

Summary of the Mylan N.V. Extraordinary General Meeting (June 30, 2020)

Hotel Okura Amsterdam

1. In accordance with the articles of association of Mylan N.V. (the "Company"), the June 30, 2020 extraordinary general meeting of shareholders (the "**Meeting**") was chaired by the Executive Chairman of the Company's board of directors (the "**Mylan Board**"), Mr. Robert J. Coury (the "**Chairman**"). The Chairman appointed the Company's Secretary, Mr. Joseph Haggerty, as secretary (the "**Secretary**") of the Meeting.
2. The Secretary established that the Meeting had been duly convened pursuant to applicable provisions of Dutch and United States law and the Company's articles of association and stated that the relevant requirements regarding all voting items would be as described in the Proxy Statement.
3. The Chairman then confirmed that the inspector of election has reported to the Chairman prior the Meeting that all voting items on the agenda had received the affirmative vote of the requisite majority of votes cast by shareholders and therefore passed, other than Item C below:
 - A. Approval of the following matters relating to the Combination (collectively, the "Combination Proposal"):
 - Approval of the Mylan Merger: Resolution to enter into and effectuate a legal triangular merger (*juridische driehoeksfusie*), whereby Mylan, as disappearing company, will merge with and into Mylan II B.V. ("Mylan Newco Sub"), as acquiring company, and whereby Mylan I B.V. ("Mylan Newco") will allot shares in its capital to Mylan shareholders at the time of such merger in accordance with the merger proposal that will be deposited with the Dutch trade registry and disclosed for public inspection, prepared by the respective boards of directors of Mylan, Mylan Newco and Mylan Newco Sub (the "Mylan Merger");
 - Approval of the Share Sale: Resolution to approve, under Section 2:107a of the Dutch Civil Code, the sale and transfer by Mylan Newco, immediately following the time at which the Mylan Merger becomes effective (the "Mylan Merger Effective Time"), of all issued and outstanding shares in the capital of Mylan Newco Sub to Utah Acquisition Sub Inc. ("Acquisition Sub") or its designated nominee (the "Share Sale");
 - Approval of the Mylan Newco Liquidation: Resolution to, effective as of the time at which the Share Sale *becomes* effective, approve and effectuate (i) the dissolution of Mylan Newco (*ontbinding*) and its subsequent liquidation (*vereffening*) in accordance with Sections 2:19 and 2:23b of the Dutch Civil Code, (ii) the appointment of Stichting Liquidator Mylan (the "Liquidator") as liquidator (*vereffenaar*) of Mylan Newco and (iii) the appointment of an affiliate of Upjohn Inc. (the "Liquidation Custodian") as custodian of the books and records of Mylan Newco in accordance with Section 2:24 of the Dutch Civil Code;
 - Approval of the Alternative Transaction Structure: Resolution to, if the Mylan Merger is not consummated within the period specified by Section 2:318(1) of the Dutch Civil Code, (i) approve, under Section 2:107a of the Dutch Civil Code, the sale, transfer, assignment and delivery by Mylan to Acquisition Sub or its designated nominee of all of the right, title and interest of Mylan in, to and under all of its assets (the "Asset Sale"), and (ii) approve and effectuate, as soon as practicable following the Asset Sale, (x) the dissolution of Mylan (*ontbinding*) and its subsequent liquidation (*vereffening*) in accordance with Sections 2:19 and 2:23b of the Dutch Civil Code, (y) the appointment of the Liquidator as liquidator (*vereffenaar*) of Mylan and (z) the appointment of the Liquidation Custodian as custodian of the books and records of Mylan in accordance with Section 2:24 of the Dutch Civil Code; and
 - B. Approval of the Discharge of Directors: Resolution to, effective upon the Mylan Merger Effective Time or the effective time of the Asset Sale (which shall be 6:00 p.m., New York

City time, on the date of the Asset Sale), as applicable, provide full and final discharge to each member of the Mylan Board for their acts of management or supervision, as applicable, up to the date of the EGM; provided that no discharge shall be given to any director for acts as a result of fraud (*bedrog*), gross negligence (*grove schuld*) or willful misconduct (*opzet*) of such director;

- C. Adoption of a non-binding, advisory resolution to adopt the golden parachute compensation that will or may be paid or become payable to those named executive officers of Mylan who depart from the Company in connection with, or following, the consummation of the Combination (the "Compensation Proposal");
- D. Adoption of a non-binding, advisory resolution to adopt certain features of Upjohn Inc.'s ("Newco") governance which will replace the corresponding features of Mylan's governance, effective upon the closing of the Combination, relating to (i) the right of stockholders to nominate directors and make other stockholder proposals at stockholder meetings and (ii) director terms and stockholder removal of directors (the "Proposal Regarding Procedures for Determining Board Composition"); and
- E. Adoption of a non-binding, advisory resolution to adopt certain features of Newco's governance which will replace the corresponding features of Mylan's governance, effective upon the closing of the Combination, relating to the right of stockholders to call special meetings of stockholders (the "Stockholder Special Meetings Proposal")

4. The Chairman then closed the Meeting.
