

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

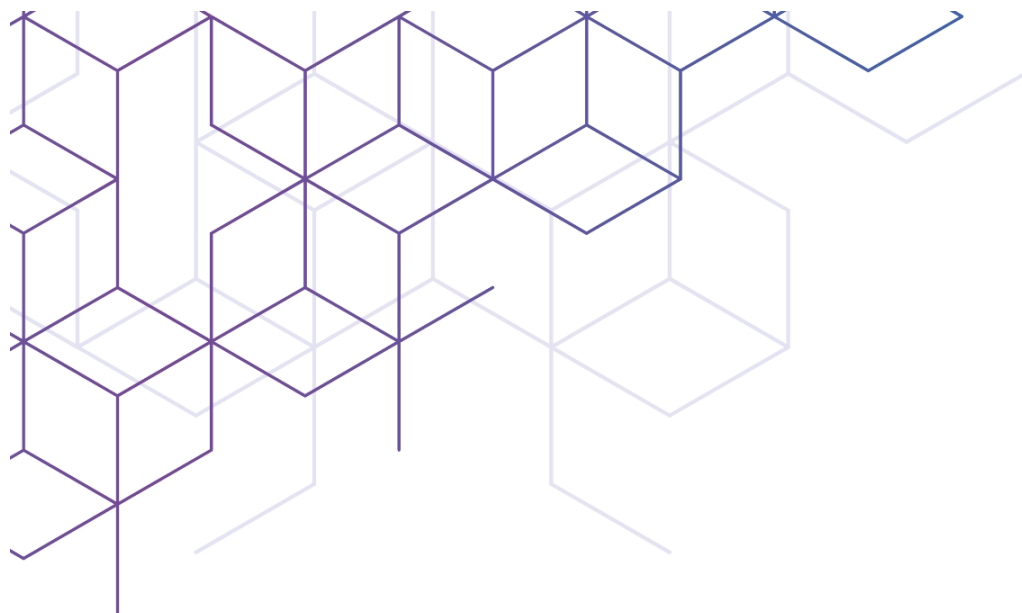
VIATRIS INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
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2025 Proxy Statement

Annual Meeting of Shareholders



Message from the Chair of the Board, Melina Higgins



Dear Fellow Shareholders,

On behalf of the Board of Directors, I want to thank you for your continued investment and confidence in Viatris. It is a privilege to chair such a deeply committed Board and to work in partnership with our talented management team during this important period of transformation and growth for the Company.

2025 has been a pivotal year for Viatris, one defined by disciplined execution, meaningful progress, and a clear focus on building a stronger, more agile Company for the future. Several significant milestones were achieved, from delivering strong operational performance and returning more than \$630 million to shareholders through share repurchases and dividends in the first half of the year, to advancing our innovative pipeline with five positive Phase 3 readouts and the first global approval for sotagliflozin. These accomplishments demonstrate the Company's ability to execute in the near term while positioning itself for long-term, durable growth.

Together with management, the Board has also overseen the continued advancement of Viatris' strategic priorities, including the successful launch of an enterprise-wide strategic review designed to ensure the Company's operating model, cost structure and organization are fit for purpose for our next stage of growth.

Our progress would not be possible without the continued effort of our colleagues around the globe. We are proud that Viatris was once again named to Forbes' list of World's Best Employers 2025. This is the fifth year in a row that Viatris has received this recognition. As Board members, we have taken the opportunity to meet with cross-functional teams from across the Company during the past year and have been impressed with their dedication to our mission and efforts to foster a high-performance environment.

Strong governance and thoughtful leadership remain central to our success. I, and my fellow directors, continue to focus on ensuring that our Board has the right mix of skills, experience and perspectives to best support our Company's future goals and our management team in achieving them. Since June 2024, we have welcomed four new directors with deep expertise in pharmaceutical leadership, finance, and innovation, while maintaining the continuity and institutional knowledge that have served the Company well. These efforts reflect our ongoing commitment to strong corporate governance and to ensuring that Viatris is guided by a Board that is independent, forward-looking and deeply engaged in guiding Viatris' next chapter.

Management succession planning has been, and continues to be, among the Board's top priorities. We are pleased with the continued success of our management development efforts as we have seamlessly integrated new leadership and fresh perspectives with long-standing Viatris colleagues. The partnership between the Board and management has never been stronger — anchored in a shared focus on execution, accountability and value creation. The successful completion of our management transition efforts positioned us to end the consulting arrangement with our Chairman Emeritus as of June 30, 2025, and establish what we anticipate is our long-term simplified management structure.

In closing, as the Company continues to evolve, the Board will remain steadfast in its oversight and commitment to advancing the Company's ambitions for the future on behalf of our shareholders. We are proud of the work we have accomplished to date and we appreciate your continued investment and support.

Sincerely,

A handwritten signature in black ink, appearing to read "Melina Higgins". The signature is fluid and cursive.

Melina Higgins
Chair of the Board

Message from Scott A. Smith, Chief Executive Officer



Dear Viatris Shareholders,

As I reflect on the past year, I am both proud of the significant progress we have made together and excited about the transformative path we continue to chart for our future. Viatris has been built with resilience and diversification at its core. Since our launch in 2020, we have reshaped the company through bold actions that strengthened our foundation, expanded our capabilities, and positioned us for long-term sustainable and profitable growth.

A Year of Transformation and Execution

2025 has been a pivotal year. We continued to reshape our business while delivering meaningful progress for shareholders, patients, and employees alike. Among this year's achievements:

- **Focus on Growth:** We reported second quarter 2025 total revenues of \$3.6 billion representing divestiture-adjusted operational revenue growth of 3%, excluding the impact of Indore¹, demonstrating renewed momentum in our base business.
- **Pipeline Progress:** We advanced our innovative pipeline with five positive Phase 3 data readouts, additionally enrollment for selatogrel and cenerimod remains on track. We also received the first global approval for sotagliflozin in the UAE — an important milestone in our innovative brands strategy.
- **Capital Return:** As of the end of the second quarter of 2025, we returned more than \$630 million of capital to shareholders, including approximately \$350 million in share repurchases and \$280 million in dividends. We have committed to returning more than \$1 billion of capital to shareholders in 2025.
- **Operational Resilience:** We made strong progress on the remediation efforts at our Indore facility which are nearly complete and we have asked the U.S. FDA for a meeting to discuss the progress of our remediation efforts and the potential timing for reinspection of the facility. We expect to have that meeting by the end of this year.
- **Strategic Review:** We launched an enterprise-wide strategic review earlier this year. Our goal is to ensure our operating model is as effective, efficient, and as future-ready as possible.

These accomplishments reinforce the disciplined execution of our strategy and our ability to invest for the future while continuing to deliver value today.

Our Strategic Path Forward

The work we have done over the past five years — strengthening our balance sheet, divesting non-core assets, and investing in innovation — has set the stage for the next natural step in our journey. Our future will be guided by four strategic pillars:

- **Strengthen Our Core** – Evolving our generics business by focusing on more profitable, higher-margin complex products, and building our global established brands business by adding brands that leverage our global capabilities.
- **Fuel Innovation** – Advancing a pipeline of best-in-class, patent-protected assets and growing our innovative brands business through strategic accretive in-market business development opportunities to accelerate growth in key areas.
- **Optimize Our Global Structure** – Simplifying our cost structure, improving resource allocation and achieving operational efficiency in line with the changing needs of our business so that we can ensure we're building a company that is both competitive today and prepared for the future.

¹ Second quarter 2025 total revenues were down 6% on a reported basis and down 2% on a divestiture-adjusted operational basis compared to second quarter 2024, primarily driven by the negative Indore Impact (as defined in Appendix B). The Indore Impact refers to the estimated negative financial impact on 2025 total revenues and (loss) earnings from operations versus the comparable 2024 periods as a result of the FDA issued warning letter and import alert related to our oral finished dose manufacturing facility in Indore, India. For the three months ended June 30, 2025, the estimated Indore Impact to total revenues was approximately \$160 million. See Appendix B - "Reconciliations of Non-GAAP Financial Measures (Unaudited)" for more information.



- **Invest for Growth** – Building organizational capabilities, developing talent, and investing in digital tools needed to compete and win in a rapidly changing healthcare environment.

Fundamentally, we are positioning Viatris to be more agile, more innovative, and more aligned with the opportunities of tomorrow. We look forward to sharing more information at our Investor Day in early 2026.

Vision for the Future

Looking ahead, we expect Viatris to evolve in meaningful ways. Today, approximately 59% of our portfolio is established brands, 40% is generics, and 1% is patent-protected innovative brands. In the future, that mix will be different. While we intend to sustain the strength of our core business of generics and established brands, we also intend to build a greater presence in innovative brands—patent-protected assets that will drive durable and more predictable profitable growth.

We will remain disciplined in how we allocate capital — strengthening the portfolio, returning value to shareholders, and investing in innovation. Our mission will not change: to empower people worldwide to live healthier at every stage of life.

Closing

I want to thank our more than 30,000 colleagues around the globe who have made the company what it is today. Their passion and dedication are what drive our ability to deliver for patients and shareholders every day.

I am confident that Viatris has the right foundation, the right strategy, and the right vision for the future. Together, we are building a company that is stronger, leaner, and more innovative — a company positioned for sustainable success in 2026 and beyond.

Thank you for your continued trust and investment in Viatris.

Sincerely,

A handwritten signature in black ink, appearing to read "SAS", is positioned above the printed name of the Chief Executive Officer.

Scott A. Smith
Chief Executive Officer



Notice of 2025 Annual Meeting of Shareholders

Dear Viatris Shareholders:

You are cordially invited to attend the 2025 Annual Meeting of Shareholders (the "2025 Annual Meeting") of Viatris Inc. ("Viatris" or the "Company"). The meeting will be held on Friday, December 5, 2025 at 11:00 a.m. Eastern Time at the DoubleTree Resort by Hilton Hollywood Beach, 4000 South Ocean Drive, Hollywood, FL 33019. At the meeting, holders of Viatris' issued and outstanding common stock as of the close of business (5:00 p.m. Eastern Time) on October 10, 2025 (the "Record Date") will be asked to consider and act upon the following items of business, which are more fully described in this Proxy Statement.

Date and Time: Friday, December 5, 2025
11:00 a.m. Eastern Time

Location: DoubleTree Resort by Hilton Hollywood Beach
4000 South Ocean Drive
Hollywood, FL 33019

If you wish to attend the 2025 Annual Meeting (which is currently scheduled to be held in person), please so inform Viatris in writing by sending notice to the attention of Viatris' Corporate Secretary at 1000 Mylan Blvd., Canonsburg, PA 15317 or by e-mail to corporatesecretary@viatris.com, in each case prior to 5:00 p.m. Eastern Time on December 4, 2025. See "Important Meeting Information" in this Notice and "How can I attend the 2025 Annual Meeting?" on page A-2 for more information.

Items of Business

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|--|--------------------|
| 1. Election of 13 director nominees, each to hold office until the 2026 annual meeting of shareholders. | 9 |
| 2. Approval of, on a non-binding advisory basis, the 2024 compensation of the named executive officers of the Company. | 42 |
| 3. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025. | 72 |
| 4. Such other business as may properly come before the meeting and any postponement or adjournment thereof. | |

Only shareholders of record as of the Record Date are entitled to receive notice of, participate in and to vote at the 2025 Annual Meeting and any postponements or adjournments thereof. On or about October 24, 2025, we mailed to Viatris shareholders as of the Record Date a Notice of Internet Availability of Proxy Materials ("Internet Notice"), which includes instructions on how to access our 2025 Proxy Statement and 2024 Annual Report on the Internet, and how to cast your vote. See "Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?" on page A-1 for more information. If you received your proxy materials for the 2025 Annual Meeting by mail, the Proxy Statement, the 2024 Annual Report and proxy card were enclosed.

Please know that your vote is very important, and you are encouraged to vote promptly. Please carefully review the proxy materials for the 2025 Annual Meeting and follow the instructions below to cast your vote on all of the voting matters. Whether or not you expect to attend the 2025 Annual Meeting, we urge you to read the proxy statement and vote your shares as soon as possible using any of the following methods.

Voting Information

How to Vote

Please vote using one of the advance voting methods. In all cases, you should have your Internet Notice, or if you requested to receive printed proxy materials, your proxy card or voting instruction form, in hand and follow the instructions.

Shareholders of Record

(shares registered on the books of the Company via Equiniti Trust Company)



Via Internet

Visit www.proxyvote.com or scan the QR Barcode (the QR code will be on the proxy card)



By phone

Call 1-800-690-6903 or the telephone number on your proxy card



By mail

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Beneficial Owners

(shares held through your bank or brokerage account)



Via Internet

Visit www.proxyvote.com



By phone

Call 1-800-454-8683 or the telephone number on your voting instruction form



By mail

Sign, date and return your voting instruction form pursuant to the instructions therein

All shareholders of record may vote in person at the 2025 Annual Meeting. Beneficial owners may vote in person at the 2025 Annual Meeting if they have a legal proxy, and follow the instructions described in the response to the question titled "How do I vote if I am a beneficial owner of shares of Viatris common stock and hold them in street name?" on page A-4. See "Important Meeting Information" below on how to attend the 2025 Annual Meeting.



Important Meeting Information

If you plan to attend the 2025 Annual Meeting in person, you must register in advance. See the question titled “How can I attend the 2025 Annual Meeting?” on page A-2 for information about the location, format and how to register to attend the meeting.

For important information concerning the 2025 Annual Meeting, voting and other matters, please refer to Appendix A – Questions and Answers, beginning on page A-1.

By Order of the Viatris Inc. Board of Directors,

A handwritten signature in black ink, appearing to read "Burt Park".

Burt Park
Chief Governance Counsel and Corporate Secretary

October 24, 2025

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2025 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 5, 2025.

The Notice of Annual Meeting, Proxy Statement and 2024 Annual Report are available at www.proxyvote.com. Information on our website is not considered part of this Proxy Statement.



Message from
Melina Higgins,
Chair of the Board

Message from
Scott Smith,
Chief Executive Officer

Notice of 2025 Annual
Meeting of
Shareholders



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* Our website, 2024 Sustainability Report and their respective contents are not incorporated by reference into this Proxy Statement.



A Strong Foundation for Performance and Impact

At VIATRIS™, our ability to sustainably deliver high-quality medicines is grounded in our mission to empower people worldwide to live healthier at every stage of life.

We are a company uniquely positioned to bridge the traditional divide between generics and brands, combining the best of both to more holistically address healthcare needs globally. Because health matters everywhere.

Viartis At-a-Glance*

Large and diversified portfolio of generics and off-patent brands across markets and therapeutic areas

~32,000
colleagues across
approximately **70** countries

\$14.7B
in 2024
total revenues

240+ medicines on the WHO Essential Medicines List, representing nearly 50% of the total list

50 products on the WHO Prequalification List

Headquartered in the U.S. with global centers in **Pittsburgh, United States, Shanghai, China, and Hyderabad, India**

37 manufacturing/distribution, R&D and packaging sites worldwide

We are access at scale, supplying high-quality medicines to **~1 billion** patients around the world annually¹

* As of October 20, 2025 unless otherwise specified.

¹ The number of patients served is an estimate calculated using internal sales data (global volume of doses sold in 2024 in all markets as aligned with IQVIA standard units), divided by estimated per patient usage, which is based on treatment dose, treatment duration, and treatment adherence as estimated by Viartis Medical Affairs based on approved label indication and instructions for use, current international guideline recommendations, and common usage in clinical practice. Patients using multiple Viartis medicines may be counted as multiple patients. Certain adjustments were applied to account for acceptable alternatives to the patient usage factors noted above, and rounded to the nearest hundred million. Estimates may be subject to reassessment.

Our 2025 Strategic Priorities

2025 Strategic Priorities

- ▶ Drive strong commercial execution

- ▶ Advance our pipeline

- ▶ Prioritize capital return with focus on share repurchases

- ▶ Target accretive business development

- ▶ Complete remediation for Indore facility and request reinspection

- ▶ Conduct enterprise-wide strategic review



A STRONG FOUNDATION FOR PERFORMANCE AND IMPACT

Expansive Global Reach

Our strong commercial infrastructure enables us to serve patients in almost every corner of the globe through retail and pharmacy establishments, wholesalers, governments, institutions, physicians and other customers. We provide unique reach across North America, Europe, the Asia Pacific region and emerging markets. Through our four reportable segments – Developed Markets, Emerging Markets, Japan, Australia and New Zealand (JANZ) and Greater China – we sold more than 80 billion doses of medicine in 2024 across more than 165 countries and territories.

Approach to Innovation and Growth



Deep In-House Development Capabilities

Strong Pre-Clinical, Clinical Development & Medical Affairs

Experienced Manufacturing & Device Teams Over Wide Range of Dosage Forms

Proven Regulatory, Pharmacovigilance, Legal & IP Skills



Robust Pipeline to Address Unmet Medical Need

Steady Flow of Core Generics, Complex Generics and Novel Products and Expanding our Patent-Protected Portfolio

Global Healthcare Gateway®



Building Sustainable Access at Scale

As a global healthcare company with a broad and diverse portfolio and global reach, our most significant contribution to society is building access to medicine and partnering in the pursuit of more resilient healthcare systems. As part of working to provide access to medicine throughout the globe, we are committed to advancing responsible and sustainable practices and operations. We are leveraging the shared expertise within Viatris and through our partnerships to address important environmental, social and governance matters, recognizing that our actions affect people and communities that we serve and depend upon. These key topics encompass four broad areas:

- **Reliable Supply and High-Quality Medicine:** manufacturing and distribution, including our supply chain and regulatory impact;
- **Our People:** managing talent, engaging employees and promoting workplace health and safety and inclusion;
- **Environmental Impact:** minimizing environmental impact – from climate change and energy to water and waste management; and
- **Governance and Ethical Practices:** managing inherent risks and encouraging opportunities and business ethics.

Viatris in 2024:

~1B Patients Reached Annually¹ | ~1,400 Approved Molecules | >80B Doses of Medicine Sold | >165 Countries & Territories Served

| | | | |
|---|---|--|--|
| <h3>Access and Global Public Health</h3> <ul style="list-style-type: none"> > Supplied more than 240 medicines on the WHO Essential Medicines List, representing nearly 50% of the total list > Provided products that address the top 10 of the WHO's leading causes of death globally | <h3>Our People</h3> <ul style="list-style-type: none"> > Approximately 32,000 colleagues with industry leading commercial, R&D, regulatory, manufacturing, legal and medical expertise > 100% of colleagues globally with access to wellbeing and mental health resources | <h3>Environment</h3> <ul style="list-style-type: none"> > Achieved an ~19% reduction of our scope 1 and 2 GHG emissions through the end of 2024 compared to our 2020 base year > Earned three British Standards Institute (BSI) Kitemark Certifications under the AMR Industry Alliance (AMRIA) Manufacturing Standard | <h3>Community</h3> <ul style="list-style-type: none"> > Donated more than 174 million doses of medicines for humanitarian and emergency relief efforts through our partners around the world > Continued our support of Rhiza Babuyile in South Africa to build three primary healthcare clinics |
| <h3>Financials</h3> <p>2024 Total Revenues: \$14.7 Billion</p> <p>2024 Net Sales:</p> <ul style="list-style-type: none"> Brands: 37% Generics: 63% |  | <h3>2024 Recognitions</h3> <ul style="list-style-type: none"> TIME: WORLD'S MOST SUSTAINABLE COMPANIES 2024 USA TODAY: AMERICA'S CLIMATE LEADERS 2024 Forbes 2024: WORLD'S TOP COMPANIES FOR WOMEN Forbes 2024: WORLD'S BEST EMPLOYERS |  |

¹ See footnote 1 on page 1 of this Proxy Statement.

Our Commitment to Good Corporate Governance

Robust Shareholder Engagement

Our shareholder-centric model is rooted in our Board of Directors' ("Board") and management's commitment to on-going, robust dialogue with shareholders to discuss and solicit shareholder feedback on key strategic, operational, financial, governance, and executive compensation topics, and to address other topics of importance to shareholders. Since October 2024, we met with 20 of our 50 largest shareholders representing approximately 50% of the outstanding shares and reached out to approximately 30 of our 50 largest shareholders representing approximately 55% of the outstanding shares (in each case based on June 30, 2025 shareholder



[A STRONG FOUNDATION FOR PERFORMANCE AND IMPACT](#)

data). In these meetings, various members of our management and, as appropriate or where requested, our Board, met with institutional investor executives, governance and stewardship team leads, and portfolio managers. Our leadership has also met with the analyst community, participated in eight investor conferences, and held informal direct shareholder discussions since October 2024.

Shareholder Discussion Highlights

Director Refreshment: Viatris is committed to Board refreshment and strong corporate governance. In particular, the Board has appointed seven new Directors since December 2022 and elected an independent Chair in 2023. In connection with its refreshment process, the Board specifically sought individuals with C-suite level and/or pharmaceutical experience.

Strategic Priorities: On our second quarter 2025 earnings call, Chief Executive Officer (“CEO”) Scott A. Smith discussed our 2025 strategic priorities, including: driving strong commercial execution across our global business of generics and established brands; advancing our late-stage pipeline to drive future innovation; continuing to look at strategic accretive in-market business development opportunities to drive near- and mid-term growth; progressing our enterprise-wide strategic review to position Viatris for sustainable growth in 2026 and beyond; the remediation and reinspection progress for our Indore facility; and returning capital to shareholders through dividends and share buybacks.

Annual Meeting Timing: After discussions with investors and to in order to move to a more standard annual meeting cadence and drive further efficiency, the Board has announced that the 2026 annual meeting of shareholders will be held on May 15, 2026.

Executive Compensation: We were disappointed by our Say-on-Pay vote in 2024. Based on our robust shareholder engagement in connection with, and following, the 2024 Say-on-Pay vote, we believe that our Say-on-Pay results in 2024 were driven primarily by concerns relating to the transitional consulting arrangement that we entered into with our former Executive Chairman. Shareholders did not express concerns with any other aspect of our compensation program in our meetings. Based on both the Board’s belief that the transitional matters covered by the consulting arrangement have been successfully completed and/or transitioned and this shareholder feedback, the Board determined that the consulting arrangement would not be renewed and then subsequently ended the consulting arrangement as of June 30, 2025. As a result, Mr. Coury is no longer serving as a consultant to the Company, and we believe that we have completed the transition to a simplified leadership and compensation structure.

In addition, we took several further actions that we believe address the 2024 Say-on-Pay vote and align our program with shareholder outcomes. The table below details the additional actions we took.

| | |
|--|--|
| Reduced the 2024 Annual Incentive Payout | <ul style="list-style-type: none"> The Compensation Committee exercised negative discretion to reduce the 2024 annual incentive payout. This negative discretion was exercised due to the unique timing of the import alert related to the Indore, India facility, and the resulting impact on the Company’s financials and share price. 2024 performance outcomes for Adjusted EBITDA, Free Cash Flow and Global Regulatory Submissions would have resulted in a 163.92% bonus funding under the provisions of the short-term incentive plan. The Compensation Committee reduced funding to 140%. |
| Increased Difficulty of 2025 Adjusted EBITDA Maximum Objective | <ul style="list-style-type: none"> Historically, maximum Adjusted EBITDA performance under the annual incentive plan has been set at 105% of target. For 2025, maximum Adjusted EBITDA performance was set at 110% of target requiring a greater level of Adjusted EBITDA performance to achieve above target payouts in 2025. |
| Reduced Weighting of Global Regulatory Submissions | <ul style="list-style-type: none"> The portion of the annual incentive related to Global Regulatory Submissions objective was reduced from 20% to 10% in 2025. |
| Added Personal Objective to Annual Incentive Compensation Program | <ul style="list-style-type: none"> A personal objective, weighted at 10%, was added to the annual incentive in 2025 to allow the Compensation Committee greater discretion in evaluating management actions and execution of Company strategy. |
| Revised Compensation Peer Group | <ul style="list-style-type: none"> Eli Lilly was eliminated from the peer group due to its market capitalization. With the removal of Eli Lilly, Viatris falls at the 44th percentile on revenue of the remaining peers. |
| Amended Share Ownership Requirements Policy | <ul style="list-style-type: none"> The Compensation Committee amended its policy to exclude unearned performance restricted stock units (“PRSUs”) (including associated dividend equivalent units (“DEUs”)) from ownership calculations, thereby making our ownership requirements more robust. |



Board Structure and Oversight

Viatri's Board and committees are structured to provide effective oversight and direction to our management team.

Viatri's has:

- **An independent Chair** of the Board (see page [23](#)).
- A Board committee structure that supports **comprehensive review and oversight of corporate strategy**; management and performance; enterprise, operational, and commercial risk management; culture and human capital management; global drug pricing and commercialization; environmental and corporate sustainability matters; information security; and global developments, among many other matters (see pages [26 to 28](#)).
- **An active Board refreshment process** that seeks to identify a diverse talent pool of qualified candidates for consideration (see pages [28 to 29](#)). The Board has **appointed seven new Directors** since December 2022.
- The following standing Board committees: **Audit, Compensation, Compliance and Risk Oversight, Executive, Finance, Governance and Sustainability, and Science and Technology**.
- Board members who have a wealth and variety of **experience and expertise** (see page [7](#)) and broad access to multiple levels of Company employees as well as external experts.

In addition, we believe that Viatri's incorporation in Delaware further supports our shareholder-centric model. Our corporate governance structure includes, among other things:

- A one share, one vote single common stock class structure;
- A declassified board and annual director elections;
- A majority voting standard for uncontested director elections, with a director resignation provision as well as a majority vote requirement for other items to be voted on by shareholders (including amendments to our certificate of incorporation and bylaws); and
- Proxy access for director nominations that gives eligible shareholders (those who have continuously held shares of our common stock for at least three years, among other requirements) the ability to nominate and include in our proxy materials candidates for election to the Board.

For additional information regarding Board governance and oversight, please see pages [23](#) to [34](#).





Viatrix' Board of Directors

Board Overview

Viatrix is committed to board refreshment and strong corporate governance. In particular, the Board has appointed seven new Directors since December 2022 and elected an independent Chair in 2023. We would like to recognize the valuable contributions of Mr. Korman and Mr. Malik, who have not been nominated for re-election at the 2025 Annual Meeting. As previously announced, each notified the Company of his intention to not stand for re-election at the 2025 Annual Meeting and to retire as a member of the Board at the end of his current term, which is scheduled to expire at the 2025 Annual Meeting.

The Board and the Governance and Sustainability Committee believe that each of our Director nominees possesses the qualifications, experience, judgment, leadership, and business skills necessary to provide robust oversight of the Company in the complex and evolving healthcare environment in which we operate. We believe our seven newest Directors have added further strength to important areas of expertise for the Board, including members with strong scientific, regulatory, accounting, financial, legal and management experience.

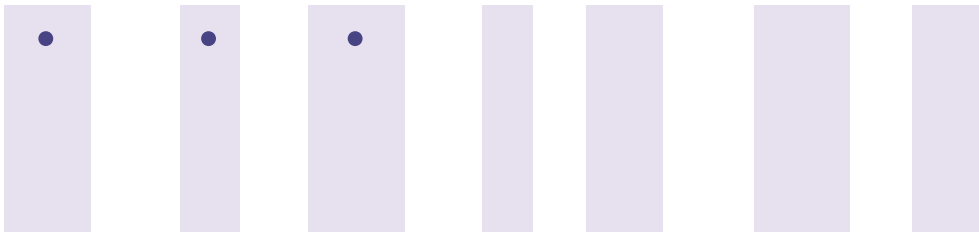
As discussed on pages [28](#) to [29](#) and [34](#) to [35](#) and as set forth in our Corporate Governance Principles, the Board seeks to identify, subject to and in accordance with applicable law, a diverse talent pool of qualified candidates for consideration as part of the Board's refreshment and succession planning. The Board also seeks to combine the skills and experience of its long-standing Board members with the fresh perspectives, insights, skills, and experiences of new members. In connection with its refreshment process, the Board specifically sought individuals with C-suite level and/or pharmaceutical experience.

The Board has always believed that varied experiences and perspectives help drive innovation and serve Viatrix' mission, both at the Board level and in management. The Diversity and Inclusion Policy of the Viatrix Board, which is available on our website at <https://www.viatrix.com/en/About-Us/Corporate-Governance>, formalizes this long-standing commitment, in all cases subject to and in accordance with applicable law, to fostering a culture of inclusion and seeking, supporting, valuing, and leveraging diversity in the Board's composition with characteristics that the Board believes serve the best interests of the Company and its stakeholders. The Board also continuously reviews and assesses its composition through, among other things, its annual board and committee self-evaluation process. For more information about the annual board and committee self-evaluation process, see "Annual Board and Committee Self-Evaluations" on page [29](#).

The following table highlights certain of our Director nominees' key skills and experience. A summary of the importance of each key skill and experience is also noted. As discussed in "How Our Directors Are Selected and Evaluated" beginning on page [34](#), our Director nominees' key skills and experience are among the factors considered by the Governance and Sustainability Committee in nominating Director candidates. 12 of our 13 nominees for Director at the 2025 Annual Meeting are independent under the applicable NASDAQ Stock Market ("NASDAQ") listing rules (and 13 of our 15 current Directors are independent).

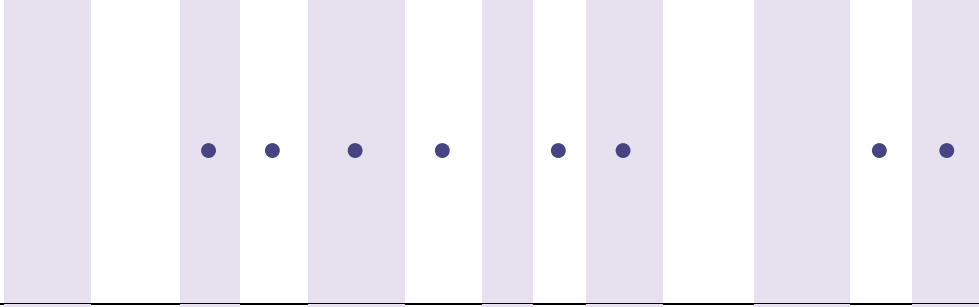
| Key Director Nominee Statistics | Cornwell | D'Amelio | Dillon | Finney | Groothuis | Higgins | Kilts | Mark | Parrish | Severino | Simmons | Smith | Vivaldi | Totals |
|---|----------|----------|--------|--------|-----------|---------|-------|------|---------|----------|---------|-------|---------|--------|
| <p>CEO and Public Company Management Experience Directors who have experience in management at public companies provide valuable expertise on managing interests held among various stakeholders, including, among others, employees, patients, and shareholders</p> | ● | ● | ● | ● | | | ● | ● | ● | ● | ● | ● | ● | 11/13 |
| <p>Corporate Governance/ Corporate Sustainability (CS) Experience Directors with Corporate Governance/CS experience are skilled in the successful operation of board oversight, cognizant of the impact that governance policies have on a public company and/or familiar with oversight of matters related to corporate sustainability</p> | ● | | ● | ● | ● | ● | ● | ● | ● | | | ● | ● | 10/13 |
| <p>Finance, Accounting, and Capital Markets Experience Directors with a strong understanding of finance and accounting are essential for the Board to oversee our global financial reporting, internal controls, and capital structure, among other matters</p> | ● | ● | ● | ● | | ● | ● | ● | ● | ● | | ● | ● | 11/13 |
| <p>Global Business Experience Viatris has operations and facilities around the world and, as such, benefits from Directors who have experience working for companies with multinational reach and who provide insight on unique opportunities, challenges, and requirements associated with working across international markets</p> | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 13/13 |
| <p>Healthcare Industry Experience Directors with experience in the healthcare industry provide valuable perspectives to our Board and management team regarding a broad range of issues and opportunities facing the Company, including industry conditions, product research and development ("R&D"), supply chain, customers, sustainable access to medicine, product quality and patient safety, and marketing</p> | ● | ● | | ● | | | ● | ● | ● | ● | ● | ● | ● | 10/13 |
| <p>Human Capital Management Experience Attracting, developing, and retaining talent globally are crucial to all aspects of the Company's business, success, and strategy. We continue to build an inclusive culture that inspires leadership and accountability and encourages innovation. Directors with experience in succession planning, executive and/or Director compensation, company culture and/or employee engagement (among other relevant areas) help to ensure that the Company's culture reflects our mission and values</p> | ● | ● | ● | ● | | ● | ● | | ● | ● | ● | ● | ● | 11/13 |
| <p>Information Security Experience Experience in information security, data privacy, cybersecurity, or use of technology to facilitate business operations</p> | ● | | ● | ● | | | | ● | ● | | | | | 5/13 |

Legal and Regulatory Oversight Experience
 We operate in an industry that is closely scrutinized and highly regulated. Directors who have experience navigating challenges associated with this environment provide valuable insight to our Board and management team



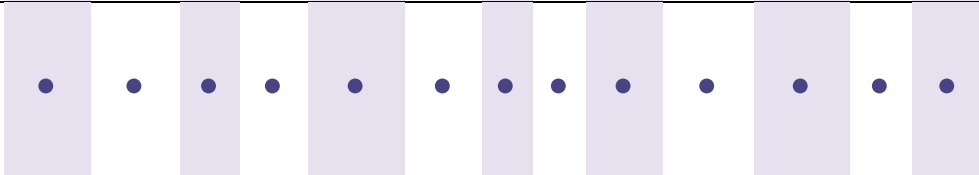
3/13

Risk Oversight/Compliance Experience
 Pharmaceutical companies face a variety of complex opportunities, risks, and compliance challenges. Directors who have experience monitoring and creating plans to address risk provide important insights that assist our Board and management in ensuring the long-term sustainability of our business



8/13

Strategy and M&A Experience
 Viatris' Directors are responsible for developing the Company's successful differentiated strategy, both organically and through strategic and opportunistic acquisitions



13/13



Director Nominee Attributes

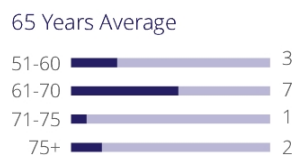
Independence

92%
Independent
Director Nominees
12 of 13

Committees Chaired by Women



Age Distribution



Diversity of Nominees





Item 1

Election of Directors

While Viatris' Board currently consists of 15 Directors, the Board has reduced the size of the Board to 13 Directors, effective after the 2025 Annual Meeting. The first item for consideration at the 2025 Annual Meeting is the election of 13 Director nominees. The Board has, upon the recommendation of our Governance and Sustainability Committee, nominated W. Don Cornwell, Frank D'Amelio, JoEllen Lyons Dillon, Elisha Finney, Leo Groothuis, Melina Higgins, James M. Kilts, Richard Mark, Mark Parrish, Michael Severino, David Simmons, Scott A. Smith, and Rogério Vivaldi Coelho (the "Nominees") for re-election at our 2025 Annual Meeting. If re-elected, each Nominee will serve as a Director until our 2026 annual meeting of shareholders and until their successor is duly elected and qualified, or until their earlier death, resignation, removal or retirement.

The Board and the Governance and Sustainability Committee have carefully evaluated the experience, structure, culture, operation, interactions, collaboration, and performance of the full Board; the talents, expertise, and contributions of individual Directors, including the Nominees; the Board's leadership; the integration and evolution of the Company; the Board's critical role in governance, risk oversight, and continuing to develop and lead the strategic direction of the Company; the Board's ability to respond to the continued change and disruption in the healthcare industry; anticipated future opportunities and challenges facing the Company; and the Board's ongoing commitment to ensuring shareholder value creation and long-term sustainability for the benefit of shareholders and other stakeholders. Based on these considerations, among others, Viatris' Board recommends a vote "FOR" the election of each of the Nominees.

The Board's general criteria for nomination to the Board are set forth in "How Our Directors Are Selected and Evaluated" beginning on page [34](#).

Information about each Nominee's specific experience, qualifications, attributes or skills that led the Board to conclude that he or she should be re-elected as a Director is set forth below on pages [10](#) to [22](#). Each Nominee is currently on Viatris' Board and each has consented to act as a Director if elected at the 2025 Annual Meeting. Proxies cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement.

Board Recommendation

Viatris' Board recommends a vote
"FOR"
 the election of
 each Nominee.



Directors Nominated for Election at the 2025 Annual Meeting



Age: 77*

Director since 2020

Independent Director

Board Committees:

Audit
Compliance and
Risk Oversight

W. Don Cornwell

Vice Chair (2009), Founder, Chairman, and Chief Executive Officer (1988 - 2009), **Granite Broadcasting Corporation**

Chief Operating Officer ("COO"), Corporate Finance Department (1980 - 1988), Vice President, Investment Banking (1976 - 1988); joined the company in 1971, **Goldman, Sachs & Co.**

Key Skills and Experience:

CEO and Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Global Business, and Strategy and M&A Experience developed during his various executive roles, more specifically during his years at Goldman Sachs, where he engaged in public and private financing and advised mergers and acquisitions ("M&A") transactions for publicly traded and privately owned companies, and further advanced through his founding and leadership of Granite Broadcasting

Human Capital Management and Information Security Experience gained while serving as the COO of the Corporate Finance Department of the Investment Banking Division of Goldman Sachs where he was responsible for the management of the department including building the operational infrastructure—information technology ("IT"), document production, training, and recruiting—while the department of over 150 investment banking professionals was experiencing significant staffing growth in response to a dramatic increase in the volume of transactions they were handling

Mr. Cornwell also brings **Healthcare Industry** and **Legal and Regulatory Oversight Experience** to the Board

Former Public Company Boards:

American International Group, Inc. (NYSE: AIG) (2011 - 2024), Director, and most recently member of the Audit and Nominating and Corporate Governance Committees; also previously Chairman of the Compensation and Management Resources Committee

Natura & Co Holding S.A. (NYSE: NTCO) (2020 - 2023), Director and most recently member of the Corporate Governance Committee

Avon Products, Inc. (2002 - 2020 when acquired by Natura), Director and Lead Independent Director

Pfizer, Inc. (NYSE: PFE) ("Pfizer") (1997 - the closing of the combination of Mylan N.V. ("Mylan") with Pfizer's Upjohn business (the "Upjohn business") through a Reverse Morris Trust transaction (the "Combination") in 2020), Director, and most recently Chair of the Regulatory and Compliance Committee and member of the Governance and Sustainability Committee; also, previously Chair of the Audit Committee

Other Organizations:

Board of Trustees, **Big Brothers Big Sisters of New York City**

Vice Chairman and Lead Director of the Board of Directors, **Blue Meridian Partners**, a partnership of philanthropists that invests in strategies to impact social problems confronting young people and families in poverty

Board of Trustees, **Occidental College**, and Vice Chair of the Investment Committee

Advisory, **Orca Biosystems, Inc.**, a private biotechnology company developing high-precision cell therapies for the treatment of cancer and autoimmune diseases

* The Board, on the recommendation of the Governance and Sustainability Committee, has, in accordance with its Corporate Governance Principles, approved a waiver to the mandatory retirement age for Directors for Mr. Cornwell and determined that such waiver was in the best interests of the Company because of his continued extensive contributions to the Board, his knowledge and familiarity with the acquired Upjohn business and the importance of maintaining continuity of certain legacy directors given the number of new directors that the Company has recently onboarded.



Age: 67

Director since 2025

Independent Director

Board Committees:

Finance

Frank D'Amelio

Executive Vice President and Chief Financial Officer (2020 - 2022), management roles of increasing responsibility (2007 – 2020) including Executive Vice President, Global Supply and Business Operations, Executive Vice President, Business Operations and Global Supply and Chief Financial Officer, and Executive Vice President, Business Operations and Chief Financial Officer, **Pfizer** (NYSE: PFE), a global pharmaceutical company

Senior Vice President of Integration and Chief Administrative Officer (2006 - 2007), **Alcatel-Lucent**, a global telecommunications equipment company

Held management roles of increasing responsibility (2001 - 2006) including COO and Executive Vice President, Administration and Chief Financial Officer, **Lucent Technologies Inc.** ("Lucent"), a global telecommunications equipment company that was acquired by Alcatel SA in 2006

Key Skills and Experience:

CEO and Public Company Management, Finance, Accounting, and Capital Markets, Global Business, and Strategy and M&A Experience developed during his various executive roles at Pfizer where, during his tenure, he led many acquisitions and partnerships valued at nearly \$200 billion in the aggregate, including numerous transformative transactions, and oversaw the company's IT function and global supply chain

Human Capital Management gained while serving as the COO at Lucent

Mr. D'Amelio also brings **Healthcare Industry Experience** to the Board

Other Current Public Company Boards:

Hewlett Packard Enterprise Company (NYSE: HPE)
(since 2023), Director and member of the Audit and Finance and Investment Committees

Humana Inc. (NYSE: HUM)
(since 2003), Director, Chair of the Audit Committee, and member of the Nominating, Governance & Sustainability Committee

Zoetis Inc. (NYSE: ZTS)
(since 2012), Director, Chair of the Human Resources Committee and member of the Audit Committee

Current Private Company Boards:

EntityRisk, Inc.
(since 2023), Director

Sail Biomedicines, Inc.
(since 2024), Director

Former Public Company Boards:

Catalent Inc. (NYSE: CTLT)
(2023 - 2024), Director and member of the Compensation and Leadership and Quality and Regulatory Compliance Committees

Other Organizations:

Director, **Michael J. Fox Foundation for Parkinson's Research**

Strategic Advisor, **Formation Bio**
(since 2025)

CFO-in-residence and independent advisor, **Deloitte & Touch LLP CFO Program**
(2023 - 2024)





JoEllen Lyons Dillon

Executive Vice President, Strategic Developments and Capital Markets (2014 - 2017); Chief Legal Officer and Corporate Secretary, **The ExOne Company** (2013 - 2017). ExOne merged with Desktop Metal (NYSE: DM) in November 2021. ExOne was a global provider of three-dimensional (3D) printing machines and printed products, materials, and other services to industrial customers creating products in metal on a worldwide basis

Partner (2002 - 2011), **Reed Smith LLP**, a law firm

Partner (1997 - 2002), **Buchanan Ingersoll & Rooney PC**, a law firm (joined the firm in 1988)

Key Skills and Experience:

Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Global Business, Human Capital Management, Information Security, Legal and Regulatory Oversight, Risk Oversight/Compliance, and Strategy and M&A Experience gained during her almost 25-year legal career in corporate M&A and securities, where she represented both public and private companies in a variety of complex matters, and further developed while at ExOne, where she was responsible for capital markets development, corporate strategic planning, human resources, global compliance, investor relations, and international business development within Europe and Asia, through which she became a thought leader in the areas of corporate governance, legal and regulatory oversight, capital markets, and M&A and is regularly invited to speak at major conferences, including, among others, the 2023 and 2024 Stanford Directors' College, on such topics

Ms. Dillon also brings **CS Experience** obtained through her legal and regulatory background, in addition to ongoing education programs

Completed certification "Board Governance: Navigating Emerging Technologies and More in a Complex World" at Cornell University in November 2023

Former Public Company Boards:

World Wrestling Entertainment, Inc.
(2022 - 2023) (now known as World Wrestling, LLC), Director

Mylan
(2014 - the closing of the Combination in 2020), Director, most recently Chair of the Compensation and Governance and Nominating Committees and member of the Audit, Compliance, and Executive Committees

Other Organizations:

Trustee, **S. K. Rockwell Conservation Fund**, a non-profit corporation established with the principal concept to preserve and enhance environmental resources

Age: 62

Director since 2020

Independent Director

Board Committees:

Audit

Compensation

Executive

Governance and Sustainability (Chair)



Age: 64

Director since 2022

Independent Director

Board Committees:

Audit

Finance

Elisha Finney

Executive Vice President (2012 - 2017), Chief Financial Officer (April 1999 - May 2017), Senior Vice President (2005 - 2012), Vice President of Finance (1999 - 2005), joined the company in 1988, **Varian Medical Systems, Inc.**

Key Skills and Experience:

Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Healthcare Industry, Human Capital Management, Information Security, and Risk Oversight/Compliance Experience gained during her time at Varian Medical Systems, where she oversaw corporate accounting, corporate communications and investor relations, internal audit, risk management, tax and treasury, and corporate information systems, and helped the company grow to be a world-leading manufacturer of medical devices and software for treating cancer and other medical conditions

Ms. Finney also brings **Global Business** and **Strategy and M&A Experience** to the Board

Other Current Public Company Boards:

Mettler-Toledo International Inc. (NYSE: MTD) (since 2017), Director and Chair of the Audit Committee

ICU Medical, Inc. (NASDAQ: ICUI) (since 2016), Director, Chair of the Nominating and Governance Committee, and member of the Audit and Compliance Committee

Former Public Company Boards:

NanoString Technologies, Inc
(2017 - 2024), Director and Chair of the Audit Committee

iRobot Corporation (NASDAQ: IRBT)
(2017 - 2021), Director and member of the Audit and Compensation and Talent Committees

Cutera, Inc. (NASDAQ: CUTR)
(2017 - 2019), Director, Chair of the Audit Committee, and member of the Enterprise Risk Committee

Altera Corporation
(2011 - 2015 when acquired by Intel Corporation), Director and Chair of the Audit Committee

Thoratec Corporation
(2007 - 2013), Director and Chair of the Audit Committee



ITEM 1 ELECTION OF DIRECTORS



Age: 53

Director since 2023

Independent Director

Board Committees:

Compliance and Risk Oversight
Executive Governance and Sustainability

Leo Groothuis

General Counsel (2022 - present), **HAL Investments**, the Dutch investment subsidiary of HAL Holding N.V., a public international investment company listed on the Amsterdam stock exchange, which is focused on increasing shareholder value

Partner (2006 - 2022), **NautaDutilh**, a law firm (joined the firm in October 1996)

Key Skills and Experience:

Corporate Governance, Global Business, Legal and Regulatory Oversight, Risk Oversight/Compliance, and Strategy and M&A Experience acquired during his legal career at NautaDutilh, where he had been a trusted C-suite and board advisor to some of the largest companies in both Europe and the U.S., which resulted in him being recognized as a top lawyer and thought leader in corporate governance, capital markets, and M&A for the guidance he had provided to numerous multi-national private and public companies on significant complex strategic transactions

Mr. Groothuis also brings **CS Experience** obtained through his active involvement in the development and execution of HAL Investments' CS strategies

Current Private Company Boards:

Non-executive Director (since 2025), Koppert Group B.V., a private company that provides natural solutions to cultivate healthier and safer agricultural crops

Other Organizations:

Director, **Stichting Continuïteit IHC** and **B.V. Finance Continuïteit IHC**, Dutch entities that together are the sole shareholders of Royal IHC, a private international shipbuilding company





Age: 58

Director since 2020

Chair of the Board and Independent Director

Board Committees:

Executive (Chair)

Finance (Chair)

Melina Higgins

Held senior roles of increasing responsibility including Partner (2002 - 2010) and Managing Director (2001 - 2010) and served as a member of the Investment Committee of the Principal Investment Area, Head of the Americas for Private Debt, and co-Chairperson of the Investment Advisory Committee for GS Mezzanine Partners funds, **The Goldman Sachs Group, Inc.** (NYSE: GS)

Key Skills and Experience:

Corporate Governance, Finance, Accounting, and Capital Markets, Global Business, Risk Oversight/Compliance, and Strategy and M&A Experience obtained during her nearly 20 years at Goldman Sachs, where she built and led a successful investment business and became well-versed in portfolio management, assessing market risks and building businesses, especially during her time as a member of Goldman's Investment Committee of the Principal Investment Area, one of the largest alternative asset managers in the world, where she oversaw and approved global private equity and private debt investments

Ms. Higgins also brings **Human Capital Management Experience**, including compensation and succession planning, to the Board

Other Current Public Company Boards:

Genworth Financial Inc. (NYSE: GNW) (since 2013), non-executive Chair (since 2021) and member of the Audit and Management Development & Compensation Committees

Current Private Company Boards:

Director and non-executive chair of the Board (since 2016), **Antares Midco Inc.**, a private company that provides financing solutions for middle market, private equity-backed transactions

Former Public Company Boards:

Mylan

(2013 - the closing of the Combination in 2020), Director, most recently Chair of the Finance Committee, and member of the Audit, Compensation, and Executive Committees

NextGen Acquisition Corp. II

(March 2021 until its merger with Virgin Orbit in December 2021) (a special purpose acquisition company), Director, Chair of the Nominating and Corporate Governance Committee and member of the Audit and Compensation Committees

Other Organizations:

Member, **Women's Leadership Board of Harvard University's John F. Kennedy School of Government**





Age: 77*

Director since 2020

Independent Director

Board Committees:

Compensation
Finance

James M. Kilts

Founding Partner (since 2006), **Centerview Capital**, a private equity firm

Special Advisor to the Board (2023), Co-Chief Executive Officer (2021 - 2023), **Conyers Park III Acquisition Corp.** (a special purpose acquisition company)

Chairman and Chief Executive Officer (2001 - 2005 when it merged with The Procter & Gamble Company), President (2003 - 2005), **The Gillette Company**

President and Chief Executive Officer (1998 - 2000 when it was acquired by The Philip Morris Companies), **Nabisco Group Holdings Corporation**

Key Skills and Experience:

CEO and Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Global Business, and Strategy and M&A Experience acquired during his more than 40 years leading a range of multi-national companies and iconic brands, where he is credited with building domestic and international strategies to increase sales and successfully overseeing organizations through significant M&A activity resulting in him being sought out for his business expertise and advice

Mr. Kilts also brings **Healthcare Industry** and **Human Capital Management Experience** to the Board

Other Current Public Company Boards:

Advantage Solutions Inc. (NASDAQ: ADV) (since 2020 when it combined with Conyers Park II Acquisition Corp.), non-executive Chairman and previously Lead Director

The Simply Good Foods Company (NASDAQ: SMPL) (since 2017), Chairman and member of the Nominating and Corporate Governance Committee

Former Public Company Boards:

Unifi Inc.
(NYSE: UFI) (2016 - 2022), Director and most recently member of the Compensation Committee

Pfizer (NYSE: PFE)
(2007 - the closing of the Combination in 2020), Director and most recently member of the Compensation Committee

Conyers Park II Acquisition Corp.
(2019 to 2020 when it combined with Advantage Solutions Inc.), Executive Chairman

MetLife, Inc. (NYSE: MET)
(2005 - 2020), Director, most recently Chair of the Compensation Committee and member of the Governance and Corporate Responsibility Committee

The Procter & Gamble Company (NYSE: PG)
(2005 - 2006), Director

Conyers Park Acquisition Corporation
(2016 - 2017 when it merged with The Simply Good Foods Company), Chairman

Nielsen Holdings plc, (NYSE: NLSN)
(2006 - 2017) Non-executive Director and (2011 - 2013) Chairman

Nielsen Company B.V.
(2009 - 2014), Chairman

MeadWestvaco Corporation
(2006 - 2014), Director

* The Board, on the recommendation of the Governance and Sustainability Committee, has, in accordance with its Corporate Governance Principles, approved a waiver to the mandatory retirement age for Directors for Mr. Kilts and determined that such waiver was in the best interests of the Company because of his continued extensive contributions to the Board, his knowledge and familiarity with the acquired Upjohn business and the importance of maintaining continuity of certain legacy directors given the number of new directors that the Company has recently onboarded.



Age: 72

Director since 2020

Independent Director Board Committees:

Audit* (Chair)
Compliance and Risk Oversight
Executive
Finance

Richard Mark, C.P.A.

Partner (2002 - 2015), **Deloitte & Touche LLP** ("Deloitte")

Audit Partner (1988 - 2002), Audit Manager (1981 - 1988), Senior Auditor (1977 - 1981), **Arthur Andersen & Co.**

Key Skills and Experience:

Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Global Business, Risk Oversight/Compliance, and Strategy and M&A Experience gained over his extensive career auditing financial statements of public and private companies, consulting on financial issues with companies, and performing transaction diligence on behalf of financial and strategic buyers

Mr. Mark also brings **Healthcare Industry and Information Security Experience** to the Board

Other Current Public Company Boards:

Four funds/business development companies in the **Goldman Sachs Fund Complex** (Goldman Sachs BDC, Inc. ("GSBDC") (NYSE: GSBD) (since 2020), Director, Chair of the Audit Committee and member of the Compliance, Governance and Nominating, and Contract Review Committees; Goldman Sachs Private Credit Corp. (since 2022), and Goldman Sachs Private Middle Market Credit II LLC (since 2025), Director, member of the Audit Committee, Governance and Nominating Committee, Compliance Committee, and Contract Review Committee)

Former Public Company Boards:

Mylan

(2019 - the closing of the Combination in 2020), Director and most recently member of the Audit and Finance Committees

Funds/Business Development Companies in the **Goldman Sachs Fund Complex** (Goldman Sachs Middle Market Lending Corp. (2016 - 2020 when it merged with GSBDC), Director, most recently Chair of the Audit Committee and member of Compliance, Governance and Nominating, and Contract Review Committees and Goldman Sachs Middle Market Lending Corp. II (2020 - 2025 when it merged with Goldman Sachs Private Credit Corp), Director, Chair of the Audit Committee and member of the Compliance, Governance and Nominating, and Contract Review Committees)

Katy Industries, Inc.

(2015 - 2016), Chairman and most recently member of the Audit Committee

Former Private Company Boards:

Northwestern Memorial Healthcare

(2014 - 2015), Director and member of the Executive and Nominating and Governance Committees

Cadence Health

(1993 - 2014 when it merged with Northwestern), Director

Other Organizations:

Director and Chair of the Finance Committee, **Home Centered Care Institute**, a not-for-profit corporation, which promotes access to home-based primary care for medically complex patients who are either homebound or home-limited

Former Director, **Almost Home Kids**, a not-for-profit corporation affiliated with Lurie Children's Hospital of Chicago, a provider of transitional care to children with complicated health needs, training for their families, and respite care

* The Board has, in accordance with its Corporate Governance Principles, approved Mr. Mark's concurrent service on the Audit Committee and the audit committees of more than two other public companies and determined that such service does not impair his ability to effectively serve on the Audit Committee, particularly given that all of the other audit committees Mr. Mark serves on are part of the Goldman Sachs Fund Complex.



Age: 70

Director since 2020

Vice Chair of the Board and Independent Director

Board Committees:

Compliance and Risk Oversight (Chair)

Executive

Governance and Sustainability

Science and Technology

Mark Parrish

Senior Advisor, **Frazier Healthcare Ventures**, a healthcare-oriented growth equity firm

Executive Chairman (2018 - 2019), Chief Executive Officer (2008 - 2018), Executive Chairman (2008 - 2013), **TridentUSA Health Services**, a provider of mobile X-ray and laboratory services to the long-term care industry. In February 2019, TridentUSA filed for protection under Chapter 11 of the U.S. Bankruptcy Code and emerged from bankruptcy in September 2019

Held management roles of increasing responsibility (1993 - 2007) including Chief Executive Officer, Healthcare Supply Chain Services (2006 - 2007), **Cardinal Health Inc.** and its affiliates

Key Skills and Experience:

CEO and Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Healthcare Industry, Risk Oversight/Compliance, and Strategy and M&A Experience obtained over his many years in leadership positions in the healthcare industry, where he gained extensive expertise in managing governmental oversight, as well as experience in business restructuring and M&A

CS Experience obtained through his public company and executive experience and his work in the heavily regulated healthcare industry

Mr. Parrish also brings **Global Business, Human Capital Management, and Information Security Experience** to the Board

Other Current Public Company Boards:

Omniceil, Inc. (NASDAQ: OMCL) (since 2013), Director, and member of the Audit and Compensation Committees

Current Private Company Boards:

Safecor Health, LLC (since 2022), a private limited liability company that provides unit dose drug packaging services to hospitals and long-term care facilities, non-executive Chair

Former Public Company Boards:

Mylan (2009 - the closing of the Combination in 2020), most recently Lead Independent Director and Vice Chairman, Chair of the Compliance Committee and member of the Audit, Executive, Governance and Nominating, and Risk Oversight Committees

Former Private Company Boards:

Comprehensive Pharmacy Services (2019 - 2023), a private company that specializes in the outsourcing of hospital pharmacies, Director

Golden State Medical Supply (2014 - 2019 when it was acquired by Court Square), a private company that specializes in meeting unique labeling and sizing needs and pharmaceutical packaging, serialization, and distribution, Director

Silvergate Pharmaceuticals (2013 - 2019), a private company that develops and commercializes pediatric medications, Director

Other Organizations:

President and Chief Executive Officer (2008-2025), **International Federation of Pharmaceutical Wholesalers**, an association of pharmaceutical wholesalers and pharmaceutical supply chain service companies



Age: 59

Director since 2025

Independent Director

Board Committees:

Science and Technology

Michael Severino, M.D.

Chief Executive Officer (since 2022), **Tessera Therapeutics, Inc.** ("Tessera"), a private biotechnology company focused on genome engineering

CEO-Partner (since 2022), **Flagship Pioneering**, a life sciences venture capital company

Held management roles of increasing responsibility (2014 - 2022) including Vice Chairman and President, (2018 - 2022), **AbbVie Inc.** (NYSE: ABBV), a pharmaceutical company

Held management roles of increasing responsibility (2004 - 2014) including Senior Vice President, Global Development, and Chief Medical Officer (2012 - 2014), **Amgen Inc.** (Nasdaq: AMGN), a pharmaceutical company

Key Skills and Experience:

CEO and Public Company Management, Finance, Accounting, and Capital Markets, Global Business, and Strategy and M&A Experience developed during his various executive roles where he oversaw clinical development projects, financial reporting and capital markets activity, along with leading business development initiatives, along with all other aspects of company management

Human Capital Management gained as the Chief Executive Officer of Tessera

Dr. Severino also brings **Healthcare Industry Experience** to the Board

Other Current Public Company Boards:

Avantor, Inc. (NYSE: AVTR) (since 2020), Director and Chair of the Compensation and Human Resources Committee and member of the Science and Technology Committee

Other Current Private Company Boards:

Tessera
(since 2022), Director

Montai Therapeutics, Inc.
(since 2023), Director

Quotient Therapeutics, Inc.
(since 2023), Director

Other Organizations:

Former Director, **The Field Museum of Natural History**





Age: 61

Director since 2025

Independent Director

Board Committees:

N/A

David Simmons

Chief Executive Officer (since 2023), **Caliber Holdings Corporation**, a private multi-site operator of auto body collision repair centers (“Caliber”)

Senior Advisor (since 2012), **Abingworth LLP**, a life sciences venture capital firm

Operating Partner (2022 - 2023), **Hellman & Friedman, LLC**, a private equity firm

Chairman and Chief Executive Officer (2012 -2022) **PPD, Inc.**, a global contract pharmaceutical research organization acquired by Thermo Fisher Scientific Inc. in 2021

President and General Manager, Emerging Markets and Established Products (2010 - 2012), management roles of increasing responsibility (1996 - 2010), including President and General Manager, Established Products, President, Pharmaceuticals Eastern Europe, Vice President, Marketing Canada, President, Pharmaceuticals Greece, Cyprus and Malta Affiliates, **Pfizer**

Key Skills and Experience:

CEO and Public Company Management, Global Business, Healthcare Industry and Strategy and M&A Experience developed during his various executive roles, giving him significant knowledge and insights regarding the global pharmaceutical industry, drug development and capital markets; along with direct experience with our established products portfolio from his days overseeing that division while at Pfizer

Human Capital Management gained as the Chief Executive Officer of Caliber

Other Current Private Company Boards:

Cordis
(since 2022), Director

Former Private Company Boards:

Launch Therapeutics, Inc.
(2022 - 2025), Chairman

Curia Global, Inc.
(2018 - 2020), Director

Medline Industries, Inc.
(2022 - 2024), Director

Former Public Company Boards:

PPD
(2012 - 2022 following its acquisition by Thermo Fisher Scientific, Inc.), Chairman

Owens & Minor, Inc. (NYSE: OMI)
(2013 - 2018), Director

Other Organizations:

Trustee, **David and Melissa Simmons Family Foundation**

Trustee, **The Linsly School**



Age: 63

Director since 2022

Chief Executive Officer and Director

Board Committees:

Science and Technology

Scott A. Smith

Chief Executive Officer (since April 2023), **Viatris**

President (2018 - 2023), **BioAtla, Inc.** (NASDAQ: BCAB) ("BioAtla"), a global biotechnology company focused on the development of Conditionally Active Biologics™ antibody therapeutics

Served as an executive (2008 - 2018), rising up the ranks from SVP and Global Head of Immunology to President of Inflammation and Immunology and then, beginning in 2017, President and COO, **Celgene Corporation**, a global biopharmaceutical company

Key Skills and Experience:

Public Company Management, Corporate Governance, Global Business, Healthcare Industry, Risk Oversight/Compliance, and Strategy and M&A Experience acquired during his more than 35 years in the healthcare industry, which has resulted in him possessing vast global commercial and pharmaceutical expertise and a proven ability to build, grow, and manage large complex organizations utilizing his substantial experience in developing and executing regulatory, clinical, and business development strategies as displayed by his time at BioAtla, where he built a clinical development structure that moved multiple assets from investigational new drug applications into late stage clinical development, drove the company's long-term strategic operational plan, and led all business development activities, and, prior to that, his time at Celgene where he led the company's oncology, inflammation, and immunology franchise, commercial operations, and clinical development

Mr. Smith also brings **Finance, Accounting, and Capital Markets** and **Human Capital Management Experience** to the Board

Other Current Public Company Boards:

BioAtla
(since 2020), Director

Former Public Company Boards:

Apexigen, Inc.
(2019 - 2023 when it was acquired by Pyxis Oncology, Inc.), Director and most recently member of the Compensation and Corporate Governance and Nominating Committees

Titan Pharmaceuticals, Inc. (NASDAQ: TTNP)
(2017 - 2020), Director and Chair of the Compensation and Nominating and Governance Committees

Former Private Company Boards:

Triumvira Immunologics, Inc.
(2018 - 2023), Director and Chairman

Refuge Biotechnologies, Inc.
(2018 - 2022), Director

F-star Therapeutics, Inc.
(2018 - 2020), Chairman and member of the Audit and Nominating and Corporate Governance Committees



ITEM 1 ELECTION OF DIRECTORS



Age: 61

Director since 2024

Independent Director

Board Committees:

Compliance and Risk Oversight

Science and Technology

Rogério Vivaldi Coelho, M.D., M.B.A.

Founder and Chief Executive Officer (since 2024), **Vivaldi Rare**, a provider of pharma and biotech consulting services

President and Chief Executive Officer (2018 - 2023 when it was acquired by Eli Lilly and Company), **Sigilon Therapeutics, Inc.**, a diabetes cell therapy company

Executive Vice President and Chief Global Therapeutics Officer (2016 - 2018 when it was acquired by Sanofi), **Bioverativ Inc.**, a biopharmaceutical company focused on therapies for hemophilia and other rare blood disorders

Executive Vice President and Chief Commercial Officer (2014 - 2016), **Spark Therapeutics, Inc.**, a gene therapy company

Chief Executive Officer (2013 - 2014), **Minerva Neurosciences, Inc.**, a clinical-stage biopharmaceutical company focused on the development and commercialization of product candidates to treat patients suffering from central nervous system diseases

Earlier in his career, held positions of increasing responsibility including leading rare disease business as President of both the rare disease business and the renal and endocrine group and served as Senior Vice President and General Manager of the Latin America Group, **Genzyme Corporation**

Key Skills and Experience:

CEO and Public Company Management, Corporate Governance, Finance, Accounting, and Capital Markets, Healthcare Industry, Risk Oversight/Compliance, and Strategy and M&A Experience obtained over his many years in leadership positions in the healthcare industry, where he gained extensive experience leading and managing commercial, marketing, and sales operations, managing patient access initiatives, and leading the successful approval of innovative medicines

Dr. Vivaldi also brings **Global Business** and **Human Capital Management Experience** to the Board

Other Current Public Company Boards:

Crinetics Pharmaceuticals, Inc. (NASDAQ: CRNX) (since 2022), Director and member of the Audit Committee and the Research and Development Committee

Former Public Company Boards:

Sigilon Therapeutics, Inc.
(2018 - 2023 when it was acquired by Eli Lilly and Company), Director

Minerva Neurosciences, Inc. (NASDAQ: NERV)
(2013 - 2014), Director

Former Private Company Boards:

Spark Therapeutics, Inc.
(2014), Director

Director Independence

Viatrix' Board has determined that Mr. Cornwell, Mr. D'Amelio, Ms. Dillon, Ms. Finney, Mr. Groothuis, Ms. Higgins, Mr. Kilts, Mr. Korman, Mr. Mark, Mr. Parrish, Dr. Severino, Mr. Simmons, and Dr. Vivaldi are independent Directors under the applicable NASDAQ listing rules.

Messrs. Malik and Smith are not independent Directors under applicable NASDAQ listing rules.

How Our Board Governs and Is Governed

Viatrix' Board Structure

As set forth in our Amended and Restated Bylaws (the "Bylaws"), the Company has a majority vote standard for director elections in the event of an uncontested election and a plurality standard in the event of a contested election. The Bylaws also provide that if a nominee for Director who is an incumbent is not elected and no successor has been elected at such meeting, the Director shall promptly tender their irrevocable resignation to the Board, such resignation to be effective upon acceptance by the Board. All Directors are submitted for election at each annual meeting of shareholders.

The Board has selected a leadership and management structure that it believes is best suited to meet the needs of the Company and our shareholders. The flexibility to make these decisions serves the interests of the Company and its shareholders, as the Board is best positioned to evaluate the optimal leadership structure for the Company based upon the respective talents of the individual Directors and the Company's leadership team, strategic objectives, and challenges and opportunities over time.

Our Board Structure

The Board believes that its current leadership structure – Mr. Smith as CEO and Ms. Higgins as independent Chair – provides a clear delineation of responsibilities for each position and fosters greater accountability of management, which remain critical given our enduring focus on execution and results. The Board believes this structure allows the CEO to continue to focus on running the Company on a day-to-day basis while allowing the Chair to lead the Board in providing advice to, and independent oversight of, management. As set forth below, the independent Chair also has significant authority for all Board matters and serves as Chair of the Executive Committee.

As described in "Setting and Overseeing Strategy" on page 30 below, the Board actively discusses, determines, and oversees the Company's strategic initiatives and priorities. The Board believes that Ms. Higgins' skills and experience detailed on page 15 as well as her deep knowledge of the Company make her an invaluable leader of the Board and resource to the CEO and management. The Chair determines the information sent to Board, the Board's meeting agendas, and meeting schedules to assure that the Board is properly informed with respect to agenda items in advance and that there is sufficient time for discussion of agenda items at the meetings. The Chair presides at all meetings of shareholders and serves as point person for shareholders wishing to communicate with the Board. The Chair of the Board also serves as Chair of the Executive Committee. The independent Chair also presides at executive sessions of the independent Directors and has the authority to call meetings of the independent Directors. As set forth in the Corporate Governance Principles, the independent Chair is responsible for appointing a Director to serve as Vice Chair. The Vice Chair serves on the Executive Committee and, in the absence of the Chair, presides over Board meetings. Ms. Higgins has appointed Mr. Parrish to serve as Vice Chair of the Board.

Mr. Smith is tasked with leading the daily management and performance of the business, which include, among other responsibilities, ensuring that the Company is optimally structured and efficiently resourced to deliver sustainable value to patients, shareholders, customers, and other key stakeholders and building and executing on the Company's strategy to accelerate its growth by building on the strength of its base business with an expanding portfolio of innovative, best-in-class, patent-protected assets, and focusing on the Company's strategic pillars: strengthening our core, fueling innovation, optimizing our global structure and investing for growth. The Board continues to believe that Mr. Smith's experience and expertise positions him to manage the global nature and complexity of a business and execute on the Company's strategic initiatives and priorities. The Board has also adopted the corporate governance policies and practices set forth below that promote a strong and effective Board that provides independent oversight.



ITEM 1 ELECTION OF DIRECTORS

Among the factors that demonstrate the Board's commitment to good governance practices and enable it to provide highly effective oversight and direction are:

- **12 out of 13 Director nominees (and 13 out of 15 current Directors) are independent;**
- **An independent Chair** of the Board;
- The Audit, Compensation, Compliance and Risk Oversight, Executive, Finance, and Governance and Sustainability Committees are **composed entirely of independent Directors** (as defined in the applicable NASDAQ listing rules and applicable Securities and Exchange Commission ("SEC") rules), and Board approval of any appointment of members to the Audit, Compensation, Compliance and Risk Oversight, and Governance and Sustainability Committees must include an affirmative vote by at least a majority of the independent Directors;
- The Board operates pursuant to Corporate Governance Principles, which are **reviewed by the Governance and Sustainability Committee at least annually;**
- All standing committees operate pursuant to written charters and **conduct annual self-assessments;**
- The Compliance and Risk Oversight Committee assists the Board in its oversight of management's efforts with respect to the **Company's enterprise risk framework, and infrastructure and controls**. The Committee receives reports, including with respect to risks, risk management, and relevant legislative, regulatory, and technical developments, from senior management on data security, cybersecurity, information security-related matters, certain litigation-related topics, and other topics on at least a quarterly basis. The Board and its other committees also have **important roles in the oversight of risk** as described in more detail in "Risk Oversight" beginning on page [31](#);
- The Governance and Sustainability Committee, in addition to its responsibilities for overseeing corporate governance and succession planning, among other matters, oversees management's efforts with respect to **corporate environmental and social responsibility matters**. The Committee receives reports on these matters on at least a quarterly basis;
- The independent Directors on the Board and its committees receive extensive information and input from multiple layers of management and external advisors, **engage in detailed discussion and analysis regarding matters** brought before them (including in executive session), and actively engage in the development and approval of significant corporate strategies;
- The Board and its committees have **full access to officers and employees** of the Company; and
- The Board and its committees have the **authority to select, retain, and supervise** advisors as necessary to fulfill their mandates.

Meetings of Viatrix' Board

Viatrix' Board met seven times in 2024. In addition to meetings of the Board, Directors attended meetings of individual Board committees of which they were members, and all Directors standing for re-election attended greater than 75% of the aggregate of Board meetings and meetings of the committees of which they were a member in 2024. From January 1, 2025 to October 20, 2025, the Board met 9 times: all Directors standing for re-election attended more than 75% of the aggregate of Board meetings and meetings of the committees of which they were a member in 2025 through such date.

Viatrix' Corporate Governance Principles require the independent Directors of the Board to meet in separate executive sessions periodically, and at least twice annually, during regularly scheduled meetings of the Board, without any non-independent Directors or members of management present. The independent Directors of the Board met five times in executive session in 2024 and six times between January 1, 2025 and October 20, 2025, with Ms. Higgins, the Board Chair, presiding at those executive sessions.

Pursuant to Viatrix' Corporate Governance Principles, Directors are expected to attend the annual meeting of shareholders of the Company, where practicable. Each of our Directors at the time of the 2024 Annual Meeting of Shareholders attended such meeting in person.

Meetings of Viatrix' Board Committees

The standing committees of the Board are the Audit Committee, the Compensation Committee, the Compliance and Risk Oversight Committee, the Executive Committee, the Finance Committee, the Governance and Sustainability Committee, and the Science and Technology Committee. Each of these committees operates pursuant to a written charter, a current copy of which, along with our Amended and Restated Certificate of Incorporation, the Bylaws, and Corporate Governance Principles, is available on Viatrix' website at <https://www.viatrix.com/en/About-Us/Corporate-Governance>.

The Audit, Compensation, Compliance and Risk Oversight, Executive, Finance, and Governance and Sustainability Committees are composed entirely of independent Directors (as defined in the applicable NASDAQ listing rules and applicable SEC rules). Board approval of any Director appointment to the Audit, Compensation, Compliance and Risk Oversight, and Governance and Sustainability Committees must include at least a majority of the independent Directors. The Board has determined that Richard Mark, the Chair of the Audit Committee, is an "audit committee financial expert", as that term is defined in the rules of the SEC.

Information regarding each of the committees is provided below and on the following pages, and pages 31 to 34 provide additional discussion of committee responsibilities with respect to risk oversight.

The table below provides the current membership (as of the date of this Proxy Statement) and meeting information for 2024 and 2025 (through October 20, 2025) for each standing Board committee held during each such period. In 2024, such committees collectively held 38 meetings, and in 2025, such committees collectively held 38 meetings through October 20, 2025.

| Director | Audit | Compensation | Compliance and Risk Oversight | Executive | Finance | Governance and Sustainability | Science and Technology ⁷ |
|-------------------------------------|-------|--------------|-------------------------------|-----------|---------|-------------------------------|-------------------------------------|
| W. Don Cornwell | ✓ | | ✓ | | | | |
| Frank D'Amelio ¹ | | | | | ✓ | | |
| JoEllen Lyons Dillon | ✓ | ✓ | | ✓ | | Chair | |
| Elisha Finney | ✓ | | | | ✓ | | |
| Leo Groothuis | | | ✓ | ✓ | | ✓ | |
| Melina Higgins | | | | Chair | Chair | | |
| James M. Kilts | | ✓ | | | ✓ | | |
| Harry Korman ² | | Chair | ✓ | | | ✓ | ✓ |
| Rajiv Malik ² | | | | | | | Chair |
| Richard Mark ³ | Chair | | ✓ | ✓ | ✓ | | |
| Mark Parrish ⁴ | | | Chair | ✓ | | ✓ | ✓ |
| Michael Severino ⁵ | | | | | | | ✓ |
| David Simmons | | | | | | | |
| Scott A. Smith | | | | | | | ✓ |
| Rogério Vivaldi Coelho ⁶ | | | ✓ | | | | ✓ |
| Meetings during 2024 | 7 | 5 | 5 | 7 | 5 | 4 | 5 |
| Meetings during 2025 | 8 | 9 | 3 | 4 | 4 | 6 | 4 |

1 Frank D'Amelio joined the Finance Committee upon his appointment to the Board in May 2025.

2 Harry Korman and Rajiv Malik are not nominated for election at the 2025 Annual Meeting.

3 The Board has determined that Richard Mark, the Chair of the Audit Committee, is an "audit committee financial expert", as that term is defined in the rules of the SEC.

4 Mark Parrish was a member of the Audit Committee until March 7, 2025.

5 Michael Severino joined the Science and Technology Committee upon his appointment to the Board in May 2025.

6 Rogério Vivaldi Coelho joined the Compliance and Risk Oversight Committee on March 7, 2025.

7 The Board re-established the Science and Technology Committee in May 2024 with Rajiv Malik (Chair) and Scott A. Smith as members. Rogério Vivaldi Coelho joined this committee upon his appointment to the Board in June 2024, Harry Korman and Mark Parrish joined this committee in November 2024, and Michael Severino joined this committee upon his appointment to the Board in May 2025.



[ITEM 1 ELECTION OF DIRECTORS](#)

Audit Committee

Members

Mr. Mark (Chair)
Mr. Cornwell
Ms. Dillon
Ms. Finney

The Audit Committee's key oversight responsibilities include, but are not limited to:

- Integrity of the Company's financial statements and its accounting and financial reporting processes
- Effectiveness of the Company's internal control over financial reporting
- Qualifications, independence, and performance of the independent registered public accounting firm
- Services to be performed by, and fees payable to, the independent registered public accounting firm
- Internal Audit group
- Company processes and procedures related to risk assessment and risk management of financial and disclosure control-related, as well as SEC reporting-related, matters
- Related party transactions
- Company compliance with applicable legal and regulatory requirements (including U.S. federal securities laws) regarding the preceding matters
- Review of any critical audit matters identified by the independent registered public accounting firm in connection with its audit of the Company's annual financial statements

Compensation Committee

Members

Mr. Korman (Chair)
Ms. Dillon
Mr. Kilts

The Compensation Committee's key oversight responsibilities include, but are not limited to:

- CEO and senior management compensation, including the corporate goals and objectives relevant to such compensation
- Board and committee compensation
- Equity compensation plans in which Directors and/or executives participate
- Compensation and benefits-related disclosures in annual reports and proxy statements
- Reviewing with management and the Committee's external compensation consultant the relationship between the Company's compensation policies and practices and the Company's risk management with respect to compensation-related matters, including to assess whether any risks arising from compensation practices, policies, and programs for the Company's executive officers and other employees are reasonably likely to have a material adverse effect on the Company
- From time-to-time reviewing reports from management regarding pay equity, human capital management, and succession planning
- Reviewing and approving the implementation of, or revision to, any clawback or incentive-based compensation recovery policy allowing the Company to recoup compensation paid to the Company's employees and administering and enforcing any such policy consistent with the terms of the policy

Compliance and Risk Oversight Committee

Members

Mr. Parrish (Chair)
Mr. Cornwell
Mr. Groothuis
Mr. Korman
Mr. Mark
Dr. Vivaldi

The Compliance and Risk Oversight Committee's key oversight responsibilities include, but are not limited to:

- Reviewing the enterprise risk framework, infrastructure, and controls implemented by management to help identify, assess, manage, and monitor material risks
- Reviewing the Company's efforts to foster a culture of risk-adjusted decision making without constraining reasonable risk-taking and innovation
- Reviewing significant global compliance-related policies implementing the Company's Code of Business Conduct and Ethics, or related to the operations of the Company's business, and its mode or methods of doing business, including, for example, policies relating to pricing and/or commercialization of Company products and services
- Reviewing metrics used by management or requested by the Committee to provide insight into the status and efficacy of the corporate compliance program, including the Company's global compliance systems and organization
- Reviewing reports of significant actual and alleged violations of the Code of Business Conduct and Ethics, corporate policies and procedures, and applicable laws and regulations
- Reviewing checks and balances implemented by the Company designed to support and promote compliance with approved corporate policies, legal rules, and regulations
- Reviewing, in conjunction with the Chief Legal Officer, the performance, responsibilities, plans, and resources of the Chief Compliance Officer, including appointment and replacement of the Chief Compliance Officer
- Overseeing the Company's policies and procedures for corporate political and lobbying expenditures
- Reviewing management's exercise of its responsibility to identify, assess, and manage material risks not allocated to the Board or another committee, including, for example, data security programs and cybersecurity and IT
- Consulting with the Chairs of the other committees at least two times a year to discuss risk-related matters and the Company's enterprise risk management framework

Executive Committee

Members

Ms. Higgins (Chair)
Ms. Dillon
Mr. Groothuis
Mr. Mark
Mr. Parrish

The Executive Committee's key oversight responsibilities include, but are not limited to:

- Assisting the Board in fulfilling its fiduciary responsibilities by exercising those powers of the Board not otherwise limited by a resolution of the Board or by law
- Strategic planning and additional oversight of strategy implementation

Finance Committee

Members

Ms. Higgins (Chair)
Mr. D'Amelio
Ms. Finney
Mr. Kilts
Mr. Mark

The Finance Committee's key oversight responsibilities include, but are not limited to:

- Material mergers, acquisitions, and combinations with other companies
- Swaps and other derivatives transactions
- Establishment of credit facilities
- Potential financings with commercial lenders
- Issuance and repurchase of the Company's debt, equity, hybrid, or other securities
- Capital structure, including dividend payments



[ITEM 1 ELECTION OF DIRECTORS](#)

Governance and Sustainability Committee

Members

Ms. Dillon (Chair)
Mr. Groothuis
Mr. Korman
Mr. Parrish

The Governance and Sustainability Committee’s key oversight responsibilities include, but are not limited to:

- Corporate governance matters
- The nomination or re-nomination of Director candidates
- The Board’s review and consideration of shareholder recommendations for, and nominations of, Director candidates
- The annual self-evaluation of the Board and its committees
- Director orientation and continuing education programs
- Evaluating Board composition
- Reviewing succession planning matters
- Management’s efforts with respect to corporate environmental and social responsibility matters, which are communicated quarterly

Science and Technology Committee

Members

Mr. Malik (Chair)
Mr. Korman
Mr. Parrish
Dr. Severino
Mr. Smith
Dr. Vivaldi

The Science and Technology Committee’s key oversight responsibilities include, but are not limited to:

- Reviewing the overall strategy and direction of the Company’s R&D program, and report to the Board, at least annually
- Reviewing presentations regarding significant emerging scientific and technological trends and developments relevant to the Company

Board Refreshment and Succession Planning

Viatrix’ Board, with the support of the Governance and Sustainability Committee, seeks to identify, subject to and in accordance with applicable law, a diverse talent pool of qualified candidates for consideration as part of the Board’s refreshment and succession planning. The Board also seeks to combine the skills and experience of its long-standing Board members with the fresh perspectives, insights, skills, and experiences of new members in support of its belief that it is important for Directors to represent a variety of viewpoints. The Board believes that the personal backgrounds and qualifications of the Directors, considered as a group, should provide a composite mix of experience, knowledge and abilities. The Board is committed to fostering a culture of integrity, inclusion, dignity, and mutual respect.

Viatrix’ Board and Governance and Sustainability Committee evaluate Board composition with respect to many factors to ensure that the Board remains well-qualified to provide effective oversight of the Company and management. The Board and the Governance and Sustainability Committee consider Viatrix’ strategy, performance, operations, relevant industry and market conditions, and current and anticipated needs in terms of particular areas of experience and expertise (e.g., risk oversight, industry, science), among many other factors, to inform these refreshment practices and decisions. In connection with its refreshment process, the Board specifically sought individuals with C-suite level and/or pharmaceutical experience. As we continue to evaluate Board composition, we also work to establish a pool of qualified potential candidates to support our continued refreshment efforts.

Viatrix’ Board of Directors has always believed that varied experiences and perspectives help drive innovation and serve Viatrix’ mission, both at the Board level and in management. The Board’s Diversity and Inclusion Policy formalizes this long-standing commitment, in all cases subject to and in accordance with applicable law, that the Board believes serve the best interests of the Company and our stakeholders. The Board, in seeking Director candidates, reviews the principles of the policy and also asks its

supporting search firms to provide candidates consistent with those principles. The Board and Governance and Sustainability Committee consider this policy and diversity matters generally during their self-evaluations and when nominating Directors for election to the Board, and the Board considers the policy effective in making sure these matters are appropriately considered.

The Board has three women members, each of whom is nominated for re-election at the 2025 Annual Meeting, including our Chair, and three of our Board committees are chaired by women (Executive; Finance; and Governance and Sustainability). Our current Directors also include one individual that self-identifies as African American or Black, one individual that self-identifies as Hispanic or Latinx, one individual that self-identifies as Asian, and one individual who self-identifies as White and Asian. In addition, two of our executive officers (Chief Financial Officer (“CFO”) and Chief Commercial Officer) are women.

As a result of its continued Board refreshment efforts, the Board has appointed seven new Directors since December 2022 and elected an independent Chair in 2023. We would like to recognize the valuable contributions of Mr. Korman and Mr. Malik, who have not been nominated for re-election at the 2025 Annual Meeting. As previously announced, each notified the Company of his intention to not stand for re-election at the 2025 Annual Meeting and to retire as a member of the Board at the end of his current term, which is scheduled to expire at the 2025 Annual Meeting.

As part of the Board’s ongoing focus on board refreshment, since 2021 a third-party search firm has assisted with identifying potential new Director candidates. After initial screenings and outreach, as well as additional guidance from the Governance and Sustainability Committee, committee members and selected other Directors interviewed potential Director candidates identified by the third-party search firm as well as additional potential Director candidates recommended by Viatrix Directors. Based on this process, the Board, on the recommendation of the Governance and Sustainability Committee, appointed Mr. D’Amelio, Dr. Severino and Mr. Simmons in 2025. We will continue to work to establish a pool of qualified potential candidates to support our Board refreshment efforts.

Reflecting the critical importance of senior leadership to the success of the Company and its overall business strategy, our Corporate Governance Principles also provide that the Board will work with senior management to ensure that effective plans are in place for management succession. The Board’s goal is to have a long-term and continuous program as well as to have contingency plans in place for emergencies such as departure, death, or disability. The Board discusses succession planning regularly at scheduled meetings, including in executive session, as appropriate. These succession planning activities have been and may continue to be supported by independent third-party consultants.

The Board prioritizes reviewing and discussing the succession plans for the CEO and each of his direct reports. Management succession planning has been, including with respect to our recent CEO, CFO, Chief Commercial Officer, and Chief Administrative and Transformation Officer appointments, and continues to be among the Board’s top priorities and is included in the annual goals for executive management.

Annual Board and Committee Self-Evaluations

The Governance and Sustainability Committee is responsible for overseeing the annual self-evaluation of the Board and its committees and, as part of those self-evaluations, engages an outside facilitator to lead the process. To date, the annual self-evaluations have alternated between using one-on-one interviews by the outside facilitator with each Director (with the outside facilitator then reporting out to the full Board) and a full Board discussion led by the outside facilitator. The self-evaluation process is designed to facilitate ongoing, systematic examination of the Board’s and committees’ effectiveness and accountability, and to identify opportunities for improving operations and procedures. In addition, the self-evaluations are intended to collect the perspectives of each Director, and are guided by use of a questionnaire, prepared by the outside facilitator, reviewed and approved by the Governance and Sustainability Committee and distributed to Directors in advance, which includes typical questions used to evaluate a board and its committees with appropriate tailoring for the Company. The questionnaire covers, among other topics: Board and committee composition and organization, including the Board’s refreshment activities and responsibilities and oversight assigned to each committee; Board and committee leadership and management; Board responsibilities and oversight with respect to topics including, among others, strategic matters, succession planning and risk oversight, corporate sustainability and human capital management; Board and committee culture, administration and materials/resources; and Board, committee and Director performance.



[ITEM 1 ELECTION OF DIRECTORS](#)

Following its discussion with the outside facilitator, the Board discusses potential action items and evolves its processes where appropriate.

Setting and Overseeing Strategy

The Board actively discusses, determines, and oversees the Company's strategic initiatives and priorities and we believe the Board has demonstrated over time the consistency and natural progression of its strategy despite evolving, challenging, and often unpredictable market conditions.

Under the leadership of the Board, we have executed various strategic initiatives, transactions, and business arrangements over the last few years to return our base business to growth through 2024, deliver on our pipeline, reduce debt and return capital to shareholders. We have also completed certain transactions to simplify and streamline our business, accelerate paydown of debt and unlock value, including:

- In 2022, we completed a transaction to contribute our biosimilars portfolio to Biocon Biologics Limited (the "Biocon Biologics Transaction").
- In 2023 and 2024, we substantially completed the divestitures of our over-the-counter ("OTC") business ("OTC Business"), our active pharmaceutical ingredient ("API") business in India (while retaining some selective R&D capabilities in API), our women's healthcare business primarily related to oral and injectable contraceptives, our rights to two women's healthcare products in certain countries and our commercialization rights in select geographic markets that were part of the Combination.

Our future will be guided by four strategic pillars:

- **Strengthen Our Core** – Evolving our generics business by focusing on more profitable, higher-margin complex products, and building our global established brands business by adding brands that leverage our global capabilities.
- **Fuel Innovation** – Advancing a pipeline of best-in-class, patent-protected assets and growing our innovative brands business through strategic accretive in-market business development opportunities to accelerate growth in key areas.
- **Optimize Our Global Structure** – Simplifying our cost structure, improving resource allocation and achieving operational efficiency in line with the changing needs of our business so that we can ensure we're building a company that is both competitive today and prepared for the future.
- **Invest for Growth** – Building organizational capabilities, developing talent, and investing in digital tools needed to compete and win in a rapidly changing healthcare environment.

The Board remains committed to overseeing these efforts and to maintaining an ongoing dialogue with shareholders regarding a broad range of topics, including, among others, our strategic initiatives and priorities; capital allocation; governance; compensation; and corporate environmental and social responsibility matters.

Committed to Delivering Significant Shareholder Value

- Unique global platform
Unparalleled global reach and global network with sustainable, diverse, and differentiated portfolio
- Performance-driven culture
Focused on commercial execution, operational excellence, financial discipline, and corporate sustainability
- Global Healthcare Gateway®
Innovative global infrastructure offers partners ready access to expanded markets as well as our organic development to fuel future growth
- Execution roadmap to optimize total shareholder return
Right internal conditions to maximize value creation with clear execution plan and disciplined capital deployment



Risk Oversight

Viatis operates in a complex and rapidly changing environment that involves many potential risks. In addition to general market, industry, R&D, supply chain, political, financial, and economic risks, the Company faces potential risks related to, among others, executing on and implementing our strategic initiatives and priorities, including divestitures, acquisitions, or other potential transactions; IT and cybersecurity; data privacy; financial controls and reporting; manufacturing and quality; legal, regulatory, and compliance requirements and developments; the global nature of our operations; human capital management; corporate environmental and social responsibility; product portfolio, product development, clinical trials, and commercialization, among others. As a company committed to operating ethically and with integrity, we proactively seek to manage and, where possible, mitigate risks to help ensure compliance with applicable rules and regulations, maintain integrity and continuity in our operations and business, including in support of achieving strategic priorities and long-term financial and operational performance, and protect our assets (financial, intellectual property, and information, among others). Risk management is an enterprise-wide objective and is subject to oversight by the Board and its committees.

It is the responsibility of Viatis' management and employees to identify material risks to our business and to implement and administer risk management and mitigation processes and programs, while also maintaining reasonable flexibility in how we operate. Our internal audit function coordinates cross functionally to maintain the Company's enterprise risk assessment, including the identification of key and emerging risks, and reviews and refreshes this analysis quarterly with executive management. For each key or emerging risk identified, the Company establishes risk monitoring ownership, from which quarterly updates are collected for executive management and the Compliance and Risk Oversight Committee. The Company's internal risk committee of senior management consists of senior leaders across multiple disciplines, including internal audit, IT, information security, compliance, corporate affairs, operations, finance, legal, and quality and meets quarterly to review and discuss risks and trends, which vary across the short-, medium-, and long-term. To further embed risk management and compliance into our culture, Viatis has a robust global corporate compliance program, implements comprehensive policies and procedures, trains employees on how to implement and comply with them, and maintains an extensive program of oversight and audit to help ensure compliance and appropriate enterprise risk management.



ITEM 1 ELECTION OF DIRECTORS

The Company's risk oversight framework also aligns with our disclosure controls and procedures. For example, the Company's Disclosure Committee reviews the Company's quarterly and annual financial statements and related disclosures. The Disclosure Committee consists of senior management including our CFO, Chief Legal Officer, Chief Governance Counsel and Corporate Secretary, Chief Accounting Officer and Corporate Controller, Chief Corporate Affairs Officer, and Head of Capital Markets, all of whom participate in the associated risk assessment as described above. The financial statements are also reviewed with the CEO before being reviewed with and approved by the Audit Committee, and filed with the SEC.

The Board directly, or through its committees, oversees the implementation of risk management and mitigation processes. The Board and its committees rigorously review with management the risk management program and discuss risk assessment matters at least quarterly, as well as during the Board's annual budget review and approval process. Each of our Board committees has full access to officers and employees of the Company, and the Board and committees also meet in executive session without members of management present. The Board and committee Chairs periodically discuss the allocation of specific risk oversight matters between the various Board committees and the Board believes that its current risk oversight structure, as outlined below, assigns particular risk oversight matters to the Board committees that have the appropriate expertise to manage them. The Board also has the authority to form special strategic committees if it believes that it would be advisable to oversee significant strategic or other corporate actions, including the risks related thereto. All Board committees also have access to outside advisors in their sole discretion and periodically receive external updates concerning oversight of risks related to the Company and management's efforts to manage risk. The Compliance and Risk Oversight Committee is responsible for appointing and replacing the Company's Chief Compliance Officer, who is responsible for, among other things, the day-to-day management and implementation of the Company's Corporate Compliance Program and who reports to the Compliance and Risk Oversight Committee and the Chief Legal Officer. In addition to meeting with the Company's internal risk committee of senior management, which meets at least quarterly, the Chief Compliance Officer meets at least quarterly with the Audit Committee and the Compliance and Risk Oversight Committee.

The Board also has approved a Code of Business Conduct and Ethics, Code of Ethics for Chief Executive Officer, Chief Financial Officer, and Corporate Controller, and other related policies to help manage and mitigate risk globally.

The Vice Chair of the Board serves as Chair of the Compliance and Risk Oversight Committee, which also meets at least twice a year with other committee Chairs to discuss risk-related matters and the Company's enterprise risk management framework. While the full Board has retained responsibility for overseeing strategic risks to the business overall, it has delegated oversight of specific risks to its committees as outlined below.

Board Committees' Role in Risk Oversight

- **The Audit Committee** focuses on risks relating to financial and disclosure controls, SEC reporting matters, and oversight of Viatris' internal audit function and independent registered public accounting firm. The Committee oversees, among other matters, the Company's processes and procedures relating to risk assessment and risk management relating to financial, disclosure, and SEC reporting-related matters, and reviews with management the quality and adequacy of the Company's internal control over financial reporting and the Company's disclosure controls and procedures, including their effectiveness. Viatris' internal audit function reports to and meets with the Committee at least quarterly to discuss potential risk or control issues, and the Committee regularly discusses the performance of the internal audit function, and the adequacy of resources available to this function. The Committee also meets quarterly with Viatris' independent registered public accounting firm in executive session.
- **The Compensation Committee** focuses on the design and administration of compensation-related plans and programs, and reviews with management and its external compensation consultant, at least annually, the relationship between the Company's compensation policies and practices and the Company's risk management with respect to compensation-related matters, including to assess whether any risks arising from compensation practices, policies, and programs for the Company's executive officers and other employees are reasonably likely to have a material adverse effect on the Company. The Committee receives reports, on at least a quarterly basis, from management and outside advisors regarding compensation-related matters, and considers risk management in determining compensation structure. The Committee also reviews reports from management regarding pay equity and human capital management.
- **The Compliance and Risk Oversight Committee** assists the Board in its oversight of Viatris' enterprise risk management framework and reviews the enterprise risk framework, infrastructure, and controls implemented by management to help

identify, assess, manage, and monitor the Company's material risks; reviews management's exercise of its responsibility to identify, assess, and manage material risks not allocated to the Board or another committee, including, for example, data security programs and cybersecurity and IT; and reviews the Company's efforts to foster a culture of risk-adjusted decision-making without constraining reasonable risk-taking and innovation. Management reviews the Company's enterprise risk management program with the Committee each quarter and discusses the short-, medium-, and long-term matters of focus from a risk management perspective and actions being taken to mitigate risk. The Committee also meets with the Chairs of the other committees at least two times a year to discuss enterprise risk and related matters. The Committee is also responsible for overseeing the Chief Compliance Officer's implementation of Viatrix' Corporate Compliance Program. The Chief Compliance Officer reports to the Committee and the Chief Legal Officer and the Committee is responsible for appointing and, as applicable, replacing, the Chief Compliance Officer. The Committee discusses the Chief Compliance Officer's performance, responsibilities, plans, and resources with the Chief Legal Officer. The Committee also makes recommendations to the Board with respect to the Corporate Compliance Program, the Code of Business Conduct and Ethics, and significant related global policies, and is responsible for reviewing reports of significant actual or alleged violations of the Code of Business Conduct and Ethics, corporate policies and procedures, and applicable laws and regulations. The Committee also discusses reports regarding non-financial compliance risk and risks associated with privacy; antitrust and competition; anti-corruption; and third-party risks. In addition, the Committee reviews significant global compliance-related policies, including policies related to pricing and/or commercialization of Company products and services.

- **The Finance Committee** is responsible for reviewing and, as appropriate, providing recommendations to the Board with respect to significant strategies and policies of the Company relating to its capital structure and deployment and/or allocation of capital, material financial matters and transactions, and the risks related to such activities.
- **The Governance and Sustainability Committee** is responsible for identifying, assisting in recruiting, and nominating qualified individuals to become members of the Board, recommending committee assignments, overseeing the Board's annual evaluation of the independence of Directors, and evaluating and assisting the Board in considering potential risks related to corporate governance. The Committee is also responsible for overseeing the annual self-evaluation of the Board and its committees; Director orientation and continuing education programs; Board and management succession planning; and management's activities with respect to corporate environmental and social responsibility matters.

The Board's Role in Oversight of Corporate Sustainability

Viatrix' Board oversees management's efforts with respect to sustainability matters through its Governance and Sustainability Committee. The Company's sustainability function operates as a center of excellence within the Viatrix Corporate Affairs leadership team. The Head of Global Sustainability drives the strategic and operational development of sustainability matters across the Company, together with key partners. The Chief Corporate Affairs Officer reports directly to the CEO and, together with the Head of Global Sustainability, communicates quarterly with the Board on sustainability matters, including corporate environmental and social responsibility matters through the Governance and Sustainability Committee. The Governance and Sustainability Committee reviews progress with the Chief Corporate Affairs Officer and Head of Global Sustainability on sustainability matters on an annual basis to confirm the Company is tracking its priorities in this area.

The Board's and its Committees' Role in Cybersecurity Oversight

The Company maintains an information security program designed to govern, identify, protect, detect, respond to, and recover from cybersecurity threats. The Company's Chief Information Security Officer & Head of Global Security, under the direction of the Company's Chief Compliance Officer prior to August 2025, and under the direction of the Company's Chief Administrative and Transformation Officer, since that time reports quarterly to an internal risk committee of senior management, which includes the CEO, CFO, Chief Legal Officer, Chief Administrative and Transformation Officer, Chief Corporate Affairs Officer, Chief Information Officer, Chief Compliance Officer, Chief Quality Officer, Chief Supply Officer, Chief R&D Officer, and Regional Presidents, as well as the Board on the progress of the information security program and overall security status.

The Compliance and Risk Oversight Committee of the Board is responsible for reviewing management's exercise of its responsibility to identify, assess, and manage material risks not allocated to the Board or another committee of the Board, including data security programs and cybersecurity and IT. In the event of a severe cybersecurity incident, such as a ransomware attack or other incident that has a severe adverse effect on Viatrix' operations, critical systems, or sensitive data, or which may



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cause severe reputational damage, executive management may determine that it is necessary to notify the Board or the Compliance and Risk Oversight Committee about such a cybersecurity incident immediately. Otherwise, the Compliance and Risk Oversight Committee receives reports from executive management on data security, cybersecurity, and information security-related matters on at least a quarterly basis, including with respect to related risks, risk management, risk reduction programs, and relevant legislative, regulatory, and technical developments. On a biannual basis, the Compliance and Risk Oversight Committee and chairs of each other Committee of the Board receive an information security update from the Company's Chief Information Security Officer & Head of Global Security, the Chief Compliance Officer, and the Chief Information Officer. The full Board receives a report on the respective quarterly discussions from the Chair of the Compliance and Risk Oversight Committee each quarter.

Board Education and Director Orientation

The Governance and Sustainability Committee is responsible for overseeing and reviewing quarterly Director continuing education programs, including educational seminars, presentations, conferences, and other programs or opportunities presented by external and internal resources, on matters that may relate to, among other topics: compensation, compliance, governance, board process, risk oversight, audit and accounting, regulatory and other current issues. Past trainings have included the Stanford Graduate School of Business Directors' Consortium, the National Association of Corporate Directors' Summit, the Goldman Sachs Directors' Symposium, and Deloitte's Board Symposium, among others. The Company reimburses Directors for costs associated with any related seminars and conferences, including travel expenses.

The Governance and Sustainability Committee is also responsible for overseeing and annually reviewing the Company's Director orientation program. The program is designed to familiarize new Directors with, among other matters, the Company's business, operations, financial reporting, risk management, and executive officers. In addition, new Directors receive extensive onboarding materials which address topics including the Company's strategy, policies, Director roles and responsibilities, corporate governance policies and procedures, and leadership structure.

How Our Directors Are Selected and Evaluated

Consideration of Director Nominees

For purposes of identifying individuals qualified to become members of the Board, and consistent with the Company's Corporate Governance Principles, the Governance and Sustainability Committee considers the following general criteria, among others, in nominating Director candidates. These criteria reflect the traits, abilities, and experience that the Board considers in determining candidates for election:

- Highest ethical character and shares the values of the Company
- Personal and/or professional reputations that are consistent with the image and reputation of the Company
- Relevant expertise and experience and ability to offer advice and guidance to the CEO and senior management based on that expertise and experience
- Sound business judgment
- Diverse perspectives and personal backgrounds

In addition to the criteria set forth above, and any others the Governance and Sustainability Committee or Viatrix' Board may consider, a majority of the members of the Board must be "independent", as that term may be defined from time to time by the applicable NASDAQ listing standards, including that an independent Director must be free of any relationships which, in the opinion of the Board, would interfere with the exercise of such Director's independent judgment in carrying out the responsibilities of a Director.

As needed, the Governance and Sustainability Committee may identify new potential Director nominees by, among other means, requesting current Directors, executive officers, and external advisors to notify it if they become aware of persons meeting the criteria described above who would be suitable candidates for service on Viatrix' Board. The Committee also may, as needed,

engage one or more firms that specialize in identifying Director candidates. The Governance and Sustainability Committee also may consider candidates recommended by shareholders in accordance with the procedures outlined in the question titled, “How do I recommend a candidate for nomination to Viatris’ Board?” on page A-7. The Committee’s evaluation process does not vary based on whether a candidate is recommended by a shareholder.

As appropriate, the Governance and Sustainability Committee will review publicly available information regarding a potential candidate, request information from the candidate, review the candidate’s experience and qualifications, including in light of any other candidates the Governance and Sustainability Committee might be considering, and conduct, together with other members of Viatris’ Board, one or more interviews with the candidate. Governance and Sustainability Committee members or their designees also may contact one or more references provided by the candidate or may contact other members of the business community or persons who have first-hand knowledge of the candidate’s talents and experience.

Certain Relationships and Related Transactions

Based on a review of any transactions between Viatris and its Directors, Director nominees and executive officers, their immediate family members, and their affiliated entities, Viatris has determined that since the beginning of 2024, it was or is to be a participant in the following transactions in which the amount involved exceeds \$120,000 and in which any of Viatris’ Directors, executive officers, or greater than five percent shareholders, or any of their immediate family members, had or will have a direct or indirect material interest:

Mr. Malik, a Director and former executive officer of the Company, was party to an employment agreement with Mylan Inc., which contained standard indemnification provisions, and is currently party to a standard indemnification agreement with the Company. The Company has made payments to counsel to Mr. Malik of approximately \$473,000 from January 1, 2024 through October 20, 2025 for services provided to Mr. Malik in connection with certain previously disclosed drug pricing matters. The Company anticipates making additional payments of approximately \$183,000 in 2025 for ongoing services to be provided to Mr. Malik in connection with such matters. Viatris anticipates additional payment, repayment or advancement of these and other expenses during the pendency of these matters and anticipates that it will make payments for any such claims. In addition, in 2025, the Company made a payment to Mr. Malik equal to approximately \$622,000, representing amounts relating to Company profit sharing contributions and his prior participation in the Company’s 401(k) Restoration Plan (the “Restoration Plan”). As previously disclosed, Mr. Malik advises the Company on certain operational matters given his expertise in historical Company operations. In connection with his retirement from the Board, the Board may consider a short-term extension to his advisory role to further assist in these matters on current terms, which provide for continued vesting in equity awards that Mr. Malik currently holds. If proposed by the Board, the Audit Committee will review and consider for approval this short-term extension in accordance with its related party transactions policy.

Viatris has a written related party transactions policy that establishes guidelines for the Audit Committee to review and approve or ratify, as appropriate, transactions involving any Director, nominee for Director, “officer” (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), person known by the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities, or person known by the Company to be an immediate family member of any such person in which (1) the amount involved will or may be expected to exceed \$100,000; (2) Viatris or an affiliate of Viatris is or will be a participant; and (3) any related party has or will have a direct or indirect material interest. The Board also annually reviews certain relationships and related party transactions as part of its assessment of each Director’s independence.



How Non-Employee Directors Are Compensated

Non-Employee Director Compensation for 2024

The following table sets forth information concerning the compensation earned by Viatris' non-employee Directors (each a "Non-Employee Director" and, together, the "Non-Employee Directors") for 2024. Directors who are or were concurrently employees of Viatris (Messrs. Smith and Malik) received no compensation for their concurrent Board service. A discussion of the elements of Non-Employee Director compensation follows the table.

| Name | Fees Earned or Paid in Cash (\$) | RSUs (\$) ² | All Other Compensation (\$) ³ | Total (\$) |
|----------------------------|----------------------------------|------------------------|--|------------|
| W. Don Cornwell | 150,000 | 225,001 | 20,000 | 395,001 |
| JoEllen Lyons Dillon | 200,000 | 225,001 | — | 425,001 |
| Elisha Finney | 150,000 | 225,001 | 20,000 | 395,001 |
| Leo Groothuis ¹ | 175,000 | 225,001 | — | 400,001 |
| Melina Higgins | 425,000 | 225,001 | 20,000 | 670,001 |
| James M. Kilts | 150,000 | 225,001 | 20,000 | 395,001 |
| Harry Korman | 175,000 | 225,001 | — | 400,001 |
| Rajiv Malik | 128,005 | 225,009 | 22,773 | 375,787 |
| Richard Mark | 200,000 | 225,001 | 20,000 | 445,001 |
| Mark Parrish | 250,000 | 225,001 | — | 475,001 |
| Rogério Vivaldi Coelho | 86,475 | 225,005 | — | 311,480 |

- 1 Fees earned by Mr. Groothuis were paid in Euros. Such amounts were converted into Euros using the monthly conversion rate in effect when each payment was made.
- 2 Represents the grant date fair value of the specific award granted to the Non-Employee Director. Restricted stock unit ("RSU") awards granted in 2024 vested on March 4, 2025. For information regarding assumptions used in determining the amounts reflected in the table above, please refer to Note 13 to the Company's Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 ("Form 10-K"). The number of unvested RSUs held by each of the Non-Employee Directors, as of December 31, 2024, were as follows: Mr. Cornwell, 18,977; Ms. Dillon, 18,977; Ms. Finney, 18,977; Mr. Groothuis, 18,977; Ms. Higgins, 18,977; Mr. Kilts, 18,977; Mr. Korman, 18,977; Mr. Malik, 1,309,759; Mr. Mark, 18,977; Mr. Parrish, 18,977; and Dr. Vivaldi, 21,690. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest. The aggregate number of shares subject to stock options held by the Non-Employee Directors, as of December 31, 2024, were as follows: Ms. Dillon, 21,806; Ms. Higgins, 21,806; Mr. Korman, 13,949; Mr. Malik, 373,903; Mr. Mark, 12,260; and Mr. Parrish, 21,806.
- 3 The amounts represent charitable contributions made in 2024 under our matching gift program. For Mr. Malik, the amount represents the value of residual company car benefit (including insurance and ancillary expenses) relating to prior service.

Viatris' compensation philosophy for Non-Employee Directors is designed to attract and retain Non-Employee Directors with the experience necessary to represent the Company and oversee executive management. On an annual basis, the Compensation Committee considers market data for our peer group and input received from the Compensation Committee's independent compensation consultant regarding market practices for Director compensation. Any changes to Non-Employee Director compensation are approved by the Compensation Committee and the independent Directors.

Director Compensation Structure for 2025

The Compensation Committee and the independent Directors approved the following Non-Employee Director compensation effective for 2025, unchanged from 2024:

| Elements of Compensation | Amount |
|--|-----------|
| Board Member Retainer | \$150,000 |
| Chair of the Board of Directors Compensation | \$225,000 |
| Vice Chair Compensation | \$50,000 |
| Committee Chair Fee | \$25,000 |
| Executive Committee Member Fee | \$25,000 |
| Annual Equity Grant Value (RSUs) | \$225,000 |

Non-Employee Directors are also eligible to receive matching charitable contributions under the Company's Director Matching Gift Program. Under this program, to the extent Non-Employee Directors choose to make charitable contributions to qualifying charitable organizations, the Company matches those contributions dollar-for-dollar up to an annual limit of \$20,000 per person per calendar year.

Non-Employee Director Share Ownership Guidelines

Effective January 1, 2021, the Board adopted revised share ownership guidelines for Non-Employee Directors, requiring each to hold common stock valued at five times the amount of their annual cash retainer, excluding any cash retainer paid for committee service. Each Non-Employee Director has five years from his or her start date to attain compliance. These guidelines further demonstrate alignment of Viatris Non-Employee Directors' interests with shareholders' interests for the duration of their Board service. Common stock actually owned by the Non-Employee Director as well as restricted shares and unvested RSUs (including corresponding DEUs) count toward compliance with these requirements.





Security Ownership

Security Ownership of Directors, Nominees, NEOs, and Executive Officers

The following table sets forth information regarding the beneficial ownership of common stock of Viatris Inc. as of October 20, 2025 by (i) each Viatris Director and Director nominee, (ii) each named executive officer (“NEO”), and (iii) all Directors and executive officers of Viatris Inc. as a group (based on 1,154,467,256 shares of common stock of Viatris Inc. outstanding as of such date). For purposes of this table, and in accordance with the rules of the SEC, shares are considered “beneficially owned” if the person, directly or indirectly, has sole or shared voting or investment power over such shares. A person also is considered to beneficially own shares that he or she has the right to acquire within 60 days of October 20, 2025. To Viatris’ knowledge, the persons in the following table have sole voting and investment power, either directly or through one or more entities controlled by such person, with respect to all the shares shown as beneficially owned by them, unless otherwise indicated in the footnotes below. The address for each beneficial owner listed in the table below is c/o Viatris Inc., 1000 Mylan Boulevard, Canonsburg, PA, 15317. As noted above, each Non-Employee Director has five years from their start date to attain compliance with our Share Ownership Guidelines. In addition, each of our covered employees has five years to achieve minimum ownership requirements, as discussed in more detail in the Compensation Discussion & Analysis (“CD&A”) section of this document.

| Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | Options Exercisable and Restricted Shares Vesting within 60 days | Percent of Class |
|---|---|--|------------------|
| Paul Campbell | 254,458 | 36,723 | * |
| W. Don Cornwell | 80,342 | — | * |
| Frank D’Amelio | — | — | * |
| JoEllen Lyons Dillon | 77,709 ¹ | 21,806 | * |
| Elisha Finney | 37,832 | — | * |
| Leo Groothuis | 39,907 | — | * |
| Melina Higgins | 195,213 ² | 21,806 | * |
| James M. Kilts | 136,422 | — | * |
| Harry Korman ³ | 113,937 | 13,949 | * |
| Corinne Le Goff | 35,299 | — | * |
| Rajiv Malik ³ | 1,068,262 | 373,903 | * |
| Richard Mark | 91,310 | 12,260 | * |
| Doretta Mistras | 25,180 | — | * |
| Sanjeev Narula ⁴ | 253,525 | — | * |
| Mark Parrish | 140,395 | 21,806 | * |
| Brian Roman | 193,916 | 32,695 | * |
| Michael Severino | — | — | * |
| David Simmons | — | — | * |
| Scott A. Smith | 314,807 | — | * |
| Rogério Vivaldi Coelho | 21,691 | — | * |
| All Directors and executive officers as a group (20 persons) ⁵ | 2,956,680 | 546,645 | * |

* Less than 1%.

1 Includes 18 shares held by Ms. Dillon’s spouse.

2 Includes 74,000 shares held by Ms. Higgins’ spouse.

3 Mr. Korman and Mr. Malik are not nominated for election at the 2025 Annual Meeting.

4 Mr. Narula ceased to serve as the Company’s CFO effective as of March 1, 2024.

5 Includes the individuals set forth above with the addition of Mr. Enrietti and excluding Mr. Narula.

Security Ownership of Certain Beneficial Owners

The following table lists the names and addresses of shareholders known to management as of October 20, 2025, to own beneficially more than five percent of the shares of common stock of Viatris as set forth below (based on 1,154,467,256 shares of common stock of Viatris Inc. outstanding as of such date):

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|---|---|------------------|
| The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355 | 142,262,690 ¹ | 12.3 |
| BlackRock, Inc., 50 Hudson Yards, New York, NY 10001 | 76,382,158 ² | 6.6 |
| T. Rowe Price Associates, Inc., 1307 Point Street, Baltimore, MD 21231 | 74,715,883 ³ | 6.5 |
| Davis Selected Advisers 2949 East Elvira Road, Suite 101, Tucson, AZ 85756 | 66,375,520 ⁴ | 5.7 |

1 Based on the Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024, as of December 29, 2023, The Vanguard Group has sole voting power over 0 shares of common stock, shared voting power over 1,620,666 shares of common stock, sole dispositive power over 136,880,832 shares of common stock and shared dispositive power over 5,381,858 shares of common stock.

2 Based on the Schedule 13G/A filed by BlackRock, Inc. with the SEC on October 17, 2025, as of September 30, 2025, BlackRock, Inc. has sole voting power over 71,733,857 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 76,382,158 shares of common stock and shared dispositive power over 0 shares of common stock.

3 Based on the Schedule 13G filed by T. Rowe Price Associates, Inc. with the SEC on May 14, 2025, as of March 31, 2025, T. Rowe Price Associates, Inc. has sole voting power over 70,171,778 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 74,708,405 shares of common stock and shared dispositive power over 0 shares of common stock.

4 Based on the Schedule 13G/A filed by Davis Selected Advisers with the SEC on August 7, 2025, as of June 30, 2025, Davis Selected Advisers has sole voting power over 63,774,660 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 66,375,520 shares of common stock and shared dispositive power over 0 shares of common stock.





Executive Officers

The following table sets forth the names, ages, and positions of Viatris' executive officers as of October 20, 2025:

| | | |
|----------------------------|----|--|
| Scott A. Smith | 63 | Chief Executive Officer (principal executive officer) |
| Theodora (Doretta) Mistras | 43 | Chief Financial Officer (principal financial officer) |
| Dr. Corinne Le Goff | 60 | Chief Commercial Officer |
| Brian Roman | 55 | Chief Legal Officer |
| Paul Campbell | 59 | Chief Accounting Officer and Corporate Controller (principal accounting officer) |
| Andrew Enrietti | 41 | Chief Administrative and Transformation Officer |

Scott A. Smith. Mr. Smith has served as Viatris' CEO since April 1, 2023. His responsibilities include leading the daily management and the overall performance of the Company and executing on the strategies developed in collaboration with the Board, among other responsibilities. Mr. Smith is also a member of the Board and additional details regarding his background and experience can be found under the heading "Directors Nominated for Election at the 2025 Annual Meeting" on page [21](#).

Doretta Mistras. Ms. Mistras has served as Viatris' CFO since March 1, 2024. Her responsibilities include oversight of the global Finance Department, which includes corporate controllership, financial planning and analysis, internal audit, and tax and Treasury functions, among others. Prior to joining the Company as of January 1, 2024 as CFO-elect, Ms. Mistras was Managing Director, Healthcare Investment Banking at Citigroup Global Markets from September 2019 to December 2023 and prior to that was Managing Director, Healthcare Investment Banking at Goldman Sachs, where she spent over 15 years in their investment banking healthcare group. She has almost two decades of leadership, advisory, and capital markets experience helping guide corporate boards and leadership teams on matters affecting corporate strategy, including business development, financial planning, corporate finance and investor relations. Ms. Mistras has also advised leading healthcare corporations on a multitude of important financial and strategic decisions, including M&A, joint ventures, and capital markets transactions.

Dr. Corinne Le Goff, Pharm D. Dr. Le Goff has served as Chief Commercial Officer since April 15, 2024. Her responsibilities include oversight of the Company's global commercial organization, including the Developed Markets, Emerging Markets, JANZ and Greater China segments, and the Company's Global Commercial functions, including Global Strategic Marketing, Global Market Access and Value, Global Commercial Insights & Analytics, and Global Commercial Development. Prior to joining the Company, Dr. Le Goff held roles at biotechnology companies, most recently as President, Chief Executive Officer, and Director of Imunon, Inc. ("Imunon"), a clinical stage biotechnology company, from July 2022 until March 2024, where she led an organizational turnaround and rebranding effort (Imunon was known as Celsion Corporation until September 2022). Prior to Imunon, she was Chief Commercial Officer of Moderna, Inc. from January 2021 through January 2022 and served in various roles at Amgen Inc. from June 2015 to January 2021, including President of the U.S. business from March 2019 to January 2021, Senior Vice President of Global Product Strategy and Commercial Innovation from June 2018 to March 2019 and President of the Europe Region from June 2015 to May 2018. Dr. Le Goff also held various positions within the Roche Group, a publicly traded Swiss multinational healthcare company, including President of Roche's French affiliate from May 2012 to May 2015 and Senior Vice President Global Neuroscience and Rare Diseases Business Unit from 2011 to May 2012. Dr. Le Goff served on the board of directors of Longboard Pharmaceuticals Inc., a clinical-stage biopharmaceutical company from March 2021 until December 2024 when the company was acquired by H. Lundbeck A/S, most recently serving on that company's Audit and Nominating and Corporate Governance Committees, and previously served on the boards of directors of EuroAPI S.A., which develops, manufactures, markets and distributes APIs and intermediates used in the formulation of medicines for human and veterinary use, from April 2022 to January 2023, Acticor Biotech SAS, a clinical stage biopharmaceutical company, from May 2022 to December 2023, and CFAO Group, a trading company, from October 2014 to October 2020.

Brian Roman. Mr. Roman served as Viatris' Global General Counsel since the closing of the Combination on November 16, 2020 and was named Chief Legal Officer on April 1, 2024. His responsibilities include oversight of the Company's global legal organization, including securities, global contracts, labor and employment, global regulatory, business development, litigation, and intellectual property, and, together with the Compliance and Risk Oversight Committee, overseeing the Company's compliance

function, among other areas. From July 2017 until the closing of the Combination, Mr. Roman was Mylan's Global General Counsel, with similar responsibilities for oversight of the global legal organization. Prior to 2017, Mr. Roman served as Mylan's Chief Administrative Officer from January 2016 until June 2017, with responsibility for oversight of the Human Relations, Compliance, Facilities, Security, Information Security, and Privacy functions. He served as Mylan's Senior Vice President and Chief Compliance Officer from April 2010 until December 2015 and Vice President and General Counsel, North America from October 2005 until April 2010.

Paul Campbell. Mr. Campbell has served as Viatris' Chief Accounting Officer and Corporate Controller since the closing of the Combination on November 16, 2020. He is responsible for oversight of the day-to-day operations of the accounting and finance functions of the Company, including planning, implementing, and managing the Company's finance and accounting activities. Prior to the closing of the Combination, Mr. Campbell was Mylan's Chief Accounting Officer, Senior Vice President and Controller. Before his appointment as Chief Accounting Officer in November 2015, Mr. Campbell served as Mylan's Senior Vice President and Controller beginning in May 2015, with responsibility for overseeing the company's accounting and financial operations and reporting, and he previously held roles of increasing responsibility at Mylan since 2002.

Andrew Enrietti. Mr. Enrietti has served as Viatris' Chief Administrative and Transformation Officer since August 15, 2025. His responsibilities include oversight of the Company's Human Relations, Business Transformation, IT, Information Security, Global Transportation and Security, and Global Workplaces and Real Estate functions. Mr. Enrietti most recently served as Viatris' Chief People Officer where he led the strategy and execution of HR, global workplaces and real estate. Prior to the Combination, he served as Mylan's Head of Global Total Rewards & HR M&A, with responsibilities that included the design, development and implementation of the company's global executive and broad-based compensation and equity programs, employee benefit programs and oversight of benefit activities related to corporate M&A and divestitures.

Pursuant to the Bylaws, officers hold office until their successors are chosen and qualify in their stead or until their earlier death, resignation, or removal.





Item 2

Advisory Vote to Approve the 2024 Compensation of the Named Executive Officers of the Company

As required by Section 14A of the Exchange Act, Viatris' shareholders have the opportunity to vote to approve, on a non-binding, advisory basis, the 2024 compensation of our NEOs as disclosed in this Proxy Statement in accordance with SEC rules, which we also have referred to herein as the "Say-on-Pay vote".

As detailed in the Compensation Discussion and Analysis section of this Proxy Statement, which begins on page [43](#), our NEO compensation program is designed to incentivize the continued development of our durable business and shareholder value creation over the short- and long-term, while providing a competitive level of compensation to attract, retain, and motivate our talented NEOs. Our program also aligns compensation with performance and shareholder and other stakeholder interests. The Compensation Committee has also continued to enhance our compensation program in connection with robust shareholder engagement and feedback. The Board urges you to consider the factors discussed in the Compensation Discussion and Analysis section when deciding how to vote on this Item 2.

Given the leadership, dedication, and performance of our NEOs, their proven ability to capitalize on opportunities and manage challenging market conditions, and the strong alignment between pay and performance in our compensation program, the Board recommends that shareholders vote "**FOR**" the following resolution at the 2025 Annual Meeting:

"RESOLVED, that Viatris shareholders approve, on an advisory basis, the 2024 compensation of the Company's named executive officers, as disclosed on pages [43](#) to [66](#) of Viatris' Proxy Statement for the 2025 Annual Meeting of Shareholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation and other tables and narrative discussion."

Although advisory and not binding, the Compensation Committee and the Board will take into account the outcome of this vote when considering future compensation arrangements for Viatris' NEOs as they deem appropriate. We currently provide shareholders with a Say-on-Pay vote on an annual basis and expect that the next such vote will occur at the 2026 annual meeting of shareholders.

Board Recommendation

Viatris' Board recommends a vote "**FOR**" the approval, on an advisory basis, of the 2024 compensation of the NEOs.





Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) describes the compensation of our Named Executive Officers (“NEOs”) for 2024. Our compensation program continues to be closely aligned to the Company’s performance objectives and is designed to attract, retain, and incentivize our key leaders.

Named Executive Officers



Scott A. Smith
Chief Executive
Officer



Doretta Mistras
Chief Financial Officer



Corinne Le Goff
Chief Commercial
Officer



Brian Roman
Chief Legal Officer



Paul Campbell
Chief Accounting
Officer and Corporate
Controller



Sanjeev Narula
Former Chief
Financial Officer

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Executive Summary

Shareholder Responsiveness and Continued Evolution of Our Compensation Program

We were disappointed by our Say-on-Pay vote in 2024. Based on our robust shareholder engagement in connection with, and following, the 2024 Say-on-Pay vote, we believe that our Say-on-Pay results in 2024 were driven primarily by concerns relating to the transitional consulting arrangement that we entered into with our former Executive Chairman. Shareholders did not express concerns with any other aspect of our compensation program in our meetings. Since October 2024, we met with 20 of our 50 largest shareholders representing approximately 50% of the outstanding shares and reached out to approximately 30 of our 50 largest shareholders representing approximately 55% of outstanding shares (in each case based on June 30, 2025 shareholder data). Based on both the Board's belief that the transitional matters covered by the consulting arrangement have been successfully completed and/or transitioned and this shareholder feedback, the Board determined that the consulting arrangement would not be renewed and then subsequently ended the consulting arrangement as of June 30, 2025. As a result, Mr. Coury is no longer serving as a consultant to the Company, and we believe that we have completed the transition to a simplified leadership and compensation structure.

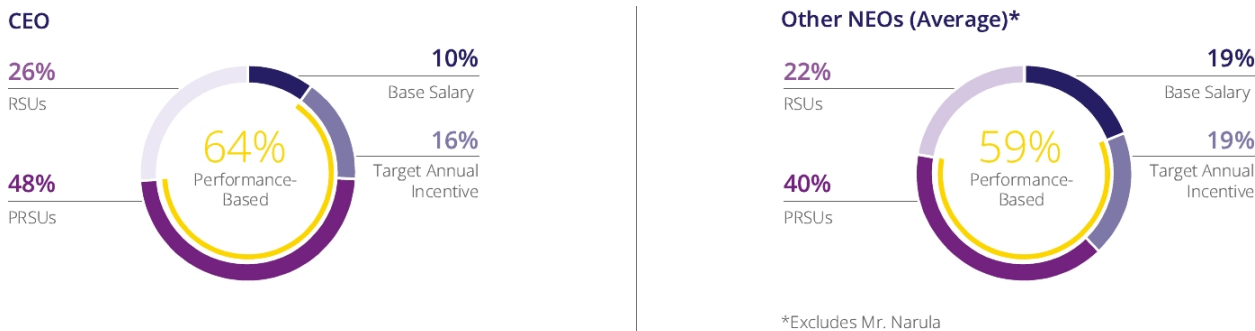
In addition, we took several further actions that we believe address the 2024 Say-on-Pay vote and align our program with shareholder outcomes. The table below details the additional actions we took.

| | |
|--|--|
| Reduced the 2024 Annual Incentive Payout | <ul style="list-style-type: none"> The Compensation Committee exercised negative discretion to reduce the 2024 annual incentive payout. This negative discretion was exercised due to the unique timing of the import alert related to the Indore, India facility, and the resulting impact on the Company's financials and share price. 2024 performance outcomes for Adjusted EBITDA, Free Cash Flow and Global Regulatory Submissions would have resulted in a 163.92% bonus funding under the provisions of the short-term incentive plan. The Compensation Committee reduced funding to 140%. |
| Increased Difficulty of 2025 Adjusted EBITDA Maximum Objective | <ul style="list-style-type: none"> Historically, maximum Adjusted EBITDA performance under the annual incentive plan has been set at 105% of target. For 2025, maximum Adjusted EBITDA performance was set at 110% of target requiring a greater level of Adjusted EBITDA performance to achieve above target payouts in 2025. |
| Reduced Weighting of Global Regulatory Submissions | <ul style="list-style-type: none"> The portion of the annual incentive related to Global Regulatory Submissions objective was reduced from 20% to 10% in 2025. |
| Added Personal Objective to Annual Incentive Compensation Program | <ul style="list-style-type: none"> A personal objective, weighted at 10%, was added to the annual incentive in 2025 to allow the Compensation Committee greater discretion in evaluating management actions and execution of Company strategy. |
| Revised Compensation Peer Group | <ul style="list-style-type: none"> Eli Lilly was eliminated from the peer group due to its market capitalization. With the removal of Eli Lilly, Viatris falls at the 44th percentile on revenue of the remaining peers. |
| Amended Share Ownership Requirements Policy | <ul style="list-style-type: none"> The Compensation Committee amended its policy to exclude unearned PRSUs (including associated DEUs) from ownership calculations, thereby making our ownership requirements more robust. |

Our Compensation Structure is Simple and Approximately Two-Thirds Performance Based

Our Compensation Committee has implemented a simple and performance-focused compensation program which is primarily focused on base salary, a performance-based short-term incentive award, and long-term incentive awards consisting of PRSUs and RSUs. For fiscal year 2024, 61% of NEO total target compensation was performance-based and 68% of NEO total target compensation was delivered as long-term equity.

In addition, our PRSUs are subject to a total shareholder return (“TSR”) performance modifier assessed over a three-year time frame relative to the S&P 500 Pharmaceutical Index, further aligning compensation with performance.



Despite Above-Target Results for 2024 Short-Term Incentive Compensation Objectives, Our Compensation Committee Reduced 2024 Short-Term Incentive Program Payouts

We achieved above-target results for 2024 under the objectives established in early 2024 under our short-term incentive program. Despite these results, our Board and Compensation Committee exercised negative discretion to reduce payouts to our executive team considering the warning letter and import alert relating to our facility in Indore, India, which was received in late 2024. In addition, in establishing short-term incentive program targets for 2025, the Board set challenging stretch financial performance targets to encourage financial outperformance in 2025. The Board believes that these actions were appropriate to further align management compensation with share price performance and to encourage management to work expeditiously to resolve the issues relating to this facility.

Selected Highlights and Recent Developments

2024 was an important year for Viatris and an important inflection point for the Company. The Company achieved several notable accomplishments related to its stated strategic pillars of growth acceleration and shareholder return.

Business Strategy

The Company laid out three strategic pillars to accelerate growth and shareholder return:

- **Diversified and Growing Base Business:** The Company believes its continued success in its base business comes from its large and diversified portfolio of generics and off-patent brands that extends across markets and therapeutic areas. Here the Company has a clear legacy of deep product knowledge and extensive commercialization and development expertise. We believe it is important that Viatris maintains a strong focus on growing its base business over the long-term.
- **Financial Strength and Significant Cash Flow:** The Company believes its strong balance sheet and sector-leading cash flow generation differentiate it from sector peers. The Company expects to continue to deliver on its long-term financial strategy to return capital to shareholders through dividends and share repurchases, while making investments in its business.
- **Expanding Innovative Portfolio:** This represents the Company’s continuous efforts to identify, vet, and secure innovative, best-in-class, patent-protected assets in areas of unmet medical need in which it can be successful. By expanding its innovative portfolio, the Company believes it has the potential to drive accelerated and durable revenue growth over the long-term.



COMPENSATION DISCUSSION AND ANALYSIS

Financial and Operational Performance

In 2024, Viatris:

- Reported total revenues of \$14.7 billion; U.S. GAAP net loss of \$(634) million; adjusted EBITDA of \$4.7 billion; U.S. GAAP diluted EPS loss of \$(0.53) per share; adjusted EPS of \$2.65 per share; U.S. GAAP net cash provided by operating activities of \$2.3 billion; and free cash flow of \$2.0 billion (which included ~\$650 million of transaction-related costs).
- Paid down approximately \$3.7 billion of debt and achieved its long-term gross leverage target¹, ending the year at 2.9x².
- Generated new product revenues³ of \$582 million.
- Returned \$825 million in capital to shareholders through dividends and share repurchases.
- Supplied high-quality medicines to ~1 billion patients⁴ around the world.
- Completed its remaining planned divestitures, including:
 - In March 2024, the Company completed the divestiture of its women's healthcare business, primarily related to its oral and injectable contraceptives, to Insud Pharma, S.L., a leading Spanish multinational pharmaceutical company. The transaction included two manufacturing facilities in India: one in Ahmedabad and one in Sarigam.
 - In June 2024, the Company completed the divestiture of its API business in India to Matrix Pharma Private Limited, a privately held pharmaceutical company based in India. The transaction included three manufacturing sites and an R&D lab in Hyderabad India, three manufacturing sites in Vizag, India, and third-party API sales. Viatris retained some selective R&D capabilities in API.
 - In July 2024, the Company completed the divestiture of its OTC Business to Cooper Consumer Health, a leading European OTC drug manufacturer and distributor. The transaction included two manufacturing sites located in Merignac, France, and Confienza, Italy, and an R&D site in Monza, Italy. The Company retained the rights for Viagra®, Dymista® (which, in certain limited markets, are sold as OTC products), and select OTC products in certain markets.

Science and Regulatory Achievements

Viatris' R&D and clinical platform, which includes regulatory activities, seeks to deliver new product opportunities across all of the Company's categories and markets and to evaluate opportunities to expand the scope of our existing product portfolio with a focus on development activities. The Company's product pipeline includes a variety of dosage, including oral solid dosage, transdermals, injectables, inhalation, and other delivery systems. While committed to generics and specialty products, over the last several years, a greater portion of the Company's investments has been focused on complex or difficult-to-formulate products, such as modified release or complex injectables such as glucagon, rather than on commodity products, such as conventional oral solid dosage forms.

As previously mentioned, one of the Company's three strategic pillars in 2024 to accelerate growth and shareholder return was our focus on expanding our innovative portfolio to identify, vet and secure best-in-class, patented-protected assets in areas of unmet medical need in which it can be successful. In 2024, the Company made several additions to its innovative portfolio, including the following:

- In March 2024, the Company acquired exclusive global development and commercialization rights to two Phase 3 assets from Idorsia Ltd., selatogrel and cenerimod, as well as the potential to add additional innovative assets in the future.

¹ The Company has not quantified future amounts to develop this target, which does not reflect company guidance, but has stated its goal to manage notional gross debt and adjusted EBITDA over time in order to generally maintain or reach the target.

² See Appendix B — "Reconciliations of Non-GAAP Financial Measures (Unaudited)" for more information. U.S. GAAP net (loss) for 2024 was \$(634.2) million and U.S. GAAP total debt was \$14,039.5 million.

³ Refers to revenue from new products launched in 2024 and the carryover impact of new products, including business development, launched within the last 12 months.

⁴ The number of patients served is an estimate calculated using internal sales data (global volume of doses sold in 2024 in all markets as aligned with IQVIA standard units), divided by estimated per patient usage, which is based on treatment dose, treatment duration, and treatment adherence as estimated by Viatris Medical Affairs based on approved label indication and instructions for use, current international guideline recommendations, and common usage in clinical practice. Patients using multiple Viatris medicines may be counted as multiple patients. Certain adjustments were applied to account for acceptable alternatives to the patient usage factors noted above and rounded to the nearest hundred million. Estimates may be subject to reassessment.

Selatogrel is a potential life-saving self-administered medicine for patients with a history of acute myocardial infarction, or heart attack, and builds on Viatris' existing global cardiovascular franchise and specialty infrastructure, as well as its knowledge, leadership, and distribution capabilities for self-administered medication for acute life-threatening conditions.

Cenerimod is a novel immunology asset that has the potential to be a first-in-class oral therapy for the treatment of systemic lupus erythematosus, the most common form of lupus. Through lifecycle management, this asset also has the potential for broad application across multiple autoimmune diseases in a specialist-driven category with attractive market dynamics for oral therapies and could be a cornerstone asset in Viatris' immunology portfolio.

- In October 2024, the Company announced an exclusive licensing agreement with Lexicon Pharmaceuticals for sotagliflozin in all markets outside of the U.S. and Europe. Sotagliflozin was approved by the U.S. Food and Drug Administration in May 2023 to reduce the risk of cardiovascular death, hospitalization for heart failure, and urgent heart failure visit in adults with heart failure or type 2 diabetes mellitus, chronic kidney disease, and other cardiovascular risk factors.

Executive Transitions in 2024

Sanjeev Narula, our former Chief Financial Officer, departed from the Company effective March 5, 2024. Mr. Narula received severance benefits based on a termination without cause equal to two times his base salary and target bonus. Mr. Narula also received a pro rata bonus for 2024 and a pro rata portion of his PRSUs granted in 2022 reflecting his period of executive service. Mr. Narula is also eligible to receive a pro rata portion of his PRSUs granted in 2023 based on actual performance at the end of the applicable performance period in 2025. Other, unvested equity awards that Mr. Narula held as of his separation were forfeited.

The Company appointed Ms. Mistras to serve as CFO beginning March 1, 2024 and Dr. Le Goff to serve as Chief Commercial Officer beginning April 15, 2024.

Executive Compensation Philosophy

The Compensation Committee and Board's compensation philosophy for 2024 reflects the Company's performance-based, shareholder-value-focused business model and is intended to help ensure that Viatris continues to attract and retain high-performing executives given the highly competitive market for executive talent. The compensation program has the following key objectives, among others:

- **Attract, Motivate and Retain Highly Skilled Executives.** To attract and retain the leaders needed to execute our ambitious goals, we provide market competitive compensation with an emphasis on performance-based, long-term incentives. We designed our compensation program to help ensure that the Company, shareholders, and other stakeholders continue to benefit from the talents of our leadership team and global workforce, while also recruiting new talent on an on-going basis in a highly competitive market for talent.
- **Align with Shareholder Interests.** We aligned executive compensation with shareholder interests by linking pay to the Company's stated strategic priorities, long-term performance, and share price appreciation, including through the use of a relative TSR modifier for PRSUs in our long-term incentive plan and robust share ownership requirements. We believe this linkage helps drive long-term performance and encourages decision making to foster share price appreciation.
- **Drive Company Performance.** As described in more detail on pages [44](#) to [45](#) and [48](#) to [52](#), our 2024 compensation program was designed with metrics carefully linked to our business strategies and financial goals. If the Company does not meet its short- and long-term objectives, executive pay is meaningfully impacted.



2024 Performance-Based Compensation Program

2024 Total Target Compensation

The chart below shows the target total direct compensation opportunity for each of our active NEOs in 2024.

| NEO | Base Salary | Target Annual Incentive | Target Long-Term Incentive | 2024 Total Target Compensation ¹ |
|------------------------------|-------------|-------------------------|----------------------------|---|
| Scott A. Smith | \$1,400,000 | \$2,100,000 | \$9,800,000 | \$13,300,000 |
| Doretta Mistras | \$825,000 | \$825,000 | \$3,300,000 | \$4,950,000 |
| Corinne Le Goff ² | \$875,000 | \$875,000 | \$3,500,000 | \$5,250,000 |
| Brian Roman | \$825,000 | \$825,000 | \$2,475,000 | \$4,125,000 |
| Paul Campbell | \$725,000 | \$725,000 | \$1,812,500 | \$3,262,500 |

¹ 2024 Total Target Compensation equals the sum of base salary, target annual incentive, and target long-term incentive.

² Dr. Le Goff became Chief Commercial Officer of the Company effective April 15, 2024. The target annual incentive amount listed above for Dr. Le Goff was prorated to reflect the number of days she served as an active employee during 2024 in calculating the payout of the 2024 cash incentive.

Considerations for Setting 2024 Incentive Performance Goals

In setting annual and long-term incentive performance goals, the Compensation Committee considered a variety of information, including potential divestitures, industry forecasts, internal projections, demographic data, advice from outside advisors, and the Company's annual operating plan and strategies. The Compensation Committee also considered the variability and cyclical nature of the business, noting that targets may increase or decrease from year-to-year due to factors impacting the business, such as market conditions, the regulatory environment, timing of product approvals, and both immediate and long-term strategic priorities of the business. Although the targets may vary from year-to-year, the Compensation Committee is committed to maintaining high levels of rigor while motivating the executive team and aligning with long-term sustainable business development and shareholder value creation. Consistent with our philosophy of driving long-term Company performance, the Compensation Committee, with the advice of its independent compensation consultant, annually considers potential alternative performance metrics that link to our strategy and align with shareholder interests in long-term value creation.

2024 Peer Group

The peer group is used as one of several reference points for determining executive compensation and includes Viatris' business competitors and companies that Viatris competes with for executive talent. Although the competitive market for our executives is one factor the Compensation Committee considers when making compensation decisions, the Compensation Committee does not target the compensation of NEOs within a specific percentile of any set of peer companies and considers peer group and industry data along with many other factors when determining compensation.

Below is the peer group selected by the Compensation Committee for 2024, with the advice of the Compensation Committee's independent compensation consultant.

| | | |
|------------------------------|------------------------------|---------------------------------|
| Abbott Laboratories | Bristol-Myers Squibb Company | Pfizer Inc. |
| Amgen Inc. | Eli Lilly and Company | Regeneron Pharmaceuticals, Inc. |
| Bausch Health Companies Inc. | Gilead Sciences, Inc. | Sanofi S.A. |
| Baxter International Inc. | Novartis AG | Teva Pharmaceutical Limited |
| Biogen Inc. | Organon & Co. | Zoetis Inc. |

As noted above, during 2025, the Compensation Committee determined to remove Eli Lilly and Company from our peer group due to its market capitalization and to add Sandoz Pharmaceuticals as a new member of the peer group.

Elements of 2024 Compensation

Base Salaries

The Compensation Committee considers a variety of factors in deciding base salary, including, among others: individual performance, responsibilities, and expected future performance; Company performance; management structure; marketplace practices (including external benchmarks prepared by an independent compensation consultant); internal pay equity considerations; competitive recruitment for outstanding talent; and the executive's experience, tenure, and leadership. The Compensation Committee also considers, among other factors, what the marketplace would require in terms of the costs to hire a similarly qualified and experienced individual externally.

As reflected in the table below, in 2024, there were adjustments made to base salaries to reflect changes in market data and expanded responsibilities.

| NEO | 2023 Base Salary | 2024 Base Salary |
|------------------------------|------------------|------------------|
| Scott A. Smith | \$1,400,000 | \$1,400,000 |
| Doretta Mistras ¹ | N/A | \$825,000 |
| Corinne Le Goff ¹ | N/A | \$875,000 |
| Brian Roman | \$800,000 | \$825,000 |
| Paul Campbell | \$675,000 | \$725,000 |

¹ Ms. Mistras joined the Company as CFO-elect effective January 1, 2024 and became CFO of the Company effective March 1, 2024. Dr. Le Goff joined the Company effective April 15, 2024. The base salary amount listed above for Dr. Le Goff was prorated to reflect the number of days she served as an active employee during 2024.

2024 Annual Incentive Compensation Program

Annual Incentive Compensation Awards for 2024

Viatri's annual incentive compensation consists of performance-based annual cash awards that are subject to achievement of metrics that were identified by the Board and Compensation Committee as critical to the successful execution of Viatri's business strategy and aligned with the creation of shareholder value. The metrics link the actions and leadership of our executive team to Company performance and shareholder returns, both in the short- and long-term. The Compensation Committee approved annual incentive award grants and corresponding performance targets in the first quarter of 2024.

The Compensation Committee identified the following metrics as important measures of Company performance relating to its stated strategy:

- **Adjusted EBITDA (40% Weighting):** Measures the Company's profitability and motivates the organization to focus on commercial execution and driving new product revenue, maintaining efficiency of our operations, capturing synergies, and disciplined expense management.
- **Free Cash Flow (40% Weighting):** Creates organizational emphasis and focus on cash through improved cash flow conversion, optimized working capital, and overall cash generation which can increase the return to shareholders.
- **Global Regulatory Submissions (20% Weighting):** Emphasizes the importance of developing a robust pipeline of molecules that Viatri could manufacture and sell over subsequent years. A robust product pipeline can help Viatri move its products up the value chain and also supports sustainability while serving Viatri's mission of providing access to high quality, affordable medications.



COMPENSATION DISCUSSION AND ANALYSIS

Individual annual incentive payout targets were established for each active NEO, expressed as a percentage of base salary, as noted in the table below. Actual payouts could range from 0% to 200% of each NEO's annual incentive target based on achievement of performance goals.

| NEO | Target (as % of Base Salary) | Annual Incentive Target |
|------------------------------|---------------------------------|----------------------------|
| Scott A Smith | 150% | \$2,100,000 |
| Doretta Mistras | 100% | \$825,000 |
| Corinne Le Goff ¹ | 100% | \$875,000 |
| Brian Roman | 100% | \$825,000 |
| Paul Campbell | 100% | \$725,000 |

¹ The annual incentive target amount listed above for Dr. Le Goff was prorated to reflect the number of days she served as an active employee during 2024 in calculating the payout of the 2024 cash incentive.

For 2025, the Compensation Committee enhanced our annual incentive program by adding a 10% personal performance component to incentivize individual achievements and leadership and establishing significantly stretched financial goals for 2025.

Annual Incentive Compensation Payouts for 2024

In 2024, Viatris achieved the following performance against the Compensation Committee-approved performance goals:

| Metric | Weighting | Threshold | Target | Maximum | Results |
|-------------------------------|-----------|-----------------|-----------------|-----------------|-------------------|
| Adjusted EBITDA ¹ | 40% | \$4,700 million | \$4,950 million | \$5,200 million | \$4,974.5 million |
| Free Cash Flow ² | 40% | \$2,200 million | \$2,500 million | \$2,800 million | \$2,923.8 million |
| Global Regulatory Submissions | 20% | 100 | 120 | 140 | 140 |

¹ Adjusted EBITDA is derived from Viatris' financial statements in the same manner as Viatris' publicly reported adjusted EBITDA for 2024, except that the calculation for the 2024 annual incentive program utilized 2024 budgeted foreign exchange rates and further adjusts for all impacts of the Company's divestitures following their consummation, and acquired in-process research and development ("IPR&D") costs. Viatris' adjusted EBITDA as reported for the twelve months ended December 31, 2024 is reconciled to the most directly comparable U.S. GAAP measure in Appendix B.

² Free cash flow is derived from Viatris' audited financial statements in the same manner as Viatris' publicly reported free cash flow for 2024, except that the calculation for the 2024 annual incentive program utilized 2024 budgeted foreign exchange rates and further adjusts for transaction costs and taxes primarily related to the Company's divestitures, all impacts of the Company's divestitures following their consummation, proceeds from the sale of certain property, plant and equipment, and material unplanned litigation gains and losses equal or greater than \$25 million in the aggregate. Viatris' free cash flow as reported for the twelve months ended December 31, 2024 is reconciled to the most directly comparable U.S. GAAP measure in Appendix B.

The performance metrics set forth above resulted in an achieved performance payout reflecting 163.92% of target. Despite these above-target results, our Board and Compensation Committee exercised negative discretion to reduce payouts in light of the warning letter and import alert relating to our facility in Indore, India, which was received in late 2024. In addition, in establishing short-term incentive program targets for 2025, the Board set challenging stretch financial performance targets to encourage financial outperformance in 2025. The Board believes that these actions were appropriate to further align management compensation with share price performance and to incentivize management to work expeditiously to resolve the issues relating to this facility.

The following table shows the 2024 actual incentive payout for each active NEO reflecting reduced payout of 140% of target instead of 163.92% of target.

| NEO | Actual Annual Incentive Award |
|------------------------------|----------------------------------|
| Scott A. Smith | \$2,940,000 |
| Doretta Mistras | \$1,155,000 |
| Corinne Le Goff ¹ | \$873,566 |
| Brian Roman | \$1,155,000 |
| Paul Campbell | \$1,015,000 |

¹ For Dr. Le Goff, payout represents a prorated amount to reflect the number of days she served as an active employee during 2024.

2024 Long-Term Incentive Compensation Programs

Long-Term Incentive Compensation Grants for 2024

The Compensation Committee believes that the value of long-term incentives should be directly related to the performance of Viatris' common stock over several years, as well as other measures associated with the growth, success, and long-term sustainability of Viatris. The Compensation Committee approved annual long-term incentive ("LTI") award grants in the first quarter of 2024.

In 2022, we increased the percentage of performance-based awards (which are subject to a TSR modifier) from 60% to 65%, with 65% of each NEO's award in the form of PRSUs and 35% in the form of RSUs and we continued this practice in 2024. This increase in the allocation to PRSUs reflects a further reinforcement of our pay-for-performance philosophy and our robust shareholder engagement. RSUs vest ratably over a three-year period following the grant date, and PRSUs vest as described below. This mix of LTI awards provides NEOs with a combination of incentives and aligns them with the interests of shareholders.

Each NEO's 2024 LTI award had a targeted value at grant equal to a percentage of the NEO's base salary. In setting each NEO's LTI targeted value, the Compensation Committee considered a variety of factors, including, among others, peer group compensation and expectations regarding individual roles and responsibilities.

For 2024, the Compensation Committee approved the following annual LTI award values for our active NEOs:

| NEO | PRSUs | RSUs | Total LTI Award |
|-----------------------------|-------------|-------------|-----------------|
| Scott A. Smith ¹ | \$6,370,000 | \$3,430,000 | \$9,800,000 |
| Doretta Mistras | \$2,145,000 | \$1,155,000 | \$3,300,000 |
| Corinne Le Goff | \$2,275,000 | \$1,225,000 | \$3,500,000 |
| Brian Roman | \$1,608,750 | \$866,250 | \$2,475,000 |
| Paul Campbell | \$1,178,125 | \$634,375 | \$1,812,500 |

¹ In 2024, Mr. Smith's annual LTI award as a percentage of annual base salary was reduced from 800% to 700% pursuant to the terms of his offer letter.

2024 Three-Year PRSU Performance Metrics

The 2024 grant of PRSUs is subject to free cash flow performance and TSR performance relative to the S&P 500 Pharmaceutical Index, which is used as a modifier to determine the final payout percentage, as described below. The free cash flow metric incentivizes effective use of Viatris' capital to drive cash flow generation, encouraging behavior that is closely aligned with our efforts to drive a durable and sustainable business. In addition, the relative TSR modifier impacts executive pay based on Viatris' performance as compared to industry competitors.

As shown in the table below, payouts under the 2024 PRSUs will be determined in two steps. First, in the first quarter of 2027, the outcome of the free cash flow metric will be assessed, resulting in an initial payout percentage of 50% for threshold performance (with 0% payout for below threshold performance) up to 150% for maximum performance, with linear interpolation for achievement between threshold and maximum. Second, the relative TSR metric will be applied as a modifier to the initial payout percentage with the effect of decreasing it by 30%, leaving it unaffected, or increasing it by 30%.

| Metric | Weighting | Threshold | Target | Maximum |
|---|------------|---|---|---|
| Free Cash Flow ¹ | 100% | \$6,200 million | \$7,200 million | \$8,200 million |
| Relative TSR of Peer Group ² | Multiplier | At or Below 25th Percentile of Peer Group | Between 25th and 75th Percentiles of Peer Group | At or Above 75th Percentile of Peer Group |
| Payout Opportunity (as % of Target) | | 35% | 100% | 195% |

¹ Free cash flow is derived from Viatris' audited financial statements in the same manner as the calculation for Viatris' 2024 annual incentive program, except that the calculation for the 2024 PRSUs further adjusts for any of the following, as applicable: material changes in tax laws, unbudgeted restructuring costs and unbudgeted R&D expense. Free cash flow for the 2024 PRSUs will be the sum of such free cash flow measure for each of the years ended December 31, 2024, 2025 and 2026 and will utilize budgeted foreign exchange rates for the relevant year. Viatris' free cash flow as reported for the twelve months ended December 31, 2024 is reconciled to the most directly comparable U.S. GAAP measure in Appendix B.



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2 Relative TSR is calculated by comparing the difference between Viatris' 30-day trailing average closing ordinary share price at the day before the beginning of the performance period and day before the end of the performance period plus any dividends paid during the performance period against the same metric for each company in the S&P 500 Pharmaceutical Index.

Payouts with respect to PRSUs granted in 2024 will be determined in early 2027 following the conclusion of the three-year performance cycle.

2022-2024 Three-Year PRSU Performance Metric Results

During the three-year period of 2022 to 2024, Viatris achieved the following performance against the Compensation Committee-approved performance goals:

| Metric | Weighting | Threshold | Target | Maximum | Results |
|---|------------|---|---|---|-----------------|
| Free Cash Flow ¹ | 100% | \$6,900 million | \$7,900 million | \$8,900 million | \$9,495 million |
| Relative TSR of Peer Group ² | Multiplier | At or Below 25th Percentile of Peer Group | Between 25th and 75th Percentiles of Peer Group | At or Above 75th Percentile of Peer Group | 67th Percentile |
| Payout Opportunity (as % of Target) | | 35% | 100% | 195% | |

1 Free cash flow is derived from Viatris' audited financial statements in the same manner as Viatris' publicly reported free cash flow, except that the calculation for the 2022-2024 three-year PRSUs utilized budgeted foreign exchange rates for the relevant year and further adjusts for the following, as applicable: transaction costs and taxes related to the acquisitions of Oyster Point Pharma, Inc. ("Oyster Point") and Famy Life Sciences Private Limited ("Famy Life Sciences") as well as any incremental transaction costs and taxes related to other select assets sales or reshaping initiatives and other impacts of divestitures, Biocon Biologics Transaction-related taxes and transaction costs and results of the divested biosimilars business from the closing of the transaction on November 29, 2022 through December 31, 2022, material unplanned litigation gains or losses equal to or greater than \$25 million in the aggregate, proceeds from the sale of certain property, plant and equipment, unbudgeted R&D costs, unbudgeted restructuring costs, and the impact of free cash flow from divestitures that closed in 2022 to 2024. Free cash flow for the 2022-2024 three-year PRSUs is the sum of such free cash flow measure for each of the years ended December 31, 2022, 2023, and 2024. Viatris' free cash flow as reported for each of the three years ended December 31, 2022, 2023 and 2024 is reconciled to the most directly comparable U.S. GAAP measure in Appendix B.

2 Relative TSR is calculated by comparing the difference between Viatris' 30-day trailing average closing ordinary share price at the day before the beginning of the performance period and day before the end of the performance period plus any dividends paid during the performance period against the same metric for each company in the S&P 500 Pharmaceutical Index.

The following table shows the 2022-2024 PRSU share award payout for each active NEO reflecting Company performance at 150% of target.

| NEO ¹ | Actual Award (# of Shares) |
|------------------|----------------------------|
| Scott A. Smith | N/A |
| Doretta Mistras | N/A |
| Corinne Le Goff | N/A |
| Brian Roman | 162,468 |
| Paul Campbell | 169,238 |

1 Mr. Smith, Ms. Mistras, and Dr. Le Goff did not receive the 2022 PRSU grant as they were not active employees in 2022 at time of grant.

Compensation Governance and Policies

Governance and Other Considerations Impacting Viatris Compensation Decisions

The Compensation Committee and Board proactively consider external governance-related developments and trends relating to executive compensation. In setting or approving executive compensation, the Compensation Committee and Board may consider, in addition to any corporate goals and objectives applicable to an individual executive, some or all of the following: recognition of individual performance and contributions; pay for performance; alignment with long-term shareholder interests; advancement of Company strategic goals; maintenance of an appropriate level of fixed and at-risk compensation; remaining competitive with companies within the Company's peer group; competition for executive talent; internal pay equity; leadership and mentoring skills and contributions; talent management; contributions to establishment or execution of corporate strategy; retention; compliance with applicable law and the Code of Business Conduct and Ethics and Company policy; and/or any other factors determined by the Board or the Compensation Committee to be in the interests of the Company.



The Compensation Committee and Board believe that each company must independently assess which market practices and trends are appropriate for the company at any particular time in the company's history and remain fully committed to maintaining a strong compensation governance philosophy that is aligned with shareholder interests and best practices. See also page [47](#).

Commitment to Responsible, Shareholder-Aligned Compensation Governance Practices

The following table summarizes certain specific compensation-related governance practices adopted by the Compensation Committee and Board with respect to 2024 compensation. We note that implementation of many of these practices was responsive to comments from shareholders or otherwise endorsed by shareholders during our robust shareholder engagement program or prior Say-on-Pay votes.

| What We Do | |
|------------------|--|
| ✓ | Maintain a significant portion of compensation aligned with shareholder interests and tied to share price or financial and operational business performance. |
| ✓ | Employ metrics for annual and long-term incentives that support both short- and long-term strategies and align with shareholder interests, including a non-financial metric in the annual program tied to important product development initiatives. |
| ✓ | Base long-term incentives heavily on performance-based metrics and short-term incentives entirely on performance-based metrics. |
| ✓ | Set rigorous and measurable performance goals and periodically review and discuss our executives' performance. |
| ✓ | Use double-trigger vesting for annual long-term incentive awards upon a change in control. |
| ✓ | Retain independent compensation consultants that report directly to the Compensation Committee. |
| ✓ | Maintain strong share ownership guidelines. |
| ✓ | Maintain a robust clawback policy. |
| ✓ | Engage with shareholders on compensation and governance matters. |
| ✓ | Consider peer groups and market data in determining compensation. |
| ✓ | Annual Say-on-Pay vote. |
| What We Don't Do | |
| ✗ | New fixed-term NEO employment agreements. |
| ✗ | Excise tax gross-ups. |
| ✗ | Supplemental retirement agreements. |
| ✗ | Exercise positive discretion in determining annual incentive compensation or LTI payouts. |
| ✗ | Re-pricing of stock options without shareholder approval. |
| ✗ | Hedging or pledging of shares. |
| ✗ | New cash-based retention awards for NEOs without performance vesting conditions except in extraordinary situations or in connection with new hires. |

Limited Perquisites

We provide certain limited perquisites to our NEOs, including the following:

- Each NEO receives a car allowance and payment of certain ancillary expenses. The NEOs are responsible for paying any taxes incurred relating to this perquisite.
- Our NEOs take an extraordinarily active approach to overseeing and managing Viatris' global operations, which necessitates and will continue to necessitate a significant amount of U.S. domestic and international travel time due to our diverse business



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centers, manufacturing and other facilities, and many client and vendor locations around the world. Viatris provides management with access to corporate aircraft to assist in the management of Viatris’ global platform by providing a more efficient and secure traveling environment, including where sensitive business issues may be discussed or reviewed, as well as maximum flexibility to our executives in the conduct of business. For reasons of business efficiency and continued security-related concerns (including personal security, especially given the global nature of Viatris’ business, as well as privacy of business information and communications), we also may from time to time require certain executives to use corporate aircraft for business and personal purposes.

- Because of continued security-related concerns, we may from time-to-time provide certain NEOs with personal security.

401(k) Restoration Plan

The Restoration Plan permits employees (including NEOs) who earn compensation in excess of the limits imposed by Section 401(a)(17) of the Internal Revenue Code of 1986, as amended (the “Code”) to (i) defer a portion of base salary and bonus compensation, (ii) be credited with a Company matching contribution in respect of deferrals under the Restoration Plan, and (iii) be credited with Company non-elective contributions (to the extent made by Viatris), in each case, to the extent that participants otherwise would be able to defer or be credited with such amounts, as applicable, under Viatris’ 401(k) plan if not for the limits on contributions and deferrals imposed by the Code. Company matching contributions immediately vest and Company non-elective contributions are subject to an initial three-year vesting period. Upon a change in control (as defined in the Restoration Plan), a participant will become 100% vested in any unvested portion of his or her non-elective contributions. Distributions of such participant’s vested account balance will be made in a lump sum within 60 days following a participant’s separation from service (or such later date as may be required by Section 409A of the Code).

2024 Share Ownership Requirements

Viatris maintains robust share ownership requirements for our NEOs. The requirement is expressed as a multiple of base salary and shown in the table below.

| Position | Ownership Requirement |
|-------------------------|-----------------------|
| Chief Executive Officer | 6x |
| Chief Financial Officer | 3x |
| Other NEOs | 3x |

In addition to the NEOs, the Viatris share ownership policy covers the most senior employees at Viatris to promote an ownership culture and further align the interests of those leaders with those of shareholders. Each covered employee has five years from the date they became subject to the policy to achieve the minimum ownership requirement. Common stock actually owned by the covered employee (including shares of common stock held by the covered employee in the Restoration Plan), as well as restricted shares and unvested RSUs (including corresponding “DEUs”) count toward compliance with these requirements. The Company believes that this approach is appropriate given the robust requirements set and the fact that the realized value of vested awards has been less than grant date values in the past. All NEOs meet these share ownership requirements or are expected to meet them by the applicable date.

As noted above, during 2025, our Compensation Committee strengthened our required executive share ownership guidelines by no longer counting unvested PRSUs and corresponding dividend equivalent units toward ownership thresholds.

Clawback Policy

The Board has approved a clawback policy relating to incentive compensation programs. The policy provides that Viatris may take action to recoup annual incentive compensation and equity-based incentive compensation gains resulting from specified misconduct.

The policy also provides that Viatris may take action to recoup some or all bonus and equity incentive compensation in the event of executive misconduct involving material violations of law or Viatris policy as well as failure to manage or monitor another individual who committed such misconduct, and that the Board or a designated Board committee will disclose the circumstances of any recoupment relating to such misconduct if required by law or regulation or if it determines that disclosure is in the best interests of Viatris and its shareholders.

In addition, Viatris has a number of other policies in effect that govern our executive team's behavior and that set out clear ethical expectations. Those policies, including our Code of Business Conduct and Ethics, empower Viatris to take a full range of disciplinary responses for any violations, and the Board and the Compensation Committee are not otherwise constrained from seeking to clawback from or deny compensation to any member of the executive team in response to any breach of duties or ethics. The Board considers additional updates to the clawback policy from time to time.

In the fourth quarter of 2023, we also adopted a clawback policy as required by the final Dodd-Frank rules and exchange listing standards. Our policy requires recoupment of excess compensation paid to our executive officers if amounts are based on material noncompliance with any financial reporting requirement that causes an accounting restatement, without regard to any fault or misconduct.

Anti-Hedging and Anti-Pledging Policy

Viatris has a securities trading policy that prohibits Directors and "officers" (as defined in Rule 16a-1(f) of the Exchange Act) ("Section 16 Officers") and their respective designees from trading in hedging instruments or otherwise engaging in any transaction that limits or eliminates, or is designed to limit or eliminate, economic risks associated with the ownership of our securities. Hedging instruments are defined as any prepaid variable forward contracts, equity swaps, collars, exchange funds, insurance contracts, short sales, options, puts, calls, or other instruments that hedge or offset, or are designed to hedge or offset, movements in the market value of our securities. For purposes of this policy, our securities include shares and options to purchase shares, and any other type of securities that we may issue, including but not limited to, preferred shares, notes, debentures, and warrants issued by Viatris or any parent, subsidiary, or subsidiary of any parent of Viatris, as well as any derivative financial instruments pertaining to such securities, whether or not issued by the Company, such as options and forward contracts.

The policy also prohibits Directors and Section 16 Officers and their respective designees from entering into any transaction that involves the holding of our securities in a margin account (other than the "cashless exercise" of stock options) or the pledging of our securities as collateral for loans. The Compensation Committee may approve exceptions to the prohibition on the use of margin accounts or pledging of securities if, among other factors, the Director or Section 16 Officer demonstrates, in advance, that he or she has the continuing financial capacity to repay any underlying loan or potential margin call without resorting to our securities held in such margin account or our pledged securities and is not in possession of any material information about the Company that has not been made widely available to the investing public.

Consideration of Risk in Company Compensation Policies

The Compensation Committee has considered risk management in determining compensation policies and believes that our programs are designed appropriately to encourage outstanding, consistent, sustainable business performance over extended periods of time. Management and the Compensation Committee have considered and discussed the risks inherent in our business and the design of our compensation plans, policies, and programs that are intended to drive the achievement of our long-term business objectives while avoiding excessive short-term risk-taking. In addition, we utilize a mix of objective performance measures, so that undue emphasis is not placed on one particular measure, and we employ different types of compensation to provide value over the short-, medium-, and long-term. These performance measures are reevaluated annually in light of the evolving risk environment facing our business. When making compensation decisions, we also consider qualitative factors to avoid the consequences that an overly formulaic approach may have on excessive risk-taking by management. At least annually, the Compensation Committee also receives and discusses a report from Meridian Compensation Partners, LLC ("Meridian"), its independent compensation consultant, on risk management in connection with the Company's compensation program.



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The Compensation Committee believes that our compensation policies and practices do not encourage excessive risk and are not reasonably likely to have a material adverse effect on the Company.

Role of the Compensation Committee

The Compensation Committee is comprised solely of independent Directors and oversees the design and implementation of our executive compensation programs. The Compensation Committee reviews and evaluates the performance of our NEOs and determines their compensation and objectives, or, in the case of our CEO, recommends compensation and objectives to the independent, non-executive members of the Board. The Compensation Committee monitors compensation trends and developments periodically and undertakes a comprehensive assessment of our compensation programs at least annually. In fulfilling these responsibilities, the Compensation Committee utilizes the support of independent compensation consulting firms, independent outside counsel, and an internal executive compensation team.

The Compensation Committee has retained Meridian to provide advice and information regarding the design and implementation of Viatris' executive compensation programs. Meridian also provided information to the Compensation Committee regarding regulatory and other technical developments that may be relevant to our executive compensation programs. In addition, Meridian provided the Compensation Committee with competitive market information, analyses and trends on executive base salary, annual incentives, long-term incentives, benefits and perquisites.

The Compensation Committee also receives advice from outside counsel including, but not limited to, Cravath, Swaine & Moore LLP.

The Compensation Committee performs an annual review of the independence of its outside advisors, consistent with NASDAQ requirements and the Compensation Committee charter.

Tax Deduction Cap on Executive Compensation

Section 162(m) of the Code restricts the deductibility for U.S. federal income tax purposes of the compensation paid to the CEO, CFO, each of the other NEOs who was an executive officer at the end of the applicable fiscal year, and certain other executives to the extent that such compensation for such executive exceeds \$1 million. As a result, except to the extent provided in limited transition relief, compensation over \$1 million paid to any NEO is no longer deductible under Section 162(m) of the Code. The Board and the Compensation Committee reserve the right to provide compensation to our executives that is not deductible, including, but not limited to, when necessary to comply with contractual commitments, or to maintain the flexibility needed to attract talent, promote retention, or recognize and reward desired performance.

Insider Trading Policies and Procedures

We have adopted a Global Insider Trading Policy and Insider Trading Policy Additional Procedures governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, and employees, as well as by Viatris itself, that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to us.

Equity Award Grant Practices

Our longstanding historical practice is to grant awards in the first quarter of each year, following the release of prior year's financial results. We do not take material nonpublic information into account when determining the timing or terms of awards, and do not currently grant stock options or stock appreciation rights.

Compensation Committee Report

We have reviewed and discussed the CD&A with management. Based on such review and discussions, we recommended to the Board that the CD&A be included in this Proxy Statement.

Respectfully submitted,

Harry Korman, Chair
JoEllen Lyons Dillon
James M. Kilts

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee during 2024 was an officer or employee of Viatris, was formerly an officer of Viatris, or had any relationship requiring disclosure by Viatris under Item 404 of Regulation S-K. During 2024, no executive officer of Viatris served on the compensation committee or board of another entity, one of whose executive officers served on the Compensation Committee or the Board of Viatris.





Executive Compensation Tables

2024 Summary Compensation Table

The following summary compensation table sets forth the cash and non-cash compensation paid or granted to or earned by the NEOs for 2024, 2023, and 2022.

| Name and Principal Position | Fiscal Year | Salary (\$) ¹ | Bonus (\$) ² | Stock Awards (\$) ³ | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) ⁴ | Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) ⁵ | Total (\$) |
|---|-------------|--------------------------|-------------------------|--------------------------------|--------------------|--|---|--|------------|
| Scott A. Smith Chief Executive Officer | 2024 | 1,400,000 | — | 9,800,021 | — | 2,940,000 | — | 619,358 | 14,759,379 |
| | 2023 | 1,023,077 | — | 11,200,008 | — | 2,884,494 | — | 822,830 | 15,930,409 |
| Doretta Mistras Chief Financial Officer | 2024 | 809,135 | 500,000 | 3,800,019 | — | 1,155,000 | — | 109,538 | 6,373,692 |
| Corinne Le Goff Chief Commercial Officer | 2024 | 605,769 | — | 4,375,019 | — | 873,566 | — | 61,040 | 5,915,394 |
| Paul Campbell Chief Accounting Officer and Corporate Controller | 2024 | 715,385 | 1,750,000 | 1,812,507 | — | 1,015,000 | — | 222,398 | 5,515,290 |
| Brian Roman Chief Legal Officer | 2024 | 824,520 | — | 2,475,004 | — | 1,155,000 | — | 234,780 | 4,689,304 |
| | 2023 | 790,385 | — | 1,600,015 | — | 1,458,480 | — | 263,253 | 4,112,133 |
| Sanjeev Narula Former Chief Financial Officer | 2024 | 185,000 | — | 681,821 | — | 229,986 | — | 4,152,344 | 5,249,151 |
| | 2023 | 923,558 | — | 3,700,013 | — | 1,686,368 | — | 470,303 | 6,780,242 |
| | 2022 | 840,385 | — | 3,400,006 | — | 1,586,355 | — | 281,660 | 6,108,406 |

1 Represents the base salary actually paid to the NEO in 2024, 2023, and 2022. For Dr. Le Goff, the amount reflects salary received commencing with her April 15, 2024 hire date. For Mr. Narula, the amount reflects salary received up until his last day of employment, which was March 5, 2024.

2 In connection with the hire date for Ms. Mistras, she received a cash sign-on bonus in the amount of \$500,000. In connection with the Combination in 2020, Mr. Campbell was granted a retention bonus (equal to \$1,500,000), which became payable in 2024 upon the four-year anniversary of the Combination, subject to Mr. Campbell's continued employment through such date. In connection with the successful completion of the divestiture of our OTC Business, Mr. Campbell was also granted a bonus (equal to \$250,000), which became payable in 2024. Consistent with our engagement with shareholders, the Compensation Committee has determined that it does not intend to issue new cash-based retention awards for NEOs except in extraordinary situations where such awards will have a performance-based component with meaningful vesting requirements or in connection with new hires.

3 Represents the grant date fair value of the long-term incentive awards granted to the NEO in 2024, 2023, and 2022, as applicable. The grant date fair value of PRSUs for 2024 is based on the target value and is as follows: Smith (\$6,370,010), Mistras (\$2,145,004), Le Goff (\$2,275,007), Campbell (\$1,178,130), and Roman (\$1,608,753). If the maximum achievement of performance goals had been assumed, the grant date fair value of the PRSUs for 2024 would have been as follows: Smith (\$12,421,528), Mistras (\$4,182,760), Le Goff (\$4,436,268), Campbell (\$2,297,366), and Roman (\$3,137,079). Mr. Narula did not receive a 2024 long-term incentive award grant in 2024. The amount reported reflects the accounting incremental fair value of a prorated portion of the PRSUs awarded to him in 2022 resulting from their modification under his separation agreement to provide for continued vesting. For information regarding assumptions used in determining the expense of such awards, please refer to Note 13 to the Company's Consolidated Financial Statements contained in the Form 10-K.

4 Represents amounts paid under the Company's annual short-term incentive plan. For a discussion of this plan, see "2024 Annual Incentive Compensation Program" on page 49.

5 Amounts shown in this column are detailed in the following table.

| Name | Fiscal Year | Automobile Benefit (\$) ^a | Personal Use of Corporate Aircraft (\$) ^b | Expatriate Benefits (\$) ^c | 401(k) and Profit Sharing Plan Matching and Profit Sharing Contribution (\$) ^d | Restoration Plan Contribution (\$) ^e | Transition Related Benefits (\$) ^f | Other (\$) ^g | Total (\$) |
|-----------------|-------------|--------------------------------------|--|---------------------------------------|---|---|---|-------------------------|------------|
| Scott A. Smith | 2024 | 19,200 | 167,669 | — | 34,700 | 395,970 | — | 1,819 | 619,358 |
| | 2023 | 14,458 | 163,853 | — | 37,177 | 188,587 | — | 418,755 | 822,830 |
| Doretta Mistras | 2024 | 19,200 | — | — | 42,154 | 46,413 | — | 1,771 | 109,538 |
| Corinne Le Goff | 2024 | 13,653 | — | — | 30,462 | 15,646 | — | 1,279 | 61,040 |
| Paul Campbell | 2024 | 16,800 | — | — | 34,915 | 151,659 | — | 19,024 | 222,398 |
| Brian Roman | 2024 | 16,800 | — | — | 34,508 | 181,653 | — | 1,819 | 234,780 |
| | 2023 | 16,800 | — | — | 36,515 | 206,747 | — | 3,191 | 263,253 |
| Sanjeev Narula | 2024 | 3,458 | — | 94,457 | 27,815 | 96,653 | 3,784,522 | 145,439 | 4,152,344 |
| | 2023 | 19,200 | — | 175,942 | 29,638 | 243,768 | — | 1,755 | 470,303 |
| | 2022 | 19,262 | — | 4,756 | 27,504 | 228,450 | — | 1,688 | 281,660 |

- a The values for 2024 represent a vehicle allowance. In addition to the vehicle allowance, there were ancillary expenses associated with such vehicle for Mr. Smith in 2023 and for Mr. Narula in 2022.
- b Amounts disclosed represent the actual aggregate incremental costs associated with the personal use of corporate aircraft. Incremental costs include annual average hourly fuel and maintenance costs, landing and parking fees, customs and handling charges, passenger catering and ground transportation, crew travel expenses, away from home hanger fees, and other trip-related variable costs. Because the aircrafts are used primarily for business travel, incremental costs exclude fixed costs that do not change based on usage, such as pilots' salaries, aircraft purchase or lease costs, home-base hangar costs, and certain maintenance fees. Aggregate incremental cost as so determined with respect to personal deadhead flights is allocable to the NEO. In certain instances where there are both business and personal passengers, the incremental costs per hour are pro-rated.
- c For 2024, amount disclosed represents the tax equalization, gross up, and tax preparation of \$94,457. For 2023, amount disclosed represents the tax equalization, gross up, and tax preparation of \$175,942. For 2022, amount disclosed includes the value of certain one-time, non-recurring expatriate, repatriation, and relocation benefits of \$4,756.
- d For 2024, amounts for each NEO include a matching contribution for Smith (\$14,000), Mistras (\$21,454), Le Goff (\$9,762), Campbell (\$14,215), Roman (\$13,808), and Narula (\$7,115) and a profit sharing contribution received in March 2025 in respect of fiscal year 2024 to each NEO of Smith, Mistras, Le Goff, Campbell, Roman, and Narula (\$20,700). For 2023, amounts for each NEO include a matching contribution for Messrs. Smith (\$14,077), Roman (\$13,415), and Narula (\$6,538) and a profit sharing contribution received in March 2024 in respect of fiscal year 2023 to each of Messrs. Smith, Roman, and Narula (\$23,100). For 2022, amounts for each NEO include a matching contribution for Mr. Narula (\$6,154), and a profit sharing contribution received in March 2023 in respect of fiscal year 2022 to Mr. Narula, (\$21,350).
- e For 2024, amounts disclosed include a matching contribution under the Restoration Plan for Smith (\$159,600), Mistras (\$18,565), Campbell (\$55,600), Roman (\$65,373), and a profit sharing contribution under the Restoration Plan received in March 2025 in respect of fiscal year 2024 for NEOs Smith (\$236,370), Mistras (\$27,848), Le Goff (\$15,646), Campbell (\$96,059), Roman (\$116,280), and Narula (\$96,653). For 2023, amounts disclosed include a matching contribution under the Restoration Plan for Messrs. Smith (\$140,072), Roman (\$76,539), and Narula (\$91,174), and a profit sharing contribution under the Restoration Plan received in March 2024 in respect of fiscal year 2023 for Messrs. Smith (\$48,515), Roman (\$130,208), and Narula (\$152,594). For 2022, amounts disclosed include a matching contribution under the Restoration Plan for Mr. Narula (\$82,254), and a profit sharing contribution under the Restoration Plan received in March 2023 in respect of fiscal year 2022 for Mr. Narula (\$144,196).
- f For Mr. Narula, the amount reflects a severance amount of \$3,700,000 and payment in lieu of accrued vacation (\$84,522) in connection with his separation as an executive of the Company. All separation benefits paid to Mr. Narula were required pursuant to the existing terms of their contractual agreements, which were previously disclosed and subject to prior Say-on-Pay resolutions.
- g For 2024, amounts disclosed represent premiums for international travel assistance and long-term disability for each of the NEOs, events and non-recurring relocation allowances for Mr. Narula (\$145,055). For 2023, amounts disclosed represent non-employee board compensation fees for Mr. Smith 2023 earned prior to becoming CEO on April 1, 2023 (\$37,500); non-recurring relocation allowances for Mr. Smith (\$379,952); events for Mr. Roman; and premiums for international travel assistance and long-term disability for each of the NEOs. For 2022, amounts disclosed represent international travel assistance premiums for Mr. Narula; and long-term disability premiums for Mr. Narula.



EXECUTIVE COMPENSATION TABLES

Grants of Plan-Based Awards for 2024

The following table summarizes grants of plan-based awards made to each NEO during 2024.

| Name | Grant Date | Approval Date | Estimated Future Payments Under Non-Equity Incentive Plan Awards ¹ | | | Estimated Future Payments Under Equity Incentive Plan Awards ² | | | All Other Stock Awards: Number of Shares of Stock or Units (#) ³ | All Other Option Awards: Number of Securities Underlying Options (#) | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (\$) ⁴ |
|-----------------|------------|---------------|---|-------------|--------------|---|------------|-------------|---|--|---|--|
| | | | Threshold (\$) | Target (\$) | Maximum (\$) | Threshold (#) | Target (#) | Maximum (#) | | | | |
| Scott A. Smith | | | 1,050,000 | 2,100,000 | 4,200,000 | — | — | — | — | — | — | |
| | 3/4/2024 | 2/26/2024 | — | — | — | 154,612 | 515,373 | 1,004,978 | — | — | 6,370,010 | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | 277,509 | — | 3,430,011 | |
| Doretta Mistras | | | 412,500 | 825,000 | 1,650,000 | — | — | — | — | — | — | |
| | 1/1/2024 | 12/14/2023 | — | — | — | — | — | — | 46,169 | — | 500,010 | |
| | 3/4/2024 | 2/26/2024 | — | — | — | 52,064 | 173,544 | 338,411 | — | — | 2,145,004 | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | 93,447 | — | 1,155,005 | |
| Corinne Le Goff | | | 311,988 | 623,975 | 1,247,951 | — | — | — | — | — | — | |
| | 4/18/2024 | 2/26/2024 | — | — | — | 61,377 | 204,587 | 398,945 | — | — | 2,275,007 | |
| | 4/18/2024 | 2/26/2024 | — | — | — | — | — | — | 110,162 | — | 1,225,001 | |
| | 4/18/2024 | 2/26/2024 | — | — | — | — | — | — | 78,688 | — | 875,011 | |
| Paul Campbell | | | 362,500 | 725,000 | 1,450,000 | — | — | — | — | — | — | |
| | 3/4/2024 | 2/26/2024 | — | — | — | 28,596 | 95,318 | 185,871 | — | — | 1,178,130 | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | 51,325 | — | 634,377 | |
| Brian Roman | | | 412,500 | 825,000 | 1,650,000 | — | — | — | — | — | — | |
| | 3/4/2024 | 2/26/2024 | — | — | — | 39,048 | 130,158 | 253,809 | — | — | 1,608,753 | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | 70,085 | — | 866,251 | |
| Sanjeev Narula | | | 82,138 | 164,276 | 328,552 | — | — | — | — | — | — | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | — | — | — | |
| | 3/4/2024 | 2/26/2024 | — | — | — | — | — | — | — | — | — | |

1 The performance goals under the annual incentive compensation program applicable to the NEOs during 2024 are described above in the CD&A. For a discussion of these awards, see "2024 Annual Incentive Compensation Program" on pages 49 and 50. The amounts for Dr. Le Goff and Mr. Narula have been adjusted to reflect their partial year of service during 2024.

2 Consists of PRSUs awarded under the Viatrix 2020 Stock Plan. The vesting terms applicable to these awards are described above in the CD&A and below following the Outstanding Equity Awards at the End of 2024 table.

3 Consists of RSUs awarded under the Viatrix 2020 Stock Plan. The vesting terms applicable to these awards are described above in the CD&A and below following the Outstanding Equity Awards at the End of 2024 table.

4 Represents the grant date fair value of the specific award granted to the NEO. For information regarding assumptions used in determining such value, please refer to Note 13 to the Company's Consolidated Financial Statements contained in the Form 10-K.

Outstanding Equity Awards at the End of 2024

The following table sets forth information concerning all of the outstanding LTI awards held by each NEO as of December 31, 2024.

| Name | Option Awards | | | | Stock Awards | | | |
|-----------------|--|---|----------------------------|------------------------|---|---|---|---|
| | Number of Securities Underlying Unexercised Options (#) Exercisable ¹ | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) ² | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ² |
| Scott A. Smith | — | — | — | — | 293,399 ³ | 3,652,818 | 817,327 ⁷ | 10,175,721 |
| | — | — | — | — | 289,291 ⁴ | 3,601,673 | 537,253 ⁸ | 6,688,800 |
| Doretta Mistras | — | — | — | — | 48,130 ⁵ | 599,219 | — | — |
| | — | — | — | — | 97,415 ⁴ | 1,212,817 | 180,912 ⁸ | 2,252,354 |
| Corinne Le Goff | — | — | — | — | 81,201 ⁵ | 1,010,952 | — | — |
| | — | — | — | — | 113,679 ⁴ | 1,415,304 | 211,119 ⁸ | 2,628,432 |
| Paul Campbell | 2,059 | — | 55.61 | 3/4/2025 | — | — | — | — |
| | 4,181 | — | 46.27 | 2/17/2026 | — | — | — | — |
| | 4,392 | — | 45.18 | 3/3/2027 | — | — | — | — |
| | 9,681 | — | 40.97 | 3/2/2028 | — | — | — | — |
| | 7,398 | — | 27.45 | 3/1/2029 | — | — | — | — |
| | 11,071 | — | 17.48 | 3/2/2030 | — | — | — | — |
| | — | — | — | — | 20,251 ⁶ | 252,125 | 112,826 ⁹ | 1,404,684 |
| | — | — | — | — | 38,696 ³ | 481,765 | 107,795 ⁷ | 1,342,048 |
| Brian Roman | — | — | — | — | 53,504 ⁴ | 666,125 | 99,365 ⁸ | 1,237,094 |
| | 4,111 | — | 55.61 | 3/4/2025 | — | — | — | — |
| | 4,739 | — | 46.27 | 2/17/2026 | — | — | — | — |
| | 5,694 | — | 45.18 | 3/3/2027 | — | — | — | — |
| | 7,876 | — | 40.97 | 3/2/2028 | — | — | — | — |
| | 6,267 | — | 27.45 | 3/1/2029 | — | — | — | — |
| | 8,119 | — | 17.48 | 3/2/2030 | — | — | — | — |
| | — | — | — | — | 19,441 ⁶ | 242,040 | 108,312 ⁹ | 1,348,484 |
| — | — | — | — | 36,690 ³ | 456,791 | 102,206 ⁷ | 1,272,465 | |
| Sanjeev Narula | — | — | — | — | 73,061 ⁴ | 909,609 | 135,684 ⁸ | 1,689,266 |
| | — | — | — | — | — | — | 178,082 ¹⁰ | 2,217,121 |
| | — | — | — | — | — | — | 91,914 ¹¹ | 1,144,329 |

1 Subject to applicable employment agreement provisions, following termination of employment, vested stock options will generally remain exercisable for 30 days following termination, except that (i) in the case of termination because of disability, 100% of options will remain exercisable for two years following termination; (ii) in the case of a termination due to a reduction in force, vested options will remain exercisable for one year following termination; (iii) in the case of death, including within two years following termination because of disability, or, in the case of options granted prior to January 1, 2017, retirement, 100% of vested options will remain exercisable for the remainder of the original term; and (iv) in the case of an involuntary termination without cause or a voluntary resignation for good reason that occurs within two years following a change in control, 100% of options remain exercisable for the remainder of the original term.

2 The market value of RSUs and PRSUs was calculated using the closing price of the Company's shares as of December 31, 2024, \$12.45.

3 Of the 293,399 RSUs held by Mr. Smith, 146,700 vested on March 3, 2025 and 146,699 will vest on March 3, 2026; of the 38,696 RSUs held by Mr. Campbell, 19,348 vested on March 3, 2025 and 19,348 will vest on March 3, 2026; of the 36,690 RSUs held by Mr. Roman, 18,345 vested on March 3, 2025 and 18,345 will vest on March 3, 2026. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.

4 Of the 289,291 RSUs held by Mr. Smith, 96,431 vested on March 4, 2025 and 96,430 will vest each on March 4, 2026 and March 4, 2027; of the 97,415 RSUs held by Ms. Mistras, 32,472 vested on March 4, 2025 and 32,471 will vest on March 4, 2026 and 32,472 will vest on March 4, 2027; of the 113,679 RSUs held by Dr. Le Goff, 37,894 vested on March 4, 2025 and 37,892 will vest on March 4, 2026 and 37,893 will vest on March 4, 2027; of the 53,504 RSUs held by Mr. Campbell, 17,836 vested on March 4, 2025 and 17,834 will vest each on March 4, 2026 and March 4, 2027; of the 73,061 RSUs held by Mr. Roman, 24,354 vested on March 4, 2025 and 24,353 will vest on March 4, 2026 and 24,354 will vest on March 4, 2027. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.



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- 5 Of the 48,130 RSUs held by Ms. Mistras, 24,065 vested on January 1, 2025 and 24,065 will vest on January 1, 2026; of the 81,201 RSUs held by Dr. Le Goff as of December 31, 2024, 40,601 vested on April 15, 2025 and 40,600 will vest on April 15, 2026. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.
- 6 The RSUs fully vested on March 4, 2025.
- 7 The PRSUs will vest on March 3, 2026, subject to attainment of performance goals. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.
- 8 The PRSUs will vest on March 4, 2027, subject to attainment of performance goals. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.
- 9 The PRSUs fully vested on March 4, 2025, subject to attainment of performance goals. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.
- 10 Of the 235,508 PRSUs held by Mr. Narula on March 5, 2024, only 178,082 remained eligible to vest in connection with his separation from Viatris on such date and fully vested on March 4, 2025, subject to attainment of performance goals, and the remaining portion was forfeited. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.
- 11 Of the 226,723 PRSUs held by Mr. Narula on March 5, 2024, only 91,914 remained eligible to vest in connection with his separation from Viatris on such date and will vest on March 3, 2026, subject to attainment of performance goals, and the remaining portion was forfeited. Amounts include all accrued and unvested whole share DEUs that vest only to the extent and at the same time the underlying award on which they are issued vest.

Option Exercises and Stock Vested for 2024

The option awards and stock awards reflected in the table below were exercised or became vested for the NEOs during 2024.

| Name | Option Awards | | Stock Awards | |
|-----------------|---|---------------------------------|--|--------------------------------|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |
| Scott A. Smith | — | — | 140,727 | 1,771,753 |
| Doretta Mistras | — | — | — | — |
| Corinne Le Goff | — | — | — | — |
| Paul Campbell | — | — | 128,284 | 1,610,627 |
| Brian Roman | — | — | 120,525 | 1,513,120 |
| Sanjeev Narula | — | — | 251,518 | 3,156,889 |

1 All shares reflected as vesting in this table were paid pursuant to their pre-existing contractual terms, including those paid to Mr. Narula in connection with his separation from employment.

Non-qualified Deferred Compensation for 2024

The following table sets forth information relating to the Restoration Plan for 2024.

| Name | Aggregate Balance at Last FYE (\$) | Executive Contributions in Last FY (\$) | Company Profit Sharing and Match Contributions in Last FY (\$) | Aggregate Earnings (Loss) in Last FY (\$) | Aggregate Withdrawals/Distributions (\$) | Aggregate Balance at FYE (\$) |
|-----------------|------------------------------------|---|--|---|--|-------------------------------|
| Scott A. Smith | 55,805 | 157,580 | 206,095 | 9,478 | — | 428,958 |
| Doretta Mistras | — | 18,565 | 18,565 | 330 | — | 37,460 |
| Corinne Le Goff | — | — | — | — | — | — |
| Paul Campbell | 2,743,277 | 61,808 | 166,936 | 387,523 | — | 3,359,544 |
| Brian Roman | 4,361,501 | 77,520 | 207,728 | 422,996 | — | 5,069,745 |
| Sanjeev Narula | 685,714 | 151,925 | 213,364 | 79,449 | (1,130,452) | — |



Estimated Payments in Connection with a Termination of Employment or Change in Control

The following discussion summarizes the potential payments and benefits that would have been payable to each of the NEOs upon a termination of employment on December 31, 2024 by Viatris without “cause”, by the NEO for “good reason” (each as defined in the applicable agreement), due to the NEO’s death or disability or as a result of a CIC Termination. A “CIC Termination” occurs if an NEO’s employment is terminated other than for cause or if he or she terminates employment for good reason, in each case, within two years following the occurrence of a change in control. The amounts discussed below exclude (i) 401(k) retirement plan contributions and distributions that are generally available to all salaried employees, (ii) payments pursuant to vested Restoration Plan balances, (iii) payments pursuant to awards scheduled to vest on or before December 31, 2024 by their terms, (iv) any amounts that may be due at the time of an event in respect of accrued and unpaid salary, bonuses, or vacation, and (v) the value of each NEO’s annual bonus for the 2024 completed fiscal year as the year was complete as of December 31, 2024. These are estimates only and actual amounts payable upon such terminations may be different and will only be determined upon the actual occurrence of any such event.

Scott A. Smith

Mr. Smith is entitled to severance payments and benefits upon certain terminations of employment pursuant to an offer letter with Viatris and his equity award agreements with Viatris.

Termination Without Cause Absent a Change in Control. If Mr. Smith's employment was terminated on December 31, 2024 by Viatris without cause, he would have been entitled to a payment equal to two times the sum of his base salary and his target annual bonus in effect at the time of such termination, payable in equal installments, and eligibility for continued vesting of a prorated number of his PRSUs granted in 2023 and 2024 based on actual Company performance. The estimated values of such payments and benefits, assuming a December 31, 2024 termination of employment, would have been \$7,000,000, in respect of cash severance, and \$9,013,427, in respect of the vesting of his PRSUs granted in 2023 and 2024 (assuming target performance).

Termination due to Death or Disability Absent a Change in Control. If Mr. Smith's employment was terminated on December 31, 2024 due to death or disability, he would have been entitled to full vesting of his unvested non-qualified deferred compensation account balance (\$49,659) and full vesting of his unvested equity awards, with any PRSUs vesting based on target performance. The estimated value of such equity vesting, assuming a December 31, 2024 termination, would have been \$24,119,012. Mr. Smith is not entitled to cash severance payments in connection with a termination of employment due to death or disability.

Termination in Connection with a Change in Control. If Mr. Smith incurred a CIC Termination on December 31, 2024, he would have been entitled to a payment equal to two and a half times the sum of his base salary and his target annual bonus in effect at the time of such termination, payable in equal installments, full vesting of his unvested non-qualified deferred compensation account balance, and full vesting of his equity awards, with any PRSUs vesting based on target performance. The estimated values of such payments and benefits, assuming a December 31, 2024 termination of employment, would have been \$8,750,000, in respect of cash severance, \$49,659, in respect of the vesting of his non-qualified deferred compensation, and \$24,119,012, in respect of the vesting of his equity awards.

Doretta Mistras

Ms. Mistras is entitled to severance payments and benefits upon certain terminations of employment pursuant to an offer letter with Viatris and her equity award agreements with Viatris.

Termination Without Cause Absent a Change in Control. If Ms. Mistras' employment was terminated on December 31, 2024 by Viatris without cause, she would have been entitled to a payment equal to one-half times the sum of her base salary and her target annual bonus in effect at the time of such termination, payable in equal installments, and eligibility for continued vesting of



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a prorated number of her PRSUs granted in 2024 based on actual Company performance. The estimated values of such payments and benefits, assuming a December 31, 2024 termination of employment, would have been \$825,000, in respect of cash severance, and \$750,785, in respect of the vesting of her PRSUs granted in 2024 (assuming target performance).

Termination due to Death or Disability Absent a Change in Control. If Ms. Mistras' employment was terminated on December 31, 2024 due to death or disability, she would have been entitled to full vesting of her unvested equity awards, with any PRSUs vesting based on target performance. The estimated value of such equity vesting, assuming a December 31, 2024 termination, would have been \$4,064,390. Ms. Mistras is not entitled to cash severance payments in connection with a termination of employment due to death or disability.

Termination in Connection with a Change in Control. Ms. Mistras is not entitled to enhanced severance payments in the event of a CIC Termination. However, for illustrative purposes it has been assumed that, in the event of a CIC Termination, she would be provided with payments and benefits consistent with the retired Mylan N.V. Severance Plan and Global Guidelines (which had been assumed by Viatriis) (the "Mylan Severance Plan"). If Ms. Mistras incurred a CIC Termination on December 31, 2024, it is assumed for illustrative purposes that she would have received a payment equal to two times the sum of her base salary and her target annual bonus in effect at the time of such termination, payable in equal installments, twenty-four months of continued health and other benefits, and full vesting of her unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such payments and benefits, assuming a December 31, 2024 CIC Termination, would have been \$3,363,186, in respect of cash severance and other benefits, and \$4,064,390, in respect of the vesting of her equity awards.

Corinne Le Goff

Dr. Le Goff is entitled to severance payments and benefits upon certain terminations of employment pursuant to an offer letter with Viatriis and her equity award agreements with Viatriis.

Termination Without Cause Absent a Change in Control. If Dr. Le Goff's employment was terminated on December 31, 2024 by Viatriis without cause, she would have been entitled to a payment equal to one-half times the sum of her base salary and her target annual bonus in effect at the time of such termination, payable in equal installments, and eligibility for continued vesting of a prorated number of her PRSUs granted in 2024 based on actual Company performance. The estimated values of such payments and benefits, assuming a December 31, 2024 termination of employment, would have been \$875,000, in respect of cash severance, and \$876,144, in respect of the vesting of her PRSUs granted in 2024 (assuming target performance).

Termination due to Death or Disability Absent a Change in Control. If Dr. Le Goff's employment was terminated on December 31, 2024 due to death or disability, she would have been entitled to full vesting of her unvested equity awards, with any PRSUs vesting based on target performance. The estimated value of such equity vesting, assuming a December 31, 2024 termination, would have been \$5,054,688. Dr. Le Goff is not entitled to cash severance payments in connection with a termination of employment due to death or disability.

Termination in Connection with a Change in Control. Dr. Le Goff is not entitled to enhanced severance payments in the event of a CIC Termination. However, for illustrative purposes it has been assumed that, in the event of a CIC Termination, she would be provided with payments and benefits consistent with the retired Mylan Severance Plan. If Dr. Le Goff incurred a CIC Termination on December 31, 2024, it is assumed for illustrative purposes that she would have received a payment equal to two times the sum of her base salary and her target annual bonus in effect at the time of such termination, payable in equal installments, twenty-four months of continued health and other benefits, and full vesting of her unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such payments and benefits, assuming a December 31, 2024 CIC Termination, would have been \$3,598,193, in respect of cash severance and other benefits, and \$5,054,688, in respect of the vesting of her equity awards.

Paul Campbell

Mr. Campbell is entitled to the equity award treatment established by his equity award agreements with Viatriis upon certain terminations of employment. For illustrative purposes it has been assumed that he would be provided with payments and benefits consistent with the Mylan Severance Plan.

Termination Without Cause Absent a Change in Control. If Mr. Campbell's employment was terminated on December 31, 2024 by Viatris without cause, it is assumed for illustrative purposes that he would have received twelve months of base salary continuation, twelve months of continued health and other benefits, and eligibility for continued vesting of a prorated number of his PRSUs granted in 2023 and 2024 based on actual Company performance. The estimated values of such payments, assuming a December 31, 2024 termination of employment, would have been \$792,922, in respect of cash severance and other benefits, and \$1,307,076, in respect of the vesting of his PRSUs granted in 2023 and 2024 (assuming target performance).

Termination due to Death or Disability Absent a Change in Control. If Mr. Campbell's employment was terminated on December 31, 2024 due to death or disability, he would have been entitled to full vesting of his unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such equity vesting, assuming a December 31, 2024 termination, would have been \$5,383,841. Mr. Campbell is not entitled to cash severance payments in connection with a termination of employment due to death or disability.

Termination in Connection with a Change in Control. If Mr. Campbell incurred a CIC Termination on December 31, 2024, it is assumed for illustrative purposes that he would have received a payment equal to two times the sum of his base salary and his target annual bonus in effect at the time of such termination, payable in equal installments, twenty-four months of continued health and other benefits, and full vesting of his unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such payments and benefits, assuming a December 31, 2024 CIC Termination, would have been \$2,998,635, in respect of cash severance and other benefits, and \$5,383,841, in respect of the vesting of his equity awards.

Brian Roman

Mr. Roman is entitled to the equity award treatment established by his equity award agreements with Viatris upon certain terminations of employment. For illustrative purposes it has been assumed that he would be provided with payments and benefits consistent with the retired Mylan Severance Plan.

Termination Without Cause Absent a Change in Control. If Mr. Roman's employment was terminated on December 31, 2024 by Viatris without cause, it is assumed for illustrative purposes that he would have received twelve months of base salary continuation, twelve months of continued health and other benefits, and eligibility for continued vesting of a prorated number of his PRSUs granted in 2023 and 2024 based on actual Company performance. The estimated values of such payments, assuming a December 31, 2024 termination of employment, would have been \$892,922, in respect of cash severance and other benefits, and \$1,411,407, in respect of the vesting of his PRSUs granted in 2023 and 2024 (assuming target performance).

Termination due to Death or Disability Absent a Change in Control. If Mr. Roman's employment was terminated on December 31, 2024 due to death or disability, he would have been entitled to full vesting of his unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such equity vesting, assuming a December 31, 2024 termination, would have been \$5,918,655. Mr. Roman is not entitled to cash severance payments in connection with a termination of employment due to death or disability.

Termination in Connection with a Change in Control. If Mr. Roman incurred a CIC Termination on December 31, 2024, it is assumed for illustrative purposes that he would have received a payment equal to two times the sum of his base salary and his target annual bonus in effect at the time of such termination, payable in equal installments, twenty-four months of continued health and other benefits, and full vesting of his unvested equity awards, with any PRSUs vesting based on target performance. The estimated values of such payments and benefits, assuming a December 31, 2024 CIC Termination, would have been \$3,398,635, in respect of cash severance and other benefits, and \$5,918,655, in respect of the vesting of his equity awards.

Sanjeev Narula

On December 15, 2023, Mr. Narula entered into a separation agreement with Viatris pursuant to which he departed from the Company effective as of March 5, 2024. Mr. Narula's separation agreement provided for a cash payment equal to \$3,700,000 payable in the form of installments over a period of two (2) years, a prorated annual bonus for 2024 based on actual Company performance (which was paid to him in the amount of \$229,986), eligibility for continued vesting of a prorated number of PRSUs granted in each of 2022 and 2023 based on actual Company performance, reimbursement and allowances with respect to



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reasonable relocation-related expenses, and up to thirty-six months of continued health and other benefits, subject to a release of claims and other customary conditions. Mr. Narula ultimately received five months of continued health and other benefits and tax preparation assistance for 2024, valued in the aggregate at \$13,655.

CEO Pay Ratio

Pursuant to Item 402(u) of Regulation S-K ("Item 402(u)"), we are providing the following information about the relationship of the annual total compensation of our global employee population and the annual total compensation of our CEO, Scott A. Smith, for 2024. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u).

Further to this requirement, under Instruction 2 to Item 402(u), the median-paid employee may be identified once every three years if there is no impact to the pay ratio disclosure. In light of the changes in our employee population from the addition of 199 employees in connection with the completion of the acquisitions of Oyster Point and Famy Life Sciences in 2023, a new employee representing the median-paid employee has been selected for 2024. We chose base salary as our consistently applied compensation measure. We then calculated an annual base salary for each employee, annualizing pay for those employees who commenced work during 2024 and for any employees who were on leave for a portion of 2024. We collected the 2024 annual total compensation for the median employee using the same methodology we use for our NEOs as disclosed in the Summary Compensation Table on page [58](#).

Total annual compensation for the median employee was \$48,598 and is calculated according to the disclosure requirements of Item 402(u) and includes base salary, annual incentive, equity awards, change in pension values, and other compensation such as perquisites and medical benefits. The ratio of Mr. Smith's annual total compensation for 2024, which was \$14,759,379 as reported in the Summary Compensation Table on page [58](#), along with the cost of employer-provided medical benefits (\$22,413) to the median employee annual total compensation determined on the same basis was 304 to 1.

Our median employee is located in India, which reflects the true global nature of our organization and the fact that we are a diversified company within our peer group whose employees participate in all aspects of bringing our products to market, from R&D to manufacturing. This diversification should be considered by readers who would compare our CEO Pay Ratio to those within our peer or industry group and reflects differences in pay demographics among those groups. Pay ratios may not be comparable because of different employee populations, geographic distribution of employees, and compensation practices and companies may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K ("Compensation Actually Paid"), we are providing the following disclosure regarding executive compensation for our principal executive officers ("PEO 1" and "PEO 2" and, together, the "PEOs") and non-PEO NEOs and Company performance for the fiscal years listed below. For further information concerning the Company's variable pay-for-performance philosophy and how the Company aligns executive compensation with the Company's performance, refer to "Compensation Discussion and Analysis" beginning on page 43.

Pay Versus Performance ("PVP") Table

| Year | Summary Compensation Table Total for PEO 1 ¹ (\$) | Summary Compensation Table Total for PEO 2 ¹ (\$) | Compensation Actually Paid to PEO 1 ^{1,2,3} (\$) | Compensation Actually Paid to PEO 2 ^{1,2,3} (\$) | Average Summary Compensation Table Total for Non-PEO NEOs ¹ (\$) | Average Compensation Actually Paid to Non-PEO NEOs ^{1,2,3} (\$) | Value of Initial Investment based on TSR ⁴ (\$) | Peer Group TSR ⁵ (\$) | Net Income ^{6,7} (\$ millions) | Free Cash Flow ^{7,8} (\$ millions) |
|------|--|--|---|---|---|--|--|----------------------------------|---|---|
| 2024 | — | 14,759,379 | — | 17,786,772 | 5,548,566 | 5,445,568 | 92.55 | 152.31 | (634) | 1,977 ⁹ |
| 2023 | 9,843,710 | 15,930,409 | (4,915,598) | 17,793,731 | 14,262,640 | 17,504,759 | 77.34 | 141.08 | 55 | 2,523 ⁹ |
| 2022 | 14,771,270 | — | 14,343,391 | — | 14,937,678 | 13,714,272 | 75.78 | 141.10 | 2,079 | 2,593 ⁹ |
| 2021 | 14,779,570 | — | 13,637,943 | — | 10,468,732 | 5,996,167 | 88.40 | 130.85 | (1,269) | 2,560 |
| 2020 | 5,472,905 | — | 6,397,981 | — | 13,208,230 | 13,982,122 | 119.67 | 104.70 | (670) | 989 |

- The dollar amounts reported in column "Summary Compensation Table Total for PEO 1" are the amounts of total compensation reported for Michael Goettler (who served as our CEO until April 1, 2023) for 2020-2023 in the "Total" column of the Summary Compensation Table. Refer to the Summary Compensation Table on page 58. The dollar amounts reported in column "Summary Compensation Table Total for PEO 2" is the amount of total compensation reported for Scott A. Smith (who has served as our CEO since April 1, 2023) for 2023-2024 in the "Total" column of the Summary Compensation Table. The dollar amounts reported in column "Average Summary Compensation Table Total for non-PEO NEOs" represent the average of the amounts reported for the Company's NEOs as a group (excluding the PEOs) in the "Total" column of the Summary Compensation Table in each applicable year. The names of each of the NEOs (excluding the PEOs) included for purposes of calculating the average amounts for the years 2020-2022 are Sanjeev Narula, Rajiv Malik, Anthony Mauro and Robert J. Coury, for 2023 are Sanjeev Narula, Rajiv Malik, Anthony Mauro, Brian Roman, and Robert J. Coury, and for 2024 are Doretta Mistras, Corinne Le Goff, Paul Campbell, Brian Roman, and Sanjeev Narula.
- The amounts shown for compensation actually paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company's NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 3 below.
- In accordance with the requirements of Item 402(v) of Regulation S-K, adjustments were made to total compensation for each year to determine the compensation actually paid as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718.

PEO and Average non-PEO NEOs Summary Compensation Table Total to Compensation Actually Paid Reconciliation

| Year | Summary Compensation Table Total for PEO 2 (\$) | Reported Value of Equity Awards for PEO 2 ^a (\$) | Equity Award Adjustments for PEO 2 ^b (\$) | Compensation Actually Paid to PEO 2 (\$) |
|------|---|---|--|--|
| 2024 | 14,759,379 | (9,800,021) | 12,827,414 | 17,786,772 |

| Year | Average Summary Compensation Table Total for Non-PEO NEOs (\$) | Average Reported Value of Equity Awards for Non-PEO NEOs ^a (\$) | Average Equity Award Adjustments for Non-PEO NEOs ^b (\$) | Average Compensation Actually Paid to Non-PEO NEOs (\$) |
|------|--|--|---|---|
| 2024 | 5,548,566 | (2,628,874) | 2,525,876 | 5,445,568 |

- The amounts included in this column represent the total of the amounts reported in the "Stock Awards" column in the Summary Compensation Table on page 58.
- The equity award adjustments for each applicable year include the addition (or subtraction, as applicable) of the following: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the amount of change as of the end of the applicable year (from the end of the prior fiscal year) in the fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iii) for awards that are granted and vest in same applicable year, the fair value as of the vesting date; (iv) for awards granted in prior years that vest in the applicable year, the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in the fair value; (v) for awards granted in prior years that are



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determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the amount equal to the fair value at the end of the prior fiscal year; and (vi) the dollar value of any dividends or other earnings paid on stock or option awards in the applicable year prior to the vesting date that are not otherwise reflected in the fair value of such award or included in any other component of total compensation for the applicable year. The valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant. The amounts deducted or added in calculating the equity award adjustments are as follows:

PEO and Average non-PEO NEOs Equity Component of Compensation Actually Paid:

| Year | Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for PEO 2 (\$) | Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for PEO 2 (\$) | Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for PEO 2 (\$) | Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for PEO 2 (\$) | Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for PEO 2 (\$) | Value of Dividends or Other Earnings Paid on Equity Awards Not Otherwise Included for PEO 2 (\$) | Total – Equity Award Adjustments for PEO 2 (\$) |
|------|---|---|---|---|--|--|---|
| 2024 | 10,290,466 | 2,289,270 | — | 247,678 | — | — | 12,827,414 |

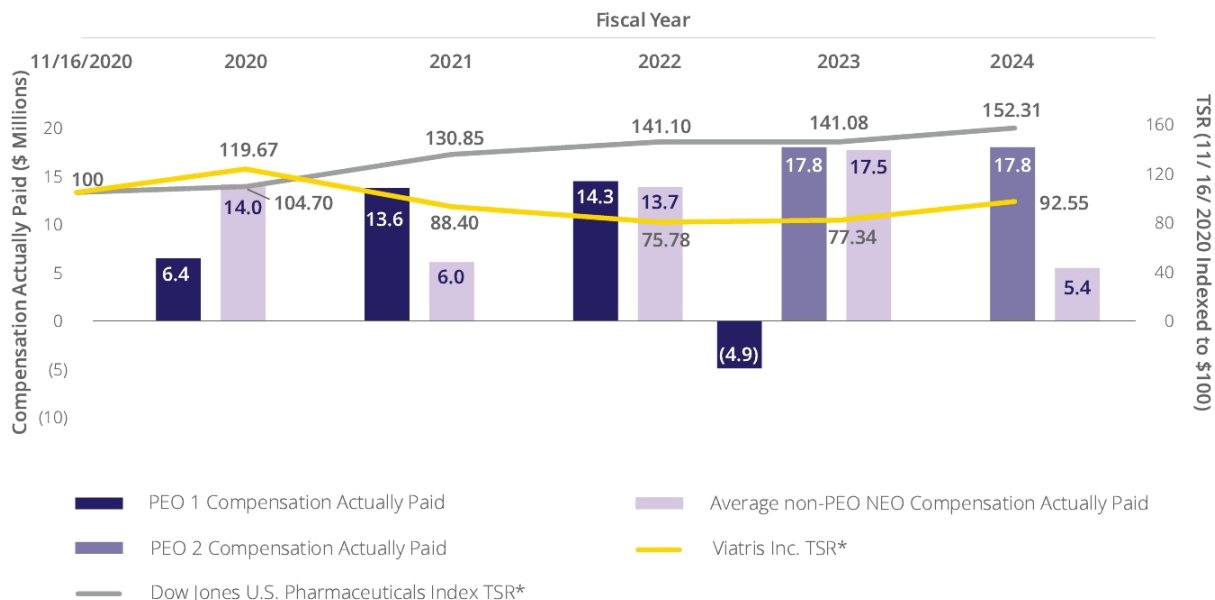
| Year | Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs (\$) | Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-PEO NEOs (\$) | Average Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-PEO NEOs (\$) | Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Non-PEO NEOs (\$) | Average Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Non-PEO NEOs (\$) | Average Value of Dividends or Other Earnings Paid on Equity Awards Not Otherwise Included for Non-PEO NEOs (\$) | Average Total - Equity Award Adjustments for Non-PEO NEOs (\$) |
|------|--|--|--|--|---|---|--|
| 2024 | 2,724,222 | 338,746 | — | 172,581 | (709,673) | — | 2,525,876 |

- 4 Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- 5 The Peer Group TSR set forth in this table utilizes the Dow Jones U.S. Pharmaceuticals Index, which is also the published industry or line-of-business index we utilized in the stock performance graph required by Item 201(e) of Regulation S-K included in the Form 10-K. Viatrix common stock has been listed on the NASDAQ under the symbol "VTRS" since November 17, 2020. Prior to that time, there was no public market for our common stock. Upon consummation of the Combination, Pfizer stockholders received approximately 0.124079 shares of Viatrix common stock for every one share of Pfizer common stock held as of the close of business on the record date (which was November 13, 2020). Former Mylan ordinary shareholders received one share of Viatrix common stock for every one share of Mylan ordinary share held. The comparison assumes \$100 was invested in Company stock and in the Dow Jones U.S. Pharmaceuticals Index, in each case for the period starting November 16, 2020 (with the reinvestment of all dividends) through the end of the listed year. Historical stock performance is not necessarily indicative of future stock performance.
- 6 The dollar amounts reported represent the amount of net earnings (loss) reflected in the Company's audited financial statements for the applicable year.
- 7 In accordance with Accounting Standards Codification 805, Business Combinations, Mylan is considered the accounting acquirer of the Upjohn business and all historical financial information of the Company prior to November 16, 2020 represents Mylan's historical results and the Company's thereafter.
- 8 We determined Free Cash Flow (as reported) to be the most important financial performance measure used to link Company performance to Compensation Actually Paid to our PEOs and non-PEO NEOs in 2024. Free Cash Flow (as reported) refers to U.S. GAAP net cash provided by operating activities less capital expenditures. We may determine a different financial performance measure to be the most important financial performance measure in future years.
- 9 Beginning in 2024, upfront and milestone payments related to externally developed IPR&D projects acquired directly in a transaction other than a business combination, which were previously included in cash flows from operating activities in the consolidated statements of cash flows, are now classified as cash flows from investing activities. Certain reclassifications were made to conform the prior period consolidated financial statements to the current period presentation. The adjustments resulted in an increase to net cash provided by operating activities and an increase to net cash used in investing activities of \$100 million for the year ended December 31, 2023, and in an increase to net cash provided by operating activities and a decrease to net cash provided by investing activities of \$46 million for the year ended December 31, 2022.

Description of Relationship Between PEOs and Non-PEO NEOs Compensation Actually Paid and TSR

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, the Company’s cumulative TSR over the five most recently completed fiscal years, and the Peer Group TSR over the same period.

PEO and Average Non-PEO NEO Compensation Actually Paid Versus TSR



* \$100 invested on November 16, 2020 in Company stock and in the Peer Group including reinvestment of dividends.

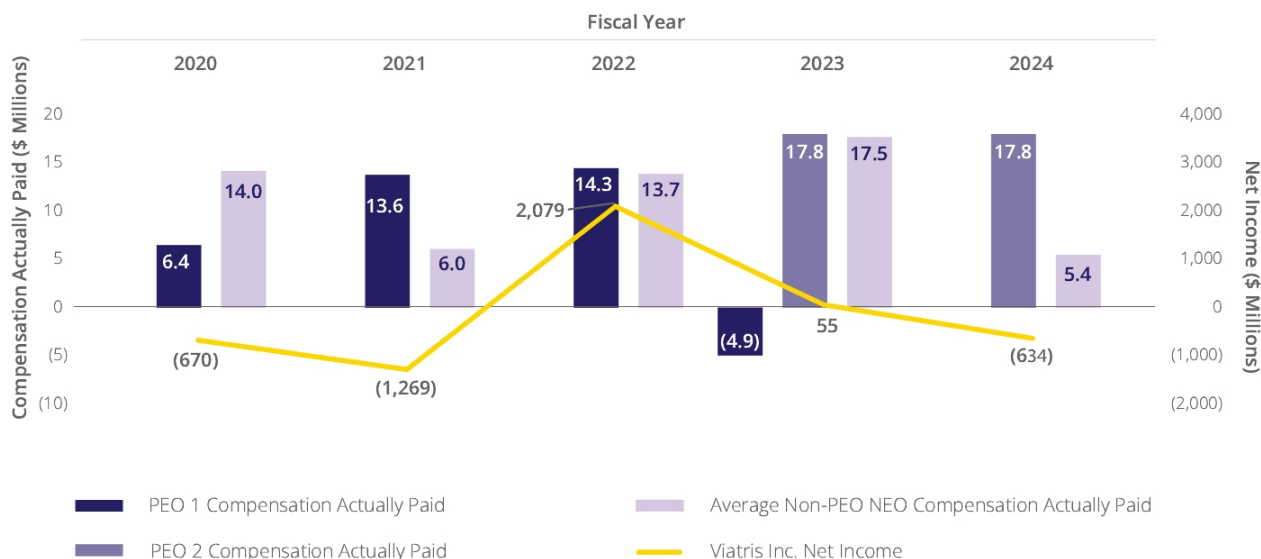
Description of Relationship Between PEOs and Non-PEO NEOs Compensation Actually Paid and Net Income

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, and our Net Earnings (Loss) during the five most recently completed fiscal years.



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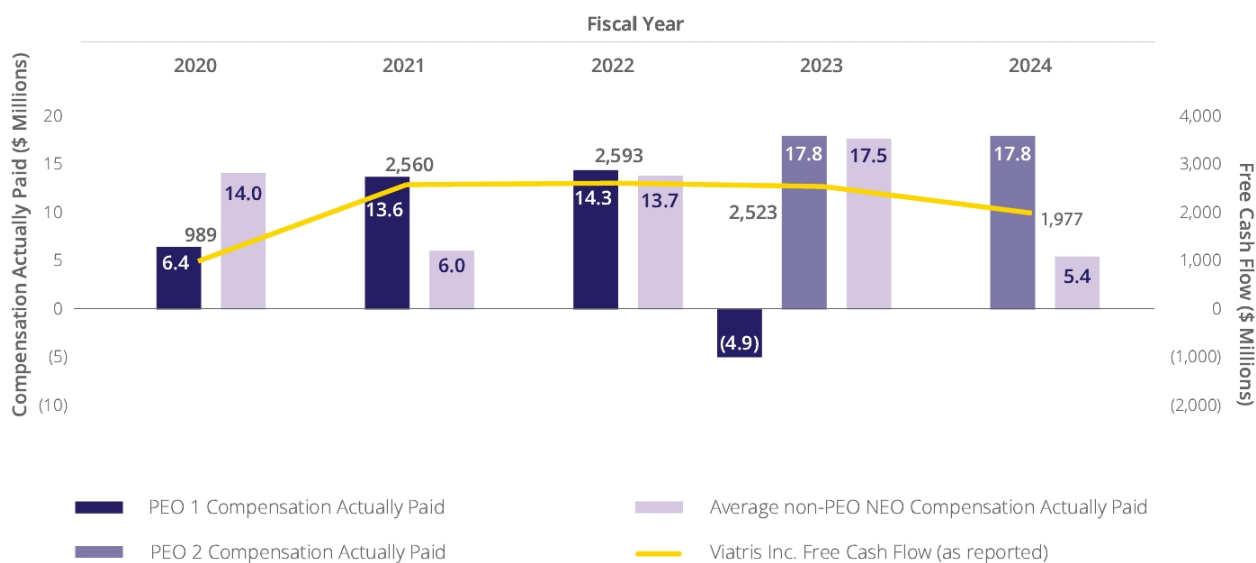
PEOs and Average Non-PEO NEO Compensation Actually Paid Versus Net Income



Description of Relationship Between PEOs and Non-PEO NEOs Compensation Actually Paid and Free Cash Flow (as reported)

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, and our Free Cash Flow (as reported during the five most recently completed fiscal years).

PEOs and Average Non-PEO NEO Compensation Actually Paid Versus Free Cash Flow (as reported)



List of Most Important Financial Performance Measures

The following presents the financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our PEOs and other NEOs for 2024 to Company performance. The measures are not ranked.

Most Important Performance Measures

Adjusted EBITDA (as reported)*

Free Cash Flow (as reported)*

Relative TSR

* See Appendix B for reconciliations of 2024 Adjusted EBITDA (as reported) and Free Cash Flow (as reported) to our audited financial statements.





Item 3

Ratification of the Selection of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2025

The Audit Committee has appointed Deloitte as Viatris' independent registered public accounting firm for the fiscal year ending December 31, 2025 and has further directed that the selection of the independent registered public accounting firm be submitted to shareholders for ratification at the 2025 Annual Meeting.

Representatives of Deloitte are expected to be in attendance at the 2025 Annual Meeting to respond to appropriate questions and will have an opportunity to make a statement if they so desire.

While shareholder ratification of the selection of Deloitte is not required by the Company's Bylaws or other governing documents or law, the Board is submitting the selection of Deloitte to our shareholders for ratification as the Board believes it is a matter of good corporate governance. If shareholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain Deloitte. Even if the selection is ratified, the Audit Committee in its discretion may direct the selection of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Board Recommendation

Viатris' Board recommends a vote **"FOR"** ratification of the selection of Deloitte as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.



Principal Accounting Fees and Services

Deloitte served as Viatris' independent registered public accounting firm during 2024 and 2023 and audited Viatris' financial statements for the fiscal years ended December 31, 2024 and 2023. No relationships exist with Deloitte other than the usual relationship between such a firm and its client. Details about the nature of the services provided by, and fees Viatris paid to, Deloitte and affiliated firms for such services during 2024 and 2023 are set forth below.

| | In Millions | |
|---------------------------------|----------------|----------------|
| | 2024 | 2023 |
| Audit Fees ¹ | \$18.13 | \$18.03 |
| Audit-Related Fees ² | 0.15 | 0.28 |
| Tax Fees ³ | 1.74 | 1.82 |
| All Other Fees | — | — |
| Total Fees | \$20.02 | \$20.13 |

1 Represents fees for professional services provided for the audit of the Company's annual consolidated financial statements, the audit of the Company's internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002, reviews of the Company's quarterly condensed consolidated financial statements, audit services provided in connection with other statutory or regulatory filings, and accounting, reporting, and disclosure matters.

2 Represents fees for assurance services related to the audit of the Company's annual consolidated financial statements, including audits of certain of the Company's subsidiaries, comfort letters, certain SEC filings, and other agreed-upon procedures.

3 Represents fees primarily related to tax return preparation, tax planning, and tax compliance support services, as well as fees related to tax advice provided in connection with the Combination.

Audit Committee Pre-Approval Policy

The Audit Committee has a policy regarding pre-approval of audit, audit-related, tax, and other services that the independent registered public accounting firm may perform for Viatris. Under the policy, the Committee must review and pre-approve on an individual basis any requests for audit, audit-related, tax, and other services not covered by certain services pre-approved by the Committee up to certain amounts. All services performed by Deloitte during 2024 and 2023 were pre-approved by the Audit Committee in accordance with its pre-approval policy.



Report of the Audit Committee of Viatris' Board

The following Report of the Audit Committee of the Board does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent the Company specifically incorporates such information by reference.

August 14, 2025

The Audit Committee is currently comprised of four Directors, each of whom is independent as required by and as defined in the audit committee independence standards of the Securities and Exchange Commission ("SEC") and the applicable NASDAQ listing standards. The Audit Committee operates under a written charter adopted by the Board, a copy of which is available on Viatris Inc.'s (the "Company") website at <https://www.viatris.com/-/media/project/common/viatris/pdf/corporate-governance/audit-committee-charter.pdf>.

Management is responsible for the preparation and integrity of the Company's financial statements. Management is also responsible for implementing and maintaining appropriate accounting and financial reporting policies, procedures, and internal controls designed to ensure compliance with applicable accounting standards and laws and regulations. The independent registered public accounting firm (the "independent auditor") is responsible for auditing and reviewing the Company's financial statements and auditing the Company's internal control over financial reporting, in accordance with standards of the Public Company Accounting Oversight Board ("PCAOB"), and to issue their reports thereon. One of the Audit Committee's responsibilities is to oversee these processes.

In this context, the Audit Committee met a total of seven (7) times in 2024 and eight (8) times in 2025 as of August 14, 2025, and has reviewed and discussed with management, including Viatris' internal auditor, and with the independent auditor, Viatris' audited consolidated financial statements and its internal control over financial reporting. These discussions covered the quality, as well as the acceptability, of Viatris' financial reporting practices and the completeness and clarity of the related financial disclosures as well as the effectiveness of Viatris' internal control over financial reporting and its disclosure controls and procedures. Management represented to the Audit Committee that Viatris' consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent auditor. The Audit Committee discussed with the independent auditors the matters required to be discussed by the applicable requirements of the PCAOB and the SEC.

Viatris' independent auditor also provided to the Audit Committee the written disclosures and letter required by the applicable requirements of the PCAOB's Rule 3526 regarding the independent auditor's communications with the Audit Committee concerning the independent auditor's independence, and the Audit Committee discussed these matters with the independent auditor. The Audit Committee has also considered whether the independent auditor's provision of non-audit services to Viatris is compatible with the firm's independence. Deloitte & Touche LLP, Viatris' independent auditor, stated in the written disclosures that in their judgment they are, in fact, independent. The Audit Committee concurred in that judgment of independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Viatris' Annual Report on Form 10-K for 2024, which was filed with the SEC.

BY THE AUDIT COMMITTEE:

Richard Mark, Chair
W. Don Cornwell
JoEllen Lyons Dillon
Elisha Finney



Appendix A — Questions and Answers

The following questions and answers are intended to address questions that you, as a shareholder of Viatris, may have regarding the 2025 Annual Meeting and provide information with respect to the 2025 Annual Meeting, proxy materials and voting. Viatris urges you to carefully read this entire Proxy Statement in addition to these questions and answers.

Q: What is this Proxy Statement, and why is it important?

A: This Proxy Statement is part of a solicitation of proxies by Viatris' Board for use at the 2025 Annual Meeting and provides Viatris' shareholders and beneficial owners of shares of Viatris common stock as of the close of business (5:00 p.m. Eastern Time) on October 10, 2025 (the "Record Date") with information relating to their decisions to vote, grant a proxy to vote, attend and, if relevant, instruct their vote to be cast at the 2025 Annual Meeting. As such, this Proxy Statement contains important information about the 2025 Annual Meeting and the matters to be voted on at such meeting; you should read it carefully and in its entirety.

Q: Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

A: In accordance with rules adopted by the SEC, we may furnish proxy materials to our shareholders by providing access to such documents on the Internet instead of mailing printed copies. This approach conserves natural resources and reduces our distribution costs, while providing a timely and convenient method of accessing the materials and voting. As a result, most shareholders will not receive printed copies of the proxy materials unless they request them. Instead, on or about October 24, 2025 we mailed to Viatris shareholders as of the Record Date a Notice of Internet Availability of Proxy Materials (the "Internet Notice") that instructs you as to how you may access and review all of the proxy materials on the Internet. The Internet Notice also instructs you as to how you may submit your proxy on the Internet; however, the Internet Notice is not itself a proxy card and should not be returned with voting instructions. If you would like to receive a paper or email copy of the Company's proxy materials, you should follow the instructions for requesting such materials in the Internet Notice.

Q: What is included in the Company's proxy materials?

A: The Company's proxy materials include this Proxy Statement for the 2025 Annual Meeting and the 2024 Annual Report. The 2024 Annual Report is not incorporated into this Proxy Statement and shall not be deemed to be solicitation materials. If you received the Internet Notice, voting instructions can be found in the Internet Notice. If you received a paper copy of these materials, the proxy materials also included the accompanying proxy card or voting instruction form, as applicable, for the 2025 Annual Meeting. For detailed information on voting, see the questions below entitled, "How do I vote if I was a registered shareholder of Viatris as of the Record Date?" or "How do I vote if I am a beneficial owner of shares of Viatris common stock and hold them in street name?", as appropriate, as well as the Notice of 2025 Annual Meeting of Shareholders in this Proxy Statement.

Q: How can I access the proxy materials over the Internet?

A: The Internet Notice, proxy card, or voting instruction form will contain instructions on how to view the Company's proxy materials on the Internet and vote your shares. Our proxy materials are also available on the Company's website at investor.viatris.com.

Q: What is the purpose of the 2025 Annual Meeting?

A: The 2025 Annual Meeting is being held for Viatris shareholders to vote on the following items:

1. To elect 13 Director nominees, each to hold office until the 2026 annual meeting of shareholders
2. To approve, on a non-binding advisory basis, the 2024 compensation of the NEOs of the Company (the Say-on-Pay vote)



[APPENDIX A — QUESTIONS AND ANSWERS](#)

- To ratify the selection of Deloitte as Viatris' independent registered public accounting firm for the fiscal year ending December 31, 2025

Q: When and where will the 2025 Annual Meeting be held?

- A: The 2025 Annual Meeting will be held at the DoubleTree Resort by Hilton Hollywood Beach, 4000 South Ocean Drive, Hollywood, FL 33019, on December 5, 2025, at 11:00 a.m. Eastern Time.

Persons attending the 2025 Annual Meeting will not be permitted to use cameras, recording devices and other similar electronic devices during the meeting. In addition, attendees may be subject to additional requirements prior to entry to the meeting – see the question below entitled “How can I attend the 2025 Annual Meeting?”.

Q: How does Viatris' Board recommend I vote?

- A: Viatris' Board unanimously recommends that the Company's shareholders vote “**FOR**” the election of each Director nominee; “**FOR**” approval, on an advisory basis, of the 2024 compensation of the NEOs of the Company; and “**FOR**” ratification of the selection of Deloitte as Viatris' independent registered public accounting firm for the fiscal year ending December 31, 2025.

Q: How can I attend the 2025 Annual Meeting?

- A: If you wish to attend the 2025 Annual Meeting in person, please so inform Viatris in writing by sending notice to the attention of Viatris' Corporate Secretary at 1000 Mylan Blvd., Canonsburg, PA 15317 (the “Corporate Address”) or by e-mail to corporatesecretary@viatris.com, in each case prior to 5:00 p.m. Eastern Time on December 4, 2025.

Beneficial owners of Viatris common stock that are held through a broker, bank, trust company or other nominee (“street name”) may not vote the underlying shares of common stock at the 2025 Annual Meeting unless they first obtain (where appropriate, through the relevant broker, bank, trust company or other nominee) a signed proxy card from the relevant registered shareholder (as defined in the following Question and Answer) of the underlying shares on the Record Date. In addition, beneficial owners of Viatris common stock must provide proof of ownership, such as a recent account statement or letter from a brokerage firm, bank nominee or other institution proving ownership on the Record Date.

Proper identification, such as a valid driver's license or passport, along with your notice of the meeting, must be presented at the meeting.

Failure to comply with such notification and identification requirements may result in not being admitted to the meeting.

Q: Who is entitled to vote at the 2025 Annual Meeting and how many votes do they have?

- A: Holders of Viatris common stock as of the Record Date are entitled to vote their shares at the 2025 Annual Meeting. If your shares are registered in your name with the Company's transfer agent and registrar, Equiniti Trust Company, LLC, you are the “registered shareholder” of those shares. Registered shareholders as of the Record Date may attend the 2025 Annual Meeting and, if relevant, vote in person or authorize a third party to attend and, if relevant, vote at the 2025 Annual Meeting on their behalf through use of a proxy card. If you are a beneficial owner of Viatris common stock and hold your shares in street name, the relevant institution will send you instructions describing the procedure for instructing the institution how to vote the shares of Viatris common stock you beneficially own.

If you wish to vote the shares of Viatris common stock you beneficially own directly either in person at the 2025 Annual Meeting or by proxy, you first must obtain a signed “legal proxy” from the bank, broker, trust company or other nominee through which you beneficially own your shares of Viatris common stock.

As of the close of business (5:00 p.m. Eastern Time) on October 10, 2025, there were 1,156,584,735 shares of Viatris common stock outstanding and entitled to vote. Each share of Viatris common stock, which is Viatris' only outstanding voting security, is entitled to one vote on each matter properly brought before the 2025 Annual Meeting. Shareholders do not have cumulative voting rights.

Q: What vote is required to elect Directors and adopt each of the other proposals discussed in this Proxy Statement?

A: If a quorum exists at the 2025 Annual Meeting, shareholders shall have approved:

- the election of a Director if a majority of the votes cast are in favor of such election. For purposes of the preceding sentence, a majority of votes cast means that the number of shares voted "for" a Director's election exceeds 50% of the number of votes cast with respect to that Director's election. Votes cast include any votes against that Director's election and any direction to withhold authority in each case and exclude abstentions and broker non-votes (as defined below) with respect to that Director's election. If a nominee for Director who is an incumbent Director is not elected and no successor has been elected at such meeting, the Director must promptly tender their irrevocable resignation to the Board in accordance with our Bylaws (Please see "How Our Board Governs and Is Governed – Viatris' Board Structure" beginning on page 23).
- the Say-on-Pay vote and ratification of the selection of Deloitte as Viatris' independent registered public accounting firm for the fiscal year ending December 31, 2025, if, in each case, a majority of votes cast on such matter by shareholders present in person or represented by proxy at the meeting and entitled to vote on such matter are in favor of such matter. For purposes of the preceding sentence, a majority of votes cast means that the number of shares voted "for" a matter exceeds 50% of the number of votes cast with respect to that matter. Votes cast include votes against the matter and exclude abstentions and broker non-votes with respect to these matters.

Q: What constitutes a quorum?

A: The holders of stock representing a majority of the voting power of all shares of stock issued and outstanding and entitled to vote at the 2025 Annual Meeting, present in person or represented by proxy, constitutes a quorum. Broker non-votes and abstentions will be considered for purposes of establishing a quorum.

Q: How do I vote if I was a registered shareholder of Viatris as of the Record Date?

A: If you were a registered shareholder as of the Record Date, the Internet Notice has been sent directly to you.

If you were a registered shareholder as of the Record Date, plan to attend the 2025 Annual Meeting and wish to vote in person, you will be given a ballot at the 2025 Annual Meeting. In addition, if you plan to attend the 2025 Annual Meeting, please be prepared to provide proper identification, such as a valid driver's license or passport.

If you were a registered shareholder as of the Record Date and do not plan to attend the 2025 Annual Meeting in person, you may cast your vote no later than December 4, 2025 at 11:59 p.m. Eastern Time (the "Cut-Off Time") by Internet by following the instructions provided in the Internet Notice or, if you requested to receive printed proxy materials, you can also vote by telephone or mail pursuant to the instructions provided on the proxy card. Viatris requests that you promptly submit your proxy.

See the Internet Notice and Notice of 2025 Annual Meeting of Shareholders above for additional information about how to vote.

If you were a registered shareholder as of the Record Date and you vote by proxy, the individuals named as proxy holders will vote your shares of Viatris common stock in the manner you indicate. All shares of Viatris common stock represented by properly executed proxies received no later than the Cut-Off Time will be voted at the meeting in the manner specified by the Viatris shareholder giving those proxies. If the proxy is returned without an indication as to how the shares of Viatris



common stock represented are to be voted with respect to one or more items (and without expressly indicating to abstain), the shares of Viatris common stock represented by the proxy will be voted in accordance with the recommendation of the Viatris Board, as described in the Proxy Statement.

Q: How do I vote if I am a participant in the Mylan Profit Sharing 401(k) Plan or the Viatris Pharmaceuticals LLC Profit Sharing Employee Savings Plan (formerly the Pfizer Pharmaceuticals LLC Profit Sharing Employee Savings Plan), and continue to hold shares of Viatris common stock in my plan account?

A: Participants in the Mylan Profit Sharing 401(k) Plan or the Viatris Pharmaceuticals LLC Profit Sharing Employee Savings Plan and who continue to hold Viatris common stock in their plan accounts will receive voting instructions for their shares of Viatris common stock held in those plans. In order to have the trustee vote your shares as you direct, you must timely furnish your voting instructions. To allow sufficient time for voting by the relevant trustees, your voting instructions must be received by December 3, 2025 at 8:00 a.m. Eastern Time.

Q: How do I vote if I am a beneficial owner of shares of Viatris common stock and hold them in street name?

A: If you are a beneficial owner of Viatris common stock and hold your shares in street name, you may also vote through a voting instruction form over the Internet by following the instructions provided in the Internet Notice or, if you requested to receive printed proxy materials, the relevant institution will send you instructions describing the procedure for instructing the institution how to vote the shares of Viatris common stock you beneficially own. Please comply with the deadlines included in the voting instructions provided by your broker, bank, trust company or other nominee.

If you are a beneficial owner of Viatris common stock and hold your shares in street name, plan to attend the 2025 Annual Meeting, and wish to vote in person, you will be given a ballot at the 2025 Annual Meeting. Please note, however, that you must bring to the 2025 Annual Meeting a legal proxy executed in your favor from the registered shareholder of the underlying shares on the Record Date (through your broker, bank, trust company or other nominee) authorizing you to vote at the 2025 Annual Meeting. You must also provide proof of ownership, such as a recent account statement or letter from your brokerage firm, bank nominee or other institution proving ownership on the Record Date. In addition, if you plan to attend the 2025 Annual Meeting, please be prepared to provide proper identification, such as a valid driver's license or passport.

If you are a beneficial owner of shares of Viatris common stock and hold your shares in street name, see ["If my shares are held in street name by my broker, will my broker automatically vote my shares for me?"](#) below for more information on giving instructions to your broker, bank, trust company or other nominee.

See the Internet Notice and Notice of 2025 Annual Meeting of Shareholders above for additional information about how to vote.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: If you are a beneficial owner of Viatris common stock and hold your shares in street name, your broker, bank, trust company or other nominee cannot vote your shares on non-routine matters without instructions from you. All of the items to be voted on at the 2025 Annual Meeting other than the ratification of the selection of Deloitte as Viatris' independent registered public accounting firm for fiscal year 2025 are considered non-routine matters. You should instruct your broker, bank, trust company or other nominee as to how to vote your shares of Viatris common stock, following the directions from your broker, bank, trust company or other nominee provided to you. Please check the voting form used by your broker, bank, trust company or other nominee.

If you do not give instructions to your broker, bank, trust company or other nominee, (i) your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote (a so-called "broker non-vote") but (ii) the broker, bank, trust company or other nominee will nevertheless be entitled to vote your shares of common stock in its discretion on routine matters and may give or authorize the giving of a proxy to vote such shares in its discretion on such matters.

As discussed above, beneficial owners of Viatris common stock held through a broker, bank, trust company or other nominee may not vote the underlying shares at the 2025 Annual Meeting unless they first obtain (where appropriate, through the relevant broker, bank, trust company or other nominee) a signed proxy card from the relevant registered shareholder on the Record Date of the underlying shares of common stock.

Q: May I change my vote or revoke my proxy or voting instructions after I have voted?

A: Yes. If you are a registered shareholder, you may change your vote of your shares of Viatris common stock or revoke your proxy at any time prior to the Cut-Off Time. You can do this by submitting a new proxy at a later date (but prior to the Cut-Off Time) via the Internet, by telephone, or by mail following the instructions provided in the Internet Notice or, if requested, the proxy card. Alternatively, you may give notice of your attendance at the 2025 Annual Meeting (prior to the Cut-Off Time in the manner described above) and vote in person. You may also revoke your proxy by sending a written statement prior to the Cut-Off Time revoking your proxy to Viatris' Corporate Address to the attention of Viatris' Corporate Secretary.

If your shares are held through and/or in street name by your broker, bank, trust company or other nominee, you should contact your broker, bank, trust company or other nominee to change your vote or revoke your voting instructions.

Q: What happens if I transfer my shares of Viatris common stock before the 2025 Annual Meeting?

A: The Record Date for the 2025 Annual Meeting is earlier than the date of the 2025 Annual Meeting. If you transfer your shares of Viatris common stock after the Record Date, you will retain your right to attend and vote at the 2025 Annual Meeting.

Q: Who tabulates the votes?

A: The inspector of election will, among other matters, determine the number of shares represented at the 2025 Annual Meeting to confirm the presence of a quorum, determine the validity of all proxies and ballots and certify the voting results.

Q: Where can I find the voting results of the 2025 Annual Meeting?

A: Viatris expects to announce the preliminary voting results at the 2025 Annual Meeting. In addition, within four business days following certification of the final voting results, Viatris intends to report the final voting results in a Current Report on Form 8-K filed with the SEC.

Q: How are proxies solicited and what is the cost?

A: Viatris will bear all expenses incurred in connection with the solicitation of proxies, including the costs associated with the filing, printing and publication of the Proxy Statement. Viatris has retained Innisfree M&A Incorporated to assist in its solicitation of proxies and has agreed to pay them a fee of approximately \$25,000, plus reasonable expenses, for these services. Viatris will reimburse brokerage firms, bank nominees and other institutions for their costs in forwarding proxy materials to beneficial owners of Viatris common stock. Our Directors, officers and employees, some of whom may be considered participants in the solicitation, may also solicit proxies by mail, telephone or personal contact without additional remuneration.

Q: What is householding?

A: We have adopted a procedure called "householding", which the SEC has approved. Under this procedure, we are sending only one copy of the Internet Notice and, if applicable, the proxy materials, to that address unless we have received contrary instructions from any shareholder at that address. This practice is designed to reduce printing and postage costs. However, if any shareholder residing at such an address wishes to receive a separate copy of the Internet Notice and, if applicable, the proxy materials, Viatris will promptly deliver, upon oral or written request, a separate copy of the Internet Notice and, if applicable, the proxy materials to any shareholder residing at an address to which only one copy was mailed. If you would like to request additional copies of the Internet Notice and, if applicable, the proxy materials (or in the future would like to receive



[APPENDIX A — QUESTIONS AND ANSWERS](#)

separate copies) or if you are receiving multiple copies and would like to request that only a single copy be mailed in the future, you can request householding by contacting the Corporate Secretary as described under “How may I communicate with Viatris’ Directors?” below.

Q: How may I communicate with Viatris’ Directors?

A: Viatris’ Board has established a process for any interested parties to contact the Board, or the independent Directors as a group or any other group or committee of Directors, by writing to them at the following address:

Viatris Inc.
Corporate Secretary
1000 Mylan Boulevard
Canonsburg, PA 15317
Corporate Secretary – CorporateSecretary@Viatris.com
Phone: 724.514.1800

Communications regarding accounting, internal accounting controls or auditing matters may be reported to our Directors using AuditCommitteeChair@Viatris.com. All communications received as set forth above shall be opened by the office of the Corporate Secretary for the purpose of determining whether the contents represent an appropriate message to the Company’s Directors. Materials that are not in the nature of advertising, solicitations, or promotions of a product or service or patently offensive shall be forwarded to the Chair of the Board and as appropriate to each Director who is a member of the group or committee to which the envelope is addressed.

Q: Could matters other than those stated in the notice of the meeting be considered at the 2025 Annual Meeting?

A: The Board is not aware of any matters that are expected to come before the 2025 Annual Meeting other than those referred to in this Proxy Statement. If other business is properly brought before the meeting, the accompanying proxy will be voted in accordance with the judgment of the proxy holders.

Q: What is the deadline to propose actions for consideration at the 2026 annual meeting of shareholders?

A: Viatris will hold its 2026 annual meeting of stockholders on May 15, 2026. Pursuant to U.S. federal securities laws, if a shareholder wishes to have a proposal included in Viatris’ Proxy Statement for the 2026 annual meeting of shareholders, then the shareholder must follow the procedures outlined in Rule 14a-8 of the Exchange Act. If you wish to submit a proposal intended to be presented at the 2026 annual meeting pursuant to Rule 14a-8, your proposal must be received by us at our principal executive offices (1000 Mylan Boulevard, Canonsburg, PA 15317) no later than November 24, 2025, and must otherwise comply with the requirements of Rule 14a-8 to be considered for inclusion in the 2026 proxy statement and form of proxy.

Under our proxy access bylaw, if a shareholder (or a group of no more than 20 shareholders) who has owned at least 3% of the voting power of the outstanding shares of all classes of capital stock entitled to vote in the election of Directors, voting together as a single class, continuously for at least three years immediately preceding the date of the notice of proxy access nomination and has otherwise complied with the requirements set forth in our Bylaws wants us to include Director nominees (up to the greater of two nominees or 20% of the Board) in our proxy statement for the 2026 annual meeting of shareholders, the nominations must be delivered to or be mailed and received by the Corporate Secretary at the principal executive offices of the Company not less than 120 days nor more than 150 days in advance of the anniversary of the date that the Company first distributed its proxy statement to shareholders for the previous year’s annual meeting of shareholders, provided, however, that in the event the date of the annual meeting is more than 30 days before or more than 60 days after the first anniversary of the preceding year’s annual meeting, the nominations must be so delivered to or be mailed and received by the Corporate Secretary not earlier than the close of business (5:00 p.m. Eastern Time) on the 150th day prior to the date of such annual meeting and not later than the close of business (5:00 p.m. Eastern Time) on the later of

the 120th day prior to the date of such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Company (which would be no earlier than December 16, 2025 and no later than January 15, 2026).

In addition, for any nominations or any other business that is not to be included in our proxy statement to be properly brought before an annual meeting of shareholders, the shareholder must give timely notice in writing to the Corporate Secretary and comply with the requirements set forth in our Bylaws and such other business must otherwise be a proper matter for shareholder action. To be timely, a shareholder's notice must be delivered to the Corporate Secretary at the principal executive offices of the Company not earlier than the close of business (5:00 p.m. Eastern Time) on the 120th day and not later than the close of business (5:00 p.m. Eastern Time) on the 90th day prior to the first anniversary of the preceding year's annual meeting, provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder must be so delivered not earlier than the close of business (5:00 p.m. Eastern Time) on the 120th day prior to the date of such annual meeting and not later than the close of business (5:00 p.m. Eastern Time) on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Company (which would be no earlier than January 15, 2026 and no later than February 14, 2026).

In addition to satisfying the requirements under our Bylaws, to comply with the universal proxy rules, shareholders who intend to solicit proxies in support of Director nominees other than the Company's nominees must also provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 16, 2026.

The Bylaws are available on our website at <https://www.viatris.com/en/About-Us/Corporate-Governance>.

Q: How do I recommend a candidate for nomination to Viatris' Board?

A: The Governance and Sustainability Committee will consider for nomination to the Viatris Board potential Director candidates properly recommended by shareholders, subject to the discretion of the Board and to Viatris' Amended and Restated Certificate of Incorporation and our Bylaws. In considering candidates recommended by shareholders, the Governance and Sustainability Committee will take into consideration, among other matters, the needs of the Board and Viatris and the qualifications of the candidate, including, among other things, those traits, abilities and experiences described above (Please see "How Our Directors Are Selected and Evaluated" on pages 34 to 35).

Any submission to the Governance and Sustainability Committee of a recommended candidate for consideration must include, among other information, the name of the recommending shareholder and evidence of such person's ownership of Viatris shares, and the name of the recommended candidate, their resume or a statement of their principal occupation or employment, and the recommended candidate's signed consent to be named as a Director if recommended by the Governance and Sustainability Committee and nominated by the Board. Any shareholder recommendations for Director must be sent to Viatris' Corporate Secretary not later than 120 days prior to the anniversary date of Viatris' most recent annual meeting of shareholders, provided that in the event the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, any shareholder recommendations must be sent to Viatris' Corporate Secretary not later than the 120th day prior to the date of such annual meeting (which would be January 15, 2026) at the following address:

Viatris Inc.
Corporate Secretary
1000 Mylan Boulevard
Canonsburg, PA 15317

Any shareholder nominations must be made according to the procedures set forth in our Bylaws (including via our proxy access bylaw) as described under "What is the deadline to propose actions for consideration at the 2026 annual meeting of shareholders?" above.



APPENDIX A — QUESTIONS AND ANSWERS

Q: How do I inspect the list of shareholders entitled to vote at the 2025 Annual Meeting?

A: A list of shareholders entitled to vote at the 2025 Annual Meeting will be available for inspection during ordinary business hours at the Corporate Address from November 25, 2025 to December 4, 2025. Please contact the Corporate Secretary by sending an email to corporatesecretary@viatris.com if you wish to inspect the list prior to the 2025 Annual Meeting. Please include (i) your name and (ii) if you are a beneficial owner of Viatris common stock, proof of ownership, such as a recent account statement or letter from a brokerage firm, bank nominee or other institution proving ownership on the Record Date. Upon verification of your status as a shareholder, you will receive confirmation of your request and instructions on how to view the list at the Corporate Address.

Q: What do I need to do now?

A: Carefully read and consider the information contained in this Proxy Statement and vote your shares either in person or by following the instructions in the Internet Notice or, if you requested to receive printed proxy materials, pursuant to the instructions provided on the proxy card or voting instruction form, as applicable.

Q: Who can help answer my questions?

A: If you have questions about the 2025 Annual Meeting, including the items to be voted on at the meeting, need assistance in voting, or if you desire copies of this Proxy Statement or proxy cards, you should contact:

Innisfree M&A Incorporated
501 Madison Avenue
New York, NY 10022
+1 (877) 750-9499 (toll free)
+1 (212) 750-5833 (banks and brokers)



Appendix B

Forward-Looking Statements

This Proxy Statement (including the Shareholder Letters) 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, statements about the goals or outlooks with respect to the Company’s strategic initiatives and priorities, including but not limited to divestitures, acquisitions, strategic alliances, collaborations, or other potential transactions; the benefits and synergies of such divestitures, acquisitions, strategic alliances, collaborations, or other transactions, or restructuring programs; future opportunities for the Company and its products; and any other statements regarding the Company’s future operations, financial or operating results, capital allocation, dividend policy and payments, share repurchases, debt ratio and covenants, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competitions, commitments, confidence in future results, efforts to create, enhance or otherwise unlock value, and other expectations and targets for future periods. Forward-looking statements may often be identified by the use of words such as “will”, “may”, “could”, “should”, “would”, “project”, “believe”, “anticipate”, “expect”, “plan”, “estimate”, “forecast”, “potential”, “pipeline”, “intend”, “continue”, “target”, “seek” and variations of these words or comparable words. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to:

- the possibility that the Company may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives and priorities (including divestitures, acquisitions, strategic alliances, collaborations, or other potential transactions) or accelerate its growth by building on the strength of its base business with an expanding portfolio of innovative, best-in-class, patent-protected assets;
- the possibility that the Company may be unable to achieve intended or expected benefits, goals, outlooks, synergies, growth opportunities and operating efficiencies in connection with divestitures, acquisitions, strategic alliances, collaborations, or other transactions, or restructuring programs, within the expected timeframes or at all;
- the ongoing risks and uncertainties associated with our recent divestitures;
- goodwill or impairment charges or other losses;
- the Company’s failure to achieve expected or targeted future financial and operating performance and results;
- the potential impact of natural or man-made disasters, public health outbreaks, epidemics, pandemics or social disruption in regions where we or our partners or suppliers operate;
- actions and decisions of healthcare and pharmaceutical regulators;
- changes in relevant laws, regulations and policies and/or the application or implementation thereof, including but not limited to tax, healthcare and pharmaceutical laws, regulations and policies globally;
- the ability to attract, motivate and retain key personnel;
- the Company’s liquidity, capital resources and ability to obtain financing;
- any regulatory, legal or other impediments to the Company’s ability to bring new products to market, including but not limited to “at-risk launches”;
- products in development that receive regulatory approval may not achieve expected levels of market acceptance, efficacy or safety;
- longer review, response and approval times as a result of evolving regulatory priorities and reductions in personnel at health agencies;
- success of clinical trials and the Company’s or its partners’ ability to execute on new product opportunities and develop, manufacture and commercialize products;



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

For more detailed information on the risks and uncertainties associated with Viatris, see the risks described in Part I, Item 1A in the Form 10-K, and our other filings with the SEC.

You can access Viatris' filings with the SEC through the SEC website at www.sec.gov or through our website, and Viatris strongly encourages you to do so. Viatris routinely posts information that may be important to investors on our website at investor.viatris.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 by reference in this Proxy Statement and shall not be deemed "filed" under the Exchange Act. Viatris undertakes no obligation to update any statements herein for revisions or changes after the filing date of this Proxy Statement other than as required by law.

Non-GAAP Financial Measures

This Proxy Statement (including the Shareholder Letters) includes the presentation and discussion of certain financial information that differs from what is reported under U.S. GAAP. These non-GAAP financial measures, including adjusted EBITDA, free cash flow, adjusted earnings per share ("EPS"), gross leverage ratio, and long-term gross leverage target and divestiture adjusted operational revenue ex-Indore, are presented in order to supplement investors' and other readers' understanding and assessment of Viatris' financial performance. Management uses these measures internally for forecasting, budgeting, measuring its operating performance, and incentive-based awards. Primarily due to acquisitions, divestitures and other significant events which may impact comparability of our periodic operating results, we believe that an evaluation of our ongoing operations (and comparisons of our current operations with historical and future operations) would be difficult if the disclosure of our financial results was limited to financial measures prepared only in accordance with U.S. GAAP. We believe that non-GAAP financial measures are useful supplemental information for our investors and when considered together with our U.S. GAAP financial measures and the reconciliation to the most directly comparable U.S. GAAP financial measure, provide a more complete understanding of the factors and trends affecting our operations. The financial performance of the Company is measured by senior management, in part, using these adjusted metrics, along with other performance metrics. In addition, the Company

believes that including EBITDA and supplemental adjustments applied in presenting adjusted EBITDA is appropriate to provide additional information to investors to demonstrate the Company's ability to comply with financial debt covenants and assess the Company's ability to incur additional indebtedness. The Company also believes that adjusted EBITDA better focuses management on the Company's underlying operational results and true business performance and is used, in part, for management's incentive compensation. This Appendix B contains 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 Appendix B, 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.

Reconciliations of Non-GAAP Financial Measures (Unaudited)

Adjusted Net Earnings and Adjusted EPS

Below is a reconciliation of U.S. GAAP net loss and diluted loss per share to adjusted net earnings and adjusted EPS for the year ended December 31, 2024.

| (in millions, except per share amounts) | Year Ended December 31, 2024 | |
|---|---------------------------------|---------------|
| U.S. GAAP net loss and U.S. GAAP diluted loss per share | \$(634) | \$(0.53) |
| Purchase accounting amortization (primarily included in cost of sales) | 2,581 | |
| Impairment of goodwill (included in SG&A) | 321 | |
| Litigation settlements and other contingencies, net | 351 | |
| Interest expense (primarily amortization of premiums and discounts on long-term debt) | (23) | |
| Acquisition and divestiture-related costs (primarily included in SG&A) | 361 | |
| Loss (gain) on divestitures of businesses (included in other expense (income), net) | 399 | |
| Restructuring-related costs | 211 | |
| Share-based compensation expense | 146 | |
| Other special items included in: | | |
| Cost of sales | 143 | |
| Research and development expense | 3 | |
| Selling, general and administrative expense | 90 | |
| Other expense (income), net | (160) | |
| Tax effect of the above items and other income tax related items | (597) | |
| Adjusted net earnings and adjusted EPS | <u>\$3,192</u> | <u>\$2.65</u> |
| Weighted average diluted shares outstanding | 1,202.7 | |



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Adjusted EBITDA

Adjusted EBITDA for purposes of the 2024 annual compensation awards is derived from Viatris' financial statements in the same manner as Viatris' publicly reported adjusted EBITDA for 2024 ("as reported"), except that the calculation for the 2024 annual incentive program ("for 2024 annual incentive compensation") utilized 2024 budgeted foreign exchange rates ("currency impact") and further adjusts for all impacts of the Company's divestitures following their consummation ("impact of divestitures"), acquired in-process R&D ("IPR&D") costs, and the impact of divestitures.

| (in millions) | Year Ended December 31, 2024 |
|---|---------------------------------|
| U.S. GAAP net loss | \$(634) |
| Add adjustments: | |
| Income tax provision | 11 |
| Interest expense ^a | 550 |
| Depreciation and amortization ^b | 2,893 |
| EBITDA | <u>\$2,820</u> |
| Add adjustments: | |
| Share-based compensation expense | 146 |
| Litigation settlements and other contingencies, net | 351 |
| Loss on divestitures of businesses | 399 |
| Impairment of goodwill | 321 |
| Restructuring, acquisition and divestiture-related and other special items ^c | 632 |
| Adjusted EBITDA (as reported) | <u>\$4,669</u> |
| Currency impact | 61 |
| Impact of divestitures | 205 |
| Acquired IPR&D costs | 28 |
| Other | 12 |
| Adjusted EBITDA (for 2024 annual incentive compensation) | <u>\$4,975</u> |

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

b Includes purchase accounting related amortization.

c Includes restructuring-related costs, acquisition and divestiture-related costs (primarily included in selling, general and administrative expense ("SG&A")), and other special items included in cost of sales, R&D expense, SG&A, and other expense (income), net.

Free Cash Flow

2024 Annual Incentive Program

Free cash flow is derived from Viatris' audited financial statements in the same manner as Viatris' publicly reported free cash flow for 2024 (U.S. GAAP net cash provided by operating activities less capital expenditures) ("as reported"), except that the calculation for the 2024 annual incentive program ("for 2024 annual incentive compensation") utilized 2024 budgeted foreign exchange rates ("currency impact") and further adjusts for transaction costs and taxes primarily related to the Company's divestitures

("transaction costs"), all impacts of the Company's divestitures following their consummation ("impact of divestitures"), proceeds from the sale of property, plant and equipment, and material unplanned litigation gains and losses equal or greater than \$25 million in the aggregate ("unplanned litigation").

| (in millions) | Year Ended December 31, 2024 |
|---|---------------------------------|
| U.S. GAAP net cash provided by operating activities | \$2,303 |
| Add / (deduct): | |
| Capital expenditures | (326) |
| Free cash flow (as reported) | <u>\$1,977</u> |
| Currency impact | 91 |
| Transaction costs | 649 |
| Impact of divestitures | 130 |
| Proceeds from the sale of certain property, plant and equipment | 3 |
| Unplanned litigation | 74 |
| Free cash flow (for 2024 annual incentive compensation) | <u>\$2,924</u> |

2024 PRSUs

Free cash flow is derived from Viatris' audited financial statements in the same manner as the calculation for Viatris' 2024 annual incentive program, except that the calculation for the 2024 PRSUs further adjusts for any of the following, as applicable: material changes in tax laws, unbudgeted restructuring costs and unbudgeted R&D expense. Free cash flow for the 2024 PRSUs will be the sum of such free cash flow measure for each of the years ended December 31, 2024, 2025 and 2026 and will utilize budgeted foreign exchange rates for the relevant year.

2022-2024 Three-Year PRSUs

Free cash flow is derived from Viatris' audited financial statements in the same manner as Viatris' publicly reported free cash flow ("as reported"), except that the calculation for the 2022-2024 three-year PRSUs ("for 2022-2024 three-year PRSUs") utilized budgeted foreign exchange rates for the relevant year ("currency impact") and further adjusts for the following, as applicable: transaction costs and taxes related to the acquisitions of Oyster Point and Famy Life Sciences as well as any incremental transaction costs and taxes related to other select assets sales or reshaping initiatives and other impacts of divestitures ("transaction costs"), Biocon Biologics Transaction-related taxes and transaction costs and results of the divested biosimilars business from the closing of the transaction on November 29, 2022 through December 31, 2022 ("Biocon Biologics Transaction-related taxes, costs and results"), material unplanned litigation gains or losses equal to or greater than \$25 million in the aggregate ("unplanned litigation"), proceeds from the sale of property, plant and equipment, unbudgeted R&D costs, unbudgeted



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restructuring costs, and the impact of free cash flow from divestitures that closed in 2022 to 2024 (“free cash flow impact of divestitures”). Free cash flow for the 2022-2024 three-year PRSUs is the sum of such free cash flow measure for each of the years ended December 31, 2022, 2023, and 2024.

| (in millions) | Year Ended December 31 | | | Total |
|---|------------------------|----------------|----------------|---------|
| | 2022 | 2023 | 2024 | |
| U.S. GAAP net cash provided by operating activities | \$2,999 | \$2,900 | \$2,303 | |
| Add / (deduct): | | | | |
| Capital expenditures | (406) | (377) | (326) | |
| Free cash flow (as reported) | <u>\$2,593</u> | <u>\$2,523</u> | <u>\$1,977</u> | |
| Currency impact | 203 | 145 | 90 | |
| Transaction costs | — | 235 | 649 | |
| Biocon Biologics Transaction-related taxes, costs and results | 272 | — | — | |
| Unplanned litigation | 86 | — | 74 | |
| Proceeds from the sale of certain property, plant and equipment | 14 | 13 | 3 | |
| Unbudgeted R&D costs | — | — | 47 | |
| Unbudgeted restructuring costs | — | — | 26 | |
| Free cash flow impact of divestitures | — | 141 | 404 | |
| Free cash flow for 2022-2024 three-year PRSUs ^a | <u>\$3,168</u> | <u>\$3,057</u> | <u>\$3,270</u> | \$9,495 |

a Beginning in 2024, upfront and milestone payments related to externally developed IPR&D projects acquired directly in a transaction other than a business combination, which were previously included in cash flows from operating activities in the consolidated statements of cash flows, are now classified as cash flows from investing activities. Certain reclassifications were made to conform the prior period consolidated financial statements to the current period presentation. The adjustments resulted in an increase to net cash provided by operating activities of \$100 million for the year ended December 31, 2023, and in an increase to net cash provided by operating activities of \$46 million for the year ended December 31, 2022. This reclassification has no impact on the three-year free cash flow calculation for incentive compensation purposes as these amounts were previously excluded from the calculation of free cash flow.

Long-term Gross Leverage Target

The stated forward-looking non-GAAP financial measure of long-term gross leverage target of ~3.0x, with a range of 2.8x – 3.2x, is based on the ratio of (i) targeted notional gross debt and (ii) targeted adjusted EBITDA. However, the Company has not quantified future amounts to develop this target but has stated its goal to manage notional gross debt and adjusted EBITDA over time in order to generally maintain or reach the target. This target does not reflect Company guidance.

Gross Leverage Ratio

Viatis' publicly reported gross leverage ratio (“as reported”) compares adjusted EBITDA (as reported), a reconciliation of which is set forth above, to total debt at notional amounts (as reported), a reconciliation of which is set forth below:

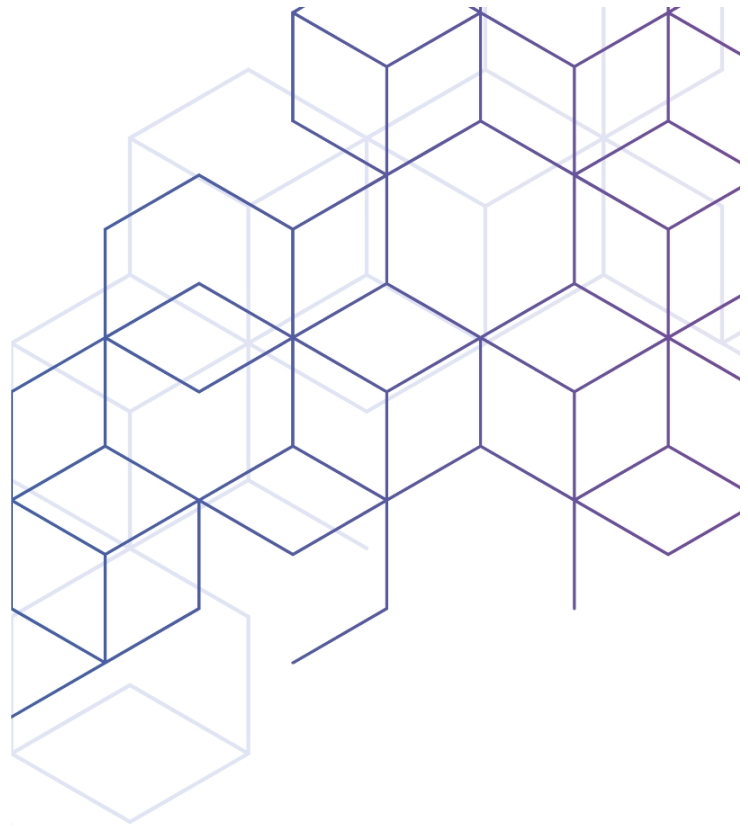
| (in millions except for gross debt to adjusted EBITDA ratio) | Twelve Months Ended December 31, 2024 |
|--|---------------------------------------|
| Viatis adjusted EBITDA | \$4,669.4 |
| Reported debt balances: | |
| Long-term debt, including current portion | 14,039.5 |
| Short-term borrowings and other current obligations | — |
| Total | <u>14,039.5</u> |
| Add / (deduct): | |
| Net premiums on various debt issuances | (480.9) |
| Deferred financing fees | 24.3 |
| Total debt at notional amounts | <u>\$13,582.9</u> |
| Gross debt to adjusted EBITDA | 2.9x |

Divestiture-Adjusted Operational Revenue Change Ex-Indore

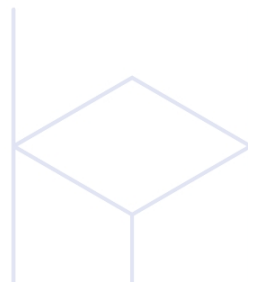
Divestiture-adjusted operational revenue change ex-Indore is derived from Viatris' publicly reported total revenues by comparing 2025 total revenues to 2024 total revenues, adjusted for the impact of foreign currency by translating 2025 total revenues at prior year comparative period exchange rates ("currency impact"), all impacts of the Company's divestitures after their consummation ("impact of divestitures"), and the negative impact related to the FDA issued warning letter and import alert for our oral finished dose manufacturing facility in Indore, India ("Indore impact").

| (in millions) | Three Months Ended June 30, 2025 | Three Months Ended June 30, 2024 | % Change |
|---|-------------------------------------|-------------------------------------|-------------|
| Total Revenues | \$3,582 | \$3,797 | (6%) |
| Currency impact | (\$62) | — | |
| Impact of divestitures | — | (\$213) | |
| Divestiture-adjusted operational revenues | <u>\$3,520</u> | <u>\$3,584</u> | (2%) |
| Indore impact | — | (\$160) | |
| Divestiture Adjusted operational revenues ex-Indore | <u><u>\$3,520</u></u> | <u><u>\$3,424</u></u> | 3% |





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VIATRIS INC.
1000 MYLAN BOULEVARD
CANONSBURG, PA 15317



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on December 4, 2025. For shares held in a plan specified on the reverse side, vote by 8:00 a.m. Eastern Time on December 3, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on December 4, 2025. For shares held in a plan specified on the reverse side, vote by 8:00 a.m. Eastern Time on December 3, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V79837-P38757

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

VIATRIS INC.

The Viatris Inc. Board of Directors recommends you vote FOR each director nominee and FOR items 2 and 3:

Company Proposals (Items 1 through 3)

1. Election of 13 director nominees, each to hold office until the 2026 annual meeting of shareholders.

Nominees:

- 1a. W. Don Cornwell
- 1b. Frank D'Amelio
- 1c. JoEllen Lyons Dillon
- 1d. Elisha Finney
- 1e. Leo Groothuis
- 1f. Melina Higgins
- 1g. James M. Kilts
- 1h. Richard Mark
- 1i. Mark Parrish

For Against Abstain

-
-
-
-
-
-
-
-
-

- 1j. Michael Severino
- 1k. David Simmons
- 1l. Scott A. Smith
- 1m. Rogério Vivaldi Coelho

For Against Abstain

-
-
-
-
-
-
-

2. Approval of, on a non-binding advisory basis, the 2024 compensation of the named executive officers of the Company.

3. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

NOTE: Such other business as may properly come before the meeting and any postponement or adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| | |
|------------------------------------|------|
| | |
| Signature [PLEASE SIGN WITHIN BOX] | Date |

| | |
|--------------------------|------|
| | |
| Signature (Joint Owners) | Date |

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and 2024 Annual Report are available at www.proxyvote.com.

V79838-P38757

VIATRIS INC.
PROXY FOR THE 2025 ANNUAL MEETING OF SHAREHOLDERS
Friday, December 5, 2025 11:00 a.m. Eastern Time
PROXY VOTING DEADLINE: 11:59 p.m. Eastern Time DECEMBER 4, 2025
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF VIATRIS INC.

The undersigned hereby appoints Melina Higgins and Mark Parrish, and each with full power to act without the other, as proxies, with full power of substitution, for and in the name of the undersigned to vote and act with respect to all common stock of Viatris Inc. ("Viатris" or the "Company") which the undersigned is entitled to vote and act at the 2025 Annual Meeting of Shareholders of Viatris to be held on December 5, 2025 at 11:00 a.m. Eastern Time at the DoubleTree Resort by Hilton Hollywood Beach, 4000 South Ocean Drive, Hollywood, FL 33019, with all the powers the undersigned would possess if personally present at the meeting or at any postponement or adjournment thereof and particularly, but without limiting the generality of the foregoing:

This proxy, when properly executed, will be voted in the manner directed herein. This proxy will be voted "FOR" EACH DIRECTOR NOMINEE IN ITEM 1 AND "FOR" ITEMS 2 AND 3 if no choice is specified. The proxies are hereby authorized to vote in their discretion upon such other business as may properly come before the meeting and any postponement or adjournment thereof.

For Plan Participants Only: If the undersigned has a beneficial interest in shares held in the Mylan Profit Sharing 401(k) Plan or the Viatris Pharmaceuticals LLC Profit Sharing Employee Savings Plan (formerly the Pfizer Pharmaceuticals LLC Profit Sharing Employee Savings Plan), the undersigned hereby directs Bank of America, N.A., as trustee for the Mylan Profit Sharing 401(k) Plan, and Banco Popular de Puerto Rico, as trustee for the Viatris Pharmaceuticals LLC Profit Sharing Employee Savings Plan (together, the "Trustees"), to appoint Melina Higgins and Mark Parrish, and each with full power to act without the other, as proxies, with full power of substitution, for and in the name of the Trustees to vote and act with respect to all common stock of Viatris credited to the accounts of the undersigned under the above-named plans which the Trustees are entitled to vote and act on behalf of the undersigned at the 2025 Annual Meeting of Shareholders of Viatris, with all the powers the Trustees would possess if personally present at the meeting or any postponement or adjournment thereof, and particularly, but without limiting the generality of the foregoing: **If properly executed and received by the relevant Trustee prior to the Plan Voting Deadline, this voting instruction form will be voted "FOR" EACH DIRECTOR NOMINEE IN ITEM 1 AND "FOR" ITEMS 2 AND 3 unless a contrary vote is indicated, in which case the proxy will be voted as directed. Voting instructions with respect to such plan shares must be provided by 8:00 a.m. Eastern Time on December 3, 2025 (the "Plan Voting Deadline").**

CONTINUED AND TO BE SIGNED ON REVERSE SIDE