVER AS TO THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN.

Any questions or requests for assistance concerning the Tender Offers may be directed to the Dealer Managers (as defined below) at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase, the Notice of Guaranteed Delivery or any other documents may be directed to the Tender and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase. A copy of this Offer to Purchase is available for Holders at the following web address: <https://www.gbsc-usa.com/viatris/>.

The Dealer Managers in the ordinary course of business may purchase and/or sell the Offerors' securities, including the Securities, for their own accounts and for the accounts of customers. As a result, the Dealer Managers at any time may own certain of the Offerors' securities, including the Securities. In addition, the Dealer Managers may tender Securities in the Tender Offers for their own accounts.

See "Certain U.S. Federal Income Tax Considerations" for a discussion of certain U.S. federal income tax consequences that should be considered by Holders in evaluating the Tender Offers.

If you do not tender your Securities, they will remain outstanding immediately following the Tender Offers. If the Offerors consummate the Tender Offers, the applicable trading market for your outstanding Securities may be significantly more limited. From time to time after completion of the applicable Tender Offer, the Offeror or its affiliates may undertake additional transactions with respect to Securities that remain outstanding following such Tender Offer. For a discussion of these and certain other matters to be considered in connection with the Tender Offers, see "Risk Factors."

The Tender Offers may be terminated or withdrawn in whole or terminated or withdrawn with respect to any series of the Securities, subject to applicable law. The Offerors reserve the right, subject to applicable law, to (1) waive any and all conditions to any of the Tender Offers, (2) extend or terminate any of the Tender Offers, (3) increase, decrease or eliminate the Maximum Tender Cap, or (4) otherwise amend any of the Tender Offers in any respect.

If an Offeror makes a material change in the terms of the applicable Tender Offer or waives a material condition of such Tender Offer, such Offeror will disseminate additional materials related to such Tender Offer and extend such Tender Offer if it so determines or to the extent required by law. In addition, an Offeror may, if it deems appropriate, extend the applicable Tender Offer for any other reason. Any extension, amendment or termination will be followed by public announcement thereof as soon as reasonably practicable after the relevant decision is made. Without limiting the manner in which the Offeror may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Offeror will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. The Offeror will announce the determination of the Total Consideration promptly on the applicable Any and All Price Determination Date or Maximum Tender Price Determination Date (with respect to the applicable series of Securities, the "Price Determination Date") by issuance of a press release.

IMPORTANT DATES

You should take note of the following dates in connection with the Any and All Tender Offers:

Date	Calendar Date and Time	Event
Commencement Date	September 4, 2024	The commencement date of the Any and All Tender Offers.
Any and All Price Determination Date	10:00 a.m., New York City time, on September 10, 2024, unless extended or earlier terminated by the applicable Offeror with respect to the applicable series of Any and All Notes.	The time and date for determining the applicable Total Consideration with respect to Any and All Notes.
Any and All Withdrawal Deadline	5:00 p.m., New York City time, on September 10, 2024, unless extended or earlier terminated by the applicable Offeror with respect to the applicable series of Any and All Notes.	The last time and day for you to validly withdraw tenders of Any and All Notes.
Any and All Expiration Date	5:00 p.m., New York City time, on September 10, 2024, unless extended or earlier terminated by the applicable Offeror with respect to the applicable series of Any and All Notes.	Subject to the guaranteed delivery procedures described herein, the last time and day for you to tender Any and All Notes pursuant to the applicable Any and All Tender Offer.
Guaranteed Delivery Expiration Date	5:00 p.m., New York City time, on September 12, 2024, unless extended by the applicable Offeror with respect to the applicable series of Any and All Notes.	The last time and day for you to tender Any and All Notes pursuant to the applicable Any and All Tender Offer using the guaranteed delivery procedures described herein.
Any and All Settlement Date	A date promptly after the applicable Any and All Expiration Date when the applicable Offeror makes payment in same-day funds for purchase of Any and All Notes. It is expected that the Any and All Settlement Date will be September 16, 2024, the second business day after the Guaranteed Delivery Expiration Date.	The date for payment of the applicable Total Consideration, plus Accrued Interest, for your Any and All Notes accepted for purchase.

You should take note of the following dates in connection with the Maximum Tender Offer:

Date	Calendar Date and Time	Event
Commencement Date	September 4, 2024	The commencement date of the Maximum Tender Offer.
Early Tender Date	5:00 p.m., New York City time, on September 17, 2024, unless extended or earlier terminated by the applicable Offeror.	The last time and day for you to tender the Maximum Tender Offer Notes in order to be eligible to receive the applicable Total Consideration. If you validly tender Maximum Tender Offer Notes after the Early Tender Date, you will be eligible to receive only the applicable Late Tender Offer Consideration, which is equal to the applicable Total Consideration <i>minus</i> the Early Tender Payment.
Maximum Tender Withdrawal Deadline	5:00 p.m., New York City time, on September 17, 2024, unless extended or earlier terminated by the applicable Offeror.	The last time and day for you to validly withdraw tenders of the Maximum Tender Offer Notes.

Date	Calendar Date and Time	Event
Maximum Tender Price Determination Date	10:00 a.m., New York City time on September 18, 2024, unless extended or earlier terminated by the applicable Offeror.	The time and date for determining the applicable Total Consideration and the Late Tender Offer Consideration with respect to the Maximum Tender Offer Notes.
Maximum Tender Early Settlement Date	A date promptly after the Early Tender Date when the applicable Offeror makes payment in same-day funds for all of the Maximum Tender Offer Notes tendered prior to or at the Early Tender Date and accepted for purchase pursuant to the Maximum Tender Offer. It is expected that the Maximum Tender Early Settlement Date will be September 20, 2024, the third business day after the Early Tender Date.	The date for payment of the Total Consideration plus Accrued Interest with respect to your Maximum Tender Offer Notes you validly tendered prior to or at the Early Tender Date and that are accepted for purchase.
Maximum Tender Expiration Date	5:00 p.m., New York City time, on October 2, 2024, unless extended or earlier terminated by the applicable Offeror.	The last time and day for you to tender the Maximum Tender Offer Notes pursuant to the Maximum Tender Offer.
Maximum Tender Final Settlement Date	A date promptly after the Maximum Tender Expiration Date when the applicable Offeror makes payment in same-day funds for all of the Maximum Tender Offer Notes tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase pursuant to the Maximum Tender Offer. It is expected that the Maximum Tender Final Settlement Date will be October 7, 2024, the third business day after the Maximum Tender Expiration Date.	The date for payment of the Late Tender Offer Consideration plus Accrued Interest with respect to your Maximum Tender Offer Notes that you validly tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase.

IMPORTANT INFORMATION

You should read this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery carefully before making a decision to tender your Securities.

The Offerors have not filed this document with, and it has not been reviewed by, any federal, state or other securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of this document, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Only registered Holders of Securities are entitled to tender Securities pursuant to the Tender Offers. A beneficial owner of Securities that are held of record by a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact the nominee and request that such nominee tender such Securities on the beneficial owner's behalf prior to the applicable Any and All Expiration Date or the Early Tender Date, in order to receive the Total Consideration for the Any and All Notes and Maximum Tender Offer Notes, respectively, or, in the case of Maximum Tender Offer Notes tendered after the Early Tender Date, but prior to the Maximum Tender Expiration Date, in order to receive the Late Tender Offer Consideration for such Maximum Tender Offer Notes. Beneficial owners should be aware that their custodian bank, broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Tender Offers. Accordingly, beneficial owners wishing to participate in the Tender Offers should contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such owner must take action in order to so participate.

All of the Securities are registered in the name of the applicable Clearing System or a nominee of the applicable Clearing System. Because only registered Holders of Securities may tender Securities, beneficial owners of Securities must instruct the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds Securities on their behalf to tender Securities on such beneficial owners' behalf. Each Clearing System has authorized its respective participants that hold Securities on behalf of beneficial owners of such Securities through the applicable Clearing System to tender their Securities as if they were Holders. To tender Securities, a Holder must transfer such Securities using the applicable form of Electronic Instruction. See "The Terms of the Tender Offers—Procedures for Tendering." A Holder who desires to tender Any and All Notes but who cannot comply with the procedures set forth herein for a tender on a timely basis or whose Any and All Notes are not immediately available may tender such Any and All Notes by following procedures for guaranteed delivery set forth below under "The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery," including delivery of the Notice of Guaranteed Delivery to the Tender and Information Agent. Tendering Holders will not be required to pay brokerage fees or commissions to Barclays Bank PLC, Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC and J.P. Morgan Securities plc (collectively, along with any other co-dealer managers that we may engage, the "Dealer Managers"), the Company and the Offerors or the Tender and Information Agent.

Requests for additional copies of this Offer to Purchase and the Notice of Guaranteed Delivery and requests for assistance relating to the procedures for tendering Securities may be directed to the Tender and Information Agent at its address and telephone numbers on the back cover page of this Offer to Purchase. Requests for assistance relating to the terms and conditions of the Tender Offers may be directed to the Dealer Managers at their respective addresses and telephone numbers on the back cover page of this Offer to Purchase. Beneficial owners may also contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance regarding the Tender Offers.

This Offer to Purchase contains important information that should be read before any decision is made with respect to the Tender Offers, including under the heading "Risk Factors" in this Offer to Purchase.

This Offer to Purchase does not constitute an offer to purchase, or the solicitation of an offer to sell, securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation. The delivery of this Offer to Purchase shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in the affairs of the Company since the date hereof.

No dealer, salesperson or other person has been authorized to give any information or to make any representations with respect to the Tender Offers other than the information contained or incorporated by reference in this Offer to Purchase and in the Notice of Guaranteed Delivery, and none of the Offerors, the Dealer Managers, the Tender And Information Agent or the applicable Trustee, paying agent, registrar or transfer agent takes any responsibility for any such information or representations that dealer, salesperson or other person may give you.

Whether or not any or all of the Tender Offers are consummated, any of the Offerors or their respective affiliates may purchase or otherwise repay Securities other than pursuant to the Tender Offers, including in the open market, in privately negotiated transactions, through tender or exchange offers, in accordance with the terms of the applicable Indenture (including pursuant to redemption, discharge or defeasance provisions) or otherwise. Any future purchases or repayments may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases or repayments will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors or their respective affiliates may choose to pursue in the future. Additionally, the applicable Offerors currently intend to (but are not obligated to) effect the Mylan Redemption (as defined below) and the Viatris Satisfaction and Discharge (as defined below) to the extent that less than all of the outstanding Mylan Notes and Viatris Notes, respectively, are tendered and accepted for purchase in the Any and All Tender Offers, but nothing in this Offer to Purchase shall constitute a notice of redemption or an obligation to issue a notice of redemption, or a satisfaction and discharge or an obligation to satisfy and discharge, any of the Any and All Notes or any of the Indentures. Any notice of redemption or satisfaction and discharge will be made only pursuant to and in accordance with the terms of the applicable Indenture.

References in this Offer to Purchase to “dollars” or “\$” are to the lawful currency of the United States. References in this Offer to Purchase to “euros” or “€” are to the lawful currency of such members of the European Union that have joined the European currency union.

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents in certain jurisdictions may be restricted by law. Persons into whose possession this Offer to Purchase, the related Notice of Guaranteed Delivery or any other related document comes are required by the Offerors, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

United Kingdom

This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents are being distributed only to existing Holders, and is only addressed to such existing Holders in the United Kingdom where they would (if they were clients of the Offerors) be per se professional clients or per se eligible counterparties of the Offerors within the meaning of the rules of the Financial Conduct Authority (“FCA”). This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents are not addressed to or directed at any persons who would be retail clients within the meaning of the FCA rules and any such persons should not act or rely on such documents. Recipients of this Offer to Purchase should note that the Offerors are acting on their own account in relation to the Tender Offers and will not be responsible to any other person for providing the protections which would be afforded to clients of the Offerors or for providing advice in relation to the Tender Offers.

The communication of this Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”)) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom such documents and/or materials may otherwise lawfully be communicated or caused to be communicated under the Financial Promotion Order.

France

The Tender Offers are not being made, directly or indirectly, to the public in France. This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have not been and shall not be distributed to the public in France other than to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129 (as amended, the “EU Prospectus Regulation”) and in accordance with Articles L.411-1 and L.411-2 of the French Code *monétaire et financier*, only qualified investors are eligible to participate in the Tender Offers. This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have not been and will not be submitted for clearance to nor approved by the French *Autorité des Marchés Financiers* (the French financial markets authority).

Switzerland

This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents do not constitute a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Federal Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange. When in doubt, investors based in Switzerland are recommended to contact their legal, financial or tax adviser with respect to the Tender Offers.

Belgium

This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have not been submitted to and will not be submitted for approval or recognition to the Financial Services and Markets Authority (*Autorité des services et marchés financiers/Autoriteit voor financiële diensten en markten*) and, accordingly, the Tender Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids as amended or replaced from time to time. Accordingly,

the Tender Offers may not be advertised and the Tender Offers will not be extended, and this Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have not been and shall not be distributed or made available, directly or indirectly, to any person in Belgium other than where it concerns only securities held by “qualified investors” in the sense of Article 2(e) of the EU Prospectus Regulation, acting on their own account. This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offers. Accordingly, the information contained in this Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents have not been and will not be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (“CONSOB”) pursuant to Italian laws and regulations. The Tender Offers are being carried out in the Republic of Italy (Italy) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “Financial Services Act”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Securities that are located in Italy may tender some or all of their Securities in the applicable Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities and/or the Tender Offers.

General

This Offer to Purchase, the related Notice of Guaranteed Delivery and any other related documents do not constitute an offer to buy or the solicitation of an offer to sell any Securities in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer, and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in such jurisdictions, the Tender Offers shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of the applicable Offeror in such jurisdictions.

In addition to the representations referred to above, each Holder participating in a Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “The Terms of the Tender Offers—Procedures for Tendering.” Any tender of Securities for purchase pursuant to a Tender Offer from a Holder that is unable to make these representations will not be accepted. Each of the Offerors, the Dealer Managers and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Securities for purchase pursuant to the applicable Tender Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the applicable Offeror determines (for any reason) that such representation is not correct, such tender of Securities shall not be accepted.

TABLE OF CONTENTS

IMPORTANT DATES	viii
IMPORTANT INFORMATION	x
WHERE YOU CAN FIND MORE INFORMATION	xv
SUMMARY	1
RISK FACTORS	9
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	13
THE COMPANY, OFFERORS AND ISSUERS	Error! Bookmark not defined.
PURPOSE OF THE TENDER OFFERS	14
THE TERMS OF THE TENDER OFFERS	16
MARKET AND TRADING INFORMATION	32
OTHER PURCHASES OF SECURITIES	32
CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS	33
DEALER MANAGERS AND TENDER AND INFORMATION AGENT	39
MISCELLANEOUS	40
 Schedule A: Formula for Determining Total Consideration	 Schedule A
Annex 1: Notice of Guaranteed Delivery	Annex 1

WHERE YOU CAN FIND MORE INFORMATION

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains an Internet site that contains information that the Company has filed electronically with the SEC, which you can access at <http://www.sec.gov>. Except for the information expressly incorporated by reference herein as described below, the information contained on or accessible through the SEC's website is not incorporated by reference in this Offer to Purchase and does not otherwise form a part of this Offer to Purchase.

The Company is "incorporating by reference" into this Offer to Purchase the information in certain documents that the Company previously filed, or will file, with the SEC, which means that the Company is disclosing important information to you by referring you to those documents. The information the Company incorporates by reference is an important part of this Offer to Purchase, and later information that the Company files with the SEC will automatically update and supersede this information. The Company incorporates by reference the documents listed below and any future filings that the Company makes with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") (in each case, excluding any information furnished and not filed with the SEC) until the Expiration Date of the applicable Tender Offer:

- the Annual Report of the Company on Form 10-K for the year ended December 31, 2023;
- the Quarterly Reports of the Company on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024;
- the information contained in Part III of Amendment No. 1 to the Annual Report of the Company on Form 10-K for the year ended December 31, 2023; and
- the Current Reports of the Company on Form 8-K and Form 8-K/A filed on January 30, 2024, February 28, 2024 (Item 8.01 only), May 9, 2024 (Item 8.01 only), June 3, 2024 (Item 5.02 only), July 3, 2024 and August 8, 2024 (Item 8.01 only).

The Tender and Information Agent will provide without charge to each person to whom this Offer to Purchase is delivered, upon the request of such person, a copy of any or all of the documents incorporated by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests for such documents should be directed to the Tender and Information Agent at its address and telephone numbers set forth on the back cover of this Offer to Purchase.

You may also request a copy of any or all of the documents referred to above that have been or will be incorporated by reference into this Offer to Purchase (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing) at no cost, by writing to or telephoning the Company at the following address:

Viatrix Inc.
1000 Mylan Boulevard
Canonsburg, Pennsylvania 15317
Attention: Investor Relations
Telephone: (724) 514-1800

The Offerors have not authorized anyone to provide you with, and take no responsibility for, information different than that contained or incorporated by reference in this Offer to Purchase. You should not assume that the information provided in this Offer to Purchase or the documents incorporated herein by reference is accurate as of any date other than the date on the front cover of the respective documents. The Offerors' respective business, financial condition, results of operations and prospects may have changed since those dates.

SUMMARY

The following summary is provided solely for the convenience of Holders of the Securities. This summary is not intended to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the information appearing elsewhere and incorporated by reference in this Offer to Purchase and the information appearing in any amendments or supplements hereto. Each undefined capitalized term used in this Summary has the meaning set forth elsewhere in this Offer to Purchase. Before tendering any Securities, you should read carefully this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery.

The Securities The Securities for which the Tender Offers are being made, the CUSIP and ISIN numbers therefor and the principal amount outstanding are set forth in the tables below.

Any and All Tender Offers:

Issuer and Offeror	Title of Security	CUSIP / ISIN / Common Code	Principal Outstanding
Viatrix Inc. (f/k/a Upjohn Inc.)	1.650% Senior Notes Due 2025	<i>CUSIP / ISIN:</i> 92556VAB2 / US92556VAB27	\$750,000,000
Mylan Inc.	2.125% Senior Notes due 2025	<i>ISIN / Common Code Number:</i> XS1801129286 / 180112928	€500,000,000

Maximum Tender Offer:

Issuer and Offeror	Title of Security	CUSIP / ISIN	Principal Outstanding
Utah Acquisition Sub Inc. (successor to Mylan N.V.)	3.950% Senior Notes due 2026	<i>Registered Notes (CUSIP / ISIN):</i> 62854AAN4 / US62854AAN46 <i>Rule 144A Notes (CUSIP / ISIN):</i> 62854AAD6 / US62854AAD63 <i>Reg S Notes (CUSIP / ISIN):</i> N59465AD1 / USN59465AD15	\$2,250,000,000

The Tender Offers The Tender Offers are for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, and for the amounts set forth below:

- any and all of the Any and All Notes; and
- up to the Maximum Tender Cap of Maximum Tender Offer Notes.

The Offeror reserves the right to increase, decrease or eliminate the Maximum Tender Cap, at any time and in its sole discretion, subject to applicable law.

Purpose of the Tender Offers.....	The purpose of the Tender Offers is to purchase the Securities upon the terms and subject to the conditions described in this Offer to Purchase. Securities purchased in the Tender Offers will be retired and cancelled.
Source of Funds.....	The Total Consideration, Accrued Interest and the costs and expenses of the Tender Offers are expected to be paid with cash on hand. See “The Terms of the Tender Offers—Source of Funds.”
Total Consideration and Late Tender Offer Consideration.....	The applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of each series of Securities tendered and accepted for purchase pursuant to the Tender Offers will be determined in the manner described in this Offer to Purchase by reference to the applicable Fixed Spread for such Securities specified on the front cover of this Offer to Purchase plus the applicable Reference Yield. The formula for calculating the Total Consideration is described on Schedule A hereto. Subject to the terms and conditions described in this Offer to Purchase, if a Holder validly tenders its Any and All Notes pursuant to the applicable Any and All Tender Offer prior to or at the applicable Any and All Expiration Date, and such Holder’s Any and All Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Any and All Notes, plus Accrued Interest thereon. Holders will receive accrued and unpaid interest from the last interest payment date on their Any and All Notes up to, but not including, the Any and All Settlement Date, for all of their Any and All Notes accepted for purchase, including those tendered through the guaranteed delivery procedures. The Early Tender Payment is not applicable to the Any and All Tender Offers. Subject to the terms and conditions described in this Offer to Purchase, including the Maximum Tender Cap and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer prior to or at the Early Tender Date and such Holder’s Maximum Tender Offer Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 principal amount of its tendered Maximum Tender Offer Notes, plus Accrued Interest thereon. The Total Consideration for the Maximum Tender Offer Notes, as calculated using the Fixed Spread, is inclusive of the Early Tender Payment. Subject to the terms and conditions described in this Offer to Purchase, including the Maximum Tender Cap and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer after the Early Tender Date, but prior to or at the Maximum Tender Expiration Date, and such Holder’s Maximum Tender Offer Notes are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration <i>minus</i> the Early Tender Payment, for each \$1,000 principal amount of its tendered Maximum Tender Offer Notes, plus the Accrued Interest thereon. For the avoidance of doubt, none

of the Trustees or paying agents shall be responsible for making the payments described above to the tendering Holders. The Offeror and the Tender and Information Agent will be making the payments to the tendering Holders described above.

Maximum Tender Offer: Maximum Tender
Cap; and Proration.....

The Maximum Tender Cap is \$450,000,000. Subject to the terms and conditions of the Maximum Tender Offer, the Offeror is offering to purchase Maximum Tender Offer Notes having an aggregate principal amount not to exceed the Maximum Tender Cap. If Maximum Tender Offer Notes are validly tendered in an aggregate principal amount in excess of the Maximum Tender Cap, the amount of Securities purchased may be subject to proration; provided that, if the Offeror purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, Maximum Tender Offer Notes tendered at or prior to the Early Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date. **If on the Maximum Tender Early Settlement Date the Offeror purchases Maximum Tender Offer Notes having an aggregate principal amount equal to the Maximum Tender Cap, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Offeror increases or eliminates the Maximum Tender Cap.**

If proration is required, each Holder will have a fraction of the principal amount of validly tendered Securities purchased, rounded down to the nearest \$1,000 principal amount to avoid the purchase of Securities in a principal amount other than in integral multiples of \$1,000; provided that, if the Offeror purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, Maximum Tender Offer Notes tendered at or prior to the Early Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date. The proration factor shall be a fraction of the numerator of which is the Maximum Tender Cap and the denominator of which is the aggregate principal amount for (1) all Maximum Tender Offer Notes that have been validly tendered prior to the Early Tender Date, in the event of purchases made on the Maximum Tender Early Settlement Date, (2) all Maximum Tender Offer Notes that have been validly tendered prior to the Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date, if there is no Maximum Tender Early Settlement Date, or (3) all Maximum Tender Offer Notes that have been validly tendered after the Early Tender Date and prior to the Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date following a Maximum Tender Early Settlement Date.

Tenders that, if subject to proration, would result in returning to Holders a principal amount of Securities that is less than the applicable minimum permitted denomination (which is \$2,000 for the Maximum Tender Offer Notes), will either be accepted or rejected in whole, at the Offeror's sole option, and will not be subject to proration. All tendered Maximum Tender Offer Notes not accepted for purchase will be promptly credited to the Holder's account with DTC or otherwise returned to the Holder without cost.

	The Offeror reserves the right to increase, decrease or eliminate the Maximum Tender Cap, subject to compliance with applicable law. There can be no assurance that the Offeror will exercise its right to increase, decrease or eliminate the Maximum Tender Cap.
Any and All Price Determination Date.....	The Any and All Price Determination Date will occur at 10:00 a.m., New York City time, on September 10, 2024, unless extended or earlier terminated with respect to the applicable series of Any and All Notes.
Any and All Withdrawal Deadline	The Any and All Withdrawal Deadline is 5:00 p.m., New York City time, on September 10, 2024, unless extended or earlier terminated with respect to the applicable series of Any and All Notes. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Any and All Notes, such nominee may have an earlier deadline for withdrawing the Any and All Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Any and All Notes to determine its deadline.
Any and All Expiration Date	The Any and All Tender Offers will expire at 5:00 p.m., New York City time, on September 10, 2024, unless extended or earlier terminated with respect to the applicable series of Any and All Notes. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Any and All Notes, such nominee may have an earlier deadline for accepting the Any and All Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Any and All Notes to determine its deadline.
Any and All Settlement Date	The Any and All Settlement Date will occur promptly after the applicable Any and All Expiration Date. It is anticipated that the Any and All Settlement Date will be September 16, 2024, the second business day following the Guaranteed Delivery Expiration Date.
Early Tender Date (only applies to the Maximum Tender Offer)	The Early Tender Date for the Maximum Tender Offer Notes is 5:00 p.m., New York City time, on September 17, 2024, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Maximum Tender Offer Notes, such nominee may have an earlier deadline or deadlines for accepting the Maximum Tender Offer Notes to receive the applicable Total Consideration. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Maximum Tender Offer Notes to determine its deadline.
Maximum Tender Withdrawal Deadline	The Maximum Tender Withdrawal Deadline is 5:00 p.m., New York City time, on September 17, 2024, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Any and All Notes, such nominee may have an earlier deadline for withdrawing the Maximum Tender Offer Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or

	other nominee that holds your Maximum Tender Offer Notes to determine its deadline.
Maximum Tender Price Determination	The Maximum Tender Price Determination Date will occur at 10:00 a.m., New York City time, on September 18, 2024, unless extended or earlier terminated.
Maximum Tender Early Settlement Date	The Maximum Tender Early Settlement Date will occur promptly after the related Early Tender Date. It is anticipated that the Maximum Tender Early Settlement Date will be September 20, 2024, the third business day following the Early Tender Date.
Maximum Tender Expiration Date	The Maximum Tender Offer will expire at 5:00 p.m., New York City time, on October 2, 2024, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Maximum Tender Offer Notes, such nominee may have an earlier deadline for accepting the Maximum Tender Offer Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Maximum Tender Offer Notes to determine its deadline.
Maximum Tender Final Settlement Date.....	The Maximum Tender Final Settlement Date will occur promptly after the Maximum Tender Expiration Date. It is anticipated that the Maximum Tender Final Settlement Date will be October 7, 2024, the third business day following the Maximum Tender Expiration Date.
Withdrawal Rights	Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. After the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the applicable Offeror amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as such Offeror determines, to the extent required by law (as determined by such Offeror), is appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Offerors, as applicable and in their sole discretion, may extend a Withdrawal Deadline for any purpose. Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the applicable Any and All Expiration Date, Early Tender Date or the Maximum Tender Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase. If an Any and All Tender Offer is extended, the Withdrawal Deadline for such Any and All Tender offer will be extended until the earlier of (x) the applicable Any and All Expiration Date and (y) the tenth business day after commencement of such Any and All Tender Offer; provided that the Withdrawal Deadline for such Any and All Tender Offer will be further extended to permit withdrawal at any time after the 60th business day after commencement of such Any and All Tender Offer if for any reason such Any and All Tender Offer has not

been consummated within 60 business days after commencement thereof.

To validly withdraw Securities from a Tender Offer, Holders must deliver a written or facsimile notice of withdrawal, with the required information (as set forth below under “The Terms of the Tender Offers—Withdrawal of Tenders”) prior to or at the applicable Withdrawal Deadline. The Offeror may, subject to applicable law, increase, decrease or eliminate the Maximum Tender Cap without extending or reinstating withdrawal rights.

Settlement of Accepted Securities

Payment of the Total Consideration plus Accrued Interest with respect to the Any and All Notes that are validly tendered prior to or at the applicable Any and All Expiration Date or the Guaranteed Delivery Expiration Date, as applicable, and that are accepted for purchase will be made on the Any and All Settlement Date.

Payment of the Total Consideration plus Accrued Interest with respect to the Maximum Tender Offer Notes that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase will be made on the Maximum Tender Early Settlement Date. Payment of the Late Tender Offer Consideration plus Accrued Interest with respect to the Maximum Tender Offer Notes that are validly tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will be made on the Maximum Tender Final Settlement Date.

Conditions to the Tender Offers

Consummation of the Tender Offers is conditioned upon satisfaction or waiver by the applicable Offeror of the conditions set forth in “The Terms of the Tender Offers—Conditions of the Tender Offers.” None of the Tender Offers are conditioned upon the tender of any minimum principal amount of the Securities. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Maximum Tender Offer Notes validly tendered and accepted for purchase will be accepted for purchase subject to the Maximum Tender Cap, and therefore may be subject to proration as described herein.

How to Tender Securities

See “The Terms of the Tender Offers—Procedures for Tendering,” including for procedures for tender of Any and All Notes using guaranteed delivery. For further information, call the Tender and Information Agent at its telephone numbers set forth on the back cover of this Offer to Purchase or consult your custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance.

Extension; Amendment; and Termination

Subject to applicable law, the Offerors expressly reserve the right, each in its sole discretion, to amend, extend or terminate the Tender Offers as applicable with regard to any or all series of Securities. For example, the Offeror reserves the right to increase, decrease or eliminate the Maximum Tender Cap, at any time and in its sole discretion, subject to applicable law.

If a Tender Offer is terminated at any time with respect to any series of Securities, the Securities of such series tendered pursuant

	to such Tender Offer will be promptly returned to the tendering Holders.
Untendered or Unpurchased Securities.....	The Offerors will return any tendered Securities that they do not accept for purchase to the tendering Holder without expense to the tendering Holder. Securities not tendered or otherwise not purchased pursuant to any of the Tender Offers will remain outstanding. If a Tender Offer is consummated, the aggregate principal amount outstanding of each series of Securities that is purchased in part in the applicable Tender Offer will be reduced. This may adversely affect the liquidity of and, consequently, the market price for the Securities of such series that remain outstanding after consummation of the applicable Tender Offer. See “Risk Factors.” Whether or not any or all of the Tender Offers are consummated, any of the Offerors or their respective affiliates may purchase or otherwise repay Securities other than pursuant to the Tender Offers, including in the open market, in privately negotiated transactions, through tender or exchange offers, in accordance with the terms of the applicable Indenture (including pursuant to redemption, discharge or defeasance provisions) or otherwise. Any future purchases or repayments may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases or repayments will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors or their respective affiliates may choose to pursue in the future. Additionally, the applicable Offerors currently intend to (but are not obligated to) redeem all of the Mylan Notes that remain outstanding following the consummation of the applicable Any and All Tender Offer (the “<u>Mylan Redemption</u>”) in accordance with the terms of the Mylan Indenture and to cause the Viatris Indenture to be satisfied and discharged as to the Viatris Notes in accordance with the terms of the Viatris Indenture (the “<u>Viatris Satisfaction and Discharge</u>”), in each case, to the extent that less than all of the outstanding Mylan Notes and Viatris Notes, respectively, are tendered and accepted for purchase in the applicable Any and All Tender Offer. However, nothing in this Offer to Purchase shall constitute a notice of redemption or an obligation to issue a notice of redemption, or a satisfaction and discharge or an obligation to satisfy and discharge, any of the Any and All Notes or any of the Indentures. Any notice of redemption or satisfaction and discharge will be made only pursuant to and in accordance with the terms of the applicable Indenture.
Certain U.S. Federal Income Tax Considerations	For a discussion of certain U.S. federal income tax consequences that should be considered by Holders in evaluating the Tender Offers, see “Certain U.S. Federal Income Tax Considerations.”
Dealer Managers.....	Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC are serving as Lead Dealer Managers for the Tender Offers of USD Notes and Barclays Bank PLC, Citigroup Global Markets Inc. and J.P. Morgan Securities plc are

	serving as Lead Dealer Managers for the Tender Offer of EUR Notes in connection with the Tender Offers. The Dealer Managers' contact information appears on the back cover page of this Offer to Purchase.
Co-Dealer Managers.....	On or after the date hereof, we may engage co-Dealer Managers for the Tender Offers.
Tender and Information Agent	Global Bondholder Services Corporation is serving as Tender and Information Agent in connection with the Tender Offers. Requests for additional copies of this Offer to Purchase or the Notice of Guaranteed Delivery should be directed to the Tender and Information Agent using the contact information appearing on the back cover page of this Offer to Purchase.
Brokerage Commissions.....	No brokerage commissions are payable by Holders to the Company, the Offerors, the Dealer Managers or the Tender and Information Agent.
No Letter of Transmittal	No letter of transmittal will be used in connection with the Tender Offers. The valid electronic transmission of acceptance through the applicable Clearing System shall constitute delivery of Securities in connection with the Tender Offers.
Governing Law	The Offer to Purchase, the Notice of Guaranteed Delivery, the Tender Offers and any purchase of Securities pursuant to the Tender Offers shall be governed by and construed in accordance with the laws of the State of New York.

RISK FACTORS

In deciding whether to participate in the Tender Offers, each Holder should consider carefully, in addition to the other information contained in and incorporated by reference in this Offer to Purchase (including the risk factors set forth under the heading “Risk Factors” in Viatris’ Annual Report on Form 10-K for the year ended December 31, 2023, as amended, Viatris’ subsequently filed Quarterly Reports on Form 10-Q and other documents subsequently filed with the SEC by Viatris from time to time, and the following risk factors:

There may be a more limited trading market for the Securities following the consummation of the Tender Offers.

Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed only as approximations. Holders are urged to contact their brokers with respect to current information regarding the Securities. However, to the extent that the Securities are traded, prices of the Securities may fluctuate greatly depending on the trading volume and the balance between buy and sell orders. In addition, to the extent that Securities are tendered and accepted in the Tender Offers, any existing trading market for the remaining Securities may become more limited. The Company currently intends to retire and cancel the Securities it purchases in the Tender Offers. Consequently, the liquidity, market value and price volatility of Securities that remain outstanding following the consummation of the Tender Offers may be adversely affected. Holders of unpurchased Securities may attempt to obtain quotations for the Securities from their brokers; however, there can be no assurance that any trading market will exist for the Securities following consummation of the Tender Offers. The extent of the market for the Securities following consummation of the Tender Offers will depend upon the number of holders remaining at such time, the interest in maintaining a market in such Securities on the part of securities firms and other factors.

Some, or even all, of the Maximum Tender Offer Notes you tender may not be purchased.

The Offeror will only accept for purchase Maximum Tender Offer Notes having an aggregate principal amount up to the Maximum Tender Cap, which is equal to an aggregate principal amount of \$450,000,000. If the Maximum Tender Offer is oversubscribed, the amount of Maximum Tender Offer Notes purchased by the Company from a tendering Holder will be subject to proration as described in “The Terms of the Tender Offers—Maximum Tender Offer: Maximum Tender Cap and Proration.”

The Offeror may increase, decrease or eliminate the Maximum Tender Cap.

The Offeror may increase, decrease or eliminate the Maximum Tender Cap in its sole discretion, subject to applicable law. If Holders tender more Maximum Tender Offer Notes in the Maximum Tender Offer than they expect to be accepted for purchase by the Offeror based on the Maximum Tender Cap and the Offeror subsequently increases, decreases or eliminates the Maximum Tender Cap on or after the Maximum Tender Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Maximum Tender Offer Notes unless the Offeror extends the Maximum Tender Withdrawal Deadline. Accordingly, Holders should not tender any Maximum Tender Offer Notes that they do not wish to be accepted for purchase.

There are limits on your ability to withdraw tendered Securities.

Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for withdrawing those Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline. In addition, after the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the applicable Offeror amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the applicable Offeror determines, to the extent required by law (as determined by the applicable Offeror), is appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment.

No recommendation is being made with respect to the Tender Offers.

None of the Offerors, their respective affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee, paying agent, registrar or transfer agent with respect to any series of Securities makes any recommendation to any Holder whether to tender or refrain from tendering any or all of such Holder's Securities or how much they should tender, and none of them has authorized any person to make any such recommendation. Holders are urged to evaluate carefully all information in this Offer to Purchase, consult their own investment and tax advisors and make their own decisions with respect to the Tender Offers.

The consideration offered for the Securities does not reflect any independent valuation of the Securities and does not take into account events or changes in financial markets (including interest rates) after the commencement of the Tender Offers. The Offerors have not obtained or requested a fairness opinion from any banking or other firm as to the fairness of the consideration offered for the Securities. If you tender your Securities, you may or may not receive as much or more value than if you choose to keep them.

Securities not purchased in the Tender Offers will remain outstanding.

Securities not tendered or purchased in the Tender Offers will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in the instruments governing the Securities, will remain unchanged. No amendments to these documents are being sought.

Whether or not any or all of the Tender Offers are consummated, any of the Offerors or their respective affiliates may purchase or otherwise repay Securities other than pursuant to the Tender Offers, including in the open market, in privately negotiated transactions, through tender or exchange offers, in accordance with the terms of the applicable Indenture (including pursuant to redemption, discharge or defeasance provisions) or otherwise. Any future purchases or repayments may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases or repayments will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors or their respective affiliates may choose to pursue in the future.

Additionally, the applicable Offerors currently intend to (but are not obligated to) effect the Mylan Redemption and the Viatris Satisfaction and Discharge to the extent that less than all of the outstanding Mylan Notes and Viatris Notes, respectively, are tendered and accepted for purchase in the Any and All Tender Offers, but nothing in this Offer to Purchase shall constitute a notice of redemption or an obligation to issue a notice of redemption, or a satisfaction and discharge or an obligation to satisfy and discharge, any of the Any and All Notes or any of the Indentures. Any notice of redemption or satisfaction and discharge will be made only pursuant to and in accordance with the terms of the applicable Indenture. The terms of the Mylan Redemption would depend on circumstances existing at the time of the Mylan Redemption and may be more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. The Viatris Satisfaction and Discharge would involve the deposit by Viatris of cash or government obligations in such amounts as would be sufficient (without consideration of any reinvestment of interest) to pay and discharge the Viatris Notes at maturity, but any Viatris Notes would remain outstanding until maturity and would have a more limited trading market as a result of the Tender Offers. See “—There may be a more limited trading market for the Securities following the consummation of the Tender Offers” and “Certain U.S. Federal Income Tax Considerations—U.S. Federal Income Tax Consequences to Non-Tendering Holders”. The applicable Offerors may change their intentions with respect to the Mylan Redemption and the Viatris Satisfaction and Discharge at any time, and there is no assurance that the applicable Offerors will complete those transactions.

Holders should consult their tax, accounting, financial and legal advisers before participating in the Tender Offers.

Holders (and beneficial owners, if different from the Holders) are liable for their own taxes (other than transfer taxes) and have no recourse to the Company, the Offerors, their affiliates, the Dealer Managers, the Tender and Information Agent, the trustees, paying agents, registrars or transfer agents for the Securities with respect to taxes (other than transfer taxes) arising in connection with the Tender Offers. Holders and beneficial owners should consult their tax, accounting, financial and legal advisers as they may deem appropriate regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating or declining to participate in the Tender Offers.

In particular, Holders of the Mylan Notes should consult their professional advisers regarding how to account for payments made in euros with respect to the acquisition, sale, redemption, retirement or other disposition of the Mylan Notes, and the tax implications of any subsequent conversion or other disposition of such euros. Due to the number of different jurisdictions where tax laws may apply to a Holder or a beneficial owner, this Offer to Purchase does not discuss all tax consequences arising from the purchase by the Offerors of the Securities. Holders and beneficial owners are urged to consult their professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them.

Conditions to the Consummation of each Tender Offer.

The consummation of each Tender Offer is subject to satisfaction or waiver by the applicable Offeror of the conditions of the Tender Offers. These conditions are described in more detail in this Offer to Purchase under “The Terms of the Tender Offers—Conditions of the Tender Offers.” The Offerors cannot assure you that such conditions will be satisfied or waived, that the Tender Offers will be completed, or that any failure to complete the Tender Offers will not have a negative effect on the market price and liquidity of the Securities.

Upon tender, the Securities will be held in blocked accounts.

When considering whether to tender Securities in a Tender Offer, Holders should take into account that restrictions on the transfer of the Securities by Holders will apply from the time of submission of an Electronic Instruction. A Holder will, on submitting an Electronic Instruction, be deemed to agree that the relevant Securities will be blocked in the applicable Clearing System (and not able to be transferred by the Holder) with effect from the date the relevant tender of Securities is made until the earlier of (i) the time of settlement on the relevant Settlement Date, and (ii) the date on which the tender of the Securities is terminated by the applicable Offeror or on which such tender is revoked, in each case in accordance with the terms of the applicable Tender Offer.

Holders are responsible for complying with the procedures of the Tender Offers and for compliance with the offer and distribution restrictions.

Participating Holders are responsible for complying with all of the procedures for participating in the Tender Offers, including the submission of Electronic Instructions. None of the Offerors, the Dealer Managers, the Tender and Information Agent, the trustees, paying agents, registrars or transfer agents or any of their respective directors, employees or affiliates assumes any responsibility for informing Holders of any irregularities with respect to Electronic Instructions or revocation of instructions. Failure to comply with the applicable procedures may result in an Electronic Instruction not being accepted.

You are referred to the offer and distribution restrictions under “Offer and Distribution Restrictions” and the acknowledgments, representations, warranties and undertakings under “Procedures for Tendering—Representations, Warranties and Undertakings,” which Holders will be deemed to make on tendering Securities. Non-compliance with any of these restrictions could result in, among other things, the unwinding of trades and/or significant civil and/or criminal penalties.

The Securities are tradable in the Clearing Systems only if a holder holds Securities in its account in a principal amount of at least €100,000 for the EUR Notes or \$2,000 for the USD Notes.

Holders who tender less than all of their Securities must continue to hold each applicable series of Securities in at least the minimum authorized denomination (which is €100,000 for the EUR Notes and \$2,000 for the USD Notes). Holders tendering less than all of their Securities are responsible for ensuring compliance with this requirement. Without limiting the foregoing, any Holder of Securities whose Securities are accepted for purchase pursuant to a Tender Offer and who, following purchase of the relevant Securities on the relevant Settlement Date continues to hold in its account with the Clearing Systems further Securities in a principal amount outstanding of less than the minimum authorized denomination for the applicable Securities (which is €100,000 for the EUR Notes and \$2,000 for the USD Notes) will be required to purchase a principal amount of Securities such that its holding amounts to at least €100,000 for the EUR Notes or \$2,000 for the USD Notes before the Securities it continues to hold may be traded in the Clearing Systems. For the avoidance of doubt, none of the trustees, paying agents, registrars or transfer

agents shall have any responsibility for monitoring any Holders' compliance with the minimum authorized denomination.

Tenders of Notes by Sanctions Restricted Persons will not be accepted.

A Holder or a beneficial owner of the Securities who is, or who is believed by the applicable Offeror to be, a Sanctions Restricted Person (as defined herein) may not participate in the applicable Tender Offer. No tender instruction submitted by a Sanctions Restricted Person will be accepted or counted, notwithstanding the purported delivery of a tender instruction by it in respect of the applicable Tender Offer on or before the applicable Expiration Date. Each Offeror reserves the absolute right to reject any tender if such Offeror, in its sole and absolute discretion, is of the view that such tender instruction has been submitted by or on behalf of a Sanctions Restricted Person and such Holder or a beneficial owner of the Securities will not be eligible to receive, as applicable, the Total Consideration or any applicable Accrued Interest in any circumstances.

The restrictions described in the above paragraph shall not apply if and to the extent that they are or would be or cause a breach or violation of any provision of (i) the EU Blocking Regulation (as defined herein); and/or (ii) UK Blocking Regulation (as defined herein) and/or (iii) any law or regulation giving effect to and/or imposing penalties in respect of the EU Blocking Regulation in any member state of the European Union or the UK Blocking Regulation in the United Kingdom.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Offer to Purchase, including the information incorporated by reference, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Exchange Act. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements about the goals or outlooks with respect to the Company’s strategic initiatives, including but not limited to the Company’s two-phased strategic vision and potential and announced divestitures, acquisitions or other transactions; the benefits and synergies of such divestitures, acquisitions, or other transactions, or restructuring programs; future opportunities for the Company and its products; and any other statements regarding the Company’s future operations, financial or operating results, capital allocation, dividend policy and payments, stock repurchases, debt ratio and covenants, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competitions, commitments, confidence in future results, efforts to create, enhance or otherwise unlock the value of our unique global platform, and other expectations and targets for future periods. Forward-looking statements may often be identified by the use of words such as “will”, “may”, “could”, “should”, “would”, “project”, “believe”, “anticipate”, “expect”, “plan”, “estimate”, “forecast”, “potential”, “pipeline”, “intend”, “continue”, “target”, “seek” and variations of these words or comparable words. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to:

- the possibility that the Company may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives (including divestitures, acquisitions, or other potential transactions) or move up the value chain by focusing on more complex and innovative products to build a more durable higher margin portfolio;
- the possibility that the Company may be unable to achieve intended or expected benefits, goals, outlooks, synergies, growth opportunities and operating efficiencies in connection with divestitures, acquisitions, other transactions, or restructuring programs, within the expected timeframes or at all;
- with respect to divestitures, failure to realize the total transaction values or proceeds, including as a result of any purchase price adjustment or a failure to achieve any conditions to the payment of any contingent consideration;
- goodwill or impairment charges or other losses, including but not limited to related to the divestiture or sale of businesses or assets;
- the Company’s failure to achieve expected or targeted future financial and operating performance and results;
- the potential impact of public health outbreaks, epidemics and pandemics;
- actions and decisions of healthcare and pharmaceutical regulators;
- changes in relevant laws, regulations and policies and/or the application or implementation thereof, including but not limited to tax, healthcare and pharmaceutical laws, regulations and policies globally (including the impact of recent and potential tax reform in the U.S. and pharmaceutical product pricing policies in China);
- the ability to attract, motivate and retain key personnel;
- the Company’s liquidity, capital resources and ability to obtain financing;
- any regulatory, legal or other impediments to the Company’s ability to bring new products to market, including but not limited to “at-risk launches”;

- success of clinical trials and the Company's or its partners' ability to execute on new product opportunities and develop, manufacture and commercialize products;
- any changes in or difficulties with the Company's manufacturing facilities, including with respect to inspections, remediation and restructuring activities, supply chain or inventory or the ability to meet anticipated demand;
- the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on the Company;
- any significant breach of data security or data privacy or disruptions to our IT systems;
- risks associated with having significant operations globally;
- the ability to protect intellectual property and preserve intellectual property rights;
- changes in third-party relationships;
- the effect of any changes in the Company's or its partners' customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following an acquisition or divestiture;
- the impacts of competition, including decreases in sales or revenues as a result of the loss of market exclusivity for certain products;
- changes in the economic and financial conditions of the Company or its partners;
- uncertainties regarding future demand, pricing and reimbursement for the Company's products;
- uncertainties and matters beyond the control of management, including but not limited to general political and economic conditions, inflation rates and global exchange rates; and
- inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis.

A decision to participate in the Tender Offers involves risks. For more detailed information on the risks and uncertainties associated with the Offerors, see the risks described under the heading "Risk Factors" in Viatris' Annual Report on Form 10-K for the year ended December 31, 2023, as amended, Viatris' subsequently filed Quarterly Reports on Form 10-Q and other documents subsequently filed with the SEC by Viatris from time to time, as well as under the heading "Risk Factors" in this Offer to Purchase. A decision to participate in the Tender Offers may also involve additional risks not presently known to us or that we currently consider immaterial but could prove to be material.

Viatris undertakes no obligation to update any statements included or incorporated by reference in this Offer to Purchase for revisions or changes after the date of the applicable document other than as required by law.

THE COMPANY, OFFERORS AND ISSUERS

Viatris is a global healthcare company which we believe is uniquely positioned to bridge the traditional divide between generics and brands, combining the best of both to more holistically address healthcare needs globally. With a mission to empower people worldwide to live healthier at every stage of life, Viatris provides access at scale, currently supplying high-quality medicines to approximately 1 billion patients around the world annually and touching

all of life's moments, from birth to the end of life, acute conditions to chronic diseases. With our exceptionally extensive and diverse portfolio of medicines, a one-of-a-kind global supply chain designed to reach more people when and where they need them, and the scientific expertise to address some of the world's most enduring health challenges, access takes on deep meaning at Viatris.

The Company has industry leading commercial, R&D, regulatory, manufacturing, legal and medical expertise complemented by a strong commitment to quality and an unparalleled geographic footprint to deliver high-quality medicines to patients in more than 165 countries and territories. Viatris' portfolio is comprised of approved molecules across a wide range of key therapeutic areas, including globally recognized iconic and key brands and generics, including complex products. The Company operates approximately 30 manufacturing sites worldwide that produce oral solid doses, injectables, complex dosage forms and API, with a global workforce of approximately 33,000. Viatris is headquartered in the U.S., with global centers in Pittsburgh, Pennsylvania, Shanghai, China and Hyderabad, India.

Viatris Inc. is a Delaware corporation. Viatris Inc.'s address is 1000 Mylan Boulevard, Canonsburg, Pennsylvania 15317, and its telephone number is (724) 514-1800. Viatris' common stock is listed on NASDAQ under the symbol "VTRS". Viatris Inc.'s Internet website address is www.viatris.com. Except for information expressly incorporated by reference herein, the information contained on or accessible through Viatris' website is not incorporated by reference in this Offer to Purchase and does not otherwise form a part of this Offer to Purchase.

Mylan Inc. is an indirect, wholly-owned subsidiary of Viatris.

Utah Acquisition Sub Inc. is an indirect, wholly-owned subsidiary of Viatris.

PURPOSE OF THE TENDER OFFERS

The purpose of the Tender Offers is to purchase the Securities upon the terms and subject to the conditions described in this Offer to Purchase. The Offerors expect to consummate the Tender Offers using cash on hand. Securities purchased in the Tender Offers will be retired and cancelled.

THE TERMS OF THE TENDER OFFERS

General

Upon the terms and subject to the conditions of each of the individual offers to purchase described in this Offer to Purchase, the Notice of Guaranteed Delivery (in the case of the Any and All Tender Offers) and any amendments or supplements to the foregoing, the Offerors hereby offer to purchase for cash (1) any and all of the applicable series of Any and All Notes in the applicable Any and All Tender Offer and (2) up to the Maximum Tender Cap of Maximum Tender Offer Notes in the Maximum Tender Offer. The Total Consideration or Late Tender Offer Consideration, as applicable, per \$1,000 or €1,000 principal amount, as applicable, of Securities validly tendered and accepted for purchase pursuant to a Tender Offer is discussed below under “—Total Consideration and Late Tender Offer Consideration.” In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, the applicable Offeror will pay Accrued Interest on purchased Securities from the applicable last interest payment date up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date, as applicable. Under no circumstances will any interest be payable because of any delay in the transmission of funds to Holders by the applicable Clearing System or any person other than the applicable Offeror.

The Tender Offers are open to all registered Holders of the Securities. The Offerors’ obligation to accept for purchase and to pay for Securities in the Tender Offers is subject to the satisfaction or waiver by the applicable Offeror of the conditions discussed below under “—Conditions of the Tender Offers”. None of the Tender Offers are conditioned upon the tender of any minimum principal amount of the Securities. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities. Any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase will be accepted for purchase by the Offeror subject to the Maximum Tender Cap and therefore may be subject to proration (provided that all Maximum Tender Offer Notes tendered prior to or at the Early Tender Date will have priority over Maximum Tender Offer Notes tendered after the Early Tender Date). **For more information regarding the Maximum Tender Cap and proration, see “—Maximum Tender Offer: Maximum Tender Cap and Proration” below.**

The Tender Offers commenced on September 4, 2024 and will expire on the applicable Expiration Date. No tenders of Securities will be valid if submitted after the applicable Expiration Date. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting the applicable Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline or deadlines.

If you validly tender your Securities prior to the applicable Withdrawal Deadline for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to or at such Withdrawal Deadline. However, if a custodian bank, broker, dealer commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for withdrawing those Securities. After such time, you may not withdraw your Securities, unless the applicable Offeror amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as such Offeror determines, to the extent required by law (as determined by such Offeror), is appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Offerors, as applicable and in their sole discretion, may extend a Withdrawal Deadline for any purpose. If an Any and All Tender Offer is extended, the Withdrawal Deadline for such Any and All Tender Offer will be extended until the earlier of (x) the applicable Any and All Expiration Date and (y) the tenth business day after commencement of such Any and All Tender Offer; provided that the Withdrawal Deadline for such Any and All Tender Offer will be further extended to permit withdrawal at any time after the 60th business day after commencement of such Any and All Tender Offer if for any reason such Any and All Tender Offer has not been consummated within 60 business days after commencement thereof. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

Any Tender Offer may be terminated or withdrawn, subject to compliance with applicable law. The Offerors reserve the right, subject to applicable law, to (1) waive any and all conditions to the Tender Offers, (2) extend or terminate any of the Tender Offers, (3) increase, decrease or eliminate the Maximum Tender Cap or (4) otherwise amend any of the Tender Offers in any respect.

If an Offeror makes a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, such Offeror will disseminate additional materials related to such Tender Offer and extend such Tender Offer to the extent required by law. In addition, an Offeror may, if it deems appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed by public announcement thereof as soon as reasonably practicable after the relevant decision is made. Without limiting the manner in which the Company may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. For additional information, see “—Extension, Amendment or Termination of the Tender Offers.”

None of the Offerors, their respective affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the Trustee, paying agent, registrar or the transfer agent with respect to any series of Securities is making any recommendation as to whether Holders should tender any Securities in response to any of the Tender Offers, and neither the Offerors or any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

Total Consideration and Late Tender Offer Consideration

The applicable Total Consideration offered per \$1,000 or €1,000 principal amount, as applicable, of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be calculated as described on Schedule A hereto, so as to result in a price as of the applicable Settlement Date based on a yield to maturity for such Securities equal to the sum of:

- the yield to maturity on the applicable Reference Security based on the bid-side price of the applicable Reference Security set forth for such series of Securities on the front cover of this Offer to Purchase, as quoted on the applicable Reference Page on the applicable Price Determination Date, *plus*
- the applicable Fixed Spread set forth for such series of Securities on the front cover of this Offer to Purchase. This sum is referred to in this Offer to Purchase as the Repurchase Yield. Specifically, the Total Consideration offered per \$1,000 or €1,000 principal amount, as applicable, of each series of Securities validly tendered and accepted for purchase will equal:
 - the present value per \$1,000 or €1,000 principal amount, as applicable, of all remaining payments of principal and interest on such series of Securities to applicable maturity for such Securities, discounted to the applicable Settlement Date in accordance with the formula set forth on Schedule A hereto, at a discount rate equal to the applicable Repurchase Yield, *minus*
 - interest per \$1,000 or €1,000 principal amount, as applicable, of such series of Securities, from and including the interest payment date for such series of Securities immediately preceding the Any and All Settlement Date in the case of the Any and All Notes and the Maximum Tender Early Settlement Date or Maximum Tender Final Settlement Date, as applicable, in the case of the Maximum Tender Offer Notes up to, but not including, the Any and All Settlement Date in the case of the Any and All Notes and the Maximum Tender Early Settlement Date or Maximum Tender Final Settlement Date, as applicable, in the case of the Maximum Tender Offer Notes.

Subject to the terms and conditions described in this Offer to Purchase, if a Holder validly tenders its Any and All Notes pursuant to the applicable Any and All Tender Offer prior to or at the applicable Any and All Expiration Date, and such Holder's Any and All Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Any and All Notes. **The Early Tender Payment is not applicable to the Any and All Tender Offers.**

Subject to the terms and conditions described in this Offer to Purchase, including the Maximum Tender Cap and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer prior to or at the Early Tender Date and such Holder's Maximum Tender Offer Notes are accepted for

purchase, such Holder will receive the applicable Total Consideration for each \$1,000 principal amount of its tendered Maximum Tender Offer Notes. The Total Consideration for the Maximum Tender Offer Notes, as calculated using the Fixed Spread, is inclusive of the Early Tender Payment. If a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer after the Early Tender Date, but prior to or at the Maximum Tender Expiration Date, and such Holder's Maximum Tender Offer Notes are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration *minus* the Early Tender Payment, for each \$1,000 principal amount of its tendered Maximum Tender Offer Notes.

In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will receive Accrued Interest from the applicable last interest payment date up to, but not including, the applicable Settlement Date, payable on such Settlement Date.

Because the consideration applicable to the Tender Offers is based on a fixed spread pricing formula linked to the yield to maturity on the applicable Reference Security, the actual amount of consideration that may be received by a tendering Holder pursuant to the Tender Offers will be affected by changes in such yield to maturity during the term of the applicable Tender Offer prior to the applicable Price Determination Date. The yield to maturity of the applicable Reference Security will be "fixed" on the applicable Price Determination Date and, accordingly, after the applicable Price Determination Date, changes in the yield to maturity on the applicable Reference Security after the Price Determination Date will not impact the consideration payable in the Tender Offers, and the actual amount of cash that may be received by a tendering Holder pursuant to such Tender Offer will be known following the Price Determination Date, and Holders will be able to ascertain the Total Consideration or Late Tender Offer Consideration, as applicable, that would be received by all tendering Holders whose Securities are accepted for purchase pursuant to such Tender Offer in the manner described above.

You may obtain hypothetical quotes of the Reference Yield, Repurchase Yield and Total Consideration before the actual amounts are calculated (determined as of a then recent time), and you may obtain the actual Reference Yield, Repurchase Yield and Total Consideration after the actual amounts are calculated, by contacting the Dealer Managers at their telephone numbers set forth on the back cover of this document.

In the event of any dispute or controversy regarding the (1) Total Consideration or Late Tender Offer Consideration, as applicable, (2) Reference Yield, (3) Repurchase Yield, or (4) amount of Accrued Interest for Securities tendered and accepted for purchase pursuant to the Tender Offers, the applicable Offeror's determination shall be conclusive and binding, absent manifest error.

Any and All Tender Offers: Price Determination Date; Expiration Date; Extensions; Amendments

The Any and All Price Determination Date is 10:00 a.m., New York City time, on September 10, 2024, unless extended with respect to the applicable series of Any and All Notes, in which case the Any and All Price Determination Date for such series of Any and All Notes will be such date to which the Any and All Price Determination Date is extended. The Any and All Expiration Date for the Any and All Tender Offers is 5:00 p.m., New York City time, on September 10, 2024, unless extended with respect to the applicable series of Any and All Notes, in which case the Any and All Expiration Date for such series of Any and All Notes will be such date to which the Any and All Expiration Date is extended. The applicable Offeror, in its sole discretion, may extend the Any and All Price Determination Date or the Any and All Expiration Date or otherwise amend the applicable Any and All Tender Offer with respect to the applicable series of Any and All Notes for any purpose, including to permit the satisfaction or waiver of any or all conditions to the applicable Any and All Tender Offer. To extend the Any and All Price Determination Date or Any and All Expiration Date with respect to any series of Any and All Notes or otherwise amend the applicable Any and All Tender Offer, the applicable Offeror will notify the Tender and Information Agent and will promptly make a public announcement thereof. In the case of an extension of the Any and All Expiration Date with respect to any series of Any and All Notes, an announcement will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled Any and All Expiration Date for such series of Any and All Notes. Such announcement will specify whether the applicable Offeror is extending the applicable Any and All Tender Offer for a specified period or on a daily basis. Without limiting the manner in which the applicable Offeror may choose to make a public announcement of any extension, amendment or termination of the applicable Any and All Tender Offer, such Offeror

will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

Maximum Tender Offer: Early Tender Date; Price Determination Date; Expiration Date; Extensions; Amendments

The Early Tender Date for the Maximum Tender Offer is 5:00 p.m., New York City time, on September 17, 2024, unless extended, in which case the Early Tender Date will be such date to which the Early Tender Date is extended. The Maximum Tender Price Determination Date for the Maximum Tender Offer is 10:00 a.m., New York City time, on September 18, 2024, unless extended, in which case the Maximum Tender Price Determination Date will be such date to which the Maximum Tender Price Determination Date is extended. The Maximum Tender Expiration Date for the Maximum Tender Offer is 5:00 p.m., New York City time, on October 2, 2024, unless extended, in which case the Maximum Tender Expiration Date will be such date to which the Maximum Tender Expiration Date is extended. The applicable Offeror, in its sole discretion, may extend the Early Tender Date, the Maximum Tender Price Determination Date or the Maximum Tender Expiration Date or otherwise amend the Maximum Tender Offer for any purpose, including to permit the satisfaction or waiver of any or all conditions to the Maximum Tender Offer. To extend the Early Tender Date, the Maximum Tender Price Determination Date or otherwise amend the Maximum Tender Offer, the applicable Offeror will notify the Tender and Information Agent and will promptly make a public announcement thereof. In the case of an extension of the Early Tender Date or the Maximum Tender Expiration Date, an announcement will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Early Tender Date or Maximum Tender Expiration Date, respectively. Such announcement will specify whether the applicable Offeror is extending the Maximum Tender Offer for a specified period or on a daily basis. Without limiting the manner in which the applicable Offeror may choose to make a public announcement of any extension, amendment or termination of the Maximum Tender Offer, such Offeror will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

Maximum Tender Offer: Maximum Tender Cap and Proration

The Maximum Tender Cap applies only to the Maximum Tender Offer Notes and is equal to \$450,000,000. The applicable Offeror is offering to purchase an aggregate principal amount of the Maximum Tender Offer Notes up to the Maximum Tender Cap. If Maximum Tender Offer Notes are validly tendered in an aggregate principal amount in excess of the Maximum Tender Cap, the amount of Securities purchased in that series may be subject to proration (provided that all Maximum Tender Offer Notes tendered prior to or at the Early Tender Date will have priority over Maximum Tender Offer Notes tendered after the Early Tender Date). **If the Offeror purchases on the Maximum Tender Early Settlement Date Maximum Tender Offer Notes having an aggregate principal amount equal to the Maximum Tender Cap, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Offeror increases or eliminates the Maximum Tender Cap.** The Offeror reserves the right to increase, decrease or eliminate the Maximum Tender Cap, in its sole discretion without extending the Maximum Tender Withdrawal Deadline, subject to compliance with applicable law.

If proration is required, each Holder will have a fraction of the principal amount of validly tendered Securities purchased, rounded down to the nearest \$1,000 principal amount to avoid the purchase of Securities in a principal amount other than in integral multiples of \$1,000. The proration factor shall be a fraction the numerator of which is the Maximum Tender Cap available for purchase and the denominator of which is the aggregate principal amount for (1) all Maximum Tender Offer Notes that have been validly tendered prior to the Early Tender Date, in the event of purchases made on the Maximum Tender Early Settlement Date, (2) all Maximum Tender Offer Notes that have been validly tendered prior to the Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date, if there is no Maximum Tender Early Settlement Date, or (3) all Maximum Tender Offer Notes that have been validly tendered after the Early Tender Date and prior to the Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date following a Maximum Tender Early Settlement Date.

Tenders that, if subject to proration, would result in returning to Holders a principal amount of Securities that is less than the applicable minimum permitted denomination (which is \$2,000 for the Maximum Tender Offer Notes), will either be accepted or rejected in whole, at the Offeror's sole option, and will not be subject to proration. All tendered Maximum Tender Offer Notes not accepted for purchase will be promptly credited to such Holder's account with to the applicable Clearing System or otherwise returned to the Holder without cost.

Source of Funds

The Offerors intend to use cash on hand to pay the Total Consideration for all tendered Securities, Accrued Interest and all related fees and expenses.

The Offeror reserves the right, but is under no obligation, to increase, decrease or eliminate the Maximum Tender Cap at any time, subject to applicable law, which could result in the Offeror purchasing Maximum Tender Offer Notes having a greater or lesser aggregate principal amount than the Maximum Tender Cap stated herein in the Maximum Tender Offer. The Offeror would fund the purchase price of any incremental Maximum Tender Offer Notes purchased using cash on hand.

Conditions of the Tender Offers

Notwithstanding any other provision of the Tender Offers and in addition to (and not in limitation of) any Offeror's right to extend or amend any Tender Offer, no Offeror shall be required to accept for purchase, purchase or pay for, and may delay acceptance for purchase of, any tendered Securities, subject to Rule 14e-1(c) promulgated under the Exchange Act, and may terminate any Tender Offer, if any of the following events or conditions exist or shall have occurred:

- there shall have been instituted, threatened or pending any action, proceeding or investigation (whether formal or informal), or there shall have been any material adverse development with respect to any action or proceeding currently instituted, threatened or pending, before or by any court, governmental, regulatory or administrative agency or instrumentality, or by any other person, in connection with such Tender Offer that, in the applicable Offeror's reasonable judgment, either (1) is, or is likely to be, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of such Offeror or its affiliates or (2) would or might prohibit, prevent, restrict or delay consummation of such Tender Offer or otherwise adversely affect such Tender Offer in any material manner; an order, statute, rule, regulation, executive order, stay, decree, judgment or injunction shall have been proposed, enacted, entered, issued, promulgated, enforced or deemed applicable by any court or governmental, regulatory or administrative agency or instrumentality that, in the applicable Offeror's reasonable judgment, either (1) would or might prohibit, prevent, restrict or delay consummation of such Tender Offer or (2) is, or is likely to be, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of such Offeror or its affiliates;
- there shall have occurred or be likely to occur any event affecting the business or financial affairs of such Offeror or its affiliates that, in such Offeror's reasonable judgment, would or might prohibit, prevent, restrict or delay consummation of a Tender Offer, would have a material adverse effect on the transactions contemplated by such Tender Offer or that would or might impair the contemplated benefits of such Tender Offer to such Offeror or its affiliates;
- the Trustee, paying agent, registrar or transfer agent of the applicable series of Securities shall have objected in any respect to or taken action that could, in the applicable Offeror's reasonable judgment, adversely affect the consummation of such Tender Offer or shall have taken any action that challenges the validity or effectiveness of the procedures used by such Offeror in making such Tender Offer pursuant to this Offer to Purchase or the acceptance of, or payment for, the applicable series of Securities;
- there shall have occurred or be likely to occur any change or development that, in the applicable Offeror's reasonable judgment, would or might have a material adverse effect on such Offeror or its affiliates, the market price of the Securities or the value of the Securities to such Offeror or its affiliates; or

- there shall have occurred (1) any general suspension of trading in, or limitation on prices for, securities or financial markets in the United States or any other jurisdiction the applicable Offeror deems to be material in the context of the Tender Offers, (2) any significant adverse change in the price of the Securities in the securities or financial markets or other major securities or financial markets of the United States or any other jurisdiction the applicable Offeror deems to be material in the context of the Tender Offers, (3) a material impairment in the trading market for debt securities generally, (4) a declaration of a banking moratorium or any suspension of payments with respect to banks or other major financial markets of the United States or any other jurisdiction the applicable Offeror deems to be material in the context of the Tender Offers (whether or not mandatory), (5) any limitation (whether or not mandatory) by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, or other event that, in the applicable Offeror's reasonable judgment, might affect the extension of credit by banks or other lending institutions, (6) a commencement of a war, armed hostilities, terrorist acts or other national or international calamity whether or not involving the United States, (7) any significant adverse change in the currency exchange rates for the dollar, the euro or any other currency the applicable Offeror deems to be material in the context of the Tender Offers, or in securities or financial markets generally, or (8) in the case of any of the foregoing existing on the date hereof, in the applicable Offeror's reasonable judgment, a material acceleration or worsening thereof.

The conditions described above are solely for the Offerors' benefit and may be asserted by the applicable Offeror regardless of the circumstances giving rise to any such condition, including any action or inaction by any Offeror, and may be waived by the applicable Offeror, in whole or in part, at any time and from time to time prior to the applicable Expiration Date. Any Offeror's failure at any time to exercise any of its rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time. Any Offeror's waiver of any of the conditions described above for any series of Securities shall not indicate that any such condition applicable to any other series of Securities shall be waived or that any other series of Securities shall have a right to any waiver.

The applicable Offeror reserves the right to increase, decrease or eliminate the Maximum Tender Cap, at any time and in its sole discretion, subject to compliance with applicable law. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase may be subject to proration as described under "—Maximum Tender Offer: Maximum Tender Cap and Proration" above.

Extension, Amendment or Termination of the Tender Offers

Each Offeror expressly reserves the right, subject to applicable law, to:

- delay accepting Securities, extend any Expiration Date, Price Determination Date, Withdrawal Deadline or Early Tender Date, or terminate one or more of the Tender Offers and not accept Securities, as to any or all series of Securities; and
- amend, modify or waive at any time, or from time to time, the terms of one or more of the Tender Offers in any respect, including waiving any conditions to the consummation of one or more of the Tender Offers.

If any Offeror exercises any such right, such Offeror will give written notice thereof to the Tender and Information Agent and will make a public announcement thereof as soon as reasonably practicable. Such announcement in the case of an extension of any Expiration Date or Early Tender Date will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date or Early Tender Date, respectively.

The minimum period during which a Tender Offer will remain open following material changes in the terms or in the information concerning a Tender Offer will depend upon applicable law, and in particular Rule 14e-1 promulgated under the Exchange Act, and the facts and circumstances of such change, including the relative materiality of the change. Subject to compliance with applicable law, if any of the terms of a Tender Offer are amended

in a manner determined by the applicable Offeror to constitute a material change adversely affecting any Holder, the applicable Offeror will promptly disclose any such amendment in a manner reasonably calculated to inform Holders of such amendment, and such Offeror will extend such Tender Offer for a time period that such Offeror deems appropriate, depending upon the significance of the amendment and the manner of disclosure to Holders.

Subject to applicable law, each Offeror expressly reserves the right, in its sole discretion, to amend, extend or terminate one or more Tender Offers. If a Tender Offer is terminated at any time with respect to any series of Securities, the Securities tendered pursuant to such Tender Offer will be promptly returned to the tendering Holders.

Procedures for Tendering

General

The following summarizes the procedures to be followed by all Holders in tendering Securities. The tender by a Holder pursuant to the procedures set forth herein will constitute an agreement between such Holder and the applicable Offeror in accordance with the terms and subject to the conditions set forth in this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery.

Summary of Action to be Taken

The tender of Securities pursuant to the procedures set forth in this Offer to Purchase will constitute a binding agreement between the tendering Holder and the applicable Offeror upon the terms and subject to the conditions of the applicable Tender Offer. The valid tender of Securities will constitute the agreement of the Holder to deliver good and marketable title to all tendered Securities, free and clear of all liens, charges, claims, encumbrances, interests and restrictions of any kind.

The applicable Offeror will only accept tenders of Securities for purchase pursuant to the applicable Tender Offer which are made by way of the submission of valid Electronic Instructions in accordance with the procedures set out in this “Procedures for Tendering” section. To tender Securities for purchase pursuant to a Tender Offer, a Holder should deliver, or arrange to have delivered on its behalf, via a Clearing System and in accordance with the requirements of such Clearing System, an Electronic Instruction that is received by the Tender and Information Agent at or prior to the applicable Expiration Date (or, in order to be eligible to receive the applicable Total Consideration plus Accrued Interest with respect to the Maximum Tender Offer Notes in the Maximum Tender Offer, the Early Tender Date). If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee, you should contact such custodian or nominee if you wish to tender your Securities, and are advised to check with such broker, dealer, commercial bank, trust company or other nominee to confirm whether it needs to receive instructions from you before the deadlines specified in this Offer to Purchase in order for you to be able to participate in, withdraw from or revoke your instruction to participate in, the applicable Tender Offer. The deadlines set by the Clearing Systems for submissions and withdrawals may be earlier than the relevant deadlines specified in this Offer to Purchase. You should promptly contact the appropriate Clearing System representative to determine its deadline.

How to Tender Securities

Euroclear and Clearstream

Each beneficial owner of Securities held through a participant of Euroclear or Clearstream (such as a custodian bank, depository, broker, trust company or other nominee, a “Euroclear/Clearstream Participant”) should either: (i) contact Euroclear or Clearstream for participation procedures and deadlines regarding the submission of an Electronic Instruction to authorize the tendering of Securities which will be subject to the relevant Holder’s representations and warranties set forth herein (see “—Representations, Warranties and Undertakings”) and the blocking of the relevant accounts in the relevant Clearing System; or (ii) request such Holder’s broker, dealer, bank, trust company or other nominee to effect the submission of an Electronic Instruction to authorize the tendering of Securities which will be subject to the relevant Holder’s and nominated beneficial owner’s representations and warranties set forth herein (see “—Representations, Warranties and Undertakings”) and the blocking of the relevant

accounts in the relevant Clearing System for such Holder. Holders whose Securities are held on their behalf by a broker, dealer, bank, trust company or other nominee must contact such entity if they desire to tender their Securities in the applicable Tender Offer as described herein.

Notwithstanding the delivery of the tenders by each Holder by means of an Electronic Instruction, each Holder thereby agrees that such Electronic Instruction constitutes a written tender.

Each Electronic Instruction, by which Holders are to effect their tender of their Securities, should include (a) the name of the Holder and the securities account number for the relevant Clearing System in which the tendered Securities are held, (b) the aggregate principal amount of Securities which the Holder wishes to tender, (c) an authorization of Euroclear or Clearstream, as the case may be, to block the Securities tendered so that no transfers may be effected in relation to such Securities at any time from and including the date on which the Holder submits its Electronic Instruction until the earlier of the termination or withdrawal of the applicable Tender Offer and the settlement of the applicable Tender Offer on the applicable Settlement Date, all in accordance with the normal procedures of such Clearing System and after taking into account the deadlines imposed by such Clearing System and (d) the series of Securities (including ISIN) to which the instruction refers. By submitting an Electronic Instruction, Holders authorize Clearstream and Euroclear, as applicable, to disclose the name of the Euroclear/Clearstream Participant to the Tender and Information Agent, the Offerors and the Dealer Managers.

DTC

All of the USD Notes are held in book-entry form. Any beneficial owner whose USD Notes are held through a participant of DTC (such a custodian bank, broker, dealer, commercial bank, trust company or other nominee, a “DTC Participant”) must promptly instruct such DTC Participant to submit instructions on such beneficial owner’s behalf and cause its Securities to be tendered in accordance with the procedures set forth in this Offer to Purchase. In some cases, the DTC Participant may request submission of such instructions on a beneficial owner’s instruction form. Please check with your nominee to determine the procedures for such firm. To tender USD Notes that are held through DTC, DTC Participants must electronically transmit their acceptance through ATOP (and thereby tender USD Notes).

Any acceptance of an Agent’s Message (as defined below) transmitted through ATOP is at the election and risk of the person transmitting such Agent’s Message, and delivery will be deemed made only when actually received by the Tender and Information Agent. No documents should be sent to the Offerors, the trustees, paying agents, registrars or transfer agents or the Dealer Managers.

The Tender and Information Agent will establish an account with respect to the USD Notes at DTC for purposes of the Tender Offers, and any DTC Participant may make book-entry delivery of USD Notes by causing DTC to transfer such USD Notes into the Tender and Information Agent’s account in accordance with DTC’s procedures for such transfer. However, although delivery of USD Notes may be effected through book-entry transfer into the Tender and Information Agent’s account at DTC, an Agent’s Message, and any other required documents, must, in any case, be transmitted to and received by the Tender and Information Agent at its address set forth on the back cover of this Offer to Purchase prior to or at the applicable Any and All Tender Expiration Date or the Early Tender Date, as applicable, in order to be eligible to receive the Total Consideration, as applicable (unless, in the case of the applicable Any and All Tender Offer, the guaranteed delivery procedures described under “—Guaranteed Delivery” are complied with), and, in the case of the Maximum Tender Offer, prior to or at the Maximum Tender Expiration Date in order to be eligible to receive the Late Tender Offer Consideration. The confirmation of a book-entry transfer into the Tender and Information Agent’s account at DTC as described above is referred to herein as a “Book-Entry Confirmation.” **Delivery of documents to DTC does not constitute delivery to the Tender and Information Agent.**

The term “Agent’s Message” means a message transmitted by DTC to, and received by, the Tender and Information Agent and forming a part of the Book-Entry Confirmation, which states that DTC has received an express and unconditional acknowledgment from the DTC Participant described in such Agent’s Message, stating (1) the aggregate principal amount of USD Notes that have been tendered by such DTC Participant pursuant to the applicable Tender Offer, (2) that such participant has received the Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery and agrees to be bound by the terms of the Tender Offers as described in this Offer to Purchase and, if

applicable, the Notice of Guaranteed Delivery, and (3) that the applicable Offeror may enforce such agreement against such DTC Participant.

Holders desiring to tender USD Notes must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC prior to the applicable Expiration Date or the Early Tender Date, as the case may be.

Representations, Warranties and Undertakings

By submitting an Electronic Instruction to the Clearing Systems, a Holder, and any person in whose name such Holder has nominated Securities to be tendered (the “Nominated Beneficial Owner”), will be deemed to represent, warrant and undertake to the Offeror and the Dealer Managers as of the date of submission of such Electronic Instruction, the Early Tender Date, the application Expiration Date and the applicable Settlement Date that:

- (1) Such Holder irrevocably constitutes and appoints the Tender and Information Agent as such Holder’s true and lawful agent and attorney-in-fact (with full knowledge that the Tender and Information Agent also acts as the agent of the Offerors) with full powers of substitution and revocation (such power of attorney being deemed to be an irrevocable power coupled with an interest) to (1) present its Securities and all evidences of transfer and authenticity to, or transfer ownership of, such Securities on the account books maintained by the applicable Clearing System to, or upon the order of, the applicable Offeror, (2) present such Securities for transfer of ownership on the books of the applicable Offeror, and (3) receive all benefits and otherwise exercise all rights of beneficial ownership of such Securities, all in accordance with the terms and conditions of the applicable Tender Offer.
- (2) Such Holder understands that tenders with respect to a series of Securities may be withdrawn by written notice of withdrawal received by the Tender and Information Agent at any time on or prior to the applicable Withdrawal Deadline. In the event of a termination of the Tender Offers with respect to such series of Securities, the Securities tendered pursuant to the Tender Offers will be credited to the account maintained at the applicable Clearing System from which such Securities were delivered.
- (3) Such Holder understands that tenders of Securities pursuant to any of the procedures described in this Offer to Purchase and acceptance of such Securities by the Offeror will constitute a binding agreement between Holders and the applicable Offeror upon the terms and subject to the conditions of the Tender Offers. For purposes of the Tender Offers, such Holder understands that validly tendered Securities (or defectively tendered Securities with respect to which the applicable Offeror has waived or caused to be waived such defect) will be deemed to have been accepted by such Offeror if, as and when such Offeror gives written notice thereof to the Tender and Information Agent.
- (4) Such Holder has full power and authority to tender, sell, assign and transfer the Securities tendered hereby and that when such tendered Securities are accepted for purchase and payment by the applicable Offeror, such Offeror will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right and together with all rights attached thereto. Such Holder’s tender of Securities is made in compliance with any law and regulation of its jurisdiction of incorporation or residence; it has obtained all requisite governmental, exchange control or other required consents; it has complied with all requisite formalities; it has paid any issue, transfer or other taxes or requisite payments due from it (and not otherwise paid by the Offerors) in each respect in connection with any offer or acceptance in any jurisdiction; and it has not taken or omitted to take any action in breach of the terms of the Tender Offer or which will or may result in the Offerors, the Dealer Managers, the Tender Agent, or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Tender Offer. Such Holder will, upon request, execute and deliver any additional documents deemed by the Tender and Information Agent or by the applicable Offeror to be necessary or desirable to complete the sale, assignment transfer and cancellation of the Securities tendered hereby or to evidence such power and authority.
- (5) Such Holder understands that tender of Securities pursuant to the procedures described in “—Procedures for Tendering” of this Offer to Purchase constitute such Holder’s acceptance of the terms and conditions of the

Tender Offers. The applicable Offeror's acceptance for payment of Securities tendered pursuant to the Tender Offers will constitute a binding agreement between Holders and such Offeror upon the terms and subject to the conditions of the Tender Offers.

- (6) Such Holder has read and agreed to all of the terms of the Tender Offers. All authority conferred or agreed to be conferred shall not be affected by, and shall survive, the death or incapacity of the Holder, and any obligation of the Holder hereunder shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the Holder.
- (7) The tendered Securities have been blocked in the securities account to which such Securities are credited in the Clearing Systems with effect from, and including, the date on which either the Electronic Instruction was received by the Clearing Systems until the earliest of (i) the time of settlement on the applicable Settlement Date and (ii) the date on which the tender of the Notes is terminated by the Offeror or on which such tender is revoked, in each case in accordance with the terms of the Tender Offer.
- (8) Such Holder hereby requests that any Securities representing principal amounts not accepted for purchase be released in accordance with the applicable Clearing System procedures.
- (9) Such Holder understands that, subject to the terms and conditions of the Tender Offers, the applicable Offeror will pay the Total Consideration or the Late Tender Offer Consideration, as applicable, and the unpaid Accrued Interest up to, but not including, the relevant Settlement Date for those Securities tendered and not withdrawn at or prior to the applicable Any and All Expiration Date, the Early Tender Date or the Maximum Tender Expiration Date, as applicable.
- (10) Such Holder recognizes that under certain circumstances set forth in this Offer to Purchase, the Offerors may terminate or amend the Tender Offers with respect to one or more series of Securities or may postpone the acceptance for payment of, or the payment for, Securities tendered or may not be required to purchase any of the Securities tendered hereby.
- (11) Such Holder understands that the delivery and surrender of any Securities is not effective, and the risk of loss of the Securities does not pass to the Tender and Information Agent, until receipt by the Tender and Information Agent of an Agent's Message or Electronic Instruction properly completed and duly executed, together with all accompanying evidences of authority and any other required documents in form satisfactory to the applicable Offeror. All questions as to form of all documents and the validity (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by the applicable Offeror, in its sole discretion, which determination shall be final and binding.
- (12) Such Holder has observed the laws of all relevant jurisdictions, obtained all requisite governmental, exchange control or other required consents, complied with all requisite formalities and paid any issue, transfer or other taxes or requisite payments due from such Holder (and not otherwise paid by the Offerors) in each respect in connection with any offer or acceptance in any jurisdiction and that such Holder has not taken or omitted to take any action in breach of the terms of the Tender Offers or which will or may result in the applicable Offeror or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Offers or tender of Securities in connection therewith.
- (13) Such Holder is not from or located in any jurisdiction where the making or acceptance of the Tender Offers does not comply with the laws of that jurisdiction.
- (14) Such Holder is not an individual or entity (a) that is, or is owned or controlled by an individual or entity that is described or designated in (1) the most current "Specially Designated Nationals and Blocked Persons" list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>), (2) the most current "Consolidated list of persons, groups and entities subject to EU financial sanctions" (which as of the date hereof can be found at: http://eeas.europa.eu/cfsp/sanctions/consol-list/index_en.htm); or (b) that is otherwise the subject of any sanctions administered or enforced by any sanctions authority, other than solely by virtue of their inclusion in: (1) the most current "Sectoral Sanctions Identifications" list (which as

of the date hereof can be found at: https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/ssi_list.aspx (the “SSI List”), (2) Annexes III, IV, V and VI of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “EU Annexes”), or (3) any other list maintained by a sanctions authority, with similar effect to the SSI List or the EU Annexes.

- (15) Such Holder is not resident and/or located in the United Kingdom or, if it is a resident and/or located in the United Kingdom, it is a person falling within the definition of investment professional (as defined in Article 19(5) of the Financial Promotion Order) or within Article 43 of the Financial Promotion Order, or to whom this Offer to Purchase may lawfully be communicated in accordance with the Financial Promotion Order.
- (16) Such Holder is not located or resident in France or, if it is located or resident in France, it is a qualified investor (*investisseur qualifié*) as defined in Article 2(e) of EU Prospectus Regulation and in accordance with Articles L.411-1 and L.411-2 of the French Code *monétaire et financier*.
- (17) If such Holder is resident or located in another European Economic Area Member State, it is a “qualified investor” (as defined in EU Prospectus Regulation).
- (18) Such Holder is not and is not owned or controlled by an individual or entity (a “Sanctions Restricted Person”) that (i) is the subject or the target of any sanctions administered or enforced by the U.S. Government (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State and including, without limitation, the designation as a “specially designated national” or “blocked person”), the United Nations Security Council, the European Union, the United Kingdom, including His Majesty’s Treasury, or other relevant sanctions authority (collectively, “Sanctions”), nor located, organized or resident in a country, region or territory that is the subject or the target of Sanctions, (ii) a person if doing so will otherwise result in a violation by any person (including any person participating in the Offer, whether as a Dealer Manager, advisor, investor or otherwise) of Sanctions, or (iii) described or designated as a “specially designated national” or “blocked person” in the most current U.S. Treasury Department list of “Specially Designated National and Blocked Persons” (which can be found at: <http://sdnsearch.ofac.treas.gov/>) or (iv) has been engaged in any transaction, activity or conduct that is in violation of Sanctions. For the purposes of these representations “control” and “controlled” means the possession, direct or indirect, of the power to direct or cause the direction of the management of policies of another person, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of such other person or otherwise. The restrictions described in this paragraph (18) shall not apply if and to the extent that they are or would be or cause a breach or violation of any provision of (i) the Council Regulation (EC) No 2271/96 of 22 November 1996 (the “EU Blocking Regulation”); and/or (ii) the Council Regulation (EC) No 2271/96 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “UK Blocking Regulation”) and/or (iii) any law or regulation giving effect to and/or imposing penalties in respect of the EU Blocking Regulation in any member state of the European Union or the UK Blocking Regulation in the United Kingdom.
- (19) By submitting an Electronic Instruction to the Clearing Systems, a Holder or its Nominated Beneficial Owner (if any) acknowledges that all authority conferred or agreed to be conferred pursuant to these representations, warranties and undertakings and every obligation of such Holder and the tenders given by such Holder or its Nominated Beneficial Owner (if any) shall be binding (to the extent applicable in law) upon the successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of such Holder or its Nominated Beneficial Owner (if any) and shall not be affected by, and shall survive, the death or incapacity of such Noteholder or its Nominated Beneficial Owner (if any). No tender will be accepted from any person who is unable to give the foregoing representations, warranties and undertakings.
- (20) All tenders will be made on the basis of the terms set out in this Offer to Purchase and, once accepted by the applicable Offeror in the manner described herein, will (subject as mentioned above) be irrevocable and binding on the relevant Holder and will become irrevocable on the terms set forth herein. Notes may only be tendered by submission of a valid Electronic Instruction to the Clearing Systems no later than the applicable Expiration Date.

The receipt of an Electronic Instruction by the Clearing Systems will be acknowledged in accordance with the standard practices of such Clearing Systems. All questions as to validity, form and eligibility (including time of receipt) of any Electronic Instruction will be determined solely by the applicable Offeror. Such determination as to whether or when an Electronic Instruction is received, whether it is duly completed and signed or whether a tender is validly withdrawn shall be final and binding.

Holders should ensure that the applicable Clearing System has received instructions (with which it has complied) to block such Securities in the securities account to which they are credited with effect from, and including, the day on which the Electronic Instruction is submitted so that no transfers may be effected in relation to such Securities at any time after such date until the earliest of (i) the time of settlement on the applicable Settlement Date and (ii) the date on which the tender of the Securities is terminated by the applicable Offeror or on which such tender is revoked, in each case in accordance with the terms of the applicable Tender Offer. Securities should be blocked in accordance with the procedures of the Clearing Systems and the deadlines required by the Clearing Systems. The applicable Offeror and the Tender and Information Agent shall be entitled to accept submission of an Electronic Instruction as deemed confirmation that such Securities have been so blocked. The Tender and Information Agent shall require the Clearing Systems to confirm in writing that such Securities have been blocked with effect from the date of submission of the Electronic Instruction. In the event that the applicable Clearing System fails to do so, the Tender and Information Agent shall inform the applicable Offeror who shall be entitled, but not obliged, to reject the Electronic Instruction.

IF A HOLDER THAT DESIRES TO TENDER ITS SECURITIES IS UNABLE TO PROVIDE THE REPRESENTATIONS, WARRANTIES AND UNDERTAKINGS SET FORTH ABOVE, SUCH HOLDER SHOULD CONTACT THE DEALER MANAGERS OR TENDER AND INFORMATION AGENT IMMEDIATELY.

Guaranteed Delivery

If a Holder desires to tender Any and All Notes pursuant to the applicable Any and All Tender Offer and such Holder cannot complete the applicable procedures for book-entry transfer described above prior to or at the applicable Any and All Expiration Date, such Holder may effect a tender of Any and All Notes if all of the following are complied with:

- such tender is made by or through an Eligible Institution;
- prior to or at the applicable Any and All Expiration Date, the Tender and Information Agent has received from such Eligible Institution, at the address of the Tender and Information Agent set forth on the last page of this Offer to Purchase, a physical copy of a properly completed and duly executed Notice of Guaranteed Delivery (by manually signed facsimile transmission, mail or hand delivery) in substantially the form provided by the Offerors setting forth the name and address of the applicable Clearing System participant tendering Any and All Notes on behalf of the Holder(s) and the principal amount of Any and All Notes being tendered, and representing that the Holder(s) own such Any and All Notes, and the tender is being made thereby and guaranteeing that, no later than the close of business on the second business day after the applicable Any and All Expiration Date (which date will be 5:00 p.m., New York City time, on September 10, 2024 unless extended), a properly transmitted Electronic Instruction, as applicable, together with confirmation of book-entry transfer of the Any and All Notes tendered pursuant to the applicable procedures set forth under the caption “—Procedures for Tendering— How to Tender Securities,” will be deposited by such Eligible Institution with the Tender and Information Agent; and
- a properly transmitted Electronic Instruction, as applicable, together with confirmation of book-entry transfer of the Any and All Notes tendered pursuant to the applicable procedures set forth under the caption “—Procedures for Tendering— How to Tender Securities,” and all other required documents are received by the Tender and Information Agent no later than the Guaranteed Delivery Expiration Date.

A Notice of Guaranteed Delivery may only be submitted with regard to principal amounts equal to minimum tender denominations as described under “—Minimum Tender Denomination; Partial Tenders.” Guaranteed deliveries will expire at the Guaranteed Delivery Expiration Date, which is expected to be 5:00 p.m., New York City time, on the second business day after the Any and All Expiration Date.

In lieu of physical delivery, the Notice of Guaranteed Delivery may be transmitted in accordance with the usual procedures of the relevant Clearing System; provided that if the notice is sent by one of the Clearing Systems through electronic means, it must state that the Clearing System has received an express acknowledgment from the Holder on whose behalf the notice is given that the Holder has received and agrees to become bound by the terms of the applicable Any and All Tender Offer, including the Notice of Guaranteed Delivery.

There are no guaranteed delivery provisions provided for by the applicable Offeror in conjunction with the Maximum Tender Offer under the terms of this Offer to Purchase.

No Letter of Transmittal

No letter of transmittal will be used in connection with the Tender Offers. The valid electronic transmission of acceptance through the applicable Clearing System shall constitute delivery of Securities in connection with the Tender Offers.

Minimum Tender Denomination; Partial Tenders

The Securities may be tendered and accepted for payment only in principal amounts equal to minimum denominations of \$2,000 in the case of the USD Notes and €100,000 in the case of EUR Notes, and integral multiples of \$1,000 or €1,000, respectively, in excess thereof. Holders who tender less than all of their Securities must continue to hold each applicable series of Securities in at least the minimum authorized denomination (which is \$2,000 in the case of the USD Notes and €100,000 in the case of the EUR Notes). See “Risk Factors”. No alternative, conditional or contingent tenders will be accepted.

If the entire principal amount of the Securities is not tendered or not accepted for purchase, the principal amount of such Securities not tendered or not accepted for purchase will be returned by credit to the account at the applicable Clearing System designated in the applicable Electronic Instruction, unless otherwise requested by such Holder.

Other Matters

Notwithstanding any other provision of the Tender Offers, payment of the Total Consideration or Late Tender Offer Consideration, as applicable, plus Accrued Interest in exchange for Securities tendered and accepted for purchase pursuant to the Tender Offers will occur only after timely compliance with the procedures for tender specified in this Offer to Purchase. Tenders of Securities pursuant to the procedures described above, and acceptance thereof by the Offeror, will constitute a binding agreement between the tendering Holder and the applicable Offeror upon the terms and subject to the conditions of the Tender Offers as set forth in this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the applicable Offeror, in its sole discretion, the determination of which shall be final and binding. **Alternative, conditional or contingent tenders will not be considered valid.** Each Offeror reserves the right, in its sole discretion as applicable, to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in its opinion, be unlawful. Each Offeror also reserves the right, in its sole discretion as applicable, to waive any defects, irregularities or conditions of tender as to particular Securities or to grant Holders an opportunity to cure any defect or irregularity in connection with tenders within such time as it determines. A waiver of one defect does not obligate waivers of other defects. Tenders of Securities shall not be deemed to have been made until all defects and irregularities have been waived by the applicable Offeror or cured. None of the Offerors or their respective affiliates, the Dealer Managers, the Tender and Information Agent, the trustees or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities or will incur any liability to Holders for failure to give any such notice. The Offerors’ interpretations of the terms and conditions of the Tender Offers will be final and binding.

Compliance with “Short Tendering” Rule in the Maximum Tender Offer

It is a violation of Rule 14e-4 promulgated under the Exchange Act for any person acting alone or in concert with others, directly or indirectly, to tender Securities in a partial tender offer for such person’s own account unless at the time of tender and at the applicable Expiration Date such person has a “net long position” in the Securities that is equal to or greater than the amount tendered and will deliver or cause to be delivered such Securities for the purpose of tendering to the Offeror within the period specified in the Maximum Tender Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of Securities in the Maximum Tender Offer made pursuant to any method of delivery set forth herein will constitute the tendering Holder’s representation and warranty to the Offeror that (a) such Holder has a “net long position” in Securities at least equal to the Securities being tendered within the meaning of Rule 14e-4, and (b) such tender of Securities complies with Rule 14e-4.

Acceptance of Securities for Purchase; Payment for Securities

Subject to the terms and conditions of the Tender Offers, the applicable Offeror will accept for purchase, and pay for, (1) any and all of the Any and All Notes validly tendered and (2) up to the Maximum Tender Cap of Maximum Tender Offer Notes, in each case, upon the satisfaction or waiver of the conditions to the Tender Offers specified under “—Conditions of the Tender Offers.” Subject to the conditions of the applicable Tender Offer, the applicable Offeror will promptly pay for the Securities accepted for purchase in connection with the Tender Offers on the applicable Settlement Date.

Each Offeror expressly reserves its rights, in its sole discretion as applicable, but subject to applicable law, to (1) delay acceptance for purchase of Securities tendered pursuant to a Tender Offer or the payment for Securities accepted for purchase (subject to Rule 14e-1 under the Exchange Act, which requires that the applicable Offeror pay the consideration offered or return Securities deposited by or on behalf of the Holders promptly after the termination or withdrawal of the applicable Tender Offer), or (2) terminate a Tender Offer at any time prior to acceptance. For purposes of the Tender Offers, the applicable Offeror will be deemed to have accepted for purchase validly tendered Securities (or defectively tendered Securities with respect to which it has waived such defect) if, as and when such Offeror gives oral (promptly confirmed in writing) or written notice thereof to the Tender and Information Agent.

The applicable Offeror will pay for Securities accepted for purchase in the Tender Offers by depositing such payment in cash directly with the applicable Clearing System. Payment by an Offeror shall for all purposes be deemed to have been completed upon its deposit with the applicable Clearing System of the Total Consideration and Late Tender Offer Consideration, as applicable, plus Accrued Interest. Under no circumstances will an Offeror pay interest on the applicable Total Consideration or Late Tender Offer Consideration by reason of any delay on the part of the applicable Clearing System in making payment to Holders.

If, for any reason, acceptance for purchase of, or payment for, validly tendered Securities pursuant to the Tender Offers is delayed, or the applicable Offeror is unable to accept for purchase or to pay for validly tendered Securities pursuant to the Tender Offers, then the Tender and Information Agent may, nevertheless, on behalf of such Offeror, retain the tendered Securities, without prejudice to the rights of the Offerors described under “—Procedures for Tendering” and “—Conditions of the Tender Offers” above and “—Withdrawal of Tenders” below, but subject to Rule 14e-1 under the Exchange Act, which requires that the applicable Offeror pay the consideration offered or return the Securities tendered promptly after the termination or withdrawal of the applicable Tender Offer.

If any tendered Securities are not accepted for purchase for any reason pursuant to the terms and conditions of the Tender Offers, such Securities will be promptly credited to an account maintained at the applicable Clearing System or otherwise returned without cost to the tendering Holders.

The Offerors may transfer or assign, in whole or from time to time in part, to one or more of their respective affiliates or any third party the right to purchase any or all of the Securities tendered pursuant to the Tender Offers, but any such transfer or assignment will not relieve such Offeror of its obligations under the Tender Offers and will in no way prejudice the rights of tendering Holders to receive payment for Securities validly tendered and accepted for purchase pursuant to the Tender Offers.

Tendering Holders of Securities purchased in the Tender Offers will not be obligated to pay brokerage commissions or fees to the Dealer Managers, the Tender and Information Agent, the Company or the Offerors or to pay transfer taxes with respect to the purchase of their Securities (which transfer taxes, if any, will be paid by the applicable Offeror). Holders should check with their own brokers to determine if they will assess a fee (such fees, if any, will be payable by the Holders).

For the avoidance of doubt, none of the trustees or paying agents shall be responsible for making the above described payments to the tendering Holders. The applicable Offeror and the Tender and Information Agent shall be responsible for making the payments described above.

Withdrawal of Tenders

Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting the applicable Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline or deadlines. The deadlines set by the Clearing Systems for submissions and withdrawals may be earlier than the relevant deadlines specified in this Offer to Purchase. You should promptly contact the appropriate Clearing System representative to determine its deadline.

After the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the applicable Offeror amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as such Offeror determines, to the extent required by law (as determined by such Offeror), is appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Offerors, in their sole discretion, may extend a Withdrawal Deadline for any purpose.

Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the applicable Any and All Expiration Date, the Early Tender Date or the Maximum Tender Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase. The Offeror may increase, decrease or eliminate the Maximum Tender Cap without extending or reinstating withdrawal rights, subject to compliance with applicable law.

If an Any and All Tender Offer is extended, the Withdrawal Deadline for such Any and All Tender offer will be extended until the earlier of (x) the applicable Any and All Expiration Date and (y) the tenth business day after commencement of such Any and All Tender Offer; provided that the Withdrawal Deadline for such Any and All Tender Offer will be further extended to permit withdrawal at any time after the 60th business day after commencement of such Any and All Tender Offer if for any reason such Any and All Tender Offer has not been consummated within 60 business days after commencement thereof.

For a withdrawal of a tender of Securities via ATOP validly submitted through a DTC Participant to be effective, the Tender and Information Agent must receive a written or facsimile transmission notice of withdrawal or a properly transmitted "Request Message," through ATOP prior to or at the applicable Withdrawal Deadline. Any such notice of withdrawal must (a) specify the name of the person who tendered the Securities to be withdrawn (or, if tendered by book-entry transfer, the name of the participant in the book-entry transfer facility whose name appears on the security position listing as the owner of such Securities), (b) contain the description of the Securities to be withdrawn and the aggregate principal amount represented by such Securities, and (c) specify the name in which such Securities are to be registered if different from the person who tendered such Securities pursuant to such documents of transfer (or, in the case of Securities transferred by book-entry transfer, the name and number of the account at the book-entry transfer facility to be credited with withdrawn Securities).

An Electronic Instruction validly submitted through a Euroclear/Clearstream Participant may only be revoked or withdrawn by a Holder, or the relevant Euroclear/Clearstream Participant on its behalf, in the limited circumstances described above, by submitting a valid electronic withdrawal instruction in accordance with the requirements of Euroclear or Clearstream, as applicable, and the deadlines required by them in order to unblock the tendered EUR Notes. To be valid, such instruction must, among other requirements of Euroclear or Clearstream, as applicable,

specify the Securities to which the original Electronic Instruction related, the securities account to which such Securities are credited and any other information required by the relevant Clearing System.

A withdrawal of Securities may only be accomplished if done so prior to or at the applicable Withdrawal Deadline and in accordance with the foregoing procedures.

Holders of Maximum Tender Offer Notes tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date will not be eligible to receive the applicable Total Consideration; rather, if their Securities are validly tendered and accepted for purchase, Holders of Maximum Tender Offer Notes tendered after the Early Tender Date will be eligible to receive the Late Tender Offer Consideration.

Withdrawal Rights and Maximum Tender Cap

The Offeror may increase, decrease or eliminate the Maximum Tender Cap, at any time and in its sole discretion. Subject to applicable law, the Offeror is not required to extend any Maximum Tender Withdrawal Deadline in connection with any such increase, decrease or elimination. Increasing, decreasing or eliminating the Maximum Tender Cap may increase or decrease the amount of Maximum Tender Offer Notes that may be accepted for purchase by the Offeror. If Holders tender more Maximum Tender Offer Notes in the Maximum Tender Offer than they expect to be accepted for purchase by the Offeror based on the Maximum Tender Cap and the Offeror subsequently increases, decreases or eliminates the Maximum Tender Cap on or after the Maximum Tender Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Maximum Tender Offer Notes unless the Offeror extends the Maximum Tender Withdrawal Deadline. **Accordingly, Holders should not tender any Maximum Tender Offer Notes that they do not wish to be accepted for purchase.**

The Offeror will not be able to definitively determine whether the Maximum Tender Offer is oversubscribed or what the effects of proration may be with respect to the Maximum Tender Offer Notes until after the Early Tender Date or the Maximum Tender Expiration Date have passed, as applicable. Therefore, you will not be able to withdraw tenders of your Maximum Tender Offer Notes at the time the Offeror establishes the amount of Maximum Tender Offer Notes to be purchased pursuant to the Maximum Tender Offer.

Other

The Offerors will determine, in their sole discretion as applicable, all questions as to the form and validity (including time of receipt) of any notice of withdrawal of a tender, which determination shall be final and binding. None of the Offerors, their respective affiliates, the Dealer Managers, the Tender and Information Agent, the trustees or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of a tender or incur any liability for failure to give any such notification.

The Securities issued by the Offerors are obligations of the Offerors and are governed by the instruments under which the Securities were issued, as amended or supplemented to date. There are no appraisal or other similar statutory rights available to Holders in connection with the Tender Offers.

Governing Law

The Offer to Purchase, the Notice of Guaranteed Delivery, the Tender Offers and any purchase of Securities pursuant to the Tender Offers shall be governed by and construed in accordance with the laws of the State of New York.

MARKET AND TRADING INFORMATION

The Securities are neither listed on any national or regional securities exchange nor reported on a national quotation system. To the extent that the Securities are traded, prices and trading volumes of the Securities can be difficult to monitor. Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed as approximations. Holders are urged to obtain current information with respect to market prices for the Securities. See “Risk Factors” for additional information.

OTHER PURCHASES OF SECURITIES

Whether or not any or all of the Tender Offers are consummated, any of the Offerors or their respective affiliates may purchase or otherwise repay Securities other than pursuant to the Tender Offers, including in the open market, in privately negotiated transactions, through one or more additional tender or exchange offers, in accordance with the terms of the applicable Indenture (including pursuant to redemption, discharge or defeasance provisions) or otherwise. Any future purchases or repayments may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases or repayments will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors or their respective affiliates may choose to pursue in the future.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a general discussion of certain U.S. federal income tax considerations relating to the sale of the Securities by U.S. Holders and Non-U.S. Holders (each as defined below) pursuant to the Tender Offers or the continued investment in the Securities by such Holders. It is not a complete analysis of all the potential tax considerations relating to the Tender Offers that may be relevant to Holders in light of their personal investment circumstances and does not address all aspects of United States federal income taxation that might be relevant to certain types of Holders subject to special rules (for example, financial institutions, tax-exempt organizations, insurance companies, regulated investment companies, real estate investment trusts, retirement plans, brokers or dealers in securities, traders in securities who elect the mark-to-market method of tax accounting for their securities, U.S. Holders that have a functional currency other than the U.S. dollar, certain former U.S. citizens or long-term residents, personal holding companies, partnerships or other pass-through entities (or investors therein) or persons holding the Securities as part of a “straddle,” “hedge,” “conversion transaction” or other integrated transaction). This section is based on the Internal Revenue Code of 1986, as amended (the “Code”), the U.S. Treasury regulations promulgated under the Code, published rulings and court decisions, all as in effect on the date hereof. These authorities are subject to differing interpretations and are subject to change at any time with possible retroactive effect. The Offerors have not sought any ruling from the Internal Revenue Service (the “IRS”) with respect to the statements made and the conclusions reached in this summary and no assurance can be given that the IRS will agree with such statements and conclusions, or that a court will not sustain any challenge by the IRS. The following summary applies only to Holders who hold their Securities as capital assets within the meaning of Section 1221 of the Code. This summary does not consider the effect of any alternative minimum taxes, U.S. federal taxes other than income tax, or any state, local or foreign tax laws.

This summary does not address the U.S. federal income tax considerations with respect to a sale of a Security held by a partnership (whether domestic or foreign), including for this purpose, an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes. If a partnership holds Securities, the tax treatment of a partner will generally depend upon the status and the activities of the partner and the partnership. A Holder that is a partnership (or partner in such partnership) is urged to consult its tax advisor regarding the tax consequences to it of the partnership tendering Securities.

The Offerors believe, and the following discussion assumes, that the Securities are not instruments subject to the Treasury regulations that apply to “contingent payment debt instruments.” If the Securities were treated as contingent payment debt instruments, the amount and character of income recognized by a Holder upon the sale of Securities pursuant to the Tender Offers could differ from that described below. Each Holder is urged to consult its own tax advisor as to the potential application of the contingent payment debt instrument regulations to the Securities.

THIS DISCUSSION IS NOT INTENDED TO BE A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS OR ANY OTHER CONSIDERATIONS OF THE SALE OF THE SECURITIES PURSUANT TO THE TENDER OFFERS. THUS, HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF THE TENDER OFFERS TO THEM, INCLUDING TAX RETURN REPORTING REQUIREMENTS, THE APPLICABILITY AND EFFECT OF FEDERAL, STATE, LOCAL, FOREIGN AND OTHER APPLICABLE TAX LAWS AND THE EFFECT OF ANY PROPOSED CHANGES IN THE TAX LAWS.

U.S. Federal Income Tax Consequences to Tendering U.S. Holders

This discussion applies only to U.S. Holders of the Securities. As used herein, the term “U.S. Holder” means a beneficial owner of a Security that is:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state in the United States or the District of Columbia;

- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code) have the authority to control all substantial decisions of the trust or (2) the trust has in effect a valid election to be treated as a United States person for U.S. federal income tax purposes.

Early Tender Payment. If a U.S. Holder receives the Total Consideration with respect to the Maximum Tender Offer Notes, then a portion of the consideration received by such U.S. Holder will consist of the Early Tender Payment. The U.S. federal income tax treatment of the Early Tender Payment is uncertain because there are no authorities that directly address the U.S. federal income tax consequences of its receipt. Such amount may be treated as either (1) additional consideration received in exchange for the Maximum Tender Offer Notes, in which case such amount will be taken into account as part of the aggregate consideration received for the Maximum Tender Offer Notes and should be taken into account in computing the U.S. Holder’s taxable gain or loss in the manner discussed below in “— Sale of Securities,” or (2) interest or a separate fee for selling the Maximum Tender Offer Notes, in which case such payments will generally be treated as ordinary income. Utah Acquisition intends to treat the Early Tender Payment as additional consideration received in exchange for the Maximum Tender Offer Notes, and the following discussion assumes that such amount is so treated. U.S. Holders should consult their tax advisors as to the proper treatment of the Early Tender Payment.

Sale of Securities. A sale of Securities by a U.S. Holder pursuant to the Tender Offers will generally be a taxable transaction to such U.S. Holder for U.S. federal income tax purposes. A U.S. Holder generally will recognize gain or loss on the sale of a Security in an amount equal to the difference, if any, between (1) the amount of cash received for such Security (including the amount of the Early Tender Payment, and excluding the portion of any such cash received that is properly allocable to Accrued Interest, which will be taxable as ordinary interest income to the extent not previously included in income, as discussed below in “— Accrued Interest”), which in the case of Mylan Notes will be the U.S. dollar amount described below, and (2) the U.S. Holder’s adjusted tax basis in such Security at the time of sale. A U.S. Holder’s adjusted tax basis in a Security generally will be the U.S. dollar cost of the Security to such U.S. Holder (i) increased by any market discount previously included in income with respect to the Security (pursuant to an election to so include as described below), as discussed below in “— Market Discount,” and (ii) decreased (but not below zero) by the amount of any amortizable bond premium the U.S. Holder previously elected to amortize with respect to the Security. The cost of Mylan Notes purchased with euros will generally be the U.S. dollar value of the euro purchase price translated at the spot rate on the date of purchase. If the Mylan Notes are treated as traded on an established securities market and the relevant U.S. Holder is either a cash basis taxpayer or an accrual basis taxpayer who has made the special election described below, such U.S. Holder will determine the U.S. dollar value of the cost of such Mylan Notes by translating the amount paid at the spot rate of exchange on the settlement date of the purchase. Except to the extent that gain is characterized as ordinary income pursuant to the market discount or foreign currency rules discussed below, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the Security has been held for more than one year as of the disposition date. Long-term capital gains recognized by non-corporate U.S. Holders are generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations under the Code.

If a U.S. Holder receives euros on a sale of Mylan Notes, the amount realized generally will be based on the U.S. dollar value of such euros translated at the spot rate of exchange on the date of sale. If the Mylan Notes are treated as traded on an established securities market, a cash basis U.S. Holder and, if it so elects, an accrual basis U.S. Holder, will determine the U.S. dollar value of the euros received by translating such amount at the spot rate of exchange on the settlement date of the sale. The special election available to accrual basis U.S. Holders in regard to the purchase or sale of Mylan Notes traded on an established securities market must be applied consistently from year to year to all debt instruments held by the U.S. Holder and cannot be changed without the consent of the IRS. An accrual basis U.S. Holder that does not make the special election will recognize foreign currency exchange gain or loss with respect to the sale of Mylan Notes to the extent that there are exchange rate fluctuations between the sale date and the settlement date, and such gain or loss generally will constitute U.S. source ordinary income or loss.

Gain or loss recognized upon the sale of Mylan Notes that is attributable to fluctuations in currency exchange rates with respect to the principal amount of such Mylan Notes generally will be U.S. source ordinary income or loss and generally will not be treated as interest income or expense. Such gain or loss generally will equal the difference, if any, between (i) the U.S. dollar value of the U.S. Holder's foreign currency purchase price for the Mylan Notes, translated at the spot rate of exchange on the date the U.S. Holder sells the Mylan Notes, and (ii) the U.S. dollar value of the U.S. Holder's foreign currency purchase price for the Mylan Notes, translated at the spot rate of exchange on the date the U.S. Holder purchased the Mylan Notes (or, possibly, in the case of a cash basis or electing accrual basis U.S. Holder, the settlement dates of such sale and purchase, if the Mylan Notes are treated as traded on an established securities market). In addition, upon the sale of Mylan Notes, a U.S. Holder may recognize foreign currency exchange gain or loss attributable to amounts received with respect to Accrued Interest, which will be treated as discussed below under "—Accrued Interest." However, upon a sale of Mylan Notes, a U.S. Holder will recognize any foreign currency exchange gain or loss (including with respect to Accrued Interest) only to the extent of the total gain or loss realized by such U.S. Holder on such sale. U.S. Holders should consult their tax advisors regarding how to account for payments made in euros with respect to the acquisition, sale, redemption, retirement or other disposition of the Mylan Notes, and the tax implications of any subsequent conversion or other disposition of such euros.

Treasury regulations issued under the Code meant to require the reporting of certain tax shelter transactions could be interpreted to cover transactions generally not regarded as tax shelters, including certain foreign currency transactions. Under the Treasury regulations, certain transactions are required to be reported to the IRS, including, in certain circumstances, a sale of Mylan Notes to the extent that such sale results in a foreign currency loss in excess of a threshold amount. U.S. Holders should consult with their own tax advisors to determine the tax return obligations, if any, with respect to the sale of the Mylan Notes, including any requirement to file IRS Form 8886 (Reportable Transaction Disclosure Statement).

Market Discount. An exception to the capital gain treatment described above may apply to a U.S. Holder that purchased a Security after its original issuance at a "market discount." In general, market discount is the excess of the Security's stated principal amount over the U.S. Holder's tax basis in the Security immediately after its acquisition by such U.S. Holder; nevertheless, if the market discount is less than 0.25% of the stated principal amount, multiplied by the number of remaining complete years to maturity from the acquisition date, then the market discount will be deemed to be zero. In general, unless the U.S. Holder has elected to include market discount in income currently as it accrues, any gain recognized by a U.S. Holder on the sale of a Security having market discount will be treated as ordinary interest income to the extent of the accrued market discount on the Security. Market discount accrues on a ratable basis, unless the U.S. Holder elects to accrue the market discount using a constant-yield method. Gain in excess of accrued market discount will be subject to the capital gains rules described above in "—Sale of Securities." If a U.S. Holder sells any Mylan Notes that were acquired with market discount and such U.S. Holder has elected to include market discount in income currently as it accrues, such U.S. Holder may recognize foreign currency exchange gain or loss at the time of the sale to the extent there are exchange rate fluctuations between the time of accrual and the time of the sale. Such gain or loss generally will constitute U.S. source ordinary income or loss. U.S. Holders should consult their tax advisors regarding the tax consequences of any market discount.

Accrued Interest. Any amount received by a U.S. Holder with respect to Accrued Interest that has not previously been included in income will be taxable as ordinary interest income at the time it is received in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes.

A U.S. Holder of the Mylan Notes that uses the cash method of accounting for U.S. federal income tax purposes and that receives any amount with respect to Accrued Interest in euros will be required to include in income (as ordinary income) the U.S. dollar value of the euro interest payment (translated at the spot rate of exchange on the date such payment is received) regardless of whether the payment is in fact converted to U.S. dollars at such time. A cash method U.S. Holder will not recognize foreign currency exchange gain or loss with respect to the receipt of such interest, but may recognize exchange gain or loss attributable to the actual disposition of the euros so received.

A U.S. Holder of the Mylan Notes that uses the accrual method of accounting for U.S. federal income tax purposes (or who otherwise is required to accrue interest prior to receipt) may determine the amount of income recognized with respect to Accrued Interest received in euros using one of two methods. Under the first method, a U.S. Holder will be required to include in income (as ordinary income) the U.S. dollar value of the amount of stated interest income in euros that has accrued with respect to its Mylan Notes during an accrual period. The U.S. dollar

value of such euro denominated accrued interest will be determined by translating such amount at the average spot rate of exchange for the accrual period or, with respect to an accrual period that spans two taxable years, at the average spot rate of exchange for the partial period within each taxable year. Under the second method, an accrual basis U.S. Holder may elect to translate Accrued Interest income into U.S. dollars at the spot rate of exchange on the last day of the interest accrual period or, with respect to an accrual period that spans two taxable years, at the spot rate of exchange on the last day of the taxable year. Alternatively, if the last day of an accrual period is within five business days of the date of receipt of the Accrued Interest, a U.S. Holder that has made the election described in the prior sentence may translate such interest at the spot rate of exchange on the date of receipt of the interest. The above election will apply to other debt instruments held by an electing U.S. Holder from year to year and may not be changed without the consent of the IRS. A U.S. Holder that uses the accrual method of accounting for U.S. federal income tax purposes will recognize foreign currency exchange gain or loss with respect to Accrued Interest on the Mylan Notes on the date such interest is received. The amount of exchange gain or loss recognized will equal the difference, if any, between the U.S. dollar value of the euros received as Accrued Interest (translated at the spot rate of exchange on the date such interest is received) and the U.S. dollar value of the interest income previously accrued with respect to such amount (as determined above), regardless of whether the payment is in fact converted to U.S. dollars at such time. Any such exchange gain or loss generally will constitute U.S. ordinary income or loss and generally will not be treated as interest income or expense.

Additional Tax on Investment Income. Certain U.S. Holders who are individuals, estates or trusts and whose income exceeds certain thresholds generally will be required to pay an additional 3.8% tax on all or a portion of their “net investment income” (or in the case of an estate or trust, undistributed net investment income), which includes, among other things, interest income and capital gains from the sale or other disposition of a Security, subject to certain limitations and exceptions. U.S. Holders are urged to consult their own tax advisors regarding the application of this additional tax to their participation in the Tender Offers or their continued investment in the Securities.

Information Reporting and Backup Withholding. In general, amounts paid to a U.S. Holder (other than certain exempt recipients, including corporations) pursuant to the Tender Offers will be subject to information reporting. If a U.S. Holder is not an exempt recipient and fails to provide certain identifying information (such as an accurate taxpayer identification number, generally on an IRS Form W-9) or fails to meet certain other conditions, then such U.S. Holder may also be subject to backup withholding (currently at the rate of 24%). Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against the U.S. federal income tax liability of such U.S. Holder, provided the relevant information is timely furnished to the IRS.

U.S. Federal Income Tax Consequences to Tendering Non-U.S. Holders

The following discussion applies only to Non-U.S. Holders of the Securities. As used herein, the term “Non-U.S. Holder” means a beneficial owner of a Security that is neither a U.S. Holder nor an entity or arrangement treated as a partnership for U.S. federal income tax purposes.

Early Tender Payment. As discussed above under “—U.S. Federal Income Tax Consequences to Tendering U.S. Holders—Early Tender Payment,” it is uncertain whether for U.S. federal income tax purposes the Early Tender Payment should be included as additional consideration received in exchange for the Maximum Tender Offer Notes or instead as interest or a separate fee. Utah Acquisition intends to treat the Early Tender Payment as additional consideration received in exchange for the Maximum Tender Offer Notes. No assurance can be given, however, that this treatment, if challenged by the IRS, would be sustained. If the Early Tender Payment were treated as interest or a separate fee, it could be subject to U.S. federal withholding tax if paid to a Non-U.S. Holder. Non-U.S. Holders should consult their tax advisors as to the proper treatment of the Early Tender Payment.

Sale of Securities. Subject to the discussion above under “—Early Tender Payment” and below under “—Information Reporting and Backup Withholding,” a Non-U.S. Holder who receives cash in exchange for Securities pursuant to the Tender Offers generally will not be subject to U.S. federal income tax or withholding tax on any gain recognized unless:

- the gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States (and, if required by an applicable income tax treaty, is also attributable to a

permanent establishment or fixed base maintained by the Non-U.S. Holder in the United States);
or

- in the case of a Non-U.S. Holder who is an individual, the Non-U.S. Holder is present in the United States for a period or periods aggregating 183 days or more during the taxable year of the sale and certain other conditions are satisfied.

If the Non-U.S. Holder is described in the first bullet point above, such Non-U.S. Holder will be subject to U.S. federal income tax on the gain derived from the sale in the same manner as, and at the rates applicable to, United States persons generally. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected gain, as adjusted for certain items. If the Non-U.S. Holder is described in the second bullet point above, such Non-U.S. Holder will be subject to a flat 30% tax (unless reduced or eliminated by an applicable income tax treaty) on the gain derived from the sale, which may be offset by certain U.S. source capital losses.

Amounts Attributable to Accrued Interest. Subject to the discussion below under “—Information Reporting and Backup Withholding” and “—Foreign Tax Account Compliance Act,” a Non-U.S. Holder will not be subject to U.S. federal income or withholding tax on amounts received with respect to Accrued Interest if (1) such interest is not effectively connected with the Non-U.S. Holder’s conduct of a U.S. trade or business and (2) such Non-U.S. Holder satisfies each of the following requirements:

- (i) such Non-U.S. Holder does not directly or indirectly, actually or constructively, own 10% or more of the total combined voting power of all classes of the applicable Offeror’s stock that are entitled to vote;
- (ii) the Non-U.S. Holder is not a controlled foreign corporation that is related to the applicable Offeror, actually or constructively through stock ownership; and
- (iii) the relevant withholding agent has received appropriate documentation establishing that the Non-U.S. Holder is not a United States person (generally, on an IRS Form W-8BEN or W-8BEN-E, as applicable) and the relevant withholding agent does not have actual knowledge or reason to know that the Non-U.S. Holder is in fact a United States person.

If a Non-U.S. Holder cannot satisfy the requirements described above, payments of Accrued Interest received by the Non-U.S. Holder generally will be subject to U.S. federal withholding tax at a 30% rate, unless such Non-U.S. Holder provides the withholding agent with a properly executed (i) IRS Form W-8BEN or W-8BEN-E, as applicable, claiming an exemption from or reduction in withholding under an applicable tax treaty or (ii) IRS Form W-8ECI certifying that the Accrued Interest is not subject to withholding tax because it is effectively connected with the Non-U.S. Holder’s conduct of a U.S. trade or business and is includible in such Non-U.S. Holder’s gross income. Any Accrued Interest that is effectively connected with the Non-U.S. Holder’s conduct of a U.S. trade or business (and, if an applicable treaty so requires, is attributable to such Non-U.S. Holder’s permanent establishment or fixed base in the United States) generally will be subject to U.S. federal income tax on a net income basis and at rates generally applicable to United States persons. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected interest, as adjusted for certain items.

A Non-U.S. Holder should consult its tax advisor regarding the tax treatment of Accrued Interest and whether such Non-U.S. Holder is exempt from U.S. federal income and withholding tax on such interest.

Information Reporting and Backup Withholding. Payments to a Non-U.S. Holder of Accrued Interest pursuant to the Tender Offers, and any amounts withheld from such payments, may be required to be reported to the IRS and the Non-U.S. Holder on IRS Form 1042-S. Generally, neither information reporting on IRS Form 1099 nor backup withholding will apply to payments received by a Non-U.S. Holder pursuant to the Tender Offer (including any Accrued Interest or Early Tender Payment) if such Non-U.S. Holder certifies its non-U.S. status by properly completing an IRS Form W-8BEN or W-8BEN-E, as applicable, and the relevant withholding agent does not have actual knowledge or reason to know that the Non-U.S. Holder is in fact a United States person. Amounts withheld under the backup withholding rules are not additional taxes. A Non-U.S. Holder subject to backup withholding may

be allowed a credit in the amount withheld against such Non-U.S. Holder's U.S. federal income tax liability and, if withholding results in an overpayment of tax, such Non-U.S. Holder may be entitled to a refund, provided in each case that the relevant information is timely furnished to the IRS.

Foreign Account Tax Compliance Act. Sections 1471 through 1474 of the Code (commonly referred to as "FATCA") will generally impose a U.S. federal withholding tax of 30% on payments of Accrued Interest on the Securities, if paid to a "foreign financial institution" or a "non-financial foreign entity" (each as defined in the Code) (including, in some cases, when such foreign financial institution or non-financial foreign entity is acting as an intermediary), unless those entities comply with certain U.S. information reporting, disclosure and certification requirements. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules. In addition, because it is unclear how an Early Tender Payment will be characterized (as discussed above), such FATCA withholding may apply to an Early Tender Payment with respect to the Maximum Tender Offer Notes if the applicable Early Tender Payment is characterized as interest or a separate fee subject to tax as ordinary income (instead of additional consideration received in exchange for the Maximum Tender Offer Notes). Under proposed regulations, the preamble to which states that taxpayers may rely on them pending finalization, this withholding tax will not apply to the proceeds from a sale or other disposition of the Securities. Holders should consult their tax advisors regarding the application of FATCA to the Tender Offers.

U.S. Federal Income Tax Consequences to Non-Tendering Holders

The Tender Offers generally will not generate any U.S. federal income tax consequences to non-tendering Holders, and such non-tendering Holders would continue to have the same tax basis, holding period, bond premium (if any), and accrued market discount (if any) with respect to the retained Notes.

Mylan Redemption and Viatris Satisfaction and Discharge. The applicable Offerors currently intend to (but are not obligated to) redeem all of the Mylan Notes that remain outstanding following the consummation of the Any and All Tender Offer in accordance with the terms of the Mylan Indenture and to cause the Viatris Indenture to be satisfied and discharged as to the Viatris Notes in accordance with the terms of the Viatris Indenture, in each case, to the extent that less than all of the outstanding Mylan Notes and Viatris Notes, respectively, are tendered and accepted for purchase in the Any and All Tender Offer. Such a redemption or discharge will result in a taxable exchange for U.S. federal income tax purposes of the Mylan Notes or Viatris Notes, respectively, that have been redeemed or discharged. Holders may recognize gain or loss on such taxable exchange (even though, in the case of a Viatris Satisfaction and Discharge, no cash will actually have been received), which gain or loss would generally be treated as described in "—U.S. Federal Income Tax Consequences to Tendering U.S. Holders—Sale of Securities" and "—U.S. Federal Income Tax Consequences to Tendering Non-U.S. Holders—Sale of Securities", as applicable. After a Viatris Satisfaction and Discharge, Holders of the Viatris Notes would likely be treated as if they held an undivided interest in the cash and the property held in trust and may be subject to tax liability with respect thereto. Holders of the Mylan Notes and Viatris Notes should consult their own tax advisors regarding the potential U.S. federal income tax consequences to them in the event of a redemption or discharge.

THE DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATIONAL PURPOSES ONLY. ALL HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS TO DETERMINE THE U.S. FEDERAL, STATE AND LOCAL AND FOREIGN TAX CONSEQUENCES OF THE TENDER OFFERS.

DEALER MANAGERS AND TENDER AND INFORMATION AGENT

The Offerors have retained Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as Lead Dealer Managers for the Tender Offers of USD Notes, Barclays Bank PLC, Citigroup Global Markets Inc. and J.P. Morgan Securities plc as Lead Dealer Managers for the Tender Offer of EUR Notes and Global Bondholder Services Corporation, as the Tender and Information Agent, in connection with the Tender Offers. We may engage co-dealer managers for the Tender Offers on or after the date hereof. The Offerors have agreed to pay the Dealer Managers and the Tender and Information Agent customary fees for their services in connection with the Tender Offers. The Offerors have also agreed to reimburse the Dealer Managers and the Tender and Information Agent for certain of their out-of-pocket expenses and to indemnify the Dealer Managers and the Tender and Information Agent against certain liabilities, including liabilities under the federal securities laws. The Offerors will not pay any fees or commissions to any broker, dealer or other person other than the Dealer Managers and the Tender and Information Agent in connection with the solicitation of tenders of Securities pursuant to the Tender Offers. The Offerors will, however, reimburse brokers, dealers, commercial banks and trust companies for customary mailing and handling expenses incurred by them in forwarding the Tender Offer documents and related materials to their clients.

Each of the Dealer Managers and/or its affiliates, in the ordinary course of its business, makes markets in securities of the Offerors, including the Securities. As a result, from time to time, the Dealer Managers and/or their affiliates may own certain of the securities of the Offerors, including the Securities. In addition, the Dealer Managers may tender Securities into the Tender Offers for their own accounts. In the ordinary course of business, the Dealer Managers and their respective affiliates have in the past provided, currently provide, and may in the future from time to time provide, investment banking and general financing and commercial banking services to the Offerors and certain of their respective affiliates, including the provision of credit facilities, and/or the performance of financial advisory services for the Offerors and their respective affiliates, for which they received, or will receive, customary fees and expenses. The Dealer Managers are not obligated to make a market in the Securities.

None of the Dealer Managers, the Tender and Information Agent or the trustees assumes any responsibility for the accuracy or completeness of the information concerning the Offerors or the Securities contained or referred to in this Offer to Purchase or in the documents incorporated by reference herein or for any failure by the Offerors to disclose events that may have occurred and may affect the significance or accuracy of such information.

NONE OF THE OFFERORS, THEIR RESPECTIVE AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT, OR THE TRUSTEE, PAYING AGENT, REGISTRAR OR TRANSFER AGENT WITH RESPECT TO ANY SERIES OF SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NONE OF THE OFFERORS OR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES AND, IF SO, THE PRINCIPAL AMOUNT OF SECURITIES TO TENDER.

In connection with the Tender Offers, the Offerors' respective officers and other employees (who will not be specifically compensated for such services) may solicit tenders by use of the mails personally or by telephone. The Offerors will also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this Offer to Purchase and related documents to the Holders and in handling or forwarding tenders of Securities by their customers.

MISCELLANEOUS

The Offerors are not aware of any jurisdiction in which the making of the Tender Offers is not in compliance with the laws of such jurisdiction. If any Offeror becomes aware of any jurisdiction where the making of the Tender Offers would not be in compliance with such laws, such Offeror will make a good faith effort to comply with any such laws. If, after such good faith effort, such Offeror cannot comply with any such applicable laws, the applicable Tender Offers will not be made to the Holders of Securities residing in such jurisdiction.

No person has been authorized to give any information or make any representations on any Offeror's behalf that is not contained in this Offer to Purchase or the Notice of Guaranteed Delivery, and none of the Offerors, the Dealer Managers, the Tender and Information Agent, the trustees, paying agents, registrars or transfer agents takes any responsibility for any such information or representations that person may give to you.

Any questions regarding procedures for tendering Securities or requests for additional copies of this Offer to Purchase and the Notice of Guaranteed Delivery should be directed to the Tender and Information Agent.

The Tender and Information Agent for the Tender Offers is:

Global Bondholder Services Corporation

65 Broadway, Suite 404
New York, NY 10006
Banks and Brokers call: (212) 430-3774
All others call Toll Free: (855) 654-2015
Email: contact@gbsc-usa.com

By facsimile:
(For Eligible Institutions only):
(212) 430-3775/3779

Confirmation by Telephone: (212) 430-3774

If a Holder has questions about any of the Tender Offers or the procedures for tendering Securities, the Holder should contact the Tender and Information Agent or the Dealer Managers at their respective telephone numbers. Requests for documents relating to the Tender Offers, including this Offer to Purchase, should be directed to the Tender and Information Agent.

The Lead Dealer Managers for the Tender Offers are:

Barclays Capital Inc.

745 Seventh Avenue
New York, NY 10019
United States of America
Attention: Liability Management Group
Collect: (212) 528-7581
Toll Free: (800) 438-3242
Email: us.lm@barclays.com

Citigroup Global Markets Inc.

388 Greenwich Street, Trading 4th Floor
New York, New York 10013
United States of America
Attn: Liability Management Group
Toll-Free: (800) 558-3745
Collect: (212) 723-6106
Email: ny.liabilitymanagement@citi.com

J.P. Morgan Securities LLC

383 Madison Avenue
New York, NY 10179
Attn: Liability Management Desk
Collect: (212) 834-3554
Toll-Free: (866) 834-4666

(for the Tender Offers of USD Notes)

Barclays Bank PLC

1 Churchill Place
London E14 5HP
United Kingdom
Attention: Liability Management Group
Telephone: + 44 20 3134 8515
Email: eu.lm@barclays.com

Citigroup Global Markets Inc.

388 Greenwich Street, Trading 4th Floor
New York, New York 10013
United States of America
Attn: Liability Management Group
Toll-Free: (800) 558-3745
Collect: (212) 723-6106
Email: ny.liabilitymanagement@citi.com

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom
Attn: EMEA Liability Management Group
Email: liability_management_EMEA@jpmorgan.com

(for the Tender Offer of EUR Notes)

Schedule A

Formula to Calculate Total Consideration

YLD	=	The applicable Repurchase Yield for the Securities being priced (expressed as a decimal number). The applicable Repurchase Yield is the sum of the applicable Reference Yield (as defined in this Offer to Purchase) and the applicable Fixed Spread (as set forth on the front cover of this Offer to Purchase).
CF_i	=	The aggregate amount of cash per \$1,000 principal amount (in the case of USD Notes) or €1,000 principal amount (in the case of EUR Notes) scheduled to be paid on the Securities being priced on the “ith” out of the N remaining cash payment dates for such Securities through the applicable maturity date for such Securities. Scheduled payments of cash consist of interest and principal.
CPN	=	The contractual annual rate of interest payable on a Security expressed as a decimal number.
N	=	The number of remaining cash payments for Securities being priced from but excluding the applicable Settlement Date to and including the applicable maturity date for such Securities.
S	=	The number of days from and including the interest payment date for such series of Securities immediately preceding the Settlement Date up to, but excluding, the Settlement Date. The number of days is computed using the 30/360 day-count method (in the case of USD Notes) or the actual/actual day-count method (in the case of EUR Notes).
AD	=	Actual number of days from and including the annual interest payment date immediately preceding the applicable Settlement Date up to, but not including, the interest payment date immediately following the applicable Settlement Date.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of the exponentiation symbol is raised to the power indicated by the term to the right of the exponentiation symbol.
D_i	=	The number of days from and including the Settlement Date to but excluding the “ith” out of the N remaining cash payment dates for the Securities being priced. The number of days is computed using the 30/360 day count method (in the case of USD Notes) or the actual/actual day-count method (in the case of EUR Notes) in accordance with market convention.
	=	Summate. The term to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive), and the separate calculations are then added together.
Accrued Interest	=	\$1,000 (CPN/2) (S/180) (in the case of USD Notes) or €1,000 (CPN)(S/AD) (in the case of EUR Notes)
Total Consideration	=	The price per \$1,000 principal amount (in the case of USD Notes) or €1,000 principal amount (in the case of EUR Notes) of the Securities being priced (excluding Accrued Interest). A tendering Holder of Securities will receive a total amount per \$1,000 principal amount (in the case of USD Notes) or €1,000 (in the case of EUR Notes) (rounded to the nearest cent) equal to the applicable Total Consideration or the applicable Late Tender Offer Consideration, plus Accrued Interest.
Early Tender Payment	=	The amount per \$1,000 principal amount of the Securities being priced, as set forth on the front cover of this Offer to Purchase, that is included in the applicable Total Consideration.
Late Tender Offer Consideration	=	Total Consideration minus the Early Tender Payment.
Total Consideration		$\sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD/2)^{\exp(D_i/180)}} \right] - \text{Accrued Interest} \quad (\text{in the case of USD Notes})$ $\sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD)^{\exp(D_i/AD)}} \right] - \text{Accrued Interest} \quad (\text{in the case of Euro Notes})$

Annex 1

Notice of Guaranteed Delivery

[Attached]

**VIATRIS INC.
MYLAN INC.**

NOTICE OF GUARANTEED DELIVERY

**To Tender the Outstanding Securities Listed Below
Pursuant to the Offer to Purchase dated September 4, 2024**

Any and All of the Outstanding Securities Listed Below

Issuer and Offeror	Title of Security	CUSIP / ISIN / Common Code	Principal Outstanding	Benchmark	Fixed Spread	Bloomberg Reference Page
Viatis Inc. (f/k/a Upjohn Inc.)	1.650% Senior Notes due 2025	<i>Registered Notes (CUSIP / ISIN):</i> 92556VAB2 / US92556VAB27	\$750,000,000	2.875% UST due 6/15/2025	25 bps	FIT3
Mylan Inc.	2.125% Senior Notes due 2025	<i>ISIN / Common Code Number:</i> Common Code: 180112928 ISIN: XS1801129286	€500,000,000	BUBILL 0% 8/20/2025	30 bps	FIT GEACT

THE TENDER OFFERS FOR THE 1.650% NOTES DUE 2025 AND THE 2.125% NOTES DUE 2025 (COLLECTIVELY, THE “ANY AND ALL NOTES”) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON SEPTEMBER 10, 2024, UNLESS EXTENDED BY THE APPLICABLE OFFEROR (AS DEFINED BELOW) (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED WITH RESPECT TO A TENDER OFFER, THE “EXPIRATION DATE”). IN ORDER FOR HOLDERS TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION, SUCH HOLDERS MUST VALIDLY TENDER THEIR ANY AND ALL NOTES AT OR PRIOR TO THE EXPIRATION DATE. ANY AND ALL NOTES THAT HAVE BEEN TENDERED MAY BE WITHDRAWN AT ANY TIME AT OR PRIOR TO THE EXPIRATION DATE BUT NOT, EXCEPT AS OTHERWISE PROVIDED, THEREAFTER. A PROPERLY TRANSMITTED AGENT’S MESSAGE (FOR ANY AND ALL NOTES HELD THROUGH DTC) OR A VALID ACCEPTANCE INSTRUCTION (FOR ANY AND ALL NOTES HELD THROUGH EUROCLEAR OR CLEARSTREAM), TOGETHER WITH CONFIRMATION OF BOOK-ENTRY TRANSFER OR BLOCKING OF SUCH ANY AND ALL NOTES, AND ANY OTHER DOCUMENTS REQUIRED MUST BE DELIVERED TO THE TENDER AND INFORMATION AGENT NO LATER THAN 5:00 P.M., NEW YORK CITY TIME, ON THE SECOND BUSINESS DAY AFTER THE EXPIRATION DATE. SETTLEMENT FOR ANY AND ALL NOTES TENDERED PURSUANT TO THIS NOTICE OF GUARANTEED DELIVERY AND ACCEPTED IN THE ANY AND ALL TENDER OFFER IS EXPECTED TO BE SEPTEMBER 16, 2024.

As set forth in the Offer to Purchase dated September 4, 2024 (as the same may be amended or supplemented from time to time, the “Offer to Purchase”) issued by Viatis Inc., Mylan Inc. and Utah Acquisition Sub Inc. (each, an “Offeror”), under the caption “—The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery,” this Notice of Guaranteed Delivery (the “Notice of Guaranteed Delivery” and, collectively with the Offer to Purchase, the “Offer Documents”) must be used to tender the Any and All Notes pursuant to the Offer to Purchase if a Holder cannot complete the procedures for book-entry transfer prior to the Expiration Date. Capitalized terms used but not defined herein have the respective meanings assigned to them in the Offer to Purchase. The offers to purchase the Any and All Notes are referred to herein as the “Any and All Tender Offers”.

This Notice of Guaranteed Delivery may be delivered by hand or mail or transmitted by facsimile transmission to Global Bondholder Services Corporation (the “Tender and Information Agent”) prior to the Expiration Date as set forth below, but in any case it must be delivered to the Tender and Information Agent in physical form prior to the Expiration Date. In lieu of physical delivery, this Notice of Guaranteed Delivery may be transmitted in accordance with the usual procedures of the relevant Clearing System (as defined below); provided that if the notice

is sent by one of the Clearing Systems through electronic means, it must state that the Clearing System has received an express acknowledgment from the Holder on whose behalf the notice is given that the Holder has received and agrees to become bound by the terms of the applicable Any and All Tender Offer, including this Notice of Guaranteed Delivery.

The Tender and Information Agent for the Any and All Tender Offers is:

Global Bondholder Services Corporation
65 Broadway, Suite 404
New York, NY 10006
Banks and Brokers call: (212) 430-3774
All others call Toll Free: (855) 654-2015
Email: contact@gbsc-usa.com
Website: www.gbsc-usa.com/viatris/

*By Regular, Registered or Certified
Mail: Hand or Overnight Delivery:*
Global Bondholder Services
Corporation
65 Broadway, Suite 404
New York, NY 10006

*By Facsimile Transmission:
(For Eligible Institutions Only)*
(212) 430-3775/3779

For Confirmation by Telephone:
(212) 430-3774

Delivery of this Notice of Guaranteed Delivery to an address, or transmission of instructions via facsimile transmission, other than as set forth above will not constitute a valid delivery.

This form is not to be used to guarantee signatures. If a signature on the Agent's Message is required to be guaranteed by a "Medallion Signature Guarantor" under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Agent's Message.

Ladies and Gentlemen:

On the terms and subject to the conditions of the Offer Documents, the undersigned hereby tenders to the applicable Offeror the principal amount of the Any and All Notes indicated herein, pursuant to the guaranteed delivery procedures described herein and in the Offer to Purchase under the caption “—The Terms of the Tender Offers—Procedures for Tendering Notes—Guaranteed Delivery”. The undersigned hereby represents and warrants that the undersigned has full power and authority to tender such Any and All Notes.

The undersigned understands that the Any and All Notes may be tendered and guarantees may be delivered only in principal amounts equal to the respective minimum authorized denomination and the integral multiple in excess of the minimum authorized denomination set forth in the Offer to Purchase for the applicable Any and All Notes. Alternative, conditional or contingent tenders will not be considered valid. The undersigned understands that tenders of the Any and All Notes pursuant to the Any and All Tender Offers may not be withdrawn after the Expiration Date (except as described in the Offer to Purchase). If any Any and All Tender Offer is terminated or withdrawn, the Any and All Notes tendered pursuant to such Any and All Tender Offer will be credited to the respective accounts maintained at The Depository Trust Company (“DTC” or the “Book-Entry Transfer Facility”) or Euroclear Bank S.A./N.V., as operator of the Euroclear System (“Euroclear”), or Clearstream Banking, S.A. (“Clearstream” and, together with DTC and Euroclear, the “Clearing Systems”), as applicable, from which such Any and All Notes were delivered.

The undersigned understands that payment by the Tender and Information Agent for the Any and All Notes tendered and accepted for payment pursuant to the applicable Any and All Tender Offer will be made only after receipt by the Tender and Information Agent, no later than the close of business on the second business day after the Expiration Date, of a properly transmitted Agent’s Message (for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream), together with confirmation of book-entry transfer or blocking of such Any and All Notes, and any other documents required by the Agent’s Message or electronic acceptance instruction, as applicable.

Except as expressly described herein, the Eligible Institution that completes this Notice of Guaranteed Delivery must deliver a physical copy of this Notice of Guaranteed Delivery to the Tender and Information Agent and must deliver the Agent’s Message, together with confirmation of book-entry transfer thereof, to the Tender and Information Agent within the time period stated above. **Failure to do so will result in an invalid tender of the related Any and All Notes and could result in a financial loss to such Eligible Institution.**

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall survive the death or incapacity of the undersigned and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

**PLEASE SIGN AND
COMPLETE**

This Notice of Guaranteed Delivery must be signed by the DTC, Euroclear or Clearstream participant tendering the Any and All Notes on behalf of the holder(s) of such Any and All Notes exactly as such participant's name appears on the books of DTC, Euroclear or Clearstream, as applicable, as the owner of such Any and All Notes. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, address and capacity as indicated below and submit evidence satisfactory to the applicable Offeror of such person's authority so to act.

Aggregate Principal Amount of the Any and All Notes Tendered:

CUSIP (for USD Notes): _____

ISIN (for EUR Notes): _____

[Euroclear/Clearstream/DTC] Participant Account Number: _____

Transaction Code Number: _____

Date: _____

The Participant holds the Any and All Notes Tendered through DTC, Euroclear or Clearstream on behalf of the following ("**Beneficiary**"):

Name and Tel. No. of Contact (if known) at the Beneficiary:

Name of Participant:

Address of Participant including Zip Code:

Area Code and Tel. No.: _____

Name(s) of Authorized Signatory: _____

Capacity: _____

Address of Authorized Signatory: _____

Area Code and Tel. No.: _____

Signature(s) of
Authorized
Signatory:

Date: _____

GUARANTEE
(Not to be used for signature guarantee)

The undersigned, a firm that is a member of a registered national securities exchange or of the Financial Industry Regulatory Authority, a commercial bank or trust company having an office or correspondent in the United States or an "Eligible Guarantor Institution" within the meaning of Rule 17Ad-15(a)(2) under the Securities Exchange Act of 1934, as amended (each of the foregoing being referred to herein as an "Eligible Institution"), hereby (1) represents that each holder on whose behalf this tender is being made "own(s)" the Any and All Notes tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, (2) represents that such tender of the Any and All Notes is being made by guaranteed delivery, and (3) guarantees that, no later than the close of business on the second business day after the Expiration Date, a properly transmitted Agent's Message for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream), together with confirmation of book-entry transfer or blocking of such Any and All Notes, and any other documents, will be deposited by such Eligible Institution with the Tender and Information Agent.

The Eligible Institution that completes this form acknowledges that it must deliver a physical copy of the Notice of Guaranteed Delivery to the Tender and Information Agent and Agent's Message for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream) together with confirmation of book-entry transfer thereof to the Tender and Information Agent within the time period shown herein. Failure to do so will result in an invalid tender of the related Any and All Notes and could result in financial loss to such Eligible Institution.

Name of Firm: _____

Address: _____

(including Zip Code)

Area Code and Tel. No. _____

(Authorized Signature)

Name: _____

Title: _____

Date: _____