



**November 6, 2018**

## **NET DEBT LEVERAGE RATIO (NON-GAAP FINANCIAL MEASURE)**

Mallinckrodt plc and its subsidiaries (collectively, "the company") may from time to time reference net debt leverage ratio in its public communications, which is considered a "non-GAAP" financial measure under applicable U.S. Securities and Exchange Commission rules and regulations.

Net debt leverage ratio is a key financial measure that is used by management to assess the borrowing capacity of the company. The company has defined its net debt leverage ratio as net debt (total principal debt outstanding less unrestricted cash) divided by adjusted EBITDA for the trailing twelve month period. Adjusted EBITDA for purposes of the net debt leverage ratio represents net income, prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"), adjusted for interest expense, taxes, depreciation and amortization, certain items that management believes are not reflective of the operational performance of the business and additional adjustments as allowable under the company's credit facility. These adjustments include, but are not limited to, non-restructuring impairment charges; restructuring and related charges, net; inventory step-up expense; discontinued operations; changes in fair value of contingent consideration obligations; acquisition-related expenses; loss on divestiture, significant legal and environmental charges, historical EBITDA of companies acquired during the period; and other items identified by the company.

This adjusted measure should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP. The company's definition of this adjusted measure may differ from similarly titled measures used by others or similar metrics used by the company for debt covenant compliance.

Because adjusted financial measures exclude the effect of items that will increase or decrease the company's reported results of operations, Mallinckrodt strongly encourages investors to review the company's consolidated financial statements and publicly filed reports in their entirety. A reconciliation of the net debt leverage ratio to GAAP net income is included in the following table.

## NET DEBT LEVERAGE RATIO <sup>1</sup>:

	Twelve Months Ended September 28, 2018
Total debt	\$ 6,260.1
Less: Unrestricted cash	290.7
<b>Net debt</b>	<b>\$ 5,969.4</b>
GAAP Net Income:	
Nine months ended September 28, 2018	\$ 111.4
Plus: Twelve months ended December 30, 2017	2,134.4
Less: Nine months ended September 29, 2017	525.7
Twelve months ended September 28, 2018	1,720.1
<i>Trailing twelve months adjustments:</i>	
Interest expense	370.2
Income taxes	(1,858.6)
Depreciation	53.0
Intangible asset amortization	713.5
Non-restructuring impairment charges	63.7
Restructuring and related charges, net	101.7
Inventory step-up expense	81.0
Discontinued operations <sup>2</sup>	89.4
Changes in fair value of contingent consideration obligations	(78.8)
Acquisition-related expenses	8.9
Loss on divestiture	0.6
Significant legal and environmental charges	(11.8)
Historical EBITDA of companies acquired	35.5
Non-cash stock compensation expense	38.6
Other (income) expense, net	(15.0)
Other credit facility addbacks	19.9
<b>Adjusted EBITDA</b>	<b>\$ 1,331.9</b>
<b>Net Debt Leverage Ratio:</b>	<b>4.5</b>

<sup>(1)</sup> The Net Debt Leverage Ratio is calculated in accordance with the company's Credit Agreement dated as of March 19, 2014 (as amended, restated, supplemented or otherwise modified) and used for the purpose of testing the financial covenant in Section 6.12 of this agreement.

<sup>(2)</sup> Discontinued operations is comprised of income from discontinued operations of \$93.2 million, net of adjusted EBITDA from the specialty generics disposal group of \$182.6 million as the consummation of this disposition has not yet occurred.