## **Endo International plc**

35<sup>th</sup> Annual J.P. Morgan Healthcare Conference

January 9, 2017



### Forward Looking Statements; Non-GAAP Financial Measures

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. Statements including words such as "believes," "expects," "anticipates," "intends," "estimates," "plan," "will," "may," "look forward," "intend," "guidance," "future" or similar expressions are forward-looking statements. Because these statements reflect our current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Although Endo believes that these forward-looking statements and information are based upon reasonable assumptions and expectations, readers should not place undue reliance on them, or any other forward looking statements or information in this presentation. Investors should note that many factors, as more fully described in the documents filed by Endo with securities regulators in the United States and Canada including under the caption "Risk Factors" in Endo's Form 10-K, Form 10-Q and Form 8-K filings, as applicable, with the Securities and Exchange Commission and with securities regulators in Canada on System for Electronic Document Analysis and Retrieval ("SEDAR") and as otherwise enumerated herein or therein, could affect Endo's future financial results and could cause Endo's actual results to differ materially from those expressed in any forward-looking statements. The forward-looking statements in this presentation are qualified by these risk factors. Endo assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities law.

This presentation may refer to non-GAAP financial measures, including adjusted diluted EPS, that are not prepared in accordance with accounting principles generally accepted in the United States and that may be different from non-GAAP financial measures used by other companies. Investors are encouraged to review Endo's current report on Form 8-K furnished to the SEC for Endo's reasons for including those non-GAAP financial measures in this presentation. Except as noted on Form 8-K, reconciliation of non-GAAP financial measures to the nearest comparable GAAP amounts have been provided within the appendix included at the end of this presentation.



## Q3'16 Results and Recent Activity

- Delivered solid top- and adjusted bottom-line Q3 2016 results
  - Performance across all business units in line or ahead of Company expectations
  - Exceeded Q3 guidance
- Reaffirming full-year 2016 revenue and adjusted diluted EPS guidance
- Statistically significant positive Phase IIb results for XIAFLEX® in cellulite
- Key FTF launches of generic SEROQUEL® (November 1st) and generic ZETIA® (December 12th)
- Strategic review of the company underway
  - Sharpened focus on operational execution
    - Appointed a COO of Endo, moving to a more unified operating model
  - Returned BELBUCA<sup>TM</sup> to BDSI and eliminated pain sales force; greater focus and resources on the Specialty Branded Business
  - Strategic review and evaluation of product and asset portfolio continuing to progress

Q4 results, 2017 guidance & strategic assessment update Feb 28th, 2017



## 9M 2016 Snapshot

Revenue (US \$M)	9M 2016	9M 2015	Y/Y change %
U.S. Branded Pharmaceuticals	\$877	\$905	(3%)
U.S. Generic Pharmaceuticals	\$1,682	\$1,063	58%
International Pharmaceuticals	\$209	\$227	(8%)
Total	\$2,769	\$2,195	26%



# 9M 2016: Financial Results (Adjusted Continuing Operations\*)

(US \$M)	9M 2016	9M 2015	Y/Y change
Revenue	\$2,769	\$2,195	26%
Gross Margin	60%	64%	(400 bps)
Operating Income	\$1,011	\$930	9%
Income from Continuing Operations	\$659	\$626 <sup>(1)</sup>	5%
Effective Tax Rate	2%	8% (1)	(600 bps)
Diluted EPS	\$2.95	\$3.26 <sup>(1)</sup>	(10%)
Weighted Average Diluted Shares Outstanding	223	192	16%

 $^{(1)}$  See FN 12 of the Non-GAAP Reconciliations in Exhibit 99.1 to the 8-K filed November 8, 2016 for the impact of the SEC's recently updated guidance on Non-GAAP measures issued in May 2016



<sup>\*</sup> Continuing Operations includes Endo and Par and excludes ASTORA (formerly known as AMS Women's Health)

# 2016 Financial Guidance - Updated (Continuing Operations\*)

Measure	FY 2016 Financial Guidance					
Revenues	\$3.87B - \$4.03B					
Adjusted Gross Margin	~ 60.0%					
Adjusted Operating Expense to Revenue Ratio	~ 22.5%					
Adjusted Interest Expense	~ \$450M					
Adjusted Effective Tax Rate	Zero - 2.0%					
Adjusted Diluted EPS	\$4.50 - \$4.80					
GAAP EPS	\$0.98 - \$1.28					
Weighted Average Diluted Shares Outstanding	~223M					

#### 2016 guidance reaffirmed



## 9M 2016 Performance: U.S. Branded Pharmaceuticals





## Branded YoY performance reflects a transitioning portfolio

#### **Specialty**

 Increased 19% driven by continued demand for XIAFLEX® and SUPPRELIN LA®

#### Pain

- Declined 20% mainly attributable to competition on VOLTAREN GEL®, LIDODERM® and OPANA ER®
  - VOLTAREN GEL® Gx entry in March 2016

#### **Other Branded**

- Increased 11% primarily driven by the acquisition of Par brands
  - Includes divested BELBUCA<sup>TM</sup> & STENDRA®
  - FROVA® Gx entry in March 2016



## Pain Business Update

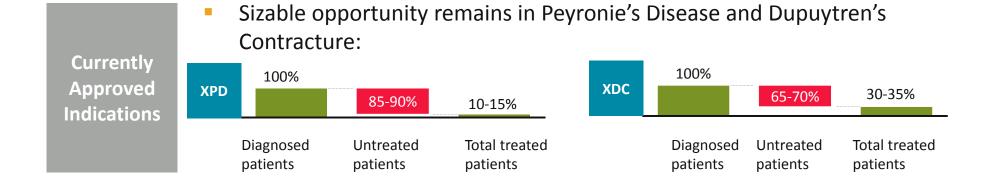
- BELBUCA<sup>TM</sup> returned to BDSI and elimination of pain sales force
  - Legacy pain portfolio products will be managed as mature products and no longer require field sales promotion
  - 375-member U.S. Branded pain sales force elimination expected to provide cost savings, drive greater efficiencies and enhance operational focus
    - restructuring charges of ~\$60 million, including an approximate \$40 million noncash intangible asset impairment charge in 2016
    - ~\$90-\$100m in annual run rate pre-tax gross cost savings in 2017 to be substantially redeployed to support our core branded franchises
- Continue to promote other Specialty assets (i.e., XIAFLEX®, SUPPRELIN LA®, TESTOPEL® and AVEED®)



### XIAFLEX® Remains a Core Asset



- 9M YTD U.S. sales of \$134M; revenue split ~55%/45% between PD/DC
- 9M YTD U.S. demand vials 12% YoY overall, including 16% YoY growth in PD
- 2016 expected revenue growth continues to be low double-digit
- IP expected to be well protected going out late into the next decade





### XIAFLEX® in Cellulite



#### Anatomy of Cellulite

#### Highly statistically significant positive Ph2b results in patients with Cellulite

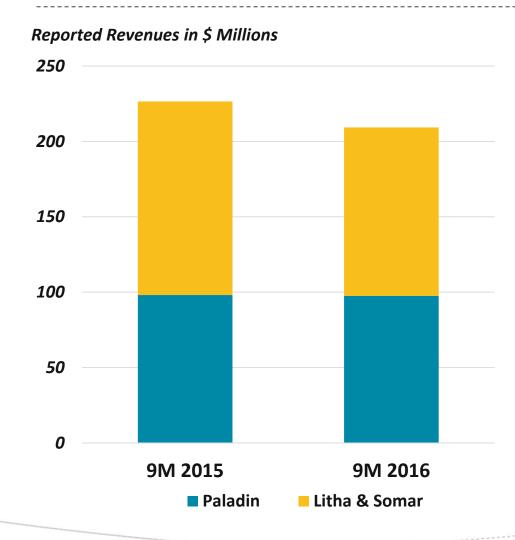


- Cellulite affects ~85-98% of all U.S. women and < 10% of U.S. men
- Approximately 30M women identified with self-reported cellulite
- Currently working with the FDA to efficiently and effectively advance our development of the cellulite program into Phase III

#### Analysis of R&D pipeline and priority programs ongoing



## 9M 2016 Performance: International Pharmaceuticals



## Overall segment performance in line with Company expectations

#### **Paladin**

- Solid performance across base business
- Nucynta® launched, XIAFLEX®
  Canadian rights secured
- Continuing to manage expected LOE impact

#### Litha & Somar

- Underlying revenue<sup>[1]</sup> growth is largely driven by volume
- Continued to improve adjusted operating margins



## Generic Competitive Advantage

#### **BENEFITS of a Big Generic Company**

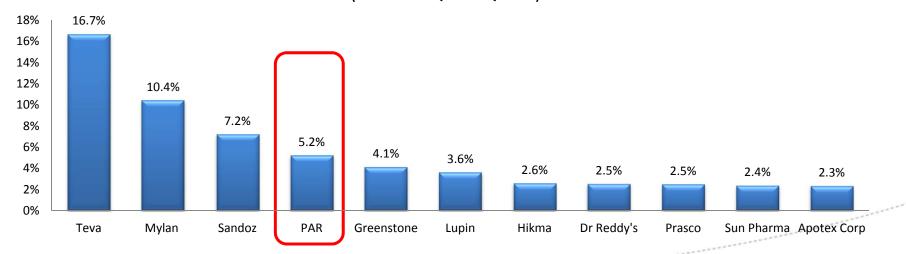
- Breadth of Product Portfolio
- Strong Trade Presence
- Established Corporate Infrastructure

#### With the STRENGTHS of an Agile Company

- Every Product is Important
- Focused on US Market
- Quick Decision Making
- Ability to Execute Quickly

#### **U.S. Generic Market Share by Company**

(IMS Dollars - Qtr as of Q3-2016)





## Full Suite of Technology Capabilities

- Par has strategically expanded its technology, manufacturing, handling and development capabilities, shifting from primarily solid oral immediate and extended release products to a diversified array of dosage forms
- Highly compliant manufacturing with annual capacity of ~20 billion extended units







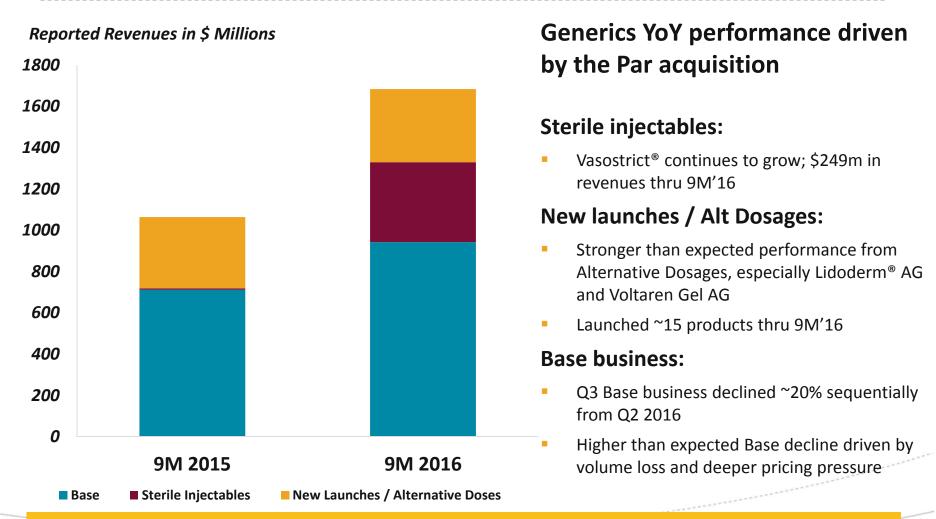
 Bupropion ER, hydrocodone/APAP, lamotrigine ER, propafenone ER, etc.

- Vasostrict, adrenalin, aplisol, etc.
- Nascobal spray, KCl liquid, lidocaine patch, testosterone gel, etc.

Par has become a more diversified company with expanded and differentiated capabilities, including polypeptides



## 9M 2016 Performance: U.S. Generic Pharmaceuticals



FY 2016 decline expected to be in the low-30s percentage range on a proforma basis



## Generics: 2016 Progress and Milestones

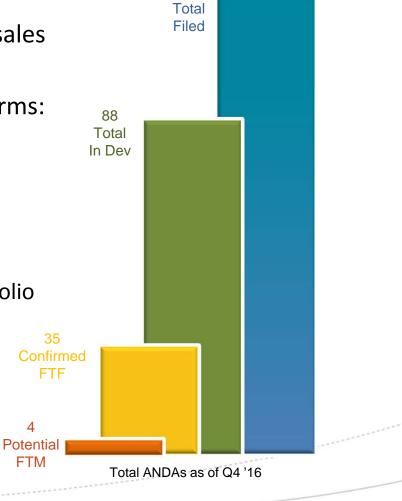
- Approximately 20 new product launches: ~\$11bn in market value
  - Two key FTF: generic SEROQUEL® and generic ZETIA® launched as expected
- 27 regulatory submissions
  - 21 ANDA submissions
  - 2 EU dossiers
  - **1** 505(b)(2)
  - 3 Prior Approval Supplements
- Completed restructuring to rationalize Generics product portfolio and manufacturing network
  - Estimated ~\$60 million in annual net run rate savings to be fully realized by Q4 2017



## PAR Possesses a Robust Pipeline

■ 117 filed ANDAs - ~\$32.1bn in IMS brand sales

- Several Research and Development platforms:
  - Internal
  - External
- Paragraph IV; First-to-File focus
  - Majority of our current development portfolio



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## Select Pipeline Launches 2017 - 2019

Buprenorphine and Naloxone Sublingual Film

**IMS Market value Product Brand** (~\$mm,LTM) **REMODULIN®** \$500 Treprostinil Vigabatrin powder SABRIL® \$430 **EXELON®** \$215 Rivastigmine Patch Ciprofloxacin / Dexmethasone \$485 CIPRODEX® \$960 **Amphetamine Salts ER Capsules** ADDERALL® Sapropterin Dihydrochloride Tabs/OS KUVAN® \$275 **Everolimus Tabs AFINITOR®** \$400 **Everolimus Tabs ZORTRESS®** \$100 Methylphenidate HCl ER Tabs **CONCERTA®** \$1,800 **Tolvaptan Tabs** SAMSCA® \$100

SUBOXONE FILM®



\$1,600

### Key Highlights in 2016

## Operational Execution

- New CEO and Executive Leadership Team
- Centralized and streamlined global supply chain
- Divested non-core assets BELBUCA<sup>™</sup> and restructured the pain franchise, eliminating 375-member field force
- Reorganized and restructured the generics manufacturing network, pruning low value projects and divested the Charlotte facility

## Deliver on pipeline

- XIAFLEX® remains a core asset exciting and highly statistically significant Ph2b data in cellulite announced in November
- Launched ~20 generic products, including key FTF, gSEROQUEL® and gZETIA®
- Filed 27 regulatory submissions

## Strategic evaluation

- Product and asset portfolio assessment initiated and ongoing with some actions already executed, ex: return of BELBUCA<sup>TM</sup> to BDSI
- Additional visibility expected on February 28<sup>th</sup>, 2017



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## Reconciliation of Non-GAAP Measures

Nine Months Ended September 30, 2016

	Total revenues	Cost of revenues	Gross margin	Gross margin %	Total operating expenses	Operating expense to revenue %	Operating loss from continuing operations	Operating margin %	Other non- operating expense, net	Loss from continuing operations before income tax	Income tax benefit	Effective tax rate	Income from continuing operations	Discontinued operations, net of tax	Net loss attributable to Endo International plc (16)	Diluted earnings per share (17)
Reported (GAAP)	\$2,768,761	\$1,878,395	\$ 890,366	32%	\$1,067,322	39%	\$ (176,956)	(6)%	\$ 341,298	\$ (518,254)	\$(627,807)	121%	\$ 109,553	\$ (118,747)	\$ (9,210)	\$ 0.49
Items impacting comparability:																
Amortization of intangible assets (1)	_	(636,061)	636,061		_		636,061		_	636,061	_		636,061	_	636,061	2.84
Inventory step-up and other costs savings (2)	_	(110,437)	110,437		(1,350)		111,787		_	111,787	_		111,787	_	111,787	0.50
Upfront and milestone- related payments (3)	_	(1,973)	1,973		(3,902)		5,875		_	5,875	_		5,875	_	5,875	0.03
Inventory reserve increase from restructuring (4)	_	(24,592)	24,592		_		24,592		_	24,592	_		24,592	_	24,592	0.11
Royalty obligations (5)	_	7,750	(7,750)		_		(7,750)		_	(7,750)	_		(7,750)	_	(7,750)	(0.03)
Separation benefits and other restructuring (6)	_	(19,394)	19,394		(26,426)		45,820		_	45,820	_		45,820	_	45,820	0.21
Charges for litigation and other legal matters (8)	_	_	_		(28,715)		28,715		_	28,715	_		28,715	_	28,715	0.13
Asset impairment charges (9)	_	_	_		(263,080)		263,080		_	263,080	_		263,080	_	263,080	1.18
Acquisition-related and integration costs (10)	_	_	_		(55,422)		55,422		_	55,422	_		55,422	_	55,422	0.25
Fair value of contingent consideration (11)	_	_	_		(24,779)		24,779		_	24,779	_		24,779	_	24,779	0.11
Non-cash and penalty interest charges (12)	_	_	_		_		_		(4,092)	4,092	_		4,092	_	4,092	0.02
Other (13)	_	_	_		_		_		5,437	(5,437)	_		(5,437)	_	(5,437)	(0.02)
Tax adjustments (14)	_	_	_		_		_		_	_	637,998		(637,998)	_	(637,998)	(2.87)
Exclude discontinued operations, net of tax (15)	_	_	_		_		_		_	_	_		_	118,747	118,747	_
After considering items (non-GAAP)	\$2,768,761	\$1,093,688	\$1,675,073	60 %	\$ 663,648	24 %	\$ 1,011,425	37 %	\$ 342,643	\$ 668,782	\$ 10,191	2 %	\$ 658,591	s _	\$ 658,575	\$ 2.95



## Reconciliation of Non-GAAP Measures

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	Total revenues	Cost of revenues	Gross margin	Gross margin	Total operating expenses	Operating expense to revenue %	Operating loss from continuing operations	Operating margin %	Other non- operating expense, net	Loss from continuing operations before income tax	Income tax benefit	Effective tax rate	Loss from continuing operations	Discontinued operations, net of tax	Net loss attributable to Endo International plc (16)	Diluted loss per share (17)
Reported (GAAP)	\$2,195,021	\$1,265,583	\$ 929,438	42%	\$1,659,400	76%	\$ (729,962)	(33)%	\$ 354,674	\$(1,084,636)	\$(340,528)	31%	\$ (744,108)	\$ (632,624)	\$ (1,376,579)	\$ (3.96)
Items impacting comparability:																
Amortization of intangible assets (1)	_	(333,759)	333,759		_		333,759		_	333,759	_		333,759	_	333,759	1.76
Inventory step-up and other costs savings (2)	_	(131,783)	131,783		_		131,783		_	131,783	_		131,783	_	131,783	0.69
Upfront and milestone- related payments (3)	_	(5,866)	5,866		(8,197)		14,063		_	14,063	_		14,063	_	14,063	0.07
Separation benefits and other restructuring (6)	_	(906)	906		(69,350)		70,256		_	70,256	_		70,256	_	70,256	0.36
Acceleration of Auxilium employee equity awards (7)	_	_	_		(37,603)		37,603		_	37,603	_		37,603	_	37,603	0.20
Charges for litigation and other legal matters (8)	_	_	_		(19,875)		19,875		_	19,875	_		19,875	_	19,875	0.11
Asset impairment charges (9)	_	_	_		(1,000,850)		1,000,850		_	1,000,850	_		1,000,850	_	1,000,850	5.31
Acquisition-related and integration costs (10)	_	_	_		(134,778)		134,778		_	134,778	_		134,778	_	134,778	0.71
Fair value of contingent consideration (11)	_	_	_		83,601		(83,601)		_	(83,601)	_		(83,601)	_	(83,601)	(0.44)
Non-cash and penalty interest charges (12)	_	_	_		_		_		(6,302)	6,302	_		6,302	_	6,302	0.02
Other (13)	_	_	_		(800)		800		(101,864)	102,664	_		102,664	_	102,664	0.55
Tax adjustments (14)	_	_	_		_		_		_	_	398,419		(398,419)	_	(398,419)	(2.12)
Exclude discontinued operations, net of tax (15)					_									675,998	675,998	
After considering items (non-GAAP)	\$2,195,021	\$ 793,269	\$1,401,752	64%	\$ 471,548	21 %	\$ 930,204	42 %	\$ 246,508	\$ 683,696	\$ 57,891	8%	\$ 625,805	\$ 43,374	\$ 669,332	\$ 3.26



## Reconciliation of Non-GAAP Measures

Notes to the reconciliation of certain line items included in the GAAP Statements of Operations to the Non-GAAP line items are as follows:

(1) Adjustments for amortization of commercial intangible assets included the following:

	Nine Months Ended September 3					
•	2016		2015			
Amortization of intangible assets excluding fair value step-up from contingent consideration S	606,090	\$	314,179			
Amortization of intangible assets related to fair value step-up from contingent consideration	29,971		19,580			
Total	636,061	\$	333,759			

(2) Adjustments for inventory step-up and other cost savings included the following

		Nine Months Ended September 30,										
		20	16		Ξ	2015						
	Co	ost of revenues	0	perating expenses	Ξ	Cost of revenues	Operating expense					
Fair value step-up of inventory sold	\$	99,099	\$	957	\$	122,714	\$	_				
Excess manufacturing costs that will be eliminated pursuant to integration plans		11,338		393		9,069		_				
Total	\$	110,437	\$	1,350	\$	131,783	\$	_				

Adjustments for upfront and milestone-related payments to partners included the following:

		Nine Months Ended September 30,									
		20		2015							
	Cost	Cost of revenues		ting expenses	Cost	of revenues	Operating expens				
Sales-based milestones	\$	1,973	\$		\$	5,866	\$	_			
Development-based milestones		_		3,902		_		8,197			
Total		1,973		3,902		5,866		8,197			

- (4) To exclude charges due to increases of excess inventory reserves related to the 2016 U.S. Generic Pharmaceuticals restructuring initiative.
- (5) To adjust for the reversal of the remaining Voltaren® Gel minimum royalty obligations as a result of a generic entrant.
- (6) Adjustments for separation benefits and other restructuring included the following:

	Nine Months Ended September 30,										
	2016					2015					
	Cos	t of revenues	Ope	rating expenses	Cost	of revenues	Oper	ating expenses			
Separation benefits	\$	11,969	\$	18,008	\$	906	\$	58,348			
Accelerated depreciation and product discontinuation charges		7,425		2,803		_		8,320			
Other		_		5,615		_		2,682			
Total	\$	19,394	\$	26,426	\$	906	\$	69,350			

- (7) To exclude the acceleration of Auxilium employee equity awards at closing of acquisition.
- (8) To exclude litigation settlement charges.
- (9) To exclude asset impairment charges. During the nine months ended September 30, 2016 we recorded pre-tax, non-cash impairment charges of \$5.28. In million in our U.S. Branded Plus Segment relating to our Sumavel\* DosePro\* product, which resulted from unfavorable formulary changes and a downtum in its performance, a \$16.2 million charge on a definite-lived intangible asset in our International Pharmaceuticals segment relating to a third quarter 2016 decision not to pursue commercialization of a product in certain international markets, a \$69.0 million charge due to certain market conditions impacting the commercial potential of certain international markets, a \$69.0 million charge due to certain segment, a \$100.3 million charge related to the 2016 U.S. Generic Pharmaceuticals sestructuring initiative, which resulted from the discontinuation of certain commercial products and the abandonment of certain IPR&D projects. During the nine months ended September 20, 2015, we recorded pre-tax, non-cash impairment charges of \$10.0 million as a result of a third quarter 2015 provisional impairment charge of \$50.0 million, representing the difference between the estimated implied fair value of the former UEO reporting unit's goodwill and its respective net book value, \$313.1 million on certain intangple assets primarily from our U.S. Branded Pharmaceuticals and U.S. Generic Pharmaceuticals segments, and \$7.0 million on certain leasehold improvements associated with Auxilium's former headquarters.
- (10) Adjustments for acquisition and integration items primarily relate to various acquisitions, including Par Pharmaceuticals and Auxilium Pharmaceuticals, and included the following:

	Nin	Nine Months Ended September 30,							
			2015						
Integration costs (primarily third-party consulting fees)	\$	38,311	\$	23,356					
Transaction costs		_		90,583					
Transition services		9,729		12,911					
Other		7,382		7,928					
Total	\$	55,422	\$	134,778					

- (11) To exclude the impact of the change in fair value of contingent consideration resulting from certain market conditions impacting the commercial potential of the underlying products.
- (12) Adjustments to interest charges included the following:

	Nine Months Ended September				
		2016		2015	
Penalty interest charges	\$	4,092	\$	4,670	
Non-cash interest expense related to our 1.75% Convertible Senior Subordinated Notes		_		1,632	
Total	\$	4,092	\$	6,302	

(13) Adjustments to other included the following:

	Nine Months Ended September 30,								
	20	16	2015						
	Operating expenses	Other non- operating expenses	Operating expenses	Other non- operating expenses					
Costs associated with unused financing commitments	s –	s –	\$ 800	\$ 78,352					
Other than temporary impairment of equity investment	_	_		18,869					
Foreign currency impact related to the re- measurement of intercompany debt instruments	_	1,558	_	(23,991)					
Loss on extinguishment of debt	_	_		41,889					
Other miscellaneous expense (income)	_	(6,995)	_	(13,255)					
Total	ş <u> </u>	\$ (5,437)	\$ 800	\$ 101,864					

(14) During the third quarter of 2016, Endo completed a legal entity reorganization that moved the Generics business to a new U.S. holding company structure that is separate from the legacy Branded business structure. The reorganization also provides operating flexibility and benefits and reduces the potential impact related to any future limits that could apply to the use of trax attributes by utilizing most of the Company's attributes to offise the gain in the intercompany sale that stepped-up the tax basis of the U.S. Generics business assets. The utilization of acquired attributes in the reorganization would have all an unfavorable impact of \$157 million on our full-year 2016 adjusted tax expense under Endo's non-GAAP policy prior to the adoption of the SEC's updated guidance on Non-GAAP measures (see below). The elimination of this acquired attribute benefit was largely offset by an improved mix of jurisdictional adjusted per-ax income resulting primarily from the reorganization. The reorganization also gave rise to a discrete GAAP tax benefit of \$635 million arising from outside basis differences. This benefit has been excluded from our adjusted effective tax rate in accordance with our policy.

Separately, as a result of the SEC's updated guidance on Non-GAAP measures issued in May 2016, Endo is no longer excluding the non-cash deferred tax expense associated with acquired attributes in our adjusted income tax expense. This change has no impact on Endo's historic or forward looking GAAP tax or cash tax profile. Additionally, as we have utilized substantially all of our acquired attributes through the recent legal entity reorganization, our change in policy is not expected to have a material impact on our 2016 and forward looking adjusted tax rate. The following table presents the impact of our change in policy on Adjusted Diluted EPS from Continuing Operations for each relevant period of 2015 and 2016:

	Three Months Ended March 31, 2015	Three Months Ended June 30, 2015	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015	Three Months Ended December 31, 2015	Twelve Months Ended December 31, 2015	Three Months Ended March 31, 2016
Adjusted Diluted EPS from Continuing Operations - As Previously Reported	1.17	1.08	1.02	3.26	1.36	4.66	1.08
Amount attributable to the change in approach to Non-GAAP income taxes	(0.11)	(0.09)	(0.16)	(0.36)	(0.18)	(0.56)	(0.16)
Adjusted Diluted EPS from Continuing Operations - As Revised	1.06	0.99	0.86	2.90	1.18	4.10	0.92

\*Amounts in the table above may not add due to rounding

- (15) To exclude the results of the Astora business reported as discontinued operations, net of tax.
- (16) This amount includes noncontrolling interests of \$16 and \$(153) for the nine months ended September 30, 2016 and 2015, respectively.
- (17) Calculated as income (loss) from continuing operations divided by the applicable weighted average share number. The applicable weighted average share number for the nine months ended September 30, 2016 is 223,060 for both the GAAP and non-GAAP EPS calculations. The applicable weighted average share number for the nine months ended September 30, 2015 is 188,085 and 192,144 for the GAAP and non-GAAP EPS calculations, respectively.



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