

OFFER TO PURCHASE



Warner Chilcott Limited

(together with Allergan Funding SCS, Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc., as described herein)

Offers to Purchase for Cash

Up to each Maximum Tender SubCap (Not to Exceed the Aggregate Maximum Tender Cap) of the Outstanding Securities Listed Below

Title of Security	Issuer of Security (1)	CUSIP Number/ 144A ISIN/ REGS ISIN	Principal Amount Outstanding	Maximum Tender SubCap	Acceptance Priority Level	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (2)(3)	Hypothetical Total Consideration (2)(3)(4)
4.875% notes due February 2021	Forest Laboratories, LLC	345838AE6/ US345838AE68/ U3455QAC7	\$750,000,000	\$300,000,000	1	1.875% UST due 4/30/22	FIT1	+45 bps	\$30.0	\$1,082.49
4.625% notes due October 2042	Allergan Finance LLC	942683AH6	\$1,000,000,000	\$400,000,000	2	2.875% UST due 11/15/46	FIT1	+135 bps	\$30.0	\$1,035.27
4.375% notes due February 2019	Forest Laboratories, LLC	345838AC0/ US345838AC03/ U3455QAB9	\$1,050,000,000	\$420,000,000	3	1.250% UST due 4/30/19	FIT1	+50 bps	\$30.0	\$1,035.34
4.750% notes due March 2045	Allergan Funding SCS	00507UAU5	\$2,500,000,000	\$1,000,000,000	4	2.875% UST due 11/15/46	FIT1	+135 bps	\$30.0	\$1,056.87
4.850% notes due June 2044	Allergan Funding SCS	00507UAH4	\$1,500,000,000	\$375,000,000	5	2.875% UST due 11/15/46	FIT1	+140 bps	\$30.0	\$1,063.53
4.550% notes due March 2035	Allergan Funding SCS	00507UAT8	\$2,500,000,000	N/A	6	2.875% UST due 11/15/46	FIT1	+130 bps	\$30.0	\$1,025.30
3.375% notes due September 2020	Allergan, Inc.	018490AN2	\$650,000,000	N/A	7	1.500% UST due 4/15/20	FIT1	+75 bps	\$30.0	\$1,034.00
3.250% notes due October 2022	Allergan Finance LLC	942683AF0	\$1,700,000,000	N/A	8	1.875% UST due 4/30/22	FIT1	+90 bps	\$30.0	\$1,019.77

- (1) Each issuer of the Securities (as defined below) is the co-offeror, together with Warner Chilcott Limited, in each Tender Offer (as defined below) for the Securities of such issuer.
- (2) Per \$1,000 principal amount.
- (3) The Total Consideration (as defined below) for Securities validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase is calculated using the applicable Fixed Spread and is inclusive of the Early Tender Payment (as defined below). The Total Consideration will be determined taking into account the applicable par call date for each series of Securities, if any, as described herein.
- (4) Hypothetical Total Consideration is calculated on the basis of pricing for the applicable U.S. Treasury Reference Security as of 11:00 a.m., New York City time, on May 9, 2017. Hypothetical Total Consideration calculation assumes an Early Settlement Date of May 30, 2017 and is exclusive of Accrued Interest (as defined below). The actual Total Consideration payable pursuant to the Tender Offers will be calculated and determined as set forth in this Offer to Purchase. All Holders (as defined below) of Securities accepted for purchase will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the applicable settlement date.

The Tender Offers (as defined below) for the 4.875% notes due February 2021, the 4.625% notes due October 2042, the 4.375% notes due February 2019, the 4.750% notes due March 2045, the 4.850% notes due June 2044, the 4.550% notes due March 2035, the 3.375% notes due September 2020 and the 3.250% notes due October 2022 (collectively, the “Securities”) will expire at 11:59 p.m., New York City time, on June 7, 2017, or, in each case, any other date and time to which the applicable Offeror (as defined below) extends the applicable Tender Offer (such date and time, as it may be extended with respect to a Tender Offer, the applicable “Expiration Date”), unless earlier terminated. You must validly tender your Securities prior to or at 5:00 p.m., New York City time, on May 23, 2017 (such date and time, as it may be extended with respect to a Tender Offer, the “Early Tender Date”), to be eligible to receive the applicable Total Consideration plus Accrued Interest (as defined below). If you validly tender your Securities after the applicable Early Tender Date but prior to or at the applicable Expiration Date, you will only be eligible to receive the applicable Late Tender Offer Consideration (as defined below) plus Accrued Interest. Securities may be withdrawn prior to or at, but not after, 5:00 p.m. New York City time, on May 23, 2017 (such date and time, as it may be extended with respect to a Tender Offer, the “Withdrawal Deadline”). The Tender Offers are subject to the satisfaction of certain conditions, including a Financing Condition, as set forth under the heading “The Terms of the Tender Offers—Conditions of the Tender Offers.”

The Dealer Managers for the Tender Offers are:

Lead Dealer Managers

Morgan Stanley

BofA Merrill Lynch

Citigroup

Co-Dealer Managers

Barclays

BNP PARIBAS

HSBC

Mizuho Securities

May 10, 2017

Upon the terms and subject to the conditions of each of the individual offers to purchase described in this Offer to Purchase (as the same may be amended or supplemented, the “Offer to Purchase”), and the related Letter of Transmittal (as the same may be amended or supplemented, the “Letter of Transmittal”), the applicable Offerors hereby offer to purchase for cash in the order of priority set forth in the table on the front cover of this Offer to Purchase (the “Acceptance Priority Level”) up to an aggregate principal amount of each series of Securities that does not exceed the applicable Maximum Tender SubCap (as defined below), provided that the total aggregate principal amount of Securities purchased in the Tender Offers (as defined below) will not exceed the Aggregate Maximum Tender Cap. Each offer to purchase Securities is referred to herein as a “Tender Offer” and the Tender Offers are collectively referred to as the “Tender Offers.”

The Securities accepted for payment on the Early Tender Date or the Expiration Date, as applicable, will be accepted based on the Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 8 being the lowest Acceptance Priority Level), set forth in the table on the front cover of this Offer to Purchase. We will only accept for purchase Securities in a Tender Offer in an aggregate principal amount that does not exceed the applicable Maximum Tender SubCap, if any, set forth in the table on the front cover of this Offer to Purchase under the heading “Maximum Tender SubCap” (each, a “Maximum Tender SubCap”) for such Tender Offer. There is no Maximum Tender SubCap applicable to the 4.550% notes due March 2035, the 3.375% notes due September 2020 or the 3.250% notes due October 2022. In addition we will only accept for purchase up to an aggregate principal amount of all series of Securities that does not exceed \$2,000,000,000 (the “Aggregate Maximum Tender Cap”). We reserve the right, but are under no obligation, to increase any of the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap at any time, subject to applicable law. If we increase one or more Maximum Tender SubCaps without a corresponding increase of the Aggregate Maximum Tender Cap, it is possible that we will purchase Securities of a series in an aggregate principal amount that is lower than the applicable Maximum Tender SubCap even if Securities of such series in an aggregate principal amount equal to or exceeding such Maximum Tender SubCap have been validly tendered. To the extent we increase the Aggregate Maximum Tender Cap, we expect to fund the purchase price of any incremental Securities purchased using cash on hand, commercial paper and other sources of liquidity. All Securities validly tendered at or prior to the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered at or prior to the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers, and all Securities validly tendered after the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered after the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers. However, Securities validly tendered at or prior to the Early Tender Date will be accepted for purchase in priority to other Securities validly tendered after the Early Tender Date, even if such Securities validly tendered after the Early Tender Date have a higher Acceptance Priority Level than Securities validly tendered at or prior to the Early Tender Date. Subject to applicable law, the Offerors may increase or decrease the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap without extending the applicable Withdrawal Deadline.

The Tender Offers are open to all holders (each individually, a “Holder,” and collectively, the “Holders”) of the Securities. All of the Securities are held in book-entry form through the facilities of The Depository Trust Company (“DTC”). If a Holder desires to tender Securities, the Holder must transfer such Securities through DTC’s Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible, or deliver to Global Bondholder Services Corporation (the “Tender and Information Agent”) a properly completed Letter of Transmittal, together with any other documents required by the Letter of Transmittal, and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent. Upon receipt of your acceptance through ATOP, DTC will verify the acceptance and send an Agent’s Message (as defined below) to the Tender and Information Agent for its acceptance. If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee, you should contact such custodian or nominee if you wish to tender your Securities.

Holders must tender their Securities in accordance with the procedures set forth under “The Terms of the Tender Offers—Procedures for Tendering.”

The Offerors' respective obligation to accept for purchase and to pay for the Securities in the Tender Offers is subject to the satisfaction or waiver of a number of conditions, including a Financing Condition, as discussed in "The Terms of the Tender Offers—Conditions of the Tender Offers." The amount of any series of Securities that may be purchased in a Tender Offer may be prorated as set forth in this Offer to Purchase. See "The Terms of the Tender Offers—Tender Offers: Aggregate Maximum Tender Cap; Maximum Tender SubCaps; Acceptance Priority Levels; and Proration" for more information on possible proration with respect to the Securities.

In this Offer to Purchase, the Offerors have used the convention of referring to all Securities that have been validly tendered and not validly withdrawn as having been "validly tendered."

The applicable consideration (the "Total Consideration") offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be determined in the manner described in this Offer to Purchase by reference to the applicable fixed spread for such Securities (the "Fixed Spread") specified on the front cover of this Offer to Purchase plus the applicable yield (the "Reference Yield") based on the bid-side price of the applicable U.S. Treasury Reference Security specified on the front cover of this Offer to Purchase (as applicable to each series of Securities, the "Reference Security") as quoted on the applicable page on the Bloomberg Bond Trader FIT1 (with respect to each Reference Security, the "Reference Page") at 11:00 a.m., New York City time, on the applicable date referred to as the "Price Determination Date." The sum of the Fixed Spread and the Reference Yield is referred to as the "Repurchase Yield."

The Early Tender Payment is applicable to each series of Securities. Holders of any Securities that are validly tendered prior to or at the applicable Early Tender Date and that are accepted for purchase will receive the applicable Total Consideration. The Total Consideration, as calculated using the Fixed Spread for each series of Securities set forth in the table on the front cover of this Offer to Purchase, is inclusive of the Early Tender Payment (as defined below) and will be determined taking into account the applicable par call date for each series of Securities, if any, as described herein. Holders of any Securities that are validly tendered after the applicable Early Tender Date but prior to or at the applicable Expiration Date and that are accepted for purchase will receive the applicable Total Consideration *minus* an amount in cash (the "Early Tender Payment") equal to the applicable amount set forth in the table on the front cover of this Offer to Purchase under the heading "Early Tender Payment." As used herein, the Total Consideration *minus* the Early Tender Payment is referred to as the "Late Tender Offer Consideration."

In addition to the Total Consideration or the Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the applicable Early Settlement Date or Final Settlement Date (both as defined below), as applicable ("Accrued Interest"), payable on such Early Settlement Date or Final Settlement Date.

The Tender Offers will expire on the applicable Expiration Date. Except as set forth below, payment for the Securities that are validly tendered prior to or at the Expiration Date and that are accepted for purchase will be made on the date referred to as the "Final Settlement Date." It is anticipated that the Final Settlement Date for the Securities will be June 9, 2017, the second business day after the Expiration Date. The Offerors reserve the right, in their sole discretion, to make payment for Securities that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase on the date referred to as the "Early Settlement Date" for the applicable Tender Offer. The Early Settlement Date for the Securities, if applicable, will be a date following the Early Tender Date and prior to the Expiration Date on which the conditions to the satisfaction of the applicable Tender Offer are satisfied.

If you validly tender your Securities prior to the applicable Withdrawal Deadline, you may validly withdraw your tendered Securities at any time prior to such Withdrawal Deadline. After such time, you may not withdraw your Securities unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Offeror, in its sole discretion, may extend the Withdrawal Deadline with respect to a Tender Offer for any purpose. If a custodian bank, broker, dealer,

commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

NONE OF THE OFFERORS OR THEIR AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT OR THE TRUSTEE WITH RESPECT TO ANY SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NONE OF THE OFFERORS OR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES, AND, IF SO, THE PRINCIPAL AMOUNT OF SUCH SECURITIES TO TENDER.

Any questions or requests for assistance concerning the Tender Offers may be directed to the Dealer Managers (as defined below) at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase, the Letter of Transmittal or any other documents may be directed to the Tender and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase.

See “U.S. Federal Income Tax Considerations” for a discussion of U.S. federal income tax considerations and “Luxembourg Tax Considerations” for a discussion of Luxembourg tax considerations that should be considered in evaluating the Tender Offers.

If you do not tender your Securities, they will remain outstanding immediately following the Tender Offers, provided that each of the issuers may redeem, in accordance with the terms of the indenture governing the Securities, any Securities that are not tendered in the Tender Offers. If the Offerors consummate the Tender Offers, the applicable trading market for your outstanding Securities may be significantly more limited. For a discussion of this and certain other matters to be considered in connection with the Tender Offers, see “Certain Significant Considerations for Holders.”

The Tender Offers may be terminated or withdrawn in whole or terminated or withdrawn with respect to any series of the Securities, subject to applicable law. The Offerors reserve the right, subject to applicable law, to (i) waive any and all conditions to any of the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap, or (iv) otherwise amend any of the Tender Offers in any respect.

If an Offeror makes a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, the Offeror will disseminate additional materials related to such Tender Offer and extend such Tender Offer to the extent required by law. In addition, the Offeror may, if it deems appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof, the announcement in the case of an extension of a Tender Offer to be issued promptly following the Early Tender Date or Expiration Date, as applicable. Without limiting the manner in which an Offeror may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Offerors will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. The Offerors will announce the determination of the Total Consideration promptly on the applicable Price Determination Date by issuance of a press release.

IMPORTANT DATES

You should take note of the following dates in connection with each Tender Offer:

Date	Calendar Date and Time	Event
Commencement Date	May 10, 2017	The commencement date of the Tender Offer.
Early Tender Date	5:00 p.m., New York City time, on May 23, 2017, unless extended or earlier terminated by the Offeror.	The last time and day for you to tender the Securities in order to be eligible to receive the applicable Total Consideration. If you validly tender Securities after the Early Tender Date, you will be eligible to receive only the applicable Late Tender Offer Consideration, which is equal to the applicable Total Consideration, <i>minus</i> the Early Tender Payment.
Withdrawal Deadline	5:00 p.m., New York City time, on May 23, 2017, unless extended or earlier terminated by the Offeror.	The last time and day for you to validly withdraw tenders of the Securities.
Price Determination Date	11:00 a.m., New York City time on May 24, 2017, unless extended or earlier terminated by the Offeror.	The date for determining the applicable Total Consideration and the applicable Late Tender Offer Consideration with respect to each series of Securities.
Early Settlement Date	A date following the Early Tender Date and prior to the Expiration Date on which the conditions to the satisfaction of the applicable Tender Offer are satisfied. Expected to be May 30, 2017.	If the Offeror so elects, the date for payment of the Total Consideration plus Accrued Interest with respect to Securities that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase.
Expiration Date	11:59 p.m., New York City time, on June 7, 2017, unless extended or earlier terminated by the Offeror.	The last time and day for you to tender the Securities pursuant to the Tender Offer.
Final Settlement Date	It is expected that the Final Settlement Date will be June 9, 2017, the second business day after the Expiration Date.	The date for payment of the Total Consideration (unless such Total Consideration has been paid on the Early Settlement Date) and the Late Tender Offer Consideration plus, in each case, Accrued Interest with respect to Securities that are validly tendered prior to or at the Expiration Date and that are accepted for

Date	Calendar Date and Time	Event
		purchase.

IMPORTANT INFORMATION

You should read this Offer to Purchase and the related Letter of Transmittal carefully before making a decision to tender your Securities.

The Offerors have not filed this document with, and it has not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of this document, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Only registered Holders of Securities are entitled to tender Securities pursuant to the Tender Offers. A beneficial owner of Securities that are held of record by a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact the nominee and request that such nominee tender such Securities on the beneficial owner's behalf prior to the Early Tender Date in order to receive the Total Consideration for such Securities, or after the Early Tender Date but prior to the Expiration Date in order to receive the Late Tender Offer Consideration for such Securities. Beneficial owners should be aware that their custodian bank, broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Tender Offers. Accordingly, beneficial owners wishing to participate in the Tender Offers should contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such owner must take action in order to so participate.

All Securities are registered in the name of Cede & Co., the nominee of DTC. Because only registered Holders of Securities may tender Securities, beneficial owners of Securities must instruct the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds Securities on their behalf to tender Securities on such beneficial owners' behalf. DTC has authorized DTC participants that hold Securities on behalf of beneficial owners of Securities through DTC to tender their Securities as if they were Holders. To tender Securities, a Holder must transfer such Securities through ATOP or deliver to the Tender and Information Agent a properly completed Letter of Transmittal, together with any other documents required by the Letter of Transmittal, and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent. See "The Terms of the Tender Offers—Procedures for Tendering." Tendering Holders will not be required to pay brokerage fees or commissions to Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc. or Mizuho Securities USA LLC (collectively, the "Dealer Managers"), the Offerors or the Tender and Information Agent.

Requests for additional copies of this Offer to Purchase and the Letter of Transmittal and requests for assistance relating to the procedures for tendering Securities may be directed to the Tender and Information Agent at its address and telephone numbers on the back cover of this Offer to Purchase. Requests for assistance relating to the terms and conditions of the Tender Offers may be directed to the Dealer Managers at their respective addresses and telephone numbers on the back cover of this Offer to Purchase. Beneficial owners may also contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance regarding the Tender Offers.

We have not provided guaranteed delivery provisions in connection with the Tender Offers.

This document and related documents do not constitute offers to buy or the solicitation of offers to sell Securities in any jurisdiction or in any circumstances in which such offers or solicitations are unlawful.

Neither the delivery of this document and related documents nor any purchase of Securities by the Offerors will, under any circumstances, create any implication that the information contained in this document or in any related document is current as of any time subsequent to the date of such information.

No dealer, salesperson or other person has been authorized to give any information or to make any representations with respect to any of the Tender Offers other than the information and representations contained in this Offer to Purchase and in the related Letter of Transmittal and, if given or made, such information or representations must not be relied upon as having been authorized.

From time to time after completion of the applicable Tender Offer, the Offerors or their affiliates may purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers, or otherwise, or any of the issuers may redeem Securities that such issuers are permitted to redeem pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases by the Offerors or their affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors or their affiliates may choose to pursue in the future.

WHERE YOU CAN FIND MORE INFORMATION

Each of Warner Chilcott Limited, Allergan Funding SCS, Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc. is an indirectly wholly owned subsidiary of Allergan plc (the “Company”).

Allergan Funding SCS is a Luxembourg *société en commandite simple*, with registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B. 187.310.

The Company and Warner Chilcott Limited file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (“SEC”). You may read and copy any reports, statements or other information on file at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. The Company and Warner Chilcott Limited’s SEC filings are also available to the public from commercial retrieval services and are available at the Internet website maintained by the SEC at <http://www.sec.gov>. The filings are also available on our website at <http://www.allergan.com/investors>. The information contained in the Company’s website does not constitute a part of this Offer to Purchase. Prior to the Expiration Date, the Company and Warner Chilcott may file additional reports, including Current Reports on Form 8-K, with the SEC.

You may also request a copy of any or all of the documents referred to above by writing to or telephoning the Company at the following address:

Investor Relations
Allergan plc
Morris Corporate Center III
400 Interpace Parkway
Parsippany, NJ 07054
+1 862 261 7488

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SUMMARY

The following summary is provided solely for the convenience of Holders of the Securities. This summary is not intended to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the information appearing elsewhere in this Offer to Purchase or any amendments or supplements hereto. Each undefined capitalized term used in this Summary has the meaning set forth elsewhere in this Offer to Purchase. Before tendering any Securities, you should read carefully this Offer to Purchase and the Letter of Transmittal.

Offeror Warner Chilcott Limited as co-offeror with:

- (i) with respect to the 4.850% notes due 2044, the 4.550% notes due 2035 and the 4.750% notes due 2045 issued by Allergan Funding SCS (formerly known as Actavis Funding SCS) (the "Allergan Funding Notes"), Allergan Funding SCS,
- (ii) with respect to the 3.250% notes due 2022 and the 4.625% notes due 2042 issued by Allergan Finance LLC (formerly known as Actavis Inc.) (the "Allergan Finance Notes"), Allergan Finance LLC,
- (iii) with respect to the 4.375% notes due 2019 and the 4.875% notes due 2021 issued by Forest Laboratories, LLC (successor-in-interest of Forest Laboratories, Inc.) (the "Forest Laboratories Notes"), Forest Laboratories, LLC, and
- (iv) with respect to the 3.375% notes due 2020 issued by Allergan, Inc. (the "Allergan Inc. Notes" and, together with the Allergan Funding Notes, the Allergan Finance Notes and the Forest Laboratories Notes, the "Securities"), Allergan, Inc.

(in each case of (i), (ii), (iii) or (iv), together with Warner Chilcott Limited, the "Offeror," "we," "us," or "our" with respect to the applicable Tender Offer).

Accordingly, each reference in this Offer to Purchase to the Offeror shall be deemed to be a reference to:

- (a) with respect to the offer to purchase the Allergan Funding Notes, both Warner Chilcott Limited and Allergan Funding SCS, acting on a joint basis,
- (b) with respect to the offer to purchase the Allergan Finance Notes, both Warner Chilcott Limited and Allergan Finance LLC, acting on a joint basis,
- (c) with respect to the offer to purchase the Forest Laboratories Notes, both Warner Chilcott Limited and Forest Laboratories, LLC, acting on a joint basis, and
- (d) with respect to the offer to purchase the Allergan Inc. Notes, both

Warner Chilcott Limited and Allergan, Inc., acting on a joint basis.

The Securities The Securities for which the Tender Offers are being made, the issuer thereof, the CUSIP numbers/ISINs therefor, the principal amounts outstanding and the Maximum Tender SubCaps and Acceptance Priority Levels are set forth in the table below. The Tender Offers are subject to the Aggregate Maximum Tender Cap.

Tender Offers:

Title of Security	Issuer of Security	CUSIP Number/ 144A ISIN/ REGS ISIN	Principal Amount Outstanding	Maximum Tender SubCap	Acceptance Priority Level
4.875% notes due February 2021	Forest Laboratories, LLC	345838AE6/ US345838AE68/ U3455QAC7	\$750,000,000	\$300,000,000	1
4.625% notes due October 2042	Allergan Finance LLC	942683AH6	\$1,000,000,000	\$400,000,000	2
4.375% notes due February 2019	Forest Laboratories, LLC	345838AC0/ US345838AC03/ U3455QAB9	\$1,050,000,000	\$420,000,000	3
4.750% notes due March 2045	Allergan Funding SCS	00507UAU5	\$2,500,000,000	\$1,000,000,000	4
4.850% notes due June 2044	Allergan Funding SCS	00507UAH4	\$1,500,000,000	\$375,000,000	5
4.550% notes due March 2035	Allergan Funding SCS	00507UAT8	\$2,500,000,000	N/A	6
3.375% notes due September 2020	Allergan, Inc.	018490AN2	\$650,000,000	N/A	7
3.250% notes due October 2022	Allergan Finance LLC	942683AF0	\$1,700,000,000	N/A	8

The Tender Offers The Tender Offers are for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, up to the applicable Maximum Tender SubCap for each series of the Securities, subject to the Aggregate Maximum Tender Cap.

The Offerors reserve the right to increase or decrease any of the Maximum Tender SubCaps for the applicable Tender Offer or the Aggregate Maximum Tender Cap in their sole discretion, subject to compliance with applicable law.

Purpose of the Tender Offers..... The Offerors are making the Tender Offers as a part of a refinancing of the existing debt of the issuers of the Securities. Securities purchased in the Tender Offers will be retired and cancelled.

Source of Funds..... The Offerors expect to pay for the Securities purchased in the Tender Offers through an issuance of debt securities by Allergan Funding SCS, the proceeds of which will be used by Allergan Funding SCS to, and loaned by Allergan Funding SCS on an intercompany basis to Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc. to be used to, satisfy their respective obligations to purchase Securities accepted in the Tender Offers.

This Offer to Purchase is not an offer to sell or the solicitation of an offer to purchase with respect to any such debt securities.

Total Consideration and Late Tender Offer Consideration

The applicable Total Consideration for each \$1,000 principal amount of each series of Securities tendered and accepted for purchase pursuant to the Tender Offers will be determined in the manner described in this Offer to Purchase by reference to the applicable Fixed Spread for such Securities specified on the front cover of this Offer to Purchase plus the yield to maturity of the applicable Reference Security based on the bid-side price of the applicable Reference Security specified on the front cover of this Offer to Purchase as quoted on the applicable Reference Page at 11:00 a.m., New York City time, on the applicable Price Determination Date. The formula for determining the Total Consideration is set forth on Schedule A. Each series of Securities (other than the 3.375% notes due September 2020 issued by Allergan, Inc.) has a par call date prior to maturity. For each series of Securities that has a par call date, if the applicable Total Consideration determined above is less than \$1,000 per \$1,000 principal amount of such series of Securities based on a present value calculation determined based on the applicable par call date, then the applicable Total Consideration will be based on the maturity date and not the par call date for such series of Securities.

Subject to the terms and conditions described in this Offer to Purchase, including the Aggregate Maximum Tender Cap, Maximum Tender SubCaps, Acceptance Priority Levels and proration procedures if applicable, if a Holder validly tenders its Securities pursuant to a Tender Offer prior to or at the Early Tender Date and such Holder's Securities are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 principal amount of its tendered Securities, plus Accrued Interest thereon. The Total Consideration for the Securities, as calculated using the applicable Fixed Spread, is inclusive of the Early Tender Payment. The Early Tender Payment is applicable to each series of Securities.

Subject to the terms and conditions described in this Offer to Purchase, including the Aggregate Maximum Tender Cap, Maximum Tender SubCaps, Acceptance Priority Levels and proration procedures if applicable, if a Holder validly tenders its Securities pursuant to a Tender Offer after the Early Tender Date, but prior to or at the Expiration Date,

and such Holder's Securities are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration *minus* the Early Tender Payment, for each \$1,000 principal amount of its tendered Securities, plus the Accrued Interest thereon.

Tender Offers: Aggregate Maximum
Tender Cap; Maximum Tender
SubCaps; Acceptance Priority Levels;
and Proration

Subject to the terms and conditions of the Tender Offers, the Offerors are respectively offering to purchase, subject to the Acceptance Priority Levels, an aggregate principal amount of Securities in each Tender Offer that does not exceed the applicable Maximum Tender SubCap, if any, for such Tender Offer. There is no Maximum Tender SubCap applicable to the 4.550% notes due March 2035, the 3.375% notes due September 2020 or the 3.250% notes due October 2022. In addition the Offerors will only accept for purchase Securities up to an amount that does not exceed the Aggregate Maximum Tender Cap. The Offerors reserve the right to increase, decrease or eliminate one or more of the Maximum Tender SubCaps and to increase or decrease the Aggregate Maximum Tender Cap in each case, subject to compliance with applicable law.

Subject to the Aggregate Maximum Tender Cap, Maximum Tender SubCaps and proration, the Securities accepted for payment on the Early Tender Date or the Expiration Date, as applicable, will be accepted in accordance with the Acceptance Priority Levels set forth on the front cover of this Offer to Purchase (with 1 being the highest Acceptance Priority Level and 8 being the lowest Acceptance Priority Level). Subject to the Aggregate Maximum Tender Cap, Maximum Tender SubCaps and proration, all Securities validly tendered at or prior to the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered at or prior to the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers, and all Securities validly tendered after the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered after the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers. However, Securities validly tendered at or prior to the Early Tender Date will be accepted for purchase in priority to other Securities validly tendered after the Early Tender Date, even if such Securities validly tendered after the Early Tender Date have a higher Acceptance Priority Level than Securities validly tendered at or prior to the Early Tender Date.

When proration of a series of tendered Securities is required, the aggregate principal amount of Securities tendered by a Holder in that series will be multiplied by the proration rate and then rounded down to the nearest \$1,000 increment. The proration rate used will be that percentage, such that the aggregate principal amount of Securities of a series that are accepted for purchase in such Tender Offer comes nearest to but does not exceed the lower of (1) the applicable Maximum Tender SubCap and (2) the maximum principal amount of Securities of such series that may be accepted for purchase in accordance with the Acceptance Priority Levels

without exceeding the Aggregate Maximum Tender Cap. If after applying the proration rate as described above, the Holder is entitled to a credit or return of a portion of its tendered Securities of a series which is less than the authorized denomination for such series as set forth under “The Terms of the Tender Offers—Procedures for Tendering— Minimum Tender Denomination; Partial Tenders” below, then all or none (at the applicable Offeror’s sole discretion) of the Securities of such series tendered by the Holder will be accepted without proration. In no event will the aggregate principal amount of any series of Securities accepted for purchase in a Tender Offer exceed the applicable Maximum Tender SubCap, and in no event will the aggregate principal amount of all series of Securities purchased pursuant to the Tender Offers exceed the Aggregate Maximum Tender Cap.

Any tendered Securities not accepted for purchase will be promptly credited to such Holder’s account with DTC or otherwise returned to the Holder without cost.

If the principal amount of any series of Securities validly tendered prior to or at the Early Tender Date exceeds the Maximum Tender SubCap for such series, we will not accept any Securities of such series tendered after the Early Tender Date unless we increase the Maximum Tender SubCap for such series, subject to the Acceptance Priority Levels and the Aggregate Maximum Tender Cap.

Securities tendered after the Early Tender Date but prior to or at the Expiration Date will be eligible for purchase only if and to the extent that the aggregate principal amount of a series of Securities that is validly tendered and accepted for purchase in such Tender Offer as of the Early Tender Date is less than the applicable Maximum Tender SubCap, subject to the Acceptance Priority Levels and the Aggregate Maximum Tender Cap.

The Offerors reserve the right to increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap, subject to compliance with applicable law. There can be no assurance that the Offerors will exercise their right to increase or decrease the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap.

Early Tender Date..... The Early Tender Date for the Tender Offers is 5:00 p.m., New York City time, on May 23, 2017, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting the Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline.

Withdrawal Deadline The Withdrawal Deadline for the Tender Offers is 5:00 p.m., New York City time, on May 23, 2017, unless extended or earlier terminated.

Price Determination Date	The Price Determination Date will occur at 11:00 a.m., New York City time, on May 24, 2017, unless extended or earlier terminated.
Expiration Date.....	The Tender Offers will expire at 11:59 p.m., New York City time, on June 7, 2017, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for accepting the Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline.
Final Settlement Date	The Final Settlement Date will occur promptly after the applicable Expiration Date. It is anticipated that the Final Settlement Date will be June 9, 2017, the second business day following the Expiration Date.
Early Settlement Date	<p>A date following the Early Tender Date and prior to the Expiration Date on which the conditions to the satisfaction of the applicable Tender Offer are satisfied. If an Offeror so elects on the Early Settlement Date, the Offeror will make payment for Securities that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase.</p> <p>It is anticipated that the Early Settlement Date will be May 30, 2017.</p>
Withdrawal Rights.....	<p>Tenders of Securities made prior to the applicable Withdrawal Deadline may be validly withdrawn at any time prior to or at the applicable Withdrawal Deadline unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Offeror, in its sole discretion, may extend the Withdrawal Deadline with respect to a Tender Offer for any purpose.</p> <p>Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the Early Tender Date or the Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase.</p> <p>To validly withdraw Securities from a Tender Offer, Holders must deliver a written or facsimile notice of withdrawal, with the required information (as set forth below under “The Terms of the Tender Offers—Withdrawal of Tenders”) prior to or at the applicable Withdrawal Deadline. Subject to applicable law, the Offerors may increase or decrease the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap without extending or reinstating withdrawal rights.</p> <p>Securities tendered after the applicable Withdrawal Deadline, but on or before the applicable Expiration Date, may not be withdrawn at any time, unless the applicable Withdrawal Deadline is extended by the applicable Offeror, in its sole discretion, or as otherwise required by law (as determined by the applicable Offeror).</p>

How to Tender Securities See “The Terms of the Tender Offers—Procedures for Tendering.” For further information, call the Tender and Information Agent at its telephone numbers set forth on the back cover of this Offer to Purchase or consult your custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance.

Extension; Amendment; Termination; and Conditions of the Tender Offers

The obligation of the Offerors to accept and pay for Securities in the Tender Offers is subject to the satisfaction or waiver of a number of conditions, including the Financing Condition (as defined below) and those other conditions set forth in “The Terms of the Tender Offers—Conditions of the Tender Offers.”

The Tender Offers are not conditioned upon the tender of any minimum principal amount of the Securities. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Securities validly tendered and accepted for purchase may be subject to proration as described herein. Subject to applicable law, the Offerors expressly reserve the right, in their sole discretion, to amend, extend or terminate a Tender Offer without amending, extending or terminating any other Tender Offer. If a Tender Offer is terminated at any time with respect to any series of Securities, the Securities of such series tendered pursuant to such Tender Offer will be promptly returned to the tendering Holders.

Financing Condition

In order to satisfy the Financing Condition, Allergan Funding SCS shall have issued and sold, in one or more capital markets financing transactions, on terms satisfactory to us, in our reasonable judgement, debt securities providing net proceeds at least equal to the Aggregate Maximum Tender Cap.

Untendered or Unpurchased Securities

The Offerors will return any tendered Securities that they do not accept for purchase to the tendering Holder without expense to the tendering Holder. Securities not tendered or otherwise not purchased pursuant to any of the Tender Offers will remain outstanding, although each of the issuers may redeem, in accordance with the terms of the indenture governing the Securities, any Securities that are not tendered in the Tender Offers. If a Tender Offer is consummated, the aggregate principal amount outstanding of each series of Securities that is purchased in part will be reduced. This may adversely affect the liquidity of and, consequently, the market price for the Securities of such series that remain outstanding after consummation of the applicable Tender Offer. See “Certain Significant Considerations for Holders.”

Other Purchases of Securities

The Offerors or their affiliates may from time to time, after completion of the applicable Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise, or any of the issuers may redeem Securities that are redeemable pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of

Securities than the terms of the applicable Tender Offer. Any future purchases by the Offerors will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Offerors may choose to pursue in the future.

U.S. Federal Income Tax

Considerations For a discussion of U.S. federal income tax considerations of the Tender Offers applicable to Holders of Securities, see “U.S. Federal Income Tax Considerations.”

Luxembourg Tax

Considerations For a discussion of Luxembourg tax considerations of the Tender Offers applicable to Holders of Securities, see “Luxembourg Tax Considerations.”

Dealer Managers The Lead Dealer Managers and the Co-Dealer Managers

Lead Dealer Managers Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. are serving as Lead Dealer Managers in connection with the Tender Offers.

Co-Dealer Managers Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc. and Mizuho Securities USA LLC are serving as Co-Dealer Managers in connection with the Tender Offers.

Tender and Information Agent Global Bondholder Services Corporation is serving as Tender and Information Agent in connection with the Tender Offers. Requests for additional copies of this Offer to Purchase or the related Letter of Transmittal should be directed to the Tender and Information Agent using the contact information appearing on the back cover of this Offer to Purchase.

Brokerage Commissions No brokerage commissions are payable by Holders to the Offerors, the Dealer Managers or the Tender and Information Agent.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Any statements made herein that are not statements of historical fact or that refer to estimated or anticipated future events are forward-looking statements. We have based our forward-looking statements on management's beliefs and assumptions based on information available to our management at the time these statements are made. Such forward-looking statements reflect our current perspective of our business, future performance, existing trends and information as of the date hereof. These include, but are not limited to, our beliefs about future revenue and expense levels and growth rates, prospects related to our strategic initiatives and business strategies, including the integration of, and synergies associated with, strategic acquisitions, express or implied assumptions about government regulatory action or inaction, anticipated product approvals and launches, business initiatives and product development activities, assessments related to clinical trial results, product performance and competitive environment, and anticipated financial performance. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "plan," "intend," "could," "would," "should," "estimate," "continue," or "pursue," or the negative or other variations thereof or comparable terminology, are intended to identify forward-looking statements. The statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. We caution the reader that these statements are based on certain assumptions, risks and uncertainties, many of which are beyond our control. In addition, certain important factors may affect our actual operating results and could cause such results to differ materially from those expressed or implied by forward-looking statements. We believe the risks and uncertainties discussed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2016, and other risks and uncertainties detailed herein and from time to time in our SEC filings, may cause our actual results to vary materially from those anticipated in any forward-looking statement. We disclaim any obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

As used in this section, "we," "us," or "our," shall be deemed to refer to the Company.

The following are some important factors that could cause our actual results to differ from our expectations in any forward-looking statements. For further discussion of certain of these factors, see Item 1A. Risk Factors in our Annual Report on Form 10-K.

- Global economic conditions could harm us.
- If we are unable to successfully develop or commercialize new products, our operating results will suffer.
- Our branded pharmaceutical expenditures may not result in commercially successful products.
- If generic products that compete with any of our branded pharmaceutical products are approved and sold, sales of our products will be adversely affected.
- The pharmaceutical industry is highly competitive and our future revenue growth and profitability are dependent on our timely development and launches of new products ahead of our competitors.
- If we are unable to adequately protect our technology or enforce our patents, our business could suffer.
- From time to time we may need to rely on licenses to proprietary technologies, which may be difficult or expensive to obtain.
- Third parties may claim that we infringe their proprietary rights and may prevent us from manufacturing and selling some of our products.

- Certain aspects of our operations are highly dependent upon third-party service providers.
- If we are unable to obtain sufficient supplies from key manufacturing sites or suppliers that in some cases may be the only source of finished products or raw materials, our ability to deliver our products to the market may be impeded.
- The design, development, manufacture and sale of our products involves the risk of product liability claims by consumers and other third parties, and insurance against such potential claims is expensive and may be difficult to obtain.
- Our business could suffer as a result of manufacturing difficulties or delays.
- Investigations of the calculation of average wholesale prices may adversely affect our business.
- We are subject to US federal and state healthcare fraud and abuse and health information privacy and security laws, and the failure to comply with such laws may adversely affect our business.
- Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.
- The supply of active pharmaceutical ingredients into Europe may be negatively affected by recent regulations promulgated by the European Union.
- Federal regulation of arrangements between manufacturers of branded and generic products could adversely affect our business.
- Healthcare reform and a reduction in the coverage and reimbursement levels by governmental authorities, Health Management Organizations, Managed Care Organizations or other third-party payers may adversely affect our business.
- Sales of our products may continue to be adversely affected by the continuing consolidation of our distribution network and the concentration of our customer base.
- Developments after a product reaches the market may adversely affect sales of our products.
- If we do not successfully integrate newly acquired businesses into our business operations, our business could be adversely affected.
- Any acquisitions of businesses, technologies, or products or other significant transactions could adversely affect our relationships with employees, vendors or key customers.
- If we are unsuccessful in our joint ventures and other collaborations, our operating results could suffer.
- We have incurred and will continue to incur significant transaction, integration and restructuring costs in connection with recent transactions, including our acquisitions of Legacy Allergan (as defined in our Annual Report on Form 10-K), LifeCell, and the sale of our generics business and certain other assets to Teva Pharmaceutical Industries Ltd.
- We could be liable for sales price adjustments relating to the Teva Transaction (as defined in our Annual Report on Form 10-K).

- Our operating results and financial condition may fluctuate.
- Our debt and other financial obligations could impair our financial condition and our ability to fulfill our debt obligations. Any refinancing of our debt could be at significantly higher interest rates.
- Significant balances of intangible assets, including product rights and goodwill acquired, are subject to impairment testing and may result in impairment charges, which will adversely affect our results of operations and financial condition.
- We may need to raise additional funds in the future which may not be available on acceptable terms or at all.
- The loss of our key personnel could cause our business to suffer.
- Substantial amounts of our information concerning our products, customers, employees and ongoing business are stored digitally and are subject to threats of theft, tampering, or other intrusion.
- Our business will continue to expose us to risks of environmental liabilities.
- Our foreign operations may become less attractive if political and diplomatic relations between the United States and any country where we conduct business operations deteriorates.
- Our global operations, particularly following our acquisitions including Legacy Allergan (as defined in our Annual Report on Form 10-K), expose us to risks and challenges associated with conducting business internationally.
- Our ordinary share dividend policy is subject to change and could adversely affect the price of our ordinary shares.
- Our share repurchase program may not enhance shareholder value.
- We have exposure to tax liabilities.
- We would be adversely affected if, either based on current law or in the event of a change in law, the Internal Revenue Service did not agree that we are a foreign corporation for US federal tax purposes. In addition, future changes to international tax laws not specifically related to inversions could adversely affect us.
- Foreign currency fluctuations could adversely affect our business and financial results.
- A failure of our internal control over financial reporting could materially impact our business or share price.
- We are incorporated in Ireland, and Irish law differs from the laws in effect in the United States and may afford less protection to, or otherwise adversely affect, our securityholders.
- As a result of different shareholder voting requirements in Ireland relative to laws in effect in certain states in the United States, we may have less flexibility with respect to certain aspects of capital management than companies organized in the United States.

- We are an Irish company and it may be difficult for you to enforce judgments against us or certain of our officers and directors.

The foregoing list sets forth many, but not all, of the factors that could impact the Company's ability to achieve results described in any forward-looking statements. Investors should understand that it is not possible to predict or identify all such factors and should not consider this list to be a complete statement of all potential risks and uncertainties.

CORPORATE INFORMATION

Each of Warner Chilcott Limited, Allergan Funding SCS, Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc. is an indirectly wholly owned subsidiary of Allergan plc.

Allergan plc (formerly known as Actavis plc) was incorporated in Ireland on May 16, 2013 as a private limited company and re-registered effective September 20, 2013 as a public limited company. It was established for the purpose of facilitating the business combination between Allergan Finance, LLC (formerly known as Actavis, Inc.) and Warner Chilcott plc (“Warner Chilcott”). On October 1, 2013, pursuant to the transaction agreement dated May 19, 2013 among Allergan Finance, LLC, Warner Chilcott, Actavis plc (now known as Allergan plc), Actavis Ireland Holding Limited, Actavis W.C. Holding LLC (now known as Actavis W.C. Holding Inc.) and Actavis W.C. Holding 2 LLC (now known as Actavis W.C. Holding 2 Inc.), (i) Watson Pharmaceuticals, Inc. acquired Warner Chilcott (the “Warner Chilcott Acquisition”) pursuant to a scheme of arrangement under Section 201, and a capital reduction under Sections 72 and 74, of the Irish Companies Act of 1963, where each Warner Chilcott ordinary share was converted into 0.160 of an Allergan plc ordinary share (the “Company Ordinary Shares”), or \$5,833.9 million in equity consideration, and (ii) Actavis W.C. Holding 2 Inc. merged with and into Allergan Finance, LLC, with Allergan Finance, LLC. as the surviving corporation in the merger (the “Merger” and, together with the Warner Chilcott Acquisition, the “Warner Chilcott Transactions”). Following the consummation of the Warner Chilcott Transactions, Allergan Finance, LLC and Warner Chilcott became wholly-owned subsidiaries of Allergan plc. Each of Allergan Finance, LLC’s common shares was converted into one Company Ordinary Share. Effective October 1, 2013, through a series of related-party transactions, Allergan plc contributed its indirect subsidiaries, including Allergan Finance, LLC, to its subsidiary Warner Chilcott Limited.

PURPOSE OF THE TENDER OFFERS

The Offerors are making the Tender Offers as a part of a refinancing of the existing debt of the issuers of the Securities. Securities purchased in the Tender Offers will be retired and cancelled.

THE TERMS OF THE TENDER OFFERS

General

Upon the terms and subject to the conditions of each of the individual offers to purchase described in this Offer to Purchase, the related Letter of Transmittal and any amendments or supplements to the foregoing, the Offerors hereby offer to purchase for cash, subject to Acceptance Priority Levels, up to an aggregate principal amount of each series of Securities that will not result in an aggregate principal amount of Securities of that series accepted for purchase in the related Tender Offer exceeding the applicable Maximum Tender SubCap, provided that the total aggregate principal amount of Securities purchased in the Tender Offers will not exceed the Aggregate Maximum Tender Cap. The Total Consideration or Late Tender Offer Consideration, as applicable, per \$1,000 principal amount of Securities validly tendered and accepted for purchase pursuant to the Tender Offers is discussed below under “—Total Consideration and Late Tender Offer Consideration.” In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, the Offerors will pay Accrued Interest on purchased Securities from the applicable last interest payment date up to, but not including, the applicable Early Settlement Date or Final Settlement Date, as applicable. Under no circumstances will any interest be payable because of any delay in the transmission of funds to Holders by DTC.

The Tender Offers are open to all registered Holders of the Securities. The Offerors’ obligation to accept for purchase and to pay for Securities in the applicable Tender Offer is subject to the satisfaction or waiver of the conditions, including the Financing Condition, discussed below under “—Conditions of the Tender Offers.” The Tender Offers are not conditioned upon the tender of any minimum principal amount of the Securities. **For more information regarding the Maximum Tender SubCaps and proration, see “—Tender Offers: Aggregate Maximum Tender Cap; Maximum Tender SubCaps; Acceptance Priority Levels; and Proration” below.**

The Tender Offers will commence on May 10, 2017 and will expire on the applicable Expiration Date. No tenders of Securities will be valid if submitted after the applicable Expiration Date. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting the applicable Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline or deadlines.

If you validly tender your Securities prior to the applicable Withdrawal Deadline for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to or at such Withdrawal Deadline. After such time, you may not withdraw your Securities unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Offeror, in its sole discretion, may extend a Withdrawal Deadline with respect to a Tender Offer for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

The Tender Offers may be terminated or withdrawn, subject to compliance with applicable law. The Offerors reserve the right, subject to applicable law, to (i) waive any and all conditions to the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease any of the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap, or (iv) otherwise amend any of the Tender Offers in any respect.

If an Offeror makes a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, the Offeror will disseminate additional materials related to such Tender Offer and extend such Tender Offer to the extent required by law. In addition, the Offeror may, if it deems appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof. The announcement in the case of an extension of a Tender Offer will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. Without limiting the manner in which an Offeror may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Offeror will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. For additional information, see “— Extension, Amendment or Termination of the Tender Offers.”

None of the Offerors or their affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to any Securities is making any recommendation as to whether Holders should tender any Securities in response to any of the Tender Offers, and none of the Offerors or any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

Total Consideration and Late Tender Offer Consideration

The applicable Total Consideration offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be calculated in accordance with standard market practice, as described on Schedule A hereto, so as to result in a price as of the applicable Final Settlement Date (or Early Settlement Date, if applicable) based on a yield to the applicable par call or maturity date for a series of Securities equal to the sum of:

- the yield to maturity on the applicable Reference Security, calculated in accordance with standard market practice, based on the bid-side price of the applicable Reference Security set forth for such series of Securities on the front cover of this Offer to Purchase, as quoted on the applicable Reference Page at 11:00 a.m., New York City time, at the applicable Price Determination Date, *plus*
- the applicable Fixed Spread set forth for such series of Securities on the front cover of this Offer to Purchase.

This sum is referred to in this Offer to Purchase as the Repurchase Yield. Specifically, the Total Consideration offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase will equal:

- the present value per \$1,000 principal amount of all remaining payments of principal and interest to the applicable par call or maturity date on such series of Securities, discounted to the applicable Final Settlement Date (or Early Settlement Date, if applicable) in accordance with the formula set forth on Schedule A hereto, at a discount rate equal to the applicable Repurchase Yield, *minus*
- Accrued Interest up to, but not including, the applicable Final Settlement Date (or Early Settlement Date, if applicable) per \$1,000 principal amount of such series of Securities.

Each series of Securities (other than the 3.375% notes due September 2020 issued by Allergan, Inc.) has a par call date prior to maturity. For each series of Securities that has a par call date, if the applicable Total Consideration determined above is less than \$1,000 per \$1,000 principal amount of such series of Securities based on a present value calculation determined based on the applicable par call date, then the applicable Total Consideration will be based on the maturity date and not the par call date for such series of Securities.

The Early Tender Payment is applicable to each series of Securities. Subject to the terms and conditions described in this Offer to Purchase, including the Aggregate Maximum Tender Cap, Maximum Tender SubCaps, Acceptance Priority Levels and proration procedures, if a Holder validly tenders its Securities pursuant to a Tender Offer prior to or at the applicable Early Tender Date and such Holder's Securities are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 principal amount of its tendered Securities. The Total Consideration for the Securities, as calculated using the applicable Fixed Spread, is inclusive of the Early Tender Payment and will be determined taking into account the applicable par call date for each series of Securities, if any, as described herein. If a Holder validly tenders its Securities pursuant to a Tender Offer after the applicable Early Tender Date, but prior to or at the applicable Expiration Date, and such Holder's Securities are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration *minus* the Early Tender Payment, for each \$1,000 principal amount of its tendered Securities.

In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will also receive Accrued Interest from the applicable last interest payment date up to, but not including, the applicable Early Settlement Date or Final Settlement Date, as applicable, payable on such date.

Because the consideration applicable to the Tender Offers is based on a fixed spread pricing formula linked to the yield on the applicable Reference Security, the actual amount of consideration that may be received by a tendering Holder pursuant to the Tender Offers will be affected by changes in such yield during the term of the applicable Tender Offer prior to the applicable Price Determination Date. After the applicable Price Determination Date, when the consideration applicable to a Tender Offer is no longer linked to the yield on the applicable Reference Security, the actual amount of cash that may be received by a tendering Holder pursuant to such Tender Offer will be known, and Holders will be able to ascertain the Total Consideration or Late Tender Offer Consideration, as applicable, that would be received by all tendering Holders whose Securities are accepted for purchase pursuant to such Tender Offer in the manner described above.

In the event of any dispute or controversy regarding the (i) Total Consideration or Late Tender Offer Consideration, as applicable, (ii) Reference Yield, (iii) Repurchase Yield or (iv) amount of Accrued Interest for Securities tendered and accepted for purchase pursuant to any Tender Offer, the applicable Offeror's determination shall be conclusive and binding, absent manifest error.

Prior to 11:00 a.m., New York City time, on the applicable Price Determination Date, Holders may obtain a hypothetical quote of the yield of the applicable Reference Security (calculated as of a then-recent time) and the resulting hypothetical Total Consideration or Late Tender Offer Consideration, as applicable, by contacting any of the Dealer Managers at their respective telephone numbers set forth on the back cover of this Offer to Purchase. In addition, as soon as practicable after the applicable Price Determination Date, but in any event no later than 9:00 a.m., New York City time, on the next business day, the applicable Offeror will publicly announce the pricing information by press release, if applicable.

Effect of Par Call on Certain Total Consideration Amounts

Each series of Securities identified below may be redeemed at par on or after the date indicated in the table below. Such date will be used in determining the Total Consideration of each such series of Securities, unless the applicable Total Consideration determined based on the applicable par call date is less than \$1,000 per \$1,000 principal amount of such series of Securities, in which case the applicable Total Consideration will be determined based on the maturity date and not the par call date for such series of Securities.

Title of Security	Maturity Date	Par Call Date
4.875% notes due February 2021	02/15/21	11/17/2020

4.625% notes due October 2042	10/01/2042	04/01/2042
4.375% notes due February 2019	02/01/2019	11/03/2018
4.750% notes due March 2045	03/15/2045	09/15/2044
4.850% notes due June 2044	06/15/2044	12/15/2043
4.550% notes due March 2035	03/15/2035	09/15/2034
3.250% notes due October 2022	10/01/2022	07/01/2022

Tender Offers: Early Tender Date; Price Determination Date; Expiration Date; Extensions; Amendments

The Early Tender Date for the Tender Offers is 5:00 p.m., New York City time, on May 23, 2017, unless extended with respect to a Tender Offer, in which case the Early Tender Date will be such date to which the Early Tender Date is extended. The Price Determination Date for the Tender Offers is 11:00 a.m., New York City time, on May 24, 2017, unless extended with respect to a Tender Offer, in which case the Price Determination Date will be such date to which the Price Determination Date is extended. The Expiration Date for the Tender Offers is 11:59 p.m., New York City time, on June 7, 2017, unless extended with respect to a Tender Offer, in which case the Expiration Date will be such date to which the Expiration Date is extended. The Offerors, in their sole discretion, may extend the Early Tender Date, Price Determination Date or Expiration Date in respect of one or more Tender Offers or otherwise amend a Tender Offer for any purpose, including to permit the satisfaction or waiver of any or all conditions of such Tender Offer. To extend the Early Tender Date, Price Determination Date, Expiration Date or otherwise amend a Tender Offer, the applicable Offeror will notify the Tender and Information Agent and will make a public announcement thereof as promptly as practicable. In the case of an extension of the Expiration Date, an announcement will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. Such announcement will specify whether the applicable Offeror is extending a Tender Offer for a specified period or on a daily basis. Without limiting the manner in which an Offeror may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Offeror will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

Tender Offers: Aggregate Maximum Tender Cap; Maximum Tender SubCaps; Acceptance Priority Levels; and Proration

The Aggregate Maximum Tender Cap is \$2,000,000,000. The Maximum Tender SubCaps for each Tender Offer, if any, are set forth in the table on the front cover of this Offer to Purchase. There is no Maximum Tender SubCap applicable to the 4.550% notes due March 2035, the 3.375% notes due September 2020 or the 3.250% notes due October 2022. Subject to applicable law, the Offerors reserve the right to increase or decrease any of the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap in their sole discretion without extending the Withdrawal Deadline.

If the aggregate principal amount of Securities of a series validly tendered exceeds the applicable Maximum Tender SubCap (or, together with validly tendered Securities with a higher Acceptance Priority Level (up to the applicable Maximum Tender SubCaps of such Securities), exceeds the Aggregate Maximum Tender Cap), the amount of such Securities purchased will be determined on a prorated basis using a single proration rule applicable equally to the Securities of that series.

Subject to the Aggregate Maximum Tender Cap, Maximum Tender SubCaps and proration, all Securities validly tendered at or prior to the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered at or prior to the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers (with 1 being the highest Acceptance Priority level and 8 being the lowest Acceptance Priority Level), and all Securities validly tendered after the Early Tender Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered after the Early Tender Date having a lower Acceptance Priority Level are accepted in the Tender Offers. However, subject to the Aggregate

Maximum Tender Cap and Maximum Tender SubCaps, Securities validly tendered at or prior to the Early Tender Date will be accepted for purchase in priority to other Securities validly tendered after the Early Tender Date, even if such Securities validly tendered after the Early Tender Date have a higher Acceptance Priority Level than Securities validly tendered at or prior to the Early Tender Date.

When proration of a series of tendered Securities is required, the aggregate principal amount of Securities tendered by a Holder in that series will be multiplied by the proration rate and then rounded down to the nearest \$1,000 increment. The proration rate used will be that percentage, such that the aggregate principal amount of Securities of a series that are accepted for purchase in such Tender Offer comes nearest to but does not exceed the lower of (1) the applicable Maximum Tender SubCap and (2) the maximum principal amount of Securities of such series that may be accepted for purchase in accordance with the Acceptance Priority Levels without exceeding the Aggregate Maximum Tender Cap. If after applying the proration rate as described above, the Holder is entitled to a credit or return of a portion of its tendered Securities of a series that is less than the authorized denomination for such series as set forth under “—Procedures for Tendering—Minimum Tender Denomination; Partial Tenders” below, then all or none (at the applicable Offeror’s sole discretion) of the Securities of such series tendered by the Holder will be accepted without proration. In no event will the aggregate principal amount of a series of Securities purchased pursuant to a Tender Offer exceed the applicable Maximum Tender SubCap, and in no event will the aggregate principal amount of all series of Securities purchased pursuant to the Tender Offers exceed the Aggregate Maximum Tender Cap. If proration of a series of tendered Securities is required, the Offerors will determine the final proration rate as soon as practicable after the Early Tender Date or the Expiration Date, as applicable, and will announce the results of proration on such Tender Offer by press release.

Any tendered Securities not accepted for purchase will be promptly credited to such Holder’s account with DTC or otherwise returned to the Holder without cost.

If the principal amount of any series of Securities validly tendered prior to or at the Early Tender Date exceeds the Maximum Tender SubCap for such series, we will not accept any Securities of such series tendered after the Early Tender Date unless we increase the Maximum Tender SubCap for such series, subject to the Acceptance Priority Levels and the Aggregate Maximum Tender Cap.

Securities tendered after the Early Tender Date but prior to or at the Expiration Date will be eligible for purchase only if and to the extent that the aggregate principal amount of any series of Securities that is validly tendered and accepted for purchase in the Tender Offer as of the Early Tender Date is less than the Maximum Tender SubCap for such series, subject to the Acceptance Priority Levels and the Aggregate Maximum Tender Cap.

Source of Funds

The Offerors expect to pay for the Securities purchased in the Tender Offers through an issuance of debt securities by Allergan Funding SCS (“Allergan Funding”), the proceeds of which will be used by Allergan Funding to, and loaned by Allergan Funding on an intercompany basis to Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc., to be used to satisfy their obligations to purchase Securities accepted in the Tender Offers. This Offer to Purchase is not an offer to sell or the solicitation of an offer to purchase with respect to any such debt securities. We reserve the right, but are under no obligation, to increase the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap in respect of the Tender Offers at any time, subject to applicable law. If we increase one or more Tender Offer SubCaps without a corresponding increase of the Aggregate Maximum Tender Cap, it is possible that we will purchase Securities of a series in an aggregate principal amount that is lower than the applicable Maximum Tender SubCap even if Securities of such series in an aggregate principal amount equal to or exceeding such Maximum Tender SubCap have been validly tendered. We expect to fund the purchase price of any incremental Securities purchased using cash on hand, commercial paper and other sources of liquidity.

Conditions of the Tender Offers

Notwithstanding any other provision of the Tender Offers and in addition to (and not in limitation of) the Offerors' right to extend or amend any Tender Offer, the Offerors shall not be required to accept for purchase, purchase or pay for, and may delay acceptance for purchase of, any tendered Securities, subject to Rule 14e-1(c) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and may terminate any Tender Offer, if, before such time any Securities have been accepted for purchase pursuant to such Tender Offer, the Financing Condition (as defined below) shall not have been satisfied or waived, or any of the following events or conditions exist or shall occur and remain in effect or shall be determined by the Offerors in their sole judgment to exist or to have occurred:

- (i) any general suspension of trading in, or limitation on prices for, trading in securities in the United States securities or financial markets or any other significant adverse change in the United States securities or financial markets, (ii) any significant changes in the prices for the Securities, (iii) a material impairment in the trading market for debt securities generally, (iv) a declaration of a banking moratorium or any suspension of payments in respect of banks in the United States (whether or not mandatory), (v) any limitation (whether or not mandatory) by any governmental authority on, or other event that, in the sole judgment of the Offerors, might affect the nature or extension of credit by banks or other lending institutions in the United States, (vi) any attack on, outbreak or escalation of hostilities, acts of terrorism or any declaration of a national emergency, commencement of war, armed hostilities or other national or international crisis directly or indirectly involving the United States or (vii) any significant adverse change in the United States currency exchange rates or securities or financial markets generally or, in the case of any of the foregoing existing on the date hereof, a material acceleration, escalation or worsening thereof;
- the existence of an order, statute, rule, regulation, executive order, stay, decree, judgment or injunction that shall have been enacted, entered, issued, promulgated, enforced or deemed applicable by any court or governmental, regulatory or administrative agency or instrumentality that, in the sole judgment of the Offerors, would or would be reasonably likely to prohibit, prevent or materially restrict or delay the consummation of any Tender Offer or that is, or is reasonably likely to be, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of the Company or its subsidiaries or would materially impair the contemplated benefits of any Tender Offer or be material to Holders of Securities in deciding whether to accept any Tender Offer;
- any instituted or pending action or proceeding before or by any court or governmental, regulatory or administrative agency or instrumentality, or by any other person, that challenges the making of any Tender Offer or is reasonably likely to directly or indirectly prohibit, prevent, restrict or delay the consummation of any Tender Offer or otherwise adversely affect any Tender Offer in any material manner;
- the existence of any other actual or threatened legal impediment (including a default under an agreement, indenture or other instrument or obligation to which the Company or any of its affiliates is a party or by which the Company or any of its affiliates is bound) to any Tender Offer or any other circumstances that would materially adversely affect the transactions contemplated by any Tender Offer, or the contemplated benefits to the Company or its affiliates of any Tender Offer;
- the actual or prospective occurrence of any event or events that, in the sole judgment of the Offerors, could prevent, restrict or delay consummation of any Tender Offer or materially impair the contemplated benefits of any Tender Offer to the applicable Offeror or its affiliates; or

- any change or development, including any prospective change or development, that in the sole judgment of the Offerors, has or may have a material adverse effect on the Company, the market price of the Securities or the value of the Securities to the Company.

The “Financing Condition” means that Allergan Funding SCS shall have issued and sold, in one or more capital markets financing transactions, on terms satisfactory to us, in our reasonable judgement, debt securities providing net proceeds at least equal to the Aggregate Maximum Tender Cap.

A registration statement relating to certain securities of Allergan Funding, including debt securities, is expected to be filed with the Securities and Exchange Commission. This Offer to Purchase is not an offer to sell or the solicitation of an offer to purchase with respect to any such debt securities.

The conditions described above are solely for the Offerors’ benefit and may be asserted by the Offerors regardless of the circumstances giving rise to any such condition, including any action or inaction by the Offerors, and may be waived by the Offerors, in whole or in part, at any time and from time to time prior to the applicable Expiration Date. The Offerors’ failure at any time to exercise any of their rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time.

The Tender Offers are not conditioned upon the tender of any minimum principal amount of the Securities. The Offerors reserve the right to increase or decrease any of the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap in its sole discretion, subject to compliance with applicable law. We may also seek to redeem or repay any of our other outstanding indebtedness. As of the date of this Offer to Purchase, we are not obligated to undertake any such redemption or repayment under the documentation governing such indebtedness.

Extension, Amendment or Termination of the Tender Offers

The Offerors expressly reserve the right, subject to applicable law, to:

- delay accepting Securities, extend any Expiration Date, Price Determination Date, Withdrawal Deadline or Early Tender Date, or terminate one or more of the Tender Offers and not accept Securities, as to any or all series of Securities; and
- amend, modify or waive at any time, or from time to time, the terms of one or more of the Tender Offers in any respect, including waiving any conditions to the consummation of one or more of the Tender Offers.

If the Offerors exercise any such right with respect to any Tender Offer, the applicable Offeror will give written notice thereof to the Tender and Information Agent and will make a public announcement thereof as promptly as practicable. Such announcement in the case of an extension of any Expiration Date will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date.

The minimum period during which a Tender Offer will remain open following material changes in the terms or in the information concerning a Tender Offer will depend upon applicable law, and in particular Rule 14e-1 promulgated under the Exchange Act, and the facts and circumstances of such change, including the relative materiality of the change. If any of the terms of a Tender Offer are amended in a manner determined by the Offerors to constitute a material change adversely affecting any Holder, the applicable Offeror will promptly disclose any such amendment in a manner reasonably calculated to inform Holders of such amendment, and the applicable Offeror will extend such Tender Offer for a time period that the Offeror deems appropriate, depending upon the significance of the amendment and the manner of disclosure to Holders.

Subject to applicable law, the Offerors expressly reserve the right, in their sole discretion, to amend, extend or terminate one or more Tender Offers. If a Tender Offer is terminated at any time, the Securities tendered pursuant to such Tender Offer will be promptly returned to the tendering Holders.

Procedures for Tendering

General

The following summarizes the procedures to be followed by all Holders in tendering their Securities. The tender by a Holder pursuant to the procedures set forth herein will constitute an agreement between such Holder and the applicable Offeror in accordance with the terms and subject to the conditions set forth in this Offer to Purchase and the related Letter of Transmittal.

How to Tender Securities

All Securities are held in book-entry form. Any beneficial owner whose Securities are held in book-entry form through a custodian bank, broker, dealer, commercial bank, trust company or other nominee and who wishes to tender Securities should contact such custodian bank, broker, dealer, commercial bank, trust company or other nominee promptly and instruct such nominee to submit instructions on such beneficial owner's behalf. In some cases, the custodian bank, broker, dealer, commercial bank, trust company or other nominee may request submission of such instructions on a beneficial owner's instruction form. Please check with your nominee to determine the procedures for such firm.

To tender Securities that are held through DTC, DTC participants must electronically transmit their acceptance through ATOP (and thereby tender Securities) or deliver to the Tender and Information Agent a properly completed Letter of Transmittal duly executed by such DTC participant, together with any other documents required by the Letter of Transmittal, and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent.

Any acceptance of an Agent's Message (as defined below) transmitted through ATOP is at the election and risk of the person transmitting such Agent's Message and delivery will be deemed made only when actually received by the Tender and Information Agent. Any acceptance of a tender by Letter of Transmittal is at the election and risk of the person transmitting such Letter of Transmittal and delivery will be deemed made only when the Letter of Transmittal is actually received by the Tender and Information Agent and the related Agent's Message for the book-entry transfer of the Securities being tendered is actually received by the Tender and Information Agent. No documents should be sent to the Offerors, the trustee or the Dealer Managers.

By tendering Securities pursuant to the Tender Offers, the Holder will be deemed to have represented and warranted as to the matters provided herein and in the Letter of Transmittal, including that such Holder has full power and authority to tender, sell, assign and transfer the Securities tendered thereby and that when such Securities are accepted for purchase and paid for by the applicable Offeror, the Offeror will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. If a Holder tenders less than all of the Securities of a particular series owned by such Holder, the Holder will also be deemed to have represented and warranted that, immediately following such tender, such Holder beneficially owns Securities of such series in an aggregate principal amount of at least the authorized denomination. The Holder will also be deemed to have agreed to, upon request, execute and deliver any additional documents deemed by the Tender and Information Agent or by the Offeror to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered thereby and that the Holder is otherwise accepting the applicable Tender Offer upon the terms and subject to the conditions set forth in this Offer to Purchase and the Letter of Transmittal.

By tendering Securities pursuant to the Tender Offers, the Holder will be deemed to have agreed that the delivery and surrender of the Securities is not effective, and the risk of loss of the Securities does not pass to the Tender and Information Agent, until receipt by the Tender and Information Agent of a properly transmitted Agent's Message together with all accompanying evidences of authority and any other required documents (including a properly completed and executed Letter of Transmittal if a tender is not made using ATOP) in a form satisfactory to the applicable Offeror. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by the Offerors, in their sole discretion, which determination shall be final and binding.

The Tender and Information Agent will establish an account with respect to the Securities at DTC for purposes of the Tender Offers, and any financial institution that is a participant in DTC may make book-entry delivery of Securities by causing DTC to transfer such Securities into the Tender and Information Agent's account in accordance with DTC's procedures for such transfer. However, although delivery of Securities may be effected through book-entry transfer into the Tender and Information Agent's account at DTC, an Agent's Message, and any other required documents, must, in any case, be transmitted to and received by the Tender and Information Agent at its address set forth on the back cover of this Offer to Purchase prior to or at the applicable Early Tender Date in order to be eligible to receive the Total Consideration, or prior to or at the applicable Expiration Date in order to be eligible to receive the Late Tender Offer Consideration. The confirmation of a book-entry transfer into the Tender and Information Agent's account at DTC as described above is referred to herein as a "Book-Entry Confirmation." **Delivery of documents to DTC does not constitute delivery to the Tender and Information Agent.**

The term "Agent's Message" means a message transmitted by DTC to, and received by, the Tender and Information Agent and forming a part of the Book-Entry Confirmation, which states that DTC has received an express and unconditional acknowledgment from the participant in DTC described in such Agent's Message, stating (i) the aggregate principal amount of Securities that have been tendered by such participant pursuant to the Tender Offers, (ii) that such participant has received the Offer to Purchase and the Letter of Transmittal and agrees to be bound by the terms of the Tender Offers as described in this Offer to Purchase and the Letter of Transmittal, and (iii) that the Offeror may enforce such agreement against such participant.

Holders desiring to tender Securities must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC prior to the applicable Expiration Date or the Early Tender Date, as the case may be.

Signature Guarantees on Letter of Transmittal

Signatures on a Letter of Transmittal must be guaranteed by a recognized participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchanges Medallion Program (each, a "Medallion Signature Guarantor"), unless the Securities tendered thereby are tendered and delivered (i) by a participant in DTC whose name appears on a security position listing as the owner of such Securities who has not completed any of the boxes entitled "Special Payment Instructions" or "Special Delivery Instructions" on a Letter of Transmittal, or (ii) for the account of a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, Inc. or a commercial bank or trust company having an office or correspondent in the United States (each of the foregoing being referred to as an "Eligible Institution"). Without limiting the foregoing, unless Securities are tendered by an Eligible Institution, (i) if the signer of a Letter of Transmittal is a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, (ii) if the payment of the Total Consideration or the Late Tender Offer Consideration, as applicable, plus Accrued Interest is being made to a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, or (iii) Securities not accepted for purchase or not tendered are to be returned to a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, then the signature on a Letter of Transmittal accompanying the tendered Securities must be guaranteed by a Medallion Signature Guarantor as described above.

Beneficial owners whose Securities are registered in the name of a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact such custodian bank, broker, dealer, commercial bank, trust company or other nominee if they desire to tender Securities so registered.

No Guaranteed Delivery

We have not provided guaranteed delivery provisions in connection with the Tender Offers. Securities being tendered and any Agent's Message or Letter of Transmittal, as applicable, must be delivered to the Depository in accordance with the procedures described above, on or prior to the Early Participation Date (in order for you to receive the Total Consideration) or after that date and on or prior to the Expiration Date (in order for you to receive the Late Tender Offer Consideration).

Minimum Tender Denomination; Partial Tenders

Securities may be tendered only in principal amounts equal to the authorized denomination of \$2,000 and any integral multiple of \$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Securities must continue to hold Securities in the minimum authorized denomination of \$2,000 principal amount.

If the entire principal amount of the Securities is not tendered or not accepted for purchase, the principal amount of such Securities not tendered or not accepted for purchase will be returned by credit to the account at DTC designated in the Agent's Message or Letter of Transmittal, unless otherwise requested by such Holder.

Other Matters

Notwithstanding any other provision of the Tender Offers, payment of the Total Consideration or Late Tender Offer Consideration, as applicable, plus Accrued Interest in exchange for Securities tendered and accepted for purchase pursuant to the Tender Offers will occur only after timely compliance with the procedures for tender specified in this Offer to Purchase. Tenders of Securities pursuant to the procedures described above, and acceptance thereof by the Offerors, will constitute a binding agreement between the tendering Holder and the applicable Offeror upon the terms and subject to the conditions of the applicable Tender Offer as set forth in this Offer to Purchase and in the related Letter of Transmittal. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the Offerors, in their sole discretion, the determination of which shall be final and binding. **Alternative, conditional or contingent tenders will not be considered valid.** The Offerors reserve the right, in their sole discretion, to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in its opinion, be unlawful. The Offerors also reserve the right, in their sole discretion, to waive any defects, irregularities or conditions of tender as to particular Securities or to grant Holders an opportunity to cure any defect or irregularity in connection with tenders within such time as it determines. A waiver of one defect does not obligate waivers of other defects. Tenders of Securities shall not be deemed to have been made until all defects and irregularities have been waived by the applicable Offeror or cured. None of the Offerors, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities or will incur any liability to Holders for failure to give any such notice. The Offerors' interpretations of the terms and conditions of the Tender Offers will be final and binding.

Compliance with "Short Tendering" Rule in the Tender Offers

It is a violation of Rule 14e-4 promulgated under the Exchange Act for any person acting alone or in concert with others, directly or indirectly, to tender Securities in a partial tender offer for such person's own account unless at the time of tender and at the applicable Expiration Date such person has a "net long position" in the Securities that is equal to or greater than the amount tendered and will deliver or cause to be delivered such

Securities for the purpose of tendering to the applicable Offeror within the period specified in the applicable Tender Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of Securities in the Tender Offers made pursuant to any method of delivery set forth herein will constitute the tendering Holder's representation and warranty to the applicable Offeror that (a) such Holder has a "net long position" in Securities at least equal to the Securities being tendered within the meaning of Rule 14e-4, and (b) such tender of Securities complies with Rule 14e-4.

Acceptance of Securities for Purchase; Payment for Securities

Subject to the terms and conditions of the Tender Offers, the Offerors will accept for purchase, and pay for, up to an aggregate principal amount of each series of Securities, subject to the Aggregate Maximum Tender Cap and Acceptance Priority Levels, that will not exceed the applicable Maximum Tender SubCap, upon the satisfaction or waiver of the conditions to the Tender Offers specified under "— Conditions of the Tender Offers." The Offerors will promptly pay for the Securities accepted for purchase in connection with the Tender Offers on the applicable Final Settlement Date (or Early Settlement Date, if applicable).

The Offerors expressly reserve their rights, in their sole discretion, but subject to applicable law, to (1) delay acceptance for purchase of Securities tendered pursuant to a Tender Offer or the payment for Securities accepted for purchase (subject to Rule 14e-1 under the Exchange Act, which requires that the Offerors pay the consideration offered or return Securities deposited by or on behalf of the Holders promptly after the termination or withdrawal of the applicable Tender Offer), or (2) terminate a Tender Offer at any time prior to acceptance. For purposes of the Tender Offers, the Offerors will be deemed to have accepted for purchase validly tendered Securities (or defectively tendered Securities with respect to which it has waived such defect) if, as and when the Offerors give oral (promptly confirmed in writing) or written notice thereof to the Tender and Information Agent.

The Offerors will pay for Securities accepted for purchase in the Tender Offers by depositing such payment in cash directly with DTC. Payment by the Offerors shall for all purposes be deemed to have been completed upon its deposit with DTC of the Total Consideration and Late Tender Offer Consideration, as applicable, plus Accrued Interest. Under no circumstances will any Offeror pay interest on the applicable Total Consideration or Late Tender Offer Consideration by reason of any delay on the part of DTC in making payment to Holders.

If, for any reason, acceptance for purchase of, or payment for, validly tendered Securities pursuant to the Tender Offers is delayed, or the applicable Offeror is unable to accept for purchase or to pay for validly tendered Securities pursuant to the applicable Tender Offer, then the Tender and Information Agent may, nevertheless, on behalf of the applicable Offeror, retain the tendered Securities, without prejudice to the rights of the Offeror described under "—Procedures for Tendering" and "—Conditions of the Tender Offers" above and "—Withdrawal of Tenders" below, but subject to Rule 14e-1 under the Exchange Act, which requires that the Offeror pay the consideration offered or return the Securities tendered promptly after the termination or withdrawal of the applicable Tender Offer.

If any tendered Securities are not accepted for purchase for any reason pursuant to the terms and conditions of the Tender Offers, such Securities will be promptly credited to an account maintained at DTC or otherwise returned without cost to the tendering Holders.

The Offerors may transfer or assign, in whole or from time to time in part, to one or more of their affiliates or any third party the right to purchase any or all of the Securities tendered pursuant to the Tender Offers, but any such transfer or assignment will not relieve any Offeror of its obligations under the Tender Offers and will in no way prejudice the rights of tendering Holders to receive payment for Securities validly tendered and accepted for purchase pursuant to the Tender Offers.

Except as provided in the Letter of Transmittal, tendering Holders of Securities purchased in the Tender Offers will not be obligated to pay brokerage commissions or fees to the Dealer Managers, the Tender and Information Agent, or the Offerors or to pay transfer taxes with respect to the purchase of their Securities. Holders should check with their own brokers to determine if they will assess a fee (such fees, if any, will be payable by the Holders). The Offerors will pay all other charges and expenses in connection with the Tender Offers. See “Dealer Managers and Tender and Information Agent.”

Withdrawal of Tenders

Tenders of Securities made prior to the applicable Withdrawal Deadline may be validly withdrawn at any time prior to or at the applicable Withdrawal Deadline, but not thereafter. Securities tendered at or after the applicable Withdrawal Deadline may not be withdrawn at any time, unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Offeror, in its sole discretion, may extend a Withdrawal Deadline with respect to the applicable Tender Offer for any purpose.

Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the Early Tender Date or the Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase. Subject to applicable law, the Offerors may increase or decrease the Maximum Tender SubCaps or the Aggregate Maximum Tender Cap without extending or reinstating withdrawal rights.

For a withdrawal of a tender of Securities to be effective, the Tender and Information Agent must receive a written or facsimile transmission notice of withdrawal or a properly transmitted “Request Message” through ATOP prior to or at the applicable Withdrawal Deadline. Any such notice of withdrawal must (a) specify the name of the person who tendered the Securities to be withdrawn (or, if tendered by book-entry transfer, the name of the participant in the book-entry transfer facility whose name appears on the security position listing as the owner of such Securities), (b) contain the description of the Securities to be withdrawn and the aggregate principal amount represented by such Securities, (c) if other than a notice transmitted through ATOP, be signed by the Holder of such Securities in the same manner as the original signature on the Letter of Transmittal by which such Securities were tendered (including any required signature guarantees), or be accompanied by (x) documents of transfer sufficient to have the trustee for such Securities register the transfer of the Securities into the name of the person withdrawing such Securities and (y) a properly completed irrevocable proxy authorizing such person to effect such withdrawal on behalf of such Holder, and (d) specify the name in which such Securities are to be registered if different from the person who tendered such Securities pursuant to such documents of transfer (or, in the case of Securities transferred by book-entry transfer, the name and number of the account at the book-entry transfer facility to be credited with withdrawn Securities).

A withdrawal of Securities may only be accomplished if done so prior to or at the applicable Withdrawal Deadline and in accordance with the foregoing procedures.

Holders of Securities tendered after the applicable Early Tender Date but prior to or at the applicable Expiration Date will not be eligible to receive the applicable Total Consideration; rather, if their Securities are validly tendered and accepted for purchase, Holders of Securities tendered after the applicable Early Tender Date will be eligible to receive the applicable Late Tender Offer Consideration.

Withdrawal Rights and the Tender SubCaps

Subject to applicable law, the Offerors may increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap in their sole discretion and are not required to extend the Withdrawal Deadline in connection with any such increase or decrease. Increasing a Maximum Tender SubCap for a series will increase the

amount of Securities of such series that may be accepted for purchase by the applicable Offeror, subject to the Aggregate Maximum Tender Cap, the Acceptance Priority Levels and proration. If Holders tender more Securities in a Tender Offer than they expect to be accepted for purchase by the applicable Offeror based on the applicable Maximum Tender SubCap or Aggregate Maximum Tender Cap and the Offeror subsequently increases such Maximum Tender SubCap on or after the applicable Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Securities. **Accordingly, Holders should not tender any Securities that they do not wish to be accepted for purchase.**

The Offerors will not be able to definitively determine whether any Tender Offer is oversubscribed or what the effects of the Acceptance Priority Levels or proration may be with respect to the Securities until after the Early Tender Date or the Expiration Date have passed, as applicable. Therefore you will not be able to withdraw tenders of your Securities at the time the Offerors establish the amount of Securities to be purchased pursuant to the Tender Offers.

The Offerors will not be able to definitively determine the Total Consideration until after the Early Tender Date or the Expiration Date have passed, as applicable. Therefore you will not be able to withdraw tenders of your Securities at the time the Offerors establish the Total Consideration pursuant to the Tender Offers.

Other

The Offerors will determine, in their sole discretion, all questions as to the form and validity (including time of receipt) of any notice of withdrawal of a tender, which determination shall be final and binding. None of the Offerors, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of a tender or incur any liability for failure to give any such notification.

The Securities are obligations of the issuer thereof and are governed by the indenture under which the Securities were issued, as amended or supplemented to date. There are no appraisal or other similar statutory rights available to Holders in connection with the Tender Offers.

MARKET AND TRADING INFORMATION

The Securities are neither listed on any national or regional securities exchange nor reported on a national quotation system. To the extent that the Securities are traded, prices and trading volumes of the Securities can be difficult to monitor. Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed as approximations. Holders are urged to obtain current information with respect to market prices for the Securities.

CERTAIN SIGNIFICANT CONSIDERATIONS FOR HOLDERS

In deciding whether to participate in any of the Tender Offers, each Holder should consider carefully, in addition to the information contained in this Offer to Purchase, the following considerations:

Limited Trading Market

Historically, the trading market for the Securities has been limited. To the extent that Securities are tendered and accepted in the Tender Offers, the trading market for such Securities will likely become further limited. A bid for a debt security with a smaller outstanding principal amount available for trading or “float,” may be lower than a bid for a comparable debt security with a greater float. Therefore, the market price for and liquidity of Securities not purchased in the Tender Offers may be affected adversely to the extent that the principal amount of Securities purchased pursuant to the Tender Offers reduces the float of any particular series. The reduced float may also tend to make the trading price of the Securities more volatile.

Holders of unpurchased Securities may attempt to obtain quotations for their Securities from their brokers. However, there can be no assurance that an active trading market will exist for the Securities following consummation of the Tender Offers. The extent of the public market for the Securities following consummation of the Tender Offers will depend upon a number of factors, including the size of the float, the number of Holders remaining at such time, and the interest in maintaining a market in the Securities on the part of securities firms.

Position of the Offerors Concerning the Tender Offers

None of the Offerors or their affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to any series of Securities is making any recommendation as to whether Holders should tender any Securities in response to any of the Tender Offers, and none of the Offerors or any such other person has authorized any person to make any such recommendation. Holders are urged to evaluate carefully all information in this Offer to Purchase and the related Letter of Transmittal, consult their own investment and tax advisors and make their own decisions whether to tender some or all of their Securities.

The Amount of Securities That Will Be Accepted for Purchase Is Uncertain

Securities tendered prior to the Withdrawal Deadline may be validly withdrawn at any time prior to or at the Withdrawal Deadline. Securities tendered at or after the Withdrawal Deadline may not be withdrawn at any time, unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The amount of each series of Securities accepted for purchase will depend on several factors, including without limitation (i) the aggregate amount of such series of Securities that are tendered and (ii) subject to applicable law, the right of the Offerors to increase or decrease the related Maximum Tender SubCap and the Aggregate Maximum Tender Cap in their sole discretion without extending the Withdrawal Deadline.

Consequently, the amount of each series of Securities purchased in a Tender Offer will not be known until after the Early Tender Date or the Expiration Date and may be subject to proration as described herein. If Holders

tender more Securities in a Tender Offer than they expect to be accepted for purchase based on the applicable Maximum Tender SubCap or otherwise, and the applicable Offeror subsequently increases such Maximum Tender SubCap on or after the Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Securities after the Withdrawal Deadline. Accordingly, Holders should not tender any Securities that they do not wish to be accepted for purchase.

Early Tender Premium and Priority of Acceptance for Securities Tendered At or Prior to the Early Tender Date

You must validly tender your Securities at or prior to the Early Tender Date in order to be eligible to receive the Total Consideration, which includes the Early Tender Premium. If you validly tender your Securities after the Early Tender Date but at or prior to the Expiration Date, you will only be eligible to receive the Late Tender Offer Consideration, which does not include the Early Tender Premium.

If any Securities of a series are purchased in a Tender Offer, Securities of such series validly tendered at or prior to the Early Tender Date will be accepted for purchase in priority to other Securities of such series validly tendered after the Early Tender Date, regardless of the Acceptance Priority Level. Accordingly, if a Maximum Tender SubCap is reached in respect of tenders of a series of Securities made at or prior to the Early Tender Date, no Securities of such series that are tendered after the Early Tender Date will be accepted for purchase unless such Maximum Tender SubCap is increased by the applicable Offeror, in its sole discretion, subject to the Aggregate Maximum Tender Cap, the Acceptance Priority Levels and proration. There can be no assurance that any Offeror will increase any Maximum Tender SubCap.

Conditions to the Consummation of the Tender Offers

The consummation of each Tender Offer is subject to satisfaction of the conditions of the Tender Offers, including the Financing Condition. These conditions are described in more detail in this Offer to Purchase under “The Terms of the Tender Offers—Conditions to the Tender Offers.” There can be no assurance that such conditions will be met with respect to the Tender Offers.

Holders Should Consult their own Tax, Accounting, Financial and Legal Advisers before Participating in the Tender Offers

Holders should consult their own tax, accounting, financial and legal advisers as they may deem appropriate regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating or declining to participate in the Tender Offers. In particular, due to the number of different jurisdictions where tax laws may apply to a Holder, this Offer to Purchase does not discuss all tax consequences for Holders arising from the purchase by the Offerors of the Securities. Holders are urged to consult their own professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them. Holders are liable for their own taxes (other than certain transfer taxes) and have no recourse to the Offerors, the Dealer Managers, the Tender and Information Agent or the trustee for the Securities with respect to taxes (other than certain transfer taxes) arising in connection with the Tender Offers.

Treatment of Securities Not Tendered in the Tender Offers

Securities not tendered and purchased in the Tender Offers will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in the respective indentures, will remain unchanged. No amendments to these documents are being sought.

Although each of the issuers may redeem Securities that are not tendered and accepted in the Tender Offers, it is not obligated to do so, and there can be no assurance it will do so or that any other series of Securities will be redeemed or repurchased following the Tender Offers. Statements of intent in this Offer to Purchase shall not

constitute a notice of redemption under the applicable indenture. Any such notice, if made, will only be made in accordance with the provisions of the applicable indenture.

Tax Matters

See “U.S. Federal Income Tax Considerations” for a discussion of U.S. federal income tax considerations relating to the Tender Offers.

OTHER PURCHASES OF SECURITIES

Following consummation or termination of the Tender Offers, the Offerors and their affiliates reserve the right to acquire the Securities from time to time otherwise than pursuant to the Tender Offers through open market purchases, privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on pricing terms that may or may not be equal to the Total Consideration or Late Tender Offer Consideration, as applicable, plus Accrued Interest, or to exercise any of their rights (including redemption rights) under the indenture. There can be no assurance as to which, if any, of these alternatives or combination thereof that the Offerors or their affiliates will choose to pursue in the future.

U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain U.S. federal income tax consequences of the Tender Offers that may be relevant to a beneficial owner of Securities. The summary is based on laws, regulations, rulings and decisions now in effect, all of which are subject to change. The discussion does not deal with special classes of Holders, such as dealers in securities or currencies, banks, financial institutions, insurance companies, tax-exempt organizations, entities classified as partnerships and the partners therein, non-resident alien individuals present in the United States for 183 days or more during the taxable year, foreign corporations subject to the U.S. branch profits tax, persons holding Securities as a position in a “straddle” or conversion transaction, or as part of a “synthetic security” or other integrated financial transaction or persons that have a functional currency other than the U.S. dollar. This discussion assumes that the Securities are held as “capital assets” within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the “Code”). The discussion does not address the alternative minimum tax, the Medicare tax on net investment income or other aspects of U.S. federal income or state and local taxation that may be relevant to a Holder in light of the Holder’s particular circumstances.

A “U.S. Holder” is a beneficial owner of a Security that is a citizen or resident of the United States or a domestic corporation or otherwise subject to U.S. federal income tax on a net income basis in respect of the Securities. A “Non-U.S. Holder” is a beneficial owner of a Security that is neither a U.S. Holder nor a partnership for U.S. federal income tax purposes.

U.S. Holders

Sale of the Securities

Sales of Securities pursuant to the Tender Offers by U.S. Holders will be taxable transactions for U.S. federal income tax purposes. Subject to the discussion of the market discount rules set forth below, a U.S. Holder selling Securities pursuant to any Tender Offer will recognize capital gain or loss in an amount equal to the difference between the amount of cash received (including the Early Tender Payment, but not including amounts received attributable to Accrued Interest, which will be treated as ordinary income to the extent not previously included in income) and the U.S. Holder’s adjusted tax basis in the Securities sold at the time of sale. A U.S. Holder’s adjusted tax basis in a Security generally will equal the amount paid therefor, increased by the amount of any market discount previously taken into account by the U.S. Holder and reduced by the amount of any amortizable bond premium previously amortized by the U.S. Holder with respect to the Securities. Any gain or loss will be long-term capital gain or loss if the U.S. Holder’s holding period for the Securities on the date of sale was more than one year.

In general, if a U.S. Holder acquired the Securities with market discount, any gain realized by a U.S. Holder on the sale of the Securities will be treated as ordinary income to the extent of the portion of the market discount that has accrued while the Securities were held by the U.S. Holder, unless the U.S. Holder has elected to include market discount in income currently as it accrues.

Non-U.S. Holders

Sale of the Securities

A Non-U.S. Holder of an Allergan Finance Note, Forest Laboratories Note or Allergan Inc. Note will not be subject to U.S. federal income or withholding tax on proceeds from the Tender Offers, including amounts attributable to Accrued Interest, provided that the Non-U.S. Holder (i) does not actually or constructively own 10 percent or more of the combined voting power of all classes of the Company stock and is not a controlled foreign corporation related to the Company through stock ownership and (ii) has provided a properly completed form W-8BEN or W-8BEN-E or other Internal Revenue Service (“IRS”) Form W-8, signed under penalties of perjury, establishing its status as a Non-U.S. Holder (or satisfies certain documentary evidence requirements for establishing

that it is a Non-U.S. Holder) and satisfying applicable requirements under rules dealing with foreign account tax compliance. IRS forms may be obtained from the Depository or at the IRS website at www.irs.gov. If you provide an incorrect TIN, you may be subject to penalties imposed by the IRS.

The Company believes that interest on the Actavis Funding Notes is foreign-source interest, and as a result, a Non-U.S. Holder of an Actavis Funding Note should not be subject to U.S. federal income or withholding tax on the proceeds from the Tender Offer, including amounts attributable to Accrued Interest, except as discussed below in “—Information Reporting and Backup Withholding.” However, because a substantial portion of the net proceeds from the original offering was on-lent to a U.S. affiliate of the issuer and used in the United States, the IRS could treat the interest on the Actavis Funding Notes as U.S. source interest, in which case the rules applicable to the Allergan Finance Notes, Forest Laboratories Notes or Allergan Inc. Notes, as discussed above, would apply to the Actavis Funding Notes as well.

Information Reporting and Backup Withholding

Information returns may be required to be filed with the IRS with respect to payments made to certain U.S. Holders. In addition, a U.S. Holder who tenders its Securities may be subject to backup withholding unless the U.S. Holder (i) is a corporation (other than an S corporation) or comes within certain other exempt categories and demonstrates this fact, or (ii) provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. The amount of any backup withholding arising from the Tender Offers will be allowed as a credit against the U.S. Holder’s federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is furnished to the IRS. Non-U.S. Holders are generally exempt from backup withholding, but such Holders may have to comply with certification procedures to prove entitlement to this exemption. Certain information reporting may still apply to a payment even if an exemption from backup withholding is established. Copies of any information returns reporting such payments and any withholding may also be made available to the tax authorities in the country in which a Non-U.S. Holder resides under the provisions of an applicable income tax treaty.

LUXEMBOURG TAX CONSIDERATIONS

The following summary describes certain important Luxembourg taxation principles that may be or become relevant to Holders with respect to the Tender Offers, as applicable, and is presented by way of guidance only. It is based on Luxembourg law currently applicable in the Grand Duchy of Luxembourg as of the date hereof and is subject to changes, possibly with retroactive effect.

This summary does not purport to be a complete summary of tax laws and practice currently applicable in Luxembourg. Furthermore, this section does not address the taxation of Allergan Funding SCS or of Holders in any other jurisdiction. This overview assumes that each transaction with respect to the Tender Offers is at arm's length.

The term "Resident Holders" refers to individuals and entities that, pursuant to Luxembourg domestic laws and double tax treaties in force with other countries, are generally subject to tax in Luxembourg on their worldwide income by reason of their place of management, incorporation, residence or domicile. Correspondingly, the term "Non-resident Holders" refers to individuals and entities that are not subject to tax in Luxembourg, or that are subject to tax in Luxembourg limitedly to the income which, based on Luxembourg domestic law and double tax treaties in force with other countries, is derived in Luxembourg.

Each Holder should consult its own tax advisor regarding the effects Tender Offers on their investment in the Securities.

Taxation of Holders

Withholding tax

Non-resident Holders

There is no Luxembourg withholding tax applicable to the Total Consideration payments.

As from 1 January 2017, exchange of information procedures are applicable to the payments of Total Consideration received by a non-resident Holder, as provided for under (i) the Luxembourg law of 21 June 2005, as amended, implementing several agreements concluded between Luxembourg and certain dependent or associated territories of the European Member States, (ii) the Luxembourg law of 18 December 2015 implementing the EU Directive 2014/107/UE as regards mandatory automatic exchange of information in the field of taxation (iii) the OECD Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information and (iv) the Foreign Account Tax Compliance Act (FATCA) implemented in Luxembourg by the Intergovernmental Agreement introduced in Luxembourg domestic law by the Luxembourg law of 24 July 2015.

Resident Holders

According to the Law of 23 December 2005, as amended, the payment of interest and of similar income made by a Luxembourg paying agent (as defined in the Law of 23 December 2005) to a Holder who is a Luxembourg resident individual is subject to a withholding tax of 20 percent (the "20 Percent Withholding Tax"). The responsibility for levying the 20 Percent Withholding Tax lies with the Luxembourg paying agent.

If the Total Consideration paid to a Luxembourg resident individual or to a residual entity securing the payment for the benefit of such individual includes a payment of interest by a paying agent established in a Member State of the European Union ("EU") or the European Economic Area ("EEA") (other than Luxembourg), the beneficiary may opt for the application of the 20 percent withholding tax in accordance with the Law of 23 December 2005 (the "20 Percent Tax").

The 20 Percent Withholding Tax and the 20 Percent Tax represent a final tax liability for the Luxembourg individual resident taxpayers provided that the payment is received in the course of the management of private wealth.

Taxes on Income

Non-residents Holders

Non-resident Holders are not subject to income taxes in Luxembourg in relation to their holding of the Securities unless this holding is effectively connected to a permanent establishment or a fixed place of business in Luxembourg, through which the Holders carry on an enterprise.

Resident Holders

Holders resident in Luxembourg will not be taxed on the Total Consideration unless such amount includes a payment of interest or of capital gain. In such case, the tax treatment depends on whether the Holders hold the Securities in the context of carrying on an enterprise or in the context of managing their private wealth.

Resident corporate Holders are always deemed to hold the Securities in the context of carrying on an enterprise. Interest received by corporate Holders is ordinarily subject to corporate income tax, including the surcharge (*contribution au fond pour l'emploi*) (“CIT”) and municipal business tax (“MBT”).

If held in the context of carrying on an enterprise, the interest is subject to Luxembourg income taxes (income tax levied at progressive rates including the surcharge (*contribution au fond pour l'emploi*) and MBT for Luxembourg resident individual Holders, and CIT and MBT for Luxembourg corporate Holders).

If held in the context of managing their private wealth, the interest is subject to Luxembourg income taxes at progressive rates unless the 20 Percent Withholding Tax or the 20 Percent Tax applies.

Capital gains (if any) realized on the Securities are fully taxable at the level of corporate Holders and of individual Holders in the context of carrying on an enterprise at the usual rates (subject to CIT and MBT for Luxembourg corporate Holders and to income tax levied at progressive rates including the surcharge (*contribution au fond pour l'emploi*) and MBT for Luxembourg resident individual Holders). Capital gains, if any, realized by individuals in the context of managing their private wealth, are not taxable unless such gains are realized within six months from the acquisition of the Securities. In this case, the capital gains are subject to Luxembourg income taxes at progressive rates.

Other Taxes

The adoption of this Tender Offers will not give rise to any Luxembourg stamp duty, issuance tax, registration tax, transfer tax or similar taxes or duties, provided that the relevant agreement is not registered in Luxembourg. A fixed or *ad valorem* registration duty may however apply upon voluntary registration of a document in relation to the Tender Offers in Luxembourg (there is in principle no obligation to register debt instruments in Luxembourg) or if such document is annexed to a document registrable with the *Administration de l'Enregistrement et des Domaines* for instance in case of notification by a bailiff, or if it is “deposited with the official records of the notary (*déposé au rang des minutes d'un notaire*)”.

Should the Total Consideration payments not be assimilated to a debt instrument payment, Luxembourg value added tax may be applicable to this payment.

Where a Holder of the Securities is a resident of Luxembourg for tax purposes at the time of his/her death, the Securities are included in his/her taxable estate for inheritance tax assessment purposes.

Gift tax may be due on a gift or donation of the Securities if embodied in a Luxembourg deed or registered in Luxembourg.

DEALER MANAGERS AND TENDER AND INFORMATION AGENT

The Offerors have retained Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. as Lead Dealer Managers, and Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc. and Mizuho Securities USA LLC as Co-Dealer Managers, and Global Bondholder Services Corporation as the Tender and Information Agent, in connection with the Tender Offers. The Offerors have agreed to pay the Dealer Managers and the Tender and Information Agent customary fees for their services in connection with the Tender Offers. The Offerors have also agreed to reimburse the Dealer Managers and the Tender and Information Agent for certain of their out-of-pocket expenses and to indemnify the Dealer Managers and the Tender and Information Agent against certain liabilities, including liabilities under the federal securities laws.

Each of the Dealer Managers and/or their respective affiliates, in the ordinary course of business, makes markets in securities of the Offerors, including the Securities. As a result, from time to time, the Dealer Managers and/or their respective affiliates may own certain of the securities of the Offerors, including the Securities. In the ordinary course of business, the Dealer Managers and their respective affiliates have in the past provided, currently provide, and may in the future from time to time provide, investment banking and general financing and commercial banking services to the Offerors and certain of their affiliates, including the provision of credit facilities, and/or the performance of financial advisory services for the Offerors and their affiliates, for which they received, or will receive, customary fees and expenses. The Dealer Managers are not obligated to make a market in the Securities.

None of the Dealer Managers or the Tender and Information Agent assumes any responsibility for the accuracy or completeness of the information concerning the Offerors or the Securities contained or referred to in this Offer to Purchase or for any failure by any Offeror to disclose events that may have occurred and may affect the significance or accuracy of such information.

NONE OF THE OFFERORS OR THEIR AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT OR THE TRUSTEE WITH RESPECT TO ANY SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NONE OF THE OFFERORS OR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES AND, IF SO, THE PRINCIPAL AMOUNT OF SECURITIES TO TENDER.

In connection with the Tender Offers, the Offerors' officers and regular employees (who will not be specifically compensated for such services) may solicit tenders by use of the mails personally or by telephone. The Offerors will also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this Offer to Purchase and related documents to the Holders and in handling or forwarding tenders of Securities by their customers.

MISCELLANEOUS

The Offerors are not aware of any jurisdiction in which the making of the Tender Offers is not in compliance with the laws of such jurisdiction. If any of the Offerors becomes aware of any jurisdiction where the making of the Tender Offers would not be in compliance with such laws, the Offerors will make a good faith effort to comply with any such laws. If, after such good faith effort, the Offerors cannot comply with any such applicable laws, the Tender Offers will not be made to the Holders of Securities residing in such jurisdiction.

No person has been authorized to give any information or make any representations on the Offerors' behalf that is not contained in this Offer to Purchase or the Letter of Transmittal, and, if given or made, that information or representation should not be relied upon as having been authorized.

Schedule A

Formula for Determining Total Consideration and Accrued Interest

YLD	=	The Repurchase Yield expressed as a decimal number.
CPN	=	The contractual annual rate of interest payable on a Security expressed as a decimal number.
N	=	For all series of Securities, other than the 3.375% notes due September 2020 issued by Allergan, Inc., the number of scheduled semi-annual interest payments from, but not including, the applicable Final Settlement Date (or Early Settlement Date, if applicable) to, and including, the applicable par call date. For the 3.375% notes due September 2020 issued by Allergan, Inc., the number of scheduled semi-annual interest payments from, but not including, the applicable Final Settlement Date (or Early Settlement Date, if applicable) to, and including, the applicable maturity date.
S	=	The number of days from and including the semi-annual interest payment date immediately preceding the applicable Final Settlement Date (or Early Settlement Date, if applicable) up to, but not including, such Final Settlement Date (or Early Settlement Date, if applicable). The number of days is computed using the 30/360 day-count method.
Exp	=	Exponentiate. The term to the left of “exp” is raised to the power indicated by the term to the right of “exp.”
N Σ K=1	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “K” in that term each whole number between 1 and N, inclusive, except that in the case of the 2024 Notes, N itself need not be a whole number), and the separate calculations are then added together.
Accrued Interest	=	$\$1,000(CPN)(S/360)$
Total Consideration	=	The price per \$1,000 principal amount of a Security (excluding Accrued Interest). A tendering Holder will receive a total amount per \$1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus Accrued Interest.

Formula for Total Consideration =

$$\left[\frac{\$1,000}{(1 + YLD/2) \exp \left(N - \frac{S}{180} \right)} \right] + \sum_{k=1}^N \left[\frac{\$1,000 (CPN/2)}{(1 + YLD/2) \exp \left(k - S/180 \right)} \right] - \$1,000(CPN)(S/360)$$

NOTE: As described herein, for each series of Securities (other than the 3.375% notes due September 2020 issued by Allergan, Inc.), if the Total Consideration determined in this calculation is less than \$1,000 per \$1,000 principal amount for such series of Securities, then the Total Consideration for such series of Securities will be determined based on a present value calculation based on the applicable maturity date and not the par call date for such series of Securities.

Late Tender Offer Consideration = Total Consideration – Early Tender Payment

Any questions regarding procedures for tendering Securities or requests for additional copies of this Offer to Purchase or the related Letter of Transmittal should be directed to the Tender and Information Agent.

The Information Agent for the Tender Offers is:

Global Bondholder Services Corporation

65 Broadway – Suite 404
New York, New York 10006
Attention: Corporate Actions

Banks and Brokers call: (212) 430-3774
Toll-free: (866) 470-4200

The Tender Agent for the Tender Offers is:

Global Bondholder Services Corporation

By Facsimile:
(For Eligible Institutions only):
(212) 430-3775

Confirmation
(212) 430-3774

By Mail:
65 Broadway – Suite 404
New York, New York 10006

By Overnight Courier:
65 Broadway – Suite 404
New York, New York 10006

By Hand:
65 Broadway – Suite 404
New York, New York 10006

If a Holder has questions about the Tender Offers or the procedures for tendering Securities, the Holder should contact the Tender and Information Agent or the Dealer Managers at their respective telephone numbers.

The Dealer Managers for the Tender Offers are:

Lead Dealer Managers

Morgan Stanley
1585 Broadway
New York, New York 10036
Attn: Liability Management Group
Toll-Free: (800) 624-1808
Collect: (212) 761-1057

BofA Merrill Lynch
214 North Tryon Street, 14th Floor
Charlotte, North Carolina 28255
Attn: Liability Management Group
Toll-Free: (888) 292-0070
Collect: (980) 387-3907

Citigroup
388 Greenwich Street, 7th Floor
New York, New York 10013
Attn: Liability Management Group
Toll-Free: (800) 558-3745
Collect: (212) 723-6106

Co-Dealer Managers

Barclays

BNP PARIBAS

HSBC

Mizuho Securities