

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
: :
Debtors. : (Jointly Administered)
-----X

**NOTICE OF PROPOSED SALES,
AUCTION DATE, OBJECTION DEADLINE, AND SALE HEARING**

PLEASE TAKE NOTICE that on September 19, 2018, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Motion of Debtors for Orders: (I)(A) Authorizing and Approving Bid Procedures in Connection With Sales of Certain of the Debtors’ Assets, (B) Authorizing and Approving Bid Protections, (C) Scheduling Related Auction and Hearing to Consider Approval of Sales, (D) Approving Procedures Related to Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) Approving Form and Manner of Notice Thereof, (F) Authorizing Debtors’ Entry Into and Performance Under Amendment of Prepetition Asset Purchase Agreement and Assumption of Agreement, as Amended, and Licenses Granted Thereunder, and (G) Granting Related Relief; and (II)(A) Authorizing and Approving Sales of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) Authorizing and Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (C) Granting Related Relief* [Docket No. 113] (the “**Motion**”).² The Debtors seek, among other things, to sell the applicable Purchased Assets to the bidders submitting the highest or otherwise best offers for such Purchased Assets (each, a “**Successful Bidder**”), free and clear (to the extent permitted by law) of all liens, claims, encumbrances and other interests pursuant to sections 105(a), 363 and 365 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, on October 11, 2018, the Bankruptcy Court entered an order (the “**Bid Procedures Order**”) approving the Motion and certain bid procedures (the “**Bid Procedures**”). The Bid Procedures Order sets forth the key dates and times related to the Sales of the applicable Purchased Assets. All interested bidders should carefully read the Bid Procedures Order and the Bid Procedures. To the extent that there are any inconsistencies between the Bid Procedures Order (including the Bid Procedures) and the summary description of its terms and conditions contained in this Notice, the terms of the Bid Procedures Order shall control.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); Halton Laboratories LLC (9342). For purposes of these chapter 11 cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, the deadline to submit a Qualified Bid, as such term is defined in the Bid Procedures, will be on **November 26, 2018 at 5:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, the Debtors are authorized to conduct an auction (the "**Auction**") to sell the applicable Purchased Assets if they receive one or more Qualified Bids. The Auction, if conducted, will be conducted on **November 29, 2018 at 1:00 p.m. (prevailing Eastern Time)** at the offices of Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, or at such other location as shall be timely communicated to all entities entitled to attend the Auction.

PLEASE TAKE FURTHER NOTICE that a hearing to approve the sales of the applicable Purchased Assets to the Successful Bidder(s) (the "**Sale Hearing**") will be held before the Honorable Judge Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, Courtroom 523, on **December 4, 2018 at 11:00 a.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. Objections to any Sale, including objections to the Auction and the selection of any Successful Bidder(s), shall be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, be filed with the Bankruptcy Court (with a hard copy delivered to the Judge's Chambers), and be served **so as to be actually received no later than 4:00 p.m. (prevailing Eastern Time) on November 26, 2018** by: (i) counsel to the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq. (pshalhoub@willkie.com), Robin Spigel, Esq. (rspigel@willkie.com) and Debra C. McElligott, Esq. (dmcelligott@willkie.com)); (ii) counsel to the Toprol Purchaser, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, Illinois 60661 (Attn: Peter A. Siddiqui, Esq. (peter.siddiqui@kattenlaw.com) and Katten Muchin Rosenman LLP, 575 Madison Ave, New York, NY 10022 (Attn: Steven J. Reisman, Esq. (sreisman@kattenlaw.com)); (iii) counsel to the Vimovo Purchaser, Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020 (Attn: Daniel Guyder, Esq. (daniel.guyder@allenoverly.com)); (iv) counsel to the United States Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) proposed counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. (rstark@brownrudnick.com) and Howard S. Steel, Esq. (hsteel@brownrudnick.com)) (collectively, the "**Objection Recipients**").

PLEASE TAKE FURTHER NOTICE that any party failing to timely file an objection to any Sale shall be forever barred from objecting and shall not be heard at the Sale Hearing, and the Bankruptcy Court may enter the Sale Orders without further notice to such party.

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the full terms and conditions of the Motion, Bid Procedures Order and Bid Procedures, which Bid Procedures Order shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Any party that has not received a copy of the Motion or the Bid Procedures Order that wishes to obtain a copy of the Motion or the Bid Procedures Order, including all exhibits thereto, may (i) make such a request by contacting the Debtors' court approved claims

agent, Prime Clerk LLC, by (1) telephone at 844-384-4450 (for callers in the United States or Canada) or 917-460-0911 (for international callers) or (2) by email at aralezinfo@primeclerk.com, or (ii) examine them on Prime Clerk LLC's website free of charge at <https://cases.primeclerk.com/aralez> or on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at www.nysb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

Dated: October 15, 2018
New York, New York

WILLKIE FARR & GALLAGHER LLP
*Counsel for the Debtors and
Debtors in Possession*

By: /s/ Paul V. Shalhoub
Paul V. Shalhoub
Robin Spigel
Debra C. McElligott

787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111