

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission file number 001-16174

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

124 Dvora HaNevi'a St., Tel Aviv, ISRAEL, 6944020

(Address of principal executive offices and Zip Code)

+972 (3) 914-8213

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing one Ordinary Share	TEVA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant, computed by reference to the closing price at which the American Depositary Shares were last sold on the New York Stock Exchange, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2023), was approximately \$8.38 billion. Teva Pharmaceutical Industries Limited has no non-voting common equity. For purpose of this calculation only, this amount excludes ordinary shares and American Depositary Shares held by directors and executive officers and by each person who owns or may be deemed to own 10% or more of the registrant's common equity at June 30, 2023.

As of December 31, 2023, the registrant had 1,121,094,011 ordinary shares outstanding.

Portions of the registrant's definitive proxy statement for its annual meeting of shareholders to be filed within 120 days after the close of the registrant's fiscal year are incorporated by reference into Part III of this Annual Report on Form 10-K.

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INTRODUCTION AND USE OF CERTAIN TERMS

Unless otherwise indicated, all references to the “Company,” “we,” “our” and “Teva” refer to Teva Pharmaceutical Industries Limited and its subsidiaries, and references to “revenues” refer to net revenues. References to “U.S. dollars,” “dollars,” “U.S. \$” and “\$” are to the lawful currency of the United States of America, and references to “NIS” are to new Israeli shekels. References to “ADS(s)” are to Teva’s American Depositary Share(s). References to “MS” are to multiple sclerosis. Market data, including both sales and share data, is based on information provided by IQVIA, a provider of market research to the pharmaceutical industry (“IQVIA”), unless otherwise stated. References to “R&D” are to Research and Development, references to “IPR&D” are to in-process R&D, references to “S&M” are to Selling and Marketing and references to “G&A” are to General and Administrative. Some amounts in this report may not add up due to rounding. All percentages have been calculated using unrounded amounts. This report on Form 10-K contains many of the trademarks and trade names used by Teva in the United States and internationally to distinguish its products and services. Any third-party trademarks mentioned in this report are the property of their respective owners.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND RISK FACTOR SUMMARY

In addition to historical information, this Annual Report on Form 10-K, and the reports and documents incorporated by reference in this Annual Report on Form 10-K, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are based on management’s current beliefs and expectations and are subject to substantial risks and uncertainties, both known and unknown, that could cause our future results, performance or achievements to differ significantly from that expressed or implied by such forward-looking statements. You can identify these forward-looking statements by the use of words such as “should,” “expect,” “anticipate,” “estimate,” “target,” “may,” “project,” “guidance,” “intend,” “plan,” “believe” and other words and terms of similar meaning and expression in connection with any discussion of future operating or financial performance. Important factors that could cause or contribute to such differences include risks relating to:

- our ability to successfully compete in the marketplace, including: that we are substantially dependent on our generic products; concentration of our customer base and commercial alliances among our customers; delays in launches of new generic products; our ability to develop and commercialize biopharmaceutical products; competition for our innovative medicines; our ability to achieve expected results from investments in our product pipeline; our ability to develop and commercialize additional pharmaceutical products; our ability to successfully launch and execute our new Pivot to Growth strategy, including to expand our innovative and biosimilar medicines pipeline and profitably commercialize the innovative medicines and biosimilar portfolio, whether organically or through business development, and to sustain and focus our portfolio of generics medicines; and the effectiveness of our patents and other measures to protect our intellectual property rights, including any potential challenges to our Orange Book patent listings in the U.S.;
- our substantial indebtedness, which may limit our ability to incur additional indebtedness, engage in additional transactions or make new investments, may result in a future downgrade of our credit ratings; and our inability to raise debt or borrow funds in amounts or on terms that are favorable to us;
- our business and operations in general, including: the impact of global economic conditions and other macroeconomic developments and the governmental and societal responses thereto; the widespread outbreak of an illness or any other communicable disease, or any other public health crisis; effectiveness of our optimization efforts; our ability to attract, hire, integrate and retain highly skilled personnel; interruptions in our supply chain or problems with internal or third party manufacturing; disruptions of information technology systems; breaches of our data security; challenges associated with conducting business globally, including political or economic instability, major hostilities or terrorism, such as the ongoing conflict between Russia and Ukraine and the state of war declared in

Israel; costs and delays resulting from the extensive pharmaceutical regulation to which we are subject; our ability to successfully bid for suitable acquisition targets or licensing opportunities, or to consummate and integrate acquisitions; the effect of governmental and civil proceedings and litigation which we are, or in the future become, party to; and our prospects and opportunities for growth if we sell assets or business units and close or divest plants and facilities, as well as our ability to successfully and cost-effectively consummate such sales and divestitures;

- compliance, regulatory and litigation matters, including: failure to comply with complex legal and regulatory environments; the effects of governmental and civil proceedings and litigation which we are, or in the future become, party to; the effects of reforms in healthcare regulation and reductions in pharmaceutical pricing, reimbursement and coverage; increased legal and regulatory action in connection with public concern over the abuse of opioid medications; our ability to timely make payments required under our nationwide opioids settlement agreement and provide our generic version of Narcan[®] (naloxone hydrochloride nasal spray) in the amounts and at the times required under the terms of such agreement; scrutiny from competition and pricing authorities around the world, including our ability to comply with and operate under our deferred prosecution agreement (“DPA”) with the U.S. Department of Justice (“DOJ”); potential liability for intellectual property right infringement; product liability claims; failure to comply with complex Medicare, Medicaid and other governmental programs reporting and payment obligations; compliance with anti-corruption, sanctions and trade control laws; environmental risks; and the impact of Environmental, Social and Governance (“ESG”) issues;
- the impact of the state of war declared in Israel and the military activity in the region, including the risk of disruptions to our operations and facilities, such as our manufacturing and R&D facilities, located in Israel, the impact of our employees who are military reservists being called to active military duty, and the impact of the war on the economic, social and political stability of Israel;
- other financial and economic risks, including: our exposure to currency fluctuations and restrictions as well as credit risks; potential impairments of our long-lived assets; the impact of geopolitical conflicts including the state of war declared in Israel and the conflict between Russia and Ukraine; potential significant increases in tax liabilities; the effect on our overall effective tax rate of the termination or expiration of governmental programs or tax benefits, or of a change in our business; and our ability to remediate any material weaknesses;

and other factors discussed in this Annual Report on Form 10-K, including in the sections captioned “Risk Factors.” Forward-looking statements speak only as of the date on which they are made, and we assume no obligation to update or revise any forward-looking statements or other information contained herein, whether as a result of new information, future events or otherwise. You are cautioned not to put undue reliance on these forward-looking statements.

PART I

ITEM 1. BUSINESS

Business Overview

We are a global pharmaceutical company, committed to helping patients around the world to access affordable medicines and benefit from innovations to improve their health. Our mission is to be a global leader in generics, innovative medicines and biopharmaceuticals, improving the lives of patients.

We operate worldwide, with headquarters in Israel and a significant presence in the United States, Europe and many other markets around the world. Our key strengths include our world-leading generic medicines expertise and portfolio, focused innovative medicines portfolio and global infrastructure and scale.

Teva was incorporated in Israel on February 13, 1944 and is the successor to a number of Israeli corporations, the oldest of which was established in 1901.

Our Business Segments

We operate our business through three segments: North America, Europe and International Markets. Each business segment manages our entire product portfolio in its region, including generics, which includes biosimilars and over-the-counter (“OTC”) products, as well as innovative medicines. This structure enables strong alignment and integration between operations, commercial regions, R&D and our global marketing and portfolio function, optimizing our product lifecycle across therapeutic areas.

In addition to these three segments, we have other activities, primarily the sale of active pharmaceutical ingredients (“API”) to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis.

For information regarding our major customers, see note 19 to our consolidated financial statements.

Below is an overview of our three business segments:

North America

Our North America segment includes the United States and Canada. As part of a recent shift in executive management responsibilities, commencing January 1, 2024, Canada will be reported as part of our International Markets segment. See note 19 to our consolidated financial statements.

We are one of the leading generic pharmaceutical companies in the United States. We market approximately 500 generic prescription products in more than 1,400 dosage strengths, packaging sizes and forms, including oral solid dosage forms, injectable products, inhaled products, transdermal patches, liquids, ointments and creams. Most of our generic sales in the United States are made to retail drug chains, mail order distributors and wholesalers.

Our wholesale and retail selling efforts are supported by participation in key pharmaceutical conferences as well as focused advertising in professional journals and on leading pharmacy websites. We continue to strengthen consumer awareness of the benefits of generic medicines through partnerships and digital marketing programs.

Our innovative medicines portfolio in North America includes three main areas: central nervous system (“CNS”), oncology and respiratory.

Our CNS portfolio includes AUSTEDO® (deutetrabenazine) tablets for the treatment of neurodegenerative and movement disorders – chorea associated with Huntington’s disease and tardive dyskinesia, AJOVY® (fremanezumab-vfrm) injection for the preventive treatment of migraine in adults, UZEDY® (risperidone) extended-release injectable suspension, which was approved by the FDA on April 28, 2023 for the treatment of schizophrenia in adults, and launched in the U.S. in May 2023, and COPAXONE® (glatiramer acetate) injection for the treatment of relapsing forms of multiple sclerosis (“MS”).

We maintain a meaningful presence in oncology, including both innovative and generic medicines (including biosimilars). In 2019, we launched Truxima® (rituximab-abbs) injection for intravenous use, our first oncology biosimilar product in the United States. BENDEKA® (bendamustine HCl) is a liquid, low-volume (50 mL) and short-time 10-minute infusion formulation of bendamustine hydrochloride that we licensed from Eagle Pharmaceuticals, Inc. (“Eagle”).

We maintain a presence in the respiratory business by delivering a range of medicines for the treatment of asthma and chronic obstructive pulmonary disease (“COPD”).

Anda, our distribution business in the United States, distributes generic and innovative medicines and OTC pharmaceutical products from Teva and various third-party manufacturers to independent retail pharmacies,

pharmacy retail chains, hospitals and physician offices in the United States. Anda is able to compete in the distribution market by maintaining a broad portfolio of products, competitive pricing and delivery throughout the United States.

Europe

Our Europe segment includes the European Union, the United Kingdom and certain other European countries.

We are one of the leading generic pharmaceutical companies in Europe. We are among the top three generic pharmaceutical companies in a number of European markets, including some of the largest markets in the European Union. We are not substantially dependent on any single country in Europe for our total generic European revenues which could be affected by pricing reforms or changes in regulations and public policy.

Despite their diversity and highly fragmented nature, the European markets share many characteristics that allow us to leverage our pan-European presence and broad portfolio. Global customers are important partners in our generic business and are expanding across Europe, although customer consolidation is lower than in the United States. We are one of a few generic pharmaceutical companies with a pan-European footprint, while most of our competitors focus on a select few markets or business lines.

Our OTC portfolio in Europe includes global brands such as SUDOCREM® as well as local and regional brands such as NasenDuo®, DICLOX FORTE®, OLFEN® Max and FLEGAMINA®.

Our innovative medicines portfolio in Europe focuses on three main areas: CNS (including migraine), respiratory and oncology. Our leading product in Europe, COPAXONE, continues to be among the primary products for the treatment of MS, though new treatments are being introduced to various markets in Europe. AJOVY was granted EU marketing authorization in 2019 and, as of December 31, 2023, we have launched AJOVY in most European countries.

International Markets

Our International Markets segment includes all countries in which we operate other than those in our North America and Europe segments. The International Markets segment includes more than 35 countries, covering a substantial portion of the global pharmaceutical industry. As part of a recent shift in executive management responsibilities, commencing January 1, 2024, Canada will be reported under our International Markets segment and will no longer be included as part of our North America segment. For more information, see note 19 to our consolidated financial statements.

The countries in our International Markets segment include highly regulated, pure generic markets, such as Israel, branded generics-oriented markets, such as Russia and certain Latin America markets, and hybrid markets, such as Japan. Each market's strategy is built upon differentiation and filling the unmet needs of that market. Our integrated sales force enables us to extract synergies across our branded generic, OTC and innovative medicines product offerings and across various channels (e.g., retail, institutional).

In Japan, one of our key markets within our International Markets segment, we operate a majority of our business through a business venture with Takeda Pharmaceutical Companies Limited ("Takeda"), in which we own a 51% stake and Takeda owns the remaining 49%.

Our innovative medicines portfolio in our International Markets segment focuses on three main areas: CNS, respiratory and oncology. By the end of 2023, we launched AJOVY in certain countries within our International Markets segment, such as Japan, Australia, Israel, South Korea, Brazil and others. AUSTEDO was launched in China and Israel during 2021 and in Brazil in 2022.

Pivot to Growth Strategy

In May 2023, we introduced our new “Pivot to Growth” strategy, which is based on four key pillars: (i) delivering on our growth engines, mainly AUSTEDO, AJOVY, UZEDY and our late-stage pipeline of biosimilars; (ii) stepping up innovation through delivering on our late-stage innovative pipeline assets as well as building up our early-stage pipeline organically and potentially through business development activities; (iii) sustaining our generics medicines powerhouse with a global commercial footprint, focused portfolio, pipeline and manufacturing footprint; and (iv) focusing our business by optimizing our portfolio and global manufacturing footprint to enable strategic capital deployment to accelerate our near and long-term growth engines and reorganizing certain of our business units to a more optimal structure, while also reorganizing key business units to enhance operational efficiency.

Our Product Portfolio and Business Offering

Our product and service portfolio includes generic medicines, biopharmaceuticals, innovative medicines, OTC products, a distribution business, API and contract manufacturing. Each region manages the entire range of products and services offered in its region and our generics, biosimilars and innovative franchise units optimize our pipeline and product lifecycle across therapeutic areas. In most markets in which we operate, we use an integrated and comprehensive marketing model, offering a broad portfolio of products, including innovative medicines, generic products, biosimilars and OTC products. As part of our Pivot to Growth strategy, we intend to divest our API business in the first half of 2025 in order to focus on our core business strengths and capital allocation towards growth engines and innovation.

Generic Medicines

Generic medicines are the chemical and therapeutic equivalents of originator medicines and are typically more affordable in comparison to the originator’s products. Generics are required to meet similar governmental requirements as their brand-name equivalents, such as those relating to current Good Manufacturing Practices (“cGMP”), manufacturing processes and health authorities’ inspections, and must receive regulatory approval prior to their sale in any given country. Generic medicines may be manufactured and marketed if relevant patents on their brand-name equivalents (and any additional government-mandated market exclusivity periods) have expired or have been challenged or otherwise circumvented.

We develop, manufacture and sell generic medicines in a variety of dosage forms, including tablets, capsules, injectables, inhalants, liquids, transdermal patches, ointments and creams. We offer a broad range of basic chemical entities, as well as specialized product families, such as sterile products, hormones, high-potency drugs and cytotoxic substances, in both parenteral and solid dosage forms. We also offer generic products with medical devices and combination products.

Our generics business has a wide-reaching commercial presence. We have a top three leadership position in many countries, including the United States and some key European markets. We have a robust product portfolio, comprehensive R&D capabilities and product pipeline and a global operational network, which enables us to execute key generic launches to further expand our product pipeline and diversify our revenue stream. We use these capabilities to help overcome price erosion in our generics business.

When considering whether to develop a generic medicine, we take into account a number of factors, including our overall strategy, regional and local patient and customer needs, R&D and manufacturing capabilities, regulatory considerations, commercial factors and the intellectual property landscape. We will challenge patents when appropriate if we believe they are either invalid or would not be infringed by our generic version. We may seek alliances to acquire rights to products we do not have in our portfolio, to share development costs or litigation risks, or to resolve patent and regulatory barriers to entry.

We have been optimizing our global generics portfolio through product discontinuation and price adjustments, with a focus on high-value generics, including complex generics. This resulted in the restructuring

and optimization of our generics business, including our manufacturing and supply network, and the closure or divestment of a significant number of manufacturing plants around the world. We are continuing our ongoing efforts regarding network consolidation activities and optimization of our global generics portfolio, to support our Pivot to Growth strategy.

In markets such as the United States, the United Kingdom, Canada, the Netherlands and Israel, generic medicines may be substituted by the pharmacist for their brand name equivalent or prescribed by International Nonproprietary Name (“INN”). In these so-called “pure generic” markets, physicians and patients have little control over the choice of generic manufacturer, and consequently generic medicines are not actively marketed or promoted to physicians or consumers. Instead, the relationship between the manufacturer and pharmacy chains, distributors, health funds and other health insurers is critical. Many of these markets have automatic substitution models when generics are available as alternatives to brands. In Russia, Turkey, Ukraine, Kazakhstan and certain Latin American and European countries, generic medicines are generally sold under brand names alongside the originator brand. These markets are referred to as “branded generic” markets and in certain cases are “out of pocket” markets in which consumers can pay for a particular branded generic medicine (as opposed to government or privately funded medical health insurance), often at the recommendation of their physician. Branded generic products are actively promoted and a sales force is necessary to create and maintain brand awareness. Other markets, such as Germany, Japan, France, Italy and Spain, are hybrid markets with elements of both approaches.

Our position in the generics market is supported by our global R&D function, as well as our API R&D and manufacturing activities, which provide significant vertical integration for our products.

For information about our product launches and pipeline of generic medicines in North America and Europe, see “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Segment Information—North America Segment” and “Item 7—Management’s Discussions and Analysis of Financial Condition and Results of Operations—Segment Information—Europe Segment.”

Biologic medicines are large and complex medicines produced by or made from living cells or organisms, often produced using cutting-edge biotechnological methods. Biosimilars are highly similar to the reference biologic, in both structure and function (e.g., pharmacodynamics, pharmacokinetics, safety, efficacy and immunogenicity) and, for any approved uses, have no clinically meaningful differences from the reference product in terms of safety, purity, and potency.

In November 2019 and February 2020, we launched Truxima[®] (rituximab-abbs), a biosimilar to Rituxan[®] (rituximab), in the United States and in Canada, respectively. It is our first oncology biosimilar product in the United States and is the first rituximab biosimilar to be approved in the United States.

In January 2020 and March 2020, we launched Herzuma[®] (trastuzumab-pkrb), a biosimilar to Herceptin[®] (trastuzumab), in Canada and the United States, respectively.

During the third quarter of 2022, the European Commission granted a marketing authorization for Ranivisio[®] (ranibizumab), a biosimilar to Lucentis[®], which was also launched in the United Kingdom during the third quarter of 2022 (as ONGAVIA[®]) and was approved in Canada in the third quarter of 2023 (as RANOPTO[™]). We are moving forward with plans to launch in other countries in the European Union. For information on our biosimilar products pipeline, see “—Research and Development” below.

Innovative Medicines

Our innovative medicines business is focused on delivering innovative solutions to patients and providers via medicines, devices and services in key regions and markets around the world, and includes our core therapeutic areas of CNS (with a strong emphasis on neurodegenerative disorders, neuropsychiatry, movement disorders, migraine and MS) and respiratory medicines (with a focus on asthma and COPD). We also have innovative medicines in oncology and selected other areas.

We deploy medical and sales and marketing professionals within specific therapeutic areas who seek to address the needs of patients and healthcare professionals. We tailor our patient support, payer relations and medical affairs activities to the distinct characteristics of each therapeutic area and medicine.

The U.S. market is the most significant market in our innovative medicines business. In Europe and International Markets, we leverage existing synergies between our innovative medicines business and our generics and OTC businesses. Our innovative medicines presence in International Markets is mainly built on our CNS, respiratory and oncology medicines.

We have built specialized “Patient Support Programs” to help patients adhere to their treatments, improve patient outcomes and, in certain markets, ensure timely delivery of medicines and assist in securing reimbursement. These programs reflect the importance we place on supporting patients and ensuring better medical outcomes for them. Patient Support Programs are currently operated in many countries around the world in multiple therapeutic areas. We believe that it is important to provide a range of services and solutions tailored to meet the needs of patients according to their specific condition and local market requirements. We believe this capability provides an important competitive advantage in the innovative medicines business.

Below is a description of our key innovative medicines:

CNS (including Movement Disorders and Migraine)

Our CNS portfolio includes AUSTEDO for the treatment of tardive dyskinesia and chorea associated with Huntington’s disease, AJOVY for the preventive treatment of migraine, UZEDY for the treatment of schizophrenia, and COPAXONE for the treatment of relapsing forms of MS.

AUSTEDO

- AUSTEDO (deutetrabenazine) is a deuterated form of a small molecule inhibitor of vesicular monoamine 2 transporter, or VMAT2, that is designed to regulate the levels of a specific neurotransmitter, dopamine, in the brain. The FDA granted deutetrabenazine New Chemical Entity exclusivity until April 2022 and Orphan Drug exclusivity for the treatment of chorea associated with Huntington’s disease until October 2024.
- AUSTEDO was launched in the U.S. in 2017. It is indicated for the treatment of chorea associated with Huntington’s disease and for the treatment of tardive dyskinesia in adults, which is a debilitating, often irreversible movement disorder caused by certain medications used to treat mental health or gastrointestinal conditions.
- AUSTEDO was launched in China and Israel in 2021 and in Brazil in 2022. We continue with additional submissions in various other countries around the world.
- AUSTEDO is protected in the United States by 12 Orange Book patents expiring between 2031 and 2038. We received notice letters from two ANDA filers regarding the filing of their ANDAs with paragraph (IV) certifications for certain of the patents listed in the Orange Book for AUSTEDO. On July 1, 2021, we filed claims against two generic ANDA filers, Aurobindo and Lupin, in the U.S. District Court for the District of New Jersey. In addition, Apotex filed a petition for inter partes review (“IPR”) by the Patent and Trial Appeal Board (“PTAB”) of the patent covering the deutetrabenazine compound that expires in 2031. On March 9, 2022, the U.S. Patent and Trademark Office denied Apotex’s petition and declined to institute a review of the deutetrabenazine patent. On April 29, 2022 and June 8, 2022, we reached agreements with Lupin and Aurobindo, respectively, to sell their generic products beginning in April 2033, or earlier under certain circumstances. There are no further patent litigations pending regarding AUSTEDO.
- AUSTEDO XR (deutetrabenazine) extended-release tablets was approved by the FDA on February 17, 2023, and became commercially available in the U.S. in May 2023. AUSTEDO XR is a new once-daily

formulation indicated in adults for tardive dyskinesia and chorea associated with Huntington's disease, additional to the currently marketed twice-daily AUSTEDO. AUSTEDO XR is protected by ten Orange Book patents expiring between 2031 and 2041.

AJOVY

- AJOVY (fremanezumab-vfrm) injection is a fully humanized monoclonal antibody that binds to calcitonin gene-related peptide (“CGRP”) and it is indicated for the preventive treatment of migraine in adults. AJOVY was launched in the U.S. in 2018 and was approved in Canada in April 2020.
- During 2019, AJOVY was granted a marketing authorization in the European Union by the European Medicines Agency (“EMA”) in a centralized process and began receiving marketing authorizations in various countries in our International Markets segment. By the end of 2023, we launched AJOVY in most European countries and in certain countries within our International Markets segment, such as Japan, Australia, Israel, South Korea, Brazil and others. We are moving forward with plans to launch in other countries around the world.
- Our auto-injector device for AJOVY became commercially available in the U.S. in April 2020 and in Canada in April 2021. We have also received approval from the EMA for AJOVY's auto-injector submission in the European Union in October 2019, and we commenced launch in March 2020.
- AJOVY is the only anti-CGRP subcutaneous product indicated for quarterly treatment.
- AJOVY is protected worldwide by patents expiring in 2026 at the earliest; extensions have been granted in several countries, including the United States and in Europe, until 2031. Additional patents relating to the use of AJOVY in the treatment of migraine have also been issued in the United States and will expire between 2035 and 2039. Such patents are also pending in other countries. AJOVY will also be protected by regulatory exclusivity for 12 years from marketing approval in the United States (obtained in September 2018) and 10 years from marketing approval in Europe (obtained in April 2019).
- In October 2017, we filed a lawsuit in the U.S. District Court for the District of Massachusetts alleging that Eli Lilly & Co.'s (“Lilly”) marketing and sale of its galcanezumab product for the treatment of migraine infringes nine Teva patents, including three method of treatment patents and six composition of matter patents. Lilly then submitted IPR petitions to the PTAB, challenging the validity of the nine Teva patents. The PTAB issued decisions upholding the three method of treatment patents but finding the six composition of matter patents invalid, which decisions were affirmed by the Court of Appeals for the Federal Circuit on August 16, 2021. A jury trial regarding the three method of treatment patents resulted in a verdict in Teva's favor on November 9, 2022, in which the three method of treatment patents were determined to be valid and infringed by Lilly, and Teva was awarded \$176.5 million in damages. On September 26, 2023, the U.S. District Court for the District of Massachusetts issued a decision that reversed the jury's verdict and damages award, finding Teva's method of treatment patents to be invalid. Teva is appealing this decision and filed a Notice of Appeal on October 24, 2023.
- On June 8, 2021, we filed a second lawsuit in the U.S. District Court for the District of Massachusetts alleging that Lilly's marketing and sale of galcanezumab product infringes two patents related to the treatment of refractory migraine. This second litigation was stayed pending resolution of Lilly's IPR petitions challenging the patentability of these two patents. On September 25, 2023, the PTAB issued its written decision invalidating these two patents. On October 11, 2023, the PTAB issued its written decision invalidating a third patent also related to the treatment of refractory migraine based on another Lilly IPR petition. Teva did not appeal the PTAB decision and on November 28, 2023, the patent litigation involving the refractory migraine patents was dismissed.
- In addition, in 2018 we entered into separate agreements with Alder Biopharmaceuticals, Inc. and Lilly resolving the European Patent Office oppositions that they filed against our AJOVY patents. The settlement agreement with Lilly also resolved Lilly's action to revoke the patent protecting AJOVY in the United Kingdom.

UZEDY

- UZEDY (risperidone) extended-release injectable suspension was approved by the FDA on April 28, 2023 for the treatment of schizophrenia in adults, and was launched in the U.S. in May 2023. UZEDY is the first subcutaneous, long-acting formulation of risperidone that controls the steady release of risperidone. UZEDY is protected by nine Orange Book patents expiring between 2025 and 2033. We are moving forward with plans to launch UZEDY in other countries around the world. UZEDY faces competition from four products, including Invega® and Abilify Maintena®.

COPAXONE

- COPAXONE (glatiramer acetate injection) continues to play an important role in the treatment of MS in the United States (according to IQVIA data as of late 2023) and in Europe. COPAXONE is indicated for the treatment of patients with relapsing forms of MS (“RMS”), including the reduction of the frequency of relapses in relapsing-remitting multiple sclerosis (“RRMS”), including in patients who have experienced a first clinical episode and have MRI features consistent with MS.
- COPAXONE is believed to have a unique mechanism of action that works with the immune system, unlike many therapies that are believed to rely on general immune suppression or cell sequestration to exert their effect. COPAXONE provides a proven mix of efficacy, safety and tolerability.
- In certain European countries, Teva remains in litigation against generic companies regarding COPAXONE.
- In December 2018, Teva sued Pharmascience regarding its application to sell a generic version of COPAXONE in Canada. In January 2022, the Canadian Federal Court of Appeals affirmed Teva’s victory against Pharmascience, holding the 2030 dosing regimen patent valid and infringed. Pharmascience’s appeal to the Supreme Court of Canada was dismissed on September 29, 2022. On October 28, 2022, the Re-examination Board at the Canadian Patent Office also upheld the validity of the 2030 dosing regimen patent and allowed a number of additional claims.
- The market for MS treatments continues to develop, particularly with the approval of generic versions of COPAXONE. Oral treatments for MS, such as Tecfidera®, Gilenya® and Aubagio®, continue to present significant and increasing competition. COPAXONE also continues to face competition from existing injectable products, as well as from monoclonal antibodies, such as Ocrevus® and Kesimpta®.

Oncology

Our innovative **oncology** medicines portfolio includes BENDEKA and TREANDA®, GRANIX® and TRISENOX® in the United States and LONQUEX®, TEVAGRASTIM®/RATIOGRASTIM® and TRISENOX outside the United States.

BENDEKA and TREANDA

- BENDEKA (bendamustine hydrochloride) injection and TREANDA (bendamustine hydrochloride) for injection are approved in the United States for the treatment of patients with Chronic Lymphocytic Leukemia (“CLL”) and patients with indolent B-cell Non-Hodgkin’s Lymphoma (“NHL”) that has progressed during or within six months of treatment with rituximab or a rituximab-containing regimen. We launched BENDEKA in the United States in January 2016. It is a liquid, low-volume (50 mL) and short-time 10-minute infusion formulation of bendamustine hydrochloride that we licensed from Eagle.
- BENDEKA faces direct competition from Belrapzo® (a ready-to-dilute bendamustine hydrochloride product from Eagle) and from Vivimusta®. Other competitors to BENDEKA include combination therapies such as R-CHOP (a combination of cyclophosphamide, vincristine, doxorubicin and

prednisone in combination with rituximab) and CVP-R (a combination of cyclophosphamide, vincristine and prednisolone in combination with rituximab) for the treatment of NHL, as well as a combination of fludarabine, doxorubicin and rituximab for the treatment of CLL and newer targeted oral therapies, such as ibrutinib, idelilisib and venetoclax. The orphan drug exclusivity that had attached to bendamustine products expired in December 2022.

- In April 2019, we signed an amendment to the license agreement with Eagle extending the royalty term applicable to the United States to the full period for which we sell BENDEKA and increased the royalty rate. In consideration, Eagle agreed to assume a portion of BENDEKA-related patent litigation expenses.
- There are 17 patents listed in the U.S. Orange Book for BENDEKA with expiration dates in 2026 and 2031. In April 2020, the U.S. District Court for the District of Delaware issued a trial decision upholding the validity of all of the asserted patents and finding that four ANDA filers for generic versions of BENDEKA infringe at least one of the patents. Teva settled with one of the three ANDA filers that appealed the district court's decision, and on August 13, 2021, the Federal Circuit issued a Rule 36 affirmance of such decision. Litigation against the fifth ANDA filer was dismissed after withdrawal of its patent challenge, and on October 18, 2021, the case against a sixth ANDA filer was also settled.
- Teva also settled litigations against three 505(b)(2) applicants, Hospira, Inc. ("Hospira"), Dr. Reddy's Laboratories ("DRL") and Accord Healthcare ("Accord"). Based on these settlement agreements, the three 505(b)(2) filers, Hospira, Accord and DRL can launch their products on November 17, 2027 or earlier under certain circumstances. On May 4, 2023 and June 9, 2023, Teva and Eagle also filed suit against BendaRx Corp. in the U.S. District Court for the District of Delaware, following its filing of a 505(b)(2) NDA for a bendamustine product. In addition, on June 16, 2023, Teva filed suit against BendaRx USA Corp. in the U.S. District Court for the District of Eastern Virginia, which has been stayed until the conclusion of the lawsuit in the U.S. District Court for the District of Delaware.
- In addition to the settlement with Eagle regarding its bendamustine 505(b)(2) NDA, between 2015 and 2020, we reached final settlements with 22 ANDA filers for generic versions of the lyophilized form of TREANDA and one 505(b)(2) NDA filer for a generic version of the liquid form of TREANDA, providing for the launch of generic versions of TREANDA prior to patent expiration. Currently, there are multiple generic TREANDA products on the market.

Respiratory

Our **respiratory** portfolio includes rescue and maintenance inhalers in treatment classes that are most commonly used for patients with asthma and COPD. The list of products includes ProAir RespiClick®, QVAR®, BRALTUS®, CINQAIR/CINQAERO®, DuoResp® Spiromax® and AirDuo® RespiClick®.

We are committed to maintaining a meaningful presence in the respiratory market by delivering a range of medicines for the treatment of asthma and COPD. Our portfolio is centered on optimizing respiratory treatment for patients and healthcare providers through the development and commercialization of innovative delivery systems and therapies that help address unmet needs.

The key areas of focus for our respiratory R&D are the development of differentiated respiratory therapies for patients using innovative delivery systems to deliver chemical and biological therapies. Our device strategy is intended to result in "device consistency," allowing physicians to choose the device that best matches a patient's needs both in terms of ease of use and effectiveness of delivery of the prescribed molecule, and includes three main types of devices: (i) RespiClick (U.S.) or Spiromax (EU), a novel inhalation-driven multi-dose dry powder inhaler ("MDPI"); (ii) Digihaler, which uses the same RespiClick technology but allows users to capture and share objective inhaler use data; and (iii) a breath-actuated inhaler ("BAI") used in QVAR RediHaler®.

Our portfolio of inhalers utilizing innovative MDPI platform includes:

- **ProAir RespiClick** (albuterol sulfate) inhalation powder is a breath-actuated, multi-dose, dry-powder, short-acting beta-agonist inhaler for the treatment or prevention of bronchospasm with reversible obstructive airway disease and for the prevention of exercise-induced bronchospasm in patients four years of age and older. ProAir Digihaler is a digital version allowing users to capture and share inhaler use data.
- **AirDuo RespiClick** (fluticasone propionate and salmeterol inhalation powder) (and its authorized generic) is a combination of an inhaled corticosteroid and a long-acting beta-agonist bronchodilator, approved in the United States for the treatment of asthma in patients aged 12 years and older who are uncontrolled on an ICS or whose disease severity clearly warrants the use of an ICS/long-acting beta2-adrenergic agonist combination. AirDuo Digihaler is a digital version allowing users to capture and share inhaler use data.
- **DuoResp Spiromax (budesonide and formoterol)** is a combination of inhaled corticosteroid and long-acting beta-agonist bronchodilator. It is approved in the EU for:
 - (i) Asthma - DuoResp Spiromax is indicated in adults and adolescents (12 years and older) for the regular treatment of asthma, where use of a combination (inhaled corticosteroid and long-acting β 2 adrenoceptor agonist) is appropriate; in patients not adequately controlled with inhaled corticosteroids and “as needed” inhaled short-acting β 2 adrenoceptor agonists; or in patients already adequately controlled on both inhaled corticosteroids and long-acting β 2 adrenoceptor agonists; and
 - (ii) COPD - DuoResp Spiromax is indicated in adults, aged 18 years and older for the symptomatic treatment of patients with COPD with forced expiratory volume in 1 second (FEV1) < 70% predicted normal (post bronchodilator) and a history of repeated exacerbations, who have significant symptoms despite regular therapy with long-acting bronchodilators. GoResp Digihaler is a digital version allowing users to capture and share inhaler use data.

Additional products in our respiratory portfolio include:

- **QVAR** (beclomethasone dipropionate HFA) is indicated as a maintenance treatment for asthma as a prophylactic therapy in patients five years of age or older. QVAR is also indicated for asthma patients who require systemic corticosteroid administration, where adding QVAR may reduce or eliminate the need for systemic corticosteroids. Three generic manufacturers have filed ANDAs for the metered-dose inhaler (“MDI”) presentation of QVAR. Teva filed suit against two of those ANDA filers in the U.S. District Court for the District of New Jersey. A settlement was reached with one of those two filers on December 5, 2022, and a trial was held against the other during November 2022. Teva prevailed at trial, with the court finding the asserted patents to be valid. This matter is currently on appeal, and a decision on the appeal is not expected until late 2024.
- **QVAR RediHaler** (beclomethasone dipropionate HFA) inhalation aerosol, a BAI, is indicated for the maintenance treatment of asthma as a prophylactic therapy in patients four years of age and older. In January 2024, Teva received notice of a Paragraph IV challenge to the QVAR RediHaler patents from an ANDA filer.
- **BRALTUS** (tiotropium bromide) is a long-acting muscarinic antagonist, indicated for adult patients with COPD, delivered via the Zonda[®] inhaler. It was launched in Europe in August 2016.
- **CINQAIR/CINQAERO** (reslizumab) injection is a humanized interleukin-5 antagonist monoclonal antibody for add-on maintenance treatment of adult patients with severe asthma and with an eosinophilic phenotype. This biologic treatment was launched in the U.S. and in certain European countries in 2016 and in Canada in 2017.

For information on our innovative medicines pipeline, see “—Research and Development” below.

Other Activities

We have other sources of revenues, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis.

We produce approximately 350 APIs for our own use and for sale to third parties in many therapeutic areas. APIs used in pharmaceutical products are subject to regulatory oversight by health authorities. We utilize a variety of production technologies, including chemical synthesis, semi-synthetic fermentation, enzymatic synthesis, high potency manufacturing, plant extract technology, peptide synthesis, vitamin D derivatives synthesis and steroids. Our advanced technology and expertise in the field of solid state particle technology enable us to meet specifications for particle size distribution, bulk density, specific surface area and polymorphism, as well as other characteristics.

We provide contract manufacturing services related to products divested in connection with the sale of certain business lines, as well as other miscellaneous items. Our other activities are not included in our North America, Europe and International Markets segments described above.

Research and Development

Our R&D activities span the breadth of our business, including innovative medicines, generic medicines (finished goods and API), biosimilars and OTC medicines.

All of our R&D activities are concentrated under one global group with overall responsibility for innovative medicines, generic medicines and biosimilars, enabling better focus and efficiency.

Our innovative R&D product pipeline is focused on biologic and small molecule products. Innovative medicines development activities include preclinical assessment (including toxicology, pharmacokinetics, pharmacodynamics and pharmacology studies), clinical development (including pharmacology and the design, execution and analysis of global safety and efficacy trials), as well as regulatory strategy to deliver registration of our pipeline products. We develop novel innovative medicines in our core therapeutic and disease focus areas. We have neuroscience projects in areas such as neuropsychiatry, migraine and movement disorders/ neurodegeneration. Our immunology projects include both novel compounds and delivery systems designed to address unmet patient needs.

We develop generic products for our North America, Europe and International Markets segments. Our focus is on high-value generics and complex formulations with complex technologies, which have higher barriers to entry. Generic R&D activities, which are carried out in development centers located around the world, include product formulation, analytical method development, stability testing, management of bioequivalence, bio-analytical studies, other clinical studies and registration of generic drugs in all of the markets where we operate. We also operate several clinics where most of our bioequivalence studies are performed as well as most of our Phase 1 studies for innovative medicines and biosimilar products. We have more than 1,100 generic products in our pre-approved global pipeline, which includes products in all stages of the approval process: pre-submission, post-submission and after tentative approval.

In addition, our generic R&D supports our OTC business in developing OTC products, as well as in overseeing the work performed by contract developers.

Our current R&D capabilities include solid oral dosage forms (such as tablets and capsules), inhalation, semi-solid and liquid formulations (such as ointments and creams), sterile formulations and other dosage forms, and delivery systems, such as matrix systems, special coating systems for sustained release products, orally disintegrating systems, sterile systems, such as vials, syringes, blow-fill-seal systems, long-acting release injectable, transdermal patches, oral thin film, drug device combinations and nasal delivery systems.

We pursue biosimilar pipeline projects in other therapeutic and disease areas that leverage our global R&D and commercial areas of expertise. Biosimilar development activities, such as analytical method development, testing for analytical biosimilarity, pre-clinical work, chemical manufacturing and control, clinical studies and regulatory strategy, are conducted in Teva's various global development sites.

Our API R&D division focuses on the development of processes and physical compound characterization for the manufacturing of APIs, including intermediates, synthetic and fermentation products, for both our generic and proprietary drugs. Our facilities in various locations worldwide include two large development centers focusing on synthetic products, four centers with specific expertise specializing in fermentation and semi-synthetic products, a center for oligonucleotides and peptides and centers for high-potency APIs. Our substantial investment in API R&D generates a steady flow of API products, supporting the timely introduction of generic products to market in compliance with increasing regulatory requirements. The API R&D division also seeks methods to continuously reduce API production costs, enabling us to improve our cost structure.

While our focus is on internal growth that leverages our R&D capabilities, we have entered into, and expect to pursue, in-licensing, acquisition, collaboration, funding and other partnership opportunities to supplement and expand our existing innovative medicines and biosimilar pipeline (e.g., the transactions with Alvotech, Modag, Sanofi, Royalty Pharma and Biologic). In parallel, we evaluate and expand the development scope of our existing R&D pipeline products as well as our existing products for submission in additional markets and additional indications.

Innovative Medicines Pipeline

Below is a description of key products in our innovative medicines pipeline as of January 29, 2024:

	<u>Phase 2</u>	<u>Phase 3</u>	<u>Under Regulatory Review</u>
Neuroscience		<i>Olanzapine LAI</i> <i>(TEV-'749)</i> Schizophrenia (September 2022)	
Immunology	<i>Anti-TLIA</i> <i>(TEV-'574)</i> ⁽¹⁾ Inflammatory Bowel Disease	<i>ICS/SABA</i> <i>(TEV-'248)</i> Respiratory (February 2023)	
	<i>Emrusolmin</i> <i>(TEV-'286)</i> Multiple System Atrophy		
Other			<i>Digihaler</i> [®] (budesonide and formoterol fumarate dihydrate) (EU) ⁽²⁾

⁽¹⁾ In collaboration with Sanofi.

⁽²⁾ Approved and launched in the U.K. Under EU regulatory review.

During 2023, the development of deutetrabenazine for dyskinesia in cerebral palsy was discontinued.

Biosimilar Products Pipeline

We have additional biosimilar products in development internally and with our partners that are in various stages of clinical trials and regulatory review worldwide, including Phase 3 clinical trials for biosimilars to

Prolia® / Xgeva® (denosumab), Xolair® (omalizumab), Eylea® (afilbercept) and Simponi® (golimumab), biosimilars to Stelara® (ustekinumab) and to Humira® (adalimumab), each of which are currently under U.S. regulatory review.

Operations

We operate our business globally and believe that our global infrastructure provides us with the following capabilities and advantages:

- global R&D facilities that enable us to have a broad global generic pipeline and product line, as well as a focused pipeline of innovative medicines;
- API manufacturing capabilities that offer a stable, high-quality supply of key APIs, vertically integrated with our pharmaceutical operations;
- pharmaceutical manufacturing facilities approved by the FDA, EMA and other regulatory authorities located around the world, which offer a broad range of production technologies and the ability to concentrate production in order to achieve high quality and economies of scale; and
- high-volume, technologically advanced distribution facilities for solid dosage forms, injectable and blow-fill-seal, which are available mainly in North America, Europe, Latin America, India and Israel, and which allow us to deliver new products to our customers quickly and efficiently, providing a cost-effective, safe and reliable supply.

These capabilities provide us with the means to respond on a global scale to a wide range of therapeutic and commercial requirements of patients, customers and healthcare providers.

Pharmaceutical Production

We operate 36 finished dosage and packaging pharmaceutical plants in 27 countries. These plants manufacture solid dosage forms, sterile injectables, liquids, semi-solids, inhalers, transdermal patches and other medicinal products. In 2023, we produced approximately 77 billion tablets and capsules and approximately 573 million sterile units.

The manufacturing sites located in North America, Europe, Latin America, India and Israel make up the majority of our production capacity.

We use several external contract manufacturers to achieve operational and cost benefits. We continue to strengthen our third-party operations unit to strategically work with our supplier base in order to meet cost, supply security and quality targets on a sustainable basis in alignment with our global procurement organization.

Our policy is to maintain multiple supply sources for APIs to appropriately mitigate risk in our supply chain to the extent possible. However, our ability to do so may be limited by regulatory and other requirements.

In recent years, we closed or divested a significant number of manufacturing plants in the United States, Europe, Israel and Japan in connection with a restructuring plan. We are continuing our ongoing efforts to consolidate our manufacturing and supply network.

Raw Materials for Pharmaceutical Production

In general, we purchase our raw materials and supplies required for the production of our products in the open market. For some products, we purchase such raw materials and supplies from one source (the only source available to us) or a single source (the only approved source among many available to us), thereby requiring us to obtain such raw materials and supplies from that particular source. We mitigate, where possible, our raw material supply risks through inventory management and alternative sourcing strategies. See also “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Macroeconomic and Geopolitical Environment.”

We source a portion of our APIs from our own manufacturing facilities. Additional APIs are purchased from suppliers located in Europe, Asia and the Americas. We have implemented a supplier audit program to ensure that our suppliers meet our high standards and are able to fulfill the requirements of our global operations.

We currently have 13 API production facilities, producing approximately 350 APIs in various therapeutic areas. Our API intellectual property portfolio includes hundreds of granted patents and pending applications.

We have expertise in a variety of production technologies, including chemical synthesis, semi-synthetic fermentation, enzymatic synthesis, high-potency manufacturing, plant extract technology, peptides synthesis, vitamin D derivatives synthesis and steroids. Our advanced technology and expertise in the field of solid state particle technology enable us to meet specifications for particle size distribution, bulk density, specific surface area and polymorphism, as well as other characteristics.

Our API facilities are required to comply with applicable cGMP requirements under U.S., European, Japanese and other applicable quality standards. Our API plants are regularly inspected by the FDA, European agencies and other authorities, as applicable.

Patents and Other Intellectual Property Rights

We rely on a combination of patents, trademarks, copyrights, trade secrets and other proprietary know-how and regulatory exclusivities, as well as contractual protections, to establish and protect our intellectual property rights. We own or license numerous patents covering our products in the United States and other countries. We have also developed many brand names and own many trademarks covering our products. We consider the overall protection of our intellectual property rights to be of material value and act to protect these rights from infringement. We license or assign certain intellectual property rights to third parties in connection with certain business transactions.

Environment, Health and Safety

We are committed to business practices that promote socially and environmentally responsible economic growth. During 2023, we continued to make significant progress on our ESG strategy.

On Environment, Health and Safety (“EHS”), among other things, in 2023:

- we continued the implementation of our global EHS management system in all countries where we operate, which promotes proactive compliance with applicable EHS requirements, establishes EHS standards throughout our global operations and helps drive continuous improvement in our EHS performance;
- proactively evaluated EHS compliance through self-evaluation and an internal audit program in addition to some external audits, addressing non-conformities through appropriate corrective and preventative action;
- developed EHS leading indicators to drive consistent work patterns of high performing organizations; and
- continued to promote climate change mitigation and adaptation strategy according to international standards.

Please see the section entitled “Environmental” from Teva’s 2022 ESG Progress Report (which is located on our website) for more detailed information regarding our environmental goals and activities. Nothing on our website, including Teva’s 2022 ESG Progress Report or sections thereof, shall be deemed incorporated by reference into this Annual Report or any other filing with the U.S. Securities and Exchange Commission.

Quality

We are committed not only to complying with quality requirements but to developing and leveraging quality as a competitive advantage. In 2023, we completed numerous inspections by various regulatory agencies of our finished dosage pharmaceutical and API plants and we actively engaged in discussions with authorities to mitigate drug shortages and participated in several industry-wide task forces. We continue to focus on maintaining a solid and sustainable quality compliance foundation, as well as making quality a priority to foster continuous compliance. We seek to ensure that quality is an embedded part of our corporate culture and is reflected in all of our daily operations, delivering reliable and high quality products.

Competition

Sales of generic medicines have benefitted from increasing awareness and acceptance on the part of healthcare insurers and institutions, consumers, physicians and pharmacists around the world. Factors contributing to this increased awareness are the passage of legislation permitting or encouraging generic substitution and the publication by regulatory authorities of lists of equivalent pharmaceuticals, which provide physicians and pharmacists with generic alternatives. In addition, various government agencies and many private managed care or insurance programs encourage the substitution of brand-name pharmaceuticals with generic products as a cost-savings measure in the purchase of, or reimbursement for, prescription pharmaceuticals.

In the United States, we are subject to competition in the generic drug market from domestic and international generic drug manufacturers and brand-name pharmaceutical companies through introduction of next-generation medicines, authorized generics, existing brand equivalents and manufacturers of therapeutically similar drugs. An increase in FDA approvals for existing generic products is increasing the competition on our base generic products. Price competition from additional generic versions of the same product typically results in margin pressures, which is causing some generics companies to increase focus on portfolio efficiency.

The European market continues to be even more competitive, especially in terms of pricing, higher quality standards, customer service and portfolio relevance. We are one of only a few companies with a pan-European footprint, while most of our European competitors focus on a limited number of selected markets or business lines. Our leadership position in Europe allows us to be a reliable partner to fulfill the needs of patients, physicians, pharmacies, customers and payers.

In our International Markets, our global scale and broad portfolio give us a competitive advantage over local competitors, allowing us to optimize our offerings through a combination of high-quality medicines and unique go-to-market approaches.

Furthermore, in significant markets such as Japan and Russia, governments have issued or are in process of issuing regulations designed to increase generic penetration. Specifically, in Japan, ongoing regulatory pricing reductions and generic competition to off-patented products have negatively affected our sales in Japan. These conditions result in intense competition in generics, with generic companies competing for advantage based on pricing, time to market, reputation and customer service.

The biosimilars business is also highly competitive and continues to evolve as intellectual property protections for biological products continue to expire in the United States. While we believe that our biologics knowledge and experience provide us with competitive advantages, we anticipate significant competition in the biosimilar space. Risks related to commercialization of our prospective biosimilars include the number of competitors, potential for steeper than anticipated price erosion, and intellectual property challenges that may impact timely commercialization. There is also a risk of lower or slower uptake due to various factors that may differ among biosimilars such as competitive practices, physician hesitancy to prescribe biosimilars for certain therapeutic areas, and level of financial incentives (payer or government). We anticipate that the downward pressure on uptake may ease in the future as physicians and payers become increasingly aware of the benefits of biosimilars and more comfortable prescribing them.

Our innovative medicines business faces intense competition from both innovative and generic pharmaceutical companies. Our innovative medicines business may continue to be affected by price reforms and changes in the political landscape. We believe that our primary competitive advantages include our commercial marketing teams, global R&D capabilities, the body of scientific evidence substantiating the safety and efficacy of our various medicines, our patient-centric solutions, physician and patient experience with our medicines and our medical capabilities, which are tailored to our product offerings, regional and local markets and the needs of our stakeholders.

Human Capital Management

Our People

Our employees are the heart of our Company. In the highly competitive pharmaceutical industry, it is imperative that we attract, develop and retain top talent on an ongoing basis. To do this, we seek to make Teva an inclusive, diverse and safe workplace, with meaningful compensation, benefits and wellbeing programs, and we offer training and leadership development programs that foster career growth.

Oversight

Our Human Resources and Compensation Committee, Compliance Committee and Board of Directors play key roles in overseeing culture and talent at Teva and devote time throughout the year to human capital strategy and execution in such areas as: inclusion and diversity, Company culture, employee engagement, training and development, recruiting and turnover, leadership development and succession planning. Management regularly updates our Board of Directors on internal metrics in these areas.

Employees

As of December 31, 2023, Teva's global workforce consisted of 37,851 employees.

As a global company, we have employees in 58 countries around the world, representing a wide range of nationalities. In certain countries, we are party to collective bargaining agreements with certain groups of employees.

The following table presents our workforce headcount by employment type:

	December 31,		
	2023	2022	2021
Full-time	35,001	34,004	34,713
Part-time	1,471	1,121	1,266
Contractor	1,379	1,701	1,558
Total	37,851	36,826	37,537
Total full time equivalent	37,226	36,520	37,037

The following table presents our workforce headcount by geographic area (excluding contractors):

	December 31,		
	2023	2022	2021
North America	6,330	6,099	6,302
Europe	18,602	17,834	18,122
International Markets (excluding Israel)	8,155	7,952	7,955
Israel	3,385	3,240	3,600
Total (excluding contractors)	36,472	35,125	35,979

We monitor our employee turnover on an ongoing basis, as it is an important indicator in connection with our human capital management that informs our understanding of our retention, recruitment and talent engagement.

Inclusion and Diversity

Teva’s Board of Directors and executive management view inclusion and diversity as essential to our ability to innovate and grow our business, leveraging our diverse workforce to deliver on business excellence and innovation. We strive to create and sustain an inclusive and diverse work environment.

We foster an inclusive work environment that allows all people to express themselves and realize their full potential. Teva’s Position on Inclusion and Diversity outlines our commitment to establishing an enabling environment across all business units. Our Inclusion and Diversity (“I&D”) framework, governed by our I&D global team, provides a foundation for embedding I&D across our business. Our dedicated global I&D lead is responsible for the execution of the global I&D framework, including strategy and initiatives, partnerships and alignment of activities across regions and business units.

We are committed to pay equity at all levels and we conduct equitable pay research and report our findings annually in our Progress ESG Report. For example, in 2022, the most recent year for which findings are available, we conducted comprehensive equitable pay research among 100% of our employees, and found that among those in the same level, function/profession and location, we pay our women employees an average of 0.4% more than our male employees in terms of annual base salaries. Because pay differences are often created when employees are hired or promoted, we are introducing tools to help avoid pay differences at these stages.

In addition, we support recruitment, development and retention of individuals with diverse backgrounds. Our I&D global team monitors and assesses our I&D programs and efforts, using regular surveys and feedback to strengthen and adapt our programs, as needed. We seek to support our inclusive and diverse culture through employee resource groups (“ERGs”), mentoring programs and training, among other things.

In the U.S., the Teva Employee Resource Group Network represents ten distinct ERGs, which have a key role in creating a culture of inclusion and bringing together employees with shared characteristics and life experiences to foster opportunities for networking, mentoring, collaboration, community outreach, career development, leadership training and cultural exchanges. Currently, our ERGs include groups for women, men, Black Heritage, Latinx, Asian Pacific Americans, Abilities (individuals with disabilities), Veterans, LGBTQ+, Working Families, and MERGE (multigenerational). In 2022, Teva established two new LGBTQ+ ERGs in Europe and in Israel.

In Israel, we partner with several providers, including the Israeli Center for Supported Employment and the National Institute of Neuropsychological Rehabilitation, to ensure our opportunities are available to all and help identify suitable positions for people with different abilities.

In addition, we provided mandatory training for all employees and managers globally on fostering inclusive behavior and psychological safety and we include an inclusive leadership module in all Teva global leadership development programs.

The following table presents percentage of our global employee population identifying as female and male, as of December 31, 2023:

	<u>Female</u>	<u>Male</u>
Total employees	47%	53%
Managers	49%	51%
Senior management	29%	71%

Health and Safety

The health and safety of our employees is critical to our ability to supply medicines to our patients. Our Environment, Health, Safety and Sustainability Policy and global Environment Health and Safety Management System guide our employee health and safety practices. We have implemented this system, which often exceeds regulatory requirements, to provide a global standard of care.

As a result of the state of war declared in Israel in October 2023 and the military activity in the region, the health, safety and wellbeing of our Israel-based employees have been a top priority. We provided support through mental health professionals, training for managers, designated support groups, and initiatives to support our employees' families. In addition, we increased support of an emergency supply of medicines to hospitals, pharmacies and patients and we donated products and are providing other humanitarian aid. Despite the circumstances, we maintained full business continuity with uninterrupted supply of medicines.

Employee Career Growth, Training and Development

We invest in employee career growth and development at Teva. Our talent development programs benefit employees individually by providing them with the resources they need to enhance their professional and management abilities, develop leadership skills and achieve their career aspirations, which in turn helps us to remain competitive in our industry.

We maintain a range of learning resources to support employees of all levels in developing skills and contributing to Teva's strategy, ultimately driving business performance. Much of our employee training is in-role, amplified by global online training and locally-tailored training modules to meet different challenges, help gain new leadership and essential skills and ensure compliance with our policies. In 2023, we introduced a new talent development system based on artificial intelligence ("AI") capabilities to match employee skills with development opportunities across the company.

Our Teva Grow program for employees provides development in essential soft skills, success in a global setting and company knowledge. We also provide an extensive catalog of lessons from an online learning platform. For Teva managers, we refreshed our development programs to develop the skills, capabilities and mindset required of managers, taking into account our Pivot to Growth strategy.

We focus on succession planning through global and business unit talent review processes that identify and accelerate successors' readiness to fill senior positions across Teva. In order to measure our success, we track the proportion of positions filled with internal successors and other related statistics.

Compensation, Benefits and Wellbeing

We provide competitive compensation, health and retirement programs for our employees. We offer variable pay in the form of bonuses and stock-based compensation for eligible employees and have one global annual bonus plan.

In 2023, we continued to focus on employee wellbeing. In addition to having our second global wellbeing month dedicated to raising awareness of the importance of wellbeing, we leveraged practical tools and local programs to address the physical, financial, social and mental health needs of our employees and their families. We offer programs and initiatives that promote healthy diet, physical activity and mental wellbeing. For example, our organizations in many countries introduced or expanded employee assistance programs to cover psychological support and counseling for employees and their families and we included wellbeing as part of our managerial training programs.

Employee Engagement and Satisfaction

We have been monitoring employee morale during this time in many ways, including by conducting our annual employee survey. In 2023, we achieved 86% response rate, an increase of 3% compared to 2022. Results

of the survey show that employee engagement levels have remained high and improved. Employees feel connected with Teva's purpose and values, are confident in Teva's positive impact on society, and believe they are treated with respect. In addition, they feel they are able to be themselves at work, they are treated fairly regardless of personal background or characteristics, and that Teva promotes a culture of diversity and inclusiveness.

Management reviews the survey results closely to determine areas for improvement and creates action plans to address any gaps. Survey results are communicated to employees through global communications and town halls and shared with our Board of Directors.

Please see the section entitled "Social" from our Teva 2022 ESG Progress Report (which is located on our website) for more detailed information regarding our Human Capital programs and initiatives. Nothing on our website, including our 2022 ESG Progress Report or sections thereof, shall be deemed incorporated by reference into this Annual Report or any other filing with the Securities and Exchange Commission.

Regulation

United States

Food and Drug Administration and the Drug Enforcement Administration

All pharmaceutical manufacturers selling products in the United States are subject to extensive regulation by the United States federal government, principally by the FDA and the Drug Enforcement Administration ("DEA"), and, to a lesser extent, by state and local governments. The Federal Food, Drug, and Cosmetic Act, the Controlled Substances Act ("CSA") and other federal and state statutes and regulations govern or influence the development, manufacture, testing, safety, efficacy, labeling, approval, storage, distribution, recordkeeping, advertising, promotion, sale, import and export of our products. Our facilities are periodically inspected by the FDA, which has extensive enforcement powers over the activities of pharmaceutical manufacturers. Noncompliance with applicable requirements may result in fines, criminal penalties, civil injunction against shipment of products, recall and seizure of products, total or partial suspension of production, sale or import of products, refusal of the government to enter into supply contracts or to approve NDAs, ANDAs or BLAs and criminal prosecution by the U.S. Department of Justice ("DOJ"). The FDA also has the authority to deny or revoke approvals of marketing applications and the power to halt the operations of non-complying manufacturers. Any failure to comply with applicable FDA policies and regulations could have a material adverse effect on our operations.

FDA approval is required before any "new drug" (including generic versions of previously approved drugs) may be marketed, including new strengths, dosage forms and formulations of previously approved drugs. Applications for FDA approval must contain information relating to bioequivalence (for generics), safety, toxicity and efficacy (for new drugs), product formulation, raw material suppliers, stability, manufacturing processes, packaging, labeling and quality control. FDA procedures generally require that commercial manufacturing equipment be used to produce test batches for FDA approval. The FDA also requires validation of manufacturing processes so that a company may market new products. The FDA conducts pre-approval and post-approval reviews and plant inspections to implement these requirements.

The federal CSA and its implementing regulations establish a closed system of controlled substance distribution for legitimate handlers. The CSA imposes registration, security, recordkeeping and reporting, storage, manufacturing, distribution, importation and other requirements upon legitimate handlers under the oversight of the DEA. The DEA categorizes controlled substances into one of five schedules—Schedule I, II, III, IV, or V—with varying qualifications for listing in each schedule. Facilities that manufacture, distribute, conduct chemical analysis, import or export any controlled substance must register annually with the DEA. The DEA performs an inspection of all entities requesting a DEA registration prior to issuing a controlled substance registration for review of the facility and material security, material handling procedures, record keeping, and

reporting procedures. The DEA also performs cyclical inspections of all DEA registrants to review accountability, record keeping, and security. Failure to maintain compliance with applicable requirements, particularly as manifested in the loss or diversion of controlled substances, can result in enforcement action, such as civil penalties, refusal to renew necessary registrations or the initiation of proceedings to revoke those registrations. In certain circumstances, violations could lead to criminal prosecution.

The Drug Price Competition and Patent Term Restoration Act (the “Hatch-Waxman Act”) established the procedures for obtaining FDA approval for generic forms of brand-name drugs. This act also provides market exclusivity provisions that can delay the approval of certain NDAs and ANDAs. One such provision allows a five-year period of data exclusivity for NDAs containing new chemical entities and a three-year period of market exclusivity for NDAs (including different dosage forms) containing new clinical trial(s) essential to the approval of the application. The Orphan Drug Act grants seven years of exclusive marketing rights to a specific drug for a specific orphan use. The term “orphan drug” refers, generally, to a drug that treats a rare disease affecting fewer than 200,000 Americans. Market exclusivity provisions are distinct from patent protections and apply equally to patented and non-patented drug products. Another provision of the Hatch-Waxman Act extends certain patents for up to five years as compensation for the reduction of effective life of the patent which resulted from time spent in clinical trials and time spent by the FDA reviewing a drug application.

Under the Hatch-Waxman Act, any company submitting an ANDA or an NDA under Section 505(b)(2) of the Food, Drug, and Cosmetic Act (i.e., an NDA that, similar to an ANDA, relies, in whole or in part, on FDA’s prior approval of another company’s drug product; also known as a “505(b)(2) application”) must make certain certifications with respect to the patent status of the drug for which it is seeking approval. In the event that such applicant plans to challenge the validity or enforceability of an existing listed patent or asserts that the proposed product does not infringe an existing listed patent, it files a “Paragraph IV” certification. In the case of ANDAs, the Hatch-Waxman Act provides for a potential 180-day period of generic exclusivity for the first company to submit an ANDA with a Paragraph IV certification. This filing triggers a regulatory process in which the FDA is required to delay the final approval of subsequently filed ANDAs containing Paragraph IV certifications until 180 days after the first commercial marketing. For both ANDAs and 505(b)(2) applications, when litigation is brought by the patent holder, in response to this Paragraph IV certification, the FDA generally may not approve the ANDA or 505(b)(2) application until the earlier of 30 months or a court decision finding the patent invalid, not infringed or unenforceable. Submission of an ANDA or a 505(b)(2) application with a Paragraph IV certification can result in protracted and expensive patent litigation.

Products manufactured outside the United States and marketed in the United States are subject to all of the above regulations, as well as to FDA, DEA and U.S. customs regulations at the port of entry. Products marketed outside the United States that are manufactured in the United States are additionally subject to various export statutes and regulations, as well as regulation by the country in which the products are to be sold.

Our products also include biopharmaceutical products that are comparable to brand-name biologics, as well as products that are approved as biosimilar versions of brand-name biological products. While regulations are still being developed by the FDA relating to the Biologics Price Competition and Innovation Act of 2009, which created a statutory pathway for the approval of biosimilar versions of brand-name biological products and a process to resolve patent disputes, the FDA has issued guidance to provide a roadmap for development of biosimilar products.

In September 2022, the FDA User Fee Reauthorization Act of 2022 (“FUFRA”) was enacted in the United States. The FUFRA authorizes the FDA to collect user fees from parties that submit drug, biosimilar or medical device product applications for review or that are named in approved applications as the sponsor of certain products. These fees are used by the FDA to support the product review process at the agency. Various fees must be paid by these manufacturers at different times, such as annually and with the submission of different types of applications. In return for this additional funding, the FDA has entered into agreements with each of the affected industries (known as the “user fee agreements”) that commit the agency to interacting with manufacturers and reviewing applications such as NDAs, ANDAs and BLAs in certain ways, and taking action on those applications

at certain times. The agency is obligated to set specific timelines to communicate with companies, meet with company product sponsors during the review process and take action on their applications.

The Inflation Reduction Act and Certain Government Programs

The Inflation Reduction Act (“IRA”) of 2022 was signed into law in August 2022. The IRA restructures Medicare’s benefit design and requires manufacturers of certain drugs to engage in price negotiations with Medicare, imposes rebates and discount requirements under Medicare Part B and Medicare Part D, and replaces the Part D coverage gap discount program with a new discounting program. In particular, the U.S. Department of Health and Human Services (“HHS”) is directed to negotiate a subset of medicines with the highest annual expenditures to Medicare Parts B and D that have been on the market for 9 years (or 13 years for biologics) without an available generic (or biosimilar) on the market. Drugs with an available generic or biosimilar, certain drugs that represent a limited portion of Medicare program spending, drugs with an orphan designation as their only FDA approved indication, and all plasma-derived products are exempt from direct negotiation. The law allows HHS to levy an excise tax and civil monetary penalties against non-compliant manufacturers or those who refuse to negotiate.

The IRA also imposes rebate requirements on manufacturers of single-source generics and other drugs covered under Medicare Part B and Part D where the price increases of the drug outpaces inflation. Multisource generics and all products with an average manufacturer’s price less than \$100 per year, per individual, are exempt from rebate requirements. The Centers for Medicare and Medicaid Services (“CMS”) will monitor for products with price increases higher than the rate of inflation on a quarterly basis. Rebates will be calculated as the total number of units sold multiplied by the amount the product exceeds the inflation-adjusted price, with 2021 as the base year to measure cumulative changes relative to inflation. Noncompliant manufacturers will be subject to a civil monetary penalty of at least 125% of the calculated rebate amount.

The CMS administers the Medicaid drug rebate program, in which pharmaceutical manufacturers pay quarterly rebates to each state Medicaid agency. Generally, for generic drugs marketed under ANDAs, manufacturers (including Teva) are required to rebate 13% of the average manufacturer price, and for products marketed under NDAs or BLAs, manufacturers are required to rebate the greater of 23.1% of the average manufacturer price or the difference between such price and the commercial best price during a specified period. An additional rebate for products marketed under ANDAs, NDAs or BLAs is payable if the average manufacturer price increases at a rate higher than inflation and other methodologies apply to new formulations of existing drugs.

All state Medicaid programs have implemented voluntary supplemental drug rebate programs that may provide states with additional manufacturer rebates in exchange for preferred status on a state’s formulary or for patient populations that are not included in the traditional Medicaid drug benefit coverage. In addition, a number of states, including New York, have enacted legislation that requires entities to pay assessments or taxes on the sale or distribution of opioid medications in order to address the misuse of prescription opioid medications. Finally, a number of states have implemented IRA-like price controls on pharmaceutical manufacturers. These proposals create new authorities for state regulatory bodies to limit reimbursement for certain drugs. Such efforts may expand to additional states.

Europe

General

In Europe, marketing authorizations for pharmaceutical products may be obtained either through a centralized procedure for a license valid in all member countries of the European Union, which is granted by the EMA, or licenses granted by the national competent authorities via a mutual recognition procedure which requires submission of applications in other chosen member states following approval by a so-called reference member state, a decentralized procedure that entails simultaneous submission of applications to chosen member states or occasionally through a local national procedure.

During 2022, we continued to register products in the European Union, primarily using the decentralized procedure (simultaneous submission of applications to chosen member states). We continue to use, on occasion, the mutual recognition and centralized procedures.

The European pharmaceutical industry is highly regulated and much of the legislative and regulatory framework is driven by the European Commission, together with the European Parliament and the Council of Europe. This has many benefits, including the potential to harmonize standards across the complex European market, but it also has the potential to create complexities affecting the entire European market.

European Union

The medicines regulatory framework of the European Union requires that medicinal products, including generic versions of previously approved products and new strengths, dosage forms and formulations of previously approved products, receive a marketing authorization before they can be placed on the market in the European Union. Authorizations are granted after a favorable assessment of quality, safety and efficacy by the respective health authorities. To comply with formal requirements, the application must contain the quality related information of the product (chemical, physical, biological and microbiological data, information about manufacturing process, raw materials, packaging and labelling data, quality control procedures), data confirming product safety (toxicological and pharmacological information), and product efficacy information (clinical studies or clinical trials).

In order to control expenditures on pharmaceuticals, most member states of the European Union regulate the pricing of such products and in some cases limit the range of different forms of a drug available for prescription by national health services. These controls can result in considerable price differences among member states.

In addition to patent protection, exclusivity provisions in the European Union may prevent companies from applying for marketing approval for a generic product for eight years (or ten years for orphan medicinal products) from the date of the first marketing authorization of the original product in the European Union. Further, the generic product will be barred from market entry (marketing exclusivity) for a further two years, with the possibility of extending the market exclusivity by one additional year under certain circumstances. As part of the European Commission's review of the general pharmaceutical legislation, the provisions relating to regulatory exclusivity are currently under review. Proposed changes have been published in 2023, although the implementation date and transitional provisions remain unclear.

The term of certain pharmaceutical patents may be extended in the European Union by up to five years upon grant of Supplementary Patent Certificates ("SPC"). The purpose of this extension is to increase effective patent life (i.e., the period between grant of a marketing authorization and patent expiration) to 15 years.

Subject to the respective pediatric regulation, the holder of an SPC may obtain a further patent term extension of up to six months under certain conditions. This six-month period cannot be claimed if the license holder claims a one-year extension of the period of marketing exclusivity based on the grounds that a new pediatric indication brings a significant clinical benefit in comparison with other existing therapies.

In July 2019, the SPC Manufacturing Waiver Regulation came into force in the European Union (subject to certain conditions) allowing products manufactured prior to SPC expiration to be exempt from SPC infringement if such products are manufactured for export to non-European Union markets or for launch in the European Union upon expiration of the SPC. This waiver applies from July 2, 2022 to all SPCs that came into effect after July 1, 2019 or, if the SPC was applied for after July 1, 2019, from the date the SPC comes into effect. This legislation is due to be reviewed prior to July 2024.

Orphan designated products, which receive, under certain conditions, a blanket period of ten years of market exclusivity, may receive an additional two years of exclusivity instead of an extension of the SPC if the requirements of the pediatric regulation are met. The criteria and protection period for orphan designated products are currently under review by the European Commission, as part of the review of the general pharmaceutical legislation referred to above.

The legislation also allows for R&D work during the patent term for the purpose of developing and submitting registration dossiers.

In November 2020 the European Commission published a “Pharmaceutical strategy for Europe,” which sets out a suite of policies that will shape the future European regulatory environment. These wide-ranging policies represent a multi-year program aimed, through review and revision of existing legislation, to provide a flexible regulatory system that, amongst other things, will lead to accelerated availability of medicines and promote sustainability of that system.

On December 31, 2020, the United Kingdom formally left the European Union (also known as “Brexit”). Legislative changes are expected as the UK government begins to enact national legislation in place of certain provisions which derive from EU legislation. Although certain regulatory and technical challenges remain, we continue to have processes and contingencies in place to minimize their impact, and to maintain our ability to supply medicines to patients in the United Kingdom, and to supply medicines made in the United Kingdom to other markets.

Medical Devices

Although not subject to FDA regulation as standalone medical devices, certain of our products are regulated as medical devices in the European Union. In 2017, the European Union adopted the European Union Medical Device Regulation (“EU MDR”), replacing the prior European Union Medical Device Directive (“EU MDD”) framework. The EU MDR specifies new risk classification rules, as well as changes to clinical studies, post-marketing surveillance, device traceability and oversight by notified bodies. The EU MDR became applicable on May 26, 2021. Transitional provisions (which were extended in early 2023) apply to the marketing of devices certified under the MDD under certain conditions and depending on the device’s risk classification. In the U.K., the EU MDD, as adopted into U.K. law, remains applicable to all medical devices, although new UK legislation relating to medical devices is expected in 2024.

International Markets

In addition to regulations in the United States and Europe, we, and our partners, are subject to a variety of regulations in other jurisdictions governing, among other things, clinical trials and any commercial sales, marketing and distribution of our products. Such regulations may be similar or, in some cases, more stringent than those applicable in the United States and Europe.

Whether or not we, or our partners, obtain FDA approval for a product, we must obtain the requisite approvals from regulatory authorities in foreign countries prior to the commencement of clinical trials or marketing of such product in those countries. The requirements and processes governing the conduct of clinical trials, product licensing, pricing and reimbursement vary from country to country. In addition, we, and our partners, may be subject to foreign laws and regulations and other compliance requirements, including, without limitation, anti-kickback laws, false claims laws and other fraud and abuse laws, as well as laws and regulations requiring transparency of pricing and marketing information and governing the privacy and security of personal information. The vast majority of the countries in which we market our products have enacted and/or amended privacy regulation. We and our partners are implementing measures as needed to comply with such privacy requirements.

If we, or our partners, fail to comply with applicable foreign regulatory requirements, we may be subject to, among other things, fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecution.

Miscellaneous Regulatory Matters

We are subject to various national, regional and local laws of general applicability, such as laws regulating working conditions. We are also subject to country specific data protection laws and regulations applicable to the

collection and processing of personal data around the world. In addition, we are subject to various national, regional and local environmental protection laws and regulations, including those governing ESG related matters, such as mandatory reporting and due diligence obligations. We are also subject to various national, regional and local laws regulating how we interact with healthcare professionals and representatives of government that impact our promotional and other commercial activities. Additionally, we may be subject to various new national, regional and local laws and regulations, such as the NIS2 Directive, the Cyber Resilience Act, the Digital Services Act, the Data Act, the Data Governance Act, the California Climate Corporate Data Accountability Act, the California Climate-Related Financial Risk Act, the EU's Directive No. 2464/2022 on Corporate Sustainability Reporting ("CSRD"), the European Health Data Space or the revision of the European Pharmaceutical Legislation (both not yet agreed), which could impact our business activities and processes.

Data exclusivity provisions exist in many countries around the world and may be introduced in additional countries in the future, although their application is not uniform. In general, these exclusivity provisions prevent the approval and/or submission of generic drug applications to the health authorities for a fixed period of time following the first approval of the brand-name product in that country. As these exclusivity provisions operate independently of patent exclusivity, they may prevent the submission of generic drug applications for some products even after the patent protection has expired.

In July 2020, the European Court of Justice in a case known as "Schrems II", invalidated the adequacy of the EU-US Privacy Shield Certification Programme under the EU General Data Protection Regulation ("GDPR") and called into question the framework in which personal data can be transferred from the EU to outside the EU. As a result, companies are required to conduct and document comprehensive data transfer assessments, and if supplementary measures cannot address an adequate level of protection, then such transfers shall be restricted. In July 2023, the European Commission determined that the Data Privacy Framework ("DPF"), a replacement for the invalidated EU-US Privacy Shield, ensures an adequate level of protection for EU personal data transferred to the United States. Today, many other countries outside the EU are also implementing their own personal data transfer framework, and as such we continue to monitor global developments to address requirements regarding international data transfers. On December 8, 2023, the EU Council, Parliament and Commission reached an agreement on the proposed EU Artificial Intelligence Act, which will regulate companies' use of artificial intelligence systems. We are continuously monitoring developments and the final act to understand the impact on our business and operations and we have already begun preparing for this.

In the United States, the legislative and regulatory landscape for data privacy and protection continues to evolve with an increasing focus on privacy and data protection issues. There are numerous federal and state laws and regulations governing the collection, use, processing and protection of personal data. Most states have data security breach laws requiring data protection measures and potentially requiring notification to regulators and impacted consumers. The Federal Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009 (collectively, "HIPAA") mandates the adoption of specific standards for electronic transactions and code sets that are used to transmit certain types of health information. HIPAA also sets forth federal rules protecting the privacy and security of protected health information ("PHI"). The law provides both criminal and civil fines and penalties for covered entities that fail to comply with HIPAA. In 2009, the law was amended to impose certain of the HIPAA privacy and security requirements directly upon business associates of covered entities and significantly increased the monetary penalties for violations of HIPAA. During 2022, certain of Teva's U.S. entities have become subject to HIPAA as business associates. We have established administrative, physical and technical safeguards to protect the confidentiality, integrity and availability of PHI maintained or transmitted by such entities.

Numerous states have or are in the process of enacting state level data privacy laws and regulations governing the collection, use and processing of personal data. Additionally, the California Consumer Privacy Act ("CCPA") established a privacy framework for covered businesses by creating an expanded definition of personal information, establishing new data privacy rights for consumers in the State of California, imposing special rules on the collection of consumer data from minors, and creating a new and potentially severe statutory

damages framework for violations of the CCPA and for businesses that fail to implement reasonable security procedures and practices to prevent data breaches. Further, the California Privacy Rights Act (“CPRA”), effective January 1, 2023 (with certain provisions having retroactive effect to January 1, 2022), creates additional obligations with respect to processing and storing personal information. While clinical trial data and information governed by HIPAA are currently exempt from the current versions of the CCPA and CPRA, other personal information may be applicable and possible changes to the CCPA and CPRA may broaden its scope.

In October 2015, the European Commission adopted regulations providing detailed rules for the safety features appearing on the packaging of medicinal products for human use. This legislation, part of the Falsified Medicines Directive (“FMD”), is intended to prevent counterfeit medicines entering into the supply chain and will allow wholesale distributors and others who supply medicines to the public to verify the authenticity of the medicine at the level of the individual pack. The safety features comprise a unique identifier and a tamper-evident seal on the outer packaging, which are to be applied to certain categories of medicines. FMD is effective as of February 2019. Teva’s packaging sites, distribution centers and contract manufacturing operators (“CMOs”) for the European market comply with this new requirement.

In November 2013, the federal Drug Supply Chain Security Act (the “DSCSA”) became effective in the United States, mandating an industry-wide, electronic, interoperable system to trace prescription drugs through the pharmaceutical distribution supply chain with a ten-year phase-in process. By November 2018, all manufacturers and re-packagers were required to mark each prescription drug package with a unique serialized code. Per the enhanced drug distribution security section of DSCSA, manufacturers were required by November 2023 to have systems and processes in place to verify product at the package level and electronically provide package level serial number details to downstream trading partners. Although the FDA announced in August 2023 a one-year of enforcement discretion for these enhanced requirements, Teva’s packing sites, distribution centers and CMOs for the U.S. market comply with the requirements. Additionally, in February 2019, the EU enacted the Falsified Medicines Directive (“FMD”), traceability requirements for drug products, which Teva complies with as well. Other countries are following suit with variations of two main requirements: (i) to be able to associate the unit data with the uniquely-identified shipping package, or (ii) to report the data for tracking and tracing of products, reimbursements and other purposes. Certain countries, such as Russia, China, Korea, Turkey, Argentina, Brazil and India (for exported products), already have laws mandating serialization and aggregation and we are working to comply with these requirements. Other countries, including India (domestic market), Indonesia, Kazakhstan, Malaysia, Taiwan, Ukraine and other Latin American countries are currently considering mandating similar requirements.

Available Information

Our main corporate website address is <http://www.tevapharm.com>. Copies of our Quarterly Reports on Form 10-Q, Annual Report on Form 10-K and Current Reports on Form 8-K filed or furnished to the U.S. Securities and Exchange Commission (the “SEC”), and any amendments to the foregoing, will be provided without charge to any shareholder submitting a written request to our company secretary at our principal executive offices or by sending an email to TevaIR@tevapharm.com. All of our SEC filings are also available on our website at <http://www.tevapharm.com>, as soon as reasonably practicable after having been electronically filed or furnished to the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The information on our website is not, and will not be deemed, a part of this report or incorporated into any other filings we make with the SEC. We also file our annual reports and other information with the Israeli Securities Authority through its fair disclosure electronic system called MAGNA. You may review these filings on the website of the MAGNA system operated by the Israeli Securities Authority at www.magna.isa.gov.il or on the website of the Tel Aviv Stock Exchange (the “TASE”) at www.tase.co.il.

Our 2023 ESG Progress report, which will provide enhanced ESG disclosures, is expected to be published in May 2024. Information in our ESG Progress Report shall not be deemed incorporated by reference into this Annual Report or any other filing with the SEC.

ITEM 1A. RISK FACTORS

Our business faces significant risks. You should carefully consider all of the information set forth in this Annual Report and in our other filings with the SEC, including the following risk factors which we face and which are faced by our industry. Our business, financial condition and results of operations could be materially adversely affected by any of these risks. This report also contains forward-looking statements that involve risks and uncertainties. Our results could materially differ from those anticipated in these forward-looking statements as a result of certain factors including the risks described below and elsewhere in this report and our other SEC filings. For a summary of the risk factors included in this Item 1A and for further details on our forward-looking statements, see “Forward-Looking Statements and Risk Factor Summary” on page 1.

Risks related to our ability to successfully compete in the marketplace

Sales of our generic medicines comprise a significant portion of our business, and we are subject to the significant risks associated with the generic pharmaceutical business.

Sales of our generics medicines have historically represented and are expected to continue to represent a significant portion of our business. In 2023, total revenues from sales of our generic medicines in all our business segments were \$8,734 million, or 55% of our total revenues. As part of our Pivot to Growth strategy, we intend to focus on a prioritized portfolio and pipeline of high-value generics opportunities. However, generic pharmaceuticals are, as a general matter, less profitable than innovative medicines, and have faced price erosion in each of our business segments, placing even greater importance on our ability to continually introduce new products. Although we intend to invest in the development of more complex, high-value generics products such as drug device combinations and long-acting injectables, there is no assurance as to when we will be successful in achieving our expected results, if at all.

We also expect to continue to experience significant adverse challenges in the U.S. generics market deriving from limitations on our ability to influence generic medicine pricing in the long term and a decrease in value from future launches and growth. These and other challenges have required us to recognize significant goodwill impairments in past years. If we experience further difficulty in this market, this may continue to adversely affect our revenues and profits from our North America business segment or cause us to recognize one or more goodwill impairments relating to this reporting unit.

Sales of our generic products may be adversely affected by the concentration of our customer base and commercial alliances among our customers.

A significant portion of our sales are made to relatively few U.S. retail drug chains, wholesalers, managed care purchasing organizations, mail order distributors and hospitals. These customers have undergone significant consolidation and formed various commercial alliances, which may continue to increase the pricing pressures that we face in the United States. The presence of large buying groups, and the prevalence and influence of managed care organizations and similar institutions, have increased pressure on price, as well as terms and conditions required to do business. There are three large Group Purchasing Organizations (“GPOs”) that account for more than 80% of generics purchases in the United States in 2023, which provides each of them with significant bargaining power. Additionally, our customers may form commercial alliances which result in heightened pricing pressure and competition in the markets in which we operate. For example, several major hospital systems in the United States formed a nonprofit company in 2018 to manufacture their own generics medicines. We expect the trend of increased pricing pressures from our customers and price erosion to continue.

Our sales may also be affected by fluctuations in the buying patterns of our significant customers, whether resulting from seasonality, pricing, wholesaler buying decisions or other factors. In addition, since a significant portion of our U.S. revenues is derived from relatively few key customers, any financial difficulties experienced by a single key customer, any delay in receiving payments from such a customer, or any significant reduction in or loss of business with such a customer could have a material adverse effect on our business, financial condition and results of operations. For a description of our net sales from our major customers, see note 19 to our consolidated financial statements.

Our revenues and profits from generic products may decline as a result of competition from other pharmaceutical companies and changes in regulatory policy.

Our generic drugs face intense competition. Prices of generic drugs may, and often do, decline, sometimes dramatically, especially as additional generic pharmaceutical companies receive approvals and enter the market for a given product and competition intensifies. Consequently, our ability to sustain our sales and profitability on any given product over time is affected by the number of companies selling such product, including new market entrants, and the timing of their approvals. The goals established under the Generic Drug User Fee Act, and increased funding of the FDA's Office of Generic Drugs, have led to more and faster generic approvals, and consequently increased competition for some of our products. The FDA has stated that it has established new steps to enhance competition, promote access and lower drug prices and is approving increasing numbers of generic applications. While these FDA improvements are expected to benefit our generic product pipeline, they will also benefit competitors that seek to launch products in established generic markets where we currently offer products. In recent years, there has also been an increase in the number of generic manufacturers targeting significant new generic opportunities with exclusivity under the Hatch-Waxman Act, or which are complex to develop. Many of the smaller generic manufacturers have increased their capabilities, level of sophistication and development resources in recent years. The FDA has also been limiting the availability of exclusivity periods for new products, which reduces the economic benefit from being first-to-file for generic approvals. For example, the 180-day market exclusivity period under the Hatch-Waxman Act for a new product can be forfeited by failure to obtain approval or to launch a product within a specified time or if certain conditions exist, some of which may be outside our control. The failure to maintain our industry-leading performance in the United States on first-to-file opportunities and to develop and commercialize high complexity generic products could adversely affect our sales and profitability.

Furthermore, brand pharmaceutical companies continue to manage products in a challenging environment through marketing agreements with payers, pharmacy benefits managers and generic manufacturers. For example, brand companies often sell or license their own generic versions of their products, known as "authorized generics," either directly or through other generic pharmaceutical companies. No significant regulatory approvals are required for authorized generics, and brand companies do not face any other significant barriers to entry into such market. Brand companies may seek to delay introductions of generic equivalents through a variety of commercial and regulatory tactics. Many pharmaceutical companies increasingly have used state and federal legislative and regulatory means to delay generic (including biosimilar) competition. These efforts have included pursuing new patents for existing products to extend patent protection; obtaining new regulatory exclusivities; selling the brand product as their own authorized generics; using the Citizen Petition process to request amendments to FDA standards or otherwise delay generic (or biosimilar) drug approvals; seeking changes to U.S. Pharmacopeia, an organization which publishes industry recognized compendia of drug standards; using the legislative and regulatory process to have drugs reclassified or rescheduled; attaching patent extension amendments to unrelated federal legislation; and entering into agreements with pharmacy benefit management companies to block the dispensing of generic (including biosimilar) products. These actions may increase the costs and risks of our efforts to introduce generic products and may delay or prevent such introduction altogether.

In addition, the U.S. Congress and various state legislatures in the United States have passed, or have proposed passing, legislation that could have an adverse impact on pharmaceutical manufacturers' ability to (i) settle litigation initiated pursuant to the Hatch-Waxman Act and Biologics Price Competition and Innovation Act ("BPCIA"); (ii) secure the full benefit of first-to-file regulatory approval status secured under the Hatch-Waxman Act; and (iii) recover their investments into the development of an innovative, generic or biosimilar product. Hatch-Waxman and BPCIA create various pathways for generic drug manufacturers to secure accelerated approvals of their abbreviated new drug applications and abbreviated biologics license applications. The new laws and proposals from the federal and state governments could serve to change, directly and indirectly, the Hatch-Waxman Act and BPCIA, including the incentives to develop generic and biosimilar products, as well as the ability of generic manufacturers to accelerate the launch of their new generic and biosimilar products. They also could impact the ability of brand manufacturers to protect their investments in the

intellectual property associated with their branded specialty and innovative biologic products. Additionally, the enactment of the Inflation Reduction Act of 2022 (the “IRA”) represents the most significant pharmaceutical pricing reform in the United States to date and includes legislative changes that could lead to greater pricing pressures on our products such as amendments to (i) eliminate the “donut hole” under the Medicare Part D program beginning in 2025; (ii) modify the “noninterference” provisions of the Medicare Part D enabling statute to require the U.S. Department of Health and Human Services (“HHS”) to negotiate the prices of a subset of drugs and biologics with the highest annual expenditures under Medicare Parts B and D; and (iii) impose manufacturer rebates on certain single-source Part B and Part D drugs when prices rise faster than the rate of inflation.

A number of state legislatures have also begun considering legislation that would implement IRA-like frameworks for state regulated insurance markets. We continue to monitor these legislative developments and evaluate whether any changes to our business practices and operations are necessary in order to comply with such legislative reforms and advocate for policies that support both innovation and access to high quality medicines for patients. However, we cannot accurately predict the ultimate impact of such legislative developments on our business or whether additional changes in regulatory policies will occur in the future.

We have experienced, and may continue to experience, delays in launches of our new generic products.

Although we believe we have one of the most extensive pipelines of generic products in the industry, in recent years we were unable to successfully execute a number of generic launches and these challenges may continue in the foreseeable future. As a result of delays we have experienced in the timing of launches, we may not be able to realize the economic benefits anticipated in connection with our planned launch timing. If we cannot execute timely launches of new products, we may not be able to offset the increasing price erosion on existing products in the United States resulting from pricing pressures and accelerated generics approvals for competing products. Such unsuccessful launches can be caused by many factors, including, delays in regulatory approvals, lack of operational or clinical readiness or patent litigation. Failure or delays to execute launches of new generic products could have a material adverse effect on our business, financial condition and results of operations.

We may be unable to take advantage of the increasing number of high-value biosimilars opportunities.

We aim to be a global leader in biopharmaceuticals. As part of our Pivot to Growth strategy, we intend to capitalize on our late-stage pipeline of biosimilar products. The development, manufacture and commercialization of biosimilar products require specialized expertise and are very costly and subject to complex evolving regulation. Due to the complex process and significant financial and other resources required to develop biosimilars, obstacles and delays, including budget constraints may arise, which increase the cost of development or force us to abandon a potential product in which we may have invested substantial amounts of time and resources. We have made and will continue to make significant investments and collaborations to capitalize on biosimilar opportunities. However, the market for biosimilar products, in particular for key lifecycle products, is facing increasingly intense competition, including from new market entrants, growing pricing pressures, as well as from existing innovative products that maintain a significant market share, and there is no assurance that we will be able to successfully capitalize on biosimilar opportunities. Failure to develop and commercialize biosimilars, either by us or through collaborations with third parties, could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our innovative medicines face intense competition from companies that have greater resources and capabilities and we must make significant investments in our pipeline of innovative medicines to address such competition, which may not achieve expected results.

We face intense competition to our innovative medicines. As part of our Pivot to Growth strategy, we intend to deliver on our growth engines, mainly AUSTEDO, AJOVY and UZEDY, and step up the innovation of our late-stage innovative pipeline assets. However, many of our competitors are larger and/or have substantially more experience in the development, acquisition and marketing of branded, innovative and consumer-oriented

products. They may be able to respond more quickly to new or emerging market preferences or to devote greater resources to the development and marketing of new products and/or technologies than we can. As a result, any products and/or innovations that we develop may become obsolete or noncompetitive before we can recover the expenses incurred in connection with their development. In addition, we must demonstrate the benefits of our products relative to competing products that are often more familiar or otherwise better established to physicians, patients and third-party payers. If competitors introduce new products or new variations on their existing products, our marketed products, even those protected by patents, may be replaced in the marketplace or we may be required to lower our prices. For example, the following may have a significant effect on our financial results and cash flow:

- our future success depends on our ability to maximize the growth and commercial success of AUSTEDO and AUSTEDO XR. If our revenues derived from AUSTEDO and AUSTEDO XR do not increase as expected or if we lose market share to competing therapies, it may have an adverse effect on our results of operations;
- AJOVY faces strong competition from two products that were introduced into the market around the same time and are competing for market share in the same space, as well as from other emerging competing therapies, including oral CGRP products;
- UZEDY is a later entrant which faces competition from four well-established products. Additionally, two branded and one generic risperidone long-acting injectable have or are in the process of launching, which may impact UZEDY's growth;
- COPAXONE faces increasing competition from generic versions in the U.S. and competing glatiramer acetate products in Europe, as well as from orally-administered therapies. Following the approval of generic competition, COPAXONE's revenues and profitability have decreased. We expect the trend of decreasing revenues and profitability for COPAXONE to continue in the future; and
- there is a trend in the innovative medicines industry of seeking to "outsource" drug development by acquiring companies with promising drug candidates and we face substantial competition from historically innovative companies, as well as companies with greater financial resources than us, for such acquisition targets.

In order to remain competitive, we must invest significant resources to expand our pipeline for innovative medicines and biosimilars, both through our own efforts and through collaborations with, and in-licensing or acquisition of products from, third parties. We have entered into, and expect to pursue, in-licensing, acquisition, collaboration, funding and partnership opportunities to supplement and expand our existing innovative medicines and biosimilar pipeline, such as our collaborations with Alvotech, Modag, Sanofi, Royalty Pharma and Biologic. However, there is no assurance that such collaborations will achieve the results we expect and we or our counterparties could fail to perform the obligations thereunder, including due to the failure to obtain regulatory approvals and increasing competition, pricing pressures and other financial constraints.

Furthermore, the development of innovative medicines involves lengthier and more complex processes and greater expertise and resources than those used in the development of generic medicines. For example, the time from discovery to commercial launch of an innovative medicine can be 15 years or more and involves multiple stages, including intensive preclinical and clinical testing and highly complex, lengthy and expensive regulatory approval processes, which vary from country to country. The longer it takes to develop a new product, the less time that remains to recover development costs and generate profits. During each stage, we may encounter obstacles that delay the development process and increase expenses, potentially forcing us to abandon a potential product in which we may have invested substantial amounts of time and resources. These obstacles may include preclinical failures, difficulty enrolling patients in clinical trials, delays in completing formulation and other work needed to support an application for approval, adverse reactions or other safety concerns arising during clinical testing, insufficient clinical trial data to support the safety or efficacy of the product candidate, widespread supply chain breakdowns, delays as a result of new requirements implemented by health authorities such as the U.S. FDA and EMA requirement on material use, and delays or failures to obtain required regulatory

approvals for the product candidate or the facilities in which it is manufactured. In addition, our innovative medicines require much greater use of a direct sales force than does our generics business. Our ability to realize revenues from direct marketing and sales activities depends on our ability to attract and retain qualified sales personnel. Competition for qualified sales personnel is intense. We may also need to enter into co-promotion, contract sales force or other such arrangements with third parties, for example, where our own direct sales force is not large enough or sufficiently well-aligned to achieve maximum market penetration. Any failure to attract or retain qualified sales personnel or to enter into third-party arrangements on favorable terms could prevent us from successfully maintaining current sales levels or commercializing new innovative medicines.

If generic or biosimilar products that compete with any of our innovative medicines are approved and sold, sales of our innovative medicines will be adversely affected.

Certain of our leading innovative medicines face patent challenges and impending patent expirations and some have recently become susceptible to generic competition, such as TREANDA in 2022. Generic equivalents and biosimilars for branded pharmaceutical products are typically sold at lower costs than the branded products. After the introduction of a competing generic product, a significant percentage of the prescriptions previously written for the branded product are often written for the generic version. Legislation enacted in most U.S. states allows or, in some instances, mandates that a pharmacist dispense an available generic equivalent (or interchangeable biosimilar) when filling a prescription for a branded product in the absence of specific instructions from the prescribing physician. Branded products typically experience a significant loss in revenues following the introduction of a competing generic (or biosimilar) product, even if the branded product is still subject to an existing patent since generic manufacturers may offer generic (or biosimilar) products while patent litigation is pending. Our innovative medicines are or may become subject to competition from generic equivalents because our patent protection expired or may expire soon. In addition, we may not be successful in our efforts to obtain additional patent protection for our innovative medicines through the development and commercialization of proprietary product improvements and new and enhanced dosage forms.

Our success depends on our ability to develop and commercialize additional pharmaceutical products.

Our financial results depend upon our ability to develop and commercialize additional innovative, biosimilar and generic products in a timely manner. Commercialization requires that we successfully develop, test and manufacture pharmaceutical products. All of our products must receive regulatory approval and meet, and continue to comply with, regulatory and safety standards; if health or safety concerns arise with respect to a product, we may be forced to withdraw it from the market. Developing and commercializing additional pharmaceutical products is also subject to difficulties relating to the availability, on commercially reasonable terms, of raw materials, including API and other key ingredients; preclusion from commercialization by the proprietary rights of others; the costs of manufacture and commercialization; costly legal actions brought by our competitors that may delay or prevent development or commercialization of a new product; and delays and costs associated with the approval process of the FDA and other U.S. and international regulatory agencies.

The development and commercialization process, particularly with respect to innovative medicines and biosimilar medicines, as well as complex generic medicines that we increasingly focus on, is both time-consuming and costly, and involves a high degree of business risk. Our products currently under development, if and when fully developed and tested, may not perform as we expect. Necessary regulatory approvals may not be obtained in a timely manner, if at all, and we may not be able to produce and market such products successfully and profitably. Delays in any part of the process or our inability to obtain regulatory approval of our products could adversely affect our operating results by restricting or delaying our introduction of new products.

We depend on the effectiveness of our patents, confidentiality agreements and other measures to protect our intellectual property rights.

The success of our innovative medicines business depends substantially on our ability to obtain patents and to defend our intellectual property rights. If we fail to protect our intellectual property adequately, competitors may manufacture and market products identical or similar to ours. We have been issued numerous patents

covering our innovative medicines, and have filed, and expect to continue to file, patent applications seeking to protect newly developed technologies and products in various countries, including the United States. Currently pending patent applications may not result in issued patents or be approved on a timely basis or at all. Any existing or future patents issued to or licensed by us may not provide us with any competitive advantages for our products or may be challenged or circumvented by competitors or governments.

Efforts to defend the validity of our patents are expensive and time-consuming, and there can be no assurance that such efforts will be successful. Our ability to enforce our patents also depends on the laws of individual countries and each country's practices regarding the enforcement of intellectual property rights. The loss of patent protection or regulatory exclusivity on innovative medicines, including potential challenges to our Orange Book patent listings in the United States, could materially impact our business, results of operations, financial condition and prospects.

We also rely on trade secrets, unpatented proprietary know-how, trademarks, regulatory exclusivity and continuing technological innovation that we seek to protect, in part by confidentiality agreements with licensees, suppliers, employees and consultants. These measures may not provide adequate protection for our unpatented technology. If these agreements are breached, it is possible that we will not have adequate remedies. Disputes may arise concerning the ownership of intellectual property or the applicability of confidentiality agreements. Furthermore, our trade secrets and proprietary technology may otherwise become known or be independently developed by our competitors or we may not be able to maintain the confidentiality of information relating to such products. If we are unable to adequately protect our technology, trade secrets or proprietary know-how, or enforce our intellectual property rights, our results of operations, financial condition and cash flows could suffer.

Risks related to our substantial indebtedness

We have substantial debt outstanding, which requires significant interest and principal payments, requires compliance with certain covenants and restricts our ability to incur additional indebtedness or engage in other transactions.

As of December 31, 2023, we have consolidated debt of \$19,833 million outstanding, compared to \$21,212 million outstanding as of December 31, 2022. If we are unable to meet our debt service and other financial obligations, we could be forced to restructure or refinance our indebtedness, seek additional debt or equity capital or sell assets. We may be unable to obtain such financing or capital or sell our assets on satisfactory terms, if at all. Any refinancing of our indebtedness could be at significantly higher interest rates, incur significant transaction fees or include more restrictive covenants. See "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity" and note 9 to our consolidated financial statements for a detailed discussion of our outstanding indebtedness.

Our unsecured syndicated sustainability-linked revolving credit facility ("RCF") contains certain covenants, including certain limitations on incurring liens and indebtedness and maintenance of certain financial ratios, including a maximum leverage ratio, which becomes more restrictive over time. Under specified circumstances, including non-compliance with any of the covenants and the unavailability of any waiver, amendment or other modification thereto, we will not be able to borrow under the RCF. Additionally, violations of the covenants, under certain circumstances, would result in an event of default in all borrowings under the RCF and, when greater than a specified threshold amount as set forth in each series of senior notes and sustainability-linked senior notes is outstanding, could lead to an event of default under our senior notes and sustainability-linked senior notes due to cross acceleration provisions.

While we continue to take steps to reduce our debt and improve profitability, if we fail to satisfy our financial ratio covenants, we may need to renegotiate and amend the covenants, or refinance the debt with different repayment terms. We cannot guarantee that we will be able to amend such agreements or refinance such debt on terms satisfactory to us, or at all. If we experience lower than anticipated earnings or cash flows, to maintain compliance with our financial ratio covenants, we may curtail spending or divest assets, which could constrain our ability to grow our business.

Our substantial net debt could also have other important consequences to our business, including, but not limited to making it more difficult for us to satisfy our obligations; limiting our ability to borrow additional funds and increasing the cost of any such borrowing; increasing our vulnerability to, and reducing our flexibility to respond to, general adverse economic and industry conditions; limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; placing us at a competitive disadvantage as compared to our competitors, to the extent that they are not as highly leveraged; and restricting us from pursuing certain business opportunities.

Additionally, our credit losses, liquidity and cash resources could be negatively impacted by macroeconomic pressures. We may be required to draw down funds from our RCF or pursue additional sources of financing to fund our operations, such as secured financing. If we seek secured financing in excess of the limitations in our existing debt instruments, we may have to secure our outstanding debt as well. Capital and credit markets, which have been disrupted by such macroeconomic pressures, have experienced volatility. As a result, access to additional financing may be challenging and is largely dependent upon market conditions, which could materially impact our business, results of operations, financial condition and prospects.

We may need to raise additional funds in the future, which may not be available on acceptable terms or at all.

We may consider issuing additional debt or equity securities in the future to refinance existing debt or for general corporate purposes, including to fund our growth strategies, and to fund potential acquisitions or investments. If we issue ordinary equity, convertible preferred equity or convertible debt securities to raise additional funds, our existing shareholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing shareholders. If we incur additional debt, it may increase our leverage relative to our earnings or to our equity capitalization, requiring us to pay additional interest and potentially lowering our credit ratings. We may not be able to market such issuances on favorable terms, or at all, in which case, we may not be able to develop or enhance our products, execute our business plan, take advantage of future opportunities or respond to competitive pressures or unanticipated customer requirements.

If our credit ratings are further downgraded by leading rating agencies, we may not be able to raise debt or borrow funds in amounts or on terms that are favorable to us, if at all.

Our credit ratings impact the cost and availability of future borrowings and, accordingly, our cost of capital. Our ratings at any time will reflect each rating agency's opinion of our financial strength, operating performance and ability to meet our debt obligations. In the past, we have been subject to downgrades in our credit ratings by various ratings agencies. Most recently, Standard and Poor's Financial Services LLC ("S&P") downgraded our rating from BB to BB- due to rising litigation risks. Subsequently, on July 29, 2022, following our announcement of reaching an agreement in principle on the financial terms of a nationwide settlement of the opioids litigation, S&P revised our rating outlook to positive. However, there is no assurance that we will not be subject to ratings downgrades or negative outlooks by any of the ratings agencies in the future. If our results of operations experience any negative trends or otherwise fail to meet analyst or investor expectations, we may experience ratings downgrades or negative outlooks by ratings agencies and our share price and reputation may be negatively impacted.

Any downgrade of our ratings by the rating agencies limits our ability to borrow at interest rates consistent with the interest rates that were available to us prior to such downgrades. This may limit our ability to sell additional debt securities or borrow money in the amounts, at the times or interest rates, or upon the terms and conditions that would have been available to us if our previous credit ratings had been maintained.

Risks related to our general business and operations

Global economic conditions may negatively affect us and may magnify certain risks that affect our business.

In response to rising inflation in recent years, central banks in the markets in which we operate, including the United States Federal Reserve, have tightened their monetary policies and raised interest rates, and such measures may continue. Higher interest rates and volatility in financial markets could lead to additional economic uncertainty or recession. Increased inflation rates have increased our and our suppliers' operating costs, including labor costs, raw materials costs, manufacturing costs and R&D costs. There is no assurance that we will be able to increase our pricing to offset our increased costs, or that our operations will not be materially impacted by rising inflation and its broader effects on the markets in which we operate in the future. In addition to rising inflation, the global economy has also been impacted by fluctuating foreign exchange rates and geopolitical tensions, which could result in supply chain disruptions. Supply chain disruptions could continue to result in delays in our production and distribution processes, R&D initiatives and our ability to timely respond to consumer demand. As we have substantial international operations, fluctuations in exchange rates between the currencies in which we operate and the U.S. dollar could increase our operating costs and adversely affect our results of operations, profits and cash flows. The duration and extent of rising inflation, higher interest rates, foreign exchange rate fluctuations, geopolitical tensions and other macroeconomic headwinds are uncertain and we cannot accurately predict whether we will be able to effectively mitigate their impact on our business.

Due to the complexity of our supply chain, we have experienced supply discontinuities due to macroeconomic issues, regulatory actions, including sanctions and trade restrictions, labor disturbances and approval delays, which impacted our ability to timely meet demand in certain instances. These adverse market forces have a direct impact on our overall performance. Any such disruptions could have a material adverse impact on our business and our results of operation and financial condition.

The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, and the governmental and societal responses thereto, could adversely affect our business, results of operations and financial condition.

Widespread outbreaks of disease or other public health crises and responses thereto have in the past and may in the future negatively impact the global economy, disrupt global supply chains and create significant volatility and disruption of financial markets. For example, during the COVID-19 pandemic, we experienced disruptions in countries and regions in which we manufacture our products and conduct our clinical trials, as well as changes in customer stocking and purchasing patterns. In response to the COVID-19 pandemic, we temporarily closed certain of our facilities and faced other protectionist measures and restrictions imposed by government authorities to control the pandemic which inhibited our employees' access to our facilities, and caused certain delays and disruptions in our materials, supply. The COVID-19 pandemic also resulted in delays in our clinical trials due to slowdowns in recruitment for studies and suspended regulatory inspections, delays in regulatory approvals of new products due to reduced capacity or re-prioritization of regulatory agencies and delays in pre-commercial launch activities. The new working environment that emerged as a result of the COVID-19 pandemic, with many employees working remotely, also increased the exposure of many companies, including us, to cyber-attacks and data security breaches. Future outbreaks of disease, including a resurgence of COVID-19, could similarly have a material adverse impact on the global economy, our supply chain and our business operations.

In response to the COVID-19 pandemic, we have taken precautionary measures, and may take additional measures, intended to minimize the risks of future potential public health crises to our employees and operations. However, it is not possible to predict the impact of future outbreaks of disease or the government responses thereto. Any disruptions caused by any new outbreaks of disease that may emerge in the future could have a material adverse impact on our operational and financial performance, including our ability to execute our business strategies in the expected time frame or at all.

Implementation of ongoing optimization efforts may adversely affect our business, financial condition and results of operations.

We have and will continue to implement changes to optimize our business operations and reallocate resources towards growth opportunities. As part of such optimization efforts, we may face wrongful termination, discrimination or other legal claims from employees affected by ongoing changes in our workforce. We may incur substantial costs defending against such claims, regardless of their merits, and such claims may significantly increase our severance costs.

Upon the proposed divestiture of any assets, including divestitures of business units as part of our Pivot to Growth strategy to focus on our core businesses, as well as divestitures of our facilities in connection with our ongoing plant optimization, we may not be able to consummate such divestitures at a favorable price or in a timely manner. Any divestiture that we are unable to complete may cause additional costs associated with retaining, closing or disposing of the impacted businesses.

Any workforce reduction and site consolidation may result in the loss of numerous long-term employees, the loss of institutional knowledge and expertise, the reallocation of certain job responsibilities and the disruption of business continuity, all of which could negatively affect operational efficiencies and our ability to achieve growth and profitability through the development and sale of new pharmaceutical products. We cannot guarantee that, following such efficiency measures, our business will be more efficient or effective.

Our continued success depends on our ability to attract, hire, integrate and retain highly skilled key personnel.

Given the size, complexity and global reach of our business and our multiple areas of focus, we are especially reliant upon our ability to recruit and retain highly qualified management and other key employees. Our ability to attract and retain such employees may be diminished by the financial, legal and regulatory challenges we have faced in recent years, the increased importance of delivering on corporate ESG goals and their reputational impact as well as increased competition for talent. In addition, the success of our R&D activity depends on our ability to attract and retain sufficient numbers of skilled scientific personnel, which may be limited due to our R&D spending and programs. Changes in our management as a result of the appointment or departure of members of management and other key employees may also cause disruptions to our business and result in the loss of key personnel with institutional knowledge of our business, negative impacts on our relationships with existing employees and customers and increased operating costs related to integrating new personnel. Any difficulty in recruiting, hiring, integrating, retaining and motivating talented and skilled members of our organization may impair or delay our ability to execute our Pivot to Growth strategy.

The manufacture of our products is highly complex, and an interruption in our supply chain or problems with internal or third party manufacturing could adversely affect our results of operations.

Our products are either manufactured at our own facilities or obtained through supply agreements with third parties. Many of our products are the result of complex manufacturing processes, and some require highly specialized raw materials. Problems may arise during manufacturing for a variety of reasons, including equipment malfunction, failure to follow specific protocols and procedures, problems with or shortages of raw materials, natural disasters, and environmental factors. For some of our key raw materials, we have only a single, source of supply, and alternate sources of supply may not be readily available. If our supply of certain raw materials or finished products is interrupted from time to time, or proves insufficient to meet demand, our cash flows and results of operations could be adversely impacted. Additionally, any such supply interruption could result in a supply shortage to patients depending on the number of competitors able to meet the supply needs. Moreover, the streamlining of our manufacturing network may result in our product supply becoming more dependent on a smaller number of specific manufacturing plants. Our inability to timely manufacture any of our key products may result in claims and penalties from customers and could have a material adverse effect on our business, financial condition and results of operations as well as result in reputational harm.

In recent years, medicine shortages have become an increasingly widespread problem around the world. We are working diligently across our supply chain to ensure continuous and stable supply. Many European countries are implementing legal and regulatory measures, such as mandatory stockpiling and high penalties in order to prevent supply disruptions. Such measures may lead to substantial monetary losses in case we experience long-term supply disruptions in the relevant territories.

We also rely on complex shipping arrangements to and from the various facilities of our supply chain. Customs clearance and shipping by land, air or sea routes rely on and may be affected by factors that are not in our full control or are hard to predict.

A significant portion of our costs is comprised of raw materials for our products as well as energy, transportation and labor costs for our manufacturing and operations. We have experienced increases in prices of raw materials, labor and transportation, in part due to macroeconomic pressures. While we seek to pass along such increased costs to our customers, there is no assurance that we will be able to successfully and promptly increase our pricing to offset such increased costs in the future. Our ability to increase our pricing may be limited or delayed by regulatory restrictions and we may only be able to increase our pricing to the extent our competitors also increase their prices, as any increase in our pricing exceeding that of our competitors could negatively impact our competitive position. Any failure to effectively and timely pass along our increased costs to our customers may adversely impact our results of operations and financial condition.

Significant disruptions of our information technology systems could adversely affect our business.

We rely extensively on information technology systems in order to conduct business, including systems managed by third-party service providers. These systems include programs and processes relating to internal and external communications, ordering and managing materials from suppliers, converting materials to finished products, shipping products to customers, processing transactions, summarizing and reporting results of operations, processing payments to employees and vendors, calculating sales receivables, generating our financial results, and complying with information technology security compliance and other regulatory, legal or tax requirements. These information technology systems could be damaged or cease to function properly due to the poor performance or failure of third-party service providers, catastrophic events, power outages, network outages, failed upgrades or other similar events. If our business continuity plans do not effectively resolve such issues on a timely basis, we may suffer significant interruptions in conducting our business, which may adversely impact our business, financial condition and results of operations.

Furthermore, our systems and networks have been, and are expected to continue to be, the target of increasingly advanced and evolving cyber-attacks which may pose a risk to the security of our systems and the confidentiality, availability and integrity of our data, as well as disrupt our operations or damage our facilities or those of third parties. Our exposure to cybersecurity risks may be heightened by the global scope of our operations. Because the techniques, tools and tactics used in cyber-attacks frequently change and may be difficult to detect for periods of time, despite our attention to such threats and especially with the increasing use of artificial intelligence technology, we may face difficulties in anticipating and implementing adequate preventative measures or mitigating harms after such an attack. In addition, hardware, software or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. We outsource administration of certain functions to vendors that could be targets of cyber-attacks. Any manipulation, theft, loss and/or fraudulent use of customer, employee or proprietary data as a result of a cyber-attack targeting us or one of our third-party service providers could subject us to significant litigation, liability and costs, as well as adversely impact our reputation with customers and regulators. A cyber-attack on our information technology systems may lead to substantial interruptions in our business, legal claims and liability, regulatory investigations and penalties, and reputational damage, which could have a material adverse effect on our business, financial condition and results of operations. While we maintain insurance coverage that is designed to address certain aspects of cyber risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise in the event we experience a cybersecurity incident, data security breach or disruption, unauthorized access or failure of systems.

A data security breach could adversely affect our business and reputation.

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, proprietary business information and personally identifiable information (including of our employees, customers, suppliers and business partners). Any data breach may subject us to civil fines and penalties, or regulatory fines or sanctions such as under the GDPR, or equivalent under relevant national laws, the federal Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) as amended, and other relevant state and federal privacy laws in the United States including the California Consumer Privacy Act (“CCPA”) and other laws and regulations including across our International Markets. Our failure, or the failure of our third-party vendors, to comply with applicable laws and regulations relating to data security and our involvement or the involvement of any of our third-party vendors in any data security incidents could result in legal claims and liability, obligations to report incidents to governmental agencies, regulatory investigations and penalties, and reputational damage, which could have a material adverse effect on our business, financial condition and results of operations.

We have procedures, tools, processes and services in place to detect and respond to cyber-attacks, data breaches, security incidents, and compromises of personal information. If our efforts to protect the security of data are unsuccessful, a cyber-attack, data breach, security incident, or compromise of personal information may result in costly legal claims and liability, financial penalties, government enforcement actions, for example under the GDPR, private litigation, negative publicity or a reduction in supply of essential medicines to the public, each of which could further result in reputation or brand damage with customers, and our business, financial condition, results of operations or prospects could suffer.

We have significant operations globally, including in countries that may be adversely affected by political or economic instability, major hostilities or acts of terrorism, which exposes us to risks and challenges associated with conducting business internationally.

We are a global pharmaceutical company with worldwide operations. All but a minor portion of our sales in 2023 were in North America and Europe, and an increasing portion of our sales and operational network are located in other regions. Certain of the regions in which we operate may be more susceptible to political and economic instability, such as the state of war declared in Israel in October 2023 and the military activity in the region, and the ongoing conflict between Russia and Ukraine, that could result in a loss of sales in such regions. Our global headquarters and several manufacturing and R&D facilities are located in Israel and currently remain largely unaffected, and we have no manufacturing or R&D facilities in Russia or Ukraine. However, the duration, severity and global implications (including potential inflation and devaluation consequences) of these and other geopolitical conflicts that may arise in the future, cannot be predicted at this time and could have an effect on our business, exchange rate exposure, supply chain, operational costs and commercial presence in these markets.

As a company that manufactures most of its products outside the United States, a “border adjustment tax” or other restriction on trade, if enacted by the United States, may have a material adverse effect on our business, financial condition and results of operations. In addition, given that a significant portion of our business is conducted in the European Union and the U.K., the departure of the U.K. from the European Union (referred to as “Brexit”), may pose certain implications to our research, commercial and general business operations in the U.K. and the European Union, including the approval and supply of our products. The Trade and Cooperation Agreement from December 2020, between the U.K. and the European Union, is comprehensive, but does not cover all areas of regulation pertinent to the pharmaceutical industry, so certain complexities remain, and the finalization of the long-term relationship will dictate how both jurisdictions will be impacted and may result in an impact on our business operations in Europe.

Significant portions of our operations are conducted outside the markets in which our products are sold, and accordingly we often import a substantial number of products into such markets. We may, therefore, be denied access to our customers or suppliers or denied the ability to ship products from any of our sites as a result of a closing of the borders of the countries in which we sell our products, or in which our operations are located, due to economic, legislative, political and military conditions, including hostilities and acts of terror, in such

countries. In addition, certain countries have put regulations in place requiring local manufacturing of goods, while foreign-made products are subject to pricing penalties or even bans from participation in public procurement auctions.

We face additional risks inherent in conducting business internationally, including compliance with laws and regulations of many jurisdictions that apply to our international operations. These laws and regulations include intellectual property laws, data privacy requirements, labor relations laws, tax laws, competition regulations, import and trade restrictions, economic sanctions, export requirements, the Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 and other similar local laws that prohibit corrupt payments to governmental officials or certain payments or remunerations and provisions of things of value to customers and, in some cases, other private sector counterparties. Modifications of such laws or court decisions regarding such laws may adversely affect us and may impact our ability to continue our international operations. Given the high level of complexity of these laws, there is a risk that some provisions may be breached by us, for example through fraudulent or negligent behavior of individual employees (or third parties acting on our behalf), our failure to comply with certain formal documentation requirements, or otherwise. Actions by our employees, or by third-party intermediaries acting on our behalf, in violation of such laws, whether carried out in the United States or elsewhere in connection with the conduct of our business have exposed us, and may further expose us, to significant liability for violations of the FCPA or other anti-corruption laws. In 2016, we paid a monetary fine for FCPA violations and entered into a three-year deferred prosecution agreement with the DOJ, which included retaining an independent compliance monitor. The FCPA also requires us to keep and maintain accurate books and records and systems of internal controls to prevent bribery and corruption. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, implementation of compliance programs and prohibitions on the conduct of our business. Any such violation could include prohibitions on our ability to offer our products in one or more countries and could materially damage our reputation, our brand, our ability to attract and retain employees, our business, our financial condition and our results of operations.

Our corporate headquarters and a portion of our manufacturing activities are located in Israel. Our Israeli operations are dependent upon materials imported from outside Israel. Accordingly, our operations and information technology systems could be materially and adversely affected by acts of terrorism, including through cybersecurity threats, or if major hostilities were to occur in the Middle East or trade between Israel and its present trading partners were materially impaired, including as a result of acts of terrorism in the United States or elsewhere. The state of war declared in Israel in October 2023, and the military activity in the region, may result in disruption to our operations and facilities, such as our manufacturing and R&D facilities located in Israel, and impact our employees, some of which are military reservists being called to active military duty, and impact the economic, social and political stability of Israel.

We may not be able to find or successfully bid for suitable acquisition targets or licensing opportunities, or consummate and integrate future acquisitions.

In addition to pursuing organic growth opportunities, we intend to continue to evaluate and pursue potential acquisitions, strategic alliances, joint ventures and licenses, among other transactions, as part of our strategy to optimize our business and product portfolio and reallocate resources to fund growth. Relying on such transactions as sources of new innovative medicines, biosimilar and other products, or as a means of growth, involves risks that could adversely affect our future revenues and operating results. We may not be successful in seeking or consummating appropriate opportunities to enable us to execute our business strategy. We may not be able to pursue opportunities due to financial capacity constraints, we may not be able to obtain necessary regulatory approvals, and we may fail to consummate an announced acquisition. We may fail to integrate acquisitions successfully into our existing business, and could incur or assume significant debt and unknown or contingent liabilities, including, among others, patent infringement or product liability claims. In addition, we, or the partners with which we may enter into licensing or other collaboration agreements, may not be able to perform effectively under such agreements, impairing our ability to monetize opportunities related to them.

We may decide to sell, close or otherwise divest business units, assets or facilities, and any failure to successfully and cost-effectively consummate such divestitures could adversely affect our prospects and opportunities for growth.

We will continue to consider selling, closing or otherwise divesting certain business units, assets and facilities as the focus of our business evolves, including as part of our Pivot to Growth strategy, if we determine that such assets are not critical to our strategy or we believe the opportunity to monetize the asset is attractive or for various other reasons, including for the reduction of indebtedness. For example, as previously announced, we intend to divest our API business in the first half of 2025, which divestiture is subject to various conditions, including reaching an agreement with a prospective purchaser on terms satisfactory to Teva, satisfying any conditions to closing the divestiture and obtaining any necessary approvals. We have also closed or divested a significant number of manufacturing plants and R&D facilities over the prior few years and may close or divest additional plants and facilities as part of our ongoing efforts regarding optimizing our business. There can be no assurance that we will be able to complete any divestitures of our business units, assets or facilities, including our intended divestiture of our API business, on the timing or upon the terms we expect, if at all. Such divestitures may also divert management's attention from our core business operations, increase our expenses in the short-term and disrupt our relationships with existing employees, customers or suppliers.

We may fail to identify appropriate opportunities to divest assets on terms acceptable to us or may fail to transition employees and continuing operations from closed sites and disposed businesses efficiently. If divestiture opportunities are found, consummation of any such divestiture may be subject to closing conditions, including obtaining necessary regulatory approvals, and we may fail to consummate an anticipated divestiture. Although our expectation is to engage in asset sales only if they advance or otherwise support our overall strategy, any such sale could result in disruptions to our business operations, result in unanticipated expenses and reduce the size or scope of our business, the capabilities or durability of our manufacturing network, our market share in particular markets or our opportunities with respect to certain markets. If we are unable to complete our planned divestitures in a timely and cost-effective manner, or we do not realize the anticipated cost savings or other benefits of such transactions, our prospects and opportunities for growth may be negatively impacted.

Risks related to compliance, regulation and litigation

Our operations are subject to complex legal and regulatory environments. If we fail to comply with applicable laws and regulations we may suffer legal consequences that may have a material effect on our business, operations or reputation.

We operate around the world in complex legal and regulatory environments. For instance, we must comply with requirements of the FDA, EMA and other healthcare regulators with respect to the manufacture, labeling, sale, distribution, marketing, advertising, promotion and development of pharmaceutical products, as further described below. We are also subject to pricing laws, including newly-enacted state laws in the United States, which impose penalties for pricing certain products above state-defined threshold, as well as competition laws, economic sanctions, export controls, import and trade laws and regulations, anti-bribery laws, privacy laws, cGMP requirements, labor laws and health and safety laws. Any failure to comply with applicable laws, rules and regulations may result in civil and/or criminal legal proceedings and lead to fines, damages, mandatory compliance programs and other sanctions and remedies that may materially affect our business and operations as well as our reputation. In addition, as rules and regulations change or as interpretations of those rules and regulations evolve, our prior conduct may be investigated.

Our business operations are subject to extensive regulation by the FDA and various other U.S. federal and state authorities, the EMA and other foreign regulatory authorities that establish requirements relating to, among other things, manufacturing practices, product labeling, and advertising and post marketing reporting, including adverse event reports and field alerts due to manufacturing quality concerns. The process of obtaining regulatory approvals to market a drug or medical device can be costly and time-consuming, and approvals might not be granted for future products, or additional indications or uses of existing products, on a timely basis, if at all. Delays in the receipt of, or

failure to obtain approvals for, future products, or new indications and uses, could result in delayed realization of product revenues, reduction in revenues and substantial additional costs. For example, in recent years, we experienced delays in obtaining anticipated approvals for various generic and innovative medicines, some caused by the COVID-19 pandemic in approvals due to travel and work restrictions. We may continue to experience similar delays. No assurance can be given that we will remain in compliance with applicable FDA and other regulatory requirements once approval or marketing authorization has been obtained for a product.

Additionally, our facilities are subject to ongoing regulation, including periodic inspection by the FDA and other regulatory authorities, and we must incur expense and expend effort to ensure compliance with these complex regulations. Following an inspection, an agency may issue a notice listing conditions that are believed to violate cGMP or other regulations, or take other regulatory action, including issuing a warning letter for violations of “regulatory significance” that may result in enforcement action if not promptly and adequately corrected. In recent years, regulatory agencies around the world have increased their scrutiny of pharmaceutical manufacturers. This has resulted in requests for product recalls, temporary plant shutdowns to address specific issues and other remedial actions. Our manufacturing facilities, as well as those of our vendors and manufacturing partners, have also been the subject of increased regulatory oversight, leading to increased expenditures required to ensure compliance with new or more stringent production and quality control regulations. These regulatory actions have and may adversely impact our ability to supply various products around the world and to obtain approvals for new products manufactured at the affected facilities. If any regulatory body were to require one or more of our significant manufacturing facilities to cease or limit production, or to halt the approval of new or pending regulatory applications, our business and reputation could be adversely affected. In addition, because regulatory approval to manufacture a drug is site-specific, the delay and cost of remedial actions or obtaining approval to manufacture at a specific facility could have a material adverse effect on our business, financial condition and results of operations.

In addition, we are subject to regulations in various jurisdictions, including the Federal Drug Supply Chain Security Act in the U.S., the Falsified Medicines Directive in the European Union and many other such regulations in other countries that require us to develop electronic systems to serialize, track, trace and authenticate units of our products through the supply chain and distribution system. Compliance with these regulations may result in increased expenses for us or impose greater administrative burdens on our organization, and failure to meet these requirements could result in fines or other penalties.

Failure to comply with all applicable regulatory requirements may subject us to operating restrictions and criminal prosecution, monetary penalties and other disciplinary actions, including, sanctions, warning letters, product seizures, recalls, fines, injunctions, suspension, shutdown of production, revocation of approvals or the inability to obtain future approvals, or exclusion from future participation in government healthcare programs. Any of these events could disrupt our business and have a material adverse effect on our revenues, profitability and financial condition.

Governmental and civil proceedings and litigation which we are, or in the future become, party to may have an adverse impact on our business.

In the ordinary course of our business, we are exposed to lawsuits, claims, proceedings and government investigations that could preclude or delay the commercialization of our products or disrupt our business operations. We are currently subject to several governmental and civil proceedings and litigations relating to our pricing and marketing practices, intellectual property, product liability, competition matters, opioids, securities disclosure, financial reporting and accounting practices, corporate governance and environmental matters. These investigations and litigations are costly and involve a significant diversion of management attention. Such proceedings are unpredictable and may develop over lengthy periods of time. An adverse resolution of these proceedings may result in large monetary fines, damages, additional litigation, such as securities and derivative actions, and other non-monetary sanctions and remedies, such as mandated compliance agreements, all of which can be expensive and disruptive to our operations and business, and can impact decisions related to our product offerings and portfolio.

Due to increasing numbers of securities claims over the last several years and related payouts under insurance policies, in addition to increased settlement values in “event-driven” litigation and a growing number of plaintiff shareholder law firms eager to bring claims, premiums and deductibles for insurance, including D&O insurance, have been increasing and some insurers are reducing the number of companies they insure, causing the supply of insurance to lag behind demand. This could increase our premiums, reduce the scope and capacity of our coverage, and adversely affect our ability to maintain and renew our existing insurance policies on favorable terms or at all. While we continue to maintain insurance coverage intended to address certain risks, such coverage may be insufficient to cover claims and losses we face.

Healthcare reforms, and related reductions in pharmaceutical pricing, reimbursement and coverage, by governmental authorities and third-party payers may adversely affect our business.

The continuing increase in expenditures for healthcare has been the subject of considerable government attention almost everywhere we conduct business. Private health insurers and government health authorities continue to seek ways to reduce or contain healthcare costs, including by reducing or eliminating coverage for certain products and lowering reimbursement levels. The focus on reducing or containing healthcare costs has been fueled by controversies, political debate and publicity about prices for pharmaceutical products that some consider excessive, including Congressional and other inquiries into drug pricing, including with respect to our innovative medicines, which could have a material adverse effect on our reputation. In most of the countries and regions where we operate, including the United States, Western Europe, Israel, Russia, Japan, certain countries in Central and Eastern Europe and several countries in Latin America, pharmaceutical prices are subject to new government policies designed to reduce healthcare costs, and may be subject to additional regulatory efforts, funding restrictions, legislative proposals, policy interpretations, investigations and legal proceedings regarding pricing practices. These changes frequently adversely affect pricing and profitability and may cause delays in market entry, or decisions to forgo or discontinue development programs for our products. Certain U.S. states have implemented or are considering, pharmaceutical price controls or patient access constraints under the Medicaid program, and some jurisdictions have implemented or are considering price-control regimes that would apply to broader segments of their populations that are not Medicaid-eligible. Private third-party payers, such as health plans, increasingly challenge pharmaceutical product pricing, which could result in lower prices, lower reimbursement rates and a reduction in demand for our products. We cannot predict which additional measures may be adopted or the impact of current and additional measures on the marketing, pricing and demand for our products, which could have a material adverse effect on our business, financial condition and results of operations.

The U.S. Congress and various state legislatures in the United States continue to propose and enact legislative reforms to limit or reduce the cost of healthcare and regulate drug pricing practices. For example, the IRA introduced certain measures that, among other things, limit the price increases of prescription drugs and authorize the Medicare program to negotiate pricing for certain high-cost drugs, including physician-administered and self-administered drugs, that have been on the market for a minimum amount of time without generic competition. The IRA also includes reforms to Medicare benefit design, increasing a manufacturer’s coverage liability for applicable products. As the IRA was only recently enacted, we cannot accurately predict the impact it will have on the profitability of our products or our research and development initiatives. A number of state legislatures have also begun considering legislation that would implement IRA-like frameworks for state regulated insurance markets.

Increased purchasing power of entities that negotiate on behalf of Medicare, Medicaid, and private sector beneficiaries may result in increased pricing pressure by influencing the reimbursement policies of third-party payers. Healthcare reform legislation has increased the number of patients who have insurance coverage for our products, but provisions such as the assessment of a branded pharmaceutical manufacturer fee and an increase in the amount of rebates that manufacturers pay for coverage of their drugs by Medicaid programs may have an adverse effect on us. It is uncertain how current and future reforms in these areas will influence the future of our

business operations and financial condition. In addition, “tender systems” for generic pharmaceuticals have been implemented (by both public and private entities) in a number of significant markets in which we operate, including in some European markets, in an effort to lower prices. Under such tender systems, manufacturers submit bids that establish prices for generic pharmaceutical products. These measures impact marketing practices and reimbursement of drugs and may further increase pressure on reimbursement margins. Certain other countries may consider the implementation of a tender system. Failing to win tenders or our withdrawal from participating in tenders, or the implementation of similar systems in other markets leading to further price declines, could have a material adverse effect on our business, financial position and results of operations.

Public concern over the abuse of opioid medications, increased legal and regulatory action and the nationwide settlement could negatively affect our business.

Certain governmental and regulatory agencies are focused on the abuse of opioid medications in the United States. U.S. federal, state and local governmental and regulatory agencies have conducted and may in the future conduct investigations of us, other pharmaceutical manufacturers and other supply chain participants with regard to the manufacture, sale, marketing and distribution of opioid medications. In June 2023, we consummated a nationwide settlement to settle claims brought by various states and political subdivisions in connection with our manufacture, marketing, sale and distribution of opioids. The payments required to be made under this settlement agreement and others may have an adverse impact on our operations and cash flows and there is no assurance that we will have the liquidity or other resources necessary to make such payments and provide supplies of our generic version of Narcan[®] (naloxone hydrochloride nasal spray) in the amounts and at the times required under the terms of our nationwide settlements. For further information, see “Opioids Litigation” in note 12b to our consolidated financial statements.

Additionally, we are defending claims and putative class action lawsuits in Canada in relation to the manufacture, sale, marketing and distribution of opioid medications. The loss or settlement of any such claims related to opioids could have a material adverse impact on our liquidity.

In addition to the costs and potential consequences associated with defending the governmental investigations and legal proceedings, legislative, regulatory or industry measures to address the misuse of prescription opioid medications may also affect our business in ways that we are not able to predict. For example, a number of states, including New York, have enacted legislation that requires the payment of assessments or taxes on the sale or distribution of opioid medications in those states. If other states or local jurisdictions successfully enact similar legislation and we are not able to mitigate the impact on our business through operational changes or commercial arrangements, such legislation in the aggregate may have a material adverse effect on our business, financial condition and results of operations.

Furthermore, we utilize controlled substances in certain of our current products and products in development, and therefore must meet the requirements of the Controlled Substances Act of 1970 and related regulations administered by the DEA in the U.S., as well as the requirements of similar laws and regulations in other countries where we operate, relating to the manufacture, importation, shipment, storage, sale, and use of controlled substances. While we have compliance systems in place, risks associated with these laws and regulations cannot be entirely eliminated by policies and procedures. For example, violations of the Controlled Substances Act of 1970 and related laws and regulations by direct customers (such as distributors and wholesalers), down-stream customers (such as pharmacies) and health-care providers may expose us to liability and penalties and could have a material adverse effect on our business, financial condition, results of operations, cash flows, and/or share price. In addition, prescription drug abuse and the diversion of opioids and other controlled substances are the frequent subject of public attention, including, for example, past media reports over the appropriateness of prescription of medications used to treat attention deficit hyperactivity disorder (ADHD). The occurrence of any of the above risks could have a material adverse effect on our business, financial condition, reputations, results of operations, cash flows or share price.

The pharmaceutical sector is facing increased government scrutiny from competition and pricing authorities around the world, which may expose us to significant damages and commercial restrictions that can materially and adversely affect our business.

We are required to comply with competition laws in the territories where we do business around the world. Compliance with these laws has been the subject of increasing focus and activity by regulatory authorities, both in the United States and Europe, in recent years. Alleged actions by our employees, in violation of such laws, or evolving interpretations of competition law as applicable to certain practices, have exposed us, and may further expose us, to investigations and legal proceedings, which may result in significant liability for violations of competition laws, which may have a material adverse effect on our reputation, business, financial condition and results of operations.

We have been and may in the future be subject to investigations, claims and proceedings relating to price fixing and violations of related laws and regulations, such as the Sherman Act. In August 2023, we reached a deferred prosecution agreement with the DOJ to settle certain price-fixing charges brought against us in 2020. In addition, we are a party to numerous civil claims brought by state officials and private plaintiffs alleging that Teva, together with other pharmaceutical manufacturers, engaged in conspiracies to fix prices and/or allocate market share of generic products in the United States. For further information, see “Government Investigations and Litigation Relating to Pricing and Marketing” in note 12b to our consolidated financial statements. If any investigations, claims or proceedings are adversely determined against us, we may face material adverse effects on our business, including monetary penalties, debarment from federally funded health care programs and reputational harm. We have been involved in numerous litigations involving challenges to the validity or enforceability of listed patents (including our own), and therefore settling patent litigations has been and will likely continue to be an important part of our business. There is continued scrutiny of our patent settlements, including from the U.S. Federal Trade Commission (“FTC”) and the European Commission. Accordingly, we may receive formal or informal requests from competition law authorities around the world for information about a particular settlement agreement, and there is a risk that governmental authorities, customers, other downstream purchasers or others may commence actions against us alleging violations of antitrust laws based on our settlement agreements. We are currently defendants in antitrust actions brought by U.S. states, the European Commission and private plaintiffs involving numerous settlement agreements and, since 2015, we are subject to a consent decree with the FTC, which imposes on us certain injunctive reliefs with respect to our ability to enter into patent settlements in the United States. The U.S. Congress and certain state legislatures in the United States have also passed, or proposed passing, legislation that could adversely impact our ability to settle patent litigations. For example, the State of California has enacted legislation that prohibits, with certain exceptions and safe harbors, various types of patent litigation settlements, and imposes substantial monetary penalties on companies and individuals who do not comply. The enforcement of this law has been preliminarily enjoined as likely violating the U.S. Constitution, but such legislation still creates a risk of significant potential exposure for settling patent litigations and, in turn, makes it more difficult to settle in the first place, which could have a material adverse effect on our business.

Following calls in recent years from policy makers and other stakeholders in many countries for governmental intervention to address the high prices of certain pharmaceutical products, we are currently, and may in the future be, subject to governmental investigations, claims or other legal or regulatory actions regarding our pricing and/or other alleged exclusionary practices. These include U.S. Congressional investigations regarding both our innovative medicines and generic medicines, the European Commission’s inquiry into COPAXONE, and litigation concerning the U.K. Competition and Markets Authority’s inquiry regarding hydrocortisone. For example, in September 2020, the U.S. House Committee on Oversight and Reform held a hearing focused on pricing of branded medications, which focused in part on historic pricing of COPAXONE in the U.S., and subsequently issued a report with respect to COPAXONE’s pricing. Additionally, on October 10, 2022, the European Commission issued a Statement of Objections, which sets forth its preliminary allegations that Teva had engaged in anti-competitive practices relating to COPAXONE. In November 2023, the FTC notified Teva and other pharmaceutical companies as well as the FDA, under 21 CFR 314.53, that in the FTC’s view, certain of our and other pharmaceutical companies’ patents have been improperly listed in the Orange

Book, resulting in potential delays to generic competition, and subsequently, certain members of the U.S. congress reiterated the concerns of the FTC. Any such investigation may have a material adverse effect on our reputation, business, financial condition and results of operations. For further information, see “Competition Matters” and “Government Investigations and Litigation Relating to Pricing and Marketing” in note 12b to our consolidated financial statements.

Third parties may claim that we infringe their intellectual property rights and we may have sold or may in the future elect to sell products prior to the final resolution of outstanding intellectual property litigation, and, as a result, we may be prevented from manufacturing and selling some of our products and could be subject to liability for damages in the United States, Europe and other markets where we do business.

Our ability to introduce new products depends in large part upon the success of our challenges to patent rights held by third parties or our ability to develop non-infringing products. Based upon a variety of legal and commercial factors, we may elect to sell a product even though patent litigation is still pending, either before any court decision is rendered or while an appeal of a lower court decision is pending. The outcome of such patent litigation could, in certain cases, materially adversely affect our business. For further information, see “Intellectual Property Litigation” in note 12b to our consolidated financial statements.

If we sell products prior to a final court decision, and such decision is adverse to us, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and we could face substantial liabilities for patent infringement, in the form of either payment for the innovator’s lost profits or a royalty on our sales of the infringing products. These damages may be significant and could materially adversely affect our business. In the United States, in the event of a finding of willful infringement, the damages assessed may be up to three times the profits lost by the patent owner. Because of the discount pricing typically involved with generic pharmaceutical products, patented brand products generally realize a significantly higher profit margin than generic pharmaceutical products. As a result, the damages assessed may be significantly higher than our profits. In addition, even if we do not suffer damages, we may incur significant legal and related expenses in the course of successfully defending against infringement claims.

We may be susceptible to significant product liability claims that are not covered by insurance.

Our business inherently exposes us to claims for injuries allegedly resulting from the use of our products. As our portfolio of available products expands, particularly with new innovative medicines, we may experience increases in product liability claims asserted against us.

We maintain an insurance program, which may include commercial insurance, self-insurance (including direct risk retention), or a combination of both approaches, in amounts and on terms that it believes are reasonable and prudent in light of its business and related risks. We sell, and will continue to sell, pharmaceutical products that are not covered by product liability insurance. In addition, we may be subject to claims for which insurance coverage is denied, as well as claims that exceed our policy limits. Product liability coverage for pharmaceutical companies is becoming more expensive and increasingly difficult to obtain. As a result, we may not be able to obtain the type and amount of insurance we desire, or any insurance on reasonable terms, in the markets in which we operate. For further information regarding our current material product liability cases, see note 12b to our consolidated financial statements.

Any failure to comply with the complex reporting and payment obligations under the Medicare and Medicaid programs may result in further litigation or sanctions, in addition to those that we have announced in previous years.

The U.S. laws and regulations regarding Medicare and/or Medicaid reimbursement and rebates and other governmental programs are complex. Some of the applicable laws may impose liability even in the absence of specific intent to defraud. The subjective decisions and complex methodologies used in making calculations

under these programs are subject to review and challenge, and it is possible that such reviews could result in material changes. In addition, the U.S. government has alleged violations of the federal Anti-Kickback Statute, and related causes of action under the federal False Claims Act and state law in connection with Teva's donations to patient assistance programs. Such allegations could, if proven or settled, result in additional monetary penalties (beyond the lawsuits we have already settled) and possible exclusion from Medicare, Medicaid and other programs. In addition, we are notified from time to time of governmental investigations regarding drug reimbursement or pricing issues. For further information, see "Government Investigations and Litigation Relating to Pricing and Marketing" in note 12b to our consolidated financial statements. Certain parts of Medicare benefits are under scrutiny, as the U.S. Congress looks for ways to reduce government spending on prescription medicines.

Sanctions and trade control laws create the potential for significant liabilities, penalties and reputational harm.

As a company with global operations, we are subject to national laws as well as international treaties and conventions controlling imports, exports, re-export, transfer and diversion of goods (including finished goods, materials, APIs, packaging materials, other products and machines), services and technology. These include import and customs laws, export controls, trade embargoes and economic sanctions, restrictions on sales to parties that are listed on (or are owned or controlled by one or more parties listed on) denied party watch lists and anti-boycott measures (collectively "Customs and Trade Controls"). Applicable Customs and Trade Controls are administered by Israel's Ministry of Finance, the U.S. Treasury's Office of Foreign Assets Control, the U.S. Department of Commerce, other U.S. agencies and multiple other agencies of other jurisdictions around the world where we do business. Customs and Trade Controls relate to a number of aspects of our business, including most notably the sales of finished goods and API as well as the licensing of our intellectual property. Compliance with Customs and Trade Controls has been the subject of increasing focus and activity by regulatory authorities, both in the United States and elsewhere, in recent years, and requirements under applicable Customs and Trade Controls in general, change frequently. Sanctions imposed with respect to the ongoing conflict between Russia and Ukraine have been particularly dynamic and future geopolitical conflicts involving other jurisdictions may result in further changes to the sanctions environment. Any such changes to the sanctions environment may require us to withdraw from or limit our exposure to certain markets or to terminate certain business relationships in order to remain in compliance with applicable laws. Although we have policies and procedures designed to address compliance with Customs and Trade Controls, actions by our employees, by third-party intermediaries (such as distributors and wholesalers) or others acting on our behalf in violation of relevant laws and regulations may expose us to liability and penalties for violations of Customs and Trade Controls and accordingly may have a material adverse effect on our reputation and our business, financial condition and results of operations.

Our failure to comply with applicable environmental, health and safety laws and regulations worldwide could adversely impact our business and results of operations.

We are subject to laws and regulations concerning the environment, safety matters, regulation of chemicals and product safety in the countries where we manufacture and sell our products or otherwise operate our business. These requirements include regulation of the handling, manufacture, transportation, storage, use and disposal of materials, including the discharge of pollutants and pharmaceutical residues into the environment. If we fail to comply with these laws and regulations, we may be subject to enforcement proceedings including fines and penalties. In the normal course of our business, we are also exposed to risks relating to possible releases of hazardous substances into the environment, which could cause environmental or property damage or personal injuries, and which could require remediation of contaminated soil and groundwater. Under certain laws, we may be required to remediate contamination at certain properties, regardless of whether the contamination was caused by us or by previous occupants or users of the property. Climate change, and evolving laws, regulations and policies regarding climate change, could also pose additional legal or regulatory requirements related to greenhouse gas ("GHG") emissions and climate risk reporting, carbon pricing, and mandatory reduction targets. These more stringent requirements could increase our costs of sourcing, production, and transportation, as well as

have negative reputational impacts if we fail to meet such requirements. While we have validated Science-Based Targets for GHG reductions, failure to respond to risks regarding climate change may have a material adverse effect on our business, financial condition, results of operations and reputation. The consequences of climate change, such as extreme weather and water scarcity, could pose risks to our facilities and disruption of our activities.

Natural disasters and extreme weather events resulting from climate change, such as floods, heatwaves, blizzards, hurricanes, wildfires, the rise of sea level, and water stress, could impact our business activities and our ability to deliver our products to customers. We evaluate these risks in our supply planning, loss prevention and business continuity planning. The implementation of an Environmental, Health and Safety Management System across our facilities has resulted in the development of processes to prepare and respond to a range of natural emergencies that may occur, including extreme weather events. We have been placing increased attention on water management, implementing a scarcity-focused approach to water conservation to align with community needs and advance toward sustainable operations. If our planning and risk management regarding natural disasters and extreme weather events fail, our facilities could be impacted and our activities could be significantly disrupted.

Our business could be negatively impacted by ESG issues.

In recent years, there has been an increased focus from certain investors, employees, consumers, regulators (including the SEC), and other stakeholders concerning ESG matters. These matters can contribute to the long-term sustainability of companies' performance and an inability to successfully perform on ESG matters can result in negative impacts to our reputation, recruitment, retention, operations, financial results, the price of our shares, and our ability to attract or retain certain types of customers and investors. From time to time, we announce certain initiatives, including goals, regarding our focus areas, which include environmental matters, responsible procurement, promoting access to medicines, social investments, compliance and ethics and I&D. We could fail, or be perceived to fail, either in identifying our ESG focus areas, or in our achievement of our initiatives or goals, whether described in our announcements, our ESG progress report or otherwise, or we could fail to accurately report our progress on such initiatives and goals. Such failures could be due to changes in our business or evolving regulations in the countries in which we operate, and any such failures or perceived failures could expose us to negative impacts, including government enforcement actions or private litigation. We have also issued sustainability-linked senior notes with targets that include improving access to medicines in low- and middle-income countries and reducing GHG emissions, and failure to achieve such targets could negatively impact our reputation and also result in increased payments to holders of such senior notes.

A variety of organizations measure performance on ESG topics, including on topics such as the cost, even if unintended, of our actions on climate change and inequality in society. We could be criticized for the scope of such initiatives or goals or perceived as not acting responsibly or far enough in connection with these matters. Any such ESG matters could have a material adverse effect on our reputation, business, financial condition and results of operations. Additionally, companies across a variety of industries, including the pharmaceutical industry, are experiencing increased shareholder activism regarding ESG matters. If we are required to respond to actions by activist shareholders, we could incur disruptions to the operation of our business and our management's attention could be diverted. While we monitor a broad range of ESG issues, there can be no certainty that we will manage such issues successfully, or that we will successfully meet the expectations of investors, employees, consumers and other stakeholders.

Moreover, our selection of disclosure frameworks that seek to align with various reporting standards may change from time to time and may result in lack of meaningful or comparative data from period to period. Our interpretation of reporting standards may differ from those of others and such standards may change over time, any of which could result in significant revisions to our goals or reported progress in achieving such goals. Collecting, measuring, and reporting ESG information and metrics can be costly, difficult and time consuming, is subject to evolving reporting standards, and can present numerous operational, reputational, financial, legal and

other risks, any of which could have a material impact, including on our business, financial condition, reputation and stock price. Inadequate processes to collect and review this data and information prior to disclosure could be subject to potential liability related to such information.

Furthermore, there are an increasing number of ESG-related regulatory disclosure regulations with which Teva may have to comply. For example, in December 2022, the European Union adopted Directive No 2464/2022 on Corporate Sustainability Reporting (“CSRD”). The CSRD introduces detailed sustainability reporting obligations, requiring in-scope companies to make sustainability reports in accordance with the European Sustainability Reporting Standards (“ESRS”), which include certain mandatory disclosures and other voluntary disclosures on impacts, risks, and opportunities in relation to sustainability matters identified as material by the relevant entity. In addition to assessing the financial effects of a sustainability matter on a company, materiality assessments will require the relevant company to take into account non-financial considerations as to the materiality of a sustainability matter from an impact perspective when it pertains to the undertaking’s actual or potential, positive or negative impacts on people or the environment over the short-, medium-or long-term. Impacts may include those connected with the company’s own operations and upstream and downstream value chain, including through its products and services, as well as through its business relationships. Teva expects to first have to disclose pursuant to the CSRD, in accordance with the ESRS, in 2026. Furthermore, Article 8 of Regulation (EU) 2020/852 (EU Taxonomy) requires those in-scope companies to report how and to what extent their activities are associated with economic activities that qualify as environmentally sustainable defined herein. This disclosure obligation may lead to increased compliance burdens and costs. Additionally, could lead to the disclosure of information which may have a negative impact on our operations and reputation, and which may lead to additional exposure. Failure to accurately comply with any ESG reporting obligations may result in enforcement actions, sanctions, reputational harm or private litigation.

Risks related to our financial condition

Because we have substantial international operations, our sales, profits and cash flow may be adversely affected by currency fluctuations and restrictions as well as credit risks.

Fluctuations in exchange rates between the currencies in which we operate in, and the U.S. dollar, may have a material adverse effect on our results of operations, the value of balance sheet items denominated in foreign currencies and our financial condition.

In 2023, approximately 47% of our revenues were denominated in currencies other than the U.S. dollar. As a result, we are subject to significant foreign currency risks, including repatriation restrictions in certain countries, and may face heightened risks as we enter new markets. A substantial proportion of our sales, particularly in Latin America, Central and Eastern European countries and Asia, are recorded in local currencies, which exposes us to the direct risk of devaluations, hyperinflation or exchange rate fluctuations. In addition, although the majority of our operating costs are recorded in, or linked to, the U.S. dollar, in 2023, we incurred a substantial amount of operating costs in currencies other than the U.S. dollar, which only partially offset the currency risk derived from our sales in non-U.S. dollars. Moreover, the strengthening of the U.S. dollar versus other currencies in which we operate, negatively impacted our revenues, results of operations, profits and cash flows. We use derivative financial instruments and “hedging” techniques, such as issuance of debt in non-U.S. dollar currencies, to manage our balance sheet and income statement exposure to currency exchange rate fluctuations in the major foreign currencies in which we operate. However, not all of our potential exposure is covered, and some elements of our consolidated financial statements, such as our equity position, are not protected against foreign currency exposures. Therefore, our exposure to exchange rate fluctuations could have a material adverse effect on our financial results.

The imposition of price controls or restrictions on the conversion of foreign currencies could also have a material adverse effect on our financial results. In addition, operating internationally exposes us to credit risks of customers and other counterparties in a number of jurisdictions. Some of these customers and other counterparties may have lesser creditworthiness than others and the legal system for enforcing collections in such jurisdictions may be less well-developed.

Our long-lived assets may continue to lead to significant impairments in the future.

We regularly review our long-lived assets, including identifiable intangible assets, goodwill and property, plant and equipment, for impairment. Goodwill and acquired indefinite life intangible assets are subject to impairment review on an annual basis and whenever potential impairment indicators are present. Other long-lived assets are reviewed when there is an indication that impairment may have occurred. The amount of goodwill, identifiable intangible assets and property, plant and equipment on our consolidated balance sheet may increase following acquisitions or other collaboration agreements. Changes in market conditions, including further increases in discount rates, exchange rate fluctuations, or other changes in the future outlook of value may lead to further impairments in the future. In addition, the potential divestment of assets, including the closure or divestment of manufacturing plants and R&D facilities, headquarters and other office locations, may lead to additional impairments. Future events or decisions may lead to asset impairments and/or related charges. For assets that are not impaired, we may adjust the remaining useful lives. Certain non-cash impairments may result from a change in our strategic goals, business direction or other factors relating to the overall business environment. Any significant impairment could have a material adverse effect on our results of operations. See notes 6 and 7 in our consolidated financial statements, for descriptions of impairments of intangible assets and goodwill in recent periods.

Our tax liabilities could be larger than anticipated.

We are subject to tax in many jurisdictions, and significant judgment is required in determining our provision for income taxes. Likewise, we are subject to audit by tax authorities in many jurisdictions. In such audits, our interpretation of tax legislation may be challenged and tax authorities in various jurisdictions may disagree with, and subsequently challenge, the amount of profits taxed in such jurisdictions under our inter-company agreements.

Although we believe our estimates are reasonable, the ultimate outcome of such audits and related litigation could be different from our provision for taxes and may have a material adverse effect on our consolidated financial statements and cash flows. For additional information see note 13 to our consolidated financial statements.

The base erosion and profit shifting (“BEPS”) project undertaken by the Organization for Economic Co-operation and Development (“OECD”) may have adverse consequences to our tax liabilities. The BEPS project contemplates changes to numerous international tax principles, as well as national tax incentives, and these changes, when adopted by individual countries, could adversely affect our provision for income taxes. The first wave of BEPS recommendations has been implemented by countries in specific national tax laws, and the OECD is currently working on further initiatives that may further change current international tax principles. On December 12, 2022, the EU Council announced that EU member states had reached an agreement to implement at EU level the minimum taxation component of 15% (“Pillar Two”) of the OECD’s reform of international taxation, commencing in 2024. We are currently monitoring the new rules and awaiting further guidance and country agreements, however, we do not expect the adoption of this guidance to have a material impact on the Company’s consolidated financial statements in the foreseeable future.

The termination or expiration of governmental programs or tax benefits, or a change in our business, could adversely affect our overall effective tax rate.

Our tax expenses and the resulting effective tax rate reflected in our consolidated financial statements may increase over time as a result of changes in corporate income tax rates, other changes in the tax laws of the various countries in which we operate or changes in our product mix or the mix of countries where we generate profit. We have benefited, and currently benefit, from a variety of Israeli and other government programs and tax benefits that generally carry conditions that we must meet in order to be eligible to obtain such benefits. If we fail to meet the conditions upon which certain favorable tax treatment is based, we would not be able to claim future

tax benefits and could be required to refund tax benefits already received. Additionally, some of these programs and the related tax benefits are available to us for a limited number of years, and these benefits expire from time to time.

Any of the following could have a material effect on our overall effective tax rate: some government programs may be discontinued, or the applicable tax rates may increase; we may be unable to meet the requirements for continuing to qualify for some programs and the restructuring plan may lead to the loss of certain tax benefits we currently receive; these programs and tax benefits may be unavailable at their current levels; upon expiration of a particular benefit, we may not be eligible to participate in a new program or qualify for a new tax benefit that would offset the loss of the expiring tax benefit; or we may be required to refund previously recognized tax benefits if we are found to be in violation of the stipulated conditions.

Failure to establish and maintain effective internal control over financial reporting could have a material adverse effect on our ability to report our financial condition, results of operations, or cash flows accurately and on a timely basis and could harm our reputation.

As a publicly traded company, we are subject to the Securities Exchange Act of 1934 (the “Exchange Act”) and the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”). The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. As part of its annual review of the effectiveness of Teva’s internal control over financial reporting as of December 31, 2023, management identified a material weakness in our internal control over financing reporting. The identified material weakness will be considered remediated once additional internal controls are designed, implemented and operate effectively for a sufficient period of time to allow management to conclude that the material weakness has been fully remediated. However, there is no assurance as to when we will be able to fully remediate the identified material weakness or if additional material weaknesses will be identified. Any failure to implement remedial measures and to achieve and maintain effective internal control over financial reporting could have a material adverse effect on the market for our ordinary shares. For a discussion of our internal control over financial reporting and a description of the identified material weakness and remediation plan, see “Part II, Item 9A. Controls and Procedures” of this Annual Report on Form 10-K.

Risks related to equity ownership

Shareholder rights and responsibilities as a shareholder are governed by Israeli law, which differs in some material respects from the rights and responsibilities of shareholders of U.S. companies.

The rights and responsibilities of the holders of our ordinary shares are governed by our articles of association and by Israeli law. These rights and responsibilities differ in some material respects from the rights and responsibilities of shareholders of U.S. corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising his or her rights and performing his or her obligations towards the company and other shareholders, and to refrain from abusing his or her power in the company, including, among other things, in voting at a general meeting of shareholders on matters such as amendments to a company’s articles of association, increases in a company’s authorized share capital, mergers and acquisitions and related party transactions requiring shareholder approval. In addition, a shareholder who is aware that it possesses the power to determine the outcome of a shareholder vote or to appoint or prevent the appointment of a director or executive officer in the company has a duty of fairness toward the company. These provisions may be interpreted to impose additional obligations and liabilities on holders of our ordinary shares that are not typically imposed on shareholders of U.S. corporations.

Provisions of Israeli law and our articles of association may delay, prevent or make difficult an acquisition of us, prevent a change of control and negatively impact our share price.

Israeli corporate law regulates acquisitions of shares through tender offers and mergers, requires special approvals for transactions involving directors, officers or significant shareholders, and regulates other matters

that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential acquisition transactions unappealing to us or to some of our shareholders. For example, Israeli tax law may subject a shareholder who exchanges his or her ordinary shares for shares in a foreign corporation to taxation before disposition of the investment in the foreign corporation. These provisions of Israeli law may delay, prevent or make difficult an acquisition of our company, which could prevent a change of control and, therefore, depress the price of our shares. In addition, our articles of association contain certain provisions that may make it more difficult to acquire us, such as provisions that provide for a classified board of directors and that our Board of Directors may issue preferred shares. These provisions may have the effect of delaying or deterring a change in control of us, thereby limiting the opportunity for shareholders to receive a premium for their shares and possibly affecting the price that some investors are willing to pay for our securities.

Our American Depositary Shares (“ADSs”) and ordinary shares are traded on different stock exchanges and this may result in price variations.

Our ADSs have been traded in the United States since 1982, and on the New York Stock Exchange (the “NYSE”) since 2012, and our ordinary shares have been listed on the TASE since 1951. Trading in our securities on these markets takes place in different currencies (our ADSs are traded in U.S. dollars and our ordinary shares are traded in New Israeli Shekels), and at different times (resulting from different time zones, different trading days and different public holidays in the United States and Israel). As a result, the trading prices of our securities on these two markets may differ due to these factors. In addition, any decrease in the price of our securities on one of these markets could cause a decrease in the trading price of our securities on the other market.

It may be difficult to enforce non-Israeli judgments in Israeli courts against us, our officers and our directors.

We are incorporated in Israel. Certain of our executive officers and directors and our outside auditors are not residents of the United States, and a substantial portion of our assets and the assets of these persons are located outside the United States. Therefore, it may be difficult for an investor, or any other person or entity, to file or enforce an action against us or any of those persons under non-Israeli law in an Israeli court. In addition, an Israeli court may be deemed *forum non conveniens* for such legal proceedings. It may also be difficult to effect service of process on these persons in the United States, Europe or elsewhere.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY

Cybersecurity Risk Management Program Overview

As cybersecurity threats rapidly evolve in sophistication and become more prevalent, especially with the increasing use of artificial intelligence technology, we have implemented a cybersecurity risk management program as part of our oversight, evaluation and mitigation of enterprise-level risks. Our cybersecurity risk management program leverages a combination of processes, technologies and personnel with expertise in cybersecurity to comply with applicable regulations and detect and respond to cyber-attacks, data breaches, security incidents, and compromises of personal information, as well as to regularly and promptly inform management and our Board of Directors of any significant cybersecurity risks and developments.

Our cybersecurity risk management program is led by our global Chief Information Security Officer (“CISO”), who is directly responsible for establishing cybersecurity strategies and structures and managing ongoing cybersecurity risk management activities through our information security office, which is responsible for the day-to-day identification, monitoring and management of cybersecurity risks. Our CISO reports directly to our global Chief Information Officer (“CIO”). Our CISO has significant experience in managing cybersecurity risks at major global companies in the pharmaceutical and defense industries. Our CISO regularly meets with the CIO to provide updates on cybersecurity matters. Our CIO updates our executive management on a regular basis

to share cybersecurity related matters and discuss strategies to proactively manage cybersecurity threats. Our CISO and CIO brief our Audit Committee on our cybersecurity and risk management programs.

Our information security office is supported by a team consisting of personnel with experience and expertise in cybersecurity risk management strategies, execution and operations, with domain expertise in cloud services security, infrastructure and operational technology security, cybersecurity incident response, and tactical governance risk compliance.

Our CISO and CIO are also members of our information and security governance group, led by our CIO, which is comprised of executive and senior leadership from a variety of functions, including information security, corporate security, legal, finance, human resources, internal audit and compliance, as well as members of Teva's global situation room ("GSR"). Additionally, our CISO, CIO and other members of our information security office may, from time to time, consult and coordinate with other Teva departments and members of management to manage cybersecurity risks and implement cybersecurity incident responses.

In addition, management has worked, and expects to continue to work, with third-party service providers, as appropriate, to assess, identify and manage cybersecurity risks. Management also conducts periodic and on-demand assessments of our cybersecurity risk management program with expert service providers to ensure it complies with and meets current ISO 27001 standards. In early 2024, our management team performed an exercise tabletop relating to potential cybersecurity risks.

As part of its overall risk oversight function, our Audit Committee, which is comprised entirely of independent directors, considers cybersecurity risks in connection with overseeing our overall enterprise risk management system. Management, including our CISO and CIO, provide updates on our cybersecurity risk management program and cybersecurity matters to the Audit Committee, and also reports to the Board of Directors as necessary. During 2023, the Board received dedicated cybersecurity training and performed an exercise tabletop relating to potential cybersecurity risks. As part of our cybersecurity risk management program, we maintain industry standard procedures and policies, which are reviewed and revised frequently, and certified to comply with ISO 27001 standards, to both proactively assess, identify and manage potential cybersecurity risks and respond to any actual cybersecurity threats and incidents. Such procedures and policies include: actively monitoring our information technology systems to ensure compliance with applicable legal and regulatory requirements; engaging third-party consultants and other service providers to monitor and, as appropriate, respond to cybersecurity risks; requiring our service providers and our business partners who connect directly to our information technology systems, to comply with our cybersecurity standards, due diligence processes and be subject to our non-disclosure and other confidentiality agreements that include cybersecurity-related terms; providing and analyzing specialized industry sector intelligence on cybersecurity threats; regularly testing our cybersecurity systems and disaster preparedness, including our back-up information technology systems; developing and updating incident response plans to address potential cybersecurity threats; and maintaining and training our personnel on cybersecurity incident reporting procedures.

Cyber Threats and Incident Response

In the ordinary course of our business, we collect and store confidential data, including intellectual property, proprietary business information and personally identifiable information (including of our employees, customers, suppliers and business partners). We rely extensively on information technology systems, including some systems that are managed by third-party service providers, to securely process, store and transmit such confidential data in order to conduct our business. These systems include programs and processes relating to internal and external communications, ordering and managing materials from suppliers, collecting, processing and storing data produced by our clinical trials and other research and development initiatives, converting materials to finished products, shipping products to customers, processing transactions, processing payments to employees and vendors, calculating sales receivables, generating our financial results for each reporting period, summarizing and reporting results of operations, and complying with information technology security compliance and other regulatory, legal or tax requirements.

We have not been materially impacted by risks from cybersecurity threats and as of the date of this Annual Report on Form 10-K, we are not aware of any cybersecurity risks that are reasonably likely to materially affect our business. However, our systems and networks have been, and are expected to continue to be, the target of increasingly advanced and evolving cyber-attacks and cybersecurity incidents in the future may adversely impact our business, financial condition and results of operations, and we are continuing to actively monitor such threats. For more information, see “Item 1A, Risk Factors—Risks related to our general business and operations—Significant disruptions of our information technology systems could adversely affect our business” and “Item 1A, Risk Factors—Risks related to our general business and operations—A data security breach could adversely affect our business and reputation.”

In the event that we experience a cybersecurity incident, we have a cybersecurity incident response playbook that sets forth the applicable processes, roles, engagements, escalations and notifications to be executed in order to promptly respond to such threats. Depending on its nature and scale, a cybersecurity threat may be managed within our information security office, escalated to our CISO and CIO, or escalated to our management, and Board of Directors and Audit Committee, as appropriate. In certain instances, our GSR may be initiated and will collectively manage Teva’s response to a crisis on a corporate level. The GSR is comprised of members from our various business units and regions, including senior leadership from a variety of functions, such as information security, legal, finance, human resources, communications and compliance.

We carry insurance that provides protection against the potential losses arising from a cybersecurity incident. However, there is no assurance that our insurance coverage will cover or be sufficient to cover all losses or claims that may result from a cybersecurity incident.

ITEM 2. PROPERTIES

We own or lease 59 manufacturing and R&D facilities, occupying approximately 17 million square feet. As of December 31, 2023, our manufacturing and R&D facilities are used by our business segments as follows:

<u>Business Segment</u>	<u>Number of Facilities</u>	<u>Square Feet (in thousands)</u>
North America	18	3,350
Europe	25	9,000
International Markets	16	4,850
Worldwide Total Manufacturing and R&D Facilities	59	17,200

In addition to the manufacturing and R&D facilities discussed above, we maintain numerous office, distribution and warehouse facilities around the world.

We generally seek to own our manufacturing facilities. Office, R&D, distribution and warehouse facilities are often leased.

We are committed to maintaining all of our properties in good operating condition and repair, and the facilities are well utilized.

In Israel, our principal executive offices and corporate headquarters are located in Tel Aviv-Jaffa. We have an operating lease for our office space in Tel Aviv-Jaffa for an initial term of twelve and a half years, with an option for three extensions.

In North America, our principal executive offices are our U.S. headquarters in Parsippany, New Jersey. In Europe, our principal executive offices are in Amsterdam, the Netherlands. Our principal executive offices in North America and in Europe are leased by us.

We are continuing the ongoing review and optimization of our manufacturing and supply network, which may include closures and/or divestment of manufacturing plants around the world. Additionally, we are continuing to review our commercial offices footprint to enhance and adjust it to the latest workplace trends.

ITEM 3. LEGAL PROCEEDINGS

Information pertaining to legal proceedings can be found in “Item 8 Financial Statements—Note 12b Contingencies” and is incorporated by reference herein.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE COMPANY'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

American Depositary Shares ("ADSs")

Our ADSs, which have been traded in the United States since 1982, were admitted to trade on the Nasdaq National Market in October 1987 and were subsequently traded on the Nasdaq Global Select Market. On May 30, 2012, we transferred the listing of our ADSs to the New York Stock Exchange (the "NYSE"). The ADSs are quoted under the symbol "TEVA." Citibank, N.A. serves as depository for the ADSs. Each ADS represents one ordinary share.

Various other stock exchanges quote derivatives and options on our ADSs under the symbol "TEVA."

Ordinary Shares

Our ordinary shares have been listed on the Tel Aviv Stock Exchange ("TASE") since 1951.

Holdings

The number of record holders of ADSs at December 31, 2023 was 1,934.

The number of record holders of ordinary shares at December 31, 2023 was 151.

The number of record holders is based upon the actual number of holders registered on our books at such date and does not include holders of shares in "street names" or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depository trust companies.

Dividends

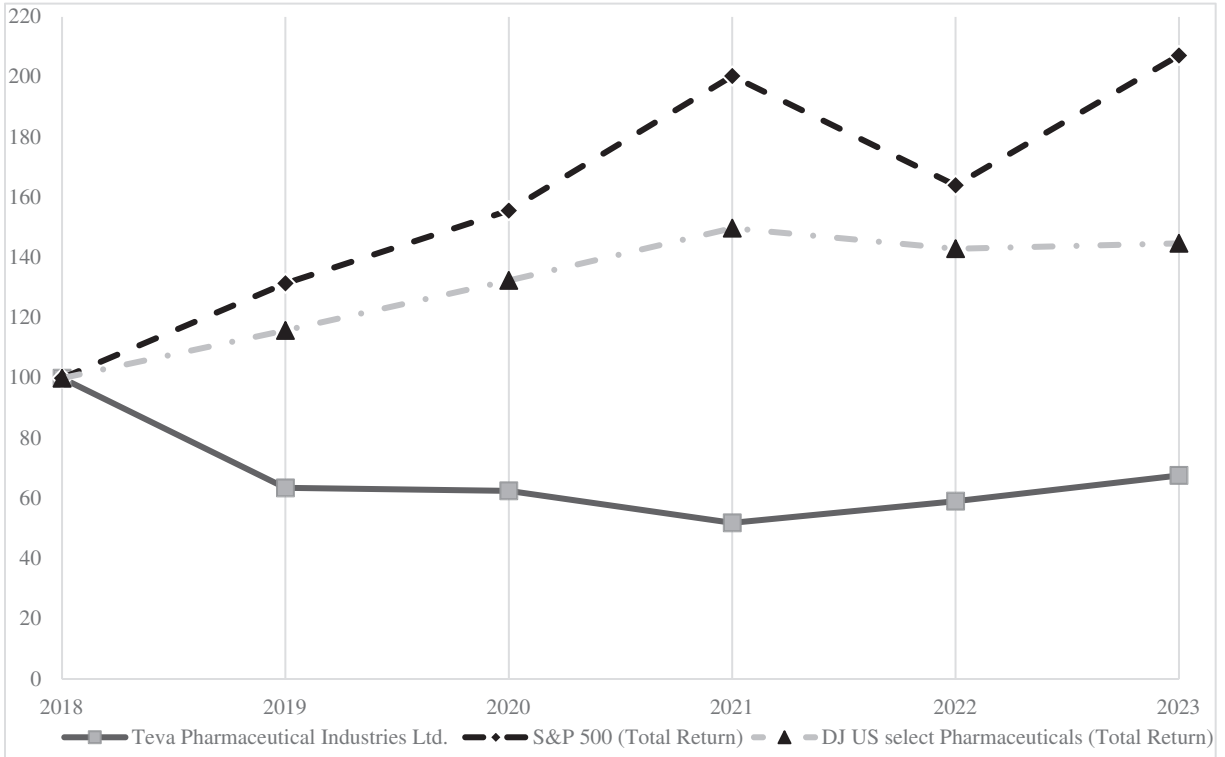
We have not paid dividends on our ordinary shares or ADSs since December 2017.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Performance Graph

Set forth below is a performance graph comparing the cumulative total return (assuming reinvestment of dividends), in U.S. dollars, for the calendar years ended December 31, 2019, 2020, 2021, 2022 and 2023, of \$100 invested on December 31, 2018 in the Company’s ADSs, the Standard & Poor’s 500 Index and the Dow Jones U.S. Pharmaceuticals Index.



* \$100 invested on December 31, 2018 in stock or index – including reinvestment of dividends. Indexes calculated on month-end basis.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

We are a global pharmaceutical company, committed to helping patients around the world to access affordable medicines and benefit from innovations to improve their health. Our mission is to be a global leader in generics, innovative medicines and biopharmaceuticals, improving the lives of patients.

We operate worldwide, with headquarters in Israel and a significant presence in the United States, Europe and many other markets around the world. Our key strengths include our world-leading generic medicines expertise and portfolio, focused innovative medicines portfolio and global infrastructure and scale.

Teva was incorporated in Israel on February 13, 1944 and is the successor to a number of Israeli corporations, the oldest of which was established in 1901.

Our Business Segments

We operate our business through three segments: North America, Europe and International Markets. Each business segment manages our entire product portfolio in its region, including generics, which includes biosimilars and OTC products, as well as innovative medicines. This structure enables strong alignment and integration between operations, commercial regions, R&D and our global marketing and portfolio function, optimizing our product lifecycle across therapeutic areas.

In addition to these three segments, we have other activities, primarily the sale of API to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis.

Pivot to Growth Strategy

In May 2023, we introduced our new “Pivot to Growth” strategy, which is based on four key pillars: (i) delivering on our growth engines, mainly AUSTEDO, AJOVY, UZEDY and our late-stage pipeline of biosimilars; (ii) stepping up innovation through delivering on our late-stage innovative pipeline assets as well as building up our early-stage pipeline organically and potentially through business development activities; (iii) sustaining our generics medicines powerhouse with a global commercial footprint, focused portfolio, pipeline and manufacturing footprint; and (iv) focusing our business by optimizing our portfolio and global manufacturing footprint to enable strategic capital deployment to accelerate our near and long-term growth engines and reorganizing certain of our business units to a more optimal structure, while also reorganizing key business units to enhance operational efficiency.

Macroeconomic and Geopolitical Environment

In recent years, the global economy has been impacted by fluctuating foreign exchange rates. Approximately 47% of our revenues are denominated in currencies other than the U.S. dollar and we manufacture our products largely outside of the United States. Fluctuations in the U.S. dollar versus other currencies in which we operate may materially impact our revenues, results of operations, profits and cash flows. Additionally, high levels of inflation have recently resulted in significant economic volatility and monetary tightening by central banks through increasing interest rates. In addition to rising inflation, heightened interest rates and fluctuating foreign exchange rates, the global economy has also been impacted by geopolitical tensions which have resulted in disruptions to global supply chains, including to our internal supply chain. In October 2023, Israel was attacked by a terrorist organization and entered a state of war. Our global headquarters as well as several of our manufacturing and R&D facilities are located in Israel and, while operations there currently remain largely unaffected, the impact of this war on our operations may increase, which could be material, as a result of

the continuation, escalation or expansion of this war. In light of the above, supply chain disruptions could continue to result in delays in our production and distribution processes, R&D initiatives and our ability to timely respond to consumer demand. We have implemented certain measures in response to such macroeconomic pressures and geopolitical events and are continually considering various initiatives, including price adjustments where we are not restricted contractually or regulatorily, enhanced inventory management, alternative sourcing strategies for our raw material supply and backup production plans for key products, to allow us to partially mitigate and offset the impact of these macroeconomic and geopolitical factors. However, although inflationary and other macroeconomic pressures may ease, the higher costs we have experienced during the recent periods have already impacted our operations and will likely continue to have an effect on our financial results.

Highlights

Significant highlights of 2023 included:

- Our revenues in 2023 were \$15,846 million, an increase of 6% in U.S. dollars, or 7% in local currency terms, compared to 2022. This increase was mainly due to an upfront payment received in connection with the collaboration on our anti-TL1A asset, higher revenues from generic products in our International Markets and Europe segments and our innovative products AUSTEDO and AJOVY, the sale of certain product rights in our Europe segment, as well as higher revenues from Anda, partially offset by lower revenues from COPAXONE, API sales to third parties, and from BENDEKA and TREANDA, and generic products in our North America segment.
- Our North America segment generated revenues of \$8,124 million and profit of \$2,396 million in 2023. Revenues increased by 9% compared to 2022. Profit increased by 20% compared to 2022.
- Our Europe segment generated revenues of \$4,837 million and profit of \$1,478 million in 2023. Revenues increased by 7% in U.S. dollars or 5% in local currency terms, compared to 2022. Profit decreased by 1% compared to 2022.
- Our International Markets segment generated revenues of \$1,958 million and profit of \$464 million in 2023. Revenues increased by 3% in U.S. dollars or 16% in local currency terms, compared to 2022. Profit decreased by 3% compared to 2022.
- Our revenues from other activities in 2023 were \$926 million, a decrease of 11% in U.S. dollars, or 12% in local currency terms, compared to 2022.
- R&D expenses, net in 2023 were \$953 million, an increase of 14% compared to \$838 million in 2022.
- Impairments of identifiable intangible assets were \$350 million and \$355 million in the years ended December 31, 2023 and 2022, respectively.
- We recorded goodwill impairment charges of \$700 million in 2023, related to our International Markets reporting unit, compared to goodwill impairment charges of \$2,045 million in 2022, of which \$979 million is related to our International Markets reporting unit and \$1,066 million is related to Teva's API reporting unit.
- We recorded expenses of \$718 million for other asset impairments, restructuring and other items in 2023, compared to expenses of \$512 million in 2022. The data presented for the prior period have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. For additional information, see note 1b to our consolidated financial statements.
- We recorded expenses of \$1,043 million in legal settlements and loss contingencies in 2023, compared to expenses of \$2,082 million in 2022.
- Operating income was \$433 million in 2023, compared to an operating loss of \$2,197 million in 2022. The data presented for the prior period have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. For additional information see note 1b to our consolidated financial statements.

- Financial expenses, net were \$1,057 million in 2023, compared to \$966 million in 2022.
- In 2023, we recognized a tax benefit of \$7 million, or 1%, on a pre-tax loss of \$624 million. In 2022, we recognized a tax benefit of \$643 million, or 20%, on a pre-tax loss of \$3,163 million. The data presented for the prior period have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. For additional information see note 1b to our consolidated financial statements.
- Our debt was \$19,833 million as of December 31, 2023, compared to \$21,212 million as of December 31, 2022.
- Cash flow generated from operating activities in 2023 was \$1,368 million, compared to \$1,590 million in 2022. The decrease in 2023 resulted mainly from the sale of accounts receivables under our U.S. securitization facility during 2022, and higher payments of legal settlements in connection with the opioids litigation in 2023, partially offset by changes in working capital items, including a positive impact of accounts payables and accounts receivables in 2023, as well as higher tax payments in 2022.
- During 2023, we generated free cash flow of \$2,387 million, which we define as comprising \$1,368 million in cash flow generated from operating activities, \$1,477 million in beneficial interest collected in exchange for securitized accounts receivables (under our EU securitization program) and \$68 million in proceeds from sale of businesses and long-lived assets, partially offset by \$526 million in cash used for capital investments. During 2022, we generated free cash flow of \$2,243 million. The increase in 2023 resulted mainly from higher beneficial interest collected in exchange for securitized accounts receivables under our EU securitization, partially offset by lower cash flow generated from operating activities.

Results of Operations

The discussion that follows includes a comparison of our results of operations and liquidity and capital resources for fiscal years 2023 and 2022. For a comparison of our results of operations and financial condition for fiscal years 2022 and 2021, see “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our 2022 Annual Report on Form 10-K, filed with the SEC on February 10, 2023.

Segment Information

North America Segment

The following table presents revenues, expenses and profit for our North America segment for the past two years:

	Year ended December 31,			
	2023		2022	
	(U.S. in millions / % of Segment Revenues)			
Revenues	\$8,124	100%	\$7,452	100%
Gross profit	4,421	54.4%	3,926	52.7%
R&D expenses	625	7.7%	532	7.1%
S&M expenses	1,005	12.4%	941	12.6%
G&A expenses	403	5.0%	474	6.4%
Other income	(8)	§	(15)	§
Segment profit*	<u>\$2,396</u>	<u>29.5%</u>	<u>\$1,993</u>	<u>26.7%</u>

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

North America Revenues

Our North America segment includes the United States and Canada. As part of a recent shift in executive management responsibilities, commencing January 1, 2024, Canada will be reported as part of our International Markets segment.

Revenues from our North America segment in 2023 were \$8,124 million, an increase of \$672 million, or 9%, compared to 2022, mainly due to an upfront payment received in connection with the collaboration on our anti-TL1A asset, higher revenues from our innovative products AUSTEDO and AJOVY, as well as higher revenues from Anda, partially offset by lower revenues from BENDEKA and TREANDA, COPAXONE and from generic products.

Revenues by Major Products and Activities

The following table presents revenues for our North America segment by major products and activities for the past two years:

	Year ended December 31,		Percentage
	2023	2022	Change
	(U.S. \$ in millions)		2023-2022
Generic products	\$3,475	\$3,549	(2%)
AJOVY	230	218	6%
AUSTEDO	1,225	963	27%
BENDEKA and TREANDA	241	316	(24%)
COPAXONE	320	387	(17%)
Anda	1,577	1,471	7%
Other*	1,056	549	92%
Total	<u>\$8,124</u>	<u>\$7,452</u>	9%

* Other revenues in 2023 were mainly comprised of a \$500 million upfront payment received in the fourth quarter of 2023, in connection with the collaboration on our anti-TL1A asset. See note 2 to our consolidated financial statements.

Generic products revenues (including biosimilars) in our North America segment in 2023 decreased by 2% to \$3,475 million, compared to 2022, mainly due to increased competition to parts of our portfolio, partially offset by revenues from lenalidomide capsules (the generic version of Revlimid®) and other generic launches in 2023.

Among the most significant generic products we sold in North America in 2023 were lenalidomide capsules (the generic version of Revlimid®), epinephrine injectable solution (the generic equivalent of EpiPen® and EpiPen Jr®), Truxima® (the biosimilar to Rituxan®) and albuterol sulfate inhalation aerosol (our ProAir® authorized generic).

On March 9, 2023, Teva and Natco Pharma Ltd. announced the launch of additional strengths for lenalidomide capsules (the generic equivalent of Revlimid®) in the U.S. in 2.5 mg and 20 mg strengths.

During the fourth quarter of 2023, we received approval in the U.S. for the following complex generics: Teriparatide Injection (generic version of Forteo®) for the treatment of osteoporosis in adults, Risperidone for extended-release injectable suspension (generic version of Risperdal Consta long-acting injection) for the treatment of schizophrenia, Octreotide Acetate (generic version of Sandostatin®) which is used for acromegaly or diarrhea associated with metastatic carcinoid tumors or Vasoactive Intestinal Peptide (VIP) secreting tumors, and Cyclosporine Ophthalmic Emulsion (generic version of Restasis®) which is used to increase tear production.

For more information on our generic products, including biosimilars, see “Item 1—Business—Our Product Portfolio and Business Offering—Generic Medicines.”

In 2023, our total prescriptions were approximately 318 million (based on trailing twelve months), representing 8.4% of total U.S. generic prescriptions according to IQVIA data.

AJOVY revenues in our North America segment in 2023 increased by 6% to \$230 million, compared to 2022, mainly due to growth in volume, partially offset by unfavorable net pricing. In 2023, AJOVY’s exit market share in the United States in terms of total number of prescriptions was 24.5%, compared to 26.0% in 2022.

For more information on AJOVY, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—AJOVY.”

AUSTEDO revenues in our North America segment in 2023 increased by 27% to \$1,225 million, compared to 2022, mainly due to growth in volume including the launch of AUSTEDO XR in May 2023.

For more information on AUSTEDO, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—AUSTEDO.”

BENDEKA and **TREANDA** combined revenues in our North America segment in 2023 decreased by 24% to \$241 million compared to 2022, mainly due to generic bendamustine products entry into the market. The orphan drug exclusivity that was attached to bendamustine products expired in December 2022.

For more information on BENDEKA and TREANDA, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—Oncology.”

COPAXONE revenues in our North America segment in 2023 decreased by 17% to \$320 million, compared to 2022, mainly due to generic competition in the United States and a decrease in glatiramer acetate market share due to availability of alternative biologic therapies, partially offset by a reduction in sales allowance.

For more information on COPAXONE, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—COPAXONE.”

Anda revenues from third parties in our North America segment in 2023 increased by 7% to \$1,577 million compared to 2022, mainly due to higher demand.

Product Launches and Pipeline

In 2023, we launched the generic version of the following branded products in the United States:

<u>Product Name</u>	<u>Brand Name</u>	<u>Launch Date</u>	<u>Total Annual U.S. Branded Sales at Time of Launch (U.S. \$ in millions (IQVIA))*</u>
Lubiprostone Capsules	Amitiza® capsules	January	\$ 204
Sorafenib Tablets, USP	Nexavar® tablets	January	\$ 64
Theophylline Extended-Release Tablets	Theo-Dur®	January	\$ 22
Doxepin Hydrochloride Cream	Zonalon® Cream	February	\$ 6
Teriflunomide Tablets	Aubagio® Tablets	March	\$1,970
Topiramate Extended-release Capsules	Trokendi XR® ER capsules	March	\$ 188
Lenalidomide Capsules 2.5mg & 20mg	Revlimid® capsules	March	\$ 185
Topiramate Extended-release Capsules	Trokendi XR®	May	\$ 244
Amlodipine Besylate Tablets, USP	Norvasc® tablets	May	\$ 88
Darunavir Tablets	Prezista® tablets	June	\$ 308
Gefitinib Tablets	Norvasc® tablets	June	\$ 5
Plerixafor Injection	Mozobil®	July	\$ 211
Everolimus Tablets	Afinitor® Tablets	October	\$ 251
Pazopanib Tablets	Votrient® Tablets	October	\$ 172
Dextroamphetamine Saccharate, Amphetamine Aspartate Monohydrate, Dextroamphetamine Sulfate, and Amphetamine Sulfate	Mydayis®	October	\$ 113
Pitavastatin Tablets	Livalo® tablets	November	\$ 299
Deferasirox Oral Granules	Jadenu®	November	\$ 21
Teriparatide Injection	Forteo®	December	\$ 720
Risperidone for Extended-Release Injectable Suspension	Risperdal Consta®	December	\$ 255
Cetorelix Acetate for Injection	Cetrotide®	December	\$ 126

* The figures presented are for the twelve months ended in the calendar quarter immediately prior to our launch or re-launch.

As of December 31, 2023, our generic products pipeline in the United States includes 137 product applications awaiting FDA approval, including 63 tentative approvals. This total reflects all pending ANDAs, supplements for product line extensions and tentatively approved applications and includes some instances where more than one application was submitted for the same reference product. Excluding overlaps, the branded products underlying these pending applications had U.S. sales for the twelve months ended September 30, 2023 of approximately \$107 billion, according to IQVIA. Approximately 78% of pending applications include a paragraph IV patent challenge and we believe we are first to file with respect to 62 of these products, or 88 products including final approvals where launch is pending a settlement agreement or court decision. Collectively, these first to file opportunities represent over \$72 billion in U.S. brand sales for the twelve months ended September 30, 2023, according to IQVIA.

IQVIA reported brand sales are one of the many indicators of future potential value of a launch, but equally important are the mix and timing of competition, as well as cost effectiveness. The potential advantages of being the first filer with respect to some of these products may be subject to forfeiture, shared exclusivity or competition from so-called “authorized generics,” which may ultimately affect the value derived.

In 2023, we received tentative approvals for generic equivalents of the products listed in the table below, excluding overlapping applications. A “tentative approval” indicates that the FDA has substantially completed its review of an application and final approval is expected once the relevant patent expires, a court decision is reached, a 30-month regulatory stay lapses or a 180-day exclusivity period awarded to another manufacturer either expires or is forfeited.

<u>Generic Name</u>	<u>Brand Name</u>	<u>Total U.S. Annual Branded Market (U.S. \$ in millions (IQVIA))*</u>
Tofacitinib Tablets, 5 mg and 10 mg	Xeljanz PF [®]	\$ 879
Fidaxomicin Tablets, 200 mg	Dificid [®]	\$ 320
Encorafenib Capsules, 75 mg	Braftovi [®]	\$ 197
Ponatinib Tablets, 15 mg and 45 mg	Iclusig [®]	\$ 175
Pazopanib Tablets, 200 mg	Votrient [®]	\$ 172
Thalidomide Capsules USP, 50 mg, 100 mg, and 200 mg	Thalomid [®]	\$ 12
Aspirin Delayed-Release and Omeprazole Tablets, 81 mg/40 mg and 325 mg and 40 mg**	Yosprala [®]	No Data
Treprostinil ER Tabs, 0.25 mg, 1 mg and 2.5 mg***	Orenitram	No Data

- * The figures presented are for the twelve months ended in the calendar quarter immediately prior to our launch or re-launch.
- ** Branded product discontinued on FDA website.
- *** Marketed through Specialty Pharmacy that does not report to IQVIA.

For a description of our innovative medicines pipeline, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines” above.

North America Gross Profit

Gross profit from our North America segment in 2023 was \$4,421 million, an increase of 13% compared to \$3,926 million in 2022.

Gross profit margin for our North America segment in 2023 increased to 54.4%, compared to 52.7% in 2022. This increase was mainly due to an upfront payment received in connection with the collaboration on our anti-TL1A asset, as discussed above, as well as a favorable mix of products primarily driven by an increase in revenues from AUSTEDO and lenalidomide capsules (the generic version of Revlimid[®]), partially offset by higher costs due to inflationary and other macroeconomic pressures.

North America R&D Expenses

R&D expenses relating to our North America segment in 2023 were \$625 million, an increase of 18% compared to \$532 million in 2022.

For a description of our R&D expenses in 2023, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

North America S&M Expenses

S&M expenses relating to our North America segment in 2023 were \$1,005 million, an increase of 7% compared to \$941 million in 2022. This increase was mainly due to promotional and commercial activities related to AUSTEDO and UZEDY.

North America G&A Expenses

G&A expenses relating to our North America segment in 2023 were \$403 million, a decrease of 15% compared to \$474 million in 2022. This decrease was mainly due to lower litigation fees in 2023.

North America Profit

Profit from our North America segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our North America segment in 2023 was \$2,396 million, an increase of 20% compared to \$1,993 million in 2022. This increase was mainly due to higher revenues, partially offset by higher R&D and S&M expenses, as discussed above.

Europe Segment

The following table presents revenues, expenses and profit for our Europe segment for the past two years:

	Year ended December 31,			
	2023		2022	
	(U.S. \$ in millions / % of Segment Revenues)			
Revenues	\$4,837	100%	\$4,525	100%
Gross profit	2,726	56.4%	2,700	59.7%
R&D expenses	220	4.6%	213	4.7%
S&M expenses	767	15.9%	748	16.5%
G&A expenses	263	5.4%	246	5.4%
Other (income) expense	(2)	§	(3)	§
Segment profit*	<u>\$1,478</u>	<u>30.6%</u>	<u>\$1,496</u>	<u>33.1%</u>

* Segment profit does not include amortization and certain other items.

§ Represents an amount less than 0.5%.

Europe Revenues

Our Europe segment includes the European Union, the United Kingdom and certain other European countries. Revenues from our Europe segment in 2023 were \$4,837 million, an increase of \$312 million, or 7%, compared to 2022. In local currency terms, revenues increased by 5%, mainly due to higher revenues from generic and OTC products as well as higher revenues from AJOVY, partially offset by lower revenues from COPAXONE and certain other respiratory products. Higher revenues from our Europe segment in 2023 were also driven by the sale of certain product rights.

In 2023, revenues were positively impacted by exchange rate fluctuations of \$88 million, net of hedging effects, compared to 2022. Revenues in 2023 were affected by a \$12 million negative hedging impact, compared to a \$17 million positive hedging impact in 2022, which are included in “Other” in the table below. See note 10d to our consolidated financial statements.

Revenues by Major Products and Activities

The following table presents revenues for our Europe segment by major products and activities for the past two years:

	Year ended December 31,		Percentage Change 2023-2022
	2023	2022	
	(U.S. \$ in millions)		
Generic products	\$3,664	\$3,466	6%
AJOVY	160	124	29%
COPAXONE	231	268	(14%)
Respiratory products	265	273	(3%)
Other*	516	393	31%
Total	<u>\$4,837</u>	<u>\$4,525</u>	7%

* Other revenues in 2023 were mainly related to the sale of certain product rights.

Generic products revenues (including OTC and biosimilar products) in our Europe segment in 2023 increased by 6% to \$3,664 million compared to 2022. In local currency terms, revenues increased by 3%, mainly due to higher volumes and OTC price increases.

AJOVY revenues in our Europe segment in 2023 increased by 29% to \$160 million, compared to 2022. In local currency terms, revenues increased by 27% due to higher volumes.

For more information on AJOVY, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—AJOVY.”

COPAXONE revenues in our Europe segment in 2023 decreased by 14% to \$231 million, compared to 2022. In local currency terms, revenues decreased by 16%, mainly due to price reductions and lower volumes resulting from competing glatiramer acetate products and availability of alternative therapies.

For more information on COPAXONE, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—COPAXONE.”

Respiratory products revenues in our Europe segment in 2023 decreased by 3% to \$265 million, compared to 2022. In local currency terms, revenues decreased by 5%, mainly due to net price reductions and lower volumes.

Product Launches and Pipeline

As of December 31, 2023, our generic products pipeline in Europe included 442 generic approvals relating to 67 compounds in 124 formulations, no EMA approvals received during 2023. In addition, approximately 1,318 marketing authorization applications pending approval in 37 European countries, relating to 99 compounds in 214 formulations. Two applications are pending with the EMA.

For a description of our innovative medicines pipeline, see “Item 1—Business—Research and Development” above.

Europe Gross Profit

Gross profit from our Europe segment in 2023 was \$2,726 million, an increase of 1% compared to \$2,700 million in 2022.

Gross profit margin for our Europe segment in 2023 decreased to 56.4%, compared to 59.7% in 2022, mainly due to higher cost of goods sold primarily due to inflationary and other macroeconomic pressures, and a negative impact of hedging activities, partially offset by revenues from the sale of certain product rights in 2023.

Europe R&D Expenses

R&D expenses relating to our Europe segment in 2023 were \$220 million, an increase of 3% compared to \$213 million in 2022.

For a description of our R&D expenses in 2023, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

Europe S&M Expenses

S&M expenses relating to our Europe segment in 2023 were \$767 million, an increase of 3% compared to \$748 million in 2022. This increase was mainly to support revenue growth as well as due to exchange rate fluctuations.

Europe G&A Expenses

G&A expenses relating to our Europe segment in 2023 were \$263 million, an increase of 7% compared to \$246 million in 2022. This increase was mainly due to higher litigation fees in 2023 and exchange rate fluctuations.

Europe Profit

Profit of our Europe segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our Europe segment in 2023 was \$1,478 million, a decrease of 1% compared to \$1,496 million in 2022.

International Markets Segment

The following table presents revenues, expenses and profit for our International Markets segment for the past two years:

	Year ended December 31,			
	2023		2022	
	(U.S. \$ in millions / % of Segment Revenues)			
Revenues	\$1,958	100%	\$1,903	100%
Gross profit	1,050	53.6%	1,033	54.3%
R&D expenses	83	4.3%	72	3.8%
S&M expenses	420	21.4%	405	21.3%
G&A expenses	118	6.0%	119	6.3%
Other (income) expense	(35)	(1.8%)	(43)	(2.2%)
Segment profit*	<u>\$ 464</u>	<u>23.7%</u>	<u>\$ 479</u>	<u>25.2%</u>

* Segment profit does not include amortization and certain other items.

International Markets Revenues

Our International Markets segment includes all countries in which we operate other than those in our North America and Europe segments. The International Markets segment includes more than 35 countries, covering a substantial portion of the global pharmaceutical market. The countries in our International Markets segment include highly regulated, pure generic markets, such as Israel, branded generics oriented markets, such as Russia and certain Latin American markets, and hybrid markets, such as Japan.

As part of a recent shift in executive management responsibilities, commencing January 1, 2024, Canada will be reported under our International Markets segment and will no longer be included as part of our North America segment. See note 19 to our consolidated financial statements.

In February 2022, Russia launched an invasion of Ukraine. As of the date of this Annual Report on Form 10-K, sustained conflict and disruption in the region is ongoing. Russia and Ukraine markets are included in our International Markets segment results. We have no manufacturing or R&D facilities in these markets. During the year ended December 31, 2023, the impact of this conflict on our International Markets segment's results of operations and financial condition was immaterial. Consistent with our foreign exchange risk management hedging programs, we entered into hedges to hedge our exposure to currency exchange rate fluctuations with respect to our balance sheet assets, revenues and expenses. However, as of the end of 2023, we were unable to renew certain of our expiring hedging positions due to the liquidity situation in the market for Russian rubles. Prior to and since the escalation of the conflict, we have been taking measures to reduce our operational cash balances in Russia and Ukraine. We have been monitoring the solvency of our customers in Russia and Ukraine and have taken measures, where practicable, to mitigate our exposure to risks related to the conflict in the region. However, the duration, severity and global implications (including potential inflation and devaluation consequences) of the conflict cannot be predicted at this time and could have an effect on our business, including on our exchange rate exposure, supply chain, operational costs and commercial presence in these markets.

In October 2023, Israel was attacked by a terrorist organization and entered a state of war. For additional information see “—Macroeconomic and Geopolitical Environment” above and note 1 to our consolidated financial statements.

Revenues from our International Markets segment in 2023 were \$1,958 million, an increase of \$55 million, or 3% compared to 2022. In local currency terms, revenues increased by 16% compared to 2022, mainly due to higher revenues from generic products in most markets, partially offset by regulatory price reductions and generic competition to off-patented products in Japan.

In 2023, revenues were negatively impacted by exchange rate fluctuations of \$246 million, net of hedging effects, compared to 2022. Revenues in 2023 were affected by an \$11 million positive hedging impact, compared to an \$11 million negative hedging impact in 2022, which are included in “Other” in the table below. See note 10d to our consolidated financial statements.

Revenues by Major Products and Activities

The following table presents revenues for our International Markets segment by major products and activities for the past two years:

	Year ended December 31,		Percentage
	2023	2022	Change
	(U.S. \$ in millions)		2023-2022
Generic products	\$1,594	\$1,586	1%
AJOVY	44	35	25%
COPAXONE	39	36	9%
Other	281	246	14%
Total	<u>\$1,958</u>	<u>\$1,903</u>	3%

Generic products revenues (including OTC products) in our International Markets segment in 2023 increased by 1% to \$1,594 million, compared to 2022. In local currency terms, revenues increased by 16%, mainly due to higher revenues in most markets, as well as price increases largely as a result of higher costs due to inflationary pressure, partially offset by regulatory price reductions and generic competition to off-patented products in Japan.

AJOVY was launched by the end of 2023 in certain countries within our International Markets segment, including in Japan, Australia, Israel, South Korea, Brazil and others. We are moving forward with plans to launch AJOVY in other markets. AJOVY revenues in our International Markets segment in 2023 increased by 25% to \$44 million, compared to 2022. In local currency terms, revenues increased by 35%.

For more information on AJOVY, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—AJOVY.”

COPAXONE revenues in our International Markets segment in 2023 increased by 9% to \$39 million, compared to 2022. In local currency terms, revenues increased by 25%.

For more information on COPAXONE, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—COPAXONE.”

AUSTEDO was launched in China and Israel in 2021 and in Brazil in 2022 for the treatment of chorea associated with Huntington’s disease and for the treatment of tardive dyskinesia.

For more information on AUSTEDO, see “Item 1—Business—Our Product Portfolio and Business Offering—Innovative Medicines—AUSTEDO.”

International Markets Gross Profit

Gross profit from our International Markets segment in 2023 was \$1,050 million, an increase of 2% compared to \$1,033 million in 2022.

Gross profit margin for our International Markets segment in 2023 decreased to 53.6%, compared to 54.3% in 2022. This decrease was mainly due to regulatory price reductions and generic competition to off-patented products in Japan, partially offset by price increases largely as a result of higher costs due to inflationary pressure, a favorable mix of products sold and a positive hedging impact.

International Markets R&D Expenses

R&D expenses relating to our International Markets segment in 2023 were \$83 million, an increase of 16% compared to \$72 million in 2022.

For a description of our R&D expenses in 2023, see “—Teva Consolidated Results—Research and Development (R&D) Expenses” below.

International Markets S&M Expenses

S&M expenses relating to our International Markets segment in 2023 were \$420 million, an increase of 4% compared to \$405 million in 2022, mainly to support revenue growth.

International Markets G&A Expenses

G&A expenses relating to our International Markets segment in 2023 were \$118 million, a decrease of 1% compared to \$119 million in 2022.

International Markets Other Income

Other income relating to our International Markets segment in 2023 was \$35 million, compared to \$43 million in 2022. Other income in 2023 was mainly the result of a capital gain from the sale of assets. Other income in 2022 was mainly the result of settlement proceeds.

International Markets Profit

Profit of our International Markets segment consists of gross profit less R&D expenses, S&M expenses, G&A expenses and any other income related to this segment. Segment profit does not include amortization and certain other items.

Profit from our International Markets segment in 2023 was \$464 million a decrease of 3% compared to \$479 million in 2022. This decrease was mainly due to higher S&M and R&D expenses and lower other income.

Other Activities

We have other sources of revenues, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through our affiliate Medis. Our other activities are not included in our North America, Europe or International Markets segments described above.

Our revenues from other activities in 2023 were \$926 million, a decrease of 11% in U.S. dollars, or 12% in local currency terms, compared to 2022.

API sales to third parties in 2023 were \$568 million, a decrease of 16% in both U.S. dollars and local currency terms, mainly due to changes in market conditions.

On January 31, 2024, we announced that we intend to divest our API business (including its R&D, manufacturing and commercial activities) through a sale, which divestment is expected to be completed in the first half of 2025. The intention to divest is in alignment with our Pivot to Growth strategy. However, there can be no assurance regarding the ultimate timing or structure of a potential divestiture or that a divestiture will be agreed or completed at all.

Teva Consolidated Results

The data presented with respect to other asset impairments, restructuring and other items, operating income (loss), income taxes, net income (loss) attributable to Teva and earnings (loss) per share for the prior period have been revised to reflect a revision in relation to a contingent consideration and related expenses in the consolidated financial statements. For additional information, see note 1b to our consolidated financial statements.

Revenues

Revenues in 2023 were \$15,846 million, an increase of 6%, in U.S. dollars or 7% in local currency terms, compared to 2022. This increase was mainly due to an upfront payment received in connection with the collaboration on our anti-TL1A asset, higher revenues from generic products in our International Markets and Europe segments, from our innovative products AUSTEDO and AJOVY, the sale of certain product rights in our Europe segment, as well as higher revenues from Anda, partially offset by lower revenues from COPAXONE, API sales to third parties, BENDEKA and TREANDA, and generic products in our North America segment. See “—North America Revenues,” “—Europe Revenues,” “—International Markets Revenues” and “—Other Activities” above.

Exchange rate movements during 2023, including hedging effects, negatively impacted revenues by \$172 million, compared to 2022. See note 10d to our consolidated financial statements.

Gross Profit

Gross profit in 2023 was \$7,645 million, an increase of 10% compared to 2022.

Gross profit margin was 48.2% in 2023, compared to 46.7% in 2022.

This increase in gross profit margin was mainly due to an upfront payment received in connection with the collaboration on our anti-TL1A asset and higher revenues from AUSTEDO in our North America segment, as well as the sale of certain product rights in our Europe segment, partially offset by higher cost of goods sold, mainly driven by higher costs due to inflationary and other macroeconomic pressures, and lower revenues from COPAXONE.

Research and Development (R&D) Expenses, net

Our R&D activities for innovative medicines and biosimilar products in each of our segments include costs of discovery research, preclinical work, drug formulation, early- and late-clinical development and product registration costs. These expenditures are reported net of contributions received from collaboration partners. Our spending takes place throughout the development process, including (i) early-stage projects in both discovery and preclinical phases; (ii) middle-stage projects in clinical programs up to phase 3; (iii) late-stage projects in phase 3 programs, including where a new drug application is currently pending approval; (iv) post-approval studies for marketed products; and (v) indirect expenses, such as costs of internal administration, infrastructure and personnel.

Our R&D activities for generic products in each of our segments include both (i) direct expenses relating to product formulation, analytical method development, stability testing, management of bioequivalence and other clinical studies and regulatory filings; and (ii) indirect expenses, such as costs of internal administration, infrastructure and personnel.

Our R&D expenses, net in 2023 were \$953 million, an increase of 14% compared to \$838 million in 2022, as we continue to execute on our Pivot to Growth strategy.

Our higher R&D expenses, net in 2023 compared to 2022, were mainly due to an increase related to our late-stage innovative pipeline in neuroscience (mainly neuropsychiatry), in immunology and in immunology, partially offset by a decline in various generics projects, as well as lower R&D expenses related to our biosimilar products pipeline. Additionally, in 2022 our R&D expenses were lower due to an adjustment in payments pursuant to a contract with one of our R&D partners.

Our R&D expenses, net in 2023 were also impacted by reimbursements from our strategic partnerships entered into in 2023. See note 2 to our consolidated financial statements.

R&D expenses as a percentage of revenues were 6.0% in 2023, compared to 5.6% in 2022.

Selling and Marketing (S&M) Expenses

S&M expenses in 2023 were \$2,336 million, an increase of 3% compared to 2022. Our S&M expenses were primarily the result of the factors discussed above under “—North America Segment— S&M Expenses,” “—Europe Segment— S&M Expenses” and “—International Markets Segment— S&M Expenses.”

S&M expenses as a percentage of revenues were 14.7% in 2023, compared to 15.2% in 2022.

General and Administrative (G&A) Expenses

G&A expenses in 2023 were \$1,162 million, a decrease of 2% compared to 2022.

Our G&A expenses were primarily the result of the factors discussed above under “—North America Segment—G&A Expenses” and “—Europe Segment— G&A Expenses.”

G&A expenses as a percentage of revenues were 7.3% in 2023, compared to 7.9% in 2022.

Identifiable Intangible Asset Impairments

We recorded expenses of \$350 million for identifiable intangible asset impairments in 2023, compared to expenses of \$355 million in 2022. See note 6 to our consolidated financial statements.

Goodwill Impairment

We recorded goodwill impairment charges of \$700 million in the year ended December 31, 2023 related to our International Markets reporting unit. We recorded goodwill impairment charges of \$2,045 million in the year ended December 31, 2022, of which \$979 million is related to our International Markets reporting unit and \$1,066 million is related to Teva’s API reporting unit. See note 7 to our consolidated financial statements.

Other Asset Impairments, Restructuring and Other Items

We recorded expenses of \$718 million for other asset impairments, restructuring and other items in 2023, compared to expenses of \$512 million in 2022. See note 15 to our consolidated financial statements.

Legal Settlements and Loss Contingencies

In 2023, we recorded expenses of \$1,043 million in legal settlements and loss contingencies, compared to expenses of \$2,082 million in 2022. See note 11 to our consolidated financial statements.

Other Income

Other income in 2023 was \$49 million, compared to \$107 million in 2022. See note 16 to our consolidated financial statements.

Operating Income (Loss)

Operating income was \$433 million in 2023, compared to operating loss of \$2,197 million in 2022.

Operating income as a percentage of revenues was 2.7% in 2023, compared to operating loss as a percentage of revenues of 14.7% in 2022. This increase was mainly due to higher goodwill impairment charges and legal settlements and loss contingencies in 2022.

Financial Expenses, Net

Financial expenses, net were \$1,057 million in 2023, compared to \$966 million in 2022. Financial expenses in 2023 were mainly comprised of net-interest expenses of \$961 million. Financial expenses in 2022 were mainly comprised of net-interest expenses of \$921 million.

Reconciliation Table to Consolidated Income (Loss) Before Income Taxes

The following table presents a reconciliation of our segment profits to Teva's consolidated operating income (loss) and to consolidated income (loss) before income taxes for the past two years:

	Year ended December 31,	
	2023	2022
	(U.S. \$ in millions)	
North America profit	\$2,396	\$ 1,993
Europe profit	1,478	1,496
International Markets profit	464	479
Total reportable segments profit	4,338	3,968
Profit of other activities	24	172
Total segments profit	4,361	4,139
Amounts not allocated to segments:		
Amortization	616	732
Other asset impairments, restructuring and other items ⁽¹⁾	718	512
Goodwill impairment	700	2,045
Intangible assets impairments	350	355
Legal settlements and loss contingencies	1,043	2,082
Other unallocated amounts	502	610
Consolidated operating income (loss) ⁽¹⁾	433	(2,197)
Financial expenses, net	1,057	966
Consolidated income (loss) before income taxes ⁽¹⁾	<u>\$ (624)</u>	<u>\$ (3,163)</u>

(1) The data presented for 2022 have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. For additional information see note 1b to our consolidated financial statements.

Income Taxes

In 2023, we recognized a tax benefit of \$7 million, or 1%, on a pre-tax loss of \$624 million.

In 2022, we recognized a tax benefit of \$643 million, or 20%, on a pre-tax loss of \$3,163 million. See note 13 to our consolidated financial statements.

Share In (Profits) Losses of Associated Companies, Net

Share in profits of associated companies, net was \$2 million in 2023, compared to \$21 million in 2022. Share in profits of associated companies, net in 2022 was mainly related to the difference between the book value of our investment in Novetide and its fair value as of the date we completed its acquisition in January 2022.

Net Income (Loss) Attributable to Teva

Net loss was \$559 million in 2023, compared to a net loss of \$2,446 million in 2022. This increase was mainly due to higher goodwill impairment charges and legal settlements and loss contingencies in 2022, partially offset by higher tax benefits in 2022.

Diluted Shares Outstanding and Earnings (Loss) Per Share

The weighted average diluted shares outstanding used for the fully diluted share calculation for 2023 and 2022 was 1,119 million and 1,110 million shares, respectively.

In computing diluted loss per share for the year ended December 31, 2023 and 2022, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested restricted share units (“RSUs”) and performance share units (“PSUs”) granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

Diluted loss per share was \$0.50 for the year ended December 31, 2023, compared to diluted loss per share of \$2.20 for the year ended December 31, 2022.

Share Count for Market Capitalization

We calculate share amounts using the outstanding number of shares (i.e., excluding treasury shares) plus shares that would be outstanding upon the exercise of options and vesting of RSUs and PSUs and the conversion of our convertible senior debentures, in each case, at period end.

As of December 31, 2023 and 2022, the fully diluted share count for purposes of calculating our market capitalization was approximately 1,157 million and 1,143 million, respectively.

Impact of Currency Fluctuations on Results of Operations

In 2023, approximately 47% of our revenues were denominated in currencies other than the U.S. dollar. Since our results are reported in U.S. dollars, we are subject to significant foreign currency risks. Accordingly, changes in the rate of exchange between the U.S. dollar and local currencies in the markets in which we operate (primarily the euro, British pound, Canadian dollar, Russian ruble, Japanese yen, Swiss franc, Israeli shekel and Polish zloty) impact our results.

During 2023, the following main currencies relevant to our operations decreased in value against the U.S. dollar (each on an annual average compared to annual average basis): the Argentinian peso by 52%, the Turkish lira by 29%, the Russian ruble by 20%, the Ukraine hryvna by 13%, the Israeli shekel by 9% and the Japanese yen by 7%. The following main currencies relevant to our operations increased in value against the U.S. dollar: the Mexican peso by 13%, the Swiss franc by 6%, the Polish zloty by 6%, the Hungarian forint by 5%, the Chilean peso by 4% and the euro by 3%.

As a result, exchange rate movements during 2023, including hedging effects, negatively impacted overall revenues by \$172 million and operating income by \$111 million in comparison with 2022.

In 2023, a negative hedging impact of \$2 million was recognized under revenues, and a negative impact of \$1 million was recognized under cost of sales. In 2022, a positive impact of \$11 million was recognized under revenues and a negative impact of \$7 million was recognized under cost of sales.

Hedging transactions against future projected revenues and expenses are recognized on the balance sheet at their fair value on a quarterly basis, while the foreign exchange impact on the underlying revenues and expenses may occur in subsequent quarters. See note 10d to our consolidated financial statements.

Commencing the third quarter of 2018, the cumulative inflation in Argentina exceeded 100% or more over a 3-year period. Although this triggered highly inflationary accounting treatment, it did not have a material impact on our results of operations.

Commencing the second quarter of 2022, the cumulative inflation in Turkey exceeded 100% or more over a three-year period. Although this triggered highly inflationary accounting treatment, it did not have a material impact on our results of operations.

Liquidity and Capital Resources

Total balance sheet assets were \$43,479 million as of December 31, 2023, compared to \$44,011 million as of December 31, 2022.

Our working capital balance, which includes accounts receivables net of SR&A, inventories, prepaid expenses and other current assets, accounts payables, employee-related obligations, accrued expenses and other current liabilities, was negative \$1,374 million as of December 31, 2023, compared to negative \$119 million as of December 31, 2022. This decrease was mainly a result of an increase in accounts payables resulting primarily from more favorable vendor payment terms that went into effect in 2023 and higher inventory purchases, an increase in provisions for legal settlements and loss contingencies, as well as an increase in accrued expenses, partially offset by an increase in inventory levels.

Cash investment in property, plant and equipment and intangible assets in 2023 was \$526 million, compared to \$548 million in 2022. Depreciation was \$537 million in 2023, compared to \$576 million in 2022.

Cash and cash equivalents as of December 31, 2023 were \$3,226 million compared to \$2,801 million as of December 31, 2022.

Our cash on hand that is not used for ongoing operations is generally invested in bank deposits, as well as liquid securities that bear fixed and floating rates.

Teva's principal sources of short-term liquidity are its cash on hand, existing cash investments, liquid securities and available credit facilities, primarily our \$1.8 billion unsecured syndicated sustainability-linked revolving credit facility, entered into in April 2022, as amended in February 2023 ("RCF"). See note 9 to our consolidated financial statements.

2023 Debt Balance and Movements

As of December 31, 2023, our debt was \$19,833 million, compared to \$21,212 million as of December 31, 2022. This decrease was mainly due to \$1,646 million senior notes repaid at maturity, partially offset by \$302 million of exchange rate fluctuations. Additionally, during the first quarter of 2023, we repurchased \$2,506 million aggregate principal amount of notes upon consummation of a cash tender offer and issued \$2,445 million of sustainability-linked senior notes, net of issuance costs. For further information, see note 9 to our consolidated financial statements.

In March 2023, we repaid \$646 million of our 1.25% senior notes at maturity.

In July 2023, we repaid \$1,000 million of our 2.8% senior notes at maturity.

In July 2023, a total amount of \$700 million was withdrawn under the RCF, of which \$200 million was repaid in September 2023 and the remaining amount of \$500 million was repaid in the fourth quarter of 2023. As of December 31, 2023 and as of the date of this Annual Report on Form 10-K, no amounts were outstanding under the RCF.

Our debt as of December 31, 2023 was effectively denominated in the following currencies: 60% in U.S. dollars, 38% in euros and 2% in Swiss francs.

The portion of total debt classified as short-term as of December 31, 2023 was 8%, compared to 10% as of December 31, 2022.

Our financial leverage, which is the ratio between our debt and the sum of our debt and equity, was 71% as of December 31, 2023 and December 31, 2022.

Our average debt maturity was approximately 6.0 years as of December 31, 2023, compared to 5.8 years as of December 31, 2022.

For further information, see note 9 to our consolidated financial statements.

2022 Debt Balance and Movements

In April 2022, Teva repaid \$296 million of its 3.25% senior notes at maturity.

In July 2022, Teva repaid \$365 million of its 0.50% senior notes at maturity.

In December 2022, Teva repaid \$713 million of its 2.95% senior notes at maturity.

Total Equity

Total equity was \$8,126 million as of December 31, 2023, compared to \$8,598 million as of December 31, 2022. This decrease was mainly due to a net loss of \$615 million and a dividend declaration to non-controlling interests in Teva's joint venture in Japan of \$67 million, which is expected to be paid in the first quarter of 2024, partially offset by a positive impact of \$80 million from exchange rate fluctuations. The data presented for the prior period have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. For additional information see note 1b to our consolidated financial statements.

Exchange rate fluctuations affected our balance sheet, as approximately 81% of our net assets (including both non-monetary and monetary assets) were in currencies other than the U.S. dollar. When compared to December 31, 2022, changes in currency rates had a positive impact of \$80 million on our equity as of December 31, 2023. The following main currencies decreased in value against the U.S. dollar: Russian ruble by 21%, Japanese yen by 8% and Chilean peso by 4%. The following main currencies increased in value against the U.S. dollar: Mexican peso by 13%, Polish zloty by 10%, Swiss franc by 9%, British pound by 5%, euro by 3%, Bulgarian lev by 3% and the Peruvian nuevo sol by 3%. All comparisons are on a year-end to year-end basis.

Cash Flow

We continually seek to improve the efficiency of our working capital management. Periodically, as part of our cash and commercial relationship management activities, we make decisions in our commercial and supply chain activities which may drive an acceleration of receivable payments from customers, or deceleration of payments to vendors. This has the effect of increasing or decreasing cash from operations during any given period. Increased cash from operations has the effect of reducing our leverage ratio, which is measured net of cash and cash equivalents, as of the end of such period. In connection with strategic continual improvement, we obtained more favorable payment terms from many of our vendors which are expected to continue in future periods. In addition, in periods in which receivable payments from customers are delayed, we have and expect we may in the future extend the time to pay certain vendors, in order to balance our liquidity position. Such decisions may have a material impact on our annual operating cash flow measurement, as well as on our quarterly results.

Cash flow generated from operating activities in 2023 was \$1,368 million, compared to \$1,590 million in 2022. The decrease in 2023 resulted mainly from the sale of accounts receivables under our U.S. securitization

facility during 2022 and higher payments of legal settlements in connection with the opioids litigation in 2023, partially offset by changes in working capital items, including positive impacts of accounts payables and accounts receivables in 2023, as well as higher tax payments in 2022.

During 2023, we generated free cash flow of \$2,387 million, which we define as comprising \$1,368 million in cash flow generated from operating activities, \$1,477 million in beneficial interest collected in exchange for securitized accounts receivables (under our EU securitization program) and \$68 million proceeds from sale of businesses and long-lived assets, partially offset by \$526 million in cash used for capital investments. During 2022, we generated free cash flow of \$2,243 million, which we define as comprising \$1,590 million in cash flow generated from operating activities, \$1,140 million in beneficial interest collected in exchange for securitized accounts receivables and \$68 million proceeds from sale of businesses and long-lived assets, partially offset by \$548 million in cash used for capital investments and \$7 million in cash used for acquisition of businesses, net of cash acquired. The increase in 2023 resulted mainly from higher beneficial interest collected in exchange for securitized accounts receivables under our EU securitization, partially offset by lower cash flow generated from operating activities. For further information on our securitization facilities see note 10f to our consolidated financial statements.

Dividends

We have not paid dividends on our ordinary shares or ADSs since December 2017.

Commitments

In addition to financing obligations under short-term debt and long-term senior notes and loans, debentures and convertible debentures, our major contractual obligations and commercial commitments include leases, royalty payments, contingent payments pursuant to acquisition agreements, collaboration agreements and participation in joint ventures associated with R&D activities. For further information on our agreements with Biologic Design, Sanofi, Modag, Alvotech, Takeda and MedinCell, see note 2 to our consolidated financial statements.

We are committed to pay royalties to owners of know-how, partners in alliances and certain other arrangements, and to parties that financed R&D at a wide range of rates as a percentage of sales of certain products, as defined in the agreements. In some cases, the royalty period is not defined; in other cases, royalties will be paid over various periods not exceeding 20 years.

In connection with certain development, supply and marketing, and research and collaboration or services agreements, we are required to indemnify, in unspecified amounts, the parties to such agreements against third-party claims relating to (i) infringement or violation of intellectual property or other rights of such third party; or (ii) damages to users of the related products. Except as described in our financial statements, we are not aware of any material pending action that may result in the counterparties to these agreements claiming such indemnification.

Aggregated Contractual Obligations

The following table summarizes our material contractual obligations and commitments as of December 31, 2023:

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
		(U.S. \$ in millions)			
Long-term debt obligations, including estimated interest* . . .	\$25,847	\$2,534	\$6,814	\$6,180	\$10,319
Purchase obligations (including purchase orders)	1,523	1,189	207	108	19
Total	<u>\$27,370</u>	<u>\$3,723</u>	<u>\$7,021</u>	<u>\$6,288</u>	<u>\$10,338</u>

* Long-term debt obligations mainly include senior notes, sustainability-linked senior notes and convertible senior debentures, as disclosed in note 9 to our consolidated financial statements.

The total gross amount of unrecognized tax benefits for uncertain tax positions was \$651 million at December 31, 2023. Payment of these obligations would result from settlements with tax authorities. Due to the difficulty in determining the timing and magnitude of settlements, these obligations are not included in the table above. Correspondingly, it is difficult to ascertain whether we will pay any significant amount related to these obligations within the next year.

We have committed to make potential future milestone payments to third parties under various agreements. These payments are contingent upon the occurrence of certain future events and, given the nature of these events, it is unclear when, if ever, we may be required to pay such amounts. As of December 31, 2023, if all development milestones and targets, for compounds in phase 2 and more advanced stages of development, are achieved, the total contingent payments could reach an aggregate amount of up to \$20 million. Additional contingent payments are owed upon achievement of product approval or launch milestones.

We have committed to pay royalties to owners of know-how, partners in alliances and pursuant to certain other arrangements and to parties that financed research and development, at a wide range of rates as a percentage of sales or of the gross margin of certain products, as defined in the underlying agreements.

Due to the uncertainty of the timing of these payments, these amounts, and the amounts described in the previous paragraph, are not included in the table above.

Off-Balance Sheet Arrangements

Except for securitization transactions, which are disclosed in note 10f to our consolidated financial statements, we do not have any material off-balance sheet arrangements.

Non-GAAP Net Income and Non-GAAP EPS Data

We present non-GAAP net income and non-GAAP earnings per share (“EPS”) as management believes that such data provide useful information to investors because they are used by management and our Board of Directors, in conjunction with other performance metrics, to evaluate our operational performance, to prepare and evaluate our work plans and annual budgets and ultimately to evaluate the performance of management, including annual compensation. While other qualitative factors and judgment also affect annual compensation, the principal quantitative element in the determination of such compensation are performance targets tied to the work plan, which are based on these non-GAAP measures.

Non-GAAP financial measures have no standardized meaning and accordingly have limitations in their usefulness to investors. Investors are cautioned that, unlike financial measures prepared in accordance with U.S.

GAAP, non-GAAP measures may not be comparable with the calculation of similar measures for other companies. These non-GAAP financial measures are presented solely to permit investors to more fully understand how management assesses our performance. The limitations of using non-GAAP financial measures as performance measures are that they provide a view of our results of operations without including all events during a period and may not provide a comparable view of our performance to other companies in the pharmaceutical industry. Investors should consider non-GAAP net income and non-GAAP EPS in addition to, and not as replacements for, or superior to, measures of financial performance prepared in accordance with GAAP.

In preparing our non-GAAP net income and non-GAAP EPS data, we exclude items that either have a non-recurring impact on our financial performance or which, in the judgment of our management, are items that, either as a result of their nature or size, could, were they not excluded, potentially cause investors to extrapolate future performance from an improper base that is not reflective of our underlying business performance. Certain of these items are also excluded because of the difficulty in predicting their timing and scope. The items excluded from our non-GAAP net income and non-GAAP EPS include:

- amortization of purchased intangible assets;
- legal settlements and material litigation fees and/or loss contingencies, due to the difficulty in predicting their timing and scope;
- impairments of long-lived assets, including intangibles, property, plant and equipment and goodwill;
- restructuring expenses, including severance, retention costs, contract cancellation costs and certain accelerated depreciation expenses primarily related to the rationalization of our plants or to certain other strategic activities, such as the realignment of R&D focus or other similar activities;
- acquisition- or divestment- related items, including changes in contingent consideration, integration costs, banker and other professional fees and inventory step-up;
- expenses related to our equity compensation;
- significant one-time financing costs, amortization of issuance costs and terminated derivative instruments, and marketable securities investment valuation gains/losses;
- unusual tax items;
- other awards or settlement amounts, either paid or received;
- other exceptional items that we believe are sufficiently large that their exclusion is important to facilitate an understanding of trends in our financial results, such as impacts due to changes in accounting, significant costs for remediation of plants, or other unusual events; and
- corresponding tax effects of the foregoing items.

The following table presents our non-GAAP net income and non-GAAP EPS for the years ended December 31, 2023 and 2022, as well as reconciliations of each measure to their nearest GAAP equivalents:

(\$ in millions except per share amounts)	Year ended December 31,	
	2023	2022
Net income (loss) attributable to Teva ⁽⁵⁾	(\$ (559)	(2,446)
Increase (decrease) for excluded items:		
Amortization of purchased intangible assets	616	732
Legal settlements and loss contingencies	1,043	2,082
Goodwill impairment	700	2,045
Impairment of long-lived assets	378	402
Restructuring costs	111	146
Costs related to regulatory actions taken in facilities	4	7
Equity compensation	121	124
Contingent consideration ⁽⁵⁾	548	261
Gain on sale of business	(3)	(47)
Accelerated depreciation	80	117
Financial expenses	66	61
Share in profits (losses) of associated companies – net	—	(22)
Items attributable to non-controlling interests	(92)	(96)
Other non-GAAP items ⁽¹⁾	330	465
Corresponding tax effects and unusual tax items ⁽⁵⁾	(446)	(1,021) ⁽⁴⁾
Non-GAAP net income attributable to Teva	(\$ 2,898	2,812
Non-GAAP tax rate ⁽²⁾	13.0%	11.7%
GAAP diluted earnings (loss) per share attributable to Teva	(\$ (0.50)	(2.20)
EPS difference ⁽³⁾	3.06	4.73
Non-GAAP diluted EPS attributable to Teva ⁽³⁾	(\$ 2.56	2.52
Non-GAAP average number of shares (in millions) ⁽³⁾	1,131	1,115

- (1) Other non-GAAP items include other exceptional items that we believe are sufficiently large that their exclusion is important to facilitate an understanding of trends in our financial results, primarily related to the rationalization of our plants, certain inventory write-offs, material litigation fees and other unusual events.
- (2) Non-GAAP tax rate is tax expenses (benefit) excluding the impact of non-GAAP tax adjustments presented above as a percentage of income (loss) before income taxes excluding the impact of non-GAAP adjustments presented above.
- (3) EPS difference and diluted non-GAAP EPS are calculated by dividing our non-GAAP net income attributable to Teva by our non-GAAP diluted weighted average number of shares.
- (4) Includes a portion of the realization of a loss related to an investment in one of our U.S. subsidiaries as well as corresponding tax effects on non-GAAP items.
- (5) The data presented for the prior period have been revised to reflect a revision in the presentation of these items in the consolidated financial statements. For additional information see note 1b to our consolidated financial statements.

Trend Information

The following factors are expected to have a significant effect on our 2024 results:

- continued success of our innovative medicines AUSTEDO, AJOVY and UZEDY;
- continued execution on the key pillars of our Pivot to Growth strategy;
- expanding our existing innovative medicines and biosimilar pipeline, including by pursuing business development and other partnership opportunities;

- ability to successfully execute key generic launches in a timely manner;
- ability to successfully develop and launch new biosimilar products;
- continued decline in sales of COPAXONE and other innovative medicines due to loss of exclusivity, generic competition and/or availability of alternative therapies;
- continued competition for our generic products where multiple similar generic products have been launched, resulting in pricing pressure in the generics markets. We do, however, also see certain generic opportunities to grow our business, including our portfolio of new drug applications and our portfolio of approved complex products;
- our disciplined cash management and debt repayment schedule;
- our non-investment grade credit rating may increase the cost of any new borrowing;
- ongoing impact of macroeconomic headwinds and geopolitical tensions, including global supply chain disruptions, increases in prices of raw materials, labor and transportation as well as exchange rate fluctuations. For further details, see “—Macroeconomic and Geopolitical Environment” above;
- ongoing evaluation to further network consolidation activities to achieve additional operational efficiencies, including potential divestitures, which may affect our business and operations; and
- continued efforts towards achieving our long-term financial goals.

For additional information, please see “Item 1—Business” above and elsewhere in this Item 7.

Critical Accounting Policies

For a description of our significant accounting policies, see note 1 to our consolidated financial statements.

The preparation of our consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions in certain circumstances that affect the amounts reported in the accompanying consolidated financial statements and related footnotes. Actual results may differ from these estimates. We base our judgments on our experience and on various assumptions that we believe to be reasonable under the circumstances.

Of our policies, the following are considered critical to an understanding of our consolidated financial statements as they require the application of subjective and complex judgment, involving critical accounting estimates and assumptions impacting our consolidated financial statements. We have applied our policies and critical accounting estimates consistently across our businesses.

The critical accounting estimates relate to the following:

- Revenue Recognition and SR&A in the United States
- Income Taxes
- Contingencies
- Goodwill
- Identifiable Intangible Assets

Revenue Recognition and SR&A in the United States

Our gross product revenues are subject to a variety of deductions which are generally estimated and recorded in the same period that the revenues are recognized, and primarily represent chargebacks, rebates and

sales allowances to wholesalers, retailers and government agencies with respect to our pharmaceutical products. Those deductions represent estimates of rebates and discounts related to gross sales for the reporting period and, as such, knowledge and judgment of market conditions and practice are required when estimating the impact of these revenue deductions on gross sales for a reporting period.

Historically, our changes of estimates reflecting actual results or updated expectations, have not been material to our overall business. Product-specific rebates, however, may have a significant impact on year-over-year individual product growth trends. If any of our ratios, factors, assessments, experiences or judgments are not indicative or accurate predictors of our future experience, our results could be materially affected. The sensitivity of our estimates can vary by program, type of customer and geographic location. However, estimates associated with governmental allowances, U.S. Medicaid and other performance-based contract rebates are most at risk for material adjustment because of the extensive time delay between the recording of the accrual and its ultimate settlement, an interval that can generally range up to one year. Because of this time lag, in any given quarter, our adjustments to actual can incorporate revisions of several prior quarters. See also “Revenue recognition” in note 1 to the consolidated financial statements.

Income Taxes

The provision for income tax is calculated based on our assumptions as to our entitlement to various benefits under the applicable tax laws in the jurisdictions in which we operate. The entitlement to such benefits depends upon our compliance with the terms and conditions set out in these laws.

Accounting for uncertainty in income taxes requires that it be more likely than not that the tax benefits recognized in the financial statements be sustained based on technical merits. The amount of benefits recorded for these positions is measured as the largest benefit more likely than not to be sustained. Significant judgment is required in making these determinations.

Deferred taxes are determined utilizing the asset and liability method based on the estimated future tax effects of differences between the financial accounting and tax bases of assets and liabilities under the applicable tax laws. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the determination of the appropriate valuation allowances, we have considered the most recent projections of future business results and prudent tax planning alternatives that may allow us to realize the deferred tax assets. Taxes which would apply in the event of disposal of investments in subsidiaries have not been taken into account in computing deferred taxes, as it is our intention to hold these investments rather than realize them.

Taxes have not been provided for tax-exempt income, as the Company intends to permanently reinvest these earnings and does not currently foresee a need to distribute dividends out of these earnings. In addition, the Company announced a suspension of dividend distribution on ordinary shares and ADSs in 2017. Furthermore, deferred taxes have not been provided for the retained earnings of the Company’s foreign subsidiaries because the Company does not expect these subsidiaries to distribute taxable dividends in the foreseeable future, as their earnings and excess cash are used to pay down the group’s external liabilities, and the Company expects to have sufficient resources in the Israeli companies to fund its cash needs in Israel. An assessment of the tax that would have been payable had the Company’s foreign subsidiaries distributed their income to the Company is not practicable because of the multiple levels of corporate ownership and multiple tax jurisdictions involved in each hypothetical dividend distribution.

For a discussion of the valuation allowance, deferred tax and valuation allowance estimates see notes 1 and 13 to our consolidated financial statements.

Contingencies

From time to time, Teva and/or its subsidiaries are subject to claims for damages and/or equitable relief arising in the ordinary course of business. In addition, in large part as a result of the nature of its business, Teva

is frequently subject to litigation, governmental investigations and other legal proceedings. Except for income tax contingencies or contingent consideration acquired in a business combination, Teva records a provision in its consolidated financial statements to the extent that it concludes that a contingent liability is probable and the amount thereof is reasonably estimable. When accruing these costs, Teva will recognize an accrual in the amount within a range of loss that is the best estimate within the range. When no amount within the range is a better estimate than any other amount, Teva accrues for the minimum amount within the range. Teva records anticipated recoveries under existing insurance contracts at the gross amount that is expected to be collected when they are considered probable to occur.

Teva reviews the adequacy of the accruals on a periodic basis and, although it believes that its present reserves are adequate, changes in facts and circumstances in the future may lead to adjustments to reserve estimates and could have a material impact on Teva's results of operations, cash flows and financial condition in the period that reserve estimates are adjusted or paid. As such accruals are based on management's judgment as to the probability of losses and, where applicable, actuarially determined estimates, accruals may materially differ from actual verdicts, settlements or other agreements made with regards to such contingencies. Litigation outcomes and contingencies are unpredictable and excessive verdicts can occur. Accordingly, management's assessments involve complex judgments concerning future events and often rely heavily on estimates and assumptions.

Goodwill

Goodwill reflects the excess of the consideration transferred, including the fair value of any contingent consideration and any non-controlling interest in the acquiree, over the assigned fair values of the identifiable net assets acquired. Goodwill is not amortized, and is assigned to reporting units and tested for impairment at least annually, in the second quarter of the fiscal year.

We perform an impairment test annually and whenever events or changes in circumstances indicate the carrying value of a reporting unit may not be recoverable. The provisions of the accounting standard for goodwill allow us to first assess qualitative factors to determine whether it is necessary to perform the next goodwill impairment quantitative test.

Examples of events or circumstances that may be indicative of impairment include, but are not limited to: macroeconomic and industry conditions, overall financial performance and adverse changes in legal, regulatory, market share and other relevant entity specific events.

The Company estimates the fair values of all reporting units using a discounted cash flow model which utilizes Level 3 unobservable inputs. Key estimates include the revenue growth rates taking into consideration industry and market conditions, terminal growth rate and the discount rate. The discount rate used is based on the WACC, adjusted for the relevant risk associated with country-specific and business-specific characteristics.

The carrying value of each reporting unit is determined by assigning the assets and liabilities, including the existing goodwill, to those reporting units.

When necessary, we record charges for impairments of goodwill for the amount by which the carrying amount exceeds the fair value of these assets.

See note 7 and note 19 to our consolidated financial statements for further details on the goodwill impairments recognized in 2023 and 2022, and Teva's operating and reporting segments.

Identifiable Intangible Assets

Identifiable intangible assets are comprised of definite life intangible assets and indefinite life intangible assets.

Definite life intangible assets consist mainly of acquired product rights and other rights relating to products for which marketing approval was received from the FDA or the equivalent agencies in other countries. These assets are amortized using mainly the straight-line method over their estimated period of useful life, or based on economic benefit models, if more appropriate, which is determined by identifying the period and manner in which substantially all of the cash flows are expected to be generated. Amortization of acquired developed products is recorded under cost of sales. Amortization of marketing and distribution rights is recorded under selling and marketing expenses when separable.

Indefinite life intangible assets are mainly comprised of IPR&D assets. Teva monitors these assets for items such as research and development milestones and progress to identify any triggering events.

The fair value of acquired identifiable intangible assets is determined using an income approach. This method starts with a forecast of all expected future net cash flows associated with the asset and then adjusts the forecast to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams.

Whenever impairment indicators are identified for definite life intangible assets, Teva reconsiders the asset's estimated life, calculates the undiscounted value of the asset's or asset group's cash flows and then calculates, if required, the discounted value of cash flow by applying an appropriate discount rate to the undiscounted cash flow streams. Teva then compares such value against the asset's or asset group's carrying amount. If the carrying amount is greater, Teva records an impairment loss for the excess of carrying value over fair value based on the discounted cash flows.

For indefinite life intangible assets Teva performs an impairment test annually in the second quarter and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Teva determines the fair value of the asset annually or when triggering events are present, based on discounted cash flows and records an impairment loss if book value exceeds fair value.

Examples of events or circumstances that may be indicative of impairment include:

- A projection or forecast that indicates losses or reduced profits associated with an asset. This could result, for example, from a change in the competitive landscape modifying our assumptions about market share or pricing prospectively, a government reimbursement program that results in an inability to sustain projected product revenues and profitability, or lack of acceptance of a product by patients, physicians or payers limiting our projected growth.
- A significant adverse change in legal factors or in the business climate that could affect the value of the asset. For example, a successful challenge of our patent rights by a competitor would likely result in generic competition earlier than expected. And conversely, a lost challenge of patent rights in connection with our generic file would likely result in delayed entry.
- A significant adverse change in the extent or manner in which an asset is used. For example, restrictions imposed by the FDA or other regulatory authorities could affect our ability to manufacture or sell a product.
- For IPR&D projects, this could result from, among other things, a change in outlook affecting assumptions around competition or timing of entry such as approval success or the related timing of approval, clinical trial data results, other delays in the projected launch dates or additional expenditures required to commercialize the product.

The more significant estimates and assumptions inherent in the estimate of the fair value of identifiable intangible assets include (i) assumptions associated with forecasting product profitability, including sales and cost to sell projections, (ii) tax rates which seek to incorporate the geographic diversity of the projected cash flows, (iii) expected impact of competitive, legal and/or regulatory forces on the projections and the impact of

technological risk, R&D expenditure for ongoing support of product rights or continued development of IPR&D, and (iv) estimated useful lives and IPR&D expected launch dates. Additionally, for IPR&D assets the risk of failure has been factored into the fair value measure.

While all intangible assets other than goodwill can face events and circumstances that can lead to impairment, in general, intangible assets other than goodwill that are most at risk of impairment include IPR&D assets and newly acquired or recently impaired indefinite-lived brand assets. IPR&D assets are high-risk assets, as R&D is an inherently risky activity. Consequently, IPR&D assets could be determined to be no longer commercially viable. Newly acquired and recently impaired indefinite-lived assets are more vulnerable to impairment as the assets are recorded at fair value and are then subsequently measured at the lower of fair value or carrying value annually or when triggering events are present. As such, immediately after acquisition or impairment, even small declines in the outlook for these assets can negatively impact our ability to recover the carrying value and can result in an impairment charge.

Recently Issued Accounting Pronouncements

See note 1 to our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

General

The objective of our financial risk management measures is to minimize the impact of risks arising from foreign exchange and interest rate fluctuations. To reduce these risks, we take various operational measures in order to achieve a natural hedge and may enter, from time to time, into financial derivative instruments. Our derivative transactions are executed through global banks. We believe that due to our diversified derivatives portfolio, the credit risk associated with any of these banks is minimal. No derivative instruments are entered into for trading purposes.

Exchange Rate Risk Management

We operate our business worldwide and, as such, we are subject to foreign exchange risks on our results of operations, our monetary assets and liabilities and our foreign subsidiaries' net assets. For further information on currencies in which we operate, see "Item 7— Management's Discussion and Analysis of Financial Condition and Results of Operations —Impact of Currency Fluctuations on Results of Operations."

We generally prefer to borrow in U.S. dollars or euros; however, from time to time we borrow funds in other currencies, such as the Swiss franc, in order to benefit from same currency revenues in relation to same currency costs and same currency assets in relation to same currency liabilities.

Cash Flow Exposure

Our total revenues were \$15,846 million in 2023. Of these revenues, approximately 47% were denominated in currencies other than the U.S. dollar, of which 21% in euros and the rest in other currencies, none of which accounted for more than 3% of total revenues in 2023. In most currencies, we record corresponding expenses.

In certain currencies, primarily the euro, our revenues generally exceed our expenses. Conversely, in other currencies, primarily the new Israeli shekel and the Indian rupee, our expenses generally exceed our revenues.

We enter into financial derivatives to hedge part of those currencies which do not have a sufficient natural hedge, in order to reduce the impact of foreign exchange fluctuations on our operating results.

As of December 31, 2023, we hedged part of our expected operating results for 2024 in currencies other than the U.S. dollar, primarily the euro, British pound, Canadian dollar, Swiss franc, Swedish krona, Polish zloty, Japanese yen, Chilean peso, Indian rupee and Israeli shekel.

In certain cases, we may hedge exposure arising from a specific transaction, executed in a currency other than the functional currency, by entering into forward contracts and/or by using plain-vanilla and exotic option strategies. We generally limit the term of hedging transactions to a maximum of eighteen months.

Balance Sheet Exposure

With respect to our monetary assets and liabilities, the exposure arises when the monetary assets and/or liabilities are denominated in currencies other than the functional currency of our subsidiaries. We strive to limit our exposure through natural hedging. The remaining exposure is hedged almost in full by entering into financial derivative instruments. To the extent possible, the hedging activity is carried out on a consolidated level.

The table below presents exposures exceeding \$50 million in absolute values:

Net exposure as of December 31, 2023	
Liability/Asset	(U.S. \$ in millions)
CHF/EUR	406
GBP/EUR	324
USD/EUR	279
BGN/EUR	247
USD/JPY	220
PLN/EUR	199
GBP/USD	167
EUR/RUB	140
INR/USD	101
USD/PLN	65
USD/MXN	58

Outstanding Foreign Exchange Hedging Transactions

As of December 31, 2023, we had outstanding derivatives, primarily forwards and currency option contracts, with a corresponding notional amount of approximately \$2.5 billion and \$0.2 billion, respectively. As of December 31, 2022, we had outstanding derivatives, primarily forwards and currency option contracts, with a corresponding notional amount of approximately \$1.9 billion and \$0.3 billion, respectively.

The table below presents the net notional and fair values of the financial derivatives entered into as of December 31, 2023 in order to reduce currency exposure arising from our cash flow and balance sheet exposures. The table below presents only currency paired with hedged net notional values exceeding \$50 million.

Currency (sold)	Cross Currency (bought)	Net Notional Value		Fair Value		2023 Weighted Average Cross Currency Prices or Strike Prices
		2023	2022	2023	2022	
(U.S. \$ in millions)						
Forward:						
EUR	CHF	409	354	10	(3)	0.95
EUR	USD	367	252	(5)	(8)	0.92
EUR	GBP	293	246	1	(17)	0.87
JPY	USD	239	179	(6)	(4)	145.00
EUR	PLN	187	151	2	(1)	4.40
USD	INR	162	122	1	(8)	83.80
USD	ILS	144	79	5	2	3.73
GBP	USD	105	58	4	(18)	1.23
USD	PLN	97	58	(1)	1	4.03
CAD	USD	61	52	(1)	(5)	1.38
CHF	USD	56	50	(2)	(2)	1
MXN	USD	56	*	(2)	—	18
Options:						
EUR	USD	*	132	—	(3)	—
GBP	USD	*	86	—	(2)	1.23
USD	ILS	*	68	1	(2)	3.66
CAD	USD	*	*	—	—	1.38
CHF	USD	*	*	—	(1)	1

* Represents net notional value of less than \$50 million.

Foreign Subsidiaries Net Assets

Under certain market conditions, we may hedge against possible fluctuations in foreign subsidiaries' net assets ("net investment hedge"). In these cases, we may use cross currency swaps and forward contracts.

Interest Rate Risk Management

We are subject to interest rate risk on our investments and on our borrowings. We manage interest rate risk in the aggregate, while focusing on our immediate and intermediate liquidity needs.

We raise capital through various debt instruments including senior notes, sustainability-linked senior notes, and convertible debentures that bear fixed or variable interest rates, as well as a syndicated sustainability-linked revolving credit facility and securitization programs that bear a variable interest rate. In some cases, as described below, we have swapped from a fixed to a variable interest rate ("fair value hedge"), from a variable to a fixed interest rate and from a fixed to a fixed interest rate with an exchange from a currency other than the functional currency ("cash flow hedge"), reducing overall interest expenses or hedging risks associated with interest rate fluctuations. As of December 31, 2023, all outstanding senior notes, sustainability-linked senior notes and convertible debentures bear a fixed interest rate.

In certain cases, we may hedge, in whole or in part, against exposure arising from a specific transaction, such as debt issuances related to an acquisition or debt refinancing, by entering into forward and interest rate swap contracts and/or by using options.

The table below presents the aggregate outstanding debt by currencies and maturities as of December 31, 2023:

<u>Currency</u>	<u>Total Amount</u>	<u>Interest Rate Ranges</u>		<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>2029 & thereafter</u>
				(U.S. dollars in millions)					
Fixed Rate:									
USD	11,880	3.15%	8.13%	957	427	3,375	1,000	1,250	4,891
Euro	7,592	1.13%	7.88%	691	1,001	—	1,986	824	3,090
CHF	416	1.00%	1.00%	—	416	—	—	—	—
USD convertible debentures*	23	0.25%	0.25%	—	—	—	—	—	—
Variable Rate:									
Others	1	1.00%	2.00%	—	—	—	—	—	—
Total:	19,912			<u>\$1,648</u>	<u>\$1,843</u>	<u>\$3,375</u>	<u>\$2,986</u>	<u>\$2,074</u>	<u>\$7,961</u>
Less debt issuance costs ...	(80)								
Total:	<u>\$19,833</u>								

* Classified under short-term debt.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

**TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Teva Pharmaceutical Industries Limited

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Teva Pharmaceutical Industries Limited and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statements of income (loss), of comprehensive income (loss), of changes in equity and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2023 appearing under Item 8 (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO because a material weakness in internal control over financial reporting existed as of that date as the Company did not design and maintain effective control over the contingent consideration liability and related expenses in connection with estimated future royalty payments.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in the Report of Teva Management on Internal Control over Financial Reporting appearing under Item 9A. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2023 consolidated financial statements, and our opinion regarding the effectiveness of the Company’s internal control over financial reporting does not affect our opinion on those consolidated financial statements.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in management’s report referred to above. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures

that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Goodwill Impairment Assessment—North America, Europe, International Markets and Teva API reporting units

As described in Notes 1 and 7 to the consolidated financial statements, the Company's consolidated goodwill balance and goodwill balance for the North America, Europe, International Markets and Teva API reporting units were \$ 6,459 million, \$8,466 million, \$675 million and \$1,313 million, respectively, as of December 31, 2023. As disclosed by management, goodwill is assigned to reporting units and tested for impairment at least annually, in the second quarter of the fiscal year, and whenever events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. During the second quarter of 2023, management conducted a quantitative analysis of all reporting units as part of its annual goodwill impairment test with the assistance of an independent valuation expert. In the second quarter of 2023, management recorded a goodwill impairment charge of \$700 million related to its International Markets reporting unit, mainly due to an increase in the discount rate due to higher risk associated with country-specific characteristics of several countries. Management noted the following main triggering events during the fourth quarter for its International Markets reporting unit and its Teva API reporting unit: (i) fluctuations in exchange rates between certain currencies in which Teva operates in its International Markets reporting unit, and the U.S. dollar, are expected to significantly lower projected

operating results; and (ii) updated assumptions supporting the cash flow projections of Teva's API reporting unit, including certain revenue growth assumptions, and the associated operating profit margins, mainly resulting from changes in market conditions.

As a result, management performed a quantitative assessment in the fourth quarter of 2023, which resulted in no recognition of a goodwill impairment.

Management determines the fair value of its reporting units using the income approach. Within the income approach, the method used is the discounted cash flow method. Management begins with a forecast of all the expected net cash flows associated with the reporting unit, which includes the application of a terminal value, and then applies a discount rate to arrive at a net present value amount. As disclosed by management, key estimates include the revenue growth rates taking into consideration industry and market conditions, terminal growth rate and the discount rate.

The principal considerations for our determination that performing procedures relating to the goodwill impairment assessment for the North America, Europe, International Markets and Teva API reporting units is a critical audit matter are (i) the significant judgment by management when determining the fair value of the reporting units; (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to the revenue growth rates, discount rate and terminal growth rate; and (iii) the audit effort involved using professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment assessment, including controls over the valuation of the North America, Europe, International Markets and Teva API reporting units. These procedures also included, among others, (i) testing management's process for determining the fair value estimate; (ii) evaluating the appropriateness of the discounted cash flow model; (iii) testing the completeness, accuracy and relevance of underlying data used in the model; and (iv) evaluating the significant assumptions used by management related to the revenue growth rates, discount rate and terminal growth rate. Evaluating management's assumptions related to the revenue growth rates and terminal growth rate involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting unit, (ii) the consistency with external market and industry data, and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in the evaluation of management's discounted cash flow model and the discount rate assumption.

Sales Reserves and Allowances ("SR&A")—Rebates, Chargebacks and Medicaid in the United States

As described in Notes 1 and 3 to the consolidated financial statements, revenues are recorded in the amount of consideration to which the Company expects to be entitled in exchange for performance obligations upon transfer of control to the customer. The amount of consideration to which the Company expects to be entitled varies as a result of rebates, chargebacks and other SR&A that the Company offers to its customers and their customers, as well as the occurrence or nonoccurrence of future events, including milestone events. A minimum amount of variable consideration is recorded by the Company concurrently with the satisfaction of performance obligations to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. As of December 31, 2023, consolidated SR&A for rebates, chargebacks and Medicaid were \$3,002 million. Provisions for chargebacks involve estimates of usage by retailers and other indirect buyers with varying contract prices for multiple wholesalers. The provision for chargebacks varies in relation to changes in product mix, pricing and the level of inventory at the wholesalers. Provisions for estimating chargebacks are calculated using historical chargeback experience and/or expected chargeback levels for new products and anticipated pricing changes. Provisions for rebates are estimated based on the specific terms in each agreement based on historical trends and expected sales. Provisions for Medicaid are based on historical trends of rebates paid, as well as on changes in wholesaler inventory levels and increases or decreases in sales.

The principal considerations for our determination that performing procedures relating to SR&A for rebates, chargebacks and Medicaid in the United States is a critical audit matter are (i) the significant judgment by management due to the significant measurement uncertainty involved in developing the reserves, as the reserves are based on assumptions developed using contractual and mandated terms with customers, historical experience, and projected market conditions in the U.S.; and (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to wholesaler inventory levels and expected chargeback levels.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to SR&A for rebates, chargebacks and Medicaid in the United States, including controls over the assumptions used by management to estimate the reserves. These procedures also included, among others, (i) developing independent estimates of the reserves using third party information, the contractual or mandated terms of the specific rebate or chargeback programs, and the historical trends of payments and comparing the independent estimates to management's estimates; (ii) evaluating the reasonableness of significant assumptions used by management related to wholesaler inventory levels and expected chargeback levels; and (iii) testing the completeness, accuracy, and relevance of underlying data used to estimate the reserves, including testing actual claims processed by the Company.

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member of PricewaterhouseCoopers International Limited
Tel Aviv, Israel
February 12, 2024

We have served as the Company's auditor since at least 1976. We have not been able to determine the specific year we began serving as the auditor of the Company.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in millions)

	December 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,226	\$ 2,801
Accounts receivables, net of allowance for credit losses of \$95 million and \$91 million as of December 31, 2023 and December 31, 2022, respectively	3,408	3,696
Inventories	4,021	3,833
Prepaid expenses	1,255	1,162
Other current assets	504	549
Assets held for sale	70	10
Total current assets	12,485	12,051
Deferred income taxes	1,812	1,458
Other non-current assets	470	441
Property, plant and equipment, net	5,750	5,739
Operating lease right-of-use assets	397	419
Identifiable intangible assets, net	5,387	6,270
Goodwill	17,177	17,633
Total assets	\$ 43,479	\$ 44,011
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 1,672	\$ 2,109
Sales reserves and allowances	3,535	3,750
Accounts payables	2,602	1,887
Employee-related obligations	611	566
Accrued expenses	2,771	2,151
Other current liabilities	1,056	1,005
Total current liabilities	12,247	11,469
Long-term liabilities:		
Deferred income taxes	606	548
Other taxes and long-term liabilities	4,019	3,945
Senior notes and loans	18,161	19,103
Operating lease liabilities	320	349
Total long-term liabilities	23,106	23,944
Commitments and contingencies , see note 12		
Total liabilities	35,353	35,413
Equity:		
Teva shareholders' equity:		
Ordinary shares of NIS 0.10 par value per share; December 31, 2023 and December 31, 2022: authorized 2,495 million shares; issued 1,227 million shares and 1,217 million shares, respectively	57	57
Additional paid-in capital	27,807	27,688
Accumulated deficit	(13,534)	(12,975)
Accumulated other comprehensive loss	(2,697)	(2,838)
Treasury shares as of December 31, 2023 and December 31, 2022: 106 million ordinary shares	(4,128)	(4,128)
	7,506	7,804
Non-controlling interests	620	794
Total equity	8,126	8,598
Total liabilities and equity	\$ 43,479	\$ 44,011

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(U.S. dollars in millions, except share and per share data)

	Year ended December 31,		
	2023	2022	2021
Net revenues	\$15,846	\$14,925	\$15,878
Cost of sales	8,200	7,952	8,284
Gross profit	7,645	6,973	7,594
Research and development expenses, net	953	838	967
Selling and marketing expenses	2,336	2,265	2,429
General and administrative expenses	1,162	1,180	1,099
Intangible assets impairments	350	355	424
Goodwill impairment	700	2,045	—
Other asset impairments, restructuring and other items	718	512	341
Legal settlements and loss contingencies	1,043	2,082	717
Other income	(49)	(107)	(98)
Operating (loss) income	433	(2,197)	1,716
Financial expenses – net	1,057	966	1,058
Income (loss) before income taxes	(624)	(3,163)	658
Income taxes (benefit)	(7)	(643)	211
Share in (profits) losses of associated companies – net	(2)	(21)	(9)
Net income (loss)	(615)	(2,499)	456
Net income (loss) attributable to non-controlling interests	(56)	(53)	39
Net income (loss) attributable to Teva	(559)	(2,446)	417
Earnings (loss) per share attributable to ordinary shareholders:			
Basic	\$ (0.50)	\$ (2.20)	\$ 0.38
Diluted	\$ (0.50)	\$ (2.20)	\$ 0.38
Weighted average number of shares (in millions):			
Basic	1,119	1,110	1,102
Diluted	1,119	1,110	1,107

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(U.S. dollars in millions)

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
Net income (loss)	\$(615)	\$(2,499)	\$ 456
Other comprehensive income (loss), net of tax:			
Currency translation adjustment	80	(356)	(462)
Unrealized gain (loss) on derivative financial instruments, net	29	29	39
Unrealized gain (loss) on defined benefit plans, net	(18)	57	32
Total other comprehensive income (loss)	<u>91</u>	<u>(270)</u>	<u>(391)</u>
Total comprehensive income (loss)	(524)	(2,769)	65
Comprehensive income (loss) attributable to non-controlling interests	<u>(106)</u>	<u>(169)</u>	<u>(68)</u>
Comprehensive income (loss) attributable to Teva	<u>\$(418)</u>	<u>\$(2,600)</u>	<u>\$ 133</u>

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Teva shareholders' equity								
	Ordinary shares			Retained earnings (accumulated deficit)	Accumulated other comprehensive income (loss)	Treasury shares	Total Teva shareholders' equity	Non-controlling interests	Total equity
	Number of shares (in millions)	Stated value	Additional paid-in capital						
	(U.S. dollars in millions)								
Balance at January 1, 2021	1,202	57	27,443	(10,946)	(2,399)	(4,128)	10,026	1,035	11,061
Changes during 2021:									
Net income (loss)				417			417	39	456
Other comprehensive income (loss)					(283)		(283)	(107)	(391)
Issuance of shares	7	*	*				*		*
Stock-based compensation expense			119				119		119
Transactions with non-controlling interests								(2)	(2)
Balance at December 31, 2021	1,209	57	27,561	(10,529)	(2,683)	(4,128)	10,278	966	11,244
Changes during 2022:									
Net income (loss)				(2,446)			(2,446)	(53)	(2,499)
Other comprehensive income (loss)					(154)		(154)	(116)	(270)
Issuance of Shares	8	*	1				1		1
Stock-based compensation expense			124				124		124
Transactions with non-controlling interests								(2)	(2)
Balance at December 31, 2022	1,217	57	27,688	(12,975)	(2,838)	(4,128)	7,804	794	8,598
Changes during 2023:									
Net income (loss)				(559)			(559)	(56)	(615)
Other comprehensive income (loss)					141		141	(50)	91
Issuance of Shares	10	*	*				*		*
Stock-based compensation expense			121				121		121
Dividend to non-controlling interests **								(68)	(68)
Balance at December 31, 2023	1,227	\$57	\$27,807	\$(13,534)	\$(2,697)	\$(4,128)	\$ 7,506	\$ 620	\$ 8,126

* Represents an amount less than \$0.5 million.

** Mainly in connection with a declaration of dividends to non-controlling interests in Teva's joint venture in Japan.

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in millions)

	Year ended December 31,		
	2023	2022	2021
Operating activities:			
Net income (loss)	\$ (615)	\$(2,499)	\$ 456
Adjustments to reconcile net income (loss) to net cash provided by operations:			
Impairment of goodwill, long-lived assets and assets held for sale	1,078	2,447	584
Depreciation and amortization	1,153	1,308	1,330
Net change in operating assets and liabilities	(72)	1,355	(1,701)
Deferred income taxes — net and uncertain tax positions	(317)	(1,064)	(120)
Stock-based compensation	121	124	119
Research and development in process	—	—	10
Net loss (gain) from investments and from sale of business and long-lived assets	(41)	10	104
Other items	61	(91)	16
Net cash provided by (used in) operating activities	<u>1,368</u>	<u>1,590</u>	<u>798</u>
Investing activities:			
Beneficial interest collected in exchange for securitized trade receivables	1,477	1,140	1,648
Purchases of property, plant and equipment and intangible assets	(526)	(548)	(562)
Proceeds from sale of business and long-lived assets	68	68	311
Purchases of investments and other assets	(46)	(1)	(47)
Proceeds from sale of investments	—	4	172
Acquisitions of businesses, net of cash acquired	—	(7)	—
Other investing activities	(5)	—	1
Net cash provided by (used in) investing activities	<u>968</u>	<u>656</u>	<u>1,523</u>
Financing activities:			
Repayment of senior notes and loans and other long term liabilities	(4,152)	(1,369)	(6,649)
Proceeds from senior notes, net of issuance costs	2,451	—	4,974
Proceeds from short term debt	700	—	700
Repayment of short term debt	(700)	—	(700)
Redemption of convertible debentures	—	—	(491)
Other financing activities	(212)	(118)	(6)
Net cash provided by (used in) financing activities	<u>(1,913)</u>	<u>(1,487)</u>	<u>(2,172)</u>
Translation adjustment on cash and cash equivalents	<u>(30)</u>	<u>(123)</u>	<u>(128)</u>
Net change in cash, cash equivalents and restricted cash	393	636	21
Balance of cash, cash equivalents and restricted cash at beginning of year	<u>2,834</u>	<u>2,198</u>	<u>2,177</u>
Balance of cash, cash equivalents and restricted cash at end of year	<u>\$ 3,227</u>	<u>\$ 2,834</u>	<u>\$ 2,198</u>
Reconciliation of cash, cash equivalents and restricted cash reported in the consolidated balance sheets:			
Cash and cash equivalents	3,226	2,801	2,165
Restricted cash included in other current assets	1	33	33
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	<u>3,227</u>	<u>2,834</u>	<u>2,198</u>

Amounts may not add up due to rounding.
The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(U.S. dollars in millions)

Supplemental cash flow information:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
Non-cash financing and investing activities:			
Beneficial interest obtained in exchange for securitized trade receivables	\$1,446	\$1,189	\$1,635
Dividend declared to non-controlling interests	67	\$ —	\$ —
Cash paid during the year for:			
Interest	\$1,078	\$ 948	\$ 913
Income taxes, net of refunds	\$ 298	\$ 543	\$ 495

Net change in operating assets and liabilities:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
Other current assets	\$(1,525)	\$ (828)	\$(2,271)
Trade payables, accrued expenses, employee-related obligations and other liabilities	1,588	2,012	764
Trade receivables net of sales reserves and allowances	12	334	(574)
Inventories	(147)	(163)	380
	<u>\$ (72)</u>	<u>\$1,355</u>	<u>\$(1,701)</u>

Amounts may not add up due to rounding.

The accompanying notes are an integral part of the financial statements.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements

NOTE 1 — Significant accounting policies:

a. General:

Operations

Teva Pharmaceutical Industries Limited (the “Parent Company”), headquartered in Israel, together with its subsidiaries and associated companies (the “Company,” “Teva” or the “Group”), is engaged in the development, manufacturing, marketing and distribution of generics, innovative medicines and biopharmaceuticals. The majority of the Group’s revenues are in the United States and Europe.

Basis of presentation and use of estimates

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”).

In preparing the Company’s consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, equity and disclosure of contingent liabilities and assets at the dates of the financial statements and the reported amounts of revenues and expenses during the reported years. Actual results could differ from those estimates.

In preparing the Company’s consolidated financial statements, management also considered the economic implications of inflation expectations on its critical and significant accounting estimates. Government actions taken to address macroeconomic developments, as well as their economic impact on Teva’s third-party manufacturers and suppliers, customers and markets, could also impact such estimates and may change in future periods. As applicable to these consolidated financial statements, the most significant estimates and assumptions relate to: determining the valuation and recoverability of IPR&D assets, marketed product rights, contingent consideration and goodwill, assessing sales reserves and allowances in the United States, uncertain tax positions, valuation allowances and contingencies. These estimates could be impacted by higher costs and the ability to pass on such higher costs to customers, which is highly uncertain.

In February 2022, Russia launched an invasion of Ukraine. As of the date of these consolidated financial statements, sustained conflict and disruption in the region is ongoing. Russia and Ukraine markets are included in Teva’s International Markets segment results. Teva has no manufacturing or R&D facilities in these markets. As part of the Company’s annual goodwill analysis performed in the second quarter of 2023, it identified an increase in the discount rate, which led to a goodwill impairment charge in its International Markets reporting unit. This increase was due to an increase in certain components of the discount rate that were partially attributed to higher risk associated with country-specific characteristics of several countries, such as Russia, that might be a consequence of the conflict. Other than its impact on the goodwill impairment charge described above, during the year ended December 31, 2023, the impact of the Russia-Ukraine conflict on Teva’s results of operations and financial condition was immaterial. See also note 7.

In October 2023, Israel was attacked by a terrorist organization and entered a state of war. As of the date of these consolidated financial statements, the war in Israel is ongoing and continues to evolve. Israel is included in Teva’s International Markets segment results. Teva’s global headquarters and several manufacturing and R&D facilities are located in Israel. Currently, such activities in Israel remain largely unaffected. Teva continues to maintain contingency plans with backup production locations for key products. During the year ended December 31, 2023, the impact of this war on Teva’s results of operations and financial condition was immaterial, but such impact may increase, which could be material, as a result of the continuation, escalation or expansion of such war.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

Certain amounts in the consolidated financial statements and associated notes may not add up due to rounding. All percentages have been calculated using unrounded amounts.

Functional currency

A major part of the Group's operations is carried out by the Company in the United States, Israel and certain other countries. The functional currency of these entities is the U.S. dollar ("dollar" or "\$").

The functional currency of certain subsidiaries and associated companies is their local currency. The financial statements of those companies are included in the consolidated financial statements, translated into U.S. dollars. Assets and liabilities are translated at year-end exchange rates, while revenues and expenses are translated at monthly average exchange rates during the year. Differences resulting from translation are presented as other comprehensive income (loss) in the consolidated statements of comprehensive income (loss).

In the event of a divestiture of a foreign subsidiary, the related foreign currency translation results net of related income taxes are reversed from equity to income. Foreign currency exchange gains and losses are included in net income (loss).

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries, joint ventures and variable interest entities ("VIEs") for which the Company is considered the primary beneficiary. For those consolidated entities where Teva owns less than 100%, the outside shareholders' interests are shown as non-controlling interests in equity. Investments in affiliates over which the Company has significant influence but not a controlling interest, are carried on the equity basis.

For VIEs, the Company performs an analysis to determine whether the variable interests give a controlling financial interest in a VIE. The Company periodically reassesses whether it controls its VIEs.

Intercompany transactions and balances are eliminated on consolidation; profits from intercompany sales, not yet realized outside the Group, are also eliminated.

b. Revision of Previously Reported Consolidated Financial Statements

In connection with the preparation of the consolidated financial statements as of and for the year ended December 31, 2023, the Company identified errors in a single contingent consideration liability and related expenses in connection with estimated future royalty payments, along with corresponding deferred tax adjustments, that aggregated into an understatement of the contingent consideration liability of approximately \$132 million, of which \$98 million related to 2022 and \$34 million related to 2023. These errors resulted from the exclusion of royalty payments that should have been included in the fair value re-measurement calculation of the contingent consideration liability as of and for the year ended December 31, 2022, and the quarterly and year-to-date periods ended June 30, September 30 and December 31, 2022, and March 31, June 30 and September 30, 2023. These errors did not impact the Company's actual royalty payments, as well as total cash flows from operating activities, financing activities and investing activities in the periods stated above.

The Company evaluated the errors, individually and in the aggregate, considering both qualitative and quantitative factors, and concluded that these errors did not have a material impact on any of the prior periods stated above. However, the aggregate amount of the prior period errors in 2022, would have been material to the consolidated financial statements for fiscal year 2023. Therefore, the Company has revised the prior periods impacted for these errors. The impact of the revision on the Company's unaudited quarterly financial data for 2023 and 2022 is presented in note 22.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

The tables below present the impact of the revision on the line items within the Company’s consolidated financial statements as of and for the year ended December 31, 2022:

Consolidated Statements of Income (loss)	Year ended December 31, 2022			Consolidated Balance Sheets	December 31, 2022		
	As previously reported	Adjustment	As revised		As previously reported	Adjustment	As revised
	U.S \$ in millions (except per share amounts)				U.S \$ in millions (except per share amounts)		
Other asset impairments, restructuring and other items . . .	\$ 414	98	512	Deferred income taxes	\$ 1,453	5	1,458
Operating income (loss)	(2,099)	(98)	(2,197)	Total assets	44,006	5	44,011
Income (loss) before income taxes	(3,065)	(98)	(3,163)	Other taxes and long-term liabilities	3,847	98	3,945
Income taxes (benefit)	(638)	(5)	(643)	Total long-term liabilities	23,846	98	23,944
Net income (loss)	(2,406)	(93)	(2,499)	Total liabilities	35,315	98	35,413
Net income (loss) attributable to Teva	(2,353)	(93)	(2,446)	Teva shareholders’ equity:			
Earnings (loss) per share attributable to ordinary shareholders:				Accumulated deficit	(12,882)	(93)	(12,975)
Basic	\$ (2.12)	(0.08)	(2.20)	Total equity	8,691	(93)	8,598
Diluted	\$ (2.12)	(0.08)	(2.20)	Total liabilities and equity	\$ 44,006	5	44,011

c. New accounting pronouncements

Recently adopted accounting pronouncements

In September 2022, the FASB issued ASU 2022-04 “Liabilities — Supplier Finance Programs: Disclosure of Supplier Finance Program Obligations (Subtopic 405-50)”. This guidance is intended to address requests from stakeholders for information about an entity’s use of supplier finance programs and their effect on the entity’s working capital, liquidity and cash flows. The guidance is effective for the fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the amendment on roll-forward information requirement, which is effective for the fiscal years beginning after December 15, 2023. For further information, see note 10g.

In October 2021, the FASB issued ASU 2021-08 “Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers,” which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, Revenue from Contracts with Customers. The guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. The guidance should be applied prospectively to acquisitions occurring on or after the effective date. The Company adopted the new accounting standard effective January 1, 2023 and the guidance was applied prospectively to all business combinations with an acquisition date occurring on or after January 2023. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

Recently issued accounting pronouncements, not yet adopted

In December 2023, the FASB issued ASU 2023-09 “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”. This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

In November 2023, the FASB issued ASU 2023-07 “Segment Reporting: Improvements to Reportable Segment Disclosures”. This guidance expands public entities’ segment disclosures primarily by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment’s profit or loss and assets. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments are required to be applied retrospectively to all prior periods presented in an entity’s financial statements. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements related disclosures.

In October 2023, the FASB issued ASU 2023-06 “Disclosure Improvements: Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative,” which incorporates certain SEC disclosure requirements into the FASB Accounting Standards Codification (“Codification”). The amendments in the ASU are expected to clarify or improve disclosure and presentation requirements of a variety of Codification topics, allow investors to more easily compare entities subject to the SEC’s existing disclosures with those entities that were not previously subject to the requirements, and align the requirements in the Codification with the SEC’s regulations. The effective date for each amendment will be the date on which the SEC’s removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. The amendments in this ASU should be applied prospectively. The Company does not expect ASU 2023-06 will have a material impact to its consolidated financial statements.

d. Acquisitions:

Teva’s consolidated financial statements include the operations of acquired businesses from the date of the acquisition’s consummation. Acquired businesses are accounted for using the acquisition method of accounting, which requires, among other things, that most assets acquired and liabilities assumed be recognized at their estimated fair values as of the acquisition date and that the fair value of acquired IPR&D be recorded on the balance sheet. Transaction costs are expensed as incurred. Any excess of the consideration transferred over the assigned values of the net assets acquired is recorded as goodwill. When Teva acquires net assets that do not constitute a business, as defined under U.S. GAAP, no goodwill is recognized and acquired IPR&D is expensed unless it has an alternative future use.

Contingent consideration incurred in a business combination is included as part of the acquisition price and recorded at a probability weighted assessment of its fair value as of the acquisition date. The fair value of the contingent consideration is re-measured at each reporting period, with any adjustments in fair value recognized in earnings under other asset impairments, restructuring and other items.

e. Collaborative arrangements:

Collaborative arrangements are contractual arrangements in which the parties are active participants to the arrangement and are exposed to the significant risks and rewards that are dependent on the ultimate commercial success of the endeavor.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

The Company recognizes revenue generated and costs incurred on sales to third parties as it relates to collaborative agreements as gross or net. If the Company is the principal participant in a transaction, revenues and costs are recorded on a gross basis; otherwise, revenues and costs are recorded on a net basis.

Cost reimbursements to the collaborative partner or payments received from the collaborative partner to share these costs pursuant to the terms of the collaborative arrangements are recorded as research and development expenses.

f. Equity investments:

The Company measures equity investments at fair value with changes in fair value recognized in net income. The Company accounts for equity investments that do not have a readily determinable fair value as cost method investments under the measurement alternative to the extent such investments are not subject to consolidation or the equity method. Under the measurement alternative, these financial instruments are carried at cost, less any impairment (assessed quarterly for triggering events), adjusted for changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. In addition, income is recognized when dividends are received only to the extent they are distributed from net accumulated earnings of the investee. Otherwise, such distributions are considered returns of investment and are recorded as a reduction of the cost of the investment. The Company accounts for equity investments as current when the Company has the intent and ability to sell such assets within the next twelve months.

g. Fair value measurement:

The Company measures fair value and discloses fair value measurements for financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The accounting standard establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers counterparty credit risk in its assessment of fair value.

h. Investment in debt securities:

Investment in securities consists of debt securities classified as available-for-sale and recorded at fair value. The fair value of quoted securities is based on their current market value. When debt securities do not have an active market, fair value is determined using a valuation model. This model is based on reference to other instruments with similar characteristics, a discounted cash flow analysis or other pricing models making use of market inputs and relying as little as possible on entity-specific inputs.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

Unrealized gains and losses for available-for-sale securities are excluded from earnings and reported net of the related tax effect in the accumulated other comprehensive income component of shareholders' equity. The Current Expected Credit Loss (CECL) methodology requires the Company to estimate lifetime expected credit losses for all available-for-sale debt securities in an unrealized loss position. When estimating a security's probability of default and the recovery rate, the Company assesses the security's credit indicators, including credit ratings. If the assessment indicates that an expected credit loss exists, the Company determines the portion of the unrealized loss attributable to credit deterioration and records an allowance for the expected credit loss through the Consolidated Statements of Income. Unrealized gains and any portion of a security's unrealized loss attributable to non-credit losses are recorded in the Consolidated Statements of Comprehensive Income, net of tax.

i. Cash and cash equivalents:

All highly liquid investments, which include short-term bank deposits and money market instruments, that are not restricted as to withdrawal or use, and investment in short-term debentures, the period to maturity of which did not exceed three months at the time of investment, are considered to be cash equivalents.

j. Restricted cash:

Restricted cash represents amounts which are legally restricted to withdrawal or usage and is presented in the Consolidated Balance Sheet under other current assets.

k. Accounts Receivables:

Accounts receivable have been reduced by an allowance for doubtful accounts. The Company maintains the allowance for estimated losses resulting from the inability of the Company's customers to make required payments. The allowance represents the current estimate of lifetime expected credit losses over the remaining duration of existing accounts receivable considering current market conditions and supportable forecasts when appropriate. The estimate is a result of the Company's ongoing evaluation of collectability, customer creditworthiness, historical levels of credit losses, and future expectations. Write-off activity and recoveries for the periods presented were not material.

l. Concentration of credit risks:

Most of Teva's cash and cash equivalents, along with investment in securities, at December 31, 2023 were deposited with European, U.S. and Israeli banks and financial institutions and were comprised mainly of cash deposits.

The U.S. market constituted approximately 51% of Teva's consolidated revenues in 2023. The exposure of credit risks relating to other trade receivables outside the U.S. is limited, due to the relatively large number of group customers and their wide geographic distribution. Teva performs ongoing credit evaluations of its customers for the purpose of determining the appropriate allowance for doubtful accounts and generally does not require collateral and from time to time the Company may choose to purchase trade credit insurance.

m. Inventories:

Inventories are valued at the lower of cost or net realizable value. Cost of raw and packaging materials, purchased products, manufactured finished products, products in process and capitalized production costs are determined predominantly on a standard cost basis, approximating actual costs. Other methods which are utilized

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

for determining the value of inventories are moving average, cost basis and the first in first out method. Teva regularly reviews its inventories for obsolescence and other impairment risks and reserves are established when necessary.

Inventories acquired in a business combination are stepped-up to their estimated fair value and amortized to cost of sales as that inventory is sold.

n. Long-lived assets:

Teva's long-lived, non-current assets are comprised mainly of goodwill, identifiable intangible assets, property, plant and equipment, and operating lease right-of-use ("ROU") assets. All long-lived assets are monitored for impairment indicators throughout the year. Impairment testing for goodwill and all indefinite-lived intangible assets is performed at least annually. When necessary, charges for impairments of long-lived assets, other than goodwill, are recorded for the amount by which the fair value is less than the carrying value of these assets.

Goodwill

Goodwill reflects the excess of the consideration transferred, including the fair value of any contingent consideration and any non-controlling interest in the acquiree, over the assigned fair values of the identifiable net assets acquired. Goodwill is not amortized, and is assigned to reporting units and tested for impairment at least on an annual basis, in the second quarter of the fiscal year.

The goodwill impairment test is performed according to the following principles:

1. An initial qualitative assessment may be performed to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount.
2. If the Company concludes it is more likely than not that the fair value of the reporting unit is less than its carrying amount, a quantitative fair value test is performed. An impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value is recognized.

An interim goodwill impairment test may be required in advance or after of the annual impairment test if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For example, a substantial decline in the Company's market capitalization, unexpected adverse business conditions, economic factors and unanticipated competitive activities may indicate that an interim impairment test is required. In the event that the Company's market capitalization declines below its book value, the Company considers the length and severity of the decline and the reason for the decline when assessing whether potential goodwill impairment exists.

Identifiable intangible assets

Identifiable intangible assets are comprised of definite life intangible assets and indefinite life intangible assets.

Definite life intangible assets consist mainly of acquired product rights and other rights relating to products for which marketing approval was received from the U.S. Food and Drug Administration ("FDA") or the equivalent agencies in other countries. These assets are amortized mainly using the straight-line method over their estimated period of useful life, or based on economic benefit models, if more appropriate, which is determined by identifying the period and manner in which substantially all of the cash flows are expected to be

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

generated. Amortization of acquired developed products is recorded under cost of sales. Amortization of marketing and distribution rights is recorded under selling and marketing (“S&M”) expenses when separable.

Indefinite life intangible assets are mainly comprised of IPR&D assets. Teva monitors these assets for items such as research and development progress and for indicators of fair value change such as level of expected competition and or pricing, to identify any triggering events.

IPR&D acquired in a business combination is capitalized as an indefinite life intangible asset until the related research and development efforts are either completed or abandoned. In the reporting periods where they are treated as indefinite life intangible assets, they are not amortized but rather are monitored triggering events and tested for impairment at least on an annual basis, in the second quarter of the fiscal year. Upon completion of the related research and development efforts, management determines the useful life of the intangible assets and amortizes them accordingly. In case of abandonment or a reduction in the expected realizable value of the asset, the related research and development assets are impaired.

Whenever impairment indicators are identified for definite life intangible assets, Teva reconsiders the asset’s estimated life, calculates the undiscounted value of the asset’s or asset group’s cash flows and compares such value against the asset’s or asset group’s carrying amount. If the carrying amount is greater, Teva records an impairment loss for the excess of book value over fair value based on the discounted cash flows.

For indefinite life intangible assets, Teva performs an impairment test annually in the second quarter and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Teva determines the fair value of the asset based on discounted cash flows and records an impairment loss if its book value exceeds fair value.

In determining the estimated fair value of identifiable intangible assets, Teva utilized a discounted cash flow model. The key assumptions within the model related to forecasting future revenue and operating income, an appropriate discount rate and an appropriate terminal value based on the nature of the long-lived asset. The Company’s updated forecasts of net cash flows for the impaired assets reflect, among others, the following: (i) for IPR&D assets, the impact of changes to the development programs, the projected development and regulatory timeframes and the risks associated with these assets; and (ii) for product rights, pricing and volume projections, as well as patent life and any significant changes to the competitive environment.

Property, plant and equipment

Property, plant and equipment are stated at cost, after deduction of the related investment grants, and depreciated using the straight-line method over the estimated useful life of the assets: buildings, mainly 40 years; machinery and equipment, mainly 20 years; and other assets, between 5 to 10 years.

For property, plant and equipment and lease right-of-use assets, whenever impairment indicators are identified, Teva reconsiders the asset’s estimated life, calculates the undiscounted value of the asset’s cash flows and compares such value against the asset’s carrying amount. If the carrying amount is greater, Teva records an impairment loss for the excess of book value over fair value.

Lease right-of-use (ROU) assets

See note 8 and note 1ee for further discussion.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

o. Contingencies:

The Company is involved in various patent, product liability, commercial, government investigations, environmental claims and other legal proceedings that arise from time to time in the ordinary course of business. Except for income tax contingencies, contingent consideration, other contingent liabilities incurred or acquired in a business combination, Teva records accruals for these types of contingencies to the extent that Teva concludes their occurrence is probable and that the related liabilities are reasonably estimable. When accruing these costs, the Company will recognize an accrual in the amount within a range of loss that is the best estimate within the range. When no amount within the range is a better estimate than any other amount, the Company accrues for the minimum amount within the range. Teva records anticipated recoveries under existing insurance contracts that are probable of occurring at the gross amount that is expected to be collected. When applicable, the Company classifies the effect that the passage of time had on the net present value of a discounted legal accrual as legal expenses. Legal costs are expensed as incurred.

The Company recognizes gain contingencies when they are realized or when all related contingencies have been resolved.

p. Treasury shares:

Treasury shares are presented as a reduction of Teva shareholders' equity and carried at their cost to Teva, under treasury shares.

q. Stock-based compensation:

Teva recognizes stock based compensation for the estimated fair value of share-based awards, restricted share units ("RSUs") and performance share units ("PSUs").

Teva measures compensation expense for share-based awards based on estimated fair values on the date of grant using the Black-Scholes option-pricing model. This option pricing model requires estimates as to the share-based award's expected term and the price volatility of the underlying stock. Teva amortizes the value of share-based awards to expense over the vesting period on a straight-line basis.

Teva measures compensation expense for RSUs and PSUs based on the market value of the underlying stock at the date of grant, less the present value of expected dividends not received during the vesting period, if applicable. Teva amortizes the value of RSUs to expense over the vesting period on a straight-line basis. The compensation expense for PSUs is recognized only if it is probable that the performance condition will be achieved.

Teva records forfeitures for share-based awards, RSUs and PSUs as they occur. If an employee forfeits an award because he fails to complete the requisite service period, the Company will reverse the compensation cost previously recognized in the period the award is forfeited.

r. Deferred income taxes:

Deferred income taxes are determined utilizing the "asset and liability" method based on the estimated future tax effects of temporary differences between the financial accounting and tax basis of assets and liabilities under the applicable tax laws, and on tax rates anticipated to be in effect when the deferred income taxes are expected to be paid or realized. A valuation allowance is provided if, based upon the weight of available evidence, it is more likely than not that a portion of the deferred income tax assets will not be realized. In

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

determining whether a valuation allowance is needed, Teva considers all available evidence, including historical information, long range forecast of future taxable income and evaluation of tax planning strategies. Amounts recorded for valuation allowance can result from a complex series of judgments about future events and can rely on estimates and assumptions. Deferred income tax liabilities and assets are classified as non-current.

Tax has not been provided on the following items:

1. Taxes that would apply in the event of disposal of investments in subsidiaries, as it is generally the Company's intention to hold these investments, not to realize them. The determination of the amount of related unrecognized deferred tax liability is not practicable.
2. Amounts of tax-exempt income generated from the Company's current Approved Enterprises and unremitted earnings from foreign subsidiaries retained for reinvestment in the Group. See note 13f.

s. Uncertain tax positions:

Teva recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefit recognized in the financial statements for a particular tax position is based on the largest benefit that is more likely than not to be realized. Teva regularly re-evaluates its tax positions based on developments in its tax audits, statute of limitations expirations, changes in tax laws and new information that can affect the technical merits and change the assessment of Teva's ability to sustain the tax benefit. In addition, the Company classifies interest and penalties recognized in the financial statements relating to uncertain tax position under the income taxes line item.

Provisions for uncertain tax positions, whereas Teva has net operating losses to offset additional income taxes that would result from the settlement of the tax position, are presented as a reduction of the deferred tax assets for such net operating loss.

t. Derivatives and hedging:

The Group carries out transactions involving derivative financial instruments (mainly forward exchange contracts, currency options, cross-currency swap contracts, interest rate swap contracts and treasury locks). The transactions are designed to hedge the Company's currency and interest rate exposures. The Company does not enter into derivative transactions for trading purposes.

Derivative instruments are recognized on the balance sheet at their fair value.

For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk is recognized in financial expenses, net in the statements of income in the period that the changes in fair value occur.

For derivative instruments that are designated and qualify as a cash-flow hedge, the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the anticipated transaction in the same period or periods during which the hedged transaction affects earnings.

For derivative instruments that are designated as net-investment hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income. The effective

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

portion is determined by looking into changes in spot exchange rate. The change in fair value attributable to changes other than those due to fluctuations in the spot exchange rate are excluded from the assessment of hedge effectiveness and are recognized in the statement of income under financial expenses, net.

For derivative instruments that qualify for hedge accounting, the cash flows associated with these derivatives are reported in the consolidated statements of cash flows consistently with the classification of the cash flows from the underlying hedged items that these derivatives are hedging.

Derivative instruments that do not qualify for hedge accounting are recognized on the balance sheet at their fair value, with changes in the fair value recognized as a component of financial expenses, net in the statements of income. The cash flows associated with these derivatives are reflected as cash flows from operating activities in the consolidated statements of cash flows.

u. Revenue recognition:

A contract with a customer exists only when: the parties to the contract have approved it and are committed to perform their respective obligations, the Company can identify each party's rights regarding the distinct goods or services to be transferred ("performance obligations"), the Company can determine the transaction price for the goods or services to be transferred, the contract has commercial substance and it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Revenues are recorded in the amount of consideration to which the Company expects to be entitled in exchange for performance obligations upon transfer of control to the customer, excluding amounts collected on behalf of other third parties and sales taxes.

The amount of consideration to which Teva expects to be entitled varies as a result of rebates, chargebacks, returns and other sales reserves and allowances ("SR&A") that the Company offers to its customers and their customers, as well as the occurrence or nonoccurrence of future events, including milestone events. A minimum amount of variable consideration is recorded by the Company concurrently with the satisfaction of performance obligations to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Estimates of variable consideration are based on historical experience and the specific terms in the individual agreements (which the Company believes approximates expected value). Rebates and chargebacks are the largest components of SR&A. If a minimum cannot be reasonably estimated, such revenue may be deferred to a future period when better information is available. For further description of SR&A components and how they are estimated, see "Variable Consideration" below.

Shipping and handling costs, after control of the product has transferred to a customer, are accounted for as a fulfillment cost and are recorded under S&M expenses.

Teva does not adjust the promised amount of consideration for the effects of a significant financing component since the Company expects, at contract inception, that the period between the time of transfer of the promised goods or services to the customer and the time the customer pays for these goods or services to be generally one year or less, based on the practical expedient. The Company's credit terms to customers are, on average, between thirty and ninety days.

The Company generally recognizes the incremental costs of obtaining contracts as an expense since the amortization period of the assets that the Company otherwise would have recognized is one year or less. The

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

costs are recorded under S&M expenses. Similarly, Teva does not disclose the value of unsatisfied performance obligations for contracts with original expected duration of one year or less.

Nature of revenue streams

Revenue from sales of goods, including sales to distributors is recognized when the customer obtains control of the product. This generally occurs when products are shipped once the Company has a present right to payment and legal title, and risk and rewards of ownership are obtained by the customer.

Licensing arrangements performance obligations generally include intellectual property (“IP”) rights, certain R&D and contract manufacturing services. The Company accounts for IP rights and services separately if they are distinct – i.e. if they are separately identifiable from other items in the arrangement and if the customer can benefit from them on their own or with other resources that are readily available to the customer. The consideration is allocated between IP rights and services based on their relative stand-alone selling prices.

Revenue for distinct IP rights is accounted for based on the nature of the promise to grant the license. In determining whether the Company’s promise is to provide a right to access its IP or a right to use its IP, the Company considers the nature of the IP to which the customer will have rights. IP is either functional IP which has significant standalone functionality or symbolic IP which does not have significant standalone functionality. Revenue from functional IP is recognized at the point in time when control of the distinct license is transferred to the customer. Revenue from symbolic IP is recognized over the access period to the Company’s IP.

Revenue from sales based milestones and royalties promised in exchange for a license of IP is recognized only when, or as, the later of subsequent sale or the performance obligation to which some or all of the sales-based royalty has been allocated, is satisfied.

Distribution revenues are derived from sales of third-party products for which the Company acts as distributor, mostly in the United States via Anda and in Israel via Salomon Levin and Elstein Ltd. (SLE). In the United States, the Company is generally the principal in these arrangements and therefore records revenue on a gross basis as it controls the promised goods before transferring these goods to the customer. In Israel, the Company is the agent in these arrangements and therefore records revenue on a net basis as it has no discretion in establishing prices for any specified goods or services, limited inventory risk and is not primarily responsible for contract fulfillment. Revenue is recognized when the customer obtains control of the products. This generally occurs when products are shipped once the Company has a present right to payment and legal title and risk and rewards of ownership are obtained by the customer.

Other revenues are primarily comprised of contract manufacturing services, sales of IP rights, sales of medical devices and other miscellaneous items. Revenue is recognized when the customer obtains control of such rights or products. This generally occurs when products are shipped, once the Company has a present right to payment and legal title and risk and rewards of ownership are obtained by the customer.

Trade receivables and contract liabilities

Trade receivables are presented net of allowance for credit losses, which include amounts billed and currently due from customers.

Contract liabilities are mainly comprised of deferred revenues (defined as obligations to provide products or services to customers when payment has been made in advance and delivery or performance has not yet occurred), which were immaterial as of December 31, 2023 and 2022.

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Notes to Consolidated Financial Statements—(Continued)

Variable consideration

Variable consideration mainly includes SR&A, comprised of rebates (including Medicaid and other governmental program discounts), chargebacks, returns and other promotional (including shelf stock adjustments) items. Provisions for prompt payment discounts are netted against trade receivables.

The Company recognizes these provisions at the time of sale and adjusts them if the actual amounts differ from the estimated provisions. The following describes the nature of each deduction and how provisions are estimated:

Rebates

Rebates are primarily related to volume incentives and are offered to key customers to promote loyalty. These rebate programs provide that, upon the attainment of pre-established volumes or the attainment of revenue milestones for a specified period, the customer receives a rebate. Since rebates are contractually agreed upon, they are estimated based on the specific terms in each agreement based on historical trends and expected sales. Externally obtained inventory levels and expected sales usage by contract are evaluated in relation to estimates made for rebates payable to indirect customers and managed care agreements.

Medicaid and Other Governmental Rebates

Pharmaceutical manufacturers whose products are covered by the Medicaid program are required to provide a rebate to each state as a percentage of their average manufacturer's price for generic products dispensed and "best price" for innovative products dispensed. Many states have also implemented supplemental rebate programs that obligate manufacturers to pay rebates in excess of those required under federal law. The Company estimates these rebates based on historical trends of rebates paid, as well as on changes in wholesaler inventory levels and increases or decreases in sales.

Chargebacks

The Company has arrangements with various third parties, such as managed care organizations and drug store chains, establishing prices for certain of Teva's products. While these arrangements are made between the Company and the customers, the customers independently select a wholesaler from which they purchase the products. Alternatively, certain wholesalers may enter into agreements with the customers, with Teva's concurrence, which establish the pricing for certain products which the wholesalers provide. Under either arrangement, Teva will issue a credit (referred to as a "chargeback") to the wholesaler for the difference between the invoice price to the wholesaler and the customer's contract prices. Provisions for chargebacks involve estimates of contract prices of over 2,000 products and multiple contracts with multiple wholesalers. Provisions for chargebacks involve estimates of usage by retailers and other indirect buyers with varying contract prices for multiple wholesalers. The provision for chargebacks varies in relation to changes in product mix, pricing and the level of inventory at the wholesalers and, therefore, will not necessarily fluctuate in proportion to an increase or decrease in sales. Provisions for estimating chargebacks are calculated using historical chargeback experience and/or expected chargeback levels for new products and anticipated pricing changes. Teva considers current and expected price competition when evaluating the provision for chargebacks. Chargeback provisions are compared to externally obtained distribution channel reports for reasonableness. The Company regularly monitors the provision for chargebacks and makes adjustments when the Company believes that actual chargebacks may differ from estimated provisions.

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Notes to Consolidated Financial Statements—(Continued)

Other Promotional Arrangements

Other promotional or incentive arrangements are periodically offered to customers, specifically related to the launch of products or other targeted promotions. Provisions are made in the period for which the Company can estimate the incentive earned by the customer, in accordance with the contractual terms. The Company regularly monitors the provision for other promotional arrangements and makes adjustments when it believes that the actual provision may differ from the estimated provisions.

Shelf Stock Adjustments

The custom in the pharmaceutical industry is generally to grant customers a shelf stock adjustment based on the customers' existing inventory contemporaneously with decreases in the market price of the related product. The most significant of these relate to products for which an exclusive or semi-exclusive period exists. Provisions for price reductions depend on future events, including price competition, new competitive launches and the level of customer inventories at the time of the price decline. Teva regularly monitors the competitive factors that influence the pricing of its products and customer inventory levels and adjust these estimates where appropriate.

Returns

Returns primarily relate to customer returns of expired products which, the customer has the right to return up to one year following the expiration date. Such returned products are destroyed and credits and/or refunds are issued to the customer for the value of the returns. Accordingly, no returned assets are recoded in connection with those products. The returns provision is estimated by applying a historical return rate to the amounts of revenue estimated to be subject to returns. Revenue subject to returns is estimated based on the lag time from time of sale to date of return. The estimated lag time is developed by analyzing historical experience. Additionally, The Company considers specific factors, such as estimated levels of inventory in the distribution channel, product dating and expiration, size and maturity of launch, entrance of new competitors, changes in formularies or packaging and any changes to customer terms, for determining the overall expected levels of returns.

Prompt Pay Discounts

Prompt pay discounts are offered to most customers to encourage timely payment. Discounts are estimated at the time of invoice based on historical discounts in relation to sales. Prompt pay discounts are almost always utilized by customers. As a result, the actual discounts do not vary significantly from the estimated amount.

v. Research and development:

Research and development expenses are charged to statement of income (loss) as incurred. Participations and grants in respect of research and development expenses are recognized as a reduction of research and development expenses as the related costs are incurred, or as the related milestone is met.

Advance payments for goods or services that will be used or rendered for future research and development activities are deferred. Such amounts are recognized as an expense as the related goods are used or the services are rendered.

Research and development in-process acquired as part of an asset purchase, which has not reached technological feasibility and has no alternative future use, is expensed as incurred.

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Notes to Consolidated Financial Statements—(Continued)

The Company accounts for grants received to perform research and development services in accordance with ASC 730-20, Research and Development Arrangements. At the inception of the grant, the Company performs an assessment as to whether the grant is a liability or a contract to perform research and development services for others. If Teva is obligated to repay the grant funds to the grantor regardless of the outcome of the research and development activities, then it is required to estimate and recognize that liability. Alternatively, if Teva is not required to repay, or if it is required to repay the grant funds only if the research and development activities are successful, then the grant agreement is accounted for as a contract to perform research and development services for others, in which case, a reduction of research and development costs is recognized when the related research and development expenses are incurred.

w. Shipping and handling costs:

Shipping and handling costs to end customers, which are included in S&M expenses, were \$124 million, \$118 million and \$111 million for the years ended December 31, 2023, 2022 and 2021, respectively.

x. Advertising costs:

Advertising costs are expensed as incurred. Advertising costs for the years ended December 31, 2023, 2022 and 2021 were \$162 million, \$168 million and \$246 million, respectively.

y. Restructuring:

Restructuring provisions are recognized for the direct expenditures arising from restructuring initiatives, where the plans are sufficiently detailed and where appropriate communication to those affected has been made.

Costs for one-time termination benefits in which the employee is required to render service until termination in order to receive the benefits are recognized ratably over the future service period.

Contractual termination benefits are provided to employees when employment is terminated due to an event specified in the provisions of an existing plan or agreement. A liability is recorded and the expense is recognized when it is probable that employees will be entitled to the benefits and the amount is reasonably estimable.

Special termination benefits arise when the Company offers, for a short period of time, to provide certain additional benefits to employees electing voluntary termination. A liability is recorded and the expense is recognized in the period the employees irrevocably accept the offer and the amount of the termination liability is reasonably estimable.

z. Segment reporting:

The Company's business includes three reporting segments based on three geographical areas:

- (a) North America segment, which includes the United States and Canada.
- (b) Europe segment, which includes the European Union, the United Kingdom and certain other European countries.
- (c) International Markets segment, which includes all countries in which Teva operates other than those in the North America and Europe segments.

Each business segment manages the entire product portfolio in its region, including generic products, innovative medicines and over-the-counter ("OTC") products.

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Notes to Consolidated Financial Statements—(Continued)

In addition to these three segments, Teva has other sources of revenues, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through its affiliate Medis.

aa. Earnings per share:

Basic earnings (loss) per share are computed by dividing net income (loss) attributable to Teva's ordinary shareholders by the weighted average number of ordinary shares outstanding, including fully vested RSUs and PSUs during the period, net of treasury shares.

In computing diluted earnings per share, basic earnings per share are adjusted to take into account the potential dilution that could occur upon: (i) the exercise of options and non-vested RSUs and PSUs granted under employee stock compensation plans and convertible senior debentures, using the treasury stock method; and (ii) the conversion of the remaining convertible senior debentures using the "if-converted" method, by adding to net income interest expense on the debentures and amortization of issuance costs, net of tax benefits, and by adding the weighted average number of shares issuable upon assumed conversion of the debentures.

bb. Securitization and factoring

Teva accounts for transfers of its trade receivable as sales when it has surrendered control over the related assets in accordance with ASC Topic 860 "Transfer and Servicing" of Financial Assets. Whether control has been relinquished requires, among other things, an evaluation of relevant legal considerations and an assessment of the nature and extent of the Company's continuing involvement with the assets transferred. Assets obtained and liabilities incurred in connection with transfers reported as sales are initially recognized in the balance sheet at fair value. Refer to note 10f.

cc. Divestitures

The Company nets the proceeds on the divestitures of businesses and tangible assets with the carrying amount of the related assets and records gain or loss on sale within other income. Any contingent payments that are potentially due to the Company as a result of these divestitures are recorded when it is probable that a significant reversal of income will not occur, or in the case of a business, when such payments are realizable. For divestitures of businesses, including divestitures of products that qualify as a business, the Company reflects the relative fair value of goodwill associated with the businesses in the determination of gain or loss on sale.

dd. Debt instruments

Debt instruments are initially recognized at the fair value of the consideration received. Debt issuance costs are recorded on the consolidated balance sheet as a reduction of liability. They are subsequently recognized at amortized cost using the effective interest method. Debt may be considered extinguished when it has been modified and the terms of the new debt instruments and old debt instruments are "substantially different" (as defined in the debt modification guidance in ASC 470-50 "Debt—Modifications and Extinguishments"). The Company classifies the current portion of long term debt as non-current liabilities on the balance sheet when it has the intent and ability to refinance the obligation on a long-term basis, in accordance with ASC 470-50 "Debt".

ee. Leases

Teva determines if an arrangement is a lease at inception. Lease classification is governed by five criteria in ASC 842-10-25-2. If any of these five criteria is met, Teva classifies the lease as a finance lease. Otherwise, Teva

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Notes to Consolidated Financial Statements—(Continued)

classifies the lease as an operating lease. When determining lease classification, Teva's approach in assessing two of the mentioned criteria is: (i) generally, 75% or more of the remaining economic life of the underlying asset is a major part of the remaining economic life of that underlying asset; and (ii) generally, 90% or more of the fair value of the underlying asset comprises substantially all of the fair value of the underlying asset.

Operating leases are included in operating lease ROU assets, other current liabilities and operating lease liabilities in the consolidated balance sheet. Finance leases are included in property, plant and equipment, other current liabilities, and other long-term liabilities in the consolidated balance sheet.

ROU assets represent Teva's right to use an underlying asset for the lease term and lease liabilities represent Teva's obligation to make lease payments arising from the lease. Operating lease ROU and finance lease assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term, which may include options to extend or terminate the lease, when it is reasonably certain at the commencement date whether the Company will or will not exercise the option to renew or terminate the lease. Teva uses its incremental borrowing rate based on the information available at the commencement date to determine the present value of the lease payments.

For finance leases, Teva recognizes interest on the lease liability separately from amortization of the assets in the consolidated statement of income. For operating leases, lease expenses are recognized on a straight-line basis over the lease term.

Teva elected the short-term lease recognition exemption for all leases with a term shorter than 12 months. This means that for those leases, Teva does not recognize ROU assets or lease liabilities, but recognizes lease expenses over the lease term on a straight line basis. Teva also elected the practical expedient to not separate lease and non-lease components for all of Teva's leases, other than leases of real estate.

Lease terms will include options to extend or terminate the lease when it is reasonably certain that Teva will either exercise or not exercise the option to renew or terminate the lease.

Teva's lease agreements have remaining lease terms ranging from 1 year to 76 years. Some of these agreements include options to extend the leases for up to 10 years and some include options to terminate the leases immediately. Certain leases also include options to purchase the leased property.

The depreciable life of leasehold improvements is limited by the expected lease term, unless there is a transfer of title or a purchase option for the leased asset reasonably certain of exercise.

Some of Teva's vehicle lease agreements include rental payments based on the actual usage of the vehicles and other lease agreements include rental payments adjusted periodically for inflation. Teva's lease agreements do not contain any material residual value guarantees.

Teva rents out or subleases certain assets to third parties, which has an immaterial impact on Teva's consolidated financial statements.

NOTE 2 – Certain transactions:

The Company has entered into alliances and other arrangements with third parties to acquire rights to products it does not have, to access markets it does not operate in and to otherwise share development costs or business risks. The Company's most significant agreements of this nature are summarized below.

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Notes to Consolidated Financial Statements—(Continued)

Biologics Design

On November 26, 2023, Teva entered into a license agreement with Biologics Design Ltd. (“Biologics”), pursuant to which Teva received exclusive rights to develop, manufacture and commercialize worldwide a BD9 multibody for the potential treatment of Atopic Dermatitis and Asthma. In exchange, Teva agreed to pay an upfront payment in an amount of \$10 million, which was recorded as an R&D expense in the fourth quarter of 2023 and was paid in January 2024. Biologics may be eligible to receive additional development and commercial milestones payments of up to approximately \$500 million, over the next several years, based on the achievement of certain pre-clinical, clinical and regulatory milestones, with the majority of the payments based on future revenue achievements.

Royalty Pharma

On November 9, 2023, Teva entered into a funding agreement with Royalty Pharma plc. (“Royalty Pharma”) to further accelerate the clinical research program for Teva’s olanzapine LAI (TEV-’749). Under the terms of the funding agreement, Royalty Pharma will provide Teva up to \$100 million to fund ongoing development costs for olanzapine LAI (TEV-’749), and Royalty Pharma and Teva have a mutual option to increase the total funding amount to \$125 million. In exchange and subject to regulatory approval, Teva will pay Royalty Pharma a milestone payment in the amount actually funded by Royalty Pharma, paid over 5 years, in addition to royalties upon commercialization. Teva will continue to lead the development and commercialization of the product globally. During the fourth quarter of 2023, Teva recorded \$35 million as reimbursement for R&D expenses in connection with this agreement. Olanzapine LAI (TEV-’749) is currently in Phase 3 for the treatment of schizophrenia (see also MedinCell transaction below).

Sanofi

On October 3, 2023, Teva entered into an exclusive collaboration with Sanofi to co-develop and co-commercialize Teva’s anti-TL1A (TEV-’574) asset, a novel anti-TL1A therapy for the treatment of ulcerative colitis and Crohn’s disease, two types of inflammatory bowel disease, which is currently in Phase 2b clinical trials. Under the terms of the collaboration agreement, in partial consideration of the licenses granted to Sanofi, Teva received an upfront payment of \$500 million in the fourth quarter of 2023, which was recognized as revenues. Additionally, Teva may receive up to \$1 billion in development and launch milestones. Each company will equally share the remaining development costs globally and net profits and losses in major markets, with other markets subject to a royalty arrangement, and Sanofi will lead the development of the Phase 3 program. Teva will lead commercialization of the product in Europe, Israel and specified other countries, and Sanofi will lead commercialization in North America, Japan, other parts of Asia and the rest of the world.

MODAG

In October 2021, Teva announced a license agreement with MODAG GmbH (“Modag”) that will provide Teva an exclusive global license to develop, manufacture and commercialize Modag’s lead compound, emrusolmin (TEV-’286) and a related compound (TEV-’287). Emrusolmin (TEV-’286) was initially developed for the treatment of Multiple System Atrophy (“MSA”) and Parkinson’s disease, and has the potential to be applied to other treatments for neurodegenerative disorders, such as Alzheimer’s disease. A Phase 1b clinical trial for emrusolmin (TEV-’286) was completed and Teva expects to initiate a Phase 2 clinical trial in the coming months. In the fourth quarter of 2021, Teva made an upfront payment of \$10 million to Modag, which was recorded as an R&D expense. Modag may be eligible for future development milestone payments, totaling an aggregate amount of up to \$30 million, as well as future commercial milestones and royalties.

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Notes to Consolidated Financial Statements—(Continued)

Alvotech

In August 2020, Teva entered into an agreement with biopharmaceutical company Alvotech for the exclusive commercialization in the U.S. of five biosimilar product candidates. The initial pipeline for this collaboration contains biosimilar candidates addressing multiple therapeutic areas, including proposed biosimilars to Humira® (adalimumab) and Stelara® (ustekinumab). Under the terms of the agreement, Alvotech is responsible for the development, registration and supply of the biosimilar product candidates and Teva will exclusively commercialize the products in the U.S. In July 2023, Alvotech and Teva amended their collaboration agreement, adding two new biosimilar candidates as well as line extensions of two current biosimilar candidates to their partnership.

Teva made an upfront payment in the third quarter of 2020 and additional upfront and milestone payments in the second quarter of 2021 and January 2023, each of which were recorded as R&D expenses, the latter in the fourth quarter of 2022. Additional development and commercial milestone payments of up to approximately \$400 million, royalty payments, and milestone payments related to the amendment of the collaboration agreement entered into in July 2023, may be payable by Teva over the next few years. Teva and Alvotech will share profit from the commercialization of these biosimilars.

The amendment of the collaboration agreement entered into in July 2023 includes increased involvement by Teva regarding manufacturing and quality at Alvotech's manufacturing facility. In connection with Teva's amendment of its strategic partnership with Alvotech, on September 29, 2023, Alvotech issued \$40 million of subordinated convertible bonds to Teva.

With respect to the proposed biosimilar to Humira®, Alvotech and Teva may sell it in the U.S. once U.S. regulatory approval is obtained after Alvotech addresses the FDA's comments included in the complete response letters ("CRLs") from September and December 2022 and from April and June 2023, stating that the application could not be approved at the time based on deficiencies associated with Alvotech's manufacturing facility. On September 20, 2023, Alvotech announced that the FDA had accepted for review its resubmitted Biologics License Application ("BLA") for the proposed biosimilar to Humira®. On January 19, 2024, Alvotech announced that the reinspection of its facility by the FDA, which started on January 10, 2024, has been concluded. Following the FDA inspection, Alvotech received a form 483 with one observation.

With respect to the proposed biosimilar to Stelara®, on June 12, 2023, Alvotech and Teva reached a settlement and license agreement with Johnson & Johnson, granting a licensed entry date in the U.S. no later than February 21, 2025, provided that U.S. regulatory approval is obtained by that date. On October 17, 2023, Alvotech announced that it had received a CRL from the FDA in respect of its proposed biosimilar to Stelara®, based upon the deficiencies associated with its manufacturing facility referred to above. Alvotech subsequently noted on November 28, 2023 that a resubmitted BLA for the proposed biosimilar to Stelara® had been accepted by the FDA with a Biosimilar User Fee Act (BsUFA) goal date of April 16, 2024. Approval of the BLA is also subject to a satisfactory outcome of the FDA's reinspection of Alvotech's facility as referred to above.

Otsuka

On May 12, 2017, Teva entered into a license and collaboration agreement with Otsuka Pharmaceutical Co. Ltd. ("Otsuka") providing Otsuka with an exclusive license to develop and commercialize AJOVY in Japan. Otsuka paid Teva an upfront payment of \$50 million in consideration for the transaction. In the third quarter of 2020, Otsuka submitted an application to obtain manufacturing and marketing approval for AJOVY in Japan and, as a result, paid Teva a milestone payment of \$15 million, which was recognized as revenue in the third quarter of 2020. AJOVY was approved in Japan in June 2021 and launched on August 30, 2021. As a result of the launch, Otsuka paid Teva a milestone payment of \$35 million, which was recognized as revenue in the third

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Notes to Consolidated Financial Statements—(Continued)

quarter of 2021. Teva may receive additional milestone payments upon achievement of certain revenue targets. Otsuka also pays Teva royalties on AJOVY sales in Japan.

Takeda

In December 2016, Teva entered into a license agreement with a subsidiary of Takeda Pharmaceutical Company Ltd. (“Takeda”), for the research, development, manufacture and commercialization of ATTENUKINE™ technology. Teva received a \$30 million upfront payment and a milestone payment of \$20 million in 2017. During the second quarter of 2022, Takeda initiated its Phase 2 study of modakafusp alfa (formerly TAK ‘573 or TEV ‘573) and as a result paid Teva a milestone payment of \$25 million, which was recognized as revenue in the second quarter of 2022. In the fourth quarter of 2023, Takeda discontinued further internal development of modakafusp alfa and informed Teva that it is assessing options, including possible sublicensing. The license agreement stipulates additional milestone payments to Teva of up to \$519 million with respect to this product candidate, as well as future royalties.

MedinCell

In November 2013, Teva entered into an agreement with MedinCell for the development and commercialization of multiple long-acting injectable (“LAI”) products. Teva leads the clinical development and regulatory process and is responsible for commercialization of these products. The lead product is risperidone LAI (formerly known as TV-46000). On April 28, 2023, the FDA approved UZEDY (risperidone) extended-release injectable suspension for the treatment of schizophrenia in adults, which was launched in the U.S. in May 2023. MedinCell may be eligible for future sales-based milestones of up to \$105 million in respect of UZEDY. Teva will also pay MedinCell royalties on net sales.

The second selected product candidate is olanzapine LAI (TEV-’749) for the treatment of schizophrenia. In the third quarter of 2022, Teva decided to progress development of the product to Phase 3 and, as a result, paid a \$3 million milestone payment to MedinCell, which was recognized as R&D expenses. MedinCell may become eligible for further milestones and royalties on sales of olanzapine LAI (TEV-’749).

Assets and Liabilities Held For Sale:

General

Assets held for sale as of December 31, 2023 included businesses that are expected to be sold within the next year. Assets held for sale as of December 31, 2022 included certain manufacturing assets that were sold during the second and third quarters of 2023. The table below summarizes all of Teva’s assets and liabilities included as held for sale as of December 31, 2023 and December 31, 2022:

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(U.S. \$ in millions)	
Inventories	\$ 12	\$ 2
Property, plant and equipment, net and others	28	18
Goodwill	30	—
Adjustments of assets held for sale to fair value	<u>—</u>	<u>(10)</u>
Total assets of the disposal group classified as held for sale in the consolidated balance sheets	<u>\$ 70</u>	<u>\$ 10</u>
Total liabilities of the disposal group classified as held for sale in the consolidated balance sheets, recorded under other current liabilities	<u>\$(13)</u>	<u>\$—</u>

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Notes to Consolidated Financial Statements—(Continued)

NOTE 3 – Revenue from contracts with customers:

Disaggregation of revenue

The following table disaggregates Teva’s revenues by major revenue streams. For additional information on disaggregation of revenues, see note 19.

	Year ended December 31, 2023				Total
	North America	Europe	International Markets	Other activities	
	(U.S.\$ in millions)				
Sale of goods	5,944	4,631	1,840	565	12,979
Licensing arrangements *	601	51	24	5	681
Distribution	1,577	§	38	—	1,615
Other**	2	155	56	357	570
	<u>\$8,124</u>	<u>\$4,837</u>	<u>\$1,958</u>	<u>\$926</u>	<u>\$15,846</u>

* Revenues from licensing arrangements in North America segment were mainly comprised of \$500 million upfront payment received in connection with the collaboration on Teva’s anti-TL1A asset. See note 2.

** “Other” revenues in Europe segment mainly related to the sale of certain product rights.

§ Represents an amount less than \$0.5 million.

	Year ended December 31, 2022				Total
	North America	Europe	International Markets	Other activities	
	(U.S.\$ in millions)				
Sale of goods	5,834	4,455	1,806	671	12,766
Licensing arrangements	139	51	19	4	212
Distribution	1,471	1	46	—	1,519
Other	8	18	33	370	428
	<u>\$7,452</u>	<u>\$4,525</u>	<u>\$1,903</u>	<u>\$1,045</u>	<u>\$14,925</u>

	Year ended December 31, 2021				Total
	North America	Europe	International Markets	Other activities	
	(U.S.\$ in millions)				
Sale of goods	6,394	4,807	1,889	739	13,829
Licensing arrangements	92	50	13	4	160
Distribution	1,323	1	65	—	1,390
Other	(1)	27	65	408	500
	<u>\$7,809</u>	<u>\$4,886</u>	<u>\$2,032</u>	<u>\$1,151</u>	<u>\$15,878</u>

Variable consideration

Variable consideration mainly includes SR&A, comprised of rebates (including Medicaid and other governmental program discounts), chargebacks, returns and other promotional (including shelf stock adjustments) items. Provisions for prompt payment discounts are netted against trade receivables.

The Company recognizes these provisions at the time of sale and adjusts them if the actual amounts differ from the estimated provisions. For description of the nature of each deduction and how provisions are estimated see note 1.

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Notes to Consolidated Financial Statements—(Continued)

SR&A to U.S. customers comprised approximately 65% of the Company's total SR&A as of December 31, 2023, with the remaining balance primarily in Canada and Germany. The changes in SR&A for third-party sales for the years ended December 31, 2023 and 2022 were as follows:

Sales Reserves and Allowances								
	Reserves included in Accounts Receivable, net	Rebates	Medicaid and other governmental allowances	Chargebacks	Returns	Other	Total reserves included in Sales Reserves and Allowances	Total
(U.S.\$ in millions)								
Balance at January 1, 2023	\$ 67	\$ 1,575	\$ 663	\$ 991	\$ 455	\$ 66	\$ 3,750	\$ 3,817
Provisions related to sales made in current year period	354	4,015	654	7,579	264	109	12,621	12,975
Provisions related to sales made in prior periods	—	(31)	(33)	(54)	17	—	(101)	(101)
Credits and payments	(360)	(3,974)	(748)	(7,662)	(304)	(77)	(12,765)	(13,125)
Translation differences	—	18	4	5	4	(1)	30	30
Balance at December 31, 2023	<u>\$ 61</u>	<u>\$ 1,603</u>	<u>\$ 540</u>	<u>\$ 859</u>	<u>\$ 436</u>	<u>\$ 97</u>	<u>\$ 3,535</u>	<u>\$ 3,596</u>

Sales Reserves and Allowances								
	Reserves included in Accounts Receivable, net	Rebates	Medicaid and other governmental allowances	Chargebacks	Returns	Other	Total reserves included in Sales Reserves and Allowances	Total
(U.S.\$ in millions)								
Balance at January 1, 2022	\$ 68	\$ 1,655	\$ 854	\$ 1,085	\$ 535	\$ 112	\$ 4,241	\$ 4,309
Provisions related to sales made in current year period	363	3,823	871	7,819	317	85	12,915	13,278
Provisions related to sales made in prior periods	—	(69)	(35)	(44)	(3)	(51)	(202)	(202)
Credits and payments	(364)	(3,798)	(1,023)	(7,861)	(390)	(77)	(13,149)	(13,513)
Translation differences	—	(36)	(4)	(8)	(4)	(3)	(55)	(55)
Balance at December 31, 2022	<u>\$ 67</u>	<u>\$ 1,575</u>	<u>\$ 663</u>	<u>\$ 991</u>	<u>\$ 455</u>	<u>\$ 66</u>	<u>\$ 3,750</u>	<u>\$ 3,817</u>

Allowance for credit losses

Accounts receivables are recognized net of allowance for credit losses. Allowances for credit losses were \$95 million and \$91 million as of December 31, 2023 and December 31, 2022, respectively.

Pledged accounts receivables

Accounts receivables, net of allowance for credit losses, include \$437 million and \$436 million as of December 31, 2023 and December 31, 2022, respectively, which are pledged in connection with the U.S. securitization program entered into in November 2022. See note 10f.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 4—Inventories:

Inventories, net of reserves, consisted of the following:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Finished products	\$2,346	\$1,987
Raw and packaging materials	993	1,059
Products in process	500	555
Materials in transit and payments on account	183	232
	\$4,021	\$3,833

NOTE 5—Property, plant and equipment:

Property, plant and equipment, net, consisted of the following:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Machinery and equipment	\$ 4,807	\$ 5,026
Buildings	2,488	2,463
Computer equipment and other assets	2,419	2,323
Assets under construction and payments on account	1,427	1,199
Land	246	246
	11,387	11,257
Less- accumulated depreciation	(5,637)	(5,518)
	\$ 5,750	\$ 5,739

Depreciation expenses were \$537 million, \$576 million and \$528 million in the years ended December 31, 2023, 2022 and 2021, respectively. During the years ended December 31, 2023, 2022 and 2021, Teva recorded impairments of property, plant and equipment in the amount of \$28 million, \$47 million and \$160 million, respectively. See note 15.

NOTE 6—Identifiable intangible assets:

Identifiable intangible assets consisted of the following:

	Gross carrying amount net of impairment		Accumulated amortization		Net carrying amount	
			December 31,			
	2023	2022	2023	2022	2023	2022
	(U.S. \$ in millions)					
Product rights	\$17,981	\$18,067	\$13,274	\$12,630	\$4,707	\$5,437
Trade names	583	577	269	231	314	346
In-process research and development (IPR&D)	366	487	—	—	366	487
Total	\$18,930	\$19,131	\$13,543	\$12,861	\$5,387	\$6,270

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Notes to Consolidated Financial Statements—(Continued)

Product rights and trade names

Product rights and trade names are assets presented at amortized cost. Product rights and trade names represent a portfolio of pharmaceutical products from various categories with a weighted average life of approximately 9 years. Amortization of intangible assets was \$616 million, \$732 million and \$802 million in the years ended December 31, 2023, 2022 and 2021, respectively.

As of December 31, 2023, the estimated aggregate amortization of intangible assets for the years 2024 to 2028 is as follows: 2024—\$503 million; 2025—\$460 million; 2026—\$462 million; 2027—\$451 million and 2028—\$398 million. These estimates do not include the impact of IPR&D that is expected to be successfully completed and reclassified to product rights.

IPR&D

Teva's IPR&D are assets that have not yet been approved in major markets. IPR&D carries intrinsic risks that the asset might not succeed in advanced phases and may be impaired in future periods.

Intangible assets impairment

Impairments of identifiable intangible assets were \$350 million, \$355 million and \$424 million in the years ended December 31, 2023, 2022 and 2021, respectively. These amounts are recorded in the statement of income (loss) under intangible assets impairments.

The fair value measurement of the impaired intangible assets in 2023 is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. The discount rate applied ranged from 8.5% to 10%. A probability of success factor ranging from 20% to 90% was used in the fair value calculation to reflect inherent regulatory and commercial risk of IPR&D.

Impairments in 2023 consisted of:

- (a) Identifiable product rights of \$260 million due to: (i) \$148 million related to updated market assumptions regarding price and volume of products; and (ii) \$112 million in Japan, mainly related to regulatory pricing reductions; and
- (b) IPR&D assets of \$90 million, mainly related to generic pipeline products resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape and launch date).

Impairments in 2022 consisted of:

- (a) Identifiable product rights of \$310 million due to: (i) \$256 million related to updated market assumptions regarding price and volume of products, and (ii) \$54 million related to a change in Teva's commercial plans regarding a certain program, as part of portfolio optimization efforts, which also included an inventory write-off of \$108 million; and
- (b) IPR&D assets of \$45 million, due to generic pipeline products resulting from development progress and changes in other key valuation indications (e.g., market size, competition assumptions, legal landscape and launch date).

Impairments in 2021 consisted of:

- (a) Identifiable product rights and trade names of \$297 million due to: (i) \$267 million, mainly related to updated market assumptions regarding price and volume of products acquired from Actavis

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Notes to Consolidated Financial Statements—(Continued)

First Quarter Developments

During the first quarter of 2023, management evaluated whether there were any developments that occurred during the quarter to determine if it was more likely than not that the fair value of any of its reporting units was below its carrying amount as of March 31, 2023. Management concluded that no triggering event had occurred and, therefore, no quantitative assessment was performed.

Following the goodwill impairment charges recorded in the fourth quarter of 2022 in relation to Teva's International Markets and Teva's API reporting units, the carrying values of those reporting units equaled their fair value as of December 31, 2022. Additionally, as part of the quantitative analysis Teva conducted as part of its annual goodwill impairment test in the second quarter of 2022, it concluded that the estimated fair value of Teva's Europe reporting unit exceeded its estimated carrying amount by 9%.

Second Quarter Developments

Pursuant to Company policy, Teva conducted the annual goodwill impairment test for all reporting units during the second quarter of 2023. Management considered all information available, including information gathered from its latest long-range planning ("LRP") process and annual operating plan ("AOP"), which are parts of Teva's internal financial planning and budgeting processes, as well as Teva's newly launched "Pivot to Growth" strategy. The LRP, the AOP and Teva's Pivot to Growth strategy were discussed and reviewed by Teva's management and its board of directors.

Additionally, Teva conducted a quantitative analysis of all reporting units as part of its annual goodwill impairment test with the assistance of an independent valuation expert.

Based on this quantitative analysis, in the second quarter of 2023, Teva recorded a goodwill impairment charge of \$700 million related to its International Markets reporting unit, mainly due to an increase in the discount rate due to higher risk associated with country-specific characteristics of several countries.

Following the goodwill impairment charge recorded in relation to Teva's International Markets reporting unit, the carrying value of this reporting unit equaled its fair value as of June 30, 2023. Therefore, if business conditions or expectations were to change materially, it may be necessary to record further impairment charges to Teva's International Markets reporting unit in the future.

The excess of the estimated fair value of Teva's API reporting unit over its estimated carrying amount as of June 30, 2023, was negligible. Therefore, if business conditions or expectations were to change materially, it may be necessary to record impairment charges to Teva's API reporting unit in the future.

The estimated fair value of Teva's Europe reporting unit exceeds its estimated carrying amount by 3% based on a terminal growth rate of 1.56% and a discount rate of 9.96%. If Teva holds all other assumptions constant, a reduction in the terminal growth rate of 0.25% to 1.31% or an increase in the discount rate of 0.25% to 10.21% would result in a reduction of the excess of fair value over carrying amount with respect to Teva's Europe reporting unit to 1%.

Teva's North America and Medis reporting units have fair values in excess of 10% over their respective book values as of June 30, 2023.

Teva noted its market capitalization has been below management's assessment of the aggregated fair value of the Company's reporting units. However, as of June 30, 2023, the Company's market capitalization plus a reasonable control premium exceeded its book value.

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Notes to Consolidated Financial Statements—(Continued)

Third Quarter Developments

During the third quarter of 2023, management evaluated whether there were any developments that occurred during the quarter to determine if it was more likely than not that the fair value of any of its reporting units was below its carrying amount as of September 30, 2023. Management concluded that no triggering event had occurred and, therefore, no quantitative assessment was performed.

Fourth Quarter Developments

During the fourth quarter of 2023, Teva completed its AOP process. The AOP was used as a base for an update of the LRP and Teva's Pivot to Growth strategy, incorporating the changes for future years in the fair value model.

Additionally, management evaluated whether there were any developments that occurred during the quarter to determine if it is more likely than not that the fair value of any of its reporting units was below its carrying amount as of December 31, 2023.

Management noted the following main triggering events during the fourth quarter for its International Markets reporting unit and its Teva's API reporting unit: (i) fluctuations in exchange rates between certain currencies in which Teva operates in its International Markets reporting unit, and the U.S. dollar, are expected to significantly lower projected operating results; and (ii) updated assumptions supporting the cash flow projections of Teva's API reporting unit, including certain revenue growth assumptions, and the associated operating profit margins, mainly resulting from changes in market conditions.

Management performed a quantitative assessment in the fourth quarter of 2023, which resulted in no recognition of a goodwill impairment.

Following the quantitative assessment performed in relation to Teva's International Markets reporting unit, the excess of its estimated fair value over its estimated carrying amount as of December 31, 2023, was 6%, based on a terminal growth rate of 1.79% and a discount rate of 12.23%. If Teva holds all other assumptions constant, a reduction in the terminal growth rate of 0.25% to 1.54% or an increase in the discount rate of 0.25% to 12.48% would result in a reduction of the excess of fair value over carrying amount with respect to Teva's International Markets reporting unit to 4%.

Following the quantitative assessment performed in relation to Teva's API reporting unit, the excess of its estimated fair value over its estimated carrying amount as of December 31, 2023, was negligible. Therefore, if business conditions or expectations (such as growth rate or discount rate) were to adversely change, it may be necessary to record impairment charges to Teva's API reporting unit in the future.

With respect to the remaining reporting units, management concluded that it was not more likely than not that the fair value of any of the reporting units was below its carrying amounts as of December 31, 2023 and, therefore, no quantitative assessment was performed.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 8 – Leases:

The components of operating lease cost for the years ended December 31, 2023, 2022 and 2021 were as follows:

	<u>Year ended December 31,</u> <u>2023</u> (U.S. \$ in millions)	<u>Year ended December 31,</u> <u>2022</u> (U.S. \$ in millions)	<u>Year ended December 31,</u> <u>2021</u> (U.S. \$ in millions)
Operating lease cost:			
Fixed payments and variable payments that depend on an index or rate	\$132	\$142	\$135
Variable lease payments not included in the lease liability . . .	5	4	4
Short-term lease cost	<u>3</u>	<u>2</u>	<u>2</u>
	<u>\$139</u>	<u>\$148</u>	<u>\$141</u>

Supplemental cash flow information related to operating leases was as follows:

	<u>Year ended December 31,</u> <u>2023</u> (U.S. \$ in millions)	<u>Year ended December 31,</u> <u>2022</u> (U.S. \$ in millions)	<u>Year ended December 31,</u> <u>2021</u> (U.S. \$ in millions)
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$141	\$140	\$143
Right-of-use assets obtained in exchange for lease obligations (non-cash):			
Operating leases	\$121	\$ 81	\$ 81

Supplemental balance sheet information related to operating leases was as follows:

	<u>December 31,</u> <u>2023</u> (U.S. \$ in millions)	<u>December 31,</u> <u>2022</u> (U.S. \$ in millions)
Operating leases:		
Operating lease ROU assets	<u>\$397</u>	<u>\$419</u>
Other current liabilities	97	93
Operating lease liabilities	<u>320</u>	<u>349</u>
Total operating lease liabilities	<u>\$417</u>	<u>\$442</u>

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
Weighted average remaining lease term		
Operating leases	6.1 years	6.8 years
Weighted average discount rate		
Operating leases	6.0%	5.6%

Maturities of operating lease liabilities were as follows:

	<u>December 31,</u> <u>2023</u>
	(U.S. \$ in millions)
2024	\$116
2025	98
2026	80
2027	62
2028 and thereafter	<u>140</u>
Total operating lease payments	<u>\$496</u>
Less: imputed interest	<u>79</u>
Present value of lease liabilities	<u>\$417</u>

As of December 31, 2023, Teva’s total finance lease assets and finance lease liabilities were \$32 million and \$23 million, respectively. As of December 31, 2022, total finance lease assets and finance lease liabilities were \$29 million and \$22 million, respectively. The difference between those amounts is mainly due to prepaid payments.

NOTE 9—Debt obligations:

a. Short-term debt:

	<u>Weighted average</u> <u>interest rate as of</u> <u>December 31, 2023</u>	<u>Maturity</u>	<u>December 31,</u>	
			<u>2023</u>	<u>2022</u>
			(U.S. \$ in millions)	
Convertible debentures	0.25%	2026	\$ 23	\$ 23
Current maturities of long-term liabilities			<u>1,649</u>	<u>2,086</u>
Total short term debt			\$1,672	\$2,109

Convertible senior debentures

The principal amount of Teva’s 0.25% convertible senior debentures due 2026 was \$23 million as of December 31, 2023 and December 31, 2022. These convertible senior debentures include a “net share settlement” feature according to which the principal amount will be paid in cash and in case of conversion, only the residual conversion value above the principal amount will be paid in Teva shares. Due to the “net share settlement” feature, exercisable at any time, these convertible senior debentures are classified in the Balance Sheet under short-term debt.

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Notes to Consolidated Financial Statements—(Continued)

b. Long-term debt:

	Interest rate as of		December 31, December 31,	
	December 31, 2023	Maturity	2023	2022
			(U.S. \$ in millions)	
Senior notes EUR 1,500 million	1.13%	2024	693	670
Sustainability-linked senior notes EUR 1,500 million (6)(*)	4.38%	2030	1,656	1,606
Senior notes EUR 1,300 million (9)	1.25%	2023	—	633
Sustainability-linked senior notes EUR 1,100 million (7)(*)	3.75%	2027	1,215	1,177
Senior notes EUR 1,000 million (5)	6.00%	2025	453	1,070
Senior notes EUR 900 million (5)	4.50%	2025	547	963
Sustainability-linked senior notes EUR 800 million (1)(*)	7.38%	2029	884	—
Senior notes EUR 750 million	1.63%	2028	826	800
Senior notes EUR 700 million	1.88%	2027	771	748
Sustainability-linked senior notes EUR 500 million (2)(*)	7.88%	2031	552	—
Senior notes USD 3,500 million (5)	3.15%	2026	3,374	3,496
Senior notes USD 3,000 million (5)(10)	2.80%	2023	—	1,453
Senior notes USD 2,000 million	4.10%	2046	1,986	1,986
Senior notes USD 1,250 million (5)	6.00%	2024	956	1,250
Senior notes USD 1,250 million	6.75%	2028	1,250	1,250
Senior notes USD 1,000 million (5)	7.13%	2025	427	1,000
Sustainability-linked senior notes USD 1,000 million (7)(*)	4.75%	2027	1,000	1,000
Sustainability-linked senior notes USD 1,000 million (6)(*)	5.13%	2029	1,000	1,000
Senior notes USD 789 million	6.15%	2036	783	783
Sustainability-linked senior notes USD 600 million (3)(*)	7.88%	2029	600	—
Sustainability-linked senior notes USD 500 million (4)(*)	8.13%	2031	500	—
Senior notes CHF 350 million	1.00%	2025	416	382
Total senior notes			19,889	21,266
Other long-term debt			1	1
Less current maturities			(1,649)	(2,086)
Less debt issuance costs (8)			(80)	(78)
Total senior notes and loans			<u>\$18,161</u>	<u>\$19,103</u>

- (1) In March 2023, Teva issued sustainability-linked senior notes in an aggregate principal amount of 800 million euro bearing 7.38% annual interest and due September 2029. If Teva fails to achieve certain sustainability performance targets, the interest rate shall increase by 0.100%-0.300% per annum, from and including September 15, 2026.
- (2) In March 2023, Teva issued sustainability-linked senior notes in an aggregate principal amount of 500 million euro bearing 7.88% annual interest and due September 2031. If Teva fails to achieve certain sustainability performance targets, the interest rate shall increase by 0.100%-0.300% per annum, from and including September 15, 2026.
- (3) In March 2023, Teva issued sustainability-linked senior notes in an aggregate principal amount of \$600 million bearing 7.88% annual interest and due September 2029. If Teva fails to achieve certain sustainability performance targets, the interest rate shall increase by 0.100%-0.300% per annum, from and including September 15, 2026.
- (4) In March 2023, Teva issued sustainability-linked senior notes in an aggregate principal amount of \$500 million bearing 8.13% annual interest and due September 2031. If Teva fails to achieve certain

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sustainability performance targets, the interest rate shall increase by 0.100%-0.300% per annum, from and including September 15, 2026.

- (5) In March 2023, Teva consummated a cash tender offer and extinguished \$631 million aggregate principal amount of its 1,000 million euro 6% senior notes due in 2025; \$432 million aggregate principal amount of its 900 million euro 4.5% senior notes due in 2025; \$574 million aggregate principal amount of its \$1,000 million 7.13% senior notes due in 2025; \$454 million aggregate principal amount of its \$3,000 million 2.8% senior notes due in 2023; \$293 million aggregate principal amount of its \$1,250 million 6% senior notes due in 2024 and \$122 million aggregate principal amount of its \$3,500 million 3.15% senior notes due in 2026.
 - (6) If Teva fails to achieve certain sustainability performance targets, the interest rate shall increase by 0.125%-0.375% per annum, from and including May 9, 2026.
 - (7) If Teva fails to achieve certain sustainability performance targets, a one-time premium payment of 0.15%-0.45% out of the principal amount will be paid at maturity or upon earlier redemption, if such redemption is on or after May 9, 2026.
 - (8) Debt issuance costs as of December 31, 2023 include \$26 million in connection with the issuance of the sustainability-linked senior notes in March 2023, partially offset by \$6 million acceleration of issuance costs related to the cash tender offer.
 - (9) In March 2023, Teva repaid \$646 million of its 1.25% senior notes at maturity.
 - (10) In July 2023, Teva repaid \$1,000 million of its 2.8% senior notes at maturity.
- * Interest rate adjustments and a potential one-time premium payment related to the sustainability-linked bonds are treated as bifurcated embedded derivatives. See note 10c.

Long-term debt was issued by several indirect wholly-owned subsidiaries of the Company and is fully and unconditionally guaranteed by the Company as to payment of all principal, interest, discount and additional amounts, if any. The long-term debt outlined in the above table is generally redeemable at any time at varying redemption prices plus accrued and unpaid interest.

Teva's debt as of December 31, 2023 was effectively denominated in the following currencies: U.S. dollar 60%, euro 38% and Swiss franc 2%.

Teva's principal sources of short-term liquidity are its cash on hand, existing cash investments, liquid securities and available credit facilities, primarily its \$1.8 billion unsecured syndicated sustainability-linked revolving credit facility entered into in April 2022, as amended in February 2023 ("RCF").

The RCF has a maturity date of April 2026, with two one-year extension options. The RCF contains certain covenants, including certain limitations on incurring liens and indebtedness and maintenance of certain financial ratios, including a maximum leverage ratio, which becomes more restrictive over time. In addition, the RCF is linked to two sustainability performance targets: (i) the Company's S&P ESG Score and (ii) number of new regulatory submissions in low and middle-income countries. The RCF margin may increase or decrease depending on the Company's sustainability performance.

On February 6, 2023, the terms of the RCF were amended to update the Company's maximum leverage ratio under the RCF for certain periods. Under the terms of the RCF, as amended, the Company's leverage ratio shall not exceed 4.00x in the fourth quarter of 2023, 4.00x in the first, second and third quarters of 2024, and 3.50x in the fourth quarter of 2024 and onwards.

The RCF can be used for general corporate purposes, including repaying existing debt. In July 2023, a total amount of \$700 million was withdrawn under the RCF, of which \$200 million was repaid in September 2023 and the remaining amount of \$500 million was repaid in the fourth quarter of 2023. As of December 31, 2023, and as

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Notes to Consolidated Financial Statements—(Continued)

of the date of this Annual Report on Form 10-K, no amounts were outstanding under the RCF. Based on current and forecasted results, the Company expects that it will not exceed the financial covenant thresholds set forth in the RCF within one year from the date the financial statements are issued.

Under specified circumstances, including non-compliance with any of the covenants described above and the unavailability of any waiver, amendment or other modification thereto, the Company will not be able to borrow under the RCF. Additionally, violations of the covenants, under the above-mentioned circumstances, would result in an event of default in all borrowings under the RCF and, when greater than a specified threshold amount as set forth in each series of senior notes and sustainability-linked senior notes is outstanding, could lead to an event of default under the Company’s senior notes and sustainability-linked senior notes due to cross-acceleration provisions.

Teva expects that it will continue to have sufficient cash resources to support its debt service payments and all other financial obligations within one year from the date that the financial statements are issued.

As of December 31, 2023, the required annual principal payments of long-term debt (excluding debt issuance costs), including convertible senior debentures, starting from the year 2025, are as follows:

	December 31, 2023
	(U.S. \$ in millions)
2025	\$ 1,843
2026*	3,397
2027	2,986
2028	2,076
2029 and thereafter	7,961
	<u>\$18,263</u>

* Including \$23 million convertible notes. See note 9a.

NOTE 10—Derivative instruments and hedging activities:

a. Foreign exchange risk management:

In 2023, approximately 47% of Teva’s revenues were denominated in currencies other than the U.S. dollar. As a result, Teva is subject to significant foreign currency risks.

The Company enters into forward exchange contracts and purchases and writes options in order to hedge the currency exposure on balance sheet items, revenues and expenses. In addition, the Company takes measures to reduce its exposure by using natural hedging. The Company also acts to offset risks in opposite directions among the subsidiaries within Teva. The currency hedged items are usually denominated in the following main currencies: euro, Swiss franc, Japanese yen, British pound, Russian ruble, Canadian dollar, Polish zloty, new Israeli shekel, Indian rupee and other currencies. Depending on market conditions, foreign currency risk is also managed through the use of foreign currency debt.

The Company may choose to hedge against possible fluctuations in foreign subsidiaries net assets (“net investment hedge”) and has in the past entered into cross currency swaps and forward contracts in the past in order to hedge such an exposure.

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Notes to Consolidated Financial Statements—(Continued)

Most of the counterparties to the derivatives are major banks and the Company is monitoring the associated inherent credit risks. The Company does not enter into derivative transactions for trading purposes.

b. Interest risk management:

The Company raises capital through various debt instruments, including senior notes, sustainability-linked senior notes, bank loans and convertible debentures that bear fixed or variable interest rates, as well as a syndicated sustainability-linked revolving credit facility and securitization programs that bear a variable interest rate. In some cases, the Company has swapped from a fixed to a variable interest rate (“fair value hedge”) and from a fixed to a fixed interest rate with an exchange from a currency other than the functional currency (“cash flow hedge”), thereby reducing overall interest expenses or hedging risks associated with interest rate fluctuations. As of December 31, 2023, all outstanding senior notes, sustainability-linked senior notes and convertible debentures bear a fixed interest rate.

c. Bifurcated embedded derivatives:

Upon issuance of sustainability-linked senior notes, Teva recognized embedded derivatives related to interest rate adjustments and a potential one-time premium payment upon failure to achieve certain sustainability performance targets, such as access to medicines in low-to-middle-income countries and absolute greenhouse gas emissions reduction, which were bifurcated and are accounted for separately as derivative financial instruments. As of December 31, 2023 the fair value of these derivative instruments is negligible.

d. Derivative instrument outstanding:

The following table summarizes the notional amounts for hedged items, when transactions are designated as hedge accounting:

	December 31, 2023	December 31, 2022
	(U.S. \$ in millions)	
Cross-currency swap-cash flow hedge (1)	\$169	\$—

The following table summarizes the classification and fair values of derivative instruments:

<u>Reported under</u>	Fair value			
	Designated as hedging instruments		Not designated as hedging instruments	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	(U.S. \$ in millions)		(U.S. \$ in millions)	
Asset derivatives:				
Other current assets:				
Option and forward contracts	\$—	\$—	\$ 38	\$ 29
Other non-current assets:				
Cross-currency swaps - cash flow hedge (1) . .	8	—	—	—
Liability derivatives:				
Other current liabilities:				
Option and forward contracts	\$—	\$—	\$(39)	\$(101)

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Notes to Consolidated Financial Statements—(Continued)

The table below provides information regarding the location and amount of pre-tax (gains) losses from derivatives designated in fair value or cash flow hedging relationships:

<u>Reported under</u>	<u>Financial expenses, net</u>			<u>Other comprehensive income (loss)</u>		
	<u>Year ended December 31,</u>			<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
	<u>(U.S. \$ in millions)</u>					
Line items in which effects of hedges are recorded	\$1,057	\$966	\$1,058	\$91	\$(270)	\$(391)
Cross-currency swaps - cash flow hedge (1)	(11)	—	—	1	—	—

The table below provides information regarding the location and amount of pre-tax (gains) losses from derivatives not designated as hedging instruments:

<u>Reported under</u>	<u>Financial expenses, net</u>			<u>Net revenues</u>		
	<u>Year ended December 31,</u>			<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
	<u>(U.S. \$ in millions)</u>					
Line items in which effects of hedges are recorded	\$1,057	\$966	\$1,058	\$(15,846)	\$(14,925)	\$(15,878)
Option and forward contracts (2)	(54)	(12)	(45)	—	—	—
Option and forward contracts economic hedge (3)	—	—	—	2	(11)	(31)

- (1) On March 31, 2023, Teva entered into a cross-currency interest rate swap agreement, designated as cash flow hedge for accounting purposes with respect to an intercompany loan due October 2026, denominated in Japanese yen.
- (2) Teva uses foreign exchange contracts (mainly option and forward contracts) to hedge balance sheet items from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, Teva recognizes gains or losses that offset the revaluation of the balance sheet items also recorded under financial expenses, net.
- (3) Teva entered into option and forward contracts designed to limit the exposure of foreign exchange fluctuations on projected revenues and expenses recorded in euro, Swiss franc, Japanese yen, British pound, Russian ruble, Canadian dollar, Polish zloty and some other currencies to protect its projected operating results for 2023 and 2024. These derivative instruments do not meet the criteria for hedge accounting, however, they are accounted for as an economic hedge. These derivative instruments, which may include hedging transactions against future projected revenues and expenses, are recognized on the balance sheet at their fair value on a quarterly basis, while the foreign exchange impact on the underlying revenues and expenses may occur in subsequent quarters. In 2023, the negative impact from these derivatives recognized under revenues was \$2 million. In 2022, the positive impact from these derivatives recognized under revenues was \$11 million. Changes in the fair value of the derivative instruments are recognized in the same line item in the statements of income as the underlying exposure being hedged. Cash flows associated with these derivatives are reflected as cash flows from operating activities in the consolidated statements of cash flows.

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Notes to Consolidated Financial Statements—(Continued)

e. Amortizations due to terminated derivative instruments:

Forward starting interest rate swaps and treasury lock agreements

In 2015, Teva entered into forward starting interest rate swaps and treasury lock agreements to protect the Company from interest rate fluctuations in connection with a future debt issuance the Company was planning. These forward starting interest rate swaps and treasury lock agreements were terminated in July 2016 upon the debt issuance. The termination of these transactions resulted in a loss position of \$493 million, which was recorded in other comprehensive income (loss) and is amortized under financial expenses, net over the life of the debt.

With respect to these forward starting interest rate swaps and treasury lock agreements, losses of \$31 million, \$30 million and \$37 million were recognized under financial expenses, net for the years ended December 31, 2023, 2022 and 2021, respectively.

f. Securitization:

U.S. securitization program

On November 7, 2022, Teva and a bankruptcy-remote special purpose vehicle (“SPV”) entered into an accounts receivable securitization facility (“AR Facility”) with PNC Bank, National Association (“PNC”) with a three-year term. The AR Facility initially provided for purchases of accounts receivable by PNC in an amount of up to \$1 billion through November 2023, and up to \$500 million from November 2023 through November 2025, provided that the SPV may increase the commitment amount up to \$1 billion if additional credit providers participate in the AR facility.

On June 30, 2023, the AR Facility agreement was amended to include an additional receivables purchaser under the agreement, in an amount of up to \$250 million through November 2025, increasing the commitment size to \$750 million from November 2023 to November 2025.

On November 7, 2023, the SPV amended the AR Facility agreement by including an additional receivables purchaser and increased the commitment in an amount of up to \$250 million, to \$1 billion through March 2024, and in an amount of \$125 million, to \$875 million from March 2024 through November 2025. The SPV may amend the agreement and increase the commitment amount up to \$1 billion from March 2024 through November 2025 if additional commitments are provided under the AR facility.

Under the AR Facility, Teva’s subsidiaries continuously sell their accounts receivables, originated in the U.S., to the SPV and the SPV on-sells them to the receivables purchasers.

The SPV is a variable interest entity (“VIE”) for which Teva is considered to be the primary beneficiary. The SPV’s sole business consists of the purchase of receivables from Teva’s subsidiaries and the subsequent transfer of such receivables to the receivables purchasers.

Although the SPV is included in Teva’s consolidated financial statements, it is a separate legal entity with separate creditors. The assets of the SPV are not available to pay creditors of Teva or its subsidiaries.

Upon the transfer of ownership and control of the receivables to the SPV, Teva and its subsidiaries have no retained interests in the receivables sold, and they become unavailable to Teva’s creditors should the relevant seller become insolvent.

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Notes to Consolidated Financial Statements—(Continued)

Teva has collection and administrative responsibilities for the receivables sold to the SPV. The fair value of these servicing arrangements as well as the fees earned was immaterial.

The Company accounts for receivables sold from the SPV to the receivables purchasers as a sale of financial assets under ASC 860 and derecognizes the trade receivables from the Company's Consolidated Balance Sheet.

The total balance of accounts receivables sold to the receivables purchasers and derecognized by the SPV, as of December 31, 2023 and 2022, was \$864 million and \$820 million, respectively. In addition to the accounts receivables sold, as of December 31, 2023 and 2022, an amount of \$437 million and \$436 million of the SPV's accounts receivables was pledged by the SPV as a seller guarantee, and is included under "Accounts receivables, net", in the Consolidated Balance Sheet.

In the years ended December 31, 2023 and 2022, Teva received proceeds of \$861 million and \$820 million, respectively, under the AR facility, which are included in cash from operating activities in the Consolidated Statements of Cash Flows for the year ended December 31, 2023 and 2022, respectively.

EU securitization program

In April 2011, Teva established a trade receivables securitization program (the "EU securitization program") to sell accounts receivables, mainly originated in Europe, to BNP Paribas Bank ("BNP"). Under the EU securitization program, Teva, on a consolidated basis through its participating subsidiaries, receives an initial cash purchase price and the right to a deferred purchase price ("DPP"), according to the purchase price for the receivables sold by it.

On an individual seller basis, each Teva subsidiary participating in the EU securitization program sells receivables to BNP at their nominal amount. BNP then immediately on-sells such receivables at their nominal amount to a bankruptcy-remote special-purpose entity ("SPE"), which in turn sells such receivables to a conduit sponsored by BNP ("the conduit") for an initial cash purchase price (equal to the nominal amount of such receivables less a discount) and the right to receive a DPP.

The SPE is a VIE for which Teva is considered to be the primary beneficiary. The SPE's sole business consists of the purchase of receivables from Teva subsidiaries and the subsequent sale of such receivables to the conduit.

Although the SPE is included in Teva's consolidated financial statements, it is a separate legal entity with separate creditors. The conduit and other designated creditors of the SPE are entitled, both before and upon the SPE's liquidation, to be paid out of the SPE's assets prior to the DPP payable to Teva. The SPE's assets are not available to pay Teva's or its subsidiaries' creditors.

In August 2021, Teva extended the EU securitization program by an additional five years, to August 2026.

Once a Teva subsidiary sells receivables to BNP, such subsidiary does not retain any interests in the receivables sold and does not have access to such receivables upon its insolvency. The conduit has all the rights in the securitized trade receivables, including the right to pledge or dispose such receivables. Consequently, receivables sold under this agreement are de-recognized from Teva's Consolidated Balance Sheet.

The portion of the purchase price for the receivables which is not paid in cash by the conduit is a DPP asset. The conduit pays the SPE the DPP from collections received by the conduit from the securitized trade receivables

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Notes to Consolidated Financial Statements—(Continued)

(after paying senior costs and expenses, including the conduit’s debt service obligations), which the SPE then pays to Teva. The DPP asset represents a beneficial interest in the transferred financial assets and is recognized at fair value as part of the sale transaction. The DPP asset is included in other current assets on Teva’s Consolidated Balance Sheet.

Teva has collection and administrative responsibilities for the sold receivables. The fair value of these servicing arrangements as well as the fees earned was immaterial.

The DPP asset as of December 31, 2023 and 2022 was \$247 million and \$270 million, respectively.

As of December 31, 2023 and 2022, the outstanding principal amount of receivables sold, net of DPP, was \$686 million and \$636 million, respectively.

The following table summarizes the change in the sold receivables outstanding balance, net of DPP, under the outstanding securitization program:

	As of and for the year ended December 31,	
	2023	2022
	(U.S. \$ in millions)	
Sold receivables at the beginning of the year	\$ 636	\$ 685
Proceeds from sale of receivables	4,391	4,653
Cash collections (remitted to the owner of the receivables)	(4,365)	(4,665)
Effect of currency exchange rate changes	24	(37)
Sold receivables at the end of the year	\$ 686	\$ 636

g. Supplier Finance Program Obligation

Teva maintains supply chain finance agreements with participating financial institutions. Under these agreements, participating suppliers may voluntarily elect to sell their accounts receivable with Teva to these financial institutions. Teva’s suppliers negotiate their financing agreements directly with the respective financial institutions and Teva is not a party to these agreements. Teva has no economic interest in its suppliers’ decisions to participate in the program and Teva pays the financial institutions the stated amount of confirmed invoices on the maturity dates, which is generally within 120 days from the date the invoice was received. The agreements with the financial institutions do not require Teva to provide assets pledged as security or other forms of guarantees for the supplier finance program. All outstanding amounts related to suppliers participating in the supplier finance program are recorded under accounts payables in Teva’s consolidated balance sheets. As of December 31, 2023 and December 31, 2022, the outstanding accounts payables to suppliers participating in these supplier finance programs were \$108 million and \$34 million, respectively.

NOTE 11—Legal settlements and loss contingencies:

Legal settlements and loss contingencies in 2023 were expenses of \$1,043 million, compared to expenses of \$2,082 million in 2022 and expenses of \$717 million in 2021. Expenses in 2023 were mainly related to an estimated provision for the U.S. DOJ patient assistance program litigation, an update to the estimated settlement provision for the opioid cases, the provision for the settlement of the U.S. DOJ criminal antitrust charges on the marketing and pricing of certain Teva USA generic products, and the provision for the settlement of the reverse-payment antitrust litigation over certain HIV medicines.

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Legal settlements and loss contingencies in 2022 were mainly related to updates of the estimated settlement provision recorded in connection with the remaining opioid cases.

Legal settlements and loss contingencies in 2021 were mainly related to an update of the estimated settlement provision recorded in connection with the remaining opioid cases, the provision for the carvedilol patent litigation as well as a liability which was substantially offset by insurance receivable related to the Ontario Teachers Securities Litigation discussed in note 12b.

As of December 31, 2023 and 2022, Teva's provision for legal settlements and loss contingencies recorded under accrued expenses and other taxes and long-term liabilities was \$4,771 million and \$4,186 million, respectively.

NOTE 12—Commitments and contingencies:

a. Commitments:

Royalty commitments:

The Company is committed to pay royalties to owners of know-how, partners in alliances and other certain arrangements and to parties that financed research and development, at a wide range of rates as a percentage of sales or of the gross margin of certain products, as defined in the underlying agreements.

Royalty expenses in each of the years ended December 31, 2023, 2022 and 2021 were \$543 million, \$560 million and \$522 million, respectively.

Milestone commitments:

Teva has committed to make potential future milestone payments to third parties under various agreements. These payments are contingent upon the occurrence of certain future events and, given the nature of these events, it is unclear when, if ever, Teva may be required to pay such amounts. As of December 31, 2023, if all development milestones and targets, for compounds in phase 2 and more advanced stages of development, are achieved, the total contingent payments could reach an aggregate amount of up to \$20 million. Additional contingent payments are owed upon achievement of product approval or launch milestones.

b. Contingencies:

General

From time to time, Teva and/or its subsidiaries are subject to claims for damages and/or equitable relief arising in the ordinary course of business. In addition, as described below, in large part as a result of the nature of its business, Teva is frequently subject to litigation. Teva generally believes that it has meritorious defenses to the actions brought against it and vigorously pursues the defense or settlement of each such action.

Teva records a provision in its consolidated financial statements to the extent that it concludes that a contingent liability is probable and the amount thereof is reasonably estimable. Based upon the status of the cases described below, management's assessments of the likelihood of damages, and the advice of legal counsel, no material provisions have been made regarding the matters disclosed in this note, except as noted below. Litigation outcomes and contingencies are unpredictable, and substantial damages or other relief may be awarded. Accordingly, management's assessments involve complex judgments about future events and often rely heavily on estimates and assumptions. Teva continuously reviews the matters described below and may, from time to time, remove previously disclosed matters where the exposures were fully resolved in the prior year, or determined to no longer meet the materiality threshold for disclosure, or were substantially resolved.

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If one or more of such proceedings described below were to result in final judgments against Teva, such judgments could be material to its results of operations and cash flows in a given period. In addition, Teva incurs significant legal fees and related expenses in the course of defending its positions even if the facts and circumstances of a particular litigation do not give rise to a provision in the consolidated financial statements.

In connection with third-party agreements, Teva may under certain circumstances be required to indemnify, and may be indemnified by, in unspecified amounts, the parties to such agreements against third-party claims. Among other things, Teva's agreements with third parties may require Teva to indemnify them, or require them to indemnify Teva, for the costs and damages incurred in connection with product liability claims, in specified or unspecified amounts.

Except as otherwise noted, all of the litigation matters disclosed below involve claims arising in the United States. Except as otherwise noted, all third party sales figures given below are based on IQVIA data.

Intellectual Property Litigation

From time to time, Teva seeks to develop generic and biosimilar versions of patent-protected pharmaceuticals and biopharmaceuticals for sale prior to patent expiration in various markets. In the United States, to obtain approval for most generics prior to the expiration of the originator's patents, Teva must challenge the patents under the procedures set forth in the Hatch-Waxman Act of 1984, as amended. For many biosimilar products that are covered by patents, Teva participates in the "patent dance" procedures of the Biologics Price Competition and Innovation Act ("BPCIA"), which allow for the challenge to originator patents prior to obtaining biosimilar product approval. To the extent that Teva seeks to utilize such patent challenge procedures, Teva is and expects to be involved in patent litigation regarding the validity, enforceability or infringement of the originator's patents. Teva may also be involved in patent litigation involving the extent to which its product or manufacturing process techniques may infringe other originator or third-party patents.

Additionally, depending upon a complex analysis of a variety of legal and commercial factors, Teva may, in certain circumstances, elect to market a generic or biosimilar version of the product even though litigation is still pending. To the extent Teva elects to proceed in this manner, it could face substantial liability for patent infringement if the final court decision is adverse to Teva, which could be material to its results of operations and cash flows in a given period.

Teva could also be sued for patent infringement outside of the context of the Hatch-Waxman Act or BPCIA. For example, Teva could be sued for patent infringement after commencing sales of a product. This type of litigation can involve any of Teva's pharmaceutical products, not just its generic and biosimilar products.

The general rule for damages in patent infringement cases in the United States is that the patentee should be compensated by no less than a reasonable royalty and it may also be able, in certain circumstances, to be compensated for its lost profits. The amount of a reasonable royalty award would generally be calculated based on the sales of Teva's product. The amount of lost profits would generally be based on the lost sales of the patentee's product. In addition, the patentee may seek consequential damages as well as enhanced damages of up to three times the profits lost by the patent holder for willful infringement, although courts have typically awarded much lower multiples.

Teva is also involved in litigation regarding patents in other countries where it does business, particularly in Europe. The laws concerning generic pharmaceuticals and patents differ from country to country. Damages for patent infringement in Europe may include lost profits or a reasonable royalty, but enhanced damages for willful infringement are generally not available.

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Notes to Consolidated Financial Statements—(Continued)

In July 2014, GlaxoSmithKline (“GSK”) filed claims against Teva in the U.S. District Court for the District of Delaware for infringement of a patent directed to using carvedilol in a specified manner to decrease the risk of mortality in patients with congestive heart failure. Teva began selling its carvedilol tablets (the generic version of GSK’s Coreg®) in September 2007. The Court of Appeals for the Federal Circuit reinstated the \$235.5 million jury verdict, not including pre- or post-judgment interest, finding Teva liable for patent infringement. The U.S. Supreme Court denied Teva’s appeal for a rehearing. The case has been remanded to the district court for further proceedings on Teva’s other legal and equitable defenses that have not yet been considered by the district court. Teva recognized a provision based on its offer to settle the matter.

In January 2021, Teva initiated a patent invalidity action against the compound patent and Supplementary Protection Certificate (“SPC”) asserted to cover Bristol-Myers Squibb Company’s (“BMS”) Eliquis® (apixaban). In May 2022, the U.K. High Court held that the compound patent and SPC are invalid and Teva began selling its generic version of Eliquis® (apixaban). In May 2023, the U.K. Court of Appeal upheld this decision and denied BMS’s request to appeal to the U.K. Supreme Court. On October 31, 2023, the U.K. Supreme Court denied BMS’s application for further review, making the decision to revoke the compound patent and SPC final. Separately, in February 2021, Teva initiated a patent invalidity action against the formulation patents, which are also under opposition at the European Patent Office (“EPO”). On July 15, 2022, the U.K. High Court held that these formulation patents were invalid but granted permission to appeal, which was subsequently stayed pending the outcome of the opposition at the EPO to one of the formulation patents. On December 21, 2023, the EPO’s Technical Board of Appeal held its hearing on the opposition, and a written decision is expected in several months.

Product Liability Litigation

Teva’s business inherently exposes it to potential product liability claims. Teva maintains a program of insurance, which may include commercial insurance, self-insurance (including direct risk retention), or a combination of both types of insurance, in amounts and on terms that it believes are reasonable and prudent in light of its business and related risks. However, Teva sells, and will continue to sell, pharmaceuticals that are not covered by its product liability insurance; in addition, it may be subject to claims for which insurance coverage is denied as well as claims that exceed its policy limits. Product liability coverage for pharmaceutical companies is becoming more expensive and increasingly difficult to obtain. As a result, Teva may not be able to obtain the type and amount of insurance it desires, or any insurance on reasonable terms, in certain or all of its markets.

Teva and its subsidiaries are parties to litigation relating to previously unknown nitrosamine impurities discovered in certain products. The discovery led to a global recall of single and combination valsartan medicines around the world starting in July 2018 and to subsequent recalls on other products. The nitrosamine impurities in valsartan were allegedly found in the active pharmaceutical ingredient (“API”) supplied to Teva by multiple API manufacturers, including by Zhejiang Huahai Pharmaceuticals Co. Ltd. (“Huahai”). Since July 2018, Teva has been actively engaged with global regulatory authorities in reviewing its sartan and other products to determine whether NDMA and/or other related nitrosamine impurities are present in specific products. Where necessary, Teva has initiated additional voluntary recalls.

Multiple lawsuits have been filed in connection with this matter. Teva’s products allegedly at issue in the various nitrosamine-related litigations pending in the United States include valsartan, losartan, metformin and ranitidine. There are currently two Multi-District Litigations (“MDL”) pending against Teva and other manufacturers, including one MDL in the U.S. District Court for the District of New Jersey related to, with respect to Teva, valsartan and losartan, and another MDL in the U.S. District Court for the Southern District of Florida related to ranitidine. The claims against Teva in these MDLs include individual personal injury and/or product liability claims, economic damages claims brought by consumers and end payors as putative class

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actions, and medical monitoring class claims. The district court in the valsartan MDL certified a series of subclasses on plaintiffs' economic loss claims as well as a medical monitoring class, and has ordered that the first trial commence on March 18, 2024, which will include third-party payor economic loss claims brought by a class representative on behalf of several subclasses of payors against Teva and two other defendants. The claims against the generic manufacturers (including Teva) in the ranitidine MDL have been dismissed on preemption grounds but are subject to appeal. The district court in the ranitidine MDL also excluded all of plaintiffs' general causation experts and granted summary judgment to the brand defendants on preemption grounds and later applied that general causation ruling to all defendants. This ruling is on appeal in the Eleventh Circuit Court of Appeals.

Certain generic manufacturers, including Teva, have also been named in state court actions asserting allegations similar to those in the aforementioned MDLs. In particular, state court valsartan and losartan actions are pending in New Jersey and Delaware and are currently stayed, with the exception of a single-plaintiff case originally filed in the MDL alleging non-cancer injuries, which was later refiled in a New Jersey state court in October 2022 and is in the very initial stages of discovery. State court ranitidine cases naming Teva are also pending in coordinated proceedings in California and Pennsylvania. Teva was recently dismissed from all ranitidine claims pending in Illinois based on preemption grounds, which plaintiffs could appeal.

In addition to the valsartan and ranitidine MDLs and coordinated state court proceedings, Teva has been named in a consolidated proceeding pending in the U.S. District Court for the District of New Jersey brought by individuals and end payors seeking economic damages on behalf of purported classes of consumers and end payors who purchased Teva's, as well as other generic manufacturers' metformin products. The parties are now engaged in discovery related to the surviving metformin claims. Teva was recently named in a related proceeding pending in the same district brought by individuals and end payors also seeking economic damages on behalf of purported classes of consumers and end payors who purchased Teva's, as well as other generic manufacturers' metformin products. Teva, along with the other defendants, will be moving to dismiss the claims in this related proceeding. Similar lawsuits are pending in Canada and Germany.

Competition Matters

As part of its generic pharmaceuticals business, Teva has challenged a number of patents covering branded pharmaceuticals, some of which are among the most widely-prescribed and well-known drugs on the market. Many of Teva's patent challenges have resulted in litigation relating to Teva's attempts to market generic versions of such pharmaceuticals under the federal Hatch-Waxman Act. Some of this litigation has been resolved through settlement agreements in which Teva obtained a license to market a generic version of the drug, often years before the patents expire.

Teva and its subsidiaries have been named as defendants in cases that allege antitrust violations arising from such settlement agreements. The plaintiffs in these cases are usually direct and indirect purchasers of pharmaceutical products, some of whom assert claims on behalf of classes of all direct and indirect purchasers, and they typically allege that (i) Teva received something of value from the innovator in exchange for an agreement to delay generic entry, and (ii) significant savings could have been realized if there had been no settlement agreement and generic competition had commenced earlier. These plaintiffs seek various forms of injunctive and monetary relief, including damages based on the difference between the brand price and what the generic price allegedly would have been and disgorgement of profits, which are often automatically tripled under the relevant statutes, plus attorneys' fees and costs. The alleged damages generally depend on the size of the branded market and the length of the alleged delay, and can be substantial, potentially measured in multiples of the annual brand sales, particularly where the alleged delays are lengthy or branded drugs with annual sales in the billions of dollars are involved.

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Teva believes that its settlement agreements are lawful and serve to increase competition, and has defended them vigorously. In Teva's experience to date, these cases have typically settled for a fraction of the high end of the damages sought, although there can be no assurance that such outcomes will continue.

In June 2013, the U.S. Supreme Court held, in Federal Trade Commission ("FTC") v. Actavis, Inc., that a rule of reason test should be applied in analyzing whether such settlements potentially violate the federal antitrust laws. The Supreme Court held that a trial court must analyze each agreement in its entirety in order to determine whether it violates the antitrust laws. This test has resulted in increased scrutiny of Teva's patent settlements, additional action by the FTC and state and local authorities, and an increased risk of liability in Teva's currently pending antitrust litigations.

In November 2020, the European Commission issued a final decision in its proceedings against both Cephalon and Teva, finding that the 2005 settlement agreement between the parties had the object and effect of hindering the entry of generic modafinil, and imposed fines totaling euro 60.5 million on Teva and Cephalon. Teva and Cephalon filed an appeal against the decision in February 2021, and a judgment was issued on October 18, 2023 rejecting Teva's grounds of appeal. A provision for this matter was included in the financial statements. Teva has provided the European Commission with a bank guarantee in the amount of the imposed fines.

In December 2011, three groups of plaintiffs filed claims against Wyeth and Teva for alleged violations of the antitrust laws in connection with their November 2005 settlement of patent litigation involving extended release venlafaxine (generic Effexor XR®). The cases were filed by a purported class of direct purchasers, by a purported class of indirect purchasers and by certain chain pharmacies in the U.S. District Court for the District of New Jersey. The plaintiffs claim that the settlement agreement between Wyeth and Teva unlawfully delayed generic entry. In March 2020, the district court temporarily stayed discovery and referred the case to mediation, and discovery remains stayed. Annual sales of Effexor XR® were approximately \$2.6 billion at the time of settlement and at the time Teva launched its generic version of Effexor XR® in July 2010.

In February 2012, two purported classes of direct-purchaser plaintiffs filed claims against GSK and Teva in the U.S. District Court for the District of New Jersey for alleged violations of the antitrust laws in connection with their February 2005 settlement of patent litigation involving lamotrigine (generic Lamictal®). The plaintiffs claimed that the settlement agreement unlawfully delayed generic entry and sought unspecified damages. On February 1, 2023, the court denied plaintiffs' renewed motion for class certification. During February 2023, a number of direct purchasers who would otherwise have been members of the proposed class had it been certified, filed suit as individual plaintiffs, which action was transferred to the U.S. District Court for the District of New Jersey. Annual sales of Lamictal® were approximately \$950 million at the time of the settlement and approximately \$2.3 billion at the time Teva launched its generic version of Lamictal® in July 2008.

In April 2013, purported classes of direct purchasers of, and end payers for, Niaspan® (extended release niacin) filed claims against Teva and Abbott for violating the antitrust laws by entering into a settlement agreement in April 2005 to resolve patent litigation over the product. A multidistrict litigation has been established in the U.S. District Court for the Eastern District of Pennsylvania. Throughout 2015 and in January 2016, several individual direct-purchaser opt-out plaintiffs filed complaints with allegations nearly identical to those of the direct purchasers' class. The court denied the indirect purchasers' motion for class certification with prejudice, and on April 24, 2023, the denial was affirmed by the Court of Appeals for the Third Circuit. On June 5, 2023, the Court of Appeals for the Third Circuit denied the indirect purchasers' petition for re-hearing. In October 2016, the District Attorney for Orange County, California, filed a similar complaint in California state court, alleging violations of state law and seeking restitution and civil penalties. Annual sales of Niaspan® were approximately \$416 million at the time of the settlement and approximately \$1.1 billion at the time Teva launched its generic version of Niaspan® in September 2013.

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Since January 2014, numerous lawsuits have been filed in the U.S. District Court for the Southern District of New York by purported classes of end-payers for, and direct-purchasers of, Actos[®] and Actoplus Met[®] (pioglitazone and pioglitazone plus metformin) against Takeda, the innovator, and several generic manufacturers, including Teva, Actavis and Watson Pharmaceuticals, Inc. (“Watson”). The lawsuits allege, among other things, that the settlement agreements between Takeda and the generic manufacturers violated the antitrust laws. The court dismissed the end-payers’ lawsuits against all defendants in September 2015. On February 8, 2017, the Court of Appeals for the Second Circuit affirmed the dismissal in part and vacated and remanded the dismissal in part with respect to the claims against Takeda. On October 8, 2019, the district court dismissed, with prejudice, the direct purchasers’ claims against the generic manufacturers, including Teva, Actavis, and Watson. At the time of Teva’s settlement, annual sales of Actos[®] and Actoplus Met[®] were approximately \$3.7 billion and approximately \$500 million, respectively. At the time Teva launched its authorized generic version of Actos[®] and Actoplus Met[®] in August 2012, annual sales of Actos[®] and Actoplus Met[®] were approximately \$2.8 billion and approximately \$430 million, respectively.

Putative classes of direct-purchaser and end-payer plaintiffs have filed antitrust lawsuits (which have since been coordinated in federal court in Delaware) against Amgen and Teva alleging that the settlement agreement between Amgen and Teva dated January 2, 2019, resolving patent litigation over cinacalcet (generic Sensipar[®]), violated antitrust laws. In June 2023, the U.S. Court of Appeals for the Third Circuit granted Teva’s petition for interlocutory appellate review of the trial court’s partial denial of Teva’s motion to dismiss, and the appeal remains pending. In January 2024, Teva entered into private settlements pursuant to which the named end-payer plaintiffs, the named direct-payer plaintiffs, and certain other members of the putative class of direct payer plaintiffs agreed to dismiss all of their claims with prejudice, bringing the proceedings against Teva to an end. Annual sales of Sensipar[®] in the United States were approximately \$1.4 billion at the time Teva launched its generic version of Sensipar[®] in December 2018, and at the time of the January 2, 2019 settlement.

In August 2019, certain direct-purchaser plaintiffs filed claims in federal court in Philadelphia against Teva and its affiliates alleging that the September 2006 patent litigation settlement relating to AndroGel[®] 1% (testosterone gel) between Watson, from which Teva later acquired certain assets and liabilities, and Solvay Pharmaceuticals, Inc. (“Solvay”) violated antitrust laws. Annual sales of AndroGel[®] 1% were approximately \$350 million at the time of the earlier Watson/Solvay settlement and approximately \$140 million at the time Actavis launched its generic version of AndroGel[®] 1% in November 2015. A provision for this matter was previously included in the financial statements.

Between September 1, 2020 and December 20, 2020, plaintiffs purporting to represent putative classes of direct and indirect purchasers and opt-out retailer purchasers of Bystolic[®] (nebivolol hydrochloride) filed complaints in the U.S. District Court for the Southern District of New York against several generic manufacturers, including Teva, Actavis, and Watson, alleging, among other things, that the settlement agreements these generic manufacturers entered into with Forest Laboratories, Inc., the innovator, to resolve patent litigation over Bystolic[®] violated the antitrust laws. The cases were coordinated and on February 21, 2023, the court granted defendants’ motion to dismiss all claims in the second amended complaints with prejudice. Plaintiffs have filed an appeal in the U.S. Court of Appeals for the Second Circuit, which is pending. Annual sales of Bystolic[®] in the United States were approximately \$700 million at the time of Watson’s 2013 settlement with Forest.

In February 2021, the State of New Mexico filed a lawsuit against Teva and certain other defendants related to various medicines used to treat HIV (the “New Mexico litigation”). Between September 2021 and April 2022, several private plaintiffs including retailers and health insurance providers filed similar claims in various courts, which were all removed and/or consolidated into the U.S. District Court for the Northern District of California (the “California litigation”). As they relate to Teva, the lawsuits challenge settlement agreements Teva entered

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into with Gilead in 2013 and/or 2014 to resolve patent litigation relating to Teva's generic versions of Viread[®] and/or Truvada[®] and Atripla[®], although plaintiffs in the California litigation abandoned any claim for damages relating to the Viread[®] settlement. In May 2023, Teva and Gilead reached a settlement agreement with the retailer plaintiffs in the California litigation and Teva recognized a provision for this matter based on such settlement. A trial was held against the remaining plaintiffs in the California litigation, and on June 30, 2023, the jury issued a verdict in favor of Teva and Gilead, rejecting all of the remaining plaintiffs' claims. On November 1, 2023, plaintiffs' motion for a new trial was denied. In the New Mexico litigation, in response to Teva's petition for a writ of certiorari regarding Teva's motion to dismiss the complaint, the New Mexico Supreme Court remanded the litigation on July 6, 2023 to the trial court for limited discovery and for further proceedings on the issue of whether the trial court may exercise specific personal jurisdiction over Teva. Annual sales in the United States at the time of the settlement of Viread[®], Truvada[®] and Atripla[®] were approximately \$582 million, \$2.4 billion, and \$2.9 billion, respectively. Annual sales in the United States at the time Teva launched its generic version of Viread[®] in 2017, Truvada[®] in 2020 and Atripla[®] in 2020 were approximately \$728 million, \$2.1 billion and \$444 million, respectively.

In March 2021, the European Commission opened a formal antitrust investigation to assess whether Teva may have abused a dominant position by delaying the market entry and uptake of medicines that compete with COPAXONE. On October 10, 2022, the European Commission issued a Statement of Objections, which sets forth its preliminary allegations that Teva had engaged in anti-competitive practices. Teva responded in writing to the Statement of Objections on February 8, 2023 and orally at a hearing on March 23, 2023. The European Commission issued further Requests for Information, to which Teva is responding. Annual sales of COPAXONE in the European Economic Area in 2021 were approximately \$373 million.

On June 29, 2021, Mylan Pharmaceuticals ("Mylan") filed claims against Teva in the U.S. District Court for the District of New Jersey. On March 11, 2022 and March 15, 2022, purported purchasers of COPAXONE filed claims against Teva in the U.S. District Court for the District of New Jersey on behalf of themselves and similarly situated direct and indirect purchasers of COPAXONE. On August 22, 2022, additional purported purchasers of COPAXONE sued Teva in the U.S. District Court for the District of Vermont on behalf of themselves and similarly situated indirect purchasers of COPAXONE. The complaints variously assert claims for alleged violations of the Lanham Act, state and federal unfair competition and monopolization laws, tortious interference, trade libel, and a violation of the Racketeer Influenced and Corrupt Organizations Act ("RICO Act"). Additionally, plaintiffs claim Teva was involved in an unlawful scheme to delay and hinder generic competition concerning COPAXONE sales. Plaintiffs seek damages for lost profits and expenses, disgorgement, restitution, treble damages, attorneys' fees and costs, and injunctive relief. Teva moved to dismiss all of the complaints, and on January 22, 2024, Teva's motion to dismiss the complaint in the District of Vermont was granted as to certain state law claims but was otherwise denied. Decisions on Teva's remaining motions to dismiss are pending.

On July 15, 2021, the U.K. Competition and Markets Authority ("CMA") issued a decision imposing fines for breaches of U.K. competition law by Allergan, Actavis UK, Auden Mckenzie and a number of other companies in connection with the supply of 10mg and 20mg hydrocortisone tablets in the U.K. The decision combines the CMA's three prior investigations into the supply of hydrocortisone tablets in the U.K., as well as the CMA's subsequent investigation relating to an anti-competitive agreement with Waymade. On January 9, 2017, Teva completed the sale of Actavis UK to Accord Healthcare Limited, in connection with which Teva will indemnify Accord Healthcare for potential fines imposed by the CMA and/or damages awarded by a court against Actavis UK in relation to two of the three statements of objection from the CMA (dated December 16, 2016 and March 3, 2017), and resulting from conduct prior to the closing date of the sale. In addition, Teva agreed to indemnify Allergan against losses arising from this matter in the event of any such fines or damages. On October 6, 2021, Accord UK (previously Actavis UK) and Auden Mckenzie appealed the CMA's decision.

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The hearing for the appeal concluded in the first quarter of 2023, with a partial judgment handed down on September 18, 2023. That partial judgment will be made operative by the remaining portion of the judgment, which is expected in the first half of 2024. A provision for the estimated exposure for Teva related to the fines and/or damages has been recorded in the financial statements.

In August 2021, a plaintiff purporting to represent a class of direct purchasers filed a putative class action suit in the U.S. District Court for the Eastern District of Pennsylvania against Takeda and several generic manufacturers, including Watson and Teva, alleging violations of the antitrust laws in connection with their settlement of patent litigation involving colchicine tablets (generic Colcrys®), entered into in January 2016. Plaintiff claimed that the settlement was part of a conspiracy among Takeda and the generic manufacturers to unlawfully restrict output of colchicine by delaying generic entry. On September 5, 2023, Teva and the direct purchaser plaintiffs settled the case, pursuant to which the direct purchaser plaintiffs dismissed all claims against Teva with prejudice. In November 2023, a group of plaintiffs purporting to represent a class of end-payors filed a putative class action suit in the U.S. District Court for the Southern District of New York against Takeda and several generic manufacturers, including Watson and Teva, asserting similar allegations as those previously brought by the direct purchaser plaintiffs. The end-payor litigation is in preliminary stages. Annual sales of Colcrys® in the United States were approximately \$187 million at the time of the patent settlement.

In November 2022, two complaints filed by plaintiffs purporting to represent retailer purchasers and a putative class of end-payor purchasers were filed in the U.S. District Court for the District of New Jersey against Teva and its marketing partner, Natco Pharma Limited (“Natco”), alleging violations of the antitrust laws in connection with their December 2015 settlement of patent litigation with Celgene Corporation (which was subsequently acquired by BMS) involving the drug Revlimid® (lenalidomide). The complaints also name Celgene and BMS as defendants. On January 24, 2023, the complaints were consolidated for pre-trial purposes only with an earlier-filed, already consolidated Insurer Opt-Out Action filed against BMS and Celgene. On February 16, 2023, plaintiffs filed amended complaints adding additional plaintiffs. On May 16, 2023, Teva and Natco, along with Celgene, moved to dismiss the complaints against them, and those motions remain pending while discovery is ongoing. Additionally, on October 6, 2023, two individual payor plaintiffs brought claims similar to those described above in the U.S. District Court for the Northern District of California. Annual sales of Revlimid® in the United States were approximately \$3.5 billion at the time of the settlement.

On December 2, 2022, plaintiffs purporting to represent putative classes of indirect purchasers of EpiPen® (epinephrine injection) and NUVIGIL® (armodafinil) filed a complaint in the U.S. District Court for the District of Kansas against Teva, Cephalon, and a former Teva executive. Teva owns the New Drug Application (“NDA”) for NUVIGIL and sold the brand product, for which generic entry occurred in 2016. Teva filed an ANDA to sell generic EpiPen®, which Teva launched in 2018, following receipt of FDA approval. The complaint alleges, among other things, that the defendants violated federal antitrust laws, the RICO Act, and various state laws in connection with settlements resolving patent litigation relating to those products. Plaintiffs seek injunctive relief, compensatory and punitive damages, interest, attorneys’ fees and costs. On September 26, 2023, plaintiffs filed a brief in opposition to Teva’s motion to dismiss the amended complaint, in which plaintiffs stated an intent to narrow the case by dismissing all claims related to the alleged delay of generic EpiPen®, thus limiting their claims to those relating to the alleged delay of generic NUVIGIL. A decision on Teva’s motion to dismiss remains pending. Annual sales of NUVIGIL in the United States were approximately \$300 million at the time Teva entered into the first settlement with an ANDA filer in 2012; annual sales of EpiPen® in the United States were approximately \$600 million at the time Teva entered into its settlement agreement for that product in 2012.

In May 2023, certain end-payor plaintiffs filed putative class action complaints in the U.S. District Court for the District of Massachusetts against Teva and a number of its affiliates, alleging that Teva engaged in anticompetitive conduct to suppress generic competition to its branded QVAR asthma inhalers in violation of

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state and federal antitrust laws and state consumer protection laws. Teva moved to dismiss these claims on October 18, 2023, and that motion remains pending.

Government Investigations and Litigation Relating to Pricing and Marketing

Teva is involved in government investigations and litigation arising from the marketing and promotion of its pharmaceutical products in the United States.

In 2015 and 2016, Actavis and Teva USA each respectively received subpoenas from the U.S. Department of Justice (“DOJ”) Antitrust Division seeking documents and other information relating to the marketing and pricing of certain Teva USA generic products and communications with competitors about such products. On August 25, 2020, a federal grand jury in the Eastern District of Pennsylvania returned a three-count indictment charging Teva USA with criminal felony Sherman Act violations. The indictment alleged that Teva USA had participated in three separate conspiracies with other generic drug manufacturers to maintain and fix prices, allocate customers, and other alleged antitrust offenses concerning the sale of generic drugs. The indictment identified the following generic drugs: pravastatin, carbamazepine, clotrimazole, etodolac (IR and ER), flucinonide (cream, e-cream, gel, and ointment), warfarin, nadolol, temozolomide, and tobramycin. On August 21, 2023, Teva USA entered into a 3-year deferred prosecution agreement (“DPA”) with the DOJ. Under the terms of the DPA, Teva USA: (i) admitted to violating the antitrust laws by agreeing with competitors, in three instances between 2013 and 2015 involving three separate customers, not to bid on an opportunity to supply a customer with a particular generic product (in the first instance pravastatin, in the second clotrimazole, and in the third tobramycin); (ii) agreed to divest the pravastatin that it sells in the United States to a third-party buyer; (iii) agreed to donate \$50 million worth of clotrimazole and tobramycin, valued at wholesale acquisition cost (“WAC”), to humanitarian organizations over five years; and (iv) agreed to pay a fine in the amount of \$225 million over 5 years, with \$22.5 million due each year from 2024 through 2027, and \$135 million due in 2028. Teva recognized a provision for the resolution of this case.

In May 2018, Teva received a civil investigative demand from the DOJ Civil Division pursuant to the federal False Claims Act, seeking documents and information produced since January 1, 2009 relevant to the Civil Division’s investigation concerning allegations that generic pharmaceutical manufacturers, including Teva, engaged in market allocation and price-fixing agreements, paid illegal remuneration, and caused false claims to be submitted in violation of the False Claims Act. An adverse resolution of this matter may include fines, penalties, financial forfeiture and compliance conditions.

In 2015 and 2016, Actavis and Teva USA each respectively received a subpoena from the Connecticut Attorney General seeking documents and other information relating to potential state antitrust law violations. On December 15, 2016, a civil action was brought by the attorneys general of twenty states against Teva USA and several other companies asserting claims under federal antitrust law alleging price fixing of generic products in the United States, which was subsequently amended to include 49 states, as well as the District of Columbia and Puerto Rico as plaintiffs, and to add new allegations and state law claims against both Actavis and Teva. On May 10, 2019, most (though not all) of these attorneys general filed another antitrust complaint against Actavis, Teva and other companies and individuals, which was subsequently amended on November 1, 2019, alleging that Teva was at the center of a conspiracy in the generic pharmaceutical industry and asserting that Teva and others fixed prices, rigged bids, and allocated customers and market share with respect to certain products. On June 10, 2020, most, but not all, of the same states, with the addition of the U.S. Virgin Islands, filed a third complaint in the U.S. District Court for the District of Connecticut naming, among other defendants, Actavis, in a similar complaint relating to dermatological generics products, and that complaint was later amended to, among other things, add California as a plaintiff.

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In the various complaints described above, which also include claims against certain former employees of Actavis and Teva USA, the states seek a finding that the defendants' actions violated federal antitrust law and state antitrust and consumer protection laws, as well as injunctive relief, disgorgement, damages on behalf of various state and governmental entities and consumers, civil penalties and costs. All such complaints were transferred to the generic drug multidistrict litigation in the Eastern District of Pennsylvania ("Pennsylvania MDL"). On May 7, 2021, the Court chose the attorneys' general third complaint filed on June 10, 2020, as subsequently amended, to serve as a bellwether complaint in the Pennsylvania MDL, along with certain complaints filed by private plaintiffs. The schedule set by the Court to govern the bellwether cases does not include trial dates, but provides for the parties to complete briefing on motions for summary judgment in the third quarter of 2024. On June 7, 2022, the Court dismissed the attorneys' general claims for monetary relief under federal law, concluding that the federal statute under which the attorneys general brought suit authorizes injunctive relief only. However, the attorneys general have pending claims for monetary relief under state law. On February 27, 2023, the Court largely denied defendants' motions to dismiss the federal claims asserted by the attorneys general in their bellwether complaint. Another motion to dismiss related to the state law claims asserted by the attorneys general in their bellwether complaint remains pending. The attorneys general have also moved for their complaints to be remanded to the U.S. District Court for the District of Connecticut, and that motion remains pending.

Teva has settled with the states of Mississippi (in June 2021), Louisiana (in March 2022), Georgia (in September 2022), Arkansas (in October 2022), Florida (in February 2023), and Kentucky (in June 2023). Teva paid each state an amount proportional to its share of the national population (approximately \$1,000,000 for each 1% share of the national population), and the states have dismissed their claims against Actavis and Teva USA, as well as certain former employees of Actavis and Teva USA, pursuant to these settlements. These settlements, in addition to the status of ongoing negotiations with several other U.S. state attorneys general to settle on comparable terms, caused management to consider settlement of the claims filed by the remaining attorneys general to be probable, and management recorded an estimated provision in the third quarter of 2022. The States of Alabama (in March 2022) and Hawaii (in August 2023) and the territories of American Samoa (in July 2020) and Guam (in February 2023) have all voluntarily dismissed all of their claims in the litigation against Actavis and Teva USA. The dismissals by Alabama, Hawaii and Guam were with prejudice and the dismissal by American Samoa was without prejudice.

Beginning on March 2, 2016, and continuing through July 2023, numerous complaints have been filed in the United States on behalf of putative classes of direct and indirect purchasers of several generic drug products, as well as several individual direct and indirect purchaser opt-out plaintiffs, including most recently an opt-out complaint filed by approximately 150 hospitals and pharmacies on July 1, 2023. These complaints, which allege that the defendants engaged in conspiracies to fix prices and/or allocate market share of generic products have been brought against various manufacturer defendants, including Teva USA and Actavis. The plaintiffs generally seek injunctive relief and damages under federal antitrust law, and damages under various state laws. From 2019 to 2021, certain individual plaintiffs commenced civil actions in the Pennsylvania Court of Common Pleas of Philadelphia County against many of the defendants in the Pennsylvania MDL, including Teva and Actavis, but no complaints have been filed in the actions and each of the three cases have been placed in deferred status. Certain counties in New York and Texas have also commenced civil actions against many of the defendants in the Pennsylvania MDL, including Teva and Actavis, and the complaints have been transferred to the Pennsylvania MDL. There is also one similar complaint brought in Canada, which is in its early stages and alleges that the defendants engaged in conspiracies to fix prices and/or allocate market share of generic drug products to the detriment of a class of private payors.

In March 2017, Teva received a subpoena from the U.S. Attorney's office in Boston, Massachusetts requesting documents related to Teva's donations to patient assistance programs. In August 2020, the U.S.

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Attorney's office in Boston, Massachusetts brought a civil action in the U.S. District Court for the District of Massachusetts alleging causes of action under the federal False Claims Act and for unjust enrichment (the "DOJ PAP Complaint"). It is alleged that Teva's donations to certain 501(c)(3) charities that provided financial assistance to multiple sclerosis patients violated the Anti-Kickback Statute. On April 24, 2023, both parties filed summary judgment motions, and on July 14, 2023 the court denied Teva's motion and granted the DOJ's motion, adopting the DOJ's positions on materiality, causation, and damages. Under that ruling, if the DOJ can prove that any specific claim for reimbursement resulted from an illegal kickback, then the DOJ will be entitled to recover the full amount of that claim as damages. The DOJ is seeking a maximum of over \$1 billion in damages, which would automatically be trebled in the event of an adverse verdict, and Teva would also be subject to mandatory statutory penalties for each false claim, the amount of which (potentially billions of U.S. dollars in additional penalties, at the high end) will be determined by the court within a statutory range. On August 14, 2023, the district court granted Teva's motion to certify the summary judgment ruling for an immediate appeal and stayed the trial that was scheduled to start in September 2023, while Teva seeks an appeal as to the causation standard that should govern the case. On August 24, 2023, Teva filed a petition to appeal the summary judgment ruling with the First Circuit Court of Appeals, which was granted on November 17, 2023. In the third quarter of 2023, Teva updated its provision based on its offer to settle this matter. Additionally, on January 8, 2021, Humana, Inc. ("Humana") filed an action against Teva in the U.S. District Court for the Middle District of Florida based on the allegations raised in the DOJ PAP Complaint. Teva's motion to dismiss Humana's claims was denied as moot in May 2023 in light of the amended complaint filed by Humana in May 2023. In June 2023, Teva filed a joint motion to dismiss, together with co-defendant Advanced Care Scripts, Inc., on the grounds that Humana lacks standing to assert RICO claims and the claims are time-barred and/or insufficiently pled, and that motion remains pending. On November 17, 2022, United Healthcare also filed an action against Teva in the U.S. District Court for the District of New Jersey based on the conduct alleged in the DOJ PAP Complaint, which Teva moved to dismiss on March 10, 2023, and that motion was denied without prejudice on November 28, 2023 in anticipation of United Healthcare filing an amended complaint.

In April 2021, a city and county in Washington filed claims against Teva in the U.S. District Court for the Western District of Washington for alleged violations of the RICO Act, Washington's Consumer Protection Act, and unjust enrichment concerning Teva's sale of COPAXONE. Plaintiffs purport to represent a nationwide class of health plans and a subclass of Washington-based health plans that purchased and/or reimbursed health plan members for COPAXONE. Plaintiffs allege that Teva engaged in several fraudulent schemes that resulted in plaintiffs and the putative class members purchasing and/or reimbursing plan members for additional prescriptions of COPAXONE and/or at inflated COPAXONE prices. Plaintiffs seek treble damages for the excess reimbursements and inflated costs, as well as injunctive relief. On November 17, 2021, Teva moved to dismiss the suit, on the grounds that plaintiffs' claims are barred by the applicable statutes of limitations and the direct purchaser rule, suffer from jurisdictional defects, and fail to plausibly allege fraud or other elements of their claims. On March 9, 2023, the court held a hearing on the motion to dismiss, and a decision remains pending.

On December 1, 2022, Teva received a civil subpoena from the U.S. Attorney's office in Boston, Massachusetts requesting certain documents related to the sale and marketing of AUSTEDO and risperidone LAI. Teva is cooperating with the request for documents.

Opioids Litigation

Since May 2014, more than 3,500 complaints have been filed with respect to opioid sales and distribution against various Teva affiliates, along with several other pharmaceutical companies, by a number of cities, counties, states, other governmental agencies, tribes and private plaintiffs (including various putative class actions of individuals) in both state and federal courts. The vast majority of these cases have been resolved. The

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remaining, non-settled cases include a political subdivision case brought by the City of Baltimore and those brought by third party payers, both as individual cases and as class actions. The majority of the remaining cases are consolidated in the multidistrict litigation in the Northern District of Ohio (the “MDL Opioid Proceeding”). These cases assert claims under similar provisions of different state laws and generally allege that the defendants engaged in improper marketing and distribution of opioids, including ACTIQ® and FENTORA®. The complaints also assert claims related to Teva’s generic opioid products.

In addition, over 950 personal injury plaintiffs, including various putative class actions of individuals, have asserted personal injury and wrongful death claims in over 600 complaints, nearly all of which are consolidated in the MDL Opioid Proceeding. Furthermore, approximately 100 personal injury complaints have named Anda, Inc. (and other distributors and manufacturers) alleging that Anda failed to develop and implement systems sufficient to identify suspicious orders of opioid products and prevent the abuse and diversion of such products to individuals who used them for other than legitimate medical purposes. Plaintiffs seek a variety of remedies, including restitution, civil penalties, disgorgement of profits, treble damages, attorneys’ fees and injunctive relief. Certain plaintiffs assert that the measure of damages is the entirety of the costs associated with addressing the abuse of opioids and opioid addiction and certain plaintiffs specify multiple billions of dollars in the aggregate as alleged damages. The individual personal injury plaintiffs further seek non-economic damages. In many of these cases, plaintiffs are seeking joint and several damages among all defendants.

In July 2022, Teva, the working group of States’ Attorneys General (the “Working Group”), the Multi-District Litigation Plaintiffs’ Executive Committee (“PEC”), and counsel for Native American tribes (“Tribes”) reached an agreement in principle on the financial terms of nationwide settlements similar in structure to the nationwide settlements of other defendants that were announced in July 2021. During the third quarter of 2022, Teva and Allergan resolved their dispute with respect to Teva’s indemnification obligations. In November 2022, Teva, Allergan, the Working Group and PEC, and representatives for the Tribes, finalized the terms of their respective proposed opioids nationwide settlement agreements. In January 2023, Teva confirmed participation from all states except Nevada, and decided to move forward with the participation process of the subdivisions. In February 2023, Teva and the Tribes finalized their opioids settlement with participation from 100% of the Tribes.

In June 2023, Teva finalized and fully resolved its nationwide settlement agreement with the states and 99% of litigating subdivisions. Under the financial terms of the nationwide settlement agreement with the states and subdivisions, Teva will pay up to \$4.25 billion (including the already settled cases), spread over 13 years. This total includes the supply of up to \$1.2 billion of Teva’s generic version of Narcan® (naloxone hydrochloride nasal spray), valued at wholesale acquisition cost, over 10 years or cash at 20% of the wholesale acquisition cost (\$240 million) in lieu of product. In June 2023, Teva reached a separate settlement with the remaining state, Nevada. Under the terms of the Nevada settlement, Teva will pay Nevada \$193 million over 20 years, including all fees and costs.

Teva has now settled with all 50 U.S. states and the Tribes. Teva’s estimated cash payments between 2023 and 2027 for all opioids settlements are: \$424 million paid in 2023, \$418 million payable in 2024; \$364 million payable in 2025; \$368 million payable in 2026; and \$368 million payable in 2027. These payments are subject to change based on various factors including, but not limited to, timing of payments, most favored nations clauses associated with prior settlements, and the states’ elections to take Teva’s generic version of Narcan® (naloxone hydrochloride nasal spray). The remaining payments, subject to adjustments, will be paid beyond 2028.

Various Teva affiliates, along with several other pharmaceutical companies, were named as defendants in opioids cases initiated by approximately 500 U.S. hospitals and other healthcare providers asserting opioid-related claims, including public nuisance. Specifically, the lawsuits brought by the hospitals allege that they have incurred financial harm in the form of what they claimed to be increased operating costs for treating patients

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whose underlying illnesses are purportedly exacerbated or complicated by opioid addiction. In July 2023, Teva and the representatives for acute care hospitals reached an agreement in principle on the financial terms of a national settlement. Under the financial terms of the proposed national settlement agreement, Teva will pay up to \$126 million in cash, spread over 18 years, and supply up to \$49 million of Teva's generic version of Narcan[®] (naloxone hydrochloride nasal spray), valued at wholesale acquisition cost, over 7 years. Teva's proposed settlement agreement with the acute care hospitals and health systems is contingent upon Teva's satisfaction, in the exercise of its sole discretion, with the level of participation by acute care hospitals and health care systems in the proposed settlement agreement.

In light of the nationwide settlement agreement between Teva and the States' Attorneys General and their subdivisions, Teva's indemnification obligations arising from Teva's acquisition of the Actavis Generics business for opioid-related claims, prior settlements reached with Louisiana, Texas, Rhode Island, Florida, San Francisco, West Virginia, New York, the Tribes, and Nevada, the agreement in principle with the hospitals discussed above, as well as an estimate for a number of items including, but not limited to, costs associated with administering injunctive terms, and most favored nations clauses associated with prior settlements, the Company has recorded a provision. The provision is a reasonable estimate of the ultimate costs for Teva's opioids settlements, after discounting payments to their net present value. Opioid-related lawsuits brought against Teva by the City of Baltimore, Maryland and dozens of third-party payers, such as unions and welfare funds, remain pending, with the Baltimore trial scheduled to commence in September 2024. A reasonable upper end of a range of loss cannot be determined for the entirety of the remaining opioid-related cases. An adverse resolution of any of these lawsuits or investigations may involve large monetary penalties, damages, and/or other forms of monetary and non-monetary relief and could have a material and adverse effect on Teva's reputation, business, results of operations and cash flows.

In addition, Teva, certain of its subsidiaries and other defendants, are defending claims and putative class action lawsuits in Canada related to the manufacture, sale, marketing and distribution of opioid medications. The lawsuits include a claim by the Province of British Columbia on behalf of itself and a putative class of other federal and provincial governments, and claims of municipalities, First Nations, and persons who used opioids on behalf of themselves and putative classes. These cases are in early stages. In November and December 2023, the British Columbia Supreme Court held a hearing regarding preliminary motions, including plaintiffs' certification motion, which remain pending.

Shareholder Litigation

On November 6, 2016 and December 27, 2016, two putative securities class actions were filed in the U.S. District Court for the Central District of California against Teva and certain of its current and former officers and directors. Those lawsuits subsequently were consolidated and transferred to the U.S. District Court for the District of Connecticut (the "Ontario Teachers Securities Litigation"). On December 13, 2019, the lead plaintiff filed an amended complaint, purportedly on behalf of purchasers of Teva's securities between February 6, 2014 and May 10, 2019, asserting that Teva and certain of its current and former officers and directors violated federal securities and common laws in connection with Teva's alleged failure to disclose pricing strategies for various drugs in its generic drug portfolio and by making allegedly false or misleading statements in certain offering materials. From July 2017 to June 2019, other putative securities class actions were filed in other federal courts based on similar allegations and claims, and were transferred to the U.S. District Court for the District of Connecticut. Between August 2017 and January 2022, twenty-three complaints were filed against Teva and certain of its current and former officers and directors on behalf of plaintiffs in various forums across the country, but many of those plaintiffs "opted-out" of the Ontario Teachers Securities Litigation. On March 10, 2020, the Court consolidated the Ontario Teachers Securities Litigation with all of the above-referenced putative class actions for all purposes and the "opt-out" cases for pretrial purposes. On January 18, 2022, Teva entered

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into a settlement in the Ontario Teachers Securities Litigation for \$420 million, which received final approval from the court on June 2, 2022. The vast majority of the total settlement amount was covered by the Company's insurance carriers, with a small portion contributed by Teva. Additionally, as part of the settlement, Teva admitted no liability and denied all allegations of wrongdoing. On January 22, 2021, the Court dismissed the "opt-out" plaintiffs' claims arising from statements made prior to the five-year statute of repose, but denied Teva's motion to dismiss their claims under Israeli laws. On May 24, 2021, Teva moved to dismiss a majority of the "opt-out" complaints on various other grounds, and on May 1, 2023, the Court granted in part and denied in part Teva's motions. Teva has settled several "opt-out" claims, but a number of opt-out cases remain outstanding. Teva also reached a settlement with shareholders who filed class actions in Israel with similar allegations to those raised in the Ontario Teachers Securities Litigation, which was approved by the court in Israel in November 2023.

On September 23, 2020, a putative securities class action was filed in the U.S. District Court for the Eastern District of Pennsylvania against Teva and certain of its former officers. On August 10, 2021, the lead plaintiff filed a corrected amended class action complaint, purportedly on behalf of persons who purchased or otherwise acquired Teva securities between October 29, 2015 and August 18, 2020. The corrected amended complaint alleges that Teva and certain of its current and former officers violated federal securities laws by allegedly making false and misleading statements regarding the commercial performance of COPAXONE, namely, by failing to disclose that Teva had allegedly caused the submission of false claims to Medicare through Teva's donations to bona fide independent charities that provide financial assistance to patients, which allegedly impacted COPAXONE's commercial success and the sustainability of its revenues and resulted in the DOJ PAP Complaint filed by the DOJ. The corrected amended complaint seeks unspecified damages and legal fees. On August 2, 2022, the court stayed all proceedings other than class certification proceedings pending the resolution of the DOJ PAP Complaint. On September 13, 2022, the plaintiff moved for class certification, which was granted by the court on November 3, 2023. On November 17, 2023, Teva filed a petition with the Third Circuit Court of Appeals for leave to appeal the class certification ruling, and that petition is pending. A motion to approve a securities class action was also filed in the Central District Court in Israel, which has been stayed pending the U.S. litigation, with similar allegations to those made in the above complaint filed in the U.S. District Court for the Eastern District of Pennsylvania.

Environmental Matters

Teva or its subsidiaries are party to a number of environmental proceedings, or have received claims, including under the federal Superfund law or other federal, provincial or state and local laws, imposing liability for alleged noncompliance, or for the investigation and remediation of releases of hazardous substances and for natural resource damages. Many of these proceedings and claims seek to require the generators of hazardous wastes disposed of at a third party-owned site, or the party responsible for a release of hazardous substances that impacted a site, to investigate and clean the site or to pay or reimburse others for such activities, including for oversight by governmental authorities and any related damages to natural resources. Teva or its subsidiaries have received claims, or been made a party to these proceedings, along with others, as an alleged generator of wastes that were disposed of or treated at third-party waste disposal sites, or as a result of an alleged release from one of Teva's facilities or former facilities.

Although liability among the responsible parties, under certain circumstances, may be joint and several, these proceedings are frequently resolved so that the allocation of clean-up and other costs among the parties reflects the relative contributions of the parties to the site conditions and takes into account other pertinent factors. Teva's potential liability varies greatly at each of the sites; for some sites the costs of the investigation, clean-up and natural resource damages have not yet been determined, and for others Teva's allocable share of liability has not been determined. At other sites, Teva has taken an active role in identifying those costs, to the

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extent they are identifiable and estimable, which do not include reductions for potential recoveries of clean-up costs from insurers, indemnitors, former site owners or operators or other potentially responsible parties. In addition, enforcement proceedings relating to alleged violations of federal, state, commonwealth or local requirements at some of Teva's facilities may result in the imposition of significant penalties (in amounts not expected to materially adversely affect Teva's results of operations) and the recovery of certain costs and natural resource damages, and may require that corrective actions and enhanced compliance measures be implemented.

Item 103 of Regulation S-K promulgated by the SEC requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions, unless the Company reasonably believes that the matter will result in no monetary sanctions, or in monetary sanctions, exclusive of interest and costs, of less than \$300,000. The following matter is disclosed in accordance with that requirement. On July 8, 2021, the National Green Tribunal Principal Bench, New Delhi, issued an order against Teva's subsidiary in India, Teva API India Private Limited, finding non-compliance with environmental laws and assessed a penalty of \$1.4 million. The Company disputed certain of the findings and the amount of the penalty and filed an appeal before the Supreme Court of India. On August 5, 2021, the Supreme Court of India admitted the appeal for hearing and granted an interim unconditional stay on the National Green Tribunal's order. The Company does not believe that the eventual outcome of such matter will have a material effect on its business.

Other Matters

On February 1, 2018, former shareholders of Ception Therapeutics, Inc., a company that was acquired by and merged into Cephalon in 2010, prior to Cephalon's acquisition by Teva, filed breach of contract and other related claims against the Company, Teva USA and Cephalon in the Delaware Court of Chancery. Among other things, the plaintiffs allege that Cephalon breached the terms of the 2010 Ception-Cephalon merger agreement by failing to exercise commercially reasonable efforts to develop and commercialize CINQAIR® (reslizumab) for the treatment of eosinophilic esophagitis ("EE"). The plaintiffs claim damages of at least \$200 million, an amount they allege is equivalent to the milestones payable to the former shareholders of Ception in the event Cephalon were to obtain regulatory approval for EE in the United States (\$150 million) and Europe (\$50 million). On December 28, 2018, following defendants' motion to dismiss the complaint, the court granted the motion in part and dismissed all of plaintiffs' claims, except for their claim against Cephalon for breach of contract. In November 2021, plaintiffs moved to amend their complaint to, among other things, reassert claims against the Company and Teva USA. However, on July 12, 2022, plaintiffs filed a new amended complaint that includes claims against Teva USA but not the Company, in exchange for Teva USA's agreement to guarantee any judgment entered against Cephalon in the litigation. A bench trial for this matter was held in September 2022, closing arguments were heard in November 2023, and a ruling is expected in 2024.

On March 15, 2022, The Scripps Research Institute ("Scripps") filed claims against Teva's subsidiary, Teva Pharmaceuticals International GmbH ("TPIG") in the U.S. District Court for the Southern District of California for alleged breach of a sublicense agreement between Scripps and Ivax Corporation ("Ivax") dated November 2000 ("Sublicense Agreement"), which Teva succeeded to upon its acquisition of Ivax. Scripps alleged that TPIG breached the Sublicense Agreement by failing to pay royalties on sales of cladribine in certain countries, and sought breach of contract damages for royalties allegedly due but not paid, as well as a declaratory judgment related to royalties due in the future. On August 10, 2023, the parties entered into a settlement agreement and stipulated to the dismissal of Scripps' claims with prejudice. Teva recognized a provision for the resolution of this case.

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Gain Contingencies

From time to time, Teva may directly or indirectly pursue claims against certain parties, including but not limited to patent infringement lawsuits against other pharmaceutical companies to protect its patent rights, as well as derivative actions brought on behalf of Teva. Teva recognizes gain contingencies from the defendants in such lawsuits when they are realized or when all related contingencies have been resolved. No gain has been recognized regarding the matters disclosed below, unless mentioned otherwise.

In October 2017, Teva filed a lawsuit in the U.S. District Court for the District of Massachusetts alleging that Eli Lilly & Co.’s (“Lilly”) marketing and sale of its galcanezumab product for the treatment of migraine infringes nine Teva patents, including three method of treatment patents and six composition of matter patents. Lilly then submitted inter partes review (“IPR”) petitions to the Patent Trial and Appeal Board (“PTAB”), challenging the validity of the nine Teva patents. The PTAB issued decisions upholding the three method of treatment patents but finding the six composition of matter patents invalid, which decisions were affirmed by the Court of Appeals for the Federal Circuit on August 16, 2021. A jury trial regarding the three method of treatment patents resulted in a verdict in Teva’s favor on November 9, 2022, in which the three method of treatment patents were determined to be valid and infringed by Lilly and Teva was awarded \$176.5 million in damages. On September 26, 2023, the U.S. District Court for the District of Massachusetts issued a decision that reversed the jury’s verdict and damages award, finding Teva’s method of treatment patents to be invalid. Teva is appealing this decision and filed a notice of appeal on October 24, 2023. On June 8, 2021, Teva filed a second lawsuit in the U.S. District Court for the District of Massachusetts alleging that Lilly’s marketing and sale of galcanezumab product infringes two patents related to the treatment of refractory migraine. This second litigation was stayed pending resolution of Lilly’s IPR petitions challenging the patentability of these two patents. On September 25, 2023, the PTAB issued its written decision for invalidating these two patents. On October 11, 2023, the PTAB issued its written decision invalidating a third patent also related to the treatment of refractory migraine based on another Lilly IPR petition. Teva did not appeal the PTAB decision, and on November 28, 2023, the patent litigation involving the refractory migraine patents was dismissed.

Motions to approve derivative actions seeking monetary damages against certain past and present directors and officers have been filed in Israeli Courts alleging negligence and recklessness, as well as motions for document disclosure prior to initiating derivative actions. Motions were filed with respect to several U.S. and EU settlement agreements, opioids, allegations related to the DOJ’s complaint regarding the COPAXONE patient assistance program in the U.S., and with respect to the COPAXONE European Commission’s investigation.

NOTE 13—Income taxes:

a. Income (loss) before income taxes:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	(U.S. \$ in millions)		
Parent Company and its Israeli subsidiaries	\$(767)	\$ (119)	\$126
Non-Israeli subsidiaries	<u>143</u>	<u>(3,044)</u>	<u>532</u>
	<u>\$(624)</u>	<u>\$(3,163)</u>	<u>\$658</u>

The financial data presented in the table above for the year ended December 31, 2022 have been revised as discussed in note 1b.

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b. Income taxes:

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
In Israel	\$(402)	\$ 33	\$124
Outside Israel	395	(676)	87
	\$ (7)	\$ (643)	\$211
Current	\$ 333	\$ 430	\$270
Deferred	(340)	(1,073)	(59)
	\$ (7)	\$ (643)	\$211
	2023	2022	2021
	(U.S. \$ in millions)		
Income (loss) before income taxes (***)	\$ (624)	\$(3,163)	\$ 658
Statutory tax rate in Israel	23%	23%	23%
Theoretical provision for income taxes (***)	\$ (144)	\$ (727)	\$ 151
Increase (decrease) in the provision for income taxes due to:			
The Parent Company and its Israeli subsidiaries - Tax benefits arising from net deferred taxes, resulting from intellectual property related integration plans, including carryforward losses	(272)	—	—
Tax benefits arising from reduced tax rates under benefit programs	14	15	(12)
Mainly nondeductible items and prior year tax	—	35	20
Non-Israeli subsidiaries, including impairments (*)	372	941	117
Worthless stock deduction (**).	—	(909)	—
Increase (decrease) in other uncertain tax positions - net	23	2	(65)
Effective consolidated income taxes (***)	\$ (7)	\$ (643)	\$ 211

* In 2023 and 2022, income before income taxes includes goodwill impairment in non-Israeli subsidiaries that did not have a corresponding tax effect.

** In 2022, one of Teva's U.S. subsidiaries was determined to be insolvent for tax purposes (i.e., its liabilities exceeded the fair market value of its assets), mainly in light of its accumulated operational losses. Consequently, Teva recognized on its 2022 tax return, a worthless stock deduction of approximately \$4.2 billion, with related tax benefit of approximately \$909 million.

*** The financial data presented in the tables above for the year ended December 31, 2022 have been revised as discussed in note 1b.

Teva's effective tax rate is the result of a variety of factors, including the geographic mix and type of products sold during the year, different effective tax rates applicable to non-Israeli subsidiaries that have tax rates different than Teva's average tax rates, net deferred tax benefits from intellectual property related integration plans, impairments, legal settlements, and interest expense disallowances. Such intellectual property related integration plans have been adopted to, among other things, address the global adoption of the OECD Pillar Two minimum effective corporate tax, commencing in 2024. Additionally, the effective tax rate includes adjustments to valuation allowances on deferred tax assets and adjustments to uncertain tax positions.

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c. Deferred income taxes:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Deferred tax assets (liabilities), net:		
Inventory related	\$ 76	\$ 125
Sales reserves and allowances	81	89
Provision for legal settlements	702	703
Intangible assets (*)	(118)	(567)
Carryforward losses and deductions and credits (**).	2,463	2,850
Property, plant and equipment	(225)	(238)
Deferred interest	799	800
Provisions for employee related obligations	80	82
Other (***)	357	138
	4,215	3,982
Valuation allowance—in respect of carryforward losses and deductions that may not be utilized	(3,009)	(3,072)
	\$ 1,206	\$ 910

(*) The increase in deferred tax is mainly due to intellectual property related integration.

(**) The amounts are shown following a reduction for unrecognized tax benefits of \$2 million and \$1 million as of December 31, 2023 and 2022, respectively.

The amount as of December 31, 2023 represents the tax effect of gross carryforward losses and deductions with the following expirations: 2024-2025 \$50 million; 2026-2033 \$924 million; 2034 and thereafter \$291 million. The remaining balance—\$1,196 million—can be utilized with no expiration date.

(***) The amounts shown are primarily comprised of Capitalization of R&D Expenses. Other deferred income taxes presented in the table above as of December 31, 2022, have been revised as discussed in note 1b.

The deferred income taxes are reflected in the balance sheets among:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Long-term assets—deferred income taxes (*)	1,812	1,458
Long-term liabilities—deferred income taxes	(606)	(548)
	\$1,206	\$ 910

(*) Long-term assets—deferred income taxes presented in the tables above as of December 31, 2022, have been revised as discussed in note 1b.

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d. Uncertain tax positions:

The following table summarizes the activity of Teva’s gross unrecognized tax benefits:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	(U.S. \$ in millions)		
Balance at the beginning of the year	\$638	\$672	\$ 888
Increase (decrease) related to prior year tax positions, net	(1)	(46)	(106)
Increase related to current year tax positions	15	42	7
Decrease related to settlements with tax authorities and lapse of applicable statutes of limitations	(15)	(31)	(115)
Other	14	1	(2)
Balance at the end of the year	<u>\$651</u>	<u>\$638</u>	<u>\$ 672</u>

Uncertain tax positions, mainly of a long-term nature, include accrued potential penalties and interest of \$224 million, \$212 million and \$210 million as of December 31, 2023, 2022 and 2021, respectively. The total amount of interest and penalties reflected in the consolidated statements of income was a net increase of \$12 million, \$2 million and \$37 million for the years ended December 31, 2023, 2022 and 2021, respectively. Substantially all the above uncertain tax benefits, if recognized, would reduce Teva’s annual effective tax rate. Teva does not expect uncertain tax positions to change significantly over the next 12 months, except in the case of settlements with tax authorities or court decisions, the likelihood and timing of which is difficult to estimate.

e. Tax assessments:

Teva files income tax returns in various jurisdictions with varying statutes of limitations. Teva and its subsidiaries in Israel have received final tax assessments through tax year 2011.

The Israeli tax authorities (“ITA”) issued tax assessment decrees for 2008-2011, 2012 and 2013-2016, challenging the Company’s positions on several issues. Teva has protested the 2008-2011, 2012 and 2013-2016 decrees before the Central District Court in Israel. On April 17, 2023, the ITA issued a tax assessment for 2017-2020 challenging the Company’s positions on several issues, which the Company intends to challenge.

In October 2021, the Central District Court in Israel held in favor of the ITA with respect to 2008-2011 decrees. Teva appealed this decision to the Israeli Supreme Court and the appeal hearing is expected to begin in March 2024. On December 6, 2023, the Central District Court issued a partial judgment on the 2012-2016 decrees, to apply the court’s findings in the judgment for the 2008-2011 decrees on the overlapping issues. The case with respect to the other issues under dispute for the 2012-2016 decrees remains pending. The next court hearing is scheduled for September 18, 2024. The tax liability resulting from the October 2021 and the December 2023 Central District Court decisions, with respect to the decrees for 2008-2011 and 2012-2016 was approximately \$350 million, of which a portion has been paid during 2022 and 2023, with the remainder to be paid during 2024 and 2025.

Teva believes it has adequately provided for all of its uncertain tax positions, including those items currently under dispute, however, adverse results could be material.

In the U.S., Teva is subject to ongoing examination of its U.S. subsidiaries by federal and state tax authorities. The years 2015 to 2019 are open years, currently under IRS examination. Additionally, Teva is currently under examination by various state tax authorities for open years from 2014 to 2021. In addition to ongoing audits, Teva and its subsidiaries have tax years 2009 to 2014 that are in administrative suspense for one open matter, pending the outcome of the court cases discussed further below.

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Teva believes it has adequately provided for all uncertain tax positions for open years, and that any other adverse results of examinations or litigation would have an immaterial impact on the Company's financial statements.

Teva currently has a legal proceeding in the U.S. Tax Court, one on appeal to the Third Circuit, which has ruled favorably for another taxpayer on a substantially similar matter, and one on appeal to the U.S. District Court of Appeals for the Federal Circuit. Each dispute with the IRS addresses the question of whether certain legal fees incurred related to Abbreviated New Drug Applications ("ANDAs") were eligible to be deducted in the year incurred for tax purposes or were required to be amortized over longer periods under U.S. tax law. Teva received a favorable ruling in the Court of Federal Claims in August 2022, and the Department of Justice filed a notice of appeal in December 2022. The U.S. Tax Court case remains in the pre-trial phase. While Teva continues to vigorously defend itself in these cases, and believes it is more-likely-than-not to prevail, there is uncertainty in the outcome and an adverse ruling could materially affect the Company's financial statements.

Teva filed a claim seeking the refund of withholding taxes paid to the Indian tax authorities in 2012. Trial in this case is ongoing. A final and binding decision against Teva in this case may lead to an impairment in an amount up to \$126 million.

The Company's subsidiaries in Europe have received final tax assessments mainly through tax year 2015.

f. Basis of taxation:

The Company and its subsidiaries are subject to tax in many jurisdictions, and estimation is required in recording the assets and liabilities related to income taxes. The Company believes that its accruals for tax liabilities are adequate for all open years. The Company considers various factors in making these assessments, including past history, recent interpretations of tax law, and the specifics of each matter. Because tax regulations are subject to interpretation and tax litigation is inherently uncertain, these assessments can involve a series of complex judgments regarding future events.

An assessment of the tax that would have been payable had the Company's foreign subsidiaries distributed their income to the Company is not practicable because of the multiple levels of corporate ownership and multiple tax jurisdictions involved in each hypothetical dividend distribution.

Incentives Applicable until 2013

Under the incentives regime applicable to the Company until 2013, industrial projects of Teva and certain of its Israeli subsidiaries were eligible for "Approved Enterprise" status.

Most of the projects in Israel have been granted Approved Enterprise status under the "alternative" tax benefit track which offered tax exemption on undistributed income for a period of two to ten years, depending on the location of the enterprise. Upon distribution of such exempt income, the distributing company is subject to corporate tax at the rate ordinarily applicable to the Approved Enterprise's income.

Amendment 69 to the Investment Law

Pursuant to Amendment 69 to the Investment Law ("Amendment 69"), a company that elected by November 11, 2013 to pay a corporate tax rate as set forth in that amendment (rather than the tax rate applicable to Approved Enterprise income) with respect to undistributed exempt income accumulated by the company up until December 31, 2011 is entitled to distribute a dividend from such income without being required to pay

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additional corporate tax with respect to such dividend. A company that has so elected must make certain qualified investments in Israel over the five-year period commencing in 2013. Teva invested the entire required amount in 2013.

During 2013, Teva applied the provisions of Amendment 69 to certain exempt profits Teva accrued prior to 2012. Consequently, Teva paid \$577 million in corporate tax on exempt income of \$9.4 billion. Part of this income was distributed as dividends during 2013-2018, while the remainder is available to be distributed as dividends in future years with no additional corporate tax liability.

Incentives Applicable starting 2014: The Incentives Regime – Amendment 68 to the Investment Law

Under Amendment 68 to the Investment Law, which Teva started applying in 2014, upon an irrevocable election made by a company, a uniform corporate tax rate will apply to all qualifying industrial income of such company (“Preferred Enterprise”), as opposed to the previous law’s incentives, which were limited to income from Approved Enterprises during the benefits period. Under the law, when the election is made, the uniform tax rate for 2014 until 2016 was 9% in areas in Israel designated as Development Zone A and 16% elsewhere in Israel. The uniform tax rate for Development Zone A, as of January 1, 2017, is 7.5% (as part of changes enacted in Amendment 73, as described below). The profits of these “Preferred Enterprise” will be freely distributable as dividends, subject to a 20% or lower withholding tax, under an applicable tax treaty. Certain “Special Preferred Enterprises” that meet more stringent criteria (significant investment, R&D or employment thresholds) will enjoy further reduced tax rates of 5% in Zone A and 8% elsewhere. In order to be classified as a “Special Preferred Enterprises,” the approval of three governmental authorities in Israel is required.

The New Technological Enterprise Incentives Regime – Amendment 73 to the Investment Law

Since 2017, a portion of the Company’s taxable income in Israel is entitled to a preferred 6% tax rate under Amendment 73 to the Investment Law as it pertains to Special Preferred Technological Enterprises.

The new incentives regime applies to “Preferred Technological Enterprises” or “Special Preferred Technological Enterprises.” A “Preferred Technological Enterprise” is an enterprise that meet certain conditions, including, inter alia:

- Investment of at least 7% of income, or at least NIS 75 million (approximately \$22 million) in R&D activities; and
- One of the following:
 - a. At least 20% of the workforce (or at least 200 employees) are employed in R&D;
 - b. A venture capital investment approximately equivalent to at least \$2 million was previously made in the company; or
 - c. Growth in sales or workforce by an average of 25% over the three years preceding the tax year.

A “Special Preferred Technological Enterprise” is an enterprise that meets, inter alia conditions 1 and 2 above, and in addition has total annual consolidated revenues above NIS 10 billion (approximately \$2.9 billion).

Preferred Technological Enterprises are subject to a corporate tax rate of 7.5% on their income derived from intellectual property in areas in Israel designated as Zone A and 12% elsewhere, while Special Preferred Technological Enterprises are subject to 6% on such income. The withholding tax on dividends from these enterprises is 4% to foreign companies (or a lower rate under a tax treaty, if applicable).

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Income not eligible for Preferred Technological Enterprise benefits is taxed at the regular corporate tax rate, which is 23%, or the preferred tax rate, as the case may be.

The Parent Company and its Israeli subsidiaries elected to compute their taxable income in accordance with Income Tax Regulations (Rules for Accounting for Foreign Investors Companies and Certain Partnerships and Setting their Taxable Income), 1986. Accordingly, the taxable income or loss is calculated in U.S. dollars. Applying these regulations reduces the effect of U.S. dollar – NIS exchange rate on the Company's Israeli taxable income.

Non-Israeli subsidiaries are taxed according to the tax laws in their respective country of residence. Certain manufacturing subsidiaries operate in several jurisdictions outside Israel, some of which benefit from tax incentives such as reduced tax rates, investment tax credits and accelerated deductions.

The 2021 Budget Law

On November 15, 2021, the Israeli Parliament released its 2021-2022 Budget Law ("2021 Budget Law"). The 2021 Budget Law introduces a new dividend ordering rule that apportions every dividend between previously tax-exempt and previously taxed income. Consequently, distributions (including deemed distributions as per Section 51(h)/51B of the Investment Law) may entail additional corporate tax liability to the distributing company. The new dividend ordering rule may have an adverse effect on Teva's financial condition and results of operations in future years, as the Company still has tax-exempt profits in its retained earnings. Income taxes have not been recognized for amounts of tax-exempt income generated from the Company's current Approved Enterprises retained for reinvestment.

Pillar Two Taxation

The OECD introduced Base Erosion and Profit Shifting ("BEPS") Pillar Two rules that impose a global minimum tax rate of 15% for large multinational corporations. On December 12, 2022, the EU Council announced that EU member states had reached an agreement to implement the minimum taxation component of 15% of the OECD's reform of international taxation. Other countries have also enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. The OECD continues to release additional guidance and the Company is monitoring the new rules and country agreements. The Company is currently evaluating the potential impact on its consolidated financial statements and related disclosures and does not expect Pillar Two to have a material impact on its effective tax rate or consolidated financial statements in the foreseeable future.

NOTE 14—Equity:

a. Ordinary shares and ADSs

As of December 31, 2023 and 2022, Teva had approximately 1.2 billion ordinary shares issued. Teva ordinary shares are traded on the Tel-Aviv Stock Exchange and on the New York Stock Exchange, in the form of American Depositary Shares ("ADSs"), each of which represents one ordinary share.

b. Stock-based compensation plans

Stock-based compensation plans are comprised of stock options, RSUs, PSUs, and other equity-based awards to employees, officers, directors and consultants of the Company and its affiliates. The purpose of the

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Notes to Consolidated Financial Statements—(Continued)

plans is to (a) attract, retain, motivate, and reward such individuals, and (b) promote the creation of long-term value for shareholders of the Company by closely aligning the interests of such individuals with those of the shareholders.

On June 29, 2010, the Teva 2010 Long-Term Equity-Based Incentive Plan (“2010 Plan”) was approved by Teva’s shareholders, under which 70 million equivalent share units, including options exercisable into ordinary shares, RSUs and PSUs, were approved for grant. The 2010 Plan expired on June 28, 2015 (except with respect to awards outstanding on that date), and no additional awards under the 2010 Plan may be made.

On September 3, 2015, the Teva 2015 Long-Term Equity-Based Incentive Plan (“2015 Plan”) was approved by Teva’s shareholders, under which 43.7 million equivalent share units, including options exercisable into ordinary shares, RSUs and PSUs, were approved for grant.

On April 18, 2016, Teva’s shareholders approved an increase of an additional 33.3 million equivalent share units to the share reserve of the 2015 Plan, so that 77 million equivalent share units, including options exercisable into ordinary shares, RSUs and PSUs, were approved for grant.

On July 13, 2017, Teva’s shareholders approved an increase of an additional 65 million equivalent share units to the share reserve of the 2015 Plan, so that 142 million equivalent share units, including options exercisable into ordinary shares, RSUs and PSUs, were approved for grant.

The 2015 Plan expired on June 30, 2020 (except with respect to awards outstanding on that date), and no additional awards under the 2015 Plan may be made.

On June 11, 2020, the Teva 2020 Long-Term Equity-Based Incentive Plan (“2020 Plan”) was approved by Teva’s shareholders and became effective on July 1, 2020. Under the 2020 Plan, 68 million shares, including options exercisable into ordinary shares, RSUs and PSUs, were approved for grant.

As of December 31, 2023, 65.8 million shares remain available for future awards under the 2020 Plan.

In the past, Teva had various employee-stock and incentive plans under which stock options and other share-based awards were granted. Stock options and other share-based awards granted under such prior plans continue in accordance with the terms of the respective plans.

The vesting period of the outstanding options and RSUs is generally between 1 to 4 years from date of grant. The vesting period of PSUs is generally 3 years from date of grant. The rights of ordinary shares obtained from the exercise of options, RSUs or PSUs are identical to those of other ordinary shares of the Company. The contractual term of these options is primarily for ten years.

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Notes to Consolidated Financial Statements—(Continued)

Status of options

A summary of the status of the options granted by Teva as of December 31, 2023, 2022 and 2021, and changes during the years ended on those dates, is presented below (the number of options represents ordinary shares exercisable in respect thereof).

	Year ended December 31,					
	2023		2022		2021	
	Number (in thousands)	Weighted average exercise price	Number (in thousands)	Weighted average exercise price	Number (in thousands)	Weighted average exercise price
Balance outstanding at beginning of year	24,119	\$36.83	29,015	\$36.96	35,234	\$37.27
Changes during the year:						
Forfeited	(885)	34.65	(2,378)	33.77	(3,644)	36.09
Expired	(531)	37.57	(2,518)	41.26	(2,575)	42.40
Balance outstanding at end of year ..	<u>22,703</u>	36.89	<u>24,119</u>	36.83	<u>29,015</u>	36.96
Balance exercisable at end of year ..	<u>22,703</u>	36.89	<u>24,119</u>	36.83	<u>26,989</u>	38.30

No options were granted during 2023, 2022 and 2021.

The following table summarizes information as of December 31, 2023 regarding the number of ordinary shares issuable upon vested options:

Number of ordinary shares issuable upon exercise of vested options			
Range of exercise prices	Balance at end of period (in thousands)	Weighted average exercise price	Weighted average remaining life
	Number of shares	\$	Years
Lower than \$15.01	592	11.40	3.84
\$15.01 - \$25.00	7,374	18.95	4.14
\$25.01 - \$35.00	5,470	34.66	3.17
\$35.01 - \$45.00	61	37.97	2.78
\$45.01 - \$55.00	5,707	51.26	1.36
\$55.01 - \$65.00	3,500	59.04	1.34
Total	<u>22,703</u>	36.89	2.76

The aggregate intrinsic value represents the total pre-tax intrinsic value, based on the Company's closing stock price of \$10.44 on December 31, 2023, less the weighted average exercise price in each range. This represents the potential amount receivable by the option holders had all option holders exercised their options as of such date. As of December 31, 2023, there were no exercisable options that were in-the-money.

No options were exercised during 2023, 2022 and 2021.

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Notes to Consolidated Financial Statements—(Continued)

Status of non-vested RSUs and PSUs

The following table summarizes information about the number of RSUs and PSUs granted and outstanding:

	Year ended December 31,					
	2023		2022		2021	
	Number (in thousands)	Weighted average grant date fair value	Number (in thousands)	Weighted average grant date fair value	Number (in thousands)	Weighted average grant date fair value
Balance outstanding at beginning of year	32,302	\$ 9.11	24,412	\$11.58	20,720	\$13.81
Granted	16,608	9.77	18,755	7.42	12,748	10.42
Vested	(10,195)	10.28	(7,571)	13.02	(6,818)	15.60
Forfeited	(3,052)	9.81	(3,293)	9.81	(2,238)	12.18
Balance outstanding at end of year ..	<u>35,664</u>	9.07	<u>32,302</u>	9.11	<u>24,412</u>	11.58

The Company expenses compensation costs are based on the grant-date fair value. For the years ended December 31, 2023, 2022 and 2021, the Company recorded stock-based compensation costs as follows:

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
Employee stock options	\$—	\$ 2	\$ 16
RSUs and PSUs	121	122	103
Total stock-based compensation expense	121	124	119
Tax effect on stock-based compensation expense	11	9	12
Net effect	<u>\$110</u>	<u>\$115</u>	<u>\$107</u>

As of December 31, 2023, the total unrecognized compensation cost before tax on RSUs/PSUs amounted to \$192 million. The cost is expected to be recognized over a weighted average period of approximately 2.5 years. There were no unrecognized compensation costs related to employee stock options.

c. Dividends

Teva has not paid dividends on Teva ordinary shares or ADSs since December 2017.

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Notes to Consolidated Financial Statements—(Continued)

d. Accumulated other comprehensive loss

The components of accumulated other comprehensive loss attributable to Teva are presented in the table below:

	<u>Net Unrealized Gains/(Losses)</u>		<u>Benefit Plans</u>	<u>Total</u>
	<u>Foreign currency translation adjustments</u>	<u>Derivative financial instruments</u>	<u>Actuarial gains/(losses) and prior service (costs)/ credits</u>	
	(U.S. \$ in millions)			
Balance as of January 1, 2021	\$(1,919)	(363)	(117)	(2,399)
Other comprehensive income/(loss) before reclassifications	(386)	—	18	(368)
Amounts reclassified to the statements of income	—	39	18	57
Net other comprehensive income/(loss) before tax	(386)	39	36	(311)
Corresponding income tax	31	—	(4)	27
Net other comprehensive income/(loss) after tax*	(355)	39	32	(284)
Balance as of December 31, 2021	<u>(2,274)</u>	<u>(324)</u>	<u>(85)</u>	<u>(2,683)</u>
Other comprehensive income/(loss) before reclassifications	(223)	—	40	(183)
Amounts reclassified to the statements of income	—	29	27	56
Net other comprehensive income/(loss) before tax	(223)	29	67	(127)
Corresponding income tax	(17)	—	(10)	(27)
Net other comprehensive income/(loss) after tax*	(240)	29	57	(154)
Balance as of December 31, 2022	<u>(2,514)</u>	<u>(295)</u>	<u>(28)</u>	<u>(2,838)</u>
Other comprehensive income/(loss) before reclassifications	167	(1)	(17)	149
Amounts reclassified to the statements of income	—	30	(4)	26
Net other comprehensive income/(loss) before tax	167	29	(21)	175
Corresponding income tax	(37)	—	3	(34)
Net other comprehensive income/(loss) after tax*	130	29	(18)	141
Balance as of December 31, 2023	<u>\$(2,384)</u>	<u>\$(266)</u>	<u>\$ (46)</u>	<u>\$(2,697)</u>

* Amounts do not include foreign currency translation adjustments attributable to non-controlling interests of \$50 million loss in 2023, \$116 million loss in 2022 and \$107 million loss in 2021.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 15—Other asset impairments, restructuring and other items:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	(U.S. \$ in millions)		
Impairment of long-lived tangible assets ⁽¹⁾	\$ 28	\$ 47	\$160
Contingent consideration (see note 20) ⁽²⁾	548	261	7
Restructuring	111	146	133
Other	30	57	41
Total	<u><u>\$718</u></u>	<u><u>\$512</u></u>	<u><u>\$341</u></u>

(1) Including impairments related to exit and disposal activities.

(2) The contingent consideration presented in the tables above for the year ended December 31, 2022 have been revised as discussed in note 1b.

Impairments

Impairments of tangible assets for the years ended December 31, 2023, 2022 and 2021 were \$28 million, \$47 million and \$160 million, respectively. Impairments for the year ended December 31, 2023 were mainly related to certain assets in Europe and North America. Impairments for the year ended December 31, 2022 were mainly related to certain assets North America. Impairments for the year ended December 31, 2021 were mainly related to certain assets in Europe and North America.

Teva may record additional impairments in the future, to the extent it changes its plans on any given asset and/or the assumptions underlying such plans, as a result of its network consolidation activities and its “Pivot to Growth Strategy”.

Contingent consideration

In 2023, Teva recorded expenses of \$548 million for contingent consideration, compared to expenses of \$261 million in 2022 and \$7 million in 2021. Expenses in 2023 were mainly related to a change in the estimated future royalty payments to Allergan in connection with lenalidomide (generic equivalent of Revlimid®) and a change in the estimated future royalty payments to Eagle in connection with expected future bendamustine sales. Expenses in 2022, which were revised as discussed in note 1b, were mainly related to changes in the estimated future royalty payments to Allergan in connection with lenalidomide (generic equivalent of Revlimid®).

Restructuring

In 2023, Teva recorded \$111 million of restructuring expenses, compared to \$146 million in 2022 and \$133 million in 2021. Expenses in 2023 and 2022 were primarily related to network consolidation activities. Expenses in 2021 were primarily related to network consolidation activities and residual expenses of the restructuring plan announced in 2017.

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Notes to Consolidated Financial Statements—(Continued)

The following table provides the components of restructuring costs:

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
	(U.S. \$ in millions)		
Restructuring			
Employee termination	\$ 52	\$117	\$117
Other	59	29	16
Total	<u>\$111</u>	<u>\$146</u>	<u>\$133</u>

The following table provides the components of and changes in the Company's restructuring accruals:

	<u>Employee</u>	<u>Other</u>	<u>Total</u>
	<u>termination costs</u>		
	(U.S. \$ in millions)		
Balance as of January 1, 2021	\$(115)	\$ (7)	\$(122)
Provision	(117)	(16)	(133)
Utilization and other*	101	16	117
Balance as of December 31, 2021	<u>\$(131)</u>	<u>\$ (7)</u>	<u>\$(138)</u>
Provision	(117)	(29)	(146)
Utilization and other*	136	29	165
Balance as of December 31, 2022	<u>\$(112)</u>	<u>\$ (7)</u>	<u>\$(119)</u>
Provision	(52)	(59)	(111)
Utilization and other*	90	59	149
Balance as of December 31, 2023	<u>\$ (75)</u>	<u>\$ (7)</u>	<u>\$ (82)</u>

* Includes adjustments for foreign currency translation.

NOTE 16 – Other income:

	<u>Year ended</u>		
	<u>December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
(U.S. \$ in millions)			
Gain on divestitures, net of divestitures related costs (1)	\$ 3	\$ 46	\$51
Section 8 and similar payments	5	13	19
Gain (loss) on sale of assets (2)	25	18	7
Other, net (3)	16	31	22
Total other income	<u>\$49</u>	<u>\$107</u>	<u>\$98</u>

- (1) In 2022 mainly related to the divestment of several activities in North America and International Markets. In 2021, mainly due to capital gains related to the sale of certain OTC assets.
- (2) In 2023 mainly related to the divestment of assets in International Markets.
- (3) In 2022 mainly the result of settlement proceeds related to the International Markets segment.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 17—Financial expenses, net:

	Year ended December, 31		
	2023	2022	2021
	(U.S. \$ in millions)		
Interest expenses and other bank charges	\$1,029	\$930	\$ 891
(Income) loss from investments (1)	(68)	(10)	90
Foreign exchange (gains) losses, net	30	(16)	7
Other, net (2)	66	61	71
Total finance expense, net	\$1,057	\$966	\$1,058

- (1) Loss from investments in 2021 comprised mainly of revaluation gains and loss of Teva’s investment in American Well Corporation (“American Well”).
- (2) Amortization of issuance costs and terminated derivative instruments.

NOTE 18—Earnings (loss) per share:

The net income (loss) attributable to Teva and the weighted average number of ordinary shares used in the computation of basic and diluted earnings (loss) per share for the years ended December 31, 2023, 2022 and 2021 are as follows:

	Year ended December, 31		
	2023	2022	2021
	(U.S. \$ in millions, except share data)		
Net income (loss) used for the computation of basic and diluted earnings (loss) per share*	\$ (559)	\$(2,446)	\$ 417
Weighted average number of shares used in the computation of basic earnings (loss) per share	1,119	1,110	1,102
Weighted average number of shares used in the computation of diluted earnings (loss) per share	1,119	1,110	1,107

* Net income (loss) presented in the table above for the year ended December 31, 2022 has been revised as discussed in note 1b.

Basic earnings (loss) per share are computed by dividing net income (loss) attributable to Teva’s ordinary shareholders by the weighted average number of ordinary shares outstanding (including fully vested RSUs and PSUs during the period), net of treasury shares.

In computing diluted loss per share for the year ended December 31, 2023 and 2022, no account was taken of the potential dilution that could occur upon the exercise of options and non-vested RSUs and PSUs granted under employee stock compensation plans, and convertible senior debentures, since they had an anti-dilutive effect on loss per share.

In computing diluted earnings per share for the year ended December 31, 2021, basic earnings per share were adjusted to take into account the potential dilution that could occur upon the exercise of options and non-vested RSUs and PSUs granted under employee stock compensation plans, amounting to 5 million weighted average shares, using the treasury stock method. No account was taken of the potential dilution by the convertible senior debentures, since they had an anti-dilutive effect on earnings per share.

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Notes to Consolidated Financial Statements—(Continued)

Basic and diluted loss per share was \$0.50 for the year ended December 31, 2023, compared to basic and diluted loss per share of \$2.20 for the year ended December 31, 2022 and basic and diluted earnings per share of \$0.38 for the year ended December 31, 2021.

NOTE 19—Segments:

Teva operates its business and reports its financial results in three segments:

- (a) North America segment, which includes the United States and Canada.
- (b) Europe segment, which includes the European Union, the United Kingdom and certain other European countries.
- (c) International Markets segment, which includes all countries other than those in the North America and Europe segments.

In addition to these three segments, Teva has other sources of revenues included in other activities, primarily the sale of APIs to third parties, certain contract manufacturing services and an out-licensing platform offering a portfolio of products to other pharmaceutical companies through its affiliate Medis.

Teva's Chief Executive Officer ("CEO"), who is the chief operating decision maker ("CODM"), reviews financial information prepared on a consolidated basis, accompanied by disaggregated information about revenues and contributed profit by the three identified reportable segments, namely North America, Europe and International Markets, to make decisions about resources to be allocated to the segments and assess their performance.

Segment profit is comprised of gross profit for the segment less R&D expenses, S&M expenses, G&A expenses and other income related to the segment. Segment profit does not include amortization and certain other items.

Teva manages its assets on a company basis, not by segments, as many of its assets are shared or commingled. Teva's CODM does not regularly review asset information by reportable segment and, therefore, Teva does not report asset information by reportable segment.

Teva's CEO may review its strategy and organizational structure from time to time. Based on such review, in May 2023 Teva launched its new Pivot to Growth strategy. Any additional changes in strategy may lead to a reevaluation of the Company's segments and goodwill allocation to reporting units, as well as fair value attributable to its reporting units. See note 7.

In conjunction with a recent shift in executive management responsibilities and in alignment with Teva's Pivot to Growth strategy, Teva decided that Canada will no longer be included as part of Teva's North America segment as of January 1, 2024. From that date, Teva's North America segment will be comprised solely of the United States, while Canada will be reported as part of the Company's International Markets segment. Teva will align its internal financial and segment reporting and its reporting units in coordination with this shift effective January 1, 2024.

On January 31, 2024, Teva announced that it intends to divest its API business (including its R&D, manufacturing and commercial activities) through a sale, which divestment is expected to be completed in the first half of 2025. The intention to divest is in alignment with Teva's Pivot to Growth strategy. However, there can be no assurance regarding the ultimate timing or structure of a potential divestiture or that a divestiture will be agreed or completed at all.

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Notes to Consolidated Financial Statements—(Continued)

a. Segment information:

	Year ended December 31,		
	2023		
	North America	Europe	International Markets
	(U.S. \$ in millions)		
Revenues	\$8,124	\$4,837	\$1,958
Gross profit	4,421	2,726	1,050
R&D expenses	625	220	83
S&M expenses	1,005	767	420
G&A expenses	403	263	118
Other income	(8)	(2)	(35)
Segment profit	<u>\$2,396</u>	<u>\$1,478</u>	<u>\$ 464</u>
	Year ended December 31,		
	2022		
	North America	Europe	International Markets
	(U.S. \$ in millions)		
Revenues	\$7,452	\$4,525	\$1,903
Gross profit	3,926	2,700	1,033
R&D expenses	532	213	72
S&M expenses	941	748	405
G&A expenses	474	246	119
Other income	(15)	(3)	(43)
Segment profit	<u>\$1,993</u>	<u>\$1,496</u>	<u>\$ 479</u>
	Year ended December 31,		
	2021		
	North America	Europe	International Markets
	(U.S. \$ in millions)		
Revenues	\$7,809	\$4,886	\$2,032
Gross profit	4,226	2,823	1,118
R&D expenses	618	244	68
S&M expenses	988	846	417
G&A expenses	427	244	109
Other income	(31)	(5)	(5)
Segment profit	<u>\$2,224</u>	<u>\$1,494</u>	<u>\$ 529</u>

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Notes to Consolidated Financial Statements—(Continued)

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
North America profit	\$2,396	\$ 1,993	\$2,224
Europe profit	1,478	1,496	1,494
International Markets profit	464	479	529
Total reportable segments profit	4,338	3,968	4,246
Profit of other activities	24	172	154
Total segments profit	4,361	4,139	4,401
Amounts not allocated to segments:			
Amortization	616	732	802
Other asset impairments, restructuring and other items ⁽¹⁾	718	512	341
Goodwill impairment	700	2,045	—
Intangible assets impairments	350	355	424
Legal settlements and loss contingencies	1,043	2,082	717
Other unallocated amounts	502	610	402
Consolidated operating income (loss) ⁽¹⁾	433	(2,197)	1,716
Financial expenses, net	1,057	966	1,058
Consolidated income (loss) before income taxes ⁽¹⁾	\$ (624)	\$(3,163)	\$ 658

(1) The data presented for 2022 have been revised to reflect a revision in relation to a contingent consideration liability and related expenses in the consolidated financial statements. See note 1b.

b. Segment revenues by major products and activities:

The following tables present revenues by major products and activities for each segment for the year ended December 31, 2023, 2022 and 2021:

North America segment:

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
Generic products	\$3,475	\$3,549	\$3,769
AJOVY	230	218	176
AUSTEDO	1,225	963	802
BENDEKA and TREANDA	241	316	385
COPAXONE	320	387	577
Anda	1,577	1,471	1,323
Other*	1,056	549	777
Total	\$8,124	\$7,452	\$7,809

* Other revenues were mainly comprised of a \$500 million upfront payment received in the fourth quarter of 2023, in connection with the collaboration on Teva's anti-TL1A asset. See note 2.

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Notes to Consolidated Financial Statements—(Continued)

Europe segment:

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
Generic products	\$3,664	\$3,466	\$3,569
AJOVY	160	124	87
COPAXONE	231	268	391
Respiratory products	265	273	356
Other*	516	393	483
Total	\$4,837	\$4,525	\$4,886

* Other revenues in 2023 were mainly related to the sale of certain product rights.

International Markets segment:

	Year ended December 31,		
	2023	2022	2021
	(U.S. \$ in millions)		
Generic products	\$1,594	\$1,586	\$1,649
AJOVY	44	35	50
COPAXONE	39	36	37
Other	281	246	295
Total	\$1,958	\$1,903	\$2,032

Revenues are attributable to countries based on sales to third parties in such countries. Revenues within the United States constituted 49%, 47% and 46% of Teva's consolidated revenues for the years ended December 31, 2023, 2022 and 2021, respectively. Revenues within the Company's country of domicile (Israel) constituted 2%, 2% and 2% of Teva's consolidated revenues for the years ended December 31, 2023, 2022 and 2021, respectively.

c. Supplemental data—major customers:

The following table represents the percentage of consolidated third party net sales to Teva's major customers during the years ended December 31, 2023, 2022 and 2021.

	Percentage of Third Party Net Sales		
	2023	2022	2021
McKesson Corporation	9%	10%	11%
AmerisourceBergen Corporation	9%	10%	11%

Most of Teva's revenues from these customers were in the North America segment.

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Notes to Consolidated Financial Statements—(Continued)

d. Property, plant and equipment—by geographical location were as follows:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Israel	\$1,312	\$1,401
Germany	1,318	1,143
United States	596	625
Croatia	447	445
Czech republic	309	318
Hungary	279	294
Ireland	266	268
Other	1,222	1,245
Total property, plant and equipment	<u>\$5,750</u>	<u>\$5,739</u>

NOTE 20—Fair value measurement:

Financial items carried at fair value as of December 31, 2023 and 2022 are classified in the tables below in one of the three categories described in note 1g:

	December 31, 2023			Total
	Level 1	Level 2	Level 3	
	(U.S. \$ in millions)			
Cash and cash equivalents:				
Money markets	\$1,704	—	—	\$1,704
Cash, deposits and other	1,522	—	—	1,522
Investment in securities:				
Investment in convertible bond security	—	—	40	40
Equity securities	7	—	—	7
Other	1	—	—	1
Restricted cash	1	—	—	1
Derivatives:				
Asset derivatives:				
Options and forward contracts	—	38	—	38
Cross-currency interest rate swap	—	8	—	8
Liabilities derivatives:				
Options and forward contracts	—	(39)	—	(39)
Bifurcated embedded derivatives	—	—	\$	—
Contingent consideration*	—	—	(517)	(517)
Total	<u>\$3,235</u>	<u>\$ 7</u>	<u>\$(477)</u>	<u>\$2,765</u>

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

	December 31, 2022			Total
	Level 1	Level 2	Level 3	
	(U.S. \$ in millions)			
Cash and cash equivalents:				
Money markets	\$1,222	—	—	\$1,222
Cash, deposits and other	1,579	—	—	1,579
Investment in securities:				
Equity securities	9	—	—	9
Other	5	—	1	6
Restricted cash	33	—	—	33
Derivatives:				
Asset derivatives:				
Options and forward contracts	—	29	—	29
Liability derivatives:				
Options and forward contracts		(101)		(101)
Bifurcated embedded derivatives	—	—	§	—
Contingent consideration*	—	—	(251)	(251)
Total	<u>\$2,848</u>	<u>\$ (73)</u>	<u>\$(250)</u>	<u>\$2,525</u>

§ Represents an amount less than \$0.5 million.

* Contingent consideration represents liabilities recorded at fair value in connection with acquisitions. The contingent consideration liability is recorded under accrued expenses and other taxes and long-term liabilities. The financial data presented in the tables above as of December 31, 2022 have been revised as discussed in note 1b.

Teva determined the fair value of the liabilities for the contingent consideration based on a probability-weighted discounted cash flow analysis. This fair value measurement is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration is based on several factors, such as: the cash flows projected from the success of unapproved product candidates; the probability of success of product candidates, including risks associated with uncertainty regarding achievement and payment of milestone events; the time and resources needed to complete the development and approval of product candidates; the life of the potential commercialized products and associated risks of obtaining regulatory approvals in the United States and Europe, and the risk adjusted discount rate for fair value measurement. The discount rate applied ranged from 8.5% to 11%. The weighted average discount rate, calculated based on the relative fair value of Teva's contingent consideration liabilities, was 8.8%. The contingent consideration is evaluated quarterly, or more frequently, if circumstances dictate. Changes in the fair value of contingent consideration are recorded in consolidated statements of income. Significant changes in unobservable inputs, mainly the cash flows projected, could result in material changes to the contingent consideration liabilities. A change of the discount rate by 1% would have not resulted in material changes to the contingent consideration liabilities.

The convertible debt security is accounted for as available for sale with changes in fair value reflected in other comprehensive income. As of December 31, 2023, the fair value of the conversion option is negligible.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

The following table summarizes the activity for those financial assets and liabilities where fair value measurements are estimated utilizing Level 3 inputs.

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(U.S. \$ in millions)	
Fair value at the beginning of the period	\$(250)	\$(175)
Investment in convertible bond **	40	—
Bifurcated embedded derivatives	\$	\$
Additional contingent consideration resulting from Novetide acquisition*	—	(11)
Adjustments to provisions for contingent consideration:		
Allergan transaction***	(422)	(240)
Eagle transaction	(132)	(21)
Novetide transaction	2	—
Settlement of contingent consideration:		
Allergan transaction	207	109
Eagle transaction	76	88
Novetide transaction	2	—
Fair value at the end of the period	<u>\$(477)</u>	<u>\$(250)</u>

§ Represents an amount less than \$0.5 million.

* In January 2022, Teva acquired 100% ownership of Novetide Ltd. (“Novetide”), which was previously accounted for as “investment in associated companies.” This transaction was accounted for as a business combination. Total consideration for the transaction included cash and certain contingent royalty payments through 2034. As part of the transaction, Teva recognized a gain under “Share in (profits) losses of associated companies, net,” reflecting the difference between the book value of its investment in Novetide and its fair value as of the date Teva completed its acquisition.

** On September 29, 2023, Teva invested \$40 million in subordinated convertible bonds, which were issued by Alvotech, pursuant to a convertible bond instrument dated December 20, 2022. (see note 2).

*** The financial data presented in the tables above with respect to adjustments to provisions for contingent consideration related to Allergan in 2022 have been revised as discussed in note 1b.

Teva’s financial instruments consist mainly of cash and cash equivalents, investments in securities, current and non-current receivables, short-term credit, accounts payable and accruals, loans, senior notes and sustainability-linked senior notes, convertible senior debentures and derivatives.

The fair value of the financial instruments included in working capital and non-current receivables approximates their carrying value. The fair value of long-term bank loans mostly approximates their carrying value, since they bear interest at rates close to the prevailing market rates.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

Financial instruments not measured at fair value

Financial instruments measured on a basis other than fair value consist of senior notes, sustainability-linked senior notes and convertible senior debentures (see note 9), and are presented in the below table in terms of fair value:

	Estimated fair value*	
	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Senior notes and sustainability-linked senior notes included under senior notes and loans	\$17,214	\$16,694
Senior notes and convertible senior debentures included under short-term debt	1,651	2,075
Total	<u>\$18,865</u>	<u>\$18,769</u>

* The fair value was estimated based on quoted market prices.

NOTE 21—Long-term employee-related obligations:

a. Long-term employee-related obligations consisted of the following:

	December 31,	
	2023	2022
	(U.S. \$ in millions)	
Accrued severance obligations	\$ 74	\$ 74
Defined benefit plans	73	58
Total	<u>\$148</u>	<u>\$132</u>

As of December 31, 2023 and 2022, Teva had \$90 million and \$79 million, respectively, deposited in funds managed by financial institutions and earmarked by management to cover severance pay liability. Such deposits are not considered to be “plan assets” and are therefore included in other non-current assets.

Most of the change resulted from actuarial updates, as well as from exiting from several defined benefit plans in several countries.

The Company expects to expense an approximate contribution of \$115 million in 2024 to pension funds and insurance companies in connection with its severance and pension pay obligations.

The main terms of the different arrangements with employees are described in below.

b. Terms of arrangements:

Israel

Israeli law generally requires payment of severance pay upon dismissal of an employee or upon termination of employment in certain other circumstances. The Parent Company and its Israeli subsidiaries make ongoing deposits into employee pension plans to fund their severance liabilities. Generally, employees that joined the Company after 2005, have signed an arrangement, pursuant to which such deposits are made in lieu of the Company’s severance liability. Therefore, no obligation is provided for in the financial statements. Severance pay liabilities with respect to employees who were employed by the Parent Company and its Israeli subsidiaries

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

prior to that date, as well as employees who have special contractual arrangements, are provided for in the financial statements based upon the number of years of service and the latest monthly salary of such employees.

Europe

Many of the employees in the Company's European subsidiaries are entitled to a retirement grant when they leave the Company. In the consolidated financial statements, the liability of the European subsidiaries is accrued, based on the length of service and remuneration of each employee at the balance sheet date. Other employees in Europe are entitled to a pension according to a defined benefit scheme providing benefits based on final or average pensionable pay or according to a hybrid pension scheme that provides retirement benefits on a defined benefit and a defined contribution basis. Independent certified actuaries value these schemes and determine the rates of contribution payable. Pension costs for the defined benefit section of the scheme are accounted for on the basis of charging the expected cost of providing pensions over the period during which the subsidiaries benefit from the employees' services. The Company uses December 31 as the measurement date for defined benefit plans.

North America

The Company's North American subsidiaries mainly provide various defined contribution plans for the benefit of their employees. Under these plans, contributions are based on specified percentages of pay. Additionally, a multi-employer plan is maintained in accordance with various union agreements.

Latin America

The majority of the employees in Latin America are entitled to severance under local law. The severance payments are calculated based on service term and employee remuneration, and accruals are maintained to reflect these amounts. In some Latin American countries, it is Teva's practice to offer retirement health benefits to qualifying employees. Based on the specific plan requirements, benefits accruals are maintained to reflect the estimated amounts or adjusted if future plans are modified.

The Company expects to pay the following future minimum benefits to its employees: \$14 million in 2024; \$13 million in 2025; \$13 million in 2026; \$13 million in 2027; \$15 million in 2028; and \$80 million in the aggregate between 2029 to 2033. These amounts do not include amounts that may be paid to employees who cease working with the Company before their normal retirement age.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

NOTE 22—Quarterly financial data (Unaudited):

As discussed in note 1b, the Company identified errors in a single contingent consideration liability and related expenses in connection with estimated future royalty payments, along with corresponding deferred tax adjustments, and determined that certain line items in connection with the Company's unaudited quarterly financial data for 2023 and 2022 needed to be revised. The following tables, which present unaudited quarterly financial data for 2023 and 2022, reflect such revision:

	Three months ended			
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	U.S \$ in millions (except per share amounts)			
Net revenues	\$4,457	3,850	3,878	3,661
Gross profit	2,416	1,851	1,796	1,582
Net income (loss)*	465	78	(905)	(253)
Net income (loss) attributable to Teva*	461	70	(871)	(220)
Earnings (loss) per share attributable to ordinary shareholders:				
Basic*	\$ 0.41	0.06	(0.78)	(0.20)
Diluted*	\$ 0.41	0.06	(0.78)	(0.20)

	Three months ended			
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
	U.S \$ in millions (except per share amounts)			
Net revenues	\$ 3,884	3,595	3,786	3,661
Gross profit	1,770	1,669	1,794	1,740
Net income (loss)*	(1,333)	63	(278)	(952)
Net income (loss) attributable to Teva*	(1,301)	61	(251)	(955)
Earnings (loss) per share attributable to ordinary shareholders:				
Basic*	\$ (1.17)	0.05	(0.23)	(0.86)
Diluted*	\$ (1.17)	0.05	(0.23)	(0.86)

* The data presented for the above quarterly periods (except for the three months ended March 31, 2022 and the three months ended December 31, 2023) have been revised to reflect a revision of the line items in the consolidated financial statements. See tables below and note 1b.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

The tables below present the impact of the revision on the line items within the Company's unaudited quarterly financial data for 2023 and 2022:

Consolidated Statements of Income (loss)

	Three months ended								
	September 30, 2023			June 30, 2023			March 31, 2023		
	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised
U.S \$ in millions (except per share amounts)									
Other asset impairments, restructuring and other items	\$ 46	11	57	\$ 100	8	108	\$ 96	15	110
Operating income (loss)	355	(11)	344	(646)	(8)	(654)	2	(15)	(13)
Income (loss) before income taxes	75	(11)	64	(914)	(8)	(923)	(258)	(15)	(272)
Income taxes (benefit)	(12)	\$	(12)	(16)	\$	(16)	(19)	\$	(19)
Net income (loss)	88	(11)	78	(898)	(8)	(905)	(238)	(15)	(253)
Net income (loss) attributable to Teva	80	(11)	70	(863)	(8)	(871)	(205)	(15)	(220)
Earnings per share attributable to ordinary shareholders:									
Basic	\$0.07	(0.01)	0.06	\$(0.77)	(0.01)	(0.78)	\$(0.18)	(0.02)	(0.20)
Diluted	\$0.07	(0.01)	0.06	\$(0.77)	(0.01)	(0.78)	\$(0.18)	(0.02)	(0.20)

§ Represents an amount less than \$0.5 million.

	Three months ended								
	December 31, 2022			September 30, 2022			June 30, 2022		
	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised
U.S \$ in millions (except per share amounts)									
Other asset impairments, restructuring and other items	\$ 132	85	217	\$ 36	(5)	31	\$ 118	18	137
Operating income (loss)	(855)	(85)	(940)	419	5	424	(949)	(18)	(967)
Income (loss) before income taxes	(1,100)	(85)	(1,185)	166	5	171	(1,160)	(18)	(1,178)
Income taxes (benefit)	154	(5)	149	107	\$	107	(900)	\$	(900)
Net income (loss)	(1,254)	(80)	(1,333)	58	5	63	(259)	(18)	(278)
Net income (loss) attributable to Teva	(1,221)	(80)	(1,301)	56	5	61	(232)	(18)	(251)
Basic	\$ (1.10)	(0.07)	(1.17)	\$0.05	—	0.05	\$ (0.21)	(0.02)	(0.23)
Diluted	\$ (1.10)	(0.07)	(1.17)	\$0.05	—	0.05	\$ (0.21)	(0.02)	(0.23)

§ Represents an amount less than \$0.5 million.

Consolidated Balance Sheets

	September 30, 2023			June 30, 2023			March 31, 2023		
	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised
	U.S \$ in millions (except per share amounts)								
Deferred income taxes	\$ 1,748	7	1,755	\$ 1,578	5	1,583	\$ 1,572	5	1,577
Total assets	42,088	7	42,095	43,095	5	43,100	43,456	5	43,461
Other taxes and long-term liabilities	3,818	132	3,950	3,973	121	4,094	3,869	113	3,982
Total long-term liabilities	23,182	132	23,314	23,543	121	23,664	24,433	113	24,546
Total liabilities	34,576	132	34,708	35,387	121	35,508	34,844	113	34,957
Teva shareholders' equity:									
Accumulated deficit	(13,870)	(125)	(13,995)	(13,950)	(116)	(14,066)	(13,086)	(108)	(13,194)
Total equity	7,512	(125)	7,387	7,708	(116)	7,592	8,612	(108)	8,504
Total liabilities and equity	\$ 42,088	7	42,095	\$ 43,095	5	43,100	\$ 43,456	5	43,461

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
Notes to Consolidated Financial Statements—(Continued)

	December 31, 2022		September 30, 2022			June 30, 2022			
	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised	As previously reported	Adjustment	As revised
	U.S \$ in millions (except per share amounts)								
Deferred income taxes	\$ 1,453	5	1,458	\$ 1,546	§	1,546	\$ 1,595	§	1,595
Total assets	44,006	5	44,011	44,252	§	44,252	45,932	§	45,932
Other taxes and long-term liabilities	3,847	98	3,945	3,846	13	3,859	3,842	18	3,860
Total long-term liabilities	23,846	98	23,944	23,200	13	23,213	25,107	18	25,125
Total liabilities	35,315	98	35,413	34,734	13	34,747	36,103	18	36,121
Accumulated deficit	(12,882)	(93)	(12,975)	(11,660)	(13)	(11,673)	(11,716)	(18)	(11,734)
Total equity	8,691	(93)	8,598	9,519	(13)	9,506	9,828	(18)	9,810
Total liabilities and equity	\$ 44,006	5	44,011	\$ 44,252	—	44,252	\$ 45,932	—	45,932

§ Represents an amount less than \$0.5 million.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
Three Years Ended December 31, 2023
(U.S. \$ in millions)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>		<u>Column D</u>	<u>Column E</u>
	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
Allowance for doubtful accounts including credit losses:					
Year ended December 31, 2023	\$ 162	\$ 10	\$ (6)	\$ (2)	164
Year ended December 31, 2022	\$ 164	\$ 8	\$ (2)	\$ (8)	\$ 162
Year ended December 31, 2021	\$ 200	\$ (8)	\$—	\$ (28)	\$ 164
Allowance in respect of carryforward tax losses and deductions that may not be utilized:					
Year ended December 31, 2023	\$3,072	\$161	\$—	\$(224)	\$3,009
Year ended December 31, 2022	\$2,723	\$443	\$—	\$ (93)	\$3,072
Year ended December 31, 2021	\$2,547	\$336	\$—	\$(160)	\$2,723

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not Applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Teva maintains “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) that are designed to provide reasonable assurance that information required to be disclosed in Teva’s reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to Teva’s management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating these disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective.

After evaluating the effectiveness of our disclosure controls and procedures as of December 31, 2023, our Chief Executive Officer and Chief Financial Officer concluded that, due to a material weakness in internal control over financial reporting described below, as of such date, the Company’s disclosure controls and procedures were not effective.

In light of this material weakness, management performed certain substantive procedures of roll-forward calculations and reconciliations, allowing Teva’s Chief Executive Officer and Chief Financial Officer to conclude that, notwithstanding the material weakness described below, the consolidated financial statements included in this Annual Report on Form 10-K, present fairly, in all material respects, Teva’s financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Report of Teva Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of Teva’s internal control over financial reporting as of December 31, 2023. In making this assessment, management used the criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on such assessment, management has concluded that, due to the existence of a material weakness in internal control over financial reporting described below, as of such date, Teva’s internal control over financial reporting was not effective.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis.

We did not design and maintain effective control over the contingent consideration liability and related expenses in connection with estimated future royalty payments. This material weakness resulted in the misstatement of our “Other asset impairments, restructuring and other items”, “Net income” and “Other taxes and long-term liabilities” and related financial disclosures, and led to the revision of the Company’s consolidated financial statements for the year ended December 31, 2022, and the interim financial information for the quarterly and year-to-date periods ended June 30, 2022, September 30, 2022, December 31, 2022, March 31, 2023, June 30, 2023 and September 30, 2023. Additionally, this material weakness could result in a misstatement of the aforementioned account balances or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

Our internal control over financial reporting as of December 31, 2023, has been audited by Kesselman & Kesselman, an independent registered public accounting firm in Israel and a member of PricewaterhouseCoopers International Limited (“PwC”), as stated in their report which is included under “Item 8—FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.”

Remediation Plan

To remediate this material weakness, we are implementing the following specific controls to address it and to enhance our disclosure controls and procedures over the contingent consideration liability: (i) define responsibilities over the end-to-end process; (ii) enhance the formality and rigor of reconciliation procedures; and (iii) implement additional monitoring controls through management reviews. We may design and implement additional controls that we determine to be necessary during the remediation process.

The identified material weakness will be considered remediated once the additional internal controls discussed above have been designed, implemented and operate effectively for a sufficient period of time to allow management to conclude that the material weakness has been fully remediated.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2023, there were no changes in our internal control over financial reporting that materially affected or are reasonably likely to materially affect Teva’s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Director and Officer Rule 10b5-1 Trading Arrangements

During the three months ended December 31, 2023, each of the following officers adopted a Rule 10b5-1 trading arrangement (as such term is defined in Item 408 of Regulation S-K). All trading plans are intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act.

<u>Name and Title</u>	<u>Date</u>	<u>Action</u>	<u>Expiration Date</u>	<u>Maximum Shares Subject to Plan ⁽¹⁾</u>
Richard D. Francis, President and CEO . . .	November 13, 2023	Adopted	March 6, 2024	228,886
Vikki Conway, Acting Head of Global Human Resources	November 21, 2023	Adopted	March 8, 2024	21,544
Richard Daniell, EVP, Head of European Commercial	November 13, 2023	Adopted	March 8, 2024	379,746
Eric Drapé, EVP, Global Operations	November 13, 2023	Adopted	March 8, 2024	341,312
Dr. Eric Hughes, EVP, Global R&D and Chief Medical Officer	November 13, 2023	Adopted	August 3, 2024	77,642
Eli Kalif, EVP, Chief Financial Officer	November 27, 2023	Adopted	March 8, 2024	77,550

⁽¹⁾ Certain plans include shares to be sold solely to cover tax withholding obligations.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Reference is made to Teva's 2024 Proxy Statement, which will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2023, with respect to Teva's directors, executive officers and corporate governance, which is incorporated herein by reference and made a part hereof in response to the information required by Item 10.

ITEM 11. EXECUTIVE COMPENSATION

Reference is made to Teva's 2024 Proxy Statement, which will be filed no later than 120 days after the close of Teva's fiscal year ended December 31, 2023, with respect to Teva's executive compensation, which is incorporated herein by reference and made a part hereof in response to the information required by Item 11.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Reference is made to Teva's 2024 Proxy Statement, which will be filed no later than 120 days after the close of Teva's fiscal year ended December 31, 2023, with respect to the security ownership of certain beneficial owners and management and related stockholder matters of Teva, which is incorporated herein by reference and made a part hereof in response to the information required by Item 12.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Reference is made to Teva's 2024 Proxy Statement, which will be filed no later than 120 days after the close of Teva's fiscal year ended December 31, 2023, with respect to certain relationships and related transactions, and director independence of Teva, which is incorporated herein by reference and made a part hereof in response to the information required by Item 13.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Reference is made to Teva's 2024 Proxy Statement, which will be filed no later than 120 days after the close of Teva's fiscal year ended December 31, 2023, with respect to principal accountant fees and services provided to Teva, which is incorporated herein by reference and made a part hereof in response to the information required by Item 14.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following financial statements are filed as part of this Annual Report on Form 10-K:

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Exhibits

(b) The information called for by this Item is incorporated herein by reference to the Exhibit Index in this Form 10-K.

- 3.1 Memorandum of Association (incorporated by reference to Exhibit 3.1 to Registration Statement on Form F-1 (Reg. No. 33-15736)) (1)
- 3.2 Amendment to Memorandum of Association (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on December 14, 2018) (1)
- 3.3 Articles of Association (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on June 23, 2022)
- 4.1 Second Amended and Restated Deposit Agreement, dated as of December 4, 2018, among Teva Pharmaceutical Industries Limited, Citibank, N.A., as depositary, and the holders from time to time of shares (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on December 4, 2018)
- 4.2 Senior Indenture, dated as of January 31, 2006, by and among Teva Pharmaceutical Finance Company LLC, Teva Pharmaceutical Industries Limited and The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 to Form 6-K filed with the SEC on January 31, 2006)
- 4.3 First Supplemental Senior Indenture, dated as of January 31, 2006, by and among Teva Pharmaceutical Finance Company LLC, Teva Pharmaceutical Industries Limited and The Bank of New York, as trustee, including the form of 0.25% Convertible Senior Debentures due 2026 (incorporated by reference to Exhibit 4.2 to Form 6-K filed with the SEC on January 31, 2006)
- 4.4 Second Supplemental Senior Indenture, dated as of January 31, 2006, by and among Teva Pharmaceutical Finance Company LLC, Teva Pharmaceutical Industries Limited and The Bank of New York, as trustee, including the form of 6.150% Senior Notes due 2036 (incorporated by reference to Exhibit 4.3 to Form 6-K filed with the SEC on January 31, 2006)
- 4.5 Third Supplemental Senior Indenture, dated as of March 16, 2010, by and among Teva Pharmaceutical Finance Company LLC, Teva Pharmaceutical Industries Limited and The Bank of New York, as trustee, relating to Teva's 0.25% Convertible Senior Debentures due 2026 (incorporated by reference to Exhibit 4.1 to Form 6-K filed with the SEC on May 4, 2010)

- 4.6 Senior Indenture, dated as of November 10, 2011, by and among Teva Pharmaceutical Finance Company B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.3 to Form 6-K filed with the SEC on November 10, 2011)
- 4.7 Senior Indenture, dated as of March 31, 2015, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Finance Netherlands II B.V. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Form 6-K filed with the SEC on March 31, 2015)
- 4.8 Supplemental Senior Indenture, dated as of March 31, 2015, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Finance Netherlands II B.V., The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London branch, as principal paying agent, including the form of 1.250% Senior Notes due 2023 and the form of 1.875% Senior Notes due 2027 (incorporated by reference to Exhibit 4.2 to Form 6-K filed with the SEC on March 31, 2015)
- 4.9 Second Supplemental Senior Indenture, dated as of July 25, 2016, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Finance Netherlands II B.V., The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London branch, as principal paying agent, including the form of 1.125% Senior Notes due 2024 and the form of 1.625% Senior Notes due 2028 (incorporated by reference to Exhibit 4.2 to Form 6-K filed with the SEC on July 25, 2016)
- 4.10 Senior Indenture, dated as of July 21, 2016, by and among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Form 6-K filed with the SEC on July 21, 2016)
- 4.11 First Supplemental Senior Indenture, dated as of July 21, 2016, by and among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee, including the form of 2.200% Senior Notes due 2021, the form of 2.800% Senior Notes due 2023, the form of 3.150% Senior Notes due 2026 and the form of 4.100% Senior Notes due 2046 (incorporated by reference to Exhibit 4.2 to Form 6-K filed with the SEC on July 21, 2016)
- 4.12 Permanent Global Certificate, dated as of July 28, 2016, and the Terms of the CHF 350,000,000 1.000 per cent Notes due 2025 (incorporated by reference to Exhibit 4.3 to Form 6-K filed with the SEC on July 28, 2016)
- 4.13 Guarantee, dated as of July 28, 2016, by Teva Pharmaceutical Industries Limited (relating to the 2022 Notes) (incorporated by reference to Exhibit 4.5 to Form 6-K filed with the SEC on July 28, 2016)
- 4.14 Guarantee, dated as of July 28, 2016, by Teva Pharmaceutical Industries Limited (relating to the 2025 Notes) (incorporated by reference to Exhibit 4.6 to Form 6-K filed with the SEC on July 28, 2016)
- 4.15 Senior Indenture, dated as of March 14, 2018, by and among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and the Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on March 14, 2018)
- 4.16 First Supplemental Senior Indenture, dated as of March 14, 2018, by and among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and the Bank of New York Mellon, as trustee, including the form of 6.000% Senior Notes due 2024 and the form of 6.750% Senior Notes due 2028 (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed with the SEC on March 14, 2018)
- 4.17 Senior Indenture, dated as of March 14, 2018, by and among Teva Pharmaceutical Finance Netherlands II B.V., Teva Pharmaceutical Industries Limited and the Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.5 to Current Report on Form 8-K filed with the SEC on March 14, 2018)

- 4.18 First Supplemental Senior Indenture, dated as of March 14, 2018, by and among Teva Pharmaceutical Finance Netherlands II B.V., Teva Pharmaceutical Industries Limited and the Bank of New York Mellon, as trustee, including the form of 4.500% Senior Notes due 2025 (incorporated by reference to Exhibit 4.6 to Current Report on Form 8-K filed with the SEC on March 14, 2018)
- 4.19 Second Supplemental Senior Indenture, dated as of November 25, 2019, among Teva Pharmaceutical Finance Netherlands II B.V., Teva Pharmaceutical Industries Limited, The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London Branch, as paying agent, including the form of the 6.000% Senior Notes due 2025 (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed with the SEC on November 25, 2019)
- 4.20 Second Supplemental Senior Indenture, dated as of November 25, 2019, among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee, including the form of the 7.125% Senior Notes due 2025 (incorporated by reference to Exhibit 4.6 to Current Report on Form 8-K filed with the SEC on November 25, 2019)
- 4.21 Third Supplemental Senior Indenture, dated as of November 9, 2021, among Teva Pharmaceutical Finance Netherlands II B.V., Teva Pharmaceutical Industries Limited, The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London Branch, as paying agent, including the form of 3.750% Sustainability-Linked Senior Notes due 2027 and the form of 4.375% Sustainability-Linked Senior Notes due 2030 (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed with the SEC on November 10, 2021)
- 4.22 Third Supplemental Senior Indenture, dated as of November 9, 2021, among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee, including the form of 4.750% Sustainability-Linked Senior Notes due 2027 and the form of 5.125% Sustainability-Linked Senior Notes due 2029 (incorporated by reference to Exhibit 4.6 to Current Report on Form 8-K filed with the SEC on November 10, 2021)
- 4.23 Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.33 to Annual Report on Form 10-K filed with the SEC on February 21, 2020)
- 4.24 Fourth Supplemental Senior Indenture, dated as of March 9, 2023, among Teva Pharmaceutical Finance Netherlands II B.V., Teva Pharmaceutical Industries Limited, The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London Branch, as paying agent, including the form of the 7.375% Sustainability-Linked Senior Notes due 2029 and the form of the 7.875% Sustainability-Linked Senior Notes due 2031 (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed with the SEC on March 9, 2023)
- 4.25 Fourth Supplemental Senior Indenture, dated as of March 9, 2023, among Teva Pharmaceutical Finance Netherlands III B.V., Teva Pharmaceutical Industries Limited and The Bank of New York Mellon, as trustee, including the form of the 7.875% Sustainability-Linked Senior Notes due 2029 and the form of the 8.125% Sustainability-Linked Senior Notes due 2031 (incorporated by reference to Exhibit 4.6 to Current Report on Form 8-K filed with the SEC on March 9, 2023)
- 4.26 Other long-term debt instruments: The registrant hereby undertakes to provide the Securities and Exchange Commission with copies upon request.
- 10.1 Senior Unsecured Sustainability-Linked Revolving Credit Agreement, dated as of April 29, 2022, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceuticals USA, Inc., Teva Pharmaceutical Finance Netherlands II B.V. and Teva Pharmaceutical Finance Netherlands III B.V., as borrowers, Bank of America, N.A., as administrative agent, Bank of America Europe Designated Activity Company, as sustainability coordinator and documentation agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on May 3, 2022)

- 10.2 Amendment to Senior Unsecured Sustainability-Linked Revolving Credit Agreement, dated as of February 6, 2023, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Industries Limited, Teva Pharmaceuticals USA, Inc., Teva Pharmaceutical Finance Netherlands II B.V. and Teva Pharmaceutical Finance Netherlands III B.V., as borrowers, Bank of America, N.A. and the certain other lenders party thereto (incorporated by reference to Exhibit 10.3 to Annual Report on Form 10-K filed with the SEC on February 10, 2023)
- 10.3 Global Opioids Settlement Agreement, effective on August 7, 2023, between Teva Pharmaceutical Industries Ltd. and the states, subdivisions and special districts named therein (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on August 2, 2023)
- 10.4 Deferred Prosecution Agreement with the U.S. Department of Justice, dated August 21, 2023 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on August 24, 2023)
- 10.5 Employment Agreement, dated November 21, 2022, between Teva Pharmaceutical Industries Limited and Richard D. Francis (incorporated by reference to Exhibit 10.6 to Annual Report on Form 10-K filed with the SEC on February 10, 2023)
- 10.6 Employment Agreement, dated as of March 12, 2020, between Teva Pharmaceutical Industries Limited and Eric Drapé (incorporated by reference to Exhibit 10.7 to Annual Report on Form 10-K filed with the SEC on February 10, 2021)
- 10.7 Employment Agreement, dated as of November 6, 2019, between Teva Pharmaceutical Industries Limited and Eli Kalif (incorporated by reference to Exhibit 10.13 to Annual Report on Form 10-K filed with the SEC on February 21, 2020)
- 10.8 Amendment to Employment Agreement between Teva Pharmaceutical Industries Limited and Eli Kalif, dated as of February 6, 2020 (incorporated by reference to Exhibit 10.32 to Annual Report on Form 10-K filed with the SEC on February 21, 2020)
- 10.9 Teva Pharmaceutical Industries Limited 2015 Long-Term Equity-Based Incentive Plan (incorporated by reference to Exhibit A to Proxy Statement filed with the SEC on June 8, 2017)
- 10.10 Teva Pharmaceuticals USA, Inc. Supplemental Deferred Compensation Plan (incorporated by reference to Exhibit 10.49 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
- 10.11 Form of Indemnification and Release Agreement (incorporated by reference to Exhibit 10.51 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
- 10.12 Form of Director Award Agreement (incorporated by reference to Exhibit 10.52 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
- 10.13 Teva Pharmaceutical Industries Limited 2020 Long-Term Equity-Based Incentive Plan (incorporated by reference to Exhibit Appendix A to our Definitive Proxy Statement filed with the SEC on April 22, 2020)
- 10.14 Form Bonus Letter Agreement (incorporated by reference to Exhibit 10.64 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
- 10.15 Form Award Agreement under Teva's 2020 Long-Term Equity-Based Incentive Plan (incorporated by reference to Exhibit 10.2 to Quarterly Report on Form 10-Q filed with the SEC on November 5, 2020)
- 10.16 Form Award Agreement (RSUs and PSUs) under the Teva Pharmaceutical Industries Limited 2015 Long-Term Equity-Based Incentive Plan (incorporated by reference to Exhibit 10.31 to Annual Report on Form 10-K filed with the SEC on February 21, 2020)
- 10.17 Teva Pharmaceutical Industries Limited Israeli Subplan of Teva's 2020 Long-Term Equity-Based Incentive Plan (incorporated by reference to Exhibit 10.3 to Quarterly Report on Form 10-Q filed with the SEC on November 5, 2020)

10.18	Employment Agreement, dated as of December 22, 2013, between Teva Pharmaceutical Industries Limited and Mark Sabag (incorporated by reference to Exhibit 10.37 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
10.19	Letter Agreement, dated as of June 2017, between Teva Pharmaceutical Industries Limited and Mark Sabag (incorporated by reference to Exhibit 10.38 to Annual Report on Form 10-K filed with the SEC on February 12, 2018)
10.20	Appointment Letter, dated as of July 27, 2021, of Mark Sabag (incorporated by reference to Exhibit 10.25 to Annual Report on Form 10-K filed with the SEC on February 9, 2022)
10.21	Letter Agreement, dated as of December 27, 2022, between Teva Pharmaceutical Industries and Eric Drape (incorporated by reference to Exhibit 10.31 to Annual Report on Form 10-K filed with the SEC on February 10, 2023)
10.22	Letter Agreement, dated as of February 8, 2023, between Teva Pharmaceutical Industries Ltd. and Eric Drapé (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on May 10, 2023)
10.23	Employment Agreement, dated as of September 25, 2018, between Teva UK Limited and Richard Daniell *
10.24	Letter Agreement, dated as of February 11, 2022, between Teva Pharmaceuticals Europe and Richard Daniell *
18	Kesselman & Kesselman Preferability Letter dated August 5, 2020 (incorporated by reference to Exhibit 18 to Quarterly Report on Form 10-Q filed with the SEC on August 5, 2020)
21	Subsidiaries of the Registrant *
23	Consent of Kesselman & Kesselman, independent registered public accountants *
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
97	Policy Relating to Recovery of Erroneously Awarded Compensation *
101.INS	Inline XBRL Instance Document (The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

(1) English translation or summary from Hebrew original, which is the official version

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

By: /s/ Richard D. Francis

Name: Richard D. Francis

Title: President and Chief Executive Officer

Dated: February 12, 2024

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each of the undersigned directors and/or officers of Teva Pharmaceutical Industries Limited, a corporation organized under the laws of Israel, hereby constitutes and appoints Richard D. Francis, Eli Kalif, Dov Bergwerk and Amir Weiss, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign, execute and deliver with the U.S. Securities and Exchange Commission any and all amendments to this Annual Report on Form 10-K, with all exhibits thereto, and other documents in connection therewith, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this annual report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

	<u>Name</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ Dr. Sol J. Barer</u> Dr. Sol J. Barer	Chairman of the Board of Directors	February 12, 2024
By:	<u>/s/ Richard D. Francis</u> Richard D. Francis	President and Chief Executive Officer and Director	February 12, 2024
By:	<u>/s/ Eli Kalif</u> Eli Kalif	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 12, 2024
By:	<u>/s/ Amir Weiss</u> Amir Weiss	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	February 12, 2024
By:	<u>/s/ Rosemary A. Crane</u> Rosemary A. Crane	Director	February 12, 2024
By:	<u>/s/ Amir Elstein</u> Amir Elstein	Director	February 12, 2024

	<u>Name</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ Gerald M. Lieberman</u> Gerald M. Lieberman	Director	February 12, 2024
By:	<u>/s/ Roberto A. Mignone</u> Roberto A. Mignone	Director	February 12, 2024
By:	<u>/s/ Dr. Perry D. Nisen</u> Dr. Perry D. Nisen	Director	February 12, 2024
By:	<u>/s/ Prof. Ronit Satchi-Fainaro</u> Prof. Ronit Satchi-Fainaro	Director	February 12, 2024
By:	<u>/s/ Prof. Varda Shalev</u> Prof. Varda Shalev	Director	February 12, 2024
By:	<u>/s/ Janet S. Vergis</u> Janet S. Vergis	Director	February 12, 2024
By:	<u>/s/ Dr. Tal Zaks</u> Dr. Tal Zaks	Director	February 12, 2024

EMPLOYMENT AGREEMENT

This Employment Agreement (this "Agreement"), dated as of September 25, 2018, is entered into by and between **TEVA UK LIMITED.**, a company incorporated in the United Kingdom ("Teva UK"), and **RICHARD DANIELL** (the "Executive").

RECITALS:

WHEREAS the Executive has been employed by Teva UK pursuant to a contract of employment dated 1 October 2003 as amended (the "Previous Employment Contract") and his period of continuous employment with Teva UK commenced on July 16, 1990;

WHEREAS, Teva UK desires to continue to employ the Executive and the Executive has indicated his willingness to continue his employment by Teva UK on the terms and conditions set out in this Agreement (the "Employment");

WHEREAS, Teva UK and the Executive deem it to be in their mutual best interests to memorialize the terms of such employment in a formal agreement; and

NOW, THEREFORE, on the basis of the foregoing premises and in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

1. Effective Date. This Agreement shall be deemed effective as of November 27, 2017 (the "Effective Date").

2. Term of Employment. Teva UK hereby agrees to employ the Executive and the Executive hereby accepts such employment with Teva UK, on the terms and conditions hereinafter set forth in substitution of all terms and continues which were previously applicable including pursuant to the Previous Employment Contract. The term of employment hereunder shall be deemed to have commenced on July 16, 1990 and shall continue until the date on which the Employment terminates in accordance with Section 8 below (the "Termination Date") (the "Term of Employment").

3. Position; Duties and Responsibilities; Place of Performance.

(a) The Executive has been appointed as Executive Vice President, European Commercial (as defined below) of the Teva Group. In such capacity, the Executive reports directly to the President and Chief Executive Officer of Teva Pharmaceutical Industries Ltd. ("TPI"). In addition, the Executive has such additional executive duties and responsibilities as may be assigned to him by the President and Chief Executive Officer of TPI. If the Executive is appointed as a director or officer of any Group Company, the Executive shall serve in such capacity or capacities without additional compensation. For the purposes of this Agreement "Group Company" means any subsidiary of Teva UK, any holding company of Teva UK, any subsidiary of such holding company and any company designated by the Board as an associated company from time to time including TPI and its subsidiaries; and the Group Companies together with Teva UK shall collectively be referred to as the "Teva Group". The expressions "holding company" and "subsidiary" shall have the meanings given to them by Section 1159 and Schedule 6, Companies Act 2006.

(b) Save as set out in Section 6(e)(i), effective as of the Effective Date, the Executive's principal place of employment is at Teva UK's offices although the Executive understands and agrees that it is expected that the Executive will continue to be required to travel and work extensively (including internationally) in connection with the performance of his duties hereunder.

(c) Notwithstanding anything in this Agreement to the contrary, the Executive may be subject to restrictions as to his activities on behalf of TPI or its non-UK subsidiaries as may reasonably be determined by TPI from time to time at its discretion in order to protect its legitimate business interests.

(d) The Executive agrees that for the purposes of the Working Time Regulations 1998 (and any amendment or re-enactment thereof) any legislative provisions imposing a maximum number of average weekly working hours shall not apply to the Employment. The Executive may withdraw consent by giving Teva UK not less than three months' notice in writing.

4. Exclusivity. Subject to the terms and conditions set forth in this Agreement, the Executive shall devote his full business time, attention, and efforts to the performance of his duties under this Agreement and shall not engage in any other business or occupation during the Term of Employment, including, without limitation, any activity that (a) conflicts with the interests of Teva UK or any Group Company, (b) interferes with the proper and efficient performance of his duties for Teva UK or as an executive officer of the Teva Group or (c) interferes with the exercise of his judgment in Teva UK or any Group Company's best interests. Notwithstanding the foregoing, nothing herein shall preclude the Executive from: (i) serving, with the prior written consent of the President and Chief Executive Officer of TPI, as a member of the board of directors or advisory boards (or their equivalents in the case of a non-corporate entity) of non-competing businesses and charitable organizations; (ii) engaging in charitable activities and community affairs; (iii) speaking at meetings of business, charitable and civic organizations; or (iv) subject to the terms and conditions set forth in Section 10 hereof, managing his personal investments and affairs; *provided, however*, that the activities set out in Sections 4 (i) through (iv) shall be limited by the Executive so as not to be in contradiction to any policy of Teva UK or any Group Company and/or materially interfere, individually or in the aggregate, with the performance of his duties and responsibilities hereunder or create a potential business or fiduciary conflict.

5. Sickness Absence

(a) The Executive has no contractual right to salary in respect of absence due to incapacity save for the Executive's entitlement to statutory sick pay ("SSP") or entitlement pursuant to Teva UK policies which may be revised from time to time at Teva UK's sole discretion. Any payment made under this Agreement in respect of a day of incapacity will count towards the Executive's SSP for that day and any benefits obtained by the Executive under any social security, national insurance or other legislation from time to time in force or any benefit received by him as a result of contributions paid by Teva UK to any medical insurance scheme in respect of a day of incapacity will count towards payment to be made under this Agreement in respect of that day.

(b) If the Executive is absent from work due to incapacity which results in the Executive recovering any sum representing compensation for loss of salary or other benefits under this Agreement, the Executive will repay to Teva UK any money it has already paid to him or is owed to him in respect of the same to the extent he is eligible to recover corresponding sums.

(c) The Executive agrees to be examined at any time at Teva UK's request by a medical practitioner nominated by Teva UK, and agrees to the release of his medical records to such practitioner. The Executive authorizes such doctor to disclose and to discuss with Teva UK and its advisers the results of such examinations.

6. Compensation and Benefits.

(a) Base Salary. For services rendered under this Agreement, Teva UK shall pay the Executive a salary at the rate of £429,400 per annum (such salary, or any increased salary granted to the Executive pursuant to this Section 6(a), the "Base Salary"). The Executive's Base Salary shall be payable in accordance with the payroll practices of Teva UK as the same shall exist from time to time. The Human Resources and Compensation Committee (the "Compensation Committee") of the Board of Directors of TPI (the "TPI Board"), with input from the President and Chief Executive Officer of TPI, shall periodically consider and resolve whether to approve adjustments to the Executive's Base Salary, according to the considerations specified in the shareholder-approved compensation policy of TPI in effect from time to time (the "Compensation Policy") and subject to approval of the TPI Board. For the avoidance of doubt, such a review does not guarantee any increase. The Executive authorizes Teva UK to make deductions from the Executive's salary or any other sums due to him in respect of sums from time to time owing from the Executive to Teva UK or any Group Company.

(b) Annual Bonus. For each fiscal year that ends during the Term of Employment, the Executive shall be eligible to be considered for an annual bonus under the annual cash bonus plan applicable to executive officers of the Teva Group (as defined in the Israeli Companies Law) in accordance with the Compensation Policy (the "Annual Bonus") and subject to the discretion of the Compensation Committee and the TPI Board. If payable, the Annual Bonus shall be paid to the Executive at the same time as annual bonuses are generally payable to other similarly situated executive officers of the Teva Group. The payment of bonus in one year does not confer any entitlement to future bonus. The award of any bonus is conditional upon the Executive's continued employment and no bonus payment shall be made if the Employment has terminated for any reason as at the date on which a bonus might otherwise have been payable.

(c) Equity Awards. During the Term of Employment, the Executive shall be considered for equity-based compensation awards under TPI's 2015 Long-Term Equity-Based Incentive Plan or any successor equity compensation plan(s), at the sole discretion of the President and Chief Executive Officer of TPI, the Compensation Committee and the TPI Board. Any such awards shall be granted on such terms and conditions as may be determined by the Compensation Committee and the TPI Board and shall be subject to the Compensation Policy applicable and in force from time to time and do not form part of the Executive's terms and conditions of employment.

(d) Benefits.

(i) General. During the Term of Employment, the Executive shall be eligible to participate in such benefit plans and programs as shall be provided to similarly situated executives of Teva UK, including medical insurance, long-term and short-term disability insurance, dental insurance, life insurance, pension plan and other benefit programs that may be adopted by Teva UK from time to time, subject always to the terms of the schemes and the terms of the relevant insurance provider which may be amended from time to time. Nothing contained herein shall be construed to limit the Teva UK's ability to change provider or amend, suspend, or terminate any employee benefit plan or policy at any time, without providing the Executive notice, and the rights to do so are expressly reserved. For the avoidance of doubt Teva UK reserves the right to terminate the Employment even when such termination would or might cause the Executive to forfeit any entitlement to the benefits referred to herein (including but not limited to long-term and short-term disability insurance, pension, and sick pay) or any other benefit to which he may be entitled.

(ii) Car Allowance. During the Term of Employment, the Executive will be provided with a car or cash allowance (as determined by Teva UK at its absolute discretion) of £1,200 per month, which shall be payable together with and in the same manner as the salary in accordance with Clause (a). The car allowance shall not be treated as part of the Base Salary for any purpose and shall not be pensionable.

(iii) Vacation.

(A) During the Term of Employment, the Executive shall be entitled to 27 vacation days each year in addition to statutory bank holidays applicable in England. Teva UK's vacation year runs from 1 January to 31 December.

(B) The Executive's vacation entitlement, including treatment of accumulated vacation days upon termination (if any), shall be governed by Teva UK policies as shall be amended from time to time in Teva UK's sole discretion.

(iv) Pension. The Executive is entitled to participate in Teva UK's pension scheme, subject to satisfying certain eligibility criteria and subject to the rules of the scheme as amended from time to time details of which are available from HR.

(e) Commuter Assignment.

(i) General. Effective as of the March 15, 2017, the Executive began a commuter assignment to Teva Pharmaceutical B.V.'s offices in the Netherlands (the "Commuter Area") until March 15, 2020 (the "Commuter Term"). During the Commuter Term, the Executive will be entitled to commuter benefits in accordance with the terms of the Teva Group International Commuter Assignment Policy (the "Commuter Policy"), as shall be amended from time to time and the terms of the assignment, as executed by the Executive on March 29, 2017 (the "Assignment Letter"), to the extent relevant (i.e. to the extent covering similar benefits) and to the extent allowed by the applicable laws, in substitution of benefits/entitlements which apply pursuant to Section 6(d) of this Agreement.

(ii) Changes to Commuter Policy. The Executive acknowledges, agrees and understands that the Commuter Policy does not form part of this Agreement and Teva reserves the right to amend, suspend, or terminate the Commuter Policy at any time without providing the Executive notice, and the right to do so is expressly reserved. Notwithstanding the foregoing, in the event of any conflict between the Commuter Policy, the Assignment Letter and this Agreement, the terms of this Agreement shall prevail.

7. Ordinary Business Expenses. During the Term of Employment, Teva UK shall reimburse the Executive for all reasonable out-of-pocket expenses incurred by the Executive in connection with the business of Teva UK or any Group Company and in the performance of his duties under this Agreement, including expenses for travel, lodging and similar items, all in accordance with Teva UK's expense reimbursement policy, as the same may be modified from time to time. Teva UK shall reimburse all such proper expenses upon the Executive's presentation to Teva UK of an itemized accounting of such expenses with reasonable supporting data.

8. Termination of Employment.

(a) Death or Incapacity.

(i) The Employment shall terminate automatically upon the Executive's death. Further, Teva UK may regardless of the terms of any PHI or other sickness benefit scheme terminate the Employment with immediate effect pursuant to Teva UK policies as may be amended from time to time at Teva UK's sole discretion.

(ii) In the event the Employment is terminated pursuant to this Section 8(a), the Executive or his estate or his beneficiaries, as the case may be, shall be entitled to (A) all accrued but unpaid Base Salary through the Termination Date; (B) any unpaid or unreimbursed expenses incurred in accordance with Teva UK policy, including amounts due under Section 8 hereof to the extent incurred prior to the Termination Date; (C) any other amounts required to be paid pursuant to applicable law, if any, including but not limited to payment in respect of any accrued but untaken vacation days in accordance with Section 6(d)(iii); and (D) accrued and/or vested benefits under any plan or agreement applicable to the Executive (other than relating to bonuses or other incentive compensation or severance) which shall be governed by the terms of such plan or agreement (items (A) through (D) collectively, the "Accrued Benefits").

(iii) Any question as to the existence or extent of the Executive's incapacity upon which the Executive and Teva UK cannot agree shall be determined by a qualified, independent physician reasonably selected by Teva UK. The determination of any such physician shall be final and conclusive for all purposes of this Section 8(a).

(iv) Except as set forth in this Section 8(a), following the Executive's termination by reason of his death or incapacity, the Executive shall have no further rights to any compensation or any other benefits under this Agreement provided that to the extent there are benefits provided to Executive pursuant to Section 6(d)(i) that survive termination of employment under the applicable Teva UK benefit plans and programs, such benefits (if any) shall survive the Executive's termination pursuant to this Section 8(a)(iv).

(b) Termination by Teva UK for Cause.

(i) In the event of Cause, Teva UK may terminate the Executive's employment for Cause as described in this Section 8(b), with immediate effect in which circumstances he shall be entitled to (A) all accrued but unpaid Base Salary through the Termination Date; (B) any unpaid or unreimbursed expenses incurred in accordance with Teva UK policy, including amounts due under Section 7 hereof to the extent incurred prior to the Termination Date; and (C) payment in respect of any accrued but untaken statutory vacation days in accordance with Section 6(d)(iii). Following a termination of the Employment for Cause, except as set forth in this Section 8(b)(i), the Executive shall have no further rights to any compensation or any other benefits.

(ii) For purposes of this Agreement, "Cause" shall mean circumstances in which the Executive: (A) commits any serious or repeated breach of any of the provisions of this Agreement or refuses or neglects to comply with any reasonable directions of the President and Chief Executive Officer of TPI; (B) is convicted of a criminal offence which carry the penalty of imprisonment; (C) becomes bankrupt, applies for a bankruptcy petition or has a bankruptcy order made against him, applies for or has made against him a receiving order or makes any composition or enters into any deed of arrangement with his creditors; (D) is disqualified or prohibited from being a director by reason of any order made by any competent court; (E) ceases to be eligible to work in the UK; (F) after receiving written warning from Teva UK in respect of the poor performance of his duties, continues to perform his duties to an unsatisfactory standard; (G) is guilty of conduct which brings him or may bring him or Teva UK or any Group Company into disrepute; (H) is guilty of serious dishonesty or of gross misconduct or incompetence or willful neglect of duty; or (I) is in material breach of the terms of this Agreement.

(c) Termination by Teva UK without Cause.

(i) The Employment may be terminated by either party without Cause (other than pursuant to Section 8(a)) by giving to the other not less than six months' written notice.

(ii) In the event the Employment is terminated by either party pursuant to Section 8(c)(i), the Executive shall be entitled to receive the Accrued Benefits only and subject to Section 8(c)(v), the Executive shall not be entitled to receive any other payments or benefits in such circumstances.

(iii) Notwithstanding the above Teva UK reserves the right to terminate the Employment lawfully at any time by written notice having immediate effect by notifying the Executive that Teva UK is exercising this right and will make payment of the Accrued Benefits and the Executive's Base Salary only in lieu of all or any part of the applicable notice period (less any tax and national insurance which Teva UK may be required to deduct) (the "PILON"). The PILON will be made within a reasonable period after the date on which written notice pursuant to this Section 8(c)(iii) is given, but the termination of the Employment will take effect upon the giving of such written notice. If Teva UK decides not to make a payment of the PILON to the Executive pursuant to this Section, the Executive cannot enforce that payment as a contractual debt nor as liquidated damages and his sole remedy will be a claim in damages. If Teva UK discovers after notice has been served that it would otherwise have been entitled to terminate the Employment without notice in accordance with Section 8(a) or 8(b) the Executive shall cease to have any entitlement to payment pursuant to either Section 8(c)(i) or this Section 8(c)(iii) and if payment has already been made pursuant to this Section 8(c)(iii) it shall be recoverable as a debt.

(iv) During all or part of any period of notice served pursuant to Section 8(c)(i), the Executive may be required by Teva UK in its absolute discretion not to attend the Teva UK's or any Group Company's premises and not to perform any duties for Teva UK or any Group Company, or to perform only such duties, specific projects or tasks as are assigned to him expressly by Teva UK, for such period and at such place or places as Teva UK deems necessary, provided always that the Executive will be entitled to receive his Base Salary and any contractual benefits other than bonus and equity awards during such period. For the avoidance of doubt the Executive will remain an employee of Teva UK and subject to his implied and express duties during any such period and may not carry out any work for any third party. Any period during which Teva UK has exercised its rights under this Section shall be termed "Garden Leave".

(v) In the event the Employment is terminated by Teva UK pursuant to Section 8(c)(i) or 8(c)(iii), in addition to the Accrued Benefits and/or the PILON (if applicable), the Executive shall be entitled to:

(A) a payment in an amount equal to three times the aggregate value of 1 week's Base Salary for each complete year of service up to the age of 41 and 1.5 weeks' Base Salary for each complete year of service over the age of 41 (the "Provisional Payment") capped at a maximum of 12 months' Base Salary in total (the "Actual Payment"), payable no later than the sixtieth (60th) day following the Termination Date; and

(B) an amount equal to a maximum of 12 months of the Executive's then-current Base Salary in consideration for the Executive's undertaking set forth in Section 10(c) below (the "Additional Payment") and subject to the Executive's compliance therewith, such amount to be paid in substantially equal installments in accordance with the payroll practices of Teva UK during the twelve (12) month period commencing on the Termination Date;

The parties acknowledge that notwithstanding the terms of Section 8(c)(v)(B), the combined value of the Actual Payment and the Additional Payment shall not exceed the value of the lower of either the Provisional Payment or 24 months Base Salary; and

(C) any amount payable to the Executive pursuant to and in accordance with Section 8(d) should it apply,

(together, the "Severance Benefits"), all of which will be subject to applicable deductions and taxes required by law and will only be applicable and payable in the event that the Executive first delivers to Teva UK within thirty (30) days following the Termination Date, a settlement agreement prepared by and in a form acceptable to Teva UK which has been signed by the Executive and is compliant with the requirements of section 203 of the Employment Rights Act 1996 (as amended or replaced from time to time) in which, inter alia, he agrees to waive his rights to bring any claims whatsoever against Teva UK or any Group Company in connection with the Employment or its termination and which includes a provision stipulating that in the event he breaches his obligations under Section 10 of this Agreement (or any restatement of such obligations in such settlement agreement), his entitlement to the Severance Benefits shall immediately cease, Teva UK shall have no further obligations to the Executive with respect thereto and the Severance Benefits already paid shall be promptly repayable (the "Release of Claims"). Teva UK shall reimburse Executive for certain legal fees associated with review of the Release of Claims in accordance with and subject to Teva UK's practice.

(vi) Following a termination of the Employment by Teva UK without Cause, except as set forth in this Section 8(c), the Executive shall have no further rights to any compensation or any other benefits under this Agreement.

(d) Change of Control. Subject always to Section 8(c), in the event that the Employment is terminated at the initiative of Teva UK in accordance with Section 8(c)(i) during the one year period following a merger of TPI with another entity that is not part of the Teva Group, pursuant to which merger TPI is not the surviving entity, and such termination is a result of such merger, then, the Executive shall be entitled to receive a lump sum cash payment in an amount equal to US\$1,500,000, payable on the next regular payroll date no later than sixtieth (60th) day following the Termination Date.

(e) Return of Property. Upon termination of the Employment, the Executive shall promptly return to Teva UK any cell phone, laptop or other hand-held device provided to the Executive by Teva UK or any Group Company, and any confidential or proprietary information of Teva UK and any Group Company that remains in the Executive's possession; *provided, however*, that nothing in this Agreement or elsewhere shall prevent the Executive from retaining and utilizing documents relating to his personal benefits, entitlements and obligations; documents relating to his personal tax obligations; his desk calendar and personal contact list; and such other records and documents as may reasonably be approved by the TPI Board or the President and Chief Executive Officer of TPI.

(f) Obligations on Termination of Employment. Upon the termination of the Employment howsoever arising or Teva UK exercising its rights under Section 8(c)(iv) the Executive must immediately if so required by Teva UK: (A) resign without compensation from his office as director of Teva UK or any Group Company and all other companies of which he shall have been appointed a director by Teva UK or any Group Company by virtue of any right of nomination vested in such member; and (B) transfer any shares held by the Executive required to be transferred either in accordance with the Teva UK's articles of association or any agreement by which the Executive is bound.

(g) No Incentive Compensation on Termination. On termination of the Employment however arising the Executive shall not be entitled to any compensation for the loss of any rights or benefits under any share option, bonus, long-term incentive plan or other profit sharing scheme operated by Teva UK or any Group Company in which he may participate.

(h) Power of Attorney. The Executive hereby irrevocably and by way of security appoints Teva UK to be his attorney and in his name and on his behalf to do all such things and execute all such documents which he is obliged to execute and do under this Agreement (including without limitation those documents which may be necessary for or incidental to his resignation from office and transfer of shares in accordance with Section 8(f)).

9. Representations and Warranties. The Executive hereby represents and warrants to Teva UK that:

(a) he is legally entitled to enter into this Agreement and to perform the duties contemplated herein and is not bound under any employment, consulting or other agreement which would in any way restrict or prohibit him from undertaking or performing such duties or which require him to render services to any third party;

(b) he is entitled to work in the UK and if immigration permission is required for him to work in the UK he warrants and undertakes to (A) provide documentary evidence annually and as Teva UK may require from time to time to prove that such immigration permission remains valid and in order for Teva UK to check his immigration status, and (B) notify the Company immediately of any change to his immigration status or of any change in circumstances which may affect his right to work for Teva UK or to live in the UK; and

(c) he does not now have, nor within the last three (3) years has he had, any ownership interest in any business enterprise (other than interests in publicly traded corporations where his ownership does not exceed one percent (1%) or more of the equity capital) which is a customer of the Teva Group (as defined below), or from which the Teva Group purchases any goods or services or to whom any member of the Teva Group has financial obligations or is required or directed to make any payments.

10. Executive's Covenants.

(a) Disclosure of Information.

(i) The Executive recognizes and acknowledges that any Confidential Information belonging to TPI, Teva UK and/or the Teva Group, as they may exist from time to time, are valuable, special and unique assets of the business of the Teva Group, access to and knowledge of which are essential to the performance of the Executive's duties hereunder. The Executive will not, during or at any time following the Term of Employment, in whole or in part, disclose any Confidential Information to any person, firm, corporation, association or other entity for any reason or purpose whatsoever and he shall use his best endeavors to prevent such disclosure, nor shall the Executive make use of any Confidential Information for his own purposes or for the benefit of any person, firm, corporation or other entity (except for a member of the Teva Group) under any circumstances during or after the Term of Employment.

(ii) For the purposes of this Agreement, "Confidential Information" means: (i) any trade secret, customer information, trading detail or other information relating to the business, goodwill, secrets or personnel, Intellectual Property Rights of the Teva Group, which is not publicly available; (ii) any version of any code, algorithm, program or similar item capable of being recorded, copied or transmitted, which has been originated, developed or modified by the Teva Group; (iii) any information specifically designated by the Teva Group or any customer as confidential; (iv) any information supplied to the Teva Group by any third party in relation to which a duty of confidentiality is owed or arises; (v) any information required to be treated as confidential by any legislation or professional or regulatory rule or requirement; (vi) any information or item, which should otherwise be reasonably regarded as possessing a quality of confidence; (vii) any information having commercial value or use in relation to the business activities of the Teva Group, including any such information introduced by the Executive into any computer or other electronic system or storage method owned or operated by the Teva Group; and (viii) any information or item obtained, derived or compiled from any of the above.

(iii) The provisions of this Section do not apply to any Confidential Information which: (A) is in or enters the public domain other than by breach of this Agreement; or (B) is obtained from a third party who is lawfully authorized to disclose such information; or (C) is authorized for release by the prior written consent of the President and Chief Executive Officer of TPI; or (D) is a protected disclosure as defined by Part IVA Employment Rights Act 1996.

(iv) Nothing in this Section will prevent the Executive from disclosing Confidential Information where it is required to be disclosed by judicial, administrative, governmental or regulatory process in connection with any action, suit, proceeding or claim or otherwise by applicable law, provided Executive shall give the Company a written notice within a reasonable time prior to disclosing such Confidential Information.

(v) Failure by the Executive to comply with this Section 10(a) shall constitute a breach of this Agreement entitling Teva UK to terminate it immediately pursuant to Section 8(b).

(b) Inventions. For the purposes of this Section 10(b):

“Intellectual Property Rights” means copyrights, patents, utility models, trade marks, service marks, design rights (whether registered or unregistered), database rights, semiconductor topography rights, proprietary information rights and all other similar proprietary rights and applications for such rights as may exist anywhere in the world and any applications, extensions and renewals in relation to any of these rights; and

(i) “Inventions” means all inventions, improvements, modifications, processes, formulae, models, prototypes and sketches, drawings, plans or specifications for them or other matters which the Executive alone or with one or more others may make, devise or discover during the Employment and which pertain or are actually or potentially useful to the commercial or industrial activities from time to time of the Teva Group or the processes or machinery of the Teva Group for providing the services or making the products of the Teva Group or which pertain to, result from or are suggested by any work which the Executive or any employee has done or may do during the Employment. The Executive will promptly disclose and deliver to Teva UK and Chief IP Counsel of the Teva Group for the exclusive use and benefit of the Teva Group full details of any Inventions upon the making, devising or discovering of the same during the Employment, irrespective of whether they were so made, devised or discovered during normal working hours or using the facilities of the Teva Group. The Executive will, irrespective of the termination of the Employment, however arising, give all information and data in his possession as to the exact mode of working, producing and using the same and will also at the expense of Teva UK give all such explanations, demonstrations and instructions to Teva UK as it may deem appropriate to enable the full and effectual working, production or use of the same.

(ii) The Executive will, without additional payment to him (except to the extent provided in Section 40, Patents Act 1977 or any similar provision of applicable law), whether or not during the continuance of the Employment, at the expense of Teva UK, promptly execute and do all acts, matters, documents and things necessary to enable Teva UK, any Group Company or any nominee to apply for and obtain any or all applicable Intellectual Property Rights in any or all countries relating to any Inventions or other materials produced by the Executive during the Employment.

(iii) The Executive:

(A) will do anything necessary to confirm vesting of title to any or all applicable Intellectual Property Rights (except only to the extent that such Intellectual Property Rights fail to vest in Teva UK or any Group Company) in any or all countries relating to any Inventions or other materials produced by the Executive during the Employment in Teva UK, any Group Company or any nominee absolutely;

(B) with full title guarantee hereby assigns (insofar as title to them does not automatically vest in Teva UK as a consequence of the employment) to Teva UK by way of future assignment all copyrights arising in any original material (including without limitation source code and object code for software) produced by the Executive during the Employment, whether during the normal hours of work of Teva UK or otherwise or at the premises or using the facilities of Teva UK or otherwise, being the exclusive right to do and to authorize others to do any and all acts restricted by the Copyright Designs and Patents Act 1988 in relation to such material in the United Kingdom together with copyright in all other countries of the world (and/or any similar rights in countries where such rights exist) for the whole term of such copyright including any extensions or renewals thereof and including the right to sue for damages and other remedies in respect of any infringements of the copyrights in such material or conversion of infringing copies of the material prior to the date of this Agreement to hold unto Teva UK absolutely; and

(C) waives all moral rights arising from any such original material and any associated claim for compensation so far as the Executive may lawfully do so in favour of Teva UK and for the avoidance of doubt this waiver shall extend to the licensees and successors in title to the copyright in the said material.

(iv) Without prejudice to the generality of Sections 10(b)(ii) and 10(b)(iii), the Executive hereby irrevocably and by way of security appoints Teva UK as his attorney in his stead to do all such things and execute all such documents as may be necessary for or incidental to grant to Teva UK the full benefit of this Section 10(b).

(v) The Executive will do nothing (whether by omission or commission) during the Employment or at any times thereafter to affect or imperil the validity of any Intellectual Property Rights obtained, applied for or to be applied for by Teva UK or its nominee. In particular without limitation the Executive shall not disclose the subject matter of any Inventions which may be patentable before Teva UK has had the opportunity to apply for any patent or patents. The Executive will at the direction and expense of Teva UK promptly render all assistance within his power to obtain and maintain such Intellectual Property Rights or any application for any extension of them.

(vi) Nothing in this Agreement obliges Teva UK or any other Group Company to seek patent or other protection for any Invention or to exploit any Invention.

(c) Covenants Not to Interfere or Compete.

(i) The Executive must not in a Relevant Capacity save as the beneficial owner of shares or other securities of a body corporate whose shares are quoted on a Recognised Investment Exchange and which when aggregated with shares or securities beneficially owned by the Executive's spouse and/or children, total no more than one per cent of any single class of shares or securities in such body corporate, for twelve (12) months after the Termination Date:

(A) undertake, carry on or be employed, engaged or interested in either any business activity which is competitive with a Relevant Business or any business, an objective or anticipated result of which is to compete with a Relevant Business;

(B) solicit, entice, induce or encourage a Customer to transfer, remove or divert custom away from Teva UK or any other Relevant Company;

(C) for a business competing with any Relevant Business solicit, offer employment to, interfere with or endeavour to entice away from employment or engagement with the Teva Group (or procure or assist any such activity regarding) any Restricted Employee, or do any act whereby a Restricted Employee is encouraged to terminate their employment or engagement with the Teva Group, whether or not such person would by reason of terminating their service with the Teva Group commit a breach of their contract or employment or engagement; or

(D) contract with or engage a Partner in such a way as could adversely affect the business of Teva UK or any Group Company.

(ii) Further if the Executive receives an offer to be involved in a business concern in any capacity either during the Employment or prior to the expiry of the last of the restrictions referred to above he shall give the person making that offer a copy of this Section 10(c) and shall disclose to Teva UK the identity of the future employer/client (as applicable) immediately after accepting the offer.

(iii) The Executive hereby agrees and undertakes that he will at the request and expense of Teva UK enter into a direct agreement or undertaking with another Group Company by which he accepts restrictions as contained in this Section 10(c) (or such of them as are, in the opinion of Teva UK, appropriate). Each of the restrictions contained in this Section 10(c) constitutes an entirely separate and independent restriction and is considered by the parties to be reasonable and necessary for the protection of the legitimate interests of Teva UK and the Group Companies but, if any such restriction or part of it shall be found void, invalid, illegal or unenforceable by any court of competent jurisdiction, but would be valid if some words were deleted from it, or the period of it reduced, or area covered or range of activities reduced, such restriction shall apply with such modification as may be necessary to make it valid and effective.

(iv) In the event of any Section or part of a Section contained in this Agreement being declared invalid or unenforceable by any court of competent jurisdiction, all other Section or parts of Section contained in this Agreement shall remain in full force and effect and shall not be affected thereby.

(v) For the purposes of this Agreement:

“Customer” means any person:

who at any time during the Relevant Period was a customer or client of a Relevant Company (whether or not goods or services were actually provided during such period) or with whom a Relevant Company was negotiating with a view to supplying goods or services, or to whom a Relevant Company was actively and directly seeking to supply goods or services; and

with whom the Executive had dealings at any time during the Relevant Period, or in respect of whom the Executive had possession of, or access to, confidential information as a result of the Employment.

“Partner” means any contact generated by Teva UK or any Group Company for the purpose of furthering its business interests including (but not limited to) any person contracted to supply goods or services to Teva UK or Group Company and with whom the Executive had dealings during the Relevant Period;

“Relevant Business” means any business activity carried on by Teva UK or any Group Company during the Relevant Period that the Executive was involved in or for which the Executive developed products or about which the Executive received confidential information. For the avoidance of doubt, as an executive officer of the Teva Group, the Executive acknowledges that in order to discharge his duties he will be likely to perform functions connected to the business activities of all parts of the Teva Group and will receive and have access to confidential information relevant to all such business activities;

“Relevant Capacity” means directly or indirectly, either alone or jointly with or providing assistance or support to another or others, whether as principal, agent, consultant, director, partner, shareholder, independent contractor, employee or in any other capacity, through any other person, firm or company, and whether for the Executive’s own benefit or that of others;

“Relevant Company” means Teva UK and/or any Group Company with which the Executive was involved during the Relevant Period or had access to confidential information. For the avoidance of doubt, as an executive officer of the Teva Group, the Executive acknowledges that in order to discharge his duties he will be likely to perform functions on behalf of all parts of the Teva Group and will receive and have access to confidential information relevant to all such parts of the Teva Group;

“Relevant Period” means the period of twelve months ending on the Termination Date;

“Relevant Services” means goods or services identical to, substantially similar to, or competitive with, those which any Relevant Company was supplying, or negotiating or actively and directly seeking to supply to a Customer during the Relevant Period and in the course of a Relevant Business;

“**Restricted Employee**” means any person with whom in the performance of the Executive’s duties during the Relevant Period the Executive had material dealings or had managerial responsibility over and who at the Termination Date is an employee, officer, consultant, independent contractor or worker of the Company or any other Relevant Company; or who was engaged in such a capacity during the Relevant Period.

“**Termination Date**” means the date on which the Employment terminates.

(d) Non-Disparagement. During the Term of Employment and at all times thereafter, the Executive agrees not to (i) make any disparaging or defamatory comments regarding any member of the Teva Group or any of its current or former directors, officers, employees or products; or (ii) make any negative or disparaging comments concerning any aspect of the Executive’s relationship with any member of the Teva Group or any conduct or events relating to any termination of the Employment with Teva UK.

(e) Cooperation. During the Term of Employment and at all times thereafter, the Executive agrees to cooperate with any member of the Teva Group and its attorneys in connection with any matter related to the period he was employed by Teva UK and/or his services to other members of the Teva Group, including but not limited to any threatened, pending, and/or subsequent litigation, government investigation, or other formal inquiry against any member of the Teva Group, and shall make himself available upon notice to prepare for and appear at deposition, hearing, arbitration, mediation, or trial in connection with any such matters. Such cooperation will include willingness to be interviewed by representatives of Teva UK or any Group Company and to participate in legal proceedings by deposition or testimony.

(f) Injunctive Relief. If there is a breach or threatened breach of the provisions or clauses of this Section 10, Teva UK shall be entitled to an injunction restraining the Executive from such breach. Nothing herein shall be construed as prohibiting Teva UK from pursuing any other remedies for such breach or threatened breach.

11. Data Protection and Computer Monitoring.

(a) The Executive acknowledges that Teva UK will hold and otherwise process personal data including (without limitation) sensitive personal data relating to the Executive for legal, personnel, administrative and management purposes as further described in all applicable employee privacy notices and policies notified to the Executive from time to time.

(b) The Executive agrees to comply with the applicable Teva Group’s policies in force from time to time regarding the processing of personal data and the use of equipment provided to the Executive for use in the normal course of employment including, without limitation, any method of electronic communication.

(c) The Executive agrees to keep Teva UK up to date in relation to any changes to the personal data that Teva UK may process in relation to the Executive.

(d) The Executive acknowledges that Teva UK and relevant Group Companies reserve the right to monitor all e-mail / internet activity and he acknowledges that such activity falls within the exception set out in Article 8(2) of the European Convention on Human Rights.

12. Disciplinary Rules and Grievance Procedures. Any matter of discipline will be considered by Teva UK in accordance with its legal obligations. A copy of Teva UK's dismissal, disciplinary and grievance procedure (which is for guidance only and does not form part of this Agreement) including the person to whom the Executive should apply if dissatisfied with any disciplinary decision or to whom he can apply to seek redress of a grievance relating to the employment, can be obtained upon request from the Human Resource department. Note that the policies and procedures referred to in this Section 12 will apply to the Executive as in force from time to time save that any final decisions required by Teva UK pursuant to such policies and procedures will be reached by the President and Chief Executive Officer of TPI or by such other appropriate person to whom he or she delegates responsibility for such action.

13. Insurance. Teva UK may, at its election and for its benefit, insure the Executive against death, and the Executive shall submit to such physical examination and supply such information as may be reasonably required in connection therewith.

14. Clawback. All payments made pursuant to this Agreement are subject to the "clawback" provisions in the Compensation Policy.

15. Required Stock Ownership. The Executive acknowledges and agrees to adhere to the Teva Group's stock ownership guidelines applicable to its executive officers, as may be amended from time to time in its sole discretion.

16. No-Hedging Policy. The Executive acknowledges and agrees to adhere to the Teva Group's No-Hedging Policy applicable to its executive officers, as may be amended from time to time in its sole discretion.

17. No-Pledging Policy. The Executive acknowledges and agrees to adhere to the Teva Group's No-Pledging Policy applicable to its executive officers, as may be amended from time to time in its sole discretion.

18. Notices. Any notice required or permitted to be given under this Agreement shall be deemed sufficient if in writing and if sent by registered mail to the Executive at his home address as reflected on the records of Teva UK, in the case of the Executive, or, in the case of Teva UK, to TPI at TPI's headquarters, Attention: Group Executive VP, Human Resources, or to such other officer or address as the Company shall notify the Executive.

19. Waiver of Breach. A waiver by Teva UK, a Group Company or the Executive of a breach of any provision of this Agreement by the other party shall not operate or be construed as a waiver of any subsequent breach by the other party.

20. Remedies. All rights, remedies and powers conferred upon the parties to this Agreement are cumulative and will not be deemed or construed to be exclusive of any other rights, remedies or powers now or after the date of this Agreement, conferred upon the parties to this Agreement or either of them by law or otherwise. Any failure at any time to insist upon or enforce any such right, remedy or power will not be construed as a waiver thereof.

21. Governing Law; Severability. This Agreement shall be governed by and construed and enforced in accordance with the laws of England and Wales without giving effect to the choice of law or conflict of laws provisions thereof save that the parties acknowledge and agree that Teva UK together with members of the Teva Group are subject to certain Israeli Law requirements and US disclosure rules (together: the "Rules") and to the extent that any of Teva UK's of the Teva Group's obligations under this Agreement are inconsistent with their obligations under the Rules, the Rules will take precedence in place of the terms of this Agreement. Whenever possible, each provision or portion of any provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law but the invalidity or unenforceability of any provision or portion of any provision of this Agreement in any jurisdiction shall not affect the validity or enforceability of the remainder of this Agreement in that jurisdiction. In addition, should a court determine that any provision or portion of any provision of this Agreement, is not reasonable or valid, either in period of time, geographical area, or otherwise, the parties agree that such provision should be interpreted and enforced to the maximum extent which such court deems reasonable or valid.

22. No Collective Agreement, Section 1 ERA 1996. There is no collective agreement which directly affects the terms and conditions of employment contained in this Agreement. This Agreement incorporates a written statement of terms of employment pursuant to Section 1 of the Employment Rights Act 1996.

23. Taxes. Teva UK may withhold from any payments made under this Agreement all applicable taxes, including but not limited to income, employment and social insurance taxes, as shall be required by applicable law. The Executive shall pay and fully indemnify Teva UK against all income tax payable by Teva UK on his behalf by reason of the provision of any of the benefits received by the Executive in connection with the Employment.

24. Third Party Rights. It is not intended that the Contracts (Rights of Third Parties) Act 1999 should apply to this Agreement or that any third party should be able to enforce any term of this Agreement against Teva UK or any Group Company save that Teva UK and any Company Group may enforce Teva UK's rights and the right of any Company Group under this Agreement. Further, this Agreement may be varied or rescinded by agreement between the Company and the Executive without the consent of any third party.

25. Assignment. This Agreement may be assigned, without the consent of the Executive, by Teva UK to any member of the Teva Group or to any person, partnership, corporation or other entity that has purchased all or substantially all the assets of Teva UK and/or TPI; *provided*, that such assignee assumes any and all of the obligations of Teva UK hereunder. Teva UK shall cause any person, firm or corporation acquiring all or substantially all of the assets of Teva UK to execute a written instrument agreeing to assume any and all of the obligations of Teva UK hereunder as a condition to acquiring such assets.

26. Compensation Policy. This Agreement shall be subject to the Compensation Policy and nothing herein shall derogate in any way from Teva UK's rights thereunder.

27. Entire Agreement; Amendment. This Agreement contains the entire agreement of the parties and supersedes any and all agreements, letters of intent or understandings between the Executive and (a) Teva UK, (b) any member of the Teva Group or (c) any of Teva UK's principal shareholders, affiliates or subsidiaries, including the Previous Contract, save for any applicable equity compensation plans and other separate agreements, plans and programs referred to herein; *provided*, that this Agreement shall not alter the Executive's obligations to any member of the Teva Group under any confidentiality, invention assignment, or similar agreement or arrangement to which the Executive is a party with any member of the Teva Group, which obligations shall remain in force and effect. Notwithstanding the foregoing, in the event of any inconsistency between this Agreement and the Compensation Policy, the terms of the Compensation Policy shall prevail. No amendment to the provisions of this Agreement will be effective unless in writing and signed by the parties hereto or their duly authorized representatives.

28. No Reliance on Representations. Each party acknowledges that in entering into this Agreement it does not rely on, and shall have no remedies in respect of, any statement, representation, assurance or warranty (whether made innocently or negligently) that is not set out in this Agreement. Each party agrees that it shall have no claim for innocent or negligent misrepresentation or negligent misstatement based on any statement in this Agreement.

29. Headings. The headings of the sections and subsections contained in this Agreement are for convenience only and shall not be deemed to control or affect the meaning or construction of any provision of this Agreement.

30. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement. Signatures delivered by facsimile or by e-mail as a portable document format (.pdf) file or image file attachment shall be effective for all purposes.

31. Survival. The provisions of this Agreement that are intended to survive the termination of this Agreement shall survive such termination in accordance with their terms.

32. Indemnification. The Indemnification and Release Agreement between TPI and the Executive, effective November 27, 2017 shall continue to apply in full force and effect in accordance with its terms, and is incorporated by reference to this Agreement.

* * *

IN WITNESS of which the parties have duly executed this Agreement as a Deed on the day and year first before written.

EXECUTED as a Deed by
TEVA UK LIMITED

) David Vrhovec
) /s/ David Vrhovec

Director

Director/Secretary

SIGNED as a **DEED** and **DELIVERED**
by **RICHARD DANIELL** in the
presence of:

) /s/ Richard Daniell
)
)

Witness signature: /s/ LDaniel

Name: Lisa Daniell

Address: River House, Roecliffe, York, 4051724

Occupation: Pharmacist



Private and confidential

February 9, 2022

To: Richard Daniell

Subject: Extension letter to International Assignment Agreement dated March 7, 2017 (the "Agreement")

The parties mutually agree to extend the undersigned international assignment until March 15, 2024 (the "Extension Period").

All terms and conditions under the Agreement will remain the same during the Extension Period.

The Extension Period may be terminated by Teva at any time and for any reason.

Sincerely Yours,

/s/ Niel Hoskings
Niel Hoskings
SVP, HRBP
Teva Pharmaceuticals Europe

11-Feb-2022

Please indicate your agreement by signing below and returning this letter as soon as possible.

I have reviewed the terms of this Extension Period outlined above and by signing below, accept those terms.

Richard Daniell
Name

/s/ Richard Daniell
Signature

February 11, 2022
Date

Exhibit 21

The following is a list of subsidiaries of the Company as of December 31, 2023, omitting some subsidiaries which, considered in the aggregate, would not constitute a significant subsidiary.

<u>Name of Subsidiary</u>	<u>Jurisdiction of Organization</u>
Actavis Group PTC ehf	Iceland
Actavis International Limited	Malta
Actavis Pharma Holding ehf	Iceland
Actavis U.K. Group Ltd.	United Kingdom
Arrow International Limited	Malta
Mepha Schweiz AG	Switzerland
Merckle GmbH	Germany
Pliva Hrvatska d.o.o.	Croatia
Ratiopharm GmbH	Germany
Salomon, Levin & Elstein Ltd.	Israel
Teva API B.V.	Netherlands
Teva Canada Limited	Canada
Teva Biotech GmbH	Germany
Teva Capital Services Switzerland GmbH	Switzerland
Teva Czech Industries s.r.o	Czech Republic
Teva Health GmbH	Germany
Teva Finance Services II B.V.	Curacao
Teva Italia S.r.l	Italy
Teva Limited Liability Company	Russia
Teva Pharma S.L.U	Spain
Teva Pharmaceuticals Europe B.V.	Netherlands
Teva Pharmaceuticals International GmbH	Switzerland
Teva Pharmaceuticals USA, Inc.	United States
Teva Pharm. Works Private Ltd. Company	Hungary
Teva Operations Poland Sp. Z.o.o.	Poland
Teva Santé SAS	France
Teva Takeda Pharma Ltd.	Japan
Teva UK Limited	United Kingdom
Teva Pharmaceutical Finance Netherlands III B.V.	Netherlands

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-168331, 333-206753, 333-212851, 333-214077, 333-220382 and 333-241003) and Form S-3 (No. 333-260519) of Teva Pharmaceutical Industries Limited of our report dated February 12, 2024 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ Kesselman & Kesselman

Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member of PricewaterhouseCoopers
International Limited
Tel-Aviv, Israel
February 12, 2024

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302

I, Richard D. Francis, certify that:

1. I have reviewed this annual report on Form 10-K of Teva Pharmaceutical Industries Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 12, 2024

/s/ Richard D. Francis

Richard D. Francis
President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302

I, Eli Kalif, certify that:

1. I have reviewed this annual report on Form 10-K of Teva Pharmaceutical Industries Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: February 12, 2024

/s/ Eli Kalif

Eli Kalif
Executive Vice President, Chief Financial Officer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Teva Pharmaceutical Industries Limited (the “Company”) on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Richard D. Francis, President and Chief Executive Officer of the Company, and Eli Kalif, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 12, 2024

/s/ Richard D. Francis

Richard D. Francis
President and Chief Executive Officer

/s/ Eli Kalif

Eli Kalif
Executive Vice President, Chief Financial Officer



**CLAWBACK POLICY
TEVA PHARMACEUTICAL INDUSTRIES LTD.**

PURPOSE

Teva Pharmaceutical Industries Ltd. (the “Company”) believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company’s pay-for-performance compensation philosophy. The Company’s Board of Directors (the “Board”) has therefore adopted this policy, which provides for the recoupment of certain executive compensation in the event that the Company is required to prepare an accounting restatement of its financial statements due to material noncompliance with any financial reporting requirement under U.S. federal securities laws (this “Policy”). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules promulgated thereunder, and the listing standards of the national securities exchange on which the Company’s securities are listed. For the avoidance of doubt, in case of any contradiction, the terms of this Policy will prevail over any other terms of any compensation policy in place of the Company or any similar policy or agreement containing clawback terms.

ADMINISTRATION

This Policy shall be administered by the Human Resources and Compensation Committee of the Board (the “Compensation Committee”). Any determinations made by the Compensation Committee shall be final and binding on all affected individuals.

COVERED EXECUTIVES

This Policy applies to the Company’s current and former executive officers (as determined by the Compensation Committee in accordance with Section 10D of the Exchange Act, the rules promulgated thereunder, and the listing standards of the national securities exchange on which the Company’s securities are listed) and such other senior executives or employees who may from time to time be deemed subject to this Policy by the Compensation Committee (collectively, the “Covered Executives”). This Policy shall be binding and enforceable against all Covered Executives.

RECOUPMENT; ACCOUNTING RESTATEMENT

In the event that the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, including (i) any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (each an “Accounting Restatement”), the Compensation Committee will reasonably promptly require reimbursement or forfeiture of the Overpayment (as defined below) received by any Covered Executive (x) after beginning service as a Covered Executive, (y) who served as a Covered Executive at any time during the performance period for the applicable Incentive-Based Compensation (as defined below), and (z) during the three (3) completed fiscal years immediately preceding the date on

which the Company is required to prepare an Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three (3) completed fiscal years. The date that the Company is required to prepare an accounting restatement is the earlier to occur of: (a) the date the Committee, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. The Company's obligation to recover an Overpayment is not dependent on if or when the Company files restated financial statements.

INCENTIVE-BASED COMPENSATION

For purposes of this Policy, "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure, including, but not limited to: (i) non-equity incentive plan awards that are earned solely or in part by satisfying a financial reporting measure performance goal; (ii) bonuses paid from a bonus pool, where the size of the pool is determined solely or in part by satisfying a financial reporting measure performance goal; (iii) other cash awards based on satisfaction of a financial reporting measure performance goal; (iv) restricted stock, restricted stock units, stock options, stock appreciation rights, and performance share units that are granted or vest solely or in part based on satisfaction of a financial reporting measure performance goal; and (v) proceeds from the sale of shares acquired through an incentive plan that were granted or vested solely or in part based on satisfaction of a financial reporting measure performance goal.

Compensation that would not be considered Incentive-Based Compensation includes, but is not limited to: (i) salaries; (ii) bonuses paid solely based on satisfaction of subjective standards, such as demonstrating leadership, and/or completion of a specified employment period; (iii) non-equity incentive plan awards earned solely based on satisfaction of strategic or operational measures; (iv) wholly time-based equity awards; and (v) discretionary bonuses or other compensation that is not paid from a bonus pool that is determined by satisfying a financial reporting measure performance goal.

A financial reporting measure is: (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, or any measure derived wholly or in part from such measure, such as revenues, EBITDA, or net income and (ii) stock price and total shareholder return. Financial reporting measures may include "non-GAAP financial measures" as well as other measures, metrics and ratios that are not GAAP measures. Financial reporting measures include, but are not limited to: revenues; net income; operating income; profitability of one or more reportable segments; financial ratios (e.g., accounts receivable turnover and inventory turnover rates); net assets or net asset value per share; earnings before interest, taxes, depreciation and amortization; funds from operations and adjusted funds from operations; liquidity measures (e.g., working capital, operating cash flow); return measures (e.g., return on invested capital, return on assets); earnings measures (e.g., earnings per share); sales per square foot or same store sales, where sales is subject to an accounting restatement; revenue per user, or average revenue per user, where revenue is subject to an accounting restatement; cost per employee, where cost is subject to an accounting restatement; any of such financial reporting measures relative to a peer group, where the Company's financial reporting measure is subject to an accounting restatement; and tax basis income. For the avoidance of doubt, a financial reporting measure need not be presented in the Company's financial statements or included in a filing with the SEC.

OVERPAYMENT: AMOUNT SUBJECT TO RECOVERY

The amount to be recovered will be the amount of Incentive-Based Compensation received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts, and must be computed without regard to any taxes paid (the “Overpayment”). Incentive-Based Compensation is deemed “received” in the Company’s fiscal period during which the financial reporting measure specified in the Incentive-Based Compensation award is attained, even if the vesting, payment or grant of the incentive-based compensation occurs after the end of that period.

For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement, the amount must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received, as shall be determined by the Compensation Committee at its sole discretion, and the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the exchange on which the Company’s securities are listed.

METHOD OF RECOUPMENT; PROCESS

Method of Recoupment. The Compensation Committee will determine, in its sole discretion, the method or methods for recouping any Overpayment hereunder which may include, without limitation:

- requiring reimbursement of cash Incentive-Based Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards granted as Incentive-Based Compensation;
- offsetting any or all of the Overpayment from any compensation otherwise owed by the Company to the Covered Executive;
- cancelling outstanding, or forfeiting of, vested or unvested cash or equity awards (including those subject to time-based and/or performance-based vesting conditions, or for which such conditions have been satisfied);
- cancelling, offsetting or reducing future compensation; and/or
- taking any other remedial and recovery action permitted by law, as determined by the Compensation Committee.

Any such recoupment shall be consistent with Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. Notwithstanding the foregoing, the Company makes no guarantee as to the treatment of such amounts under Section 409A, and shall have no liability with respect thereto.

Process. The Compensation Committee shall use the following process for recoupment:

- (i) First, the Compensation Committee will determine the amount of any Overpayment for each Covered Executive in connection with such Accounting Restatement.
- (ii) Second, the Compensation Committee will provide each affected Covered Executive with a written notice stating the amount of the Overpayment, a demand for recoupment, and the means of recoupment that the Company will accept.

LIMITATION ON RECOVERY; NO ADDITIONAL PAYMENTS

The right to recovery will be limited to Overpayments received during the three (3) completed fiscal years prior to the date on which the Company is required to prepare an Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three (3) completed fiscal years. In no event shall the Company be required to award Covered Executives an additional payment if the restated or accurate financial results would have resulted in a higher Incentive-Based Compensation payment.

NO INDEMNIFICATION

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive-Based Compensation.

INTERPRETATION

The Compensation Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and the applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

EFFECTIVE DATE

This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date") and shall apply to Incentive-Based Compensation (including Incentive-Based Compensation granted pursuant to arrangements existing prior to the Effective Date). Notwithstanding the foregoing, this Policy shall only apply to Incentive-Based Compensation received (as determined pursuant to this Policy) on or after the effective date of Section 303A.14 of the NYSE Listed Company Manual.

AMENDMENT; TERMINATION

The Board may amend this Policy from time to time in its discretion. The Board may terminate this Policy at any time.

OTHER RECOUPMENT RIGHTS

The Board intends that this Policy will be applied to the fullest extent of the law. The Compensation Committee may require that any employment or service agreement, cash-based bonus plan or program, equity award agreement, or similar agreement entered into on or after the adoption of this Policy shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in the Company's

Compensation Policy for Executive Officers and Directors as shall be in effect from time to time, any employment agreement, equity award agreement, cash-based bonus plan or program, or similar agreement and any other legal remedies available to the Company. For the avoidance of doubt, any right of recoupment under this Policy will prevail over any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy to the extent that a larger recoupment amount would be recoverable under this Policy.

IMPRACTICABILITY

The Compensation Committee shall recover any Overpayment in accordance with this Policy except to the extent that the Compensation Committee determines such recovery would be impracticable because:

- (A) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered;
- (B) Recovery would violate home country law of the Company where that law was adopted prior to November 28, 2022; or
- (C) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

SUCCESSORS

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Last updated on June 20, 2023.