



Q3 2021 Earnings

November 8, 2021



Forward Looking Statements

This presentation contains "forward-looking statements". These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, 2021 financial guidance; that the company remains on track to repay \$6.5 billion by 2023; that the company remains on track to achieve ~\$500 million in synergies in 2021, \$1+ billion in synergies by 2023; our two-phased strategic roadmap; that the company remains on track to achieve ~\$690 million of new product launches; we expect the base business to continue to be strong; that we are tracking toward strong growth in Europe; Developed Markets and Emerging Markets segment new product launches are on track; we are expecting continued biosimilars growth for the year in Emerging Markets segment; we expect sustained strength from brands like Amritza® and Creon® in the JANZ segment; we expect 2H/2021 to be lower than 1H/2021 in the Greater China segment due to the expected timing of URP and full impact of VBP of Lyrica® and Celebrex®; anticipated drivers of segment results going forward; product pipeline progress; Q4 2021 v. Q3 2021 free cash flow drivers; 2021 guidance drivers; statements about the transaction pursuant to which Mylan N.V. ("Mylan") combined with Pfizer Inc.'s Upjohn business (the "Upjohn Business") in a Reverse Morris Trust transaction (the "Combination") and Upjohn Inc. became the parent entity of the combined Upjohn Business and Mylan business and was renamed "Viatriis Inc." ("Viatriis" or the "Company"), the benefits and synergies of the Combination or our global restructuring program, future opportunities for the Company and its products and any other statements regarding the Company's future operations, financial or operating results, capital allocation, dividend policy and payments, debt ratio and covenants, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competitions, commitments, confidence in future results, efforts to create, enhance or otherwise unlock the value of our unique global platform, and other expectations and targets for future periods. Forward-looking statements may often be identified by the use of words such as "will", "may", "could", "should", "would", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "pipeline", "intend", "continue", "target", "seek" and variations of these words or comparable words. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: the integration of Mylan and the Upjohn Business or the implementation of the Company's global restructuring program being more difficult, time consuming or costly than expected; the possibility that the Company may be unable to achieve expected benefits, synergies and operating efficiencies in connection with the Combination or its global restructuring program within the expected timeframe or at all; the possibility that the Company may be unable to successfully integrate Mylan and the Upjohn Business or implement its global restructuring program; operational or financial difficulties or losses associated with the Company's reliance on agreements with Pfizer in connection with the Combination, including with respect to transition services; the possibility that the Company may be unable to achieve all intended benefits of its strategic initiatives;

the potential impact of public health outbreaks, epidemics and pandemics, including the ongoing challenges and uncertainties posed by the COVID-19 pandemic; the Company's failure to achieve expected or targeted future financial and operating performance and results; actions and decisions of healthcare and pharmaceutical regulators; changes in relevant laws and regulations, including but not limited to changes in tax, healthcare and pharmaceutical laws and regulations globally (including the impact of potential tax reform in the U.S.); the ability to attract and retain key personnel; the Company's liquidity, capital resources and ability to obtain financing; any regulatory, legal or other impediments to the Company's ability to bring new products to market, including but not limited to "at-risk launches"; success of clinical trials and the Company's or its partners' ability to execute on new product opportunities and develop, manufacture and commercialize products; any changes in or difficulties with the Company's manufacturing facilities, including with respect to inspections, remediation and restructuring activities, supply chain or inventory or the ability to meet anticipated demand; the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on the Company; any significant breach of data security or data privacy or disruptions to our information technology systems; risks associated with having significant operations globally; the ability to protect intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in the Company's or its partners' customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following the Combination; the impacts of competition, including decreases in sales or revenues as a result of the loss of market exclusivity for certain products; changes in the economic and financial conditions of the Company or its partners; uncertainties regarding future demand, pricing and reimbursement for the Company's products; uncertainties and matters beyond the control of management, including but not limited to general political and economic conditions and global exchange rates; and inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis. For more detailed information on the risks and uncertainties associated with Viatriis, see the risks described in Part I, Item 1A in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, as amended, and our other filings with the SEC. You can access Viatriis' filings with the SEC through the SEC website at www.sec.gov or through our website, and Viatriis strongly encourages you to do so. Viatriis routinely posts information that may be important to investors on our website at investor.viatriis.com, and we use this website address as a means of disclosing material information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure (Reg FD). The contents of our website are not incorporated into this presentation or into our filings with the SEC. Viatriis undertakes no obligation to update any statements herein for revisions or changes after the date of this presentation other than as required by law.

Key References

The combined measures described herein are calculated as indicated, are reflected as approximations and/or with rounding, and do not reflect pro forma results in accordance with ASC 805 or Article 11 of Regulation S-X. Such measures also do not reflect the effect of any purchase accounting adjustments, including but not limited to the elimination of intercompany sales and the fair value of assets and liabilities. Viatris believes these combined 2020 measures provide useful information to understanding and assessing our 2021 performance because they include both Mylan and Upjohn business results, adjusted as set forth below, whereas historical financial information of Viatris prior to November 16, 2020 only represents Mylan's historical results as Mylan is considered the accounting acquirer of the Upjohn business.

Combined Adjusted Q3 and YTD 2020 results refer to the sum of Mylan's standalone results and the standalone carve-out results from the Upjohn Business for the 2020 period presented, adjusted for product divestitures in connection with the Combination and sales to Pfizer for pharmaceutical products provided under its U.S. healthcare plan.

Combined LOE Adjusted Q3 and YTD 2020 results refer to Combined Adjusted Q3 2020 results, adjusted for the impact of loss of exclusivity ("LOE") of Lyrica and Celebrex in Japan, which occurred after Q3 2020.

New product sales, new product launches or new product revenues refer to revenue from new products launched in 2021 and the carryover impact of new products, including business development, launched in the last 12 months (e.g. acquisition of Aspen's thrombosis business in November 2020).

Operational change refers to constant currency percentage change and is derived by translating net sales or revenues for the current period at prior year comparative period exchange rates, and in doing so shows the percentage change from 2021 constant currency net sales or revenues to the corresponding amount in the prior year.

Note: Viatris reported segments are different from historical Mylan and Upjohn reported segments.

Note: Certain amounts reflect rounding.

Non-GAAP Financial Measures

This presentation includes the presentation and discussion of certain financial information that differs from what is reported under accounting principles generally accepted in the United States ("U.S. GAAP"). These non-GAAP financial measures, including, but not limited to, adjusted gross profit, adjusted gross margins, adjusted net earnings, EBITDA, adjusted EBITDA margin, adjusted EBITDA, free cash flow, adjusted R&D and as a % of total revenues, adjusted SG&A and as a % of total revenues, adjusted earnings from operations, adjusted interest expense, adjusted other (income) expense, adjusted effective tax rate, constant currency total revenues and constant currency net sales are presented in order to supplement investors' and other readers' understanding and assessment of the financial performance of Viatris Inc. ("Viatris" or the "Company"). Free cash flow refers to U.S. GAAP net cash provided by operating activities, less capital expenditures. Adjusted EBITDA margins refers to adjusted EBITDA divided by total revenues. Viatris has provided reconciliations of such non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures. Investors and other readers are encouraged to review the related U.S. GAAP financial measures and the reconciliations of the non-GAAP measures to their most directly comparable U.S. GAAP measures set forth in this presentation and in the section titled "GAAP/Non-GAAP Reconciliations", and investors and other readers should consider non-GAAP measures only as supplements to, not as substitutes for or as superior measures to, the measures of financial performance prepared in accordance with U.S. GAAP.

2021 Guidance

The Company is not providing forward-looking guidance for U.S. GAAP net earnings (loss) or a quantitative reconciliation of its 2021 adjusted EBITDA guidance to the most directly comparable U.S. GAAP measure, U.S. GAAP net earnings (loss), because it is unable to predict with reasonable certainty the ultimate outcome of certain significant items, including integration and acquisition-related expenses, restructuring expenses, asset impairments, litigation settlements and other contingencies, such as changes to contingent consideration and certain other gains or losses, as well as related income tax accounting, because certain of these items have not occurred, are out of the Company's control and/or cannot be reasonably predicted without unreasonable effort. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP reported results for the guidance period.

Q3 2021 – Continued Strong Execution & Results

Business Performance & Execution

- Strong Q3 Financial Performance (Total Revenues \$4.54B; Adjusted EBITDA \$1.70B)
- Robust Free Cash Flow \$965M Q3; \$2.2B YTD, Exceeding Low-end of Previous* Full Year Guidance Range
- Raises Full Year 2021 Financial Guidance

Delivering the Pipeline

- First Interchangeable Insulin Biosimilar Preferred by ESI & Prime Therapeutics
- Potential First-to-File BLA for Eylea® Biosimilar
- \$158M New Product Launch Revenue

Capital Deployment

- \$1.9B in Debt Repayment YTD
- Remain On-Track to Repay \$6.5B by 2023
- Returned \$266M to Shareholders via Dividends YTD

Integration & Restructuring

- On Track to Achieve ~\$500M Synergies in 2021
- On Track to Achieve \$1B+ Synergies by 2023



Note: For non-GAAP measures see slide 3

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

* Previous guidance provided on August 9, 2021

Virtual Investor Event

Save the Date: Morning of January 7, 2022

Two-Phased Strategic Roadmap

Phase 1 Completion (2021 – 2023)

- Financial Guidance, Targets and Metrics for 2022 and 2023
- Free Cash Flow Generation and Phase 1 Capital Allocation Priorities
 - Returning Capital to Shareholders and Repaying \$6.5B of Debt

Phase 2 (2024+)

- Overview of Catalysts for Future Growth
- Future Capital Allocation Priorities to Maximize and Further Unlock Shareholder Value
- Specific Details of Organic Opportunities, In Depth Pipeline Discussion
- Priorities for Inorganic Business Development (Global Healthcare Gateway®)

Segment Results



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Total Net Sales

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Total Net Sales	\$4,520	\$4,675	(3%)	(4%)
Brands	2,803	2,878	(3%)	(4%)
Complex Gx & Biosimilars	332	352	(6%)	(6%)
Generics	1,385	1,445	(4%)	(5%)

Excluding Impact of Japan's Lyrica and Celebrex LOEs (\$150M Net Sales)*

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Total Net Sales	\$4,520	\$4,525*	0%	(1%)
Brands	2,803	2,728	3%	1%
Complex Gx & Biosimilars	332	352	(6%)	(6%)
Generics	1,385	1,445	(4%)	(5%)

* Includes impact from foreign exchange

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

HIGHLIGHTS

Q3 Performance vs. Expectations

- Strong performance across all our segments
- **Brands:** better than expectations driven by products such as Lipitor®, Influvac®, Viagra®, and EpiPen®
- **Complex Gx & Biosimilars:** in line with expectations with 14% sales growth in Biosimilars, offset by anticipated competition in select Complex Gx products
- **Generics:** in line with expectations primarily driven by favorability from partial COVID-19 recovery and related products, offset by anticipated competition
- Revenues from new product launches of \$158M

2021 Full-Year Expectations

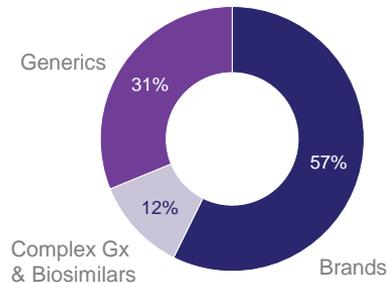
- On track for ~\$690M of revenues from new product launches in 2021
- Expect base business to continue to be strong

Developed Markets

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Net Sales	\$2,656	\$ 2,680	(1%)	(2%)
Brands	1,523	1,441	6%	5%
Complex Gx & Biosimilars	305	326	(6%)	(7%)
Generics	828	913	(9%)	(10%)



Q3 2021 Net Sales



HIGHLIGHTS

Q3 Performance vs. Expectations

- **Europe net sales** of \$1.6B
- **North America net sales** of \$1.1B
- **Brands:** better than expectations, driven by the Thrombosis portfolio, EpiPen[®] and Influvac[®]
- **Complex Gx & Biosimilars:** better than expectations with strong sales growth of 18% in Biosimilars offset by anticipated competition to Xulane[®] and Wixela[®]
- **Generics:** in line with expectations for generics erosion, including anticipated decline in dimethyl fumarate vs.Q3 2020

2021 Full-Year Expectations

- Tracking toward strong growth in Europe
- Revenues from new product launches on track

Select Top Products: Influvac[®], EpiPen[®], Lyrica[®], Lipitor[®], Creon[®], Yupelri[®], Dymista[®], Xanax[®]

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

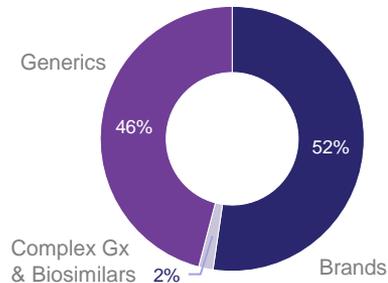
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Emerging Markets

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Net Sales	\$793	\$826	(4%)	(5%)
Brands	415	436	(5%)	(4%)
Complex Gx & Biosimilars	14	18	(24%)	(24%)
Generics	364	372	(2%)	(6%)



Q3 2021 Net Sales



HIGHLIGHTS

Q3 Performance vs. Expectations

- **Brands:** in line with expectations with continued strength from Viagra® and Lipitor®
- **Complex Gx & Biosimilars:** lower than expectations due to COVID-19 related regulatory delays
- **Generics:** in line with expectations, with higher demand from partial COVID-19 recovery and related products, offset by lower ARV volumes

2021 Full-Year Expectations

- Revenues from new product launches on track
- Expecting continued Biosimilars growth for the year

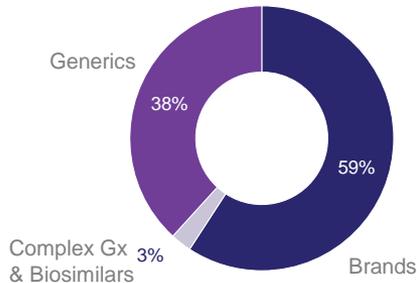
Select Top Products: Lipitor®, Norvasc®, Lyrica®, Celebrex®, Viagra®, Zoloft®, Xalabrand

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

JANZ

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Net Sales	\$505	\$625	(19%)	(18%)
Net Sales <i>ex Impact of Lyrica® & Celebrex® LOEs</i>	\$505	\$476	6%	8%
Brands	299	309	(3%)	(1%)
Complex Gx & Biosimilars	13	8	67%	66%
Generics	193	159	21%	22%

Q3 2021 Net Sales



HIGHLIGHTS

Q3 Performance vs. Expectations

- **Brands:** better than expectations, primarily driven by Amitiza®, Lyrica® and Creon®
- **Complex Gx & Biosimilars:** in line with expectations driven by strong growth of Hulio® - first biosimilar Adalimumab in Japan
- **Generics:** better than expectations across the region led by authorized generics of Lyrica® and Norvasc®

2021 Full-Year Expectations

- Sustained strength from brands like Amitiza® and Creon®

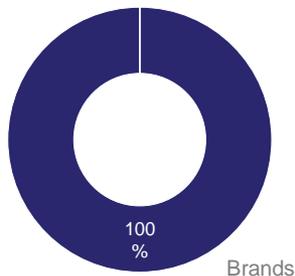
Select Top Products: Amitiza®, Lyrica®, Effexor®, Lipitor®, Norvasc®, Creon®, Xalabrand

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

Greater China

(\$M)	Q3 2021	Combined Adjusted Q3 2020	Change	Op Chg
Net Sales	\$567	\$544	4%	(2%)
Brands	567	543	4%	(2%)
Complex Gx & Biosimilars	0	0	NM	NM
Generics	0	1	NM	NM

Q3 2021 Net Sales



HIGHLIGHTS

Q3 Performance vs. Expectations

- Performed better than our expectations
 - Strong growth of 20% in the retail channel
 - Hospital channel performed better than expected
 - Q3 positively impacted by phasing versus Q4

2021 Full-Year Expectations

- 2H 2021 lower than 1H 2021 due to the expected timing of URP, and full impact of VBP on Lyrica® and Celebrex®

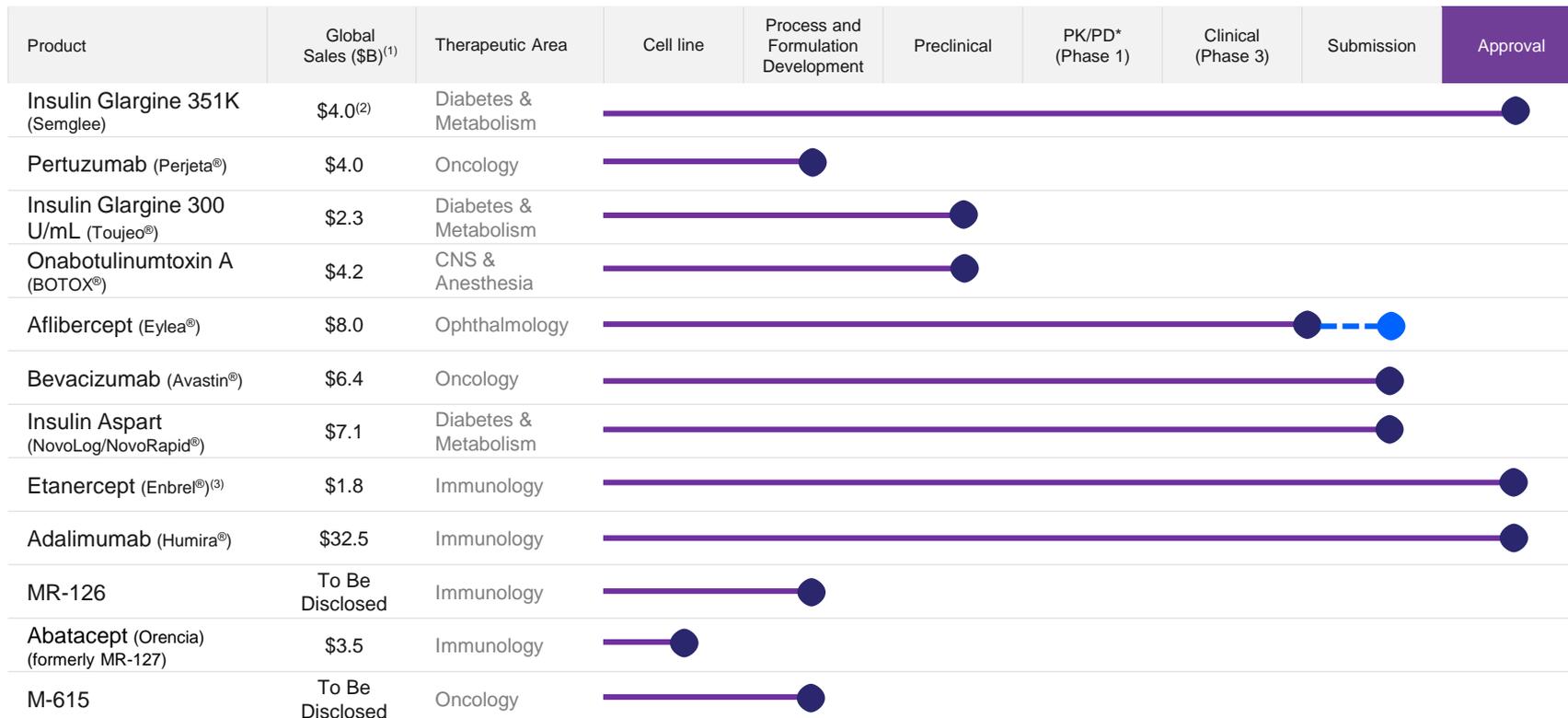
Select Top Products: Lipitor®, Norvasc®, Viagra®

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products

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Pipeline

Biosimilars Key Pipeline Updates



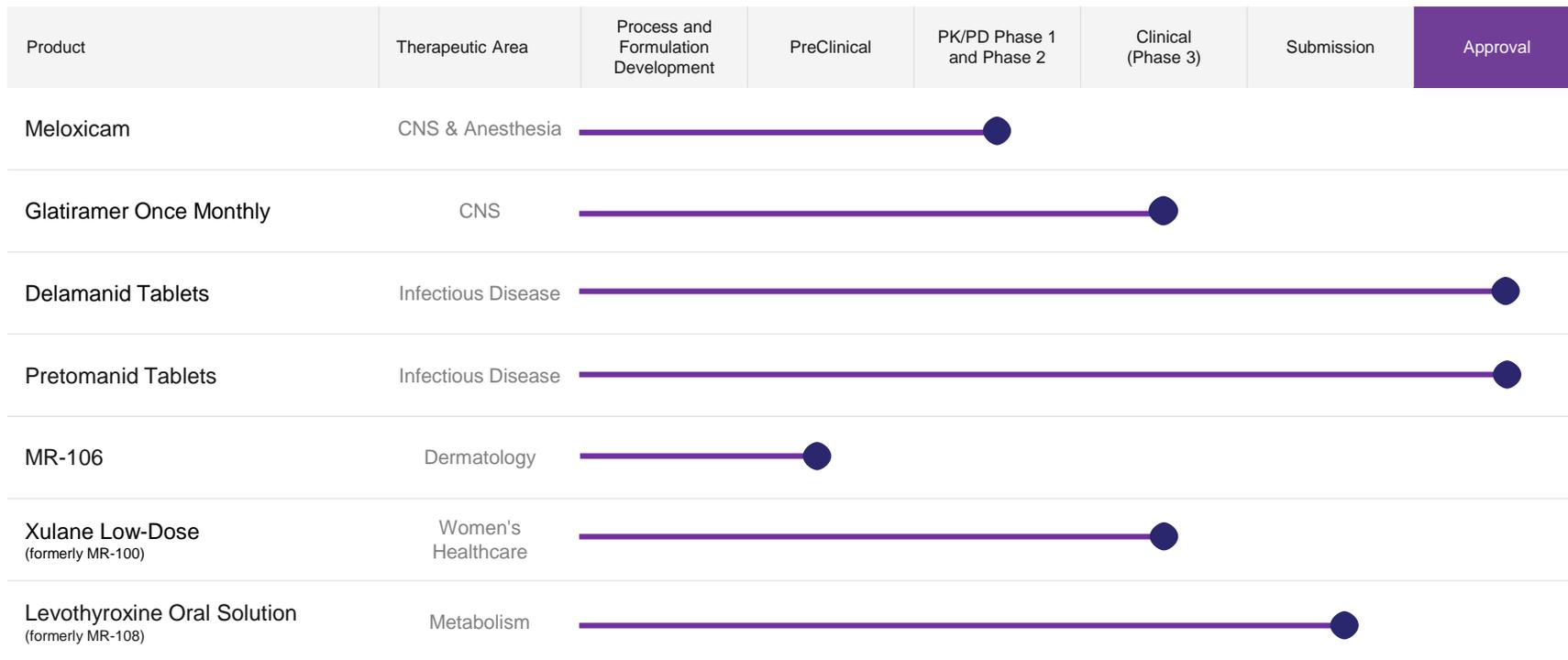
⁽¹⁾ IQVIA MIDAS and Regulatory Insights MAT ending 3/21 or as reported by brand.

⁽²⁾ US market

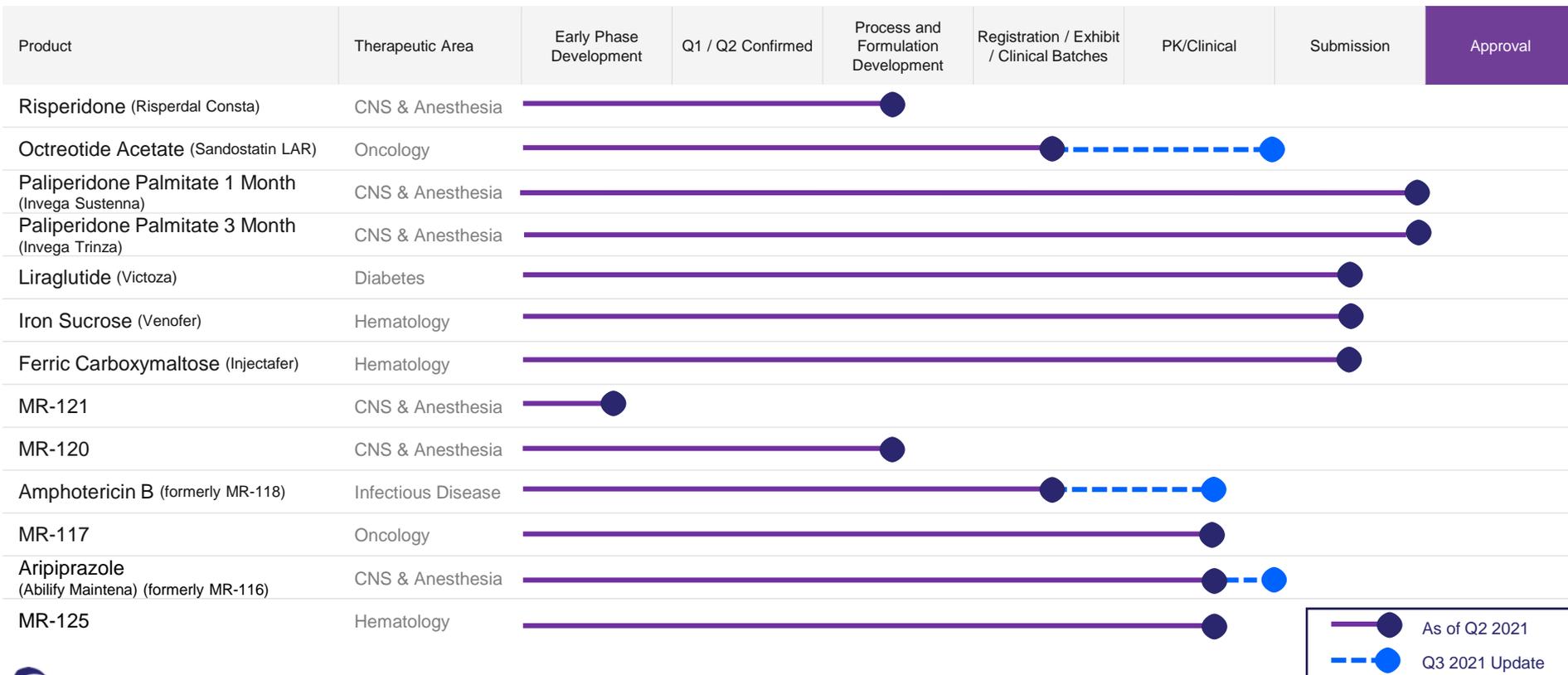
⁽³⁾ Europe program



Complex Products Key Pipeline Updates



Complex Injectables Pipeline Updates



Q3 Financial Highlights



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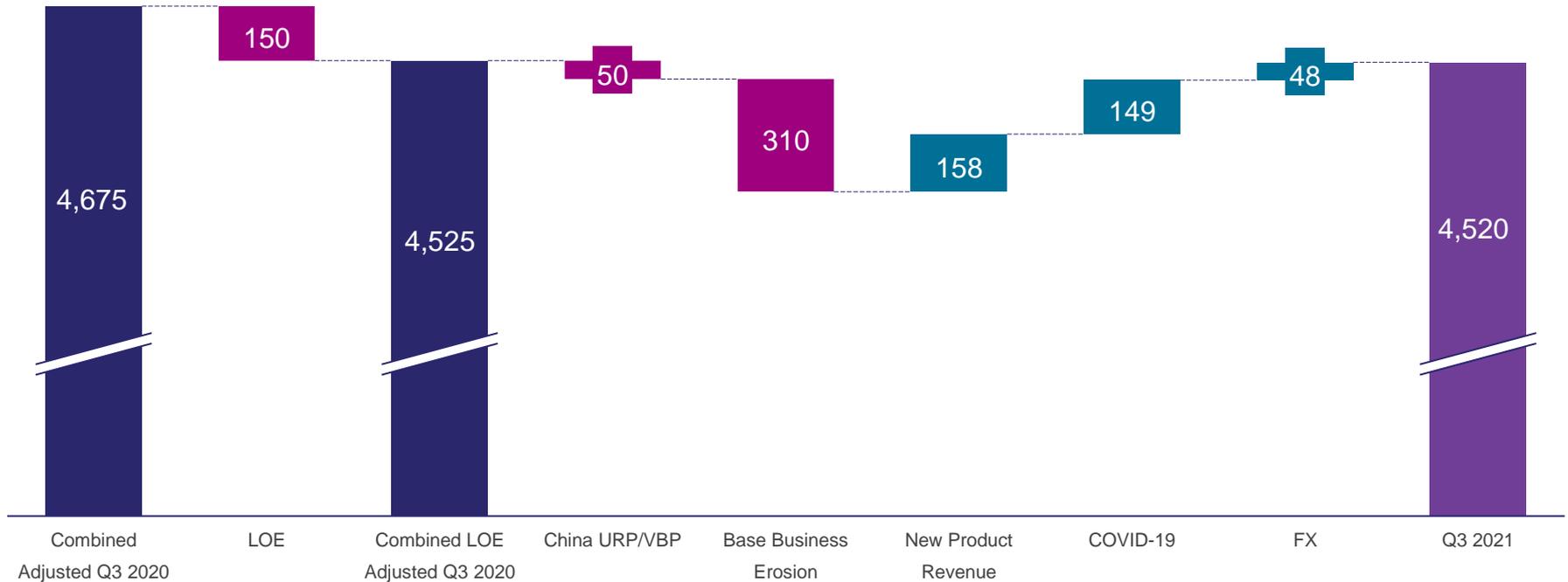
Q3 2021 Financial Highlights (Reported)

(\$M)	Q3 2021	Q3 2020*	CHANGE
Total Net Sales	\$4,520	\$2,948	53%
Developed Markets	2,656	2,163	23%
Emerging Markets	793	471	68%
JANZ	505	282	79%
Greater China	567	32	NM
Other Revenues	16	24	(33%)
Total Revenues	\$4,537	\$2,972	53%
Adjusted Gross Margin	60.0%	54.8%	520 bps
Adjusted SG&A as % of total revenues	21.2%	19.1%	210 bps
Adjusted R&D as % of total revenues	3.3%	4.2%	(90 bps)
Adjusted EBITDA	\$1,698	\$1,010	68%
Adjusted EBITDA Margin	37.4%	34.0%	340 bps
Adjusted Net Earnings	\$1,199	\$680	76%
Net Cash Provided by Operating Activities	\$1,086	\$525	107%
Capital Expenditures	<u>121</u>	<u>38</u>	217%
Free Cash Flow	\$965	\$487	98%

*Q3 2020 represents Mylan standalone results for Q3 2020. Mylan was the accounting acquirer in the Combination and therefore the historical financial statements of Mylan for periods prior to the Combination are considered to be the historical financial statements of Viatriis. Note: For non-GAAP measures, see slide 3

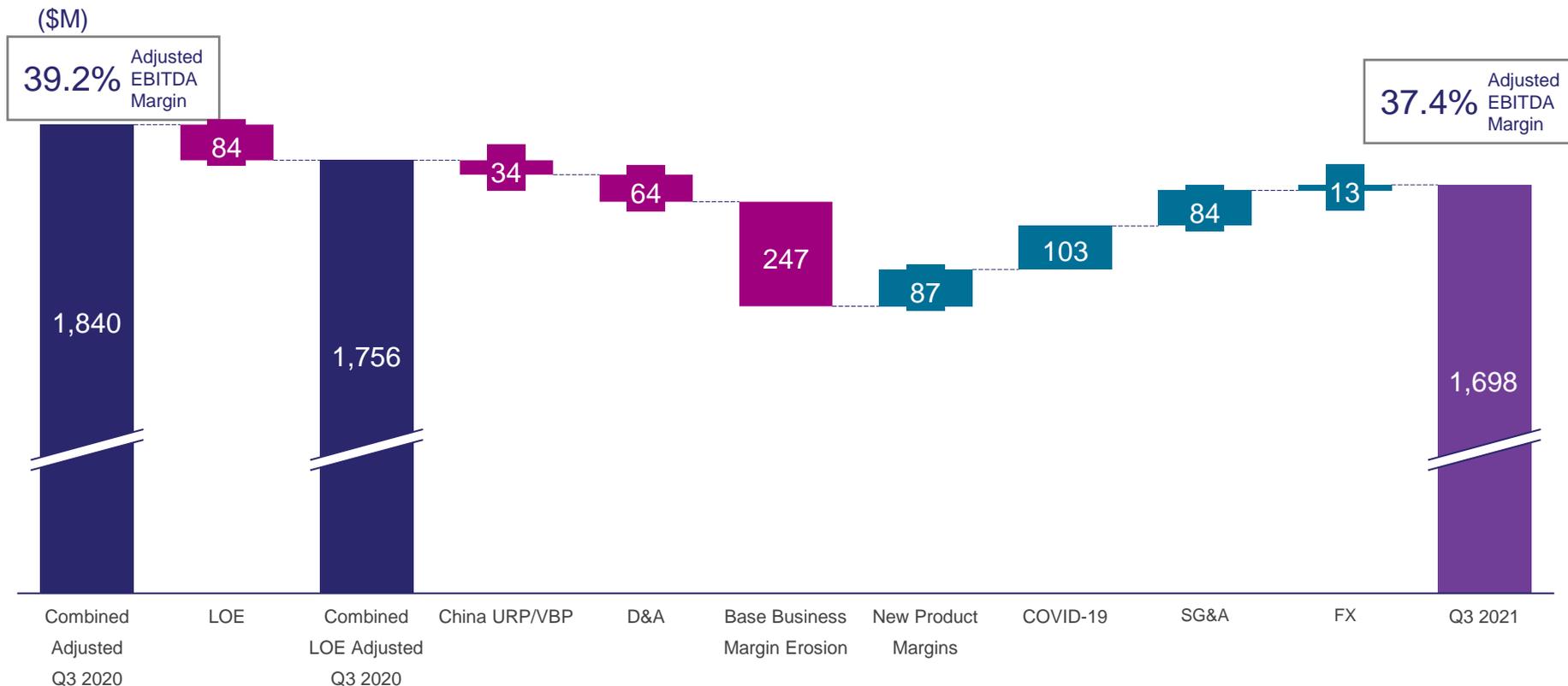
Q3 2021 Net Sales vs. Combined Adjusted Q3 2020

(\$M)



See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products. Note: For non-GAAP metrics see slide 3.

Q3 2021 Adjusted EBITDA vs. Combined Adjusted Q3 2020



See slide 3 for more information on operational change, Combined Adjusted Q3 2020 and Combined LOE Adjusted Q3 2020 results and new products. Note: For non-GAAP metrics see slide 3.

Q3 2021 Free Cash Flow

(\$M)	Q3 2021	Q3 2021 YTD
U.S. GAAP Net Cash Provided by Operating Activities	\$1,086	\$2,494
Capital Expenditures	<u>(121)</u>	<u>(260)</u>
Free Cash Flow	\$965	\$2,234

Strong Q3 YTD Cash Flow Performance Drivers

Strength of the Business

Benefits from Cash Flow Improvement Initiatives

Timing of Capital Expenditures

Q4 2021 vs. Q3 2021 Drivers

- Lower Expected Adjusted EBITDA
- Phasing of One-Time Cash Costs
- Semi-Annual Interest Payments
- Ramp Up of Capital Expenditures

Note: For non-GAAP metrics see slide 3.

2021 Financial Guidance



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Raising 2021 Financial Guidance

	Previous*		Updated	
	Estimated Ranges	Midpoint	Estimated Ranges	Midpoint
Total Revenues	\$17.5B - \$17.9B	\$17.7B	\$17.7B - \$17.9B	\$17.8B
Adjusted EBITDA	\$6.15B - \$6.45B	\$6.3B	\$6.3B - \$6.5B	\$6.4B
Free Cash Flow	\$2.2B - \$2.4B	\$2.3B	\$2.4B - \$2.6B	\$2.5B

Key Metrics Utilized for Updated 2021 Guidance:

Adjusted Gross Margin	58.0 - 59.0%
Adjusted SG&A % of Total Revenues	21.0 - 22.0% <i>(Previous 20.5 - 21.5%)*</i>
Adjusted R&D % of Total Revenues	3.5 - 3.7% <i>(Previous 3.7 - 3.9%)*</i>
Net Cash Provided by Operating Activities	\$2.90B - \$3.10B <i>(Previous \$2.80B - \$2.95B)*</i>
Capital Expenditures	~\$500M <i>(Previous \$0.50B - \$0.65B)*</i>
Adjusted Effective Tax Rate	17.0 - 18.0%
Shares Outstanding	1.209B - 1.213B

UPDATED FY 2021 GUIDANCE DRIVERS

- Strong Underlying Business Performance Across All Segments
- Improved Cash Flow Conversion
- Incremental Investments
- Timing of Capital Expenditures

Note: For non-GAAP metrics see slide 3.

* Previous guidance provided on August 9, 2021

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GAAP/Non-GAAP Reconciliations

Full Year 2021 Guidance Items

(Unaudited; in millions)

	GAAP	Non-GAAP
Total Revenues	\$17,700 - \$17,900	N/A
Adjusted EBITDA	N/A	\$6,300 - \$6,500
Net Cash provided by Operating Activities	\$2,900 - \$3,100	N/A
Free Cash Flow	N/A	\$2,400 - \$2,600

Reconciliation of Estimated 2021 GAAP Net Cash Provided by Operating Activities to Free Cash Flow

(Unaudited; in millions)

Estimated GAAP Net Cash provided by Operating Activities	\$2,900 - \$3,100
Less: Capital Expenditures	<u>(450) - (550)</u>
Free Cash Flow	\$2,400 - \$2,600

Adjusted Net Earnings

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
U.S. GAAP net earnings (loss).....	\$ 311.5	\$ 185.7	\$ (1,005.3)	\$ 245.9
Purchase accounting related amortization (primarily included in cost of sales) (a).....	919.9	368.5	3,344.7	1,072.5
Litigation settlements and other contingencies, net.....	9.4	18.9	55.3	36.5
Interest expense (primarily amortization of premiums and discounts on long term debt).....	(13.6)	5.3	(40.3)	16.6
Clean energy investments pre-tax loss.....	17.6	2.9	52.2	37.4
Acquisition related costs (primarily included in SG&A) (b).....	41.5	72.3	149.7	218.2
Restructuring related costs (c).....	169.8	14.5	741.6	47.0
Share-based compensation expense	25.0	15.1	88.7	49.8
Other special items included in:				
Cost of sales (d).....	72.7	83.6	257.1	299.3
Research and development expense (e).....	3.7	3.7	12.1	45.8
Selling, general and administrative expense.....	9.9	7.5	39.4	12.9
Other expense, net.....	(2.3)	-	(2.3)	(16.4)
Tax effect of the above items and other income tax related items (f).....	(366.0)	(98.3)	(196.8)	(344.3)
Adjusted net earnings.....	<u>\$ 1,199.1</u>	<u>\$ 679.7</u>	<u>\$ 3,496.1</u>	<u>\$ 1,721.2</u>

(a) For the three and nine months ended September 30, 2021, includes amortization of the purchase accounting inventory fair value adjustment related to the Combination totaling approximately \$238.5 million and \$1.19 billion, respectively.

(b) Acquisition related costs consist primarily of transaction costs including legal and consulting fees and integration activities.

(c) For the three months ended September 30, 2021, charges of approximately \$151.3 million are included in cost of sales, approximately \$(4.7) million are included in R&D, and approximately \$23.1 million are included in SG&A. For the nine months ended September 30, 2021 charges of approximately \$399.5 million are included in cost of sales, approximately \$11.9 million are included in R&D, and approximately \$330.1 million are included in SG&A.

(d) Costs incurred during the three and nine months ended September 30, 2021 include incremental manufacturing variances and site remediation activities as a result of the activities at the Company's Morgantown plant of approximately \$18.2 million and \$107.3 million, respectively, and at other plants in the 2020 restructuring program of approximately \$41.0 million and \$103.6 million, respectively. Costs incurred during the three and nine months ended September 30, 2020 include incremental manufacturing variances and site remediation activities as a result of the activities at the Company's Morgantown plant of approximately \$57.8 million and \$179.6 million, respectively. In addition, the three and nine months ended September 30, 2020 includes incremental manufacturing variances incurred as a result of the COVID-19 pandemic of approximately \$8.0 million and \$32.0 million, respectively. Also, the nine months ended September 30, 2020 includes \$27.0 million related to a special bonus for plant employees as a result of the COVID-19 pandemic.

(e) Adjustments primarily relate to non-refundable payments related to development agreements.

(f) Adjusted for changes for uncertain tax positions and for certain impacts of the Combination.

Net Earnings (Loss) to Adjusted EBITDA

(In millions)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP net earnings (loss).....	\$ 311.5	\$ 185.7	\$ (1,005.3)	\$ 245.9
Add adjustments:				
Net contribution attributable to equity method investments.....	17.6	2.9	52.2	37.4
Income tax (benefit) provision.....	(111.6)	55.9	544.8	46.4
Interest expense (a).....	151.9	117.3	488.0	353.4
Depreciation and amortization (b).....	1,017.1	432.3	3,756.7	1,263.0
EBITDA.....	\$ 1,386.5	\$ 794.1	\$ 3,836.4	\$ 1,946.1
Add adjustments:				
Share-based compensation expense	25.0	15.1	88.7	49.8
Litigation settlements and other contingencies, net.....	9.4	18.9	55.3	36.5
Restructuring, acquisition related and other special items (c).....	277.4	181.6	1,029.9	606.6
Adjusted EBITDA.....	\$ 1,698.3	\$ 1,009.7	\$ 5,010.3	\$ 2,639.0

(a) Includes amortization of premiums and discounts on long-term debt.

(b) Includes purchase accounting related amortization.

(c) See items detailed in the Reconciliation of U.S. GAAP Net Earnings (Loss) to Adjusted Net Earnings.

Cost of Sales

	Three Months Ended		Nine months ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP cost of sales	\$ 2,962.5	\$ 1,813.6	\$ 9,515.6	\$ 5,232.2
Deduct:				
Purchase accounting related amortization.....	(919.9)	(368.5)	(3,344.7)	(1,072.5)
Acquisition related items.....	(4.5)	(9.4)	(8.0)	(11.5)
Restructuring related costs.....	(151.3)	(8.7)	(399.5)	(17.6)
Share-based compensation expense.....	(0.8)	(0.4)	(2.0)	(1.1)
Other special items.....	(72.7)	(83.6)	(257.1)	(299.3)
Adjusted cost of sales.....	<u>\$ 1,813.3</u>	<u>\$ 1,343.0</u>	<u>\$ 5,504.3</u>	<u>\$ 3,830.2</u>
Adjusted gross profit (a).....	<u>\$ 2,723.3</u>	<u>\$ 1,629.1</u>	<u>\$ 8,040.4</u>	<u>\$ 4,492.3</u>
Adjusted gross margin (a).....	<u>60 %</u>	<u>55 %</u>	<u>59 %</u>	<u>54 %</u>

(a) U.S. GAAP gross profit is calculated as total revenues less U.S. GAAP cost of sales. U.S. GAAP gross margin is calculated as U.S. GAAP gross profit divided by total revenues. Adjusted gross profit is calculated as total revenues less adjusted cost of sales. Adjusted gross margin is calculated as adjusted gross profit divided by total revenues.

R&D

	Three Months Ended		Nine months ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP R&D	\$ 152.1	\$ 129.8	\$ 483.9	\$ 400.3
Add / (Deduct):				
Acquisition related costs.....	(0.8)	(0.1)	(1.1)	(0.3)
Restructuring and related costs.....	4.7	0.1	(11.9)	(0.3)
Share-based compensation expense.....	(1.5)	(0.5)	(3.4)	(1.6)
Other special items.....	(3.7)	(3.7)	(12.1)	(45.8)
Adjusted R&D.....	<u>\$ 150.8</u>	<u>\$ 125.6</u>	<u>\$ 455.4</u>	<u>\$ 352.3</u>
Adjusted R&D as % of total revenues.....	<u>3 %</u>	<u>4 %</u>	<u>3 %</u>	<u>4 %</u>

SG&A

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP SG&A	\$ 1,055.0	\$ 658.4	\$ 3,446.3	\$ 1,983.2
Deduct:				
Acquisition related costs.....	(36.2)	(62.9)	(140.6)	(206.5)
Restructuring and related costs.....	(23.1)	(5.7)	(330.1)	(29.0)
Share-based compensation expense.....	(22.7)	(14.2)	(83.2)	(47.1)
Other special items and reclassifications.....	(9.9)	(7.5)	(39.4)	(12.9)
Adjusted SG&A.....	<u>\$ 963.1</u>	<u>\$ 568.1</u>	<u>\$ 2,853.0</u>	<u>\$ 1,687.7</u>
Adjusted SG&A as % of total revenues.....	<u>21 %</u>	<u>19 %</u>	<u>21 %</u>	<u>20 %</u>

Total Operating Expenses

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP total operating expenses	\$ 1,216.5	\$ 807.1	\$ 3,985.5	\$ 2,420.0
Deduct:.....				
Litigation settlements and other contingencies, net.....	(9.4)	(18.9)	(55.3)	(36.5)
R&D adjustments.....	(1.3)	(4.2)	(28.5)	(48.0)
SG&A adjustments.....	(91.9)	(90.3)	(593.3)	(295.5)
Adjusted total operating expenses.....	<u>\$ 1,113.9</u>	<u>\$ 693.7</u>	<u>\$ 3,308.4</u>	<u>\$ 2,040.0</u>
Adjusted earnings from operations (a).....	<u>\$ 1,609.4</u>	<u>\$ 935.4</u>	<u>\$ 4,732.0</u>	<u>\$ 2,452.3</u>

(a) U.S. GAAP earnings from operations is calculated as U.S. GAAP gross profit less U.S. GAAP total operating expenses. Adjusted earnings from operations is calculated as adjusted gross profit less adjusted total operating expenses.

Interest Expense

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP interest expense	\$ 151.9	\$ 117.3	\$ 488.0	\$ 353.4
Add / (Deduct):				
Interest expense related to clean energy investments.....	(0.1)	(0.9)	(0.4)	(3.0)
Accretion of contingent consideration liability.....	(2.3)	(3.0)	(7.3)	(9.4)
Amortization of premiums and discounts on long-term debt.....	17.1	-	51.6	-
Other special items.....	(1.2)	(1.4)	(3.6)	(4.2)
Adjusted interest expense	\$ 165.4	\$ 112.0	\$ 528.3	\$ 336.8

Other Expenses

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP other expense (income), net	\$ 5.8	\$ (7.5)	\$ 16.1	\$ 24.6
Add / (Deduct):				
Clean energy investments pre-tax loss (a).....	(17.6)	(2.9)	(52.2)	(37.4)
Other items.....	2.3	-	2.3	16.4
Adjusted other (income) expense	\$ (9.5)	\$ (10.4)	\$ (33.8)	\$ 3.6

(a) Adjustment represents exclusion of activity related to Mylan's clean energy investments, the activities of which qualify for income tax credits under section 45 of the U.S. Internal Revenue Code of 1986, as amended.

Earnings Before Income Taxes and Income Tax Provision

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
U.S. GAAP earnings (loss) before income taxes.....	\$ 199.9	\$ 241.6	\$ (460.5)	\$ 292.3
Total pre-tax non-GAAP adjustments.....	1,253.6	592.4	4,698.1	1,819.6
Adjusted earnings before income taxes.....	<u>\$ 1,453.5</u>	<u>\$ 834.0</u>	<u>\$ 4,237.6</u>	<u>\$ 2,111.9</u>
U.S. GAAP income tax (benefit) provision	\$ (111.6)	\$ 55.9	\$ 544.8	\$ 46.4
Adjusted tax expense	366.0	98.4	196.8	344.3
Adjusted income tax provision.....	<u>\$ 254.4</u>	<u>\$ 154.3</u>	<u>\$ 741.6</u>	<u>\$ 390.7</u>
Adjusted effective tax rate.....	<u>17.5 %</u>	<u>18.5 %</u>	<u>17.5 %</u>	<u>18.5 %</u>

Combined Adjusted EBITDA

<i>(In millions)</i>	<u>Three months ended September 30, 2020</u>	<u>Nine months ended September 30, 2020</u>
Upjohn - U.S. GAAP Income before taxes.....	\$ 533.8	\$ 2,350.2
Interest expense.....	112.5	223.6
Depreciation and amortization.....	81.7	237.5
Upjohn EBITDA.....	<u>\$ 728.0</u>	<u>\$ 2,811.3</u>
Other adjustments.....	102.5	(5.3)
Upjohn Adjusted EBITDA.....	<u>\$ 830.5</u>	<u>\$ 2,806.0</u>
Add: Mylan Adjusted EBITDA	<u>1,009.7</u>	<u>2,639.0</u>
Combined Adjusted EBITDA	<u><u>\$ 1,840.2</u></u>	<u><u>\$ 5,445.0</u></u>

Appendix

Q3 2021 YTD Financial Highlights (Reported)

(\$M)	Q3 2021 YTD	Q3 2020 YTD*	CHANGE
Total Net Sales	\$13,482	\$8,232	64%
Developed Markets	7,868	6,132	28%
Emerging Markets	2,417	1,225	97%
JANZ	1,488	806	85%
Greater China	1,709	69	NM
Other Revenues	63	90	(31%)
Total Revenues	\$13,545	\$8,322	63%
Adjusted Gross Margin	59.4%	54.0%	540 bps
Adjusted SG&A as % of total revenues	21.1%	20.3%	80 bps)
Adjusted R&D as % of total revenues	3.4%	4.2%	(80 bps)
Adjusted EBITDA	\$5,010	\$2,639	90%
Adjusted EBITDA Margin	37.0%	31.7%	530 bps
Adjusted Net Earnings	\$3,496	\$1,721	103%
Net Cash Provided by Operating Activities	\$2,494	\$1,196	109%
Capital Expenditures	<u>260</u>	<u>126</u>	106%
Free Cash Flow	\$2,234	\$1,070	109%

*Q3 2020 YTD represents Mylan standalone results for Q3 2020 YTD. Mylan was the accounting acquiror in the Combination and therefore the historical financial statements of Mylan for periods prior to the Combination are considered to be the historical financial statements of Viatriis. Note: For non-GAAP measures, see slide 3

Q3 2021 YTD Total Net Sales

(\$M)	Q3 2021 YTD	Combined Adjusted Q3 2020 YTD	Change	Op Chg
Total Net Sales	\$13,482	\$13,501	0%	(4%)
Brands	8,229	8,349	(1%)	(5%)
Complex Gx & Biosimilars	994	956	4%	2%
Generics	4,259	4,195	2%	(2%)

Excluding Impact of Japan's Lyrica and Celebrex LOEs (~\$519M Net Sales)*

(\$M)	Q3 2021 YTD	Combined Adjusted Q3 2020 YTD	Change	Op Chg
Total Net Sales	\$13,482	\$12,982	4%	0%
Brands	8,229	7,831	5%	1%
Complex Gx & Biosimilars	994	956	4%	2%
Generics	4,259	4,195	2%	(2%)

* Includes impact from foreign exchange

See slide 3 for more information on operational change, Combined Adjusted Q3 2020 YTD and Combined LOE Adjusted Q3 2020 YTD results and new products

Q3 2021 Select Key Product Net Sales, On a Consolidated Basis

(\$M)	Q3 2021	Q3 2021 YTD
Select Key Global Products		
Lipitor®	\$410.0	\$1,272.9
Norvasc®	198.4	635.9
Lyrica®	175.6	555.9
Viagra®	138.0	412.4
EpiPen® Auto-Injectors	129.5	337.3
Celebrex®	86.0	257.3
Creon®	81.1	231.7
Effexor®	79.5	239.6
Zoloft®	61.3	208.8
Xalabrand	55.8	172.0

(\$M)	Q3 2021	Q3 2021 YTD
Select Key Segment Products		
Influvac®	\$161.2	\$165.3
Amitiza®	49.5	147.5
Xanax®	47.6	141.5
Yupelri®	39.4	118.1
Dymista®	35.0	129.9

* The Company does not disclose net sales for any products considered competitively sensitive.
 Products disclosed may change in future periods as a result of seasonality, competition or new product introductions