PATHEON INC
Form DEFM14A
February 04, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

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

PATHEON INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

¨ No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Restricted voting shares, without par value, of Patheon Inc. (the Restricted Voting Shares)

(2) Aggregate number of securities to which transaction applies:

140,936,525 Restricted Voting Shares outstanding and options to purchase 11,011,225 Restricted Voting Shares with exercise prices at or below US$9.32.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

US$9.32 (per share consideration set forth in the arrangement agreement).

(4) Proposed maximum aggregate value of transaction:

US$1,386,374,772 (excludes US$29,778,258 representing the aggregate exercise price of the options included in the aggregate number of securities)

(5) Total fee paid:

US$178,565.08

¨ Fee paid previously with preliminary materials.

x Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

US$178,565.08

(2) Form, Schedule or Registration Statement No.

Schedule 14A

(3) Filing Party:

Patheon Inc.

(4) Date Filed:

December 5, 2013

Patheon Inc.

4721 Emperor Boulevard, Suite 200

Durham, NC 27703

919-226-3200

February 4, 2014

RESOLUTION PROPOSED YOUR VOTE IS IMPORTANT

Dear shareholder:

You are cordially invited to attend a special meeting (the Meeting) of the holders of restricted voting shares (Restricted Voting Shares) of Patheon Inc. (Patheon) which will be held at the offices of Dentons Canada LLP, 77 King St. West, Suite 400, Toronto, Ontario, on March 6, 2014, at 9:30 a.m. (Eastern time).

At the Meeting, we will ask you to consider, pursuant to an interim order of the Ontario Superior Court of Justice (Commercial List) dated January 23, 2014 (the Interim Order), and, if determined advisable, to pass a special resolution (the Arrangement Resolution), the full text of which is set out in Annex G to the accompanying proxy statement and management information circular (the Proxy Statement), authorizing, adopting and approving, with or without variation, a statutory plan of arrangement pursuant to Section 192 of the *Canada Business Corporations Act*. The plan of arrangement involves, among other things, the direct or indirect acquisition by JLL/Delta Patheon Holdings, L.P. (the Purchaser) or its permitted assignee of all the Restricted Voting Shares issued and outstanding, all as more particularly described in the Proxy Statement (the Arrangement). If our shareholders approve the Arrangement Resolution and the Arrangement is completed, Patheon will become a direct or indirect wholly-owned subsidiary of the Purchaser, and you will be entitled to receive US$9.32 in cash, without interest and less any applicable withholding taxes, for each Restricted Voting Share that you own (unless you have properly exercised your dissent rights with respect to the Arrangement).

On the unanimous recommendation of the independent committee (the Independent Committee) of our board of directors (the Board), the Board concluded that the Arrangement is in the best interests of Patheon and is fair to our unaffiliated shareholders. The Board recommends that the unaffiliated shareholders vote FOR the Arrangement Resolution.

The Proxy Statement provides a detailed description of the matters to be addressed at the Meeting, including the Arrangement. We urge you to read these materials carefully. **Your vote is very important.**

We are seeking approval of the Arrangement Resolution by the affirmative vote of (a) at least 66 ⅔% of the votes cast by the holders of Restricted Voting Shares, present in person or represented by proxy at the Meeting and (b) a majority of the votes cast by holders of Restricted Voting Shares present in person or represented by proxy at the Meeting, other than those holders of Restricted Voting Shares excluded pursuant to Section 8.1(2) of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions.*

The Board also recommends that our shareholders vote FOR the resolution to approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Patheon in connection with

the Arrangement.

We are seeking approval of this advisory, non-binding, resolution by the affirmative vote of a majority of the votes cast by holders of Restricted Voting Shares, present in person or represented by proxy, at the Meeting. However, because the vote is advisory, it will not be binding on us or the Board.

Whether or not you are able to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return it in the envelope provided as soon as possible, or submit your proxy by telephone at 1-866-732-VOTE or by Internet voting at www.investorvote.com.

We have engaged Georgeson Shareholder Communications Canada (Georgeson) as our proxy solicitation agent with respect to the Arrangement. If you have any questions, you should contact Georgeson in North America toll free at 1-866-656-4121 or internationally by dialing 781-575-2182 collect, or by email at askus@georgeson.com.

Patheon s 2013 Annual Report on Form 10-K/A has been mailed to each shareholder with this Proxy Statement. The 2013 Annual Report contains Patheon s audited consolidated financial statements for the fiscal year ended October 31, 2013 together with the notes thereto and the report of the auditors thereon, as well as management s discussion and analysis related to such financial statements.

Thank you for your cooperation and your continued support of Patheon.

Sincerely,

Derek Watchorn

Chair of the Independent Committee

This Proxy Statement is dated February 4, 2014 and is first being mailed to shareholders on or about February 5, 2014.

Important Notice Regarding Availability of Proxy Materials for the Meeting to Be Held on March 6, 2014: the Proxy Statement and 2013 Annual Report to Shareholders are available at www.envisionreports.com/Patheon2014.

No securities regulatory authority (including any Canadian provincial or territorial securities regulatory authority, the United States Securities and Exchange Commission, any state securities commission or any other securities regulatory authority), has approved or disapproved the Arrangement, passed upon the merits or fairness of the Arrangement or passed upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offense.

Patheon Inc.

2100 Syntex Court

Mississauga, Ontario L5N 7K9

Canada

(905) 812-2125

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On March 6, 2014

To the holders of restricted voting shares of Patheon Inc.:

Notice is hereby given of a special meeting (the Meeting) of the holders of the restricted voting shares (Restricted Voting Shares) of Patheon Inc. (Patheon) at the offices of Dentons Canada LLP, 77 King St. West, Suite 400, Toronto, Ontario, Canada, on March 6, 2014, at 9:30 a.m. (Eastern time), for the following purposes:

1. to consider, pursuant to an interim order of the Ontario Superior Court of Justice (Commercial List) (the Court) dated January 23, 2014 (the Interim Order), and, if determined advisable, to pass a special resolution (the Arrangement Resolution), the full text of which is set out in Annex G to the accompanying proxy statement and management information circular (the Proxy Statement), authorizing, adopting and approving, with or without variation, a statutory plan of arrangement (the Plan of Arrangement) pursuant to Section 192 of the *Canada Business Corporations Act* (the CBCA). The Plan of Arrangement involves, among other things, the direct or indirect acquisition by JLL/Delta Patheon Holdings, L.P. (the Purchaser) or its permitted assignee of all the Restricted Voting Shares for US$9.32 in cash per Restricted Voting Share, all as more particularly described in the Proxy Statement (the Arrangement);

2. to consider, and if determined advisable, to pass a resolution approving, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Patheon in connection with the Arrangement, all as more particularly described in the Proxy Statement (the Patheon Advisory (Non-Binding) Resolution on Specified Compensation); and

3. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Proxy Statement provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement. The Proxy Statement, a form of proxy and a Letter of Transmittal accompany this Notice of Meeting.

Only holders of record of Restricted Voting Shares as of the close of business on February 4, 2014 are entitled to notice of, and to vote at, the Meeting and any adjournment(s) or postponement(s) thereof.

We are seeking approval of the Arrangement Resolution by the affirmative vote of (a) at least 66 ⅔% of the votes cast by the holders of Restricted Voting Shares, present in person or represented by proxy at the Meeting and (b) a majority of the votes cast by holders of Restricted Voting Shares, present in person or represented by proxy at the Meeting, other than those holders of Restricted Voting Shares excluded pursuant to Section 8.1(2) of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

We are seeking approval of the Patheon Advisory (Non-Binding) Resolution on Specified Compensation by the affirmative vote of a majority of the votes cast by holders of Restricted Voting Shares, present in person or represented by proxy, at the Meeting. However, because the vote is advisory, it will not be binding on Patheon or the Patheon Board of Directors.

Registered shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return (in the envelope provided for that purpose) the accompanying form of proxy for use at the Meeting. To be used at the Meeting, proxies must be received by Patheon s registrar and transfer agent, Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by telephone at 1-866-732-VOTE or by Internet voting at www.investorvote.com, before 5:00 p.m. (Eastern time) on March 4, 2014 or, in the case of an adjournment or postponement of the Meeting, no later than 5:00 p.m. (Eastern time) on the second business day before the date that any adjourned or postponed Meeting is reconvened or held, as the case may be. Late proxies may be accepted or rejected by the chairperson of the Meeting in his or her discretion, and the chairperson is under no obligation to accept or reject any particular late proxy.

The Patheon Board of Directors recommends that unaffiliated shareholders vote FOR the Arrangement Resolution.

The Patheon Board of Directors recommends that shareholders of Patheon vote FOR the Patheon Advisory (Non-Binding) Resolution on Specified Compensation.

Registered shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement Resolution becomes effective, to be paid the fair value of their Restricted Voting Shares in accordance with the provisions of Section 190 of the CBCA, except as the procedures of that Section are varied by the Interim Order, the Final Order and the Plan of Arrangement. This right is described under the heading *Dissent Rights* in the Proxy Statement. Failure to strictly comply with the dissent procedures described in the Proxy Statement may result in the loss or unavailability of the right to dissent. If you are a beneficial owner of Restricted Voting Shares registered in the name of a broker or other intermediary and wish to dissent, you should be aware that **ONLY REGISTERED HOLDERS OF RESTRICTED VOTING SHARES ARE ENTITLED TO EXERCISE RIGHTS OF DISSENT.** If you are not a registered shareholder and wish to dissent, you should contact your broker or other intermediary immediately to make arrangements in order that your dissent rights may be exercised.

A shareholder may examine the list of shareholders entitled to vote at the Meeting during usual business hours at our registered office located at 2100 Syntex Court, Mississauga, Ontario L5N 7K9 or the offices of Computershare Investor Services Inc. located at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 and at the Meeting.

By Order of the Board of Directors,

Executive Vice President,

Corporate Development

and Strategy and

General Counsel

February 4, 2014

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INFORMATION CONTAINED IN THIS PROXY STATEMENT AND MANAGEMENT

INFORMATION CIRCULAR

The information contained in this proxy statement and management information circular (this Proxy Statement), unless otherwise indicated, is given as of February 4, 2014.

No person is authorized by Patheon Inc. (Patheon), JLL/Delta Patheon Holdings, L.P. (the Purchaser) or any other person to give any information (including any representations) in connection with the matters to be considered at the Meeting (as defined below) other than the information contained in this Proxy Statement. This Proxy Statement does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or a solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or is unlawful.

Information contained in this Proxy Statement should not be construed as legal, tax or financial advice, and holders of restricted voting shares of Patheon (Restricted Voting Shares) should consult their own professional advisors concerning the consequences of the Arrangement (as defined below) in their own circumstances.

CURRENCY AND EXCHANGE RATES

All amounts in this Proxy Statement are expressed in the currency expressly indicated in such instance. The rate of exchange between the Canadian dollar and the US dollar based on the daily noon exchange rate of the Bank of Canada on November 18, 2013, the date prior to the announcement of the execution of the Arrangement Agreement (as defined below), was approximately CDN$1.043 per US$1.00, and as of January 31, 2014, the latest practicable date prior to the mailing of this Proxy Statement, was approximately CDN$1.1119 per US$1.00.

NOTICES TO SHAREHOLDERS IN CANADA

This Proxy Statement is subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the Exchange Act), as well as applicable Canadian corporate and securities laws. Accordingly, this Proxy Statement has been prepared in accordance with disclosure requirements in effect in the United States and in Canada.

Financial statements and other financial information referred to in this Proxy Statement have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). Shareholders who are resident in Canada should be aware that U.S. GAAP is different from International Financial Reporting Standards generally applicable to Canadian-incorporated companies.

NOTICES TO SHAREHOLDERS OUTSIDE OF CANADA

Patheon is a corporation incorporated under the laws of Canada. The solicitation of proxies and the transactions contemplated in this Proxy Statement involve securities of a Canadian corporation and are being effected in accordance with Canadian corporate law and Canadian and U.S. securities laws. Patheon has prepared this Proxy Statement in accordance with the disclosure requirements of Canada and of the United States and the Arrangement is to be carried out in accordance with the applicable laws of Canada.

Holders of Restricted Voting Shares (Shareholders) who are not residents of Canada should be aware that the disposition of Restricted Voting Shares pursuant to the Arrangement may have tax consequences both in Canada and in the jurisdiction in which they are resident (including the United States) which may not be described fully herein. The tax treatment of Shareholders pursuant to the Arrangement is dependent on their individual circumstances and the tax jurisdiction applicable to such Shareholders. It is recommended that Shareholders consult their own tax advisors in

this regard.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND RISKS

This Proxy Statement, and the documents incorporated into this Proxy Statement by reference, contain forward-looking information within the meaning of the applicable Canadian securities laws that are based on expectations, estimates and projections as at the date of this Proxy Statement or the dates of the documents incorporated by reference, as applicable. This forward-looking information includes (but is not limited to) statements and information concerning: the Arrangement; the intentions, plans and future actions of the Purchaser or its permitted assignee and Patheon; the timing for the implementation of the Arrangement and the potential benefits of the Arrangement; the likelihood of the Arrangement being completed; principal steps of the Arrangement; statements made in, and based upon, the Fairness Opinion of RBC (as defined below), the Fairness Opinion of BMO Capital Markets (as defined below) and the Formal Valuation of BMO Capital Markets (as defined below); statements relating to the business and future activities of the Purchaser and Patheon after the date of this Proxy Statement and prior to, and after, the Effective Time, as defined in the Plan of Arrangement (as defined below); Shareholder approval and Ontario Superior Court of Justice (Commercial List) (the Court) approval of the Arrangement; regulatory approvals of the Arrangement; and other statements that are not historical facts.

Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as expects, or does not expect, is expected, anticipates or does not anticipate, plans, budget, scheduled, forecasts, estimates, intends or variations of such words and phrases or stating that certain actions, events or results may or could, would, might or will be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information.

This forward-looking information is based on the beliefs of Patheon s management and, with respect to the Purchaser or Patheon following the Effective Time, the management of the Purchaser, as well as on assumptions and other factors which such management believes to be reasonable based on information available at the time such statements were made. Such assumptions include, among other things, the satisfaction of the terms and conditions of the Arrangement, including the approval of the Arrangement and its fairness by the Court, and the receipt of the Key Regulatory Approvals (as defined below).

By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Patheon or the Purchaser to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Forward-looking information is subject to a variety of risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation: the Arrangement Agreement may be terminated in certain circumstances; general business, economic, competitive, political, regulatory and social uncertainties; risks related to factors beyond the control of the Purchaser or Patheon; regulatory requirements; risks related to certain directors and executive officers of Patheon having interests in the Arrangement that are different from other Shareholders; risks relating to the fact that the Arrangement Agreement contains provisions that could discourage a competing acquirer of Patheon; a risk that at least 66 ⅔% of the votes cast by holders of Restricted Voting Shares are not cast in favor of approving the Arrangement Resolution (as defined below); risk that the Majority-of-the-Minority Vote (as defined below) is not obtained; and risks that other conditions to the consummation of the Arrangement are not satisfied.

This list is not exhaustive of the factors that may affect any forward-looking information. Forward-looking information is about the future and inherently uncertain. There can be no assurance that the forward-looking information will prove to be accurate. Actual results could differ materially from those reflected in the forward-looking information as a result of, among other things, the matters set out or incorporated by reference in this Proxy Statement generally and economic and business factors, some of which may be beyond the control of

Patheon or the Purchaser. Some of the more important risks and uncertainties that could affect forward-looking information are described further under the heading *Risks Associated with the Arrangement* beginning on page 192 below. Forward-looking information is provided to assist external stakeholders in understanding our expectations and plans relating to the future as of the date of this Proxy Statement and may not be appropriate for other purposes. Patheon and the Purchaser expressly disclaim any intention or obligation to update or revise any information contained in this Proxy Statement (including forward-looking information) except as required by applicable laws, and Shareholders should not place undue reliance on forward-looking information.

SUMMARY TERM SHEET

This Summary Term Sheet highlights material information contained in this Proxy Statement, but may not contain all of the information that may be important to you. Accordingly, we urge you to read carefully this entire Proxy Statement, including its annexes and the documents referred to or incorporated by reference in this Proxy Statement. We have included page references parenthetically to direct you to a more complete description of the topics in this summary.

In this Proxy Statement, the terms we, us, our, our Company, the Company and Patheon refer to Patheon Inc.

Parties to the Arrangement Agreement

Patheon Inc.

4721 Emperor Boulevard, Suite 200

Durham, NC 27703

919-226-3200

www.patheon.com

We are a leading provider of commercial manufacturing outsourcing services (CMO) and outsourced pharmaceutical development services (PDS) to the global pharmaceutical industry. We believe we are the world s third-largest CMO provider and the world s largest PDS provider based on calendar year 2011 revenues provided by PharmSource, a provider of pharmaceutical outsourcing business information. We offer a wide range of services throughout the lifecycle of a pharmaceutical molecule, from early development, through late development to commercial manufacturing, including lifecycle management services. During the fiscal year ended October 31, 2013 (Fiscal 2013), we provided services to approximately 533 customers throughout the world, including 19 of the world s 20 largest pharmaceutical companies, eight of the world s 10 largest biotechnology companies and eight of the world s 10 largest specialty pharmaceutical companies. In Fiscal 2013, we manufactured 12 of the top 100 selling drug compounds in the world based on revenues for the products reported by Evaluate Pharma, a provider of pharmaceutical industry data, and our products were distributed in approximately 60 countries. We are also currently developing 12 of the top 100 development stage drugs in the world on behalf of our customers based on potential revenues for the products reported by Evaluate Pharma.

We are incorporated under the *Canada Business Corporations Act* (the CBCA) and our registered office is located at 2100 Syntex Court, Mississauga, Ontario L5N 7K9.

JLL/Delta Patheon Holdings, L.P.

c/o JLL Partners, Inc.

450 Lexington Avenue, 31st Floor

New York, New York, 10017

The Purchaser is a newly formed exempted limited partnership organized under the laws of the Cayman Islands. The Purchaser was formed for the purpose of entering into the arrangement agreement between the Company and the

Purchaser, dated as of November 18, 2013, as may be amended from time to time (the Arrangement Agreement), and attached as Annex C to this Proxy Statement, which provides for a plan of arrangement (the Plan of Arrangement) that is attached as Schedule A to the Arrangement Agreement, entering into the contribution agreement, dated November 18, 2013 (the Contribution Agreement), among the Purchaser, JLL Patheon Co-Investment Fund, L.P. (JLL Holdco) and Koninklijke DSM N.V., a Dutch-based multinational life sciences and materials sciences company (DSM) (as described in *Special Factors Contribution Agreement* beginning on page 77 below), and consummating the transactions contemplated by the Arrangement Agreement and the Contribution Agreement. The Purchaser is controlled by JLL/Delta Patheon GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability that is controlled by DSM and JLL Holdco pursuant to an interim shareholders agreement (as described in *Special Factors Plans for Patheon After the*

Arrangement JLL/DSM Pre-Closing Reorganization beginning on page 84 below). The Purchaser has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the Arrangement Agreement and the Contribution Agreement.

Pursuant to the Arrangement Agreement and the Plan of Arrangement, the Purchaser assigned all of its rights under the Arrangement Agreement to, and all of its obligations under the Arrangement Agreement were assumed by JLL/Delta Canada Inc., an indirect subsidiary of the Purchaser (Canco) on January 14, 2014. The Purchaser shall continue to be liable jointly and severally with Canco for all of its obligations under the Arrangement Agreement.

We refer to the Purchaser, Canco, JLL Patheon Holdings, Coöperatief U.A. (JLL CoOp), JLL Patheon Holdings, LLC (JLL LLC 1), JLL Partners Fund V (Patheon), L.P. (JLL Fund V), JLL Associates V (Patheon), L.P., JLL Associates G.P. V (Patheon), Ltd. (JLL Limited), JLL/Delta Patheon GP, Ltd., JLL Holdco, JLL Partners Fund VI, L.P. (JLL Fund VI), JLL Partners Fund V, L.P., JLL Partners Fund VI (Patheon), L.P. and JLL Partners Fund V (New Patheon), L.P., collectively, as the JLL Parties in this Proxy Statement. The JLL Parties are associated with JLL Partners, Inc. (JLL), a private equity firm based in New York, NY.

See *Information Concerning the JLL Parties, the Management Parties and DSM Business and Background* beginning on page 202 below.

The Meeting

See *General Proxy Information* beginning on page 165 below.

A special meeting of the Shareholders (the Meeting) will be held at the offices of Dentons Canada LLP, 77 King St. West, Suite 400, Toronto, Ontario, Canada, on March 6, 2014 commencing at 9:30 a.m. (Eastern time).

Record Date

See *General Proxy Information Record Date* beginning on page 165 below.

Only Shareholders of record at the close of business on February 4, 2014 (the Record Date) will be entitled to receive notice of and to vote at the Meeting, or any adjournment(s) or postponement(s) thereof.

Purpose of the Meeting

The purpose of the Meeting is to:

(a) consider, pursuant to an interim order of the Court dated January 23, 2014 (the Interim Order), and, if determined advisable, to pass, with or without amendments, a special resolution (the Arrangement Resolution), the full text of which is set out in Annex G to this Proxy Statement, to approve a statutory plan of arrangement under Section 192 of the CBCA, involving, among other things, the direct or indirect acquisition by the Purchaser of all the Restricted Voting Shares (the Arrangement) pursuant to the Arrangement Agreement and the Plan of Arrangement; and

(b) consider, and if determined advisable, to pass a resolution approving, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Patheon in connection with the Arrangement (the Patheon Advisory (Non-Binding) Resolution on Specified Compensation).

The vote on the Patheon Advisory (Non-Binding) Resolution on Specified Compensation is separate and apart from the vote on the Arrangement Resolution. Accordingly, a shareholder may vote FOR the Patheon Advisory (Non-Binding) Resolution on Specified Compensation and vote AGAINST the Arrangement Resolution (and vice versa).

Required Vote

Pursuant to the CBCA, the Interim Order and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* of the Ontario Securities Commission and the Autorité des marchés financiers (Québec) (MI 61-101), the Arrangement Resolution requires the following approvals by an affirmative vote of the Shareholders:

(a) at least two-thirds (66 ⅔%) of the votes cast by Shareholders at the Meeting in person or by proxy; and

(b) a majority of votes cast by Shareholders at the Meeting in person or by proxy, other than by those Shareholders required to be excluded pursuant to Section 8.1(2) of MI 61-101 (the Majority-of-the-Minority Vote).

See *The Arrangement Regulatory and Securities Law Matters Securities Law Matters Minority Shareholder Approval* beginning on page 159 below for details regarding the votes to be excluded.

Adoption of the Patheon Advisory (Non-Binding) Resolution on Specified Compensation will require that it be passed by the affirmative vote of a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting, however, because the vote is advisory, it will not be binding upon Patheon or the board of directors of Patheon (the Board).

Voting Agreements

See *Special Factors Voting Agreements* beginning on page 130 below.

On November 18, 2013, certain Shareholders entered into voting and support agreements (the Voting Agreements) with Patheon and the Purchaser. The Voting Agreements set forth, among other things, the agreement of such Shareholders to vote their Restricted Voting Shares in favour of the Arrangement and any matter necessary for the consummation of the Arrangement and against any Acquisition Proposal, as defined in the Arrangement Agreement, and/or any other matter that could reasonably be expected to delay, prevent or frustrate the completion of the Arrangement. As of November 19, 2013 (the date on which the Arrangement was announced), the parties to the Voting Agreements owned approximately 20.45% of the outstanding Restricted Voting Shares that are eligible to vote in the Majority-of-the-Minority Vote and the parties to the Voting Agreements owned approximately 66.08% of all outstanding Restricted Voting Shares.

Principal Steps of the Arrangement

Pursuant to the Arrangement, under Canadian law, certain corporate steps will be deemed to have been commenced at the Effective Time and to have occurred in sequence as provided in the Plan of Arrangement. As a result, after giving effect to the Arrangement and the assignment by the Purchaser to Canco of its rights under the Arrangement Agreement and the Plan of Arrangement:

Shareholders (other than JLL Fund V or any registered holder who exercises Dissent Rights (as defined below)) will be deemed to have transferred their Restricted Voting Shares to Canco in exchange for US$9.32 in cash and shall cease to be Shareholders;

Shareholders who validly exercise Dissent Rights will be deemed to have transferred their Restricted Voting Shares to Canco in consideration for the right to receive an amount representing the fair value of their Restricted Voting Shares determined and payable pursuant to the dissent provisions of the Plan of Arrangement and shall cease to be Shareholders;

all options to purchase Restricted Voting Shares (Company Options) issued by Patheon that are outstanding immediately prior to the Effective Time with an exercise price that is less than US$9.32 will be deemed to be vested and holders thereof will be entitled to receive, for each Company Option, the difference between the exercise price of such Company Option and US$9.32;

all Company Options with an exercise price equal to or greater than US$9.32 will be cancelled without consideration;

Patheon s stock option plan will be terminated;

each deferred share unit (DSU) issued by Patheon and outstanding immediately prior to the Effective Time will be deemed to be vested and a holder thereof will be entitled to receive a cash payment of US$9.32, payable in accordance with Patheon s DSU plan (the DSU Plan) and the DSU Plan will then be terminated;

all of the Class I Preferred Shares, Series D (the Special Preferred Voting Shares) of Patheon (which are held by JLL LLC 1, a subsidiary of JLL Fund V) will be purchased for cancellation by Patheon for an aggregate nominal cash payment of US$15; and

Canco and Patheon will be amalgamated and will continue as an amalgamated corporation with the name Patheon Inc.

All payments made pursuant to the Plan of Arrangement are subject to withholding of tax deductions and other amounts properly withheld pursuant to the Plan of Arrangement.

The Plan of Arrangement also includes steps which, together with other steps and transactions taken outside the Plan of Arrangement, have the effect of, among other things, funding the payments referred to above, reorganizing the holdings of the JLL Parties in Patheon, providing for the contribution by DSM of its pharmaceutical products business group, DSM Pharmaceutical Products (the DPP Business), and the contribution by JLL Associates V (Patheon), L.P. of its general partnership interest in JLL Fund V to the Purchaser, and effecting a reorganization of Patheon s subsidiaries into a less complex holding structure. As part of the JLL reorganization of the JLL Parties holdings in Patheon, the Purchaser (or one or more designated wholly owned subsidiaries of Purchaser) will purchase all of the limited partnership interests in JLL Fund V from the limited partners of JLL Fund V for an aggregate payment in cash equal to the product of the Share Consideration (as defined below) and the number of Restricted Voting Shares held directly or indirectly by JLL Fund V at such time, less the value of the general partnership interest in JLL Fund V contributed to JLL Holdco and subject to the terms of the JLL Fund V limited partnership agreement.

For a more detailed discussion of the steps of the Plan of Arrangement, see *The Arrangement Principal Steps of the Arrangement* beginning on page 153 below. The summaries of the Plan of Arrangement are qualified in their entirety by the full text of the Plan of Arrangement which is attached as Annex H to this Proxy Statement.

Position of the Independent Committee as to Fairness

In reaching its conclusion that the Arrangement is substantively fair to unaffiliated Shareholders and that the Arrangement is in the best interests of the Company, the independent committee (the Independent Committee) of the Board considered and relied upon a number of factors, including:

the fact that the purchase price per Restricted Voting Share of US$9.32 represents a premium of approximately 73% to the 20 trading day volume-weighted average price of the Restricted Voting Shares on the Toronto Stock Exchange (the TSX) for the period ended November 18, 2013, the last trading day preceding the announcement of the transaction, and a premium of approximately 64% over the closing price for the Restricted Voting Shares on the TSX for November 18, 2013;

the fact that after discussions with the Purchaser, the Independent Committee concluded that US$9.32 per share was the highest price that it could obtain from the Purchaser;

the receipt of the Fairness Opinion of BMO Nesbitt Burns, Inc. (BMO Capital Markets), dated November 18, 2013 (the Fairness Opinion of BMO Capital Markets), to the effect that, as of such date, subject to the assumptions, limitations and qualifications set forth therein, the Share Consideration to be received by Shareholders under the Arrangement (other than those Shareholders excluded from the Majority-of-the-Minority Vote pursuant to Section 8.1(2) of MI 61-101), was fair, from a financial point of view, to those Shareholders. Patheon, as of the date thereof, has determined that those Shareholders were all Shareholders except the JLL Parties and James Mullen (the Minority Shareholders); and

the receipt of the Fairness Opinion of RBC Dominion Securities, Inc. (RBC), dated November 18, 2013 (the Fairness Opinion of RBC), to the effect that as of that date, and based upon and subject to the analyses, assumptions, qualifications and limitations set forth therein, the Share Consideration to be received by Shareholders, other than Shareholders in the buying group comprised of DSM, the JLL Parties and their respective affiliates, and any member of senior management of the Company who has entered into an option cancellation agreement and who will receive equity interests in affiliates of JLL participating in the Arrangement, under the Arrangement was fair, from a financial point of view, to those Shareholders (which Shareholders, Patheon has determined, as of the date thereof, were the Minority Shareholders).

The Independent Committee believes that the Arrangement is procedurally fair to the Company s unaffiliated Shareholders for, but not limited to, the following reasons:

the Independent Committee retained and worked extensively with independent financial and legal advisors;

the Independent Committee considered whether alternative transactions, including a sale of Patheon to a third party, and in particular an auction of Patheon, were viable alternatives but determined they were not;

the Independent Committee had the right to not recommend the Arrangement to the Board;

the Independent Committee conducted arm s-length negotiations with the Purchaser regarding the terms of the Arrangement Agreement;

the Arrangement Resolution must be approved by the Majority-of-the-Minority Vote;

completion of the Arrangement will be subject to a judicial determination that the Arrangement is fair and reasonable to the security holders of Patheon; and

any registered Shareholders who oppose the Arrangement may, upon strict compliance with certain procedures, exercise Dissent Rights and, if ultimately successful, receive fair value for their Restricted Voting Shares as determined by the Court.

See *Dissent Rights* beginning on page 195 below.

See *Special Factors Position of the Independent Committee as to Fairness* beginning on page 38 below.

Recommendation of the Independent Committee

Having undertaken a thorough review of, and carefully considered, information concerning Patheon, the Purchaser and the Arrangement, as described above, and after consulting with independent financial and legal advisors, the Independent Committee has unanimously determined that:

(i) the Arrangement is in the best interests of Patheon;

(ii) the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders;

(iii) the Arrangement is fair to the unaffiliated Shareholders; and

(iv) the unaffiliated Shareholders should vote in favour of the Arrangement Resolution.

The Independent Committee has also unanimously recommended that the Board approve the Arrangement and that the Board recommend that the unaffiliated Shareholders vote in favour of the Arrangement Resolution.

Recommendation of the Board

After careful consideration by the Board, the Board has unanimously concluded (with the interested directors, namely Messrs. Agroskin, Lagarde, Levy, Mullen and O Leary, abstaining) that (i) the Arrangement is in the best interests of Patheon, (ii) the Share Consideration to be received by the unaffiliated Shareholders is fair to those

Shareholders, (iii) the Arrangement is fair to the unaffiliated Shareholders and (iv) the unaffiliated Shareholders should vote in favour of the Arrangement Resolution. As part of this consideration, the Board relied upon and adopted those factors identified by the Independent Committee as to the fairness of the Arrangement. To the Company s knowledge, each director and executive officer of the Company intends to vote his or her Restricted Voting Shares FOR the Arrangement Resolution.

Formal Valuation and Fairness Opinion of BMO Capital Markets

The Independent Committee retained BMO Capital Markets to prepare a formal valuation of the Restricted Voting Shares in accordance with MI 61-101, and to provide the Independent Committee its opinion as to the fairness, from a financial point of view, of the Share Consideration to be received by the Minority Shareholders pursuant to the Arrangement.

BMO Capital Markets was of the opinion that, as of November 18, 2013, the fair market value of the Restricted Voting Shares was in the range of US$8.75 to US$10.25 per Restricted Voting Share, and that the Share Consideration to be received under the Arrangement by the Minority Shareholders was fair, from a financial point of view, to the Minority Shareholders. The Formal Valuation and Fairness Opinion of BMO Capital Markets (as defined on page 48 below) were provided solely for the use of the Independent Committee and the Board and for inclusion in this Proxy Statement and are not recommendations as to how Shareholders should vote in respect of the Arrangement Resolution. **The summary of the Formal Valuation and Fairness Opinion of BMO Capital Markets in this Proxy Statement is qualified in its entirety by the full text of the Formal Valuation and Fairness Opinion of BMO Capital Markets. Shareholders are urged to read the Formal Valuation and Fairness Opinion of BMO Capital Markets in its entirety, a copy of which is attached as Annex D to this Proxy Statement.**

See *Special Factors Formal Valuation and the Fairness Opinion of BMO Capital Markets* beginning on page 46 below.

Fairness Opinion of RBC

The Independent Committee retained RBC to provide advice and assistance to the Independent Committee in evaluating the Arrangement, including the preparation and delivery to the Independent Committee and the Board of the Fairness Opinion of RBC. On November 18, 2013, RBC advised the Independent Committee orally and subsequently delivered its written opinion that, based upon and subject to the analyses, assumptions, qualifications and limitations set forth in the Fairness Opinion of RBC (the full text of which is attached as Annex E to this Proxy Statement), RBC was of the opinion that, as of November 18, 2013, the Share Consideration of cash in the amount of US$9.32 per Restricted Voting Share to be received by the Minority Shareholders (as that term is defined in the Fairness Opinion of RBC) pursuant to the Arrangement was fair from a financial point of view to those Shareholders. **The Fairness Opinion of RBC was provided for the use of the Independent Committee and the Board for inclusion in this Proxy Statement. The Fairness Opinion of RBC was not and is not a recommendation as to how any Shareholder should vote at the Meeting. The summary of the Fairness Opinion of RBC in this Proxy Statement is qualified in its entirety by the full text of the Fairness Opinion of RBC. Shareholders are urged to read the Fairness Opinion of RBC in its entirety, a copy of which is attached as Annex E to this Proxy Statement. In the Fairness Opinion of RBC (and for purposes of each reference in this Proxy Statement to the Fairness Opinion of RBC and the description of the analyses conducted by RBC in connection with the preparation of the Fairness Opinion of RBC), RBC defines Minority Shareholders as Shareholders other than Shareholders in the buying group comprised of DSM, the JLL Parties and their respective affiliates, and any member of senior management of the Company who has entered into an option cancellation agreement and who will receive equity interests in affiliates of JLL participating in the Arrangement. Patheon has determined, as of the date of this Proxy Statement, that Minority Shareholders, as that term is used in the Fairness Opinion of RBC, are the Minority Shareholders as that term is defined in this Proxy Statement.**

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See *Special Factors Fairness Opinion of RBC* beginning on page 60 below.

Position of the JLL Parties, the Management Parties and DSM Regarding Fairness of the Arrangement

James C. Mullen, Michael E. Lytton and Stuart Grant (together, the Management Parties) and the JLL Parties and DSM (who are described in *Information Concerning the JLL Parties, Management Parties and DSM Business and Background* beginning on page 202) believe that the Arrangement is substantively and procedurally fair to Patheon s unaffiliated Shareholders. The JLL Parties, the Management Parties and DSM believe that this conclusion is supported by their knowledge and analysis of available information about Patheon and by the factors discussed under *Special Factors Purposes and Reasons for the Arrangement from the Perspective of the JLL Parties, the Management Parties and DSM* beginning on page 73.

Arrangement Agreement

The Arrangement Agreement is the document entered into between Patheon and the Purchaser that sets out the obligations of each party relating to the Arrangement. Upon the terms and subject to the conditions of the Arrangement Agreement, each holder of Restricted Voting Shares (other than the Restricted Voting Shares currently held indirectly by JLL Fund V) will be entitled to receive US$9.32 in cash, without interest and less any applicable withholding taxes, referred to herein as the Share Consideration , for each Restricted Voting Share held by such holder immediately prior to the Arrangement, unless such holder has properly exercised his, her or its Dissent Rights. As a result of the Arrangement, we will become an indirect wholly-owned subsidiary of the Purchaser, and we will apply to de-list the Restricted Voting Shares from the TSX, terminate registration of the Restricted Voting Shares under the Exchange Act and will no longer be required to file periodic reports with the Securities and Exchange Commission (the SEC). We will also make an application to cease to be a reporting issuer (or equivalent) in each of the provinces and territories of Canada. Following consummation of the Arrangement, you will not own any equity interests of the successor corporation.

The Arrangement Agreement contains certain representations and warranties made by us to the Purchaser and representations and warranties made by the Purchaser to us (for more information regarding the purposes and limitations of such representations and warranties, see *The Arrangement Agreement Representations and Warranties* beginning on page 173 below). It also includes various covenants that will require us and the Purchaser to take or not take certain actions leading up to the consummation of the Arrangement. Additionally, the Arrangement Agreement contains certain conditions that must be met before the parties to the Arrangement Agreement, collectively and individually, are required to complete the Arrangement.

A more detailed description of the Arrangement Agreement can be found in the section of this Proxy Statement entitled *The Arrangement Agreement* beginning on page 173 below. The Arrangement Agreement is attached as Annex C to this Proxy Statement. Please read it carefully, as the Arrangement Agreement is the actual document that sets forth the binding obligations of Patheon and the Purchaser.

Conditions to the Arrangement

Patheon and the Purchaser are not required to complete the Arrangement unless each of the following conditions is satisfied, or waived, on or as of the Effective Time:

- the Arrangement Resolution has been approved by the Shareholders at the Meeting, in accordance with the Interim Order;

the Interim Order and the final court order from the Court approving the Arrangement (the Final Order) have each been obtained and have not been set aside or modified in a manner unacceptable to either party;

each of the Key Regulatory Approvals (as described below in the section of this Proxy Statement entitled *The Arrangement Regulatory Law Matters and Securities Law Matters Regulatory Law Matters* beginning on page 155) has been made, given or obtained, and each such Key Regulatory Approval is in force and has not been modified;

no law is in effect that makes the consummation of the Arrangement illegal or otherwise prohibits or enjoins us or the Purchaser from consummating the Arrangement; and

the Articles of Arrangement to be filed with the CBCA Director (as defined on page 163 below) under the CBCA are in form and content reasonably satisfactory to Patheon and the Purchaser.

The Purchaser is not required to complete the Arrangement unless certain conditions have been satisfied, or waived by the Purchaser, on or as of the Effective Time, including:

we have fulfilled or complied in all material respects with each of our covenants as required by the Arrangement Agreement, and we have delivered a certificate confirming the same to the Purchaser;

excluding any regulatory approval that has been received or the terms thereof, there is no action or proceeding by a governmental entity pending or threatened, or any action or proceeding by a person who is not a governmental entity pending that would reasonably be expected to: (i) materially limit the Purchaser s or any of its subsidiaries ability to acquire or exercise the full rights of any Restricted Voting Shares; (ii) prohibit or materially restrict the ownership or operation by the Purchaser or any of its subsidiaries (after the Effective Time) of the business or assets of Patheon and its subsidiaries, taken as a whole (after the Effective Time); (iii) require the Purchaser or any of its subsidiaries to conduct its businesses in a specified manner that would materially restrict the operation of such businesses, taken as a whole, relative to their operation as of the date of the Arrangement Agreement; (iv) compel the Purchaser or any of its subsidiaries (after the Effective Time) to dispose of or hold separate any material portion of its business or assets; (v) require DSM or its affiliates (other than the Purchaser or its subsidiaries (after the Effective Time)) to take any action or refrain from taking any action with respect to any of their businesses (other than the business of the Purchaser and its subsidiaries (after the Effective Time)); or (vi) prevent or materially delay the consummation of the Arrangement, or if the Arrangement is consummated, have a Material Adverse Effect, as defined in the Arrangement Agreement;

Dissent Rights have not been exercised (and not withdrawn or forfeited) with respect to more than ten percent (10%) of the issued and outstanding Restricted Voting Shares, excluding any exercise of Dissent Rights by the Shareholders who have entered into Voting Agreements; and

there shall not have been or occurred a Material Adverse Effect.

We are not required to complete the Arrangement unless each of the following conditions is satisfied, or waived by us, on or as of the Effective Time:

The representations and warranties of the Purchaser which are qualified by references to materiality are true and correct as of the Effective Time, in all respects, and all other representations and warranties of the Purchaser are true and correct as of the Effective Time, in all material respects, in each case except for representations and warranties made as of a specified date, the accuracy of which shall be determined as of such specified date, except where the failure of such representations and warranties to be true and correct, individually or in the aggregate, would not prevent or materially delay the completion of the Arrangement, and the Purchaser has delivered a certificate confirming the same to us; and

The Purchaser has fulfilled or complied with its covenants to deposit the aggregate Share Consideration with the Depositary (as defined in the Arrangement Agreement) and has fulfilled or complied with all of its other covenants in all material respects by the Effective Time, and the Purchaser has delivered a certificate confirming the same to us.

For greater detail regarding the conditions precedent to the consummation of the Arrangement, please see the sections of this Proxy Statement entitled *The Arrangement Agreement Conditions to the Arrangement Becoming Effective*, *Mutual Conditions*, *The Purchaser s Conditions* and *Patheon s Conditions* beginning on pages 174, 174, 175 and 176, respectively.

Non-Solicitation of Transactions; Changes to Recommendation

We have agreed that we and our subsidiaries and representatives will cease immediately all discussions and negotiations with any person with respect to any Acquisition Proposal.

We have also agreed that we will not, nor will we authorize or permit any of our subsidiaries and representatives to, directly or indirectly, take certain actions in connection with potential Acquisition Proposals.

We have also agreed to immediately notify the Purchaser of, among other things, any inquiry, proposal or offer received by us, our subsidiaries or representatives of us or our subsidiaries, or that we, our subsidiaries or representatives of us or our subsidiaries, become aware of that constitutes an Acquisition Proposal and to provide the Purchaser with certain information related to the party making such Acquisition Proposal and the terms of such Acquisition Proposal. We have agreed to keep the Purchaser informed of the status of any such activity, to the extent such activity is permitted under the Arrangement Agreement, and to continue to provide the Purchaser with updated information.

Notwithstanding the above, if at any time prior to our Shareholders passing the Arrangement Resolution, we receive a written Acquisition Proposal, we may engage in or participate in discussions or negotiations with the maker of such Acquisition Proposal regarding such Acquisition Proposal, and may provide information about us or our subsidiaries, if and only if, among other things:

- the Board first determines in good faith, after consultation with its financial advisors and its outside legal counsel, that such Acquisition Proposal constitutes or could reasonably be expected to constitute or lead to a Superior Proposal, as defined in the Arrangement Agreement;

- prior to providing any such copies, access, or disclosure, we enter into a confidentiality and standstill agreement with such person on terms and conditions no less onerous or more beneficial to such person than those applicable to the Purchaser in the confidentiality and standstill agreement dated October 6, 2006, between JLL Partners Fund V, L.P. and us; and

- we promptly provide the Purchaser with prior notice of such actions and copies of the applicable confidentiality agreement and any non-public information about us provided to such other person which was not previously provided to the Purchaser.

If we receive an Acquisition Proposal that constitutes a Superior Proposal prior to the Shareholders passing the Arrangement Resolution, the Board may, subject to compliance with the Arrangement Agreement, withdraw, amend, modify or qualify, or publicly propose or state an intention to withdraw, amend, modify or qualify, the Board s recommendation of the Arrangement (an Adverse Recommendation) or authorize us to enter into a definitive agreement with respect to the Superior Proposal, if and only if, among other things:

- we have delivered to the Purchaser a written notice (a Superior Proposal Notice) of the determination of the Board that such Acquisition Proposal constitutes a Superior Proposal and of the intention of the Board to effect an Adverse Recommendation and/or terminate the Arrangement Agreement and enter into a definitive agreement with respect to the Superior Proposal;

we have provided the Purchaser with a copy of such proposed definitive agreement and all supporting materials, including any related financing documents supplied to us;

at least five business days have elapsed from the date that is the later of the date on which the Purchaser received the Superior Proposal Notice and the date on which the Purchaser received all of the relevant materials set forth in the Arrangement Agreement;

during such five business day period, the Purchaser has had the opportunity (but not the obligation), in accordance with the Arrangement Agreement, to offer to amend the Arrangement Agreement and the Arrangement in order for such Acquisition Proposal to cease to be a Superior Proposal;

after such five business day period, the Board (i) has determined in good faith, after consultation with its outside legal counsel and financial advisors, that such Acquisition Proposal continues to constitute a Superior Proposal (including with respect to the terms of the Arrangement Agreement as may be proposed

to be amended by the Purchaser) and (ii) has determined in good faith, after consultation with its outside legal counsel, that the failure of the Board to effect an Adverse Recommendation and/or terminate the Arrangement Agreement and enter into a definitive agreement with respect to a Superior Proposal would be inconsistent with its fiduciary duties under applicable law; and

prior to or concurrently with the entering into of such definitive agreement, we terminate the Arrangement Agreement and pay the Termination Payment (as defined below in the section of this Proxy Statement entitled *Special Factors Reasons for the Recommendation* beginning on page 40 below).

For greater detail regarding the restrictions on our and our subsidiaries and representatives actions with respect to Acquisition Proposals or Superior Proposals, see the sections of this Proxy Statement beginning with the section entitled *The Arrangement Agreement Non-Solicitation of Transactions; Changes to Recommendation* beginning on page 180 below, through the section entitled *The Arrangement Agreement Termination Fees* beginning on page 189 below.

Termination of the Arrangement Agreement

The Arrangement Agreement may be terminated by the mutual written agreement of the Purchaser and us. The Arrangement Agreement may also be terminated by either the Purchaser or us under certain circumstances, including if our Shareholders fail to pass the Arrangement Resolution at the Meeting, provided that such failure was not caused by, or the result of, a breach by such terminating party of its representations or warranties or the failure to perform its covenants or if the Effective Time fails to occur by April 30, 2014, provided that such failure has not been caused by, and is not the result of, a breach by the terminating party of its representations or warranties or the failure to perform any of its covenants.

We can terminate the Arrangement Agreement under certain circumstances, including if, assuming we are in compliance with our covenants regarding non-solicitation of Acquisition Proposals, prior to Shareholders passing the Arrangement Resolution, the Board authorizes us to enter into a definitive agreement with respect to a Superior Proposal and pay the Purchaser the Termination Payment in accordance with the terms of the Arrangement Agreement.

The Purchaser can terminate the Arrangement Agreement under certain circumstances, including if the Board or any committee thereof (1) changes or states an intention to change its recommendation to pass the Arrangement Resolution in a manner adverse to the Purchaser, (2) approves an Acquisition Proposal or takes no position with respect to a publicly disclosed Acquisition Proposal for more than 10 days, (3) enters into any agreement with respect to an Acquisition Proposal (subject to certain exceptions), or (4) fails to publicly reaffirm its recommendation of the Arrangement within 10 days after having been requested in writing by the Purchaser to do so, or we willfully and intentionally breach our non-solicitation obligations, or there has occurred a Material Adverse Effect, as defined in the Arrangement Agreement.

For greater detail regarding the circumstances in which a party to the Arrangement Agreement may terminate the Arrangement Agreement, see the section of this Proxy Statement entitled *The Arrangement Agreement Termination of the Arrangement Agreement* beginning on page 187 below.

Termination Fees

We are required to pay the Purchaser the Termination Payment of US$23.643 million if the Arrangement Agreement is terminated:

by the Purchaser if (A) the Board fails to include a recommendation to approve the Arrangement Resolution in the Proxy Statement or states an intention to modify such recommendation in a manner adverse to the Purchaser, (B) the Board approves an Acquisition Proposal or takes no position with respect to a publicly disclosed Acquisition Proposal for more than 10 days, (C) the Board enters into any agreement in respect of

an Acquisition Proposal (other than certain confidentiality and standstill agreements), (D) the Board fails to publicly reaffirm its recommendation of the Arrangement within 10 days after having been requested in writing by the Purchaser to do so, or (E) we willfully and intentionally breach our non-solicitation obligations;

by us (i) if at such time that the Purchaser is entitled to terminate the Arrangement Agreement because (A) the Board fails to include a recommendation to approve the Arrangement Resolution in the Proxy Statement or states an intention to modify such recommendation in a manner adverse to the Purchaser, (B) the Board approves an Acquisition Proposal or takes no position with respect to a publicly disclosed Acquisition Proposal for more than 10 days, (C) the Board enters into any agreement in respect of an Acquisition Proposal (other than certain confidentiality and standstill agreements), (D) the Board fails to publicly reaffirm its recommendation of the Arrangement within 10 days after having been requested in writing by the Purchaser to do so, or (E) we willfully and intentionally breach our non-solicitation obligations; or (ii) prior to our Shareholders passing the Arrangement Resolution, the Board authorizes us to enter into a definitive agreement with respect to a Superior Proposal in accordance with the terms of the Arrangement Agreement;

by us or the Purchaser if termination is due to the failure of the Shareholders to pass the Arrangement Resolution, or the Arrangement is not consummated by April 30, 2014, or by the Purchaser if the Meeting is not held within 45 days of clearance of this Proxy Statement by the SEC (such clearance, the SEC Approval); provided that,

prior to such termination, an Acquisition Proposal is made or publicly disclosed or any person has publicly announced an intention to make an Acquisition Proposal; and

within nine months after such termination, (i) an Acquisition Proposal is consummated or effected, or (ii) we or one or more of our subsidiaries enter into a definitive agreement in respect of an Acquisition Proposal and such Acquisition Proposal is subsequently consummated or effected within 12 months after the date of such agreement, provided that, for the purposes of this clause, all references in the definition of the term Acquisition Proposal to 20% or more are deemed to be references to 50% or more, and all references to the Purchaser or its affiliates are deemed to mean any of the Purchaser Parties (as defined in the Arrangement Agreement).

Provided that we are not in breach of the Arrangement Agreement, and subject to certain limitations, the Purchaser is required to pay us US$49.255 million if the Arrangement Agreement is terminated by us, or by the Purchaser at such time as we are also permitted to terminate, as a result of:

the Purchaser s breach or failure to perform in any material respect any of its representations, warranties, covenants or agreements in the Arrangement Agreement causing failure of any condition relating to the Purchaser s breach of its representations, warranties or covenants, and such breach or failure is not curable or, if curable, not cured in accordance with the notice and cure provisions of the Arrangement Agreement, or has not been cured by April 30, 2014 and any of the mutual conditions or the conditions in favour of the Purchaser has not been satisfied or waived by the applicable party (other than conditions that by their terms cannot be satisfied until the Effective Date (as such term is defined in the Arrangement Agreement)), or

the conditions to closing the Arrangement Agreement having been met and the Purchaser having failed to pay the aggregate Share Consideration required under the Arrangement Agreement to the Depositary.

If a termination occurs pursuant to the right to terminate due to the consummation of the Arrangement not occurring before April 30, 2014 as a result of failure of the condition precedent to the obligations of the Purchaser providing that there should be no action or proceeding (including any threatened action or proceeding by a governmental entity) requiring DSM or its affiliates (other than the Purchaser or its subsidiaries (determined after the Effective Time)) to take any action (or refrain from taking any action) with respect to any of their businesses, the Purchaser is required to pay us US$24.628 million.

The parties have agreed that, except as provided in the Arrangement Agreement, all out-of-pocket third-party transaction expenses (including all costs, expenses and fees of Patheon) incurred prior to or after the Effective Time in connection with, or incidental to, the Plan of Arrangement, will be paid by the party incurring such expenses, whether or not the Arrangement is consummated. Despite the foregoing, the Purchaser and Patheon have also agreed that each will pay 50% of the filing fees required in respect of any regulatory approvals, including applicable taxes.

If the Arrangement Agreement is terminated by either Patheon or the Purchaser due to the failure of the Shareholders to pass the Arrangement Resolution, other than as a result of a breach by the Purchaser, then Patheon will pay to the Purchaser an expense reimbursement fee equal to the amount of all out-of-pocket fees and expenses incurred by the Purchaser in connection with the transactions contemplated by the Arrangement Agreement up to a maximum of US$13 million, provided that in no event will Patheon be required to pay any aggregate amount greater than the Termination Payment.

See *The Arrangement Agreement* beginning on page 173 below.

Interests of Certain Persons in the Arrangement

In considering the recommendation of our Board with respect to the Arrangement, Shareholders should be aware that our executive officers and directors have interests in the Arrangement that may be different from, or in addition to, those of our Shareholders generally. These interests may create potential conflicts of interest. Our Board and the Independent Committee were aware that these interests existed when they approved the Arrangement Agreement. The material interests are summarized below.

Employment Agreements

Each of the following named executive officers (as such term is defined in Item 402(a)(3) of Regulation S-K), James Mullen, Michael Lytton, Stuart Grant, Michael Lehmann, Aqeel Fatmi and Harry Gill, is a party to an employment agreement with Patheon that provides for certain severance payments to be made to such individuals in the event of a termination of his employment with Patheon. It is possible that, following the Arrangement, the employment of one or more such individuals may be terminated in a manner that results in the receipt of such severance payments. However, it is expected that Mr. Mullen, and potentially other of our named executive officers, will enter into amendments to such employment agreements with the Purchaser following the consummation of the Arrangement, and such amendments would control the amount of such severance payments and the events which trigger such payments. The terms of such amendments have not, however, been determined as of the date of this Proxy Statement.

Equity-Based Awards

Messrs. Mullen and Lytton are holders of Restricted Voting Shares, and accordingly will receive the Share Consideration for such Restricted Voting Shares. Each named executive officer also holds Company Options, other than Mr. Mullen, the vesting of which will accelerate in connection with the consummation of the Arrangement and result in such individual receiving for each such accelerated-vesting Company Option that is outstanding as of the consummation of the Arrangement the amount of the Share Consideration less the exercise price of the applicable Company Option.

Option Waiver and Termination Agreements

Notwithstanding the acceleration of vesting that would otherwise occur in connection with the consummation of the Arrangement, Mr. Mullen has entered into an Option Waiver and Termination Agreement with Patheon on November 18, 2013 to facilitate the Arrangement. Pursuant to the Option Waiver and Termination Agreement, Mr. Mullen has agreed to voluntarily terminate and cancel 4,000,000 Company Options, immediately prior but subject

to the consummation of the Arrangement. It is anticipated

that other senior executives of Patheon may be provided the opportunity to terminate and cancel vested, in-the-money Company Options prior to the consummation of the Arrangement and the opportunity to receive Class B Units of JLL Holdco.

Equity Incentive Interests in Purchaser

The Purchaser has agreed with Mr. Mullen to establish an equity incentive plan for Management (as defined below) and the DPP Business who will become senior managers of the Purchaser following the closing of the Arrangement. Equity interests available under the Purchaser s equity incentive plan for senior executives will represent up to 10% of the fully diluted units in the Purchaser notwithstanding any future dilution of the Purchaser s equity capital.

The allocation of the interests in the Purchaser s equity incentive plan has yet to be determined. However, Messrs. Mullen and Grant are expected to be participants in the equity incentive plan. The allocations will be determined by the Purchaser in consultation with Mr. Mullen.

Equity Incentive Interests in JLL Holdco

JLL Holdco has agreed that, immediately following the consummation of the Arrangement, it will issue to Mr. Mullen, and may issue to certain other members of Patheon senior management that will remain with the Company following the Effective Time, Class B Units in JLL Holdco. These equity interests will be issued pursuant to an equity incentive plan to be established by JLL Holdco and holders of such equity interests will be entitled to distributions in accordance with the terms of the Amended and Restated Limited Partnership Agreement of JLL Holdco, which will be adopted by JLL Holdco in connection with the consummation of the Arrangement.

It is expected that the Class B Units to be issued to Mr. Mullen will represent an equity interest in JLL Holdco at closing of approximately 5.53%, and thus an indirect interest in the Purchaser of approximately 2.82%, as a result of JLL Holdco s 51% interest in the Purchaser, subject to the distribution priorities to be set forth in the Amended and Restated Limited Partnership Agreement of JLL Holdco.

Directors

Three of Patheon s nine directors (being Messrs. Lagarde, Levy and O Leary) are nominees of JLL LLC 1, an affiliate of the Purchaser. In addition, Messrs. Lagarde, Levy and Agroskin are all Managing Directors of, and Mr. O Leary is a Vice President of, JLL.

See *Information Concerning the JLL Parties, the Management Parties and DSM Business and Background The JLL Parties* .

The following directors hold Restricted Voting Shares which will entitle such director, at the Effective Time, to the aggregate Share Consideration in the amount noted in the table:

Director	Consideration Payable at the Effective Time in Respect of the Restricted Voting Shares (in U.S. dollars)
James Mullen	21,548,632
Derek Watchorn	479,402
Brian Shaw	1,033,951

David Sutin	526,151
Joaquin Viso	108,947,985

In addition, pursuant to the terms of the Plan of Arrangement, each of Messrs. Watchorn, Shaw, Sutin and Viso will receive US$9.32 (less any applicable withholding taxes) for each DSU that such director holds as of the Effective Time.

See *Special Factors Interests of Our Directors and Executive Officers in the Arrangement* beginning on page 85 below.

Sources of Funds

We estimate that the total amount of funds necessary to consummate the Arrangement, including the prepayment of approximately US$615 million of indebtedness and payment of related fees and expenses and the acquisition of the partnership interests in JLL Fund V, will be approximately US$2.1 billion. We expect this amount to be funded through a combination of the following:

- equity financing of up to US$462 million (including US$310 million to be provided by affiliates of the JLL Parties);
- up to an aggregate of US$1,850.0 million from debt financing; and
- approximately US$50.0 million of cash on hand at Patheon.

The Purchaser has obtained the equity and debt financing commitments described in the section of this Proxy Statement entitled *Special Factors Sources of Funds Equity Financing* and *Special Factors Sources of Funds Debt Financing*, each beginning on page 132. The funding under those commitments is subject to conditions, including conditions that do not relate directly to the Arrangement Agreement. Although obtaining the equity or debt financing is not a condition to the completion of the Arrangement, the failure of the Purchaser to obtain sufficient financing would result in the failure of the Arrangement to be completed. Patheon has certain rights to specific performance related to the Debt Commitment Letter (as defined below) and the Equity Commitment Letter (as defined below), under the circumstances described under *The Arrangement Agreement Injunctive Relief; Specific Performance and Remedies* beginning on page 190 below and *Special Factors Sources of Funds Equity Financing* beginning on page 132 below. Under certain circumstances, the Purchaser s inability to obtain the financing is likely to result in the Purchaser s obligation to pay to Patheon a fee of US$49.255 million as described under *The Arrangement Agreement Termination Fees* beginning on page 189 below. JLL Fund VI and DSM have guaranteed the payment of such fee in pro-rata portions (51% and 49%, respectively). Such guarantees are described under *Special Factors Limited Guarantees* beginning on page 136 below. The equity and debt financing commitments are described in more detail under *Special Factors Sources of Funds* beginning on page 131 below.

Limited Guarantees

Concurrently with the execution of the Arrangement Agreement, pursuant to guarantee agreements entered into by each of JLL Fund VI and DSM with Patheon, each of JLL Fund VI and DSM have unconditionally and irrevocably guaranteed the due and punctual payment when due or required of their respective applicable percentage (being 51% and 49%, respectively) of the Purchaser s monetary obligations with respect to the termination fee payable by the Purchaser in certain circumstances and certain other payments that may become payable by Purchaser under the Arrangement Agreement, subject to the limitations set forth in the applicable guarantee agreement and the Arrangement Agreement.

Dissent Rights

Registered Shareholders are entitled to Dissent Rights with respect to the Restricted Voting Shares held by such holders in connection with the Arrangement pursuant to the procedures set forth in Section 190 of the CBCA, as

modified by the Interim Order, the Final Order and the Plan of Arrangement. If the Arrangement becomes effective, the Purchaser shall be required to offer to pay fair value, determined as of the close of business on the Business Day (as defined in the Plan of Arrangement) before the Arrangement Resolution was passed, for Restricted Voting Shares held by registered Shareholders who duly exercise Dissent Rights, and to pay the amount to which such Shareholders may be entitled pursuant to the terms of the Interim Order, the Final Order and the Plan of Arrangement.

Shareholders should note that they may only exercise Dissent Rights in respect of Restricted Voting Shares that are registered in the Shareholder s name. Shareholders who hold their shares in the name of a broker or other intermediary or a clearing agency should carefully read the section entitled *Dissent Rights* in this Proxy Statement beginning on page 195 below to find out how they may exercise Dissent Rights.

A Shareholder s failure to strictly follow the procedures set forth in the CBCA, as modified by the Interim Order, the Final Order and the Plan of Arrangement, may result in the loss or unavailability of Dissent Rights. If you wish to dissent, you should obtain your own legal advice and carefully read the Plan of Arrangement, the provisions of Section 190 of the CBCA and the Interim Order which are attached to this Proxy Statement at Annex H, Annex I and Annex K, respectively, as well as the Final Order.

See *Dissent Rights* beginning on page 195 below.

Tax Considerations of the Arrangement

Certain Canadian Federal Income Tax Considerations

A Shareholder (other than any JLL Party) who is resident in Canada for purposes of the *Income Tax Act* (Canada), including all regulations made thereunder, as amended from time to time (the Tax Act) and whose Restricted Voting Shares constitute capital property for the purposes of the Tax Act will realize a capital gain (or a capital loss) to the extent that such Shareholder s proceeds of disposition, equal to the Share Consideration received pursuant to the Arrangement, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base to the Shareholder of his or her Restricted Voting Shares immediately before the Arrangement.

A Shareholder who is not resident in Canada will not be subject to tax under the Tax Act on any capital gain realized on the disposition of Restricted Voting Shares under the Arrangement, unless (i) the Restricted Voting Shares disposed of are taxable Canadian property of the Shareholder at the time of the disposition, and (ii) the Shareholder is not exempt from taxation in Canada on the disposition of such shares under the terms of an applicable income tax convention or treaty.

A summary of certain Canadian federal income tax considerations of the Arrangement is included under *Special Factors Certain Tax Considerations Certain Canadian Federal Income Tax Considerations* beginning on page 137 below in this Proxy Statement and the foregoing is qualified in full by the information in that section. All security holders are encouraged to seek their own tax advice.

United States Federal Income Tax Consequences

Subject to the passive foreign investment company (PFIC) rules (discussed below in *Special Factors Certain Tax Considerations Certain United States Federal Income Tax Considerations Passive Foreign Investment Companies* beginning on page 142), a U.S. Shareholder (as defined below) who holds Restricted Voting Shares as capital assets and who sells such Restricted Voting Shares pursuant to the Arrangement and receives the Share Consideration generally will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between (i) the U.S. dollar value of the cash payment received (which amount will not be reduced by any related Canadian taxes paid by the U.S. Shareholder directly or by withholding) and (ii) the U.S. Shareholder s adjusted tax basis in the Restricted Voting Shares (determined in U.S. dollars) that are sold pursuant to the Arrangement. Such gain or loss will be long-term capital gain or loss if the U.S. Shareholder s holding period for the Restricted Voting Shares sold is greater than one year at the time of the sale. Long-term capital gains of non-corporate U.S. Shareholders are currently eligible for reduced rates of U.S. federal income taxation. A U.S. Shareholder s ability to deduct capital losses is subject to certain limitations.

If Patheon is or becomes a PFIC for any tax year in which a U.S. Shareholder held Restricted Voting Shares, the preceding paragraph may not describe the U.S. federal income tax consequences to such U.S. Shareholder on the disposition of its Restricted Voting Shares pursuant to the Arrangement and such

U.S. Shareholder may be subject to tax at higher ordinary income tax rates and an interest charge on a deemed income deferral benefit. Patheon believes that it did not constitute a PFIC during its tax years ended October 31, 2008, 2009, 2010, 2011 and 2012, and based on its current business operations and financial expectations, Patheon expects that it should not become a PFIC during the tax year ended October 31, 2013 or its current tax year. Patheon has not made a conclusive determination as to its PFIC status as to all prior tax years. However, the determination of whether or not Patheon is a PFIC for any tax year is made on an annual basis and is based on the types of income Patheon earns and the types and value of Patheon s assets from time to time, all of which are subject to change. Additionally, the analysis depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. Furthermore, whether Patheon will be a PFIC for the current taxable year and any subsequent taxable year prior to the date of the sale pursuant to the Arrangement depends on its assets and income over the course of each such taxable year and, as a result, cannot be predicted with certainty as of the date of this Proxy Statement. Accordingly, there can be no assurance that the U.S. Internal Revenue Service (IRS) will not challenge the determination made by Patheon concerning its PFIC status or that Patheon will not be a PFIC for any taxable year.

The foregoing description of material U.S. federal income tax consequences of the Arrangement is qualified in its entirety by the longer discussion under *Special Factors Certain Tax Considerations Certain United States Federal Income Tax Considerations* beginning on page 140 below, and neither this description nor the longer discussion is intended to be legal or tax advice to any particular U.S. Shareholder. Accordingly, U.S. Shareholders should consult their tax advisors with respect to their particular circumstances.

Certain Tax Considerations for Shareholders who are not Residents of Canada

Shareholders who are not residents of Canada should be aware that the disposition of Restricted Voting Shares pursuant to the Arrangement may have tax consequences both in Canada and in the jurisdiction in which they are resident which may not be described fully herein. The tax treatment of such Shareholders pursuant to the Arrangement is dependent on their individual circumstances and the tax jurisdiction applicable to such Shareholders. It is recommended that Shareholders consult their own tax advisors in this regard.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND THE ARRANGEMENT

The following questions and answers briefly address some commonly asked questions about the Meeting and the Arrangement. These questions and answers may not address all questions that may be important to you as a Shareholder. You should still carefully read this entire Proxy Statement, including its Annexes and the documents referred to or incorporated by reference in this Proxy Statement.

Q. Who is soliciting my proxy?

A. Your proxy is being solicited by the Board and constitutes a solicitation by or on behalf of the management of Patheon within the meaning of the CBCA.

Q. What am I being asked to vote upon at the Meeting?

A. You are being asked to vote on the approval and adoption of the Arrangement Resolution. Approval of the Arrangement Resolution is necessary to consummate the Arrangement. You are also being asked to approve the Patheon Advisory (Non-Binding) Resolution on Specified Compensation and may also be asked to vote in respect of any other matters that may be properly brought before the Meeting. Management does not currently anticipate that any other matters will be brought before the Meeting.

Q. Who is entitled to vote at the Meeting?

A. Holders of record of Restricted Voting Shares (Registered Shareholders) as of the close of business on the Record Date are entitled to vote at the Meeting. As of the Record Date, there were 140,938,525 Restricted Voting Shares outstanding and entitled to vote at the Meeting.

Q. What should I do now?

A. You should carefully read and consider the information contained in this Proxy Statement. If you are a Registered Shareholder you should then vote by completing, dating and signing the enclosed form of proxy or, alternatively, by telephone, or over the internet, in each case in accordance with the enclosed instructions. To be used at the Meeting, the completed form of proxy must be deposited at the office of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by mail or the proxy vote must be otherwise registered in accordance with the instructions in the form of proxy. To be effective, a proxy must be received by Computershare Investor Services Inc. (Computershare) not later than 5:00 p.m. (Eastern time) on March 4, 2014, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the postponed or adjourned Meeting. Late proxies may be accepted or rejected by the chairperson of the Meeting in his or her discretion, and the chairperson is under no obligation to accept or reject any particular late proxy.

If the Arrangement is completed, in order to receive payment of the Share Consideration, you must provide a Letter of Transmittal in the form attached hereto as Annex L (the Letter of Transmittal) along with the certificate(s)

representing your Restricted Voting Shares. If you are a Registered Shareholder, you are also encouraged to complete, sign, date and return the enclosed Letter of Transmittal along with the certificate(s) representing your Restricted Voting Shares to Computershare Trust Company of Canada at the address specified in the Letter of Transmittal now so that, if the proposed Arrangement is approved by Shareholders and completed, payment for your Restricted Voting Shares can be sent to you as soon as possible following the Effective Time.

Shareholders whose Restricted Voting Shares are registered in the name of a broker, trustee, financial institution, investment dealer, bank, trust company, custodian, nominee or other intermediary are not considered to be Registered Shareholders and should contact that intermediary for instructions and assistance in receiving the Share Consideration for their Restricted Voting Shares.

Unless you elect otherwise, you will receive payment for your Restricted Voting Shares in United States dollars. If you are a Registered Shareholder and wish to receive the Share Consideration for your Restricted Voting Shares in Canadian funds, you must complete and sign the enclosed Letter of Transmittal (indicating your election to receive payment in Canadian funds) and send it with the certificate(s) representing your Restricted Voting Shares to Computershare Trust Company of Canada at the address specified in the Letter of Transmittal prior to 4:00 p.m. (Eastern time) on the business day prior to the Effective Date. A Registered Shareholder who completes and returns the Letter of Transmittal after that time will receive payment of the Share Consideration in United States dollars.

If you are a Registered Shareholder, you are encouraged to complete, sign, date and return the Letter of Transmittal along with the certificate(s) representing your Restricted Voting Shares to Computershare Trust Company of Canada at the address specified in the Letter of Transmittal now so that, if the proposed Arrangement is approved by Shareholders and completed, payment for your Restricted Voting Shares can be sent to you as soon as practicable following the Effective Time. Once a Registered Shareholder has provided his, her or its certificate(s) representing Restricted Voting Shares to Computershare Trust Company of Canada, such Registered Shareholder will not be able to sell or otherwise transfer its Restricted Voting Shares without contacting Computershare Trust Company of Canada, withdrawing their letter of transmittal, and receiving their Restricted Voting Share certificate(s) back from Computershare Trust Company of Canada.

See *The Arrangement Procedure for the Surrender of Restricted Voting Shares and Payment of Share Consideration Letter of Transmittal* beginning on page 160 below.

Q. If my Restricted Voting Shares are held in street name by my broker, will my broker vote my Restricted Voting Shares for me?

A. Brokers or other nominees who hold Restricted Voting Shares in street name for customers who are the beneficial owners of such shares may not give a proxy to vote those customers Restricted Voting Shares in the absence of specific instructions from those customers, commonly referred to as broker non votes. You should follow the procedures provided by your broker regarding the voting of your Restricted Voting Shares. Non-voted Restricted Voting Shares will have no effect on the vote to adjourn the Meeting, if necessary, to solicit additional proxies in favour of approval and adoption of the Arrangement Resolution.

Q. What if I do not vote?

A. If you return a properly signed form of proxy but do not indicate how you want to vote, your proxy will be counted as a vote FOR approval and adoption of the Arrangement Resolution and FOR approval of the Patheon Advisory (Non-Binding) Resolution on Specified Compensation.

If you submit your properly signed proxy and affirmatively elect to abstain from voting, your proxy will be counted as present for the purpose of determining the presence of a quorum.

Since all approval thresholds are determined by the percentage of the votes cast by the applicable group of Shareholders, not submitting a properly signed proxy and not voting, or submitting a properly signed proxy and affirmatively electing to abstain from voting, has the effect of increasing the importance of each vote within the group of Shareholders who do vote.

Q. When should I send in my form of proxy?

A. You should send in your completed form of proxy as soon as possible so that your Restricted Voting Shares will be voted at the Meeting. The deadline for receipt of proxies from Registered Shareholders is 5:00 p.m. (Eastern time) on March 4, 2014 or, in the case of any adjournment(s) or postponement(s) of the Meeting, no later than 5:00 p.m. (Eastern time) on the second business day before the date that any adjournment or postponement of the Meeting is reconvened or held, as the case may be. Non-Registered Shareholders who

receive these materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their broker or intermediary.

Q. May I change my vote?

A. Yes. If you want to change your vote, you can revoke your proxy after you have delivered it by depositing an instrument in writing executed by you or your attorney authorized in writing (or if you are a corporation, by an authorized officer or attorney of the corporation authorized in writing), either (i) at Patheon s registered office or with Computershare, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 48 hours, excluding Saturdays, Sundays and holidays, immediately preceding the Meeting or any adjournment of the Meeting or (ii) with the chairperson of the Meeting at any time before the Meeting commences. You can also change your vote by (i) attending the Meeting and voting in person if you were a Registered Shareholder at the Record Date; (ii) signing a form of proxy bearing a later date and depositing it in the manner and within the time described under the heading *Appointing a Proxyholder* beginning on page 167 below; or (iii) in any other manner permitted by law. If you revoke your proxy and do not replace it with another proxy that is deposited with Computershare before the deadline, you can still vote your Restricted Voting Shares if you are a Registered Shareholder, but to do so you must attend the Meeting in person.

Q. May I vote in person?

A. If you are a Registered Shareholder as of the Record Date, you may attend the Meeting and vote your Restricted Voting Shares in person.

If you are a non-registered holder of Restricted Voting Shares as of the Record Date, and your Restricted Voting Shares are held in street name and your broker has not appointed you as a proxyholder, then Computershare will not have a record of your name and will have no knowledge of your entitlement to vote. In these circumstances, if you wish to vote in person at the Meeting, you should insert your own name in the space provided on the voting instruction form that you have received from your broker or other intermediary in accordance with their instructions. If you do this, you will be instructing your broker or other intermediary to appoint you as proxyholder. Please adhere strictly to the signature and return instructions provided by your broker or other intermediary well in advance of the Meeting. Please register with Computershare upon arrival at the Meeting.

Q. When is the Arrangement expected to be completed?

A. We currently expect the Arrangement to be completed in the first half of calendar 2014, following satisfaction or waiver of all conditions, including approval and adoption of the Arrangement Resolution by the Court and our Shareholders. The Arrangement is also subject to certain regulatory approvals, including the explicit or implicit approval of the Arrangement under the European Union Merger Regulation, expiration or termination of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), and regulatory approvals in Mexico and Serbia. As of the date of this Proxy Statement, the applicable waiting period under the HSR Act has expired and the required Serbian regulatory approval has been obtained.

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Q. What will happen to my Restricted Voting Shares after the closing of the Arrangement?

A. Following the effectiveness of the Arrangement, your Restricted Voting Shares will solely represent the right to receive the Share Consideration (unless Dissent Rights have been validly exercised). Trading in Restricted Voting Shares on the TSX will cease. Price quotations for Restricted Voting Shares will no longer be available and we will apply to cease to be a reporting issuer in any province or territory of Canada and will no longer file periodic reports under the Exchange Act.

Q. What will happen if the Arrangement Resolution is not passed or the Arrangement is not completed for any reason?

A. If the Arrangement Resolution is not passed or the Arrangement is not completed for any reason, the Arrangement Agreement may be terminated. If this occurs, Patheon will continue to carry on its business operations in the normal and usual course. See *Risks Associated with the Arrangement* beginning on page 192 below. In certain termination circumstances, Patheon will be required to pay to the Purchaser a termination fee in the amount of US$23.643 million. Patheon may also be required to pay to the Purchaser an expense reimbursement fee, up to a maximum amount of US$13 million, provided however that in no event will Patheon be required to pay in such circumstances, in the aggregate, an amount in excess of US$23.643 million.
See *The Arrangement Agreement Termination Fees* beginning on page 189 below.

Q. What should I do if I have questions?

A. Patheon has engaged Georgeson Shareholder Communications Canada, Inc. (Georgeson) as its proxy solicitation agent. Shareholders with questions should contact Georgeson in North America toll free at 1-866-656-4121 or internationally by dialing 781-575-2182 collect or by email at askus@georgeson.com.

SPECIAL FACTORS

Background to the Arrangement

The Arrangement Agreement is the result of negotiations among representatives of the Company, the Independent Committee, JLL and DSM (both on behalf of themselves and on behalf of the Purchaser) and their respective advisors. The following is a summary of the principal events leading to the signing of Arrangement Agreement and the announcement thereof.

In early 2011, the Board hired James Mullen as Chief Executive Officer and soon thereafter Michael Lytton as Executive Vice President of Corporate Development and Strategy and General Counsel and charged them with developing a new operational and strategic plan for the Company. On September 9, 2011, Patheon announced the implementation of a new corporate strategy based on an operational transformation plan recommended by the newly-hired management team, which included:

- rationalizing Patheon s global footprint to enhance capacity utilization and efficiently focus ongoing capital investment on core, strategic businesses, and exiting businesses in which the Company was below scale, such as clinical packaging, non-sterile liquids, and creams and ointments;

- accelerating operational excellence programs in both the CMO and PDS businesses to increase efficiency, lower cost and better serve Patheon s customers;

- transforming existing CMO sites to function as centers of excellence focusing on specific technologies and production activities and closing sites that were redundant in their service offerings or had infrastructure that was outdated; and

- investing in the PDS business and expanding its presence in complementary, early drug development services.

In October 2011, Alexander Wessels, the then President and Chief Executive Officer of the DPP Business, initiated a meeting with Mr. Mullen to discuss potential strategic opportunities for Patheon and DSM, especially in light of the proximity of DSM s flagship sterile finished drug product (Drug Product) facility in Greenville, North Carolina to Patheon s headquarters in Durham, North Carolina as well as Patheon s lack of a US sterile facility (Patheon s existing three sterile facilities are in Europe and certain of its customers had expressed a desire for a US facility). Mr. Mullen had involvement with DSM prior to joining Patheon, having served as Chairman of the board of directors of a joint venture in which DSM was one of the joint venture partners. On October 12, 2011, Mr. Mullen and Mr. Lytton met with Mr. Wessels. The discussion at this meeting included possibilities for combining all or part of Patheon with the DPP Business, including DSM s business in active pharmaceutical ingredients (API), and each company s respective Drug Product businesses. At the time of the meeting, Patheon and DSM were already parties to a limited non-disclosure agreement concerning an unrelated sale of a facility, but had not entered into a general non-disclosure agreement with respect to strategic discussions. In addition to profiling each company and its respective business, the parties discussed the future of the API and Drug Products businesses of both Patheon and DSM. It was observed by both Mr. Mullen and Mr. Wessels that customer trends favored increased scale and larger players, that each party viewed the establishment of a greater presence in emerging markets as desirable, and that both companies were focused on improving profitability. Messrs. Mullen, Lytton and Wessels discussed at a high level the possible strategic rationale of a business combination, but no specific proposals were made.

By early March 2012, approximately six months following the Company s initial implementation of its new corporate strategy, material improvements in Patheon s financial performance were becoming evident, including a potential increase in EBITDA, new contracts being awarded and the emergence of significant operational improvements.

On June 12, 2012, the Board and management of the Company (Management) reviewed the Company s competitive framework. The Board authorized Management to work on a growth strategy to be presented to the

Board at the September 2012 Board meeting. It was the consensus of the Board that growth through acquisitions would achieve faster results than an organic growth strategy, that Patheon s competitors were undertaking aggressive merger and acquisition (M&A) programs, and that there were a number of actionable target companies to pursue.

On June 18 and 19, 2012, Management held an off-site retreat to discuss growth through inorganic means. At this meeting, Management prioritized potential M&A targets, including Banner Pharmacaps Inc. (Banner). The Company began pursuing Banner following a presentation of Management s preliminary evaluation of Banner as an M&A candidate at a September 12, 2012 Board meeting. On October 29, 2012, Patheon entered into a purchase and sale agreement with Banner and on December 14, 2012 the acquisition of Banner was completed. In connection with this acquisition, the Company incurred approximately US$255 million of additional indebtedness and raised US$30 million of proceeds from the sale of Restricted Voting Shares in a rights offering to all Shareholders at a price of US$3.19 per Restricted Voting share. The Board was aware that, as a result of the indebtedness incurred to acquire Banner, the Company would not likely be able to incur significant additional indebtedness in the near future and thus would, as a practical matter, be unable to pursue other material acquisitions until all or a portion of such indebtedness was repaid. Thus, it was decided that the Company would focus in the near term on integrating Banner, continuing implementation of its operational transformation plan, and seeking smaller add-on acquisitions.

In January 2013, Michel Lagarde and Dan Agroskin, managing directors of JLL and Board members, advised Messrs. Mullen, Grant and Lytton that JLL was interested in achieving liquidity for its investment in Patheon in 2013, provided that the price was acceptable and the Company continued to show improved financial performance in 2013. Messrs. Mullen, Grant and Lytton explained that, given the illiquidity of the Restricted Voting Shares, it was apparent to the parties that a transaction achieving this goal would likely be structured to provide liquidity for Patheon s public Shareholders. JLL s representatives indicated that JLL would be supportive of such a transaction structure. JLL and Management agreed to consider the viability of various strategic alternatives that might achieve JLL s liquidity goals under the appropriate circumstances. JLL and Management agreed that at this time it was premature to consider any type of strategic transaction, and Management s focus should be on continuing to improve operating results for the Company. If operating improvements were achieved, JLL and Management agreed they would discuss the possibility of a strategic transaction later in 2013 with the Board.

On February 15, 2013, during a teleconference among Messrs. Lagarde and Agroskin and Messrs. Mullen, Grant, and Lytton, Messrs. Lagarde and Agroskin reiterated that JLL wanted to achieve liquidity for its affiliates investment in the Company and that, if Patheon s financial performance continued to improve, Management should consider exploring a potential strategic alternatives process, including by interviewing investment bankers and meeting with other private equity firms. As Patheon s financial performance in the first two quarters of its fiscal year was not yet known, Management did not take any action at that time as a result of these discussions with JLL. Management continued to believe that, as JLL was not prepared to take steps towards any liquidity transaction until the Company continued to show improved operating performance, that Management s focus should be on improving the Company s performance and that it was appropriate to defer a discussion with the Board about a possible strategic transaction.

On March 6, 2013, in advance of the upcoming Board meeting on March 7, 2013, Messrs. Mullen, Lytton and Grant informed Derek Watchorn, one of Patheon s independent directors, of JLL s interest in achieving liquidity for its affiliates investment in the Company and thus the possibility of a potential future strategic or other transaction for the Company in 2013 if the Company s operating performance continued to improve. Mr. Watchorn subsequently advised two other independent directors of the Company, Brian Shaw and David Sutin, of JLL s interest in achieving liquidity in its investment in Patheon.

At a Board meeting held on March 7, 2013, there was general discussion of JLL s interest in achieving liquidity. As part of this discussion, the Board considered the lack of liquidity of the Restricted Voting Shares as a

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rationale for a strategic transaction that would also provide liquidity to the Company s public Shareholders. The Board determined that it would be advisable to wait until it had an opportunity to review the Company s financial performance for the quarter ending April 30 and to further advance the integration of the Banner product business unit before deciding whether to begin a formal process of pursuing a strategic transaction. However, the Board authorized Management to begin informal discussions with private equity firms so that if a decision was subsequently made to pursue a strategic transaction, such transaction could occur as expeditiously as possible.

On March 8, 2013, Mr. Mullen met with representatives of a global private equity firm to discuss Patheon and its business. No proposals were made by the private equity firm or by Mr. Mullen at the meeting.

In late March, Mr. Mullen contacted Mr. Wessels of DSM to arrange a meeting to discuss the possibility of a potential combination or other transaction involving the two companies. Management s view was that DSM was a logical strategic partner given its ownership of the Greenville, North Carolina sterile products facility and its leadership position in API, a business closely related to Patheon s Drug Product business. In addition, Management believed that a potential transaction with DSM would benefit Patheon s long-term business through a significant increase in scale and presence in regions in which it was seeking to grow.

On April 8, Messrs. Mullen, Grant, and Lytton, on behalf of Patheon, and Mr. Lagarde, on behalf of JLL, met with Mr. Wessels, Michael Wahl, a senior corporate development executive of DSM, and Prisca Havranek-Kosicek, Chief Financial Officer of the DPP Business, in Mountain Lakes, New Jersey. At the meeting, DSM s representatives expressed interest in a potential transaction with Patheon. Also on April 8, Patheon and DSM executed a non-disclosure agreement relating to such discussions. A number of possible transaction structures were discussed at a high level, including DSM acquiring Patheon, Patheon acquiring the DPP Business, and establishing a joint venture involving the two companies. The discussion topics also included the businesses and goals of each of Patheon and DSM.

On April 19, a follow-up meeting among representatives of Patheon, JLL and DSM, including Messrs. Mullen and Lytton, and Alex Bruni, Vice-President of Corporate Development of Patheon, Mr. Lagarde of JLL, and Messrs. Wessels and Wahl and Ms. Havranek-Kosicek of DSM, was held in Mountain Lakes, New Jersey. During this meeting, DSM s representatives indicated that DSM was not interested in buying Patheon but that it was interested in exploring the possibility of holding a minority interest in a joint venture between its DPP Business and Patheon, which would be run by Patheon s current management team. JLL presented a potential transaction structure in which a buying group, including DSM and a more-recently established JLL fund that was not, at that time, an investor in Patheon would form a new entity (DSM-JLL Newco or Newco) to acquire, directly or indirectly, all of the outstanding Restricted Voting Shares (including Restricted Voting Shares held by JLL affiliates), thus providing liquidity to all Shareholders. DSM s representatives indicated that DSM required authorization from its supervisory board before proceeding further with discussions of a possible transaction and stated that they would contact Patheon following internal discussions.

Because neither JLL nor Patheon was aware of an anticipated timeframe within which DSM would contact Patheon regarding a potential transaction, between April 22-29, at JLL s suggestion, the Company interviewed five potential financial advisors to advise it with respect to undertaking a potential sale process with third parties relating to JLL s equity position or the equity of all Shareholders, in light of JLL s stated intent to achieve liquidity for its Patheon investment.

During the week of April 29, Mr. Mullen met with representatives of a second global private equity firm to discuss Patheon and its business. No proposals were made by the private equity firm or by Mr. Mullen at the meeting.

Also during this time, JLL and Management discussed alternative transaction structures for a possible DSM transaction, including having Patheon acquire the DPP Business, and potential options for having public shareholders

of Patheon continue to be shareholders in the combined entity. In considering the alternative of

providing the public shareholders with the opportunity to acquire an equity interest in the combined entity, the Company noted that under this deal structure, the resulting entity would remain a public reporting company, and would have to continue to make public filings with the SEC and/or Canadian securities regulatory authorities, and to incur the costs associated with these filings. Additionally, it was noted that given the small number of shares that would be issued to the public in this structure, there would be very limited liquidity for these publicly held shares and JLL advised that DSM did not wish to hold a minority interest in a public company. Accordingly, JLL and the Company decided not to pursue this alternative as it was not deemed a viable transaction structure. During this time, JLL also indicated to Management that it favored the DSM-JLL Newco transaction structure discussed at the April 19 meeting with DSM and that JLL did not expect to support alternative structures.

At a telephonic Board meeting held on May 20, Management provided the Board with an update on Patheon s progress in relation to the September 2011 strategic plan. Management advised that the next phase of the Company s growth plan involved challenges and risks, including pressure from customers to increase scale to compete effectively, and that customers wished to reduce the number of vendors with which they did business. Management also discussed the need to make further significant acquisitions to address market dynamics, emphasizing the Company s future need to access capital if it wished to pursue strategic acquisitions and limitations on its ability to do so. The Board authorized management to negotiate possible terms for a limited scope engagement of Morgan Stanley Bank N.A. (Morgan Stanley), one of the financial advisors interviewed in late April, to provide a valuation of the Company that could be realized by Shareholders through organic growth as compared to the value that could be realized through a near term sale process.

Also on May 20, JLL sent to Management a preliminary analysis of the economics of a potential transaction with DSM using the structure discussed on April 19. The analysis included, among other things, a management equity pool for management of DSM-JLL Newco of 7% of the fully diluted capitalization of DSM-JLL Newco after return of investor capital.

On May 21, Mr. Wahl called Mr. Lagarde to tell him that DSM wished to continue discussions regarding the DSM-JLL Newco transaction structure proposed by JLL on April 19 and that DSM would be responding in writing in the next few days. Mr. Wahl also indicated that management of the DPP Business was now authorized to engage in preliminary due diligence of Patheon to support the formation of DSM-JLL Newco. Mr. Lagarde advised Messrs. Mullen, Grant and Lytton of his call from Mr. Wahl and that JLL was interested in exclusively pursuing the DSM-JLL Newco transaction with DSM, rather than any transaction involving other third parties, and would not be supportive of the Company further pursuing any steps toward a third party sale process. At this time, the Company s Canadian legal counsel, Dentons Canada LLP (Dentons), discussed with Mr. Lytton the processes that should be considered in the event that the Company decided to pursue a transaction with DSM and JLL in this context, which would include the establishment of a special committee of independent directors to consider the fairness of the transaction and to negotiate the transaction on the Company s behalf. Mr. Lytton notified Mr. Watchorn later that day of the developments described in this paragraph.

Also on May 21, Mr. Watchorn, as a representative of the independent directors met with Blake, Cassels & Graydon LLP (Blakes) and another Canadian law firm to discuss retaining a Canadian legal advisor to advise the independent directors in connection with the potential establishment of a committee of independent directors and ongoing discussions with JLL and DSM. After these meetings, the independent directors decided to engage Blakes as Canadian legal advisor. Blakes discussed the composition and mandate of a potential committee of independent directors with Mr. Watchorn and Dentons between May 21 and 28.

On May 28, Messrs. Mullen and Lytton called Mr. Watchorn and described their understanding of the proposed DSM-JLL Newco transaction structure as proposed on April 19.

Also on May 28, Mr. Lytton and Dentons participated in a previously-scheduled call with Morgan Stanley to discuss the information that Morgan Stanley would require in order to proceed with its preliminary valuation work on Patheon with respect to the potential sales process of Patheon. Based on DSM s and JLL s expressed

interest in pursuing the specific DSM-JLL Newco transaction, and JLL s stated intention to not pursue or approve any transaction other than the DSM-JLL Newco transaction, Morgan Stanley s preliminary work on a potential sale process for the Company was suspended pending receipt of further direction from the Board.

Also on May 28, Mr. Lytton and Dentons spoke to Skadden, Arps, Slate, Meagher and Flom LLP (Skadden), counsel to JLL, to gain a better understanding of JLL s plans in relation to DSM and a potential sale transaction. Skadden indicated that, while it was premature to determine whether JLL would eventually support a transaction involving DSM, or to comment on what form that transaction might take, JLL suggested that the potential sale process to a third party be suspended to permit consideration, with the input of Management, of whether a transaction involving DSM was viable. A Board meeting was called for May 31 for the Board to consider these matters.

On May 31, an in-person Board meeting was held in New York. Management described and presented the strategic rationale, on a business level, for a possible combination of the DPP Business and Patheon as well as the structure for the transaction proposed by JLL to DSM on April 19, 2013.

At this meeting, Management expressed its preliminary view that a combination of Patheon with the DPP Business appeared compelling on a business level. JLL s request to have Management assist in investigating and performing due diligence on the DPP Business in connection with a potential transaction involving DSM was also discussed. The Board was advised that DSM had asked JLL for a letter of intent or term sheet to be provided to the managing board of DSM as early as June 30. The Board received a presentation from Dentons regarding the Board s fiduciary duties with respect to the potential strategic alternative processes available to the Company. JLL s representatives on the Board formally advised that they were representatives of affiliates of JLL funds that had an interest in participating in an acquisition of Patheon, as part of a buying group with DSM, if such a transaction was determined to be viable and accordingly, it was appropriate for them to declare their interest in any such transaction pursuant to Section 120 of the CBCA. Mr. Mullen, as well as Messrs. Lytton and Grant, also advised the Board that they may have interest in participating as equityholders in the new entity as part of a potential transaction and accordingly believed it was appropriate to declare their interests in a potential transaction on that basis. Finally, Mr. Viso, a director of the Company and holder of approximately 8.3% of the outstanding Restricted Voting Shares, declared his interest in such a transaction on the basis that he would also consider investing a portion of his expected proceeds in the combined DSM-JLL Newco entity as part of a potential transaction. Following discussion of all of these factors, the Board authorized Management to conduct and report on an evaluation of whether a potential combination with the DPP Business was viable. It was agreed that if a transaction appeared viable, and if JLL subsequently determined to pursue a DSM-JLL Newco transaction, a special committee of independent directors consisting of Mr. Watchorn (as Chair), Mr. Shaw and Mr. Sutin would be formed to evaluate and negotiate a transaction on behalf of Patheon. Mr. Watchorn was authorized to direct the development of a mandate for the independent committee that was appropriate for the potential transaction. The Board noted that Morgan Stanley had not yet been engaged with respect to any alternative transaction process and had not yet performed any previously contemplated valuation work in contemplation of a sales process. The Board determined not to engage Morgan Stanley for that work given the developments to date regarding a potential transaction with JLL and DSM.

On June 4, at the request of JLL, Mr. Mullen met with JLL s largest limited partners to discuss the possible DSM-JLL Newco transaction.

On June 5, at JLL s request, Messrs. Mullen, Stuart and Lytton attended JLL s annual limited partners meeting. Also in attendance were executives of certain of JLL s portfolio companies. During the meeting, Paul Levy, Senior Managing Director of JLL, stated that JLL Fund V intended to exit Patheon during 2013 at a valuation of US$1.9 billion, which was in a range of 10x to 11x Pro Forma Adjusted EBITDA.

Also on June 5, JLL sent a term sheet to DSM for the DSM-JLL Newco transaction structure, together with due diligence request lists. The term sheet proposed a valuation of Patheon equal to US$1.9 billion based on a

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multiple of the Company s EBITDA, or such amount as might be subsequently agreed between JLL and DSM, and an exclusivity provision between JLL and DSM for sixty (60) days. The term sheet also contained a number of terms related to the capitalization, governance and operation of Newco.

Between June 5 and June 17, Messrs. Watchorn, Sutin and Shaw, in consultation with Blakes and Dentons and with input from counsel to JLL, developed a draft mandate for the special committee of independent directors.

On June 17, Management and representatives of JLL met with Messrs. Watchorn, Sutin and Shaw to discuss the upcoming June 21st Board meeting. At this meeting, JLL informed Messrs. Watchorn, Sutin and Shaw that JLL was interested in exclusively pursuing the DSM-JLL Newco transaction with DSM and would not be supportive of the Company pursuing any further steps towards a third-party sale process. JLL believed that engaging in a protracted auction process, which JLL believed would be unlikely to result in greater value for the Shareholders than the DSM-JLL Newco transaction, would potentially jeopardize the certainty of the DSM-JLL Newco transaction. JLL believed that the potential combination of Patheon and the DPP Business presented synergies that enabled the Purchaser to offer greater consideration for Patheon than other potential bidders in an auction process. In connection with its consideration of achieving liquidity for its investment in Patheon in 2013, JLL evaluated the likelihood that any strategic buyers would have the interest and financial capability to acquire Patheon and determined that it was unlikely that any such buyer would have the interest and financial capability to acquire Patheon. Additionally, based on its in depth knowledge of Patheon, acquired over the six years of its investment, JLL believed it was unlikely that any other party would be willing to offer greater value for the holders of Restricted Voting Shares than the DSM-JLL Newco transaction. JLL also believed that the combination of the Company with the DPP Business represented a compelling investment opportunity for JLL s affiliated investment funds.

From May 31 to June 20, Messrs. Watchorn, Sutin and Shaw held a series of meetings and conference calls with Blakes to prepare a draft mandate for the Independent Committee. During this period, elements of the draft mandate were discussed by Mr. Watchorn with the other members of the Board and with Mr. Lytton in his role as General Counsel of the Company, and by Blakes with Skadden, JLL s Canadian legal advisor, Borden Ladner Gervais LLP (BLG), Dentons and Goodwin Procter LLP (Goodwin), counsel to the Company. Even though the Independent Committee was aware of Mr. Lytton s potential participation in a transaction, the Independent Committee believed it was important that Mr. Lytton, as General Counsel of the Company, participate in these discussions and in the preparation of the mandate. The Independent Committee and Mr. Lytton were aware of his potential conflict of interest, and accordingly limited the scope of his input as well as took the potential conflict into consideration in its discussions. Blakes and Dentons, as Canadian counsel to the Independent Committee and Patheon, respectively believed this participation carried out under the supervision of Messrs. Watchorn, Sutin and Shaw was customary and appropriate in the circumstances. By June 20, 2013, Messrs. Watchorn, Sutin and Shaw had, with the assistance of Blakes, developed a draft mandate that they were prepared to submit to the full Board for formal approval. This draft mandate was circulated to the Board for consideration at a Board teleconference to be held on June 21, 2013.

At the Board teleconference held on June 21, Management reviewed materials previously circulated to the Board, including Management s presentation on the status of the DSM-JLL Newco transaction and its contemplated structure, which continued to be consistent with the structure originally proposed by JLL on April 19, 2013, and the draft mandate for a special committee of independent directors developed by Messrs. Watchorn, Sutin and Shaw. While the Board noted that a number of other alternative transaction structures had been considered by Management, JLL had informed the Board of its intention to exclusively support the DSM-JLL Newco transaction structure with DSM and not to support or vote in favor of any alternative transaction. In light of JLL s stated intentions and having considered Patheon s inability to finance alternative acquisition transactions, the Board, following a declaration of interest by certain directors, then constituted the Independent Committee, consisting of Messrs. Watchorn, Shaw and Sutin with Mr. Watchorn to serve as chair. The Board also approved the Independent Committee mandate in the form recommended by the independent directors. Pursuant to the terms of its mandate, the Independent Committee was authorized and directed to, among other things,

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(i) consider whether the proposed DSM-JLL Newco transaction was in the best interests of the Company; (ii) negotiate the terms (including price) of the proposed transaction on behalf of the Company; (iii) consider any available alternatives to the proposed transaction; (iv) determine whether or not to make a recommendation to the Board as to whether or not to approve the proposed transaction; and (v) report to the Board as to the Independent Committee s recommendation (or that the Independent Committee is not making any recommendation) and its reasons and conclusions in respect thereof. In connection with its mandate, the Independent Committee was empowered to (a) retain, at the Company s expense, legal counsel and financial and other advisors as it considered necessary or desirable to advise the Independent Committee and to assist it in the execution of its mandate; (b) retain, at the expense of the Company, an independent valuator and supervise its preparation of a formal valuation in accordance with MI 61-101; and (c) direct Management to assist the Independent Committee and its advisors as the Committee considered necessary or desirable for the fulfillment of its mandate. The Board also authorized Management to continue to assist JLL with its evaluation and negotiation of a possible transaction with DSM involving the acquisition of Patheon, and in particular, Management was directed to conduct diligence on the DPP Business and report back to the Independent Committee and JLL on this diligence and the potential viability of a transaction with DSM.

The Independent Committee formally retained Blakes to act as its legal advisor on June 24, and met telephonically on June 27 to discuss the retention of financial advisors, including an independent valuator as required pursuant to MI 61-101. From June 28 to July 3, the Independent Committee made information requests to four Canadian investment banks and requested responses on or before July 17.

Between June 22 and July 1, JLL, DSM, and Management discussed the due diligence process, although no materials were exchanged between the parties.

On July 2, representatives of Patheon (Mr. Mullen) and JLL (Messrs. Lagarde and Agroskin) met with representatives of DSM (Mr. Wahl and Stefan Doboczky, a member of the managing board of DSM) in London, England, to discuss DSM s interest in pursuing a transaction with Patheon. DSM s representatives indicated that DSM was continuing to consider the impact on DSM of a potential transaction. The group determined to hold detailed joint management presentations on July 18, with diligence information to be initially exchanged between the parties prior to that meeting.

On July 3, Messrs. Mullen and Lytton had a telephone conversation with the members of the Independent Committee as well as Mr. Viso to update them on the progress of discussions with DSM. The Independent Committee and Mr. Viso had each asked Management to provide periodic updates on the status of the potential transaction, which Management did from time to time. The Independent Committee had determined that, as all other members of the Board other than Mr. Viso were being informed of the status of the transaction, either through their relationship to the potential buying group or through serving on the Independent Committee, Management should periodically update Mr. Viso so that he would be aware of the status of the transaction in his capacity as a member of the Board and be in a position to provide informed input to the Independent Committee.

On July 13, DSM provided a revised term sheet to JLL for the DSM-JLL Newco transaction structure. The revised term sheet indicated that the US$1.9 billion enterprise valuation of Patheon was subject to DSM s due diligence and made numerous changes to the terms relating to proposed governance and operations of the DSM-JLL Newco entity. The revised term sheet also provided for a management equity incentive pool of 5-10% of the fully diluted capitalization of DSM-JLL Newco after return of investor capital.

On July 15, each of DSM and Patheon made available documents to the other via an electronic data room.

On July 17, Messrs. Mullen and Lytton updated members of the Independent Committee as well as Mr. Viso on the status of the DSM-JLL Newco transaction. Also on July 17, the Independent Committee received proposals from the four Canadian investment banks to which the request for proposal had been sent.

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On July 18, representatives of Patheon and JLL met in New York City with representatives of DSM to discuss a number of issues relating to the DSM-JLL Newco transaction structure, including which components of the DPP Business would be included, DSM s minority shareholder role, and DSM-JLL Newco s need for debt financing to finance the proposed transaction. DSM noted that it would not have authority to engage in due diligence until a meeting of its managing board on September 2, 2013. In advance of that meeting, the parties agreed to meet on August 13, 2013 to follow up on potential diligence issues, as well as for JLL and DSM to negotiate a non-binding letter of intent with respect to the DSM-JLL Newco structure. The parties also agreed to meet on August 14, 2013 to prepare a joint strategic/business plan, which would be presented to the DSM managing board on September 2, 2013.

On July 22, JLL sent further due diligence data requests to DSM, based on input from Messrs. Mullen, Grant, and Lytton.

On July 23, because of the uncertainty of the DSM-JLL Newco transaction and based on their knowledge of JLL s desire for liquidity in its investment in Patheon, the Board authorized Messrs. Mullen, Lytton and Grant to meet with representatives of a third private equity firm to discuss Patheon and its business. The Board believed that Management should continue to have preliminary discussions with the private equity firms so that the Company could expeditiously consider other alternatives if discussions with DSM were not successful. No proposals were made by the private equity firm or by Messrs. Mullen, Lytton or Grant at the meeting.

On July 24, representatives of Patheon reviewed the agenda for the meetings on August 13-14 and an outline of the business plan with representatives of DSM. Also on July 24, Mr. Lytton updated members of the Independent Committee as well as Mr. Viso on the status of the discussions between Patheon, DSM and JLL.

On July 24 and 25, the Independent Committee and Blakes interviewed each of the four Canadian investment banks separately to discuss their proposals. The Independent Committee considered at length the sector experience of each bank, their relative experience in financial advisory mandates in relation to going private transactions involving Canadian entities, their experience in preparing formal valuations and their proposed fees.

On July 30, the Independent Committee met, with Blakes present, to further discuss the respective investment bank proposals and their relevant experience and proposed fees.

On July 31, representatives of Patheon spoke again with representatives of DSM about progress on the joint business plan as well as preparations for the meetings on August 13-14. Also on July 31, Mr. Lytton updated Mr. Watchorn on the progress of the proposed DSM-JLL Newco transaction. Mr. Watchorn noted that the Independent Committee had interviewed four investment banks to potentially serve as financial advisor or independent valuator to the Independent Committee, and indicated that he was beginning fee negotiations with these banks on behalf of the Independent Committee.

On August 2, an update call was held among JLL, DSM and Patheon to review the status of the preparations for the meeting on August 13-14, DSM s progress in delivering supplemental due diligence materials to Patheon on August 5, the joint effort to prepare a strategic/business plan, and the DSM-JLL Newco transaction term sheet negotiation. It was agreed that the parties would speak again on August 7 to assess progress.

Also on August 2, Messrs. Mullen and Lytton met with representatives of a fourth global private equity firm, at the private equity firm s request, to discuss the possibility of pursuing a transaction involving Patheon. Management and the private equity firm agreed to postpone further discussions until the end of August, by which time Management expected it would become more clear as to whether the DSM-JLL Newco transaction was likely to proceed. No additional discussions were pursued with the private equity firm.

Also on August 2, DSM delivered a revised term sheet for the DSM-JLL Newco transaction to JLL. The revised term sheet did not change the proposed valuation of Patheon but made changes to the valuation of the DPP

Business and to the proposed governance and operations of the DSM-JLL Newco entity. The revised term sheet continued to provide for a management equity pool of 5-10% of the fully diluted capitalization of Newco.

From August 1 to 10, the Independent Committee considered, with the input of Blakes, Dentons and Management, the proposals by and interviews with the four Canadian investment banks. The Independent Committee considered, among other factors, the credentials of each bank and any relationships that each bank had with JLL and/or DSM (a summary of such information relating to RBC and BMO Capital Markets can be found in the section of this Proxy Statement entitled *Special Factors Fairness Opinion of RBC RBC s Relationships with Interested Parties* beginning on page 61 below and *Special Factors Formal Valuation and Fairness Opinion of BMO Capital Markets* beginning on page 46 below). On August 11, the Independent Committee invited RBC and BMO Capital Markets to submit revised fee proposals by August 13.

On August 8, Messrs. Mullen and Lytton met with representatives of a fifth private equity firm to discuss Patheon and its business. No proposals were made by the private equity firm or by Messrs. Mullen or Lytton at the meeting.

On August 13, representatives of Patheon, JLL and DSM met in New York for Patheon and DSM to deliver management presentations, with each company describing its key business units. On August 14, Patheon and DSM jointly presented a strategic plan for the two companies. JLL and DSM also continued to negotiate the DSM-JLL Newco term sheet. At the conclusion of the meetings, DSM indicated that it had received enough material for representatives of the DPP Business to request approval from the supervisory board of DSM on September 2 to continue pursuing the proposed transaction.

Also on August 13, the Independent Committee met telephonically, with Blakes present, to discuss certain queries that had been made by the investment banks in response to the request for revised fee proposals. Blakes communicated the responses of the Independent Committee to the investment banks on August 13 and indicated that a further fee proposal was requested by the Independent Committee by August 14. On August 14 revised proposals were presented by each of the investment banks. The Independent Committee met telephonically on August 15 and 16, with Blakes present, to discuss the revised proposals. The Independent Committee reviewed the information that had been provided by RBC regarding the passive limited partnership investment by an RBC affiliate in JLL Fund V (see *Special Factors Fairness Opinion of RBC RBC s Relationships with Interested Parties* beginning on page 61 below for additional details), representing a very small proportion of the JLL Fund V investment in Patheon. The Independent Committee carefully assessed such information, including in light of its understanding that the JLL Fund V limited partners would receive the same consideration for the Restricted Voting Shares indirectly held by JLL Fund V as would be received by minority holders of Restricted Voting Shares pursuant to the proposed transaction, subject to the terms of the JLL Fund V limited partnership agreement. The Independent Committee also considered the other information that had been provided to it by the various banks. Based on the Independent Committee s assessment of the information it reviewed, including its view of each bank s relative strengths and weaknesses, it determined, in light of BMO Capital Markets and RBC s respective experience in acting for Canadian targets in connection with going-private transactions and acting for (and opposite) private equity funds, as well as each bank s sector expertise, both in Canada and the U.S. that its preferred advisors would be BMO Capital Markets as independent valuator, and RBC as financial advisor, subject in each case to certain amendments being made to the revised fee proposal provided by each of them on August 14.

Following the meeting on August 16, Blakes contacted RBC and BMO Capital Markets on behalf of the Independent Committee and indicated that it was the Independent Committee s intention to engage RBC as financial advisor to the Independent Committee and BMO Capital Markets as independent valuator, subject in each case to the above-noted amendments being made.

The Independent Committee also held a second meeting on August 16 which Mr. Viso attended, during which the Independent Committee discussed with Mr. Viso the proposed transaction, including its proposed structure

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and timing, in order to update Mr. Viso and obtain the benefit of his guidance, and discussed his views on the proposed transaction.

The Independent Committee, with the input of Blakes, as well as Management and Dentons, engaged in discussions with BMO Capital Markets regarding the terms of their potential engagement between August 16 and 20. On August 21, Blakes contacted BMO Capital Markets on behalf of the Independent Committee to inform BMO Capital Markets that it had been selected for engagement as the independent valuator.

On August 23, Mr. Mullen met with Mr. Levy in New York to discuss, on a preliminary basis, JLL s 7% management equity pool proposal in the DSM-JLL Newco transaction, the possibility and terms of certain members of Management participating as equityholders in DSM-JLL Newco and roles in the combined company for Management.

On August 26, a conference call was held among BMO Capital Markets, Blakes, Dentons and Management to discuss the process and timing for the preparation of a formal valuation of the Restricted Voting Shares by BMO Capital Markets in accordance with the requirements and standards of MI 61-101.

The Independent Committee, with the input of Blakes, Dentons and Management, engaged in discussions with RBC regarding the terms of their engagement between August 16 and 26. The Independent Committee met telephonically on August 26 to finalize the terms of RBC s engagement. On August 27, Blakes contacted RBC on behalf of the Independent Committee to inform RBC that it had been selected for engagement as the financial advisor to the Independent Committee.

Also on August 27, JLL provided a term sheet for a management equity incentive plan (MEIP) to Mr. Mullen. The term sheet provided for a management equity pool that would issue profits interests in DSM-JLL Newco in a total amount of up to 7% of the fully diluted capitalization of DSM-JLL Newco after return of investor capital, vesting over time and upon the occurrence of certain events. The term sheet did not address any equity participation by Patheon Management or provide for any additional equity incentives.

On September 3, JLL learned from Mr. Doboczky that DSM s supervisory board had authorized proceeding with due diligence to support a potential transaction. On September 4, Messrs. Mullen and Lagarde received further confirmation of such DSM authorization from Feike Sijbesma, the CEO of DSM.

On September 4, Messrs. Mullen and Lytton reported at the Board meeting the results of DSM s internal meetings, and, after discussing the level of expenses incurred on the potential transaction to date, the Board authorized Management to conduct due diligence on the DPP Business during the month of September, to visit its sites and to begin detailed legal and operational due diligence as Management was best positioned to evaluate the DPP Business and its potential fit with the business of Patheon. Management reported the results to the full Board as directed by the Independent Committee. Additionally, rather than reporting its due diligence findings separately to the Independent Committee and to the members of the Board who were affiliates of JLL, it was agreed by the Independent Committee and JLL that it was more efficient to have all parties receive updates on the due diligence findings with respect to the DPP Business from Management at the same meetings. It was agreed that Management would report back to the Board in October on the results of this more detailed due diligence. The Independent Committee also advised the Board that it had intended to engage BMO Capital Markets as independent valuator and intended to engage RBC as financial advisor in connection with the potential DSM-JLL Newco transaction.

On September 5, the Independent Committee met with each of BMO Capital Markets and RBC to discuss the status and structure of the proposed transaction and the Independent Committee s and BMO Capital Markets and RBC s respective expectations with respect to the roles to be fulfilled by them in connection with the transaction and the related process. Subsequently, the Independent Committee, in consultation with Blakes and Dentons, negotiated, finalized and executed an engagement letter with each of BMO Capital Markets and RBC.

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During the next four weeks, teams from each of Patheon and DSM visited each other s sites; Patheon s internal diligence team supported by external consultants visited the DPP Business sites in Austria, Germany, Netherlands, and Italy. From September 23 to 25, members of the management teams of Patheon s three business units presented information about Patheon to a due diligence team from DSM, assisted by consultants, in New York City. Patheon s due diligence materials were exchanged, subject to arrangements between the two companies to provide for confidential treatment of competitively sensitive information. During this time period, Management supplied information to BMO Capital Markets, as independent valuator, and RBC, as financial advisor, to the Independent Committee for purposes of their respective engagements.

On September 10, RBC and BMO Capital Markets met telephonically with the Independent Committee and members of Management to discuss BMO Capital Markets and RBC s respective roles and the requirements and timing associated with the preparation of the formal valuation of the Restricted Voting Shares in accordance with the requirements of MI 61-101.

On September 13, Skadden distributed an initial draft of the Contribution Agreement between JLL and DSM to Management and Dentons for comment. The draft Contribution Agreement provided, among other things, that the closings of the transactions contemplated by the Arrangement Agreement were conditions precedent to the closing of the transactions contemplated by the Contribution Agreement.

On September 16, Skadden sent a draft of the Contribution Agreement to Latham & Watkins LLP (Latham), counsel to DSM, reflecting combined comments from JLL and Management.

Also on September 16, BMO Capital Markets and RBC met telephonically with members of Management, Blakes and Dentons to discuss the information that would be required in connection with each firm fulfilling its respective role in the proposed transaction. Additionally, on September 16 the Independent Committee met to discuss possible pricing of the proposed transaction and process and timing considerations.

In the evening of September 16, JLL, acting on behalf of the Purchaser, made a non-binding proposal to the Independent Committee to acquire all of the outstanding Restricted Voting Shares for US$8.25 per Restricted Voting Share in cash. The non-binding proposal was subject to equity and debt financing, confirmatory due diligence and definitive transaction documentation. The equity financing for the proposed transaction was to be provided by certain JLL affiliates and co-investors. JLL separately represented that significant progress had been made towards securing debt financing. The proposal also indicated that affiliates of JLL which owned more than a majority of the outstanding Restricted Voting Shares were solely interested in pursuing the transaction contemplated by the proposal and were not at that time willing to consider any alternative transaction.

On September 18, the Independent Committee met with Blakes and RBC to discuss the non-binding proposal provided by JLL and possible responses thereto, including remaining an independent public company, having regard to the position of the JLL Parties that they would not support alternative transactions. The Independent Committee, RBC and Blakes discussed the practicality of other value creation alternatives and the potential costs and risks associated with the alternatives in light of JLL s stated intentions. Following that meeting, Blakes, on behalf of the Independent Committee, acknowledged to Skadden receipt of the proposal and indicated that the Independent Committee was awaiting an indication of the valuation range determination from BMO Capital Markets before responding to the proposal.

Also on September 18, Messrs. Mullen and Lytton updated the Independent Committee on the status of the due diligence reviews being conducted by DSM and Management and the status of discussions between JLL, DSM and Management regarding the combined business.

On September 27, there was a meeting in the Netherlands of the potential buying group with Mr. Mullen, Messrs. Agroskin, Lagarde and Levy representing JLL, and Mr. Sijbesma, Mr. Doboczky and Philip Eykerman, head of corporate development and strategy for DSM, representing DSM to further discuss the terms of the transaction.

Mr. Mullen participated in the meeting in his anticipated role as the CEO of the combined business following the consummation of the Arrangement.

From October 1 to 3, representatives of Patheon delivered management presentations to prospective debt lenders and equity investors in the Purchaser for the proposed transaction. On October 2, representatives of Patheon also presented a set of projections for Patheon s performance as a stand-alone entity, including Patheon s expected financial performance for the fiscal year ending October 31, 2013 and for the 2014 fiscal year, as well as a set of projections for the DPP Business for 2013 to 2015, to the Independent Committee, and also to RBC and BMO Capital Markets. The projections were based on Management and business unit leaders annual budget meetings from mid-September.

On October 3, Skadden provided to Blakes a draft of the DSM-JLL Newco transaction term sheet reflecting the governance and Newco equity terms then being negotiated between JLL and DSM, such as the composition of the Newco board, investor consent rights and equity transfer restrictions.

On October 4, Mr. Mullen met with Mr. Lagarde regarding the terms of the management equity pool in the DSM-JLL Newco transaction structure (the Newco Profits Interests) previously proposed by JLL. Mr. Mullen also presented a formal proposal for a second set of profits interests to be granted to specified members of senior management of Patheon who would participate as equityholders in JLL Holdco in connection with the closing of the Arrangement. The formal proposal of these profit interests was a follow up to the discussions on August 23 where such interests plan had initially been described at a high level to Mr. Levy. Management s proposals included, among other things, a pool of Newco Profits Interests equal to 15% of the fully diluted capitalization of DSM-JLL Newco vesting over time and subject to achievement of certain return thresholds for JLL with respect to its investment in DSM-JLL Newco.

On October 4, Skadden received a revised draft of the Contribution Agreement from Latham.

On October 7, Management and JLL met in New York City at JLL s offices for an interim due diligence report from the Patheon due diligence teams, assisted by several consultants.

On October 8, JLL worked together with Management on proposed debt commitment terms and sent these terms to five prospective lenders. Management participated in this meeting from the perspective of the expected management team of the post-Arrangement company, and pursuant to the Independent Committee s directive to help facilitate the financing of the transaction. The Independent Committee did not participate in the discussion, as the terms of the debt commitments were the responsibility of the buying group.

During October, DSM continued to conduct diligence on Patheon, and Patheon continued to conduct diligence on the DPP Business.

On October 9, the Independent Committee met with Blakes, BMO Capital Markets and RBC, during which meeting BMO Capital Markets provided an update with respect to the status of its preparation of a formal valuation of the Restricted Voting Shares, RBC provided an update regarding its interactions with Management and JLL, and Blakes provided an update regarding its understanding of the anticipated timing and approach regarding the negotiation of a definitive arrangement agreement between Patheon and the Purchaser and related matters.

On October 16, Management and JLL met in New York City at JLL s offices for another due diligence report from the Patheon due diligence team, assisted by several consultants.

Also on October 16, the Independent Committee held a meeting at which it received input from RBC on its work to date and from BMO Capital Markets based on its valuation work to date. At the request of the Independent Committee, BMO Capital Markets presented a written slide presentation containing its preliminary views and

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analysis that might form the basis for its valuation of the Restricted Voting Shares. Although BMO Capital Markets work was not then complete, BMO Capital Markets provided its preliminary analysis of different valuation methodologies. Once BMO Capital Markets left the meeting, RBC discussed with the Independent Committee RBC s reaction to BMO Capital Markets preliminary valuation work. On October 16, Blakes, on behalf of the Independent Committee, transmitted to Skadden certain information requests relating to confirmation by JLL of the forecast inputs, certain other information regarding synergies used by BMO Capital Markets in its preliminary valuation work and JLL s financial projections for the Purchaser.

On October 17, Management presented the results of its due diligence review of the DPP Business to the Board as directed by the Independent Committee. Additionally, other than reporting its due diligence findings separately to the Independent Committee and to JLL, including those affiliates of JLL who were members of the Board, it was agreed by the Independent Committee and JLL that it was more efficient to have all parties receive the results of Management s due diligence review of the DPP Business at the same meeting. It was the consensus of the Board that Management should continue to move forward to assist JLL with its negotiations of a potential transaction with DSM. Patheon s fiscal 2014 budget was also approved at this meeting.

Also on October 17, Mr. Mullen and Mr. Lagarde discussed the terms of the Newco Profits Interests.

On October 18, the Independent Committee met with Blakes and RBC to discuss a response to the JLL proposal made on behalf of the Purchaser. The Independent Committee considered in detail the terms of the proposal, possible alternatives and market conditions. Following this meeting, RBC called JLL to indicate that the Independent Committee would be prepared to support a cash offer price of US$10.25 per Restricted Voting Share by Newco, provided that the other terms of the transaction were acceptable. Following this conversation, Blakes, on behalf of the Independent Committee, delivered a formal response letter to Skadden. The October 18, 2013 communication from the Independent Committee provided considerations from the Independent Committee that might support this price, including the opportunity available to JLL that would not be available to the unaffiliated Shareholders of Patheon, such as synergies between Patheon and the DPP Business; the exclusivity of the process due to JLL s stated intention not to support any alternative transaction; Patheon s recent strong performance and on-going strategic transformation; the anticipated market reaction to this and future strong performance; and the information available to JLL relative to that of the Independent Committee.

In the evening of October 18, Skadden sent a first draft of the Arrangement Agreement to Blakes. Among other things, the draft provided for a financing condition in favour of Newco, no ability of Patheon to terminate the agreement to enter into a definitive agreement relating to a Superior Proposal (as defined in the Arrangement Agreement), no reverse termination fee payable to Patheon, and also for a termination fee equal to 3% of the equity value of Patheon to be payable by Patheon in certain circumstances.

On October 21, the Independent Committee met telephonically with Blakes and RBC to discuss the terms of the Newco proposal, initial reactions to the draft Arrangement Agreement and possible next steps regarding the proposed transaction and anticipated response by Newco.

During the week of October 21, JLL and Skadden began to negotiate transaction documents with DSM and Latham. Management and Dentons also provided advice to JLL and Skadden in connection with the negotiation of the Contribution Agreement with DSM and Latham.

On October 22, JLL sent the Independent Committee a revised proposal that provided for a price of US$8.65 per Restricted Voting Share and representatives of JLL discussed the revised Newco proposal with RBC.

On October 23, the Independent Committee met with Blakes, BMO Capital Markets and RBC to review BMO Capital Markets update on its preliminary valuation work. During that meeting BMO Capital Markets indicated that it had

received confirmation from JLL of the forecast inputs used by BMO Capital Markets in its previously prepared preliminary valuation work as well as having been provided additional information regarding possible

synergies relating to the transaction. In addition, BMO Capital Markets had considered further certain information regarding Patheon s investment in two Italian entities. As a result of the additional information and further considerations by BMO Capital Markets, although BMO Capital Markets work was not then complete, BMO Capital Markets provided a revised written slide presentation containing an updated preliminary analysis to the Independent Committee and a preliminary indicative range of fair values for the outstanding Restricted Voting Shares of US$8.75 US$10.25 per Restricted Voting Share. Once BMO Capital Markets left the meeting, RBC discussed with the Independent Committee possible responses to the revised JLL proposal made on behalf of the Purchaser on October 22 and Blakes provided an overview of the draft Arrangement Agreement provided by the Purchaser on October 18.

Also on October 23, Management sent a revised term sheet for the Newco Profits Interests and a Class B Unit of JLL Holdco to JLL, reflecting, among other things, a pool of Newco Profits Interests equal to 10% of the fully diluted capitalization, after return of investor capital, vesting over time, upon the occurrence of certain events and upon achievement of certain return thresholds for JLL with respect to its investment in DSM-JLL Newco.

On October 24, RBC, on behalf of the Independent Committee, responded to JLL in relation to the October 22 proposal, explaining the Independent Committee s view that an offer price substantially in line with its prior indication of US$10.25 per Restricted Voting Share was appropriate under the circumstances. RBC also indicated that the Independent Committee had received BMO Capital Markets preliminary analysis with respect to fair market value and provided JLL with a summary of BMO Capital Markets methodologies and preliminary conclusions.

On October 25, Messrs. Mullen and Lytton were invited by JLL to attend a meeting in New York City with the members of the Independent Committee at which Mr. Levy indicated that JLL might be willing to increase the offer on behalf of the Purchaser to US$9.20 per Restricted Voting Share and indicated that it was considering its options, including directly approaching Shareholders, if it was unable to agree to terms with the Independent Committee. The Independent Committee indicated that it would need further information from JLL including with respect to its financial projections for Newco and potential synergies from the Arrangement in order for the Independent Committee to consider reducing its prior price indication.

On October 26, the Independent Committee met telephonically with Blakes and RBC to discuss the status of the proposed transaction and the terms of other recent precedent going private transactions. Following that meeting, on October 26, Mr. Watchorn wrote, on behalf of the Independent Committee, to Mr. Levy to further explain the rationale of the Independent Committee in their considerations regarding the value of the Restricted Voting Shares, while recognizing, among other things, the effective inability of the Independent Committee to carry out a pre-signing market check process in light of JLL s stated position that it would support only the proposed DSM-JLL Newco transaction. The Independent Committee also requested that JLL provide it with additional information regarding JLL s assessments of value, so that the Independent Committee could review such information with RBC and consider whether any price less than US$10.25 might be acceptable to the Independent Committee.

On October 27, in response to the Independent Committee s request, JLL provided the Independent Committee with additional information analyzing the financial projections for Newco, including those provided to potential equity investors in Newco. JLL also provided the Independent Committee with an analysis of risks associated with the transaction that JLL asserted prevented it from raising its offer price above US$9.20 per Restricted Voting Share.

The Independent Committee met with RBC and Blakes on October 28 and 29 to discuss the additional information provided by JLL and the other terms of a potential DSM-JLL Newco transaction. The Independent Committee continued to negotiate with JLL during that period. On October 29, the parties reached agreement on a price of US$9.32 per Restricted Voting Share, subject to reaching agreement on the other terms of the transaction.

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Also on October 29, Blakes provided a key issues list for the Arrangement Agreement to Skadden, including issues related to the definition of superior proposal, a proposed fiduciary out provision, closing conditions, termination fees, expense reimbursement and guarantee agreements, and Skadden indicated that JLL did not perceive any of the identified issues to be unresolvable.

From October 29 through the week of November 4, Management and JLL continued to negotiate the terms of the Newco Profits Interests.

From October 30 to November 1, Messrs. Mullen, Grant and Lytton attended a negotiating session in New York City with representatives of JLL and DSM, where JLL and DSM and their legal advisors continued to negotiate definitive documentation in relation to the Contribution Agreement.

On November 1, Messrs. Mullen and Lytton updated the Independent Committee on the status of the transaction process. An agreement in principle on certain open items in the Contribution Agreement, including among other things responsibility for certain pre-closing liabilities of the DPP Business and Patheon, was reached between JLL and DSM on November 2.

On November 1, Blakes, on behalf of the Independent Committee, delivered a revised draft of the Arrangement Agreement to Skadden that included a variety of revisions requested by the Independent Committee, including the deletion of the requested financing condition in favour of the Purchaser, the ability of Patheon to terminate the agreement in order to enter into a definitive agreement relating to a Superior Proposal made in accordance with the terms of the Arrangement Agreement if the Purchaser did not exercise its matching rights , and a reverse termination fee payable to Patheon under certain circumstances. The revised draft also reflected comments of Dentons and the Company relating to the covenants that would be applicable to the Company post-signing and the representations and warranties to be provided by the Company. Blakes also requested that the Independent Committee be provided with current drafts of the Contribution Agreement between JLL and DSM, the equity and debt financing letters with respect to the transactions, compensation arrangements for the Purchaser s management and a draft of the Plan of Arrangement and arrangement resolution.

On November 1, BLG provided to Blakes a draft copy of the Plan of Arrangement.

On November 2, Skadden sent a draft limited partnership agreement for JLL Holdco to Mr. Lytton and Goodwin, which included the terms of the Class B Units of JLL Holdco. Following the receipt of this draft, and through the week of November 11, Management, JLL, Skadden and Goodwin continued to negotiate the terms of the Class B Units of JLL Holdco.

On November 2, 2013, Skadden discussed the draft Arrangement Agreement received from the Independent Committee with Dentons and Blakes. From November 3 to 15, JLL, DSM, Patheon and the Independent Committee and their respective legal counsel continued to negotiate the Arrangement Agreement and related documentation.

On November 4, BLG provided a draft form of voting agreement to Blakes. Also on November 4, Dentons provided to Blakes an initial draft of the Company disclosure letter that would be delivered to the Purchaser at the time the Arrangement Agreement was signed. On November 5, Skadden provided a draft of a commitment letter to be provided by certain lending banks to the Purchaser. On November 6, Skadden provided Blakes with the then current draft of the Contribution Agreement. On November 7, Skadden provided Blakes with a draft form of equity commitment letter to be provided by certain JLL affiliates that would invest equity in JLL Holdco in connection with the proposed transaction. On November 9, Goodwin provided to Blakes the then-current term sheet for the Newco Profits Interests being negotiated between Management and JLL and the then-current draft of the limited partnership agreement for JLL Holdco containing the terms of the Class B Units of JLL Holdco being negotiated between Management and JLL, in each case so that the Independent Committee could review the future equity incentive terms

to be provided to management of the combined companies following consummation of the Arrangement. It had not been determined at this time which members of Management

would receive Newco Profits Interests or Class B Units, and the terms of those interests were being negotiated in general on behalf of all members of Management who might be eligible, including potentially all named executive officers of Patheon.

On November 7 and 11, the Independent Committee met with Blakes and RBC and discussed the status and terms of the transaction documentation and the significant open points as between the parties.

During the week of November 11, the parties continued to negotiate the Arrangement Agreement, the Contribution Agreement, the Plan of Arrangement and related schedules and disclosure documents. Also during this time, Mr. Viso advised JLL, Management and representatives of the Independent Committee that he did not intend to make an investment in the Purchaser. Previously, Mr. Viso had indicated that he would consider investing a portion of his expected proceeds from a DSM-JLL Newco transaction in the Purchaser. However, Mr. Viso informed the Company that, after considering his expected proceeds in the transaction and the Majority-of-the-Minority Vote required to approve the DSM-JLL Newco transaction, Mr. Viso determined to forgo any investment in the Purchaser so that his entire interest in Patheon would be cashed out and the votes associated with his interest would be included in the Majority-of-the-Minority Vote. Mr. Viso s interest in Patheon constitutes approximately 19.45% of the outstanding Restricted Voting Shares held by the Minority Shareholders.

On November 15, the Independent Committee met with Blakes and RBC to review in detail the transaction documentation. Blakes reviewed the material terms and conditions included in the current draft of the Arrangement Agreement as negotiated to date, the key provisions included in the related transaction documentation, as well as a potential timeline following execution of the Arrangement Agreement. RBC reviewed with the Independent Committee the current market conditions and its views on the proposed equity commitment. Following this review, the Independent Committee engaged in detailed discussion and consideration of the terms of the proposed transaction, the outstanding issues and the Independent Committee s position on such issues which its counsel and financial advisor were instructed to pursue.

From November 15 to 18, JLL, DSM, Patheon and the Independent Committee and their respective legal counsel continued to negotiate the Arrangement Agreement and related documentation, culminating in fully negotiated documents on November 18.

By November 18, following extensive negotiations, the Purchaser had agreed to eliminate the financing condition, and the Independent Committee had (i) secured the right to terminate the Arrangement Agreement to enter into a definitive agreement relating to a Superior Proposal made in accordance with the terms of the Arrangement Agreement if Newco did not exercise its matching rights , (ii) negotiated a reverse termination fee of approximately 3.7% of the equity value of Patheon to be payable to Patheon in certain circumstances, as well as a lower reverse termination fee to be payable to Patheon in certain circumstances, and (iii) negotiated down the percentage of the termination fee to be payable by Patheon in certain circumstances, including upon entry into a Superior Proposal, to approximately 1.8% of the equity value of Patheon. These changes were pursued with the objective of increasing the likelihood of the consummation of the Arrangement by reducing the conditionality of the transaction and increasing the cost to the Purchaser of terminating the Arrangement Agreement, while also providing Patheon with the flexibility to accept a Superior Proposal, which, despite JLL s stated position that it was not interested in selling its interest in Patheon, may be compelling to the Shareholders, including JLL.

On November 18, the Independent Committee held a further meeting with BMO Capital Markets, RBC and Blakes in attendance during which it received presentations from BMO Capital Markets, RBC and Blakes, and considered the terms of the revised Arrangement Agreement, the proposed financing for the transaction, and certain other transaction documents and their related terms. BMO Capital Markets rendered its oral opinion that, subject to the assumptions, qualifications and limitations provided in its opinion, the fair market value of the Restricted Voting Shares was in the range of US$8.75 to US$10.25 per share as of November 18, 2013. BMO

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Capital Markets also provided its oral opinion to the Independent Committee to the effect that as of that date, and based upon and subject to the analyses, assumptions, qualifications and limitations that it discussed with the Independent Committee (which were subsequently set forth in its written opinion of such date) the Share Consideration to be received under the draft Arrangement Agreement by the Minority Shareholders was fair, from a financial point of view, to the Minority Shareholders. Also, RBC rendered an oral opinion to the Independent Committee, which opinion was subsequently confirmed in writing, to the effect that as of such date, and based upon and subject to the analyses, assumptions, qualifications and limitations that it discussed with the Independent Committee (which were subsequently set forth in its written opinion of such date), the Share Consideration to be received by the Minority Shareholders under the Arrangement was fair, from a financial point of view, to the Minority Shareholders. At the conclusion of such meeting, the Independent Committee concluded that the Arrangement was fair to the Company s unaffiliated Shareholders and in the best interests of the Company, and determined to recommend such conclusions to the Board and that the Board recommend that unaffiliated Shareholders vote in favour of the Arrangement Resolution at the Meeting.

The Board subsequently held a meeting on November 18 after TSX market close with Management, BMO Capital Markets, RBC, Dentons and Blakes in attendance during which it received presentations from BMO Capital Markets, RBC and Management, and considered the terms of the Arrangement Agreement and certain other transaction documents. At this meeting, BMO Capital Markets rendered its oral opinion that, subject to the assumptions, qualifications and limitations provided in its opinion, the fair market value of the Restricted Voting Shares was in the range of US$8.75 to US$10.25 per share as of November 18, 2013. BMO Capital Markets also provided an oral opinion, subsequently confirmed in writing, to the Board that the consideration to be received by the Minority Shareholders under the draft Arrangement Agreement was fair, from a financial point of view, to the Minority Shareholders. Also, RBC rendered an oral opinion to the Board, which opinion was subsequently confirmed in writing, to the effect that as of such date, and based upon and subject to the analyses, assumptions, qualifications and limitations that it discussed with the Board (which were subsequently set forth in its written opinion of such date), the Share Consideration to be received by the Minority Shareholders under the Arrangement was fair, from a financial point of view, to the Minority Shareholders. Each of BMO Capital Markets and RBC subsequently delivered its written opinion, dated November 18, 2013, to the Independent Committee and Board confirming its oral opinion. The full text of the written opinions of BMO Capital Markets and of RBC, each of which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by each in rendering its opinion, are attached as Annexes D and E to this Proxy Statement, and are described in more detail below under the sections entitled *Special Factors Formal Valuation and Fairness Opinion of BMO Capital Markets* beginning on page 48 and *Special Factors Fairness Opinion of RBC* beginning on page 60, respectively.

Following the BMO Capital Markets and RBC presentations to the Board, the Independent Committee reviewed with the Board its report, including a discussion of the reasons for the transaction described in the section of this Proxy Statement entitled *Special Factors Reasons for the Recommendation* beginning on page 40 below. The Board meeting concluded with a move to vote on the proposed transaction. The Board (after each of Messrs. Levy, Lagarde, O Leary, Agroskin, and Mullen declared their respective interest in the Arrangement and the transactions contemplated by the Arrangement Agreement and their view that it was in the Company s best interests, and abstained from voting), unanimously resolved that the Arrangement is in the best interests of Patheon, the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders, and the Arrangement is fair to the unaffiliated Shareholders.

The Board has also unanimously recommended that the unaffiliated Shareholders vote in favour of the Arrangement Resolution.

The Arrangement Agreement and certain related transaction documentation were subsequently finalized and executed prior to TSX market open on November 19. On the morning of November 19, 2013, prior to the opening of the TSX,

the Company issued a press release announcing that it had entered into the Arrangement Agreement.

Position of the Independent Committee as to Fairness

Independent Committee Mandate

On June 21, 2013, in light of JLL s stated intention to not support or approve any transaction other than the DSM-JLL Newco transaction (that would become the Arrangement) and having considered Patheon s inability to finance alternative acquisition transactions due to its current leverage and limited ability to obtain additional equity capital, the Board formed the Independent Committee, consisting solely of directors who are not officers or employees of Patheon or any of its affiliates or subsidiaries, with a mandate to: select an independent valuator; supervise the preparation of a formal valuation of the Restricted Voting Shares; supervise the negotiation and establishment of the terms of any transaction involving the acquisition of Patheon by the Purchaser, an acquisition entity formed by JLL Holdco, an affiliate of JLL and JLL Fund VI and DSM, on a basis considered to be in the best interests of the Company, subject to Board approval; consider any available alternatives, including their terms, potential benefits and risks; consider the terms of the participation in the transaction of Management, including Management s compensation arrangements; and report its findings in respect of any proposed transaction with the Purchaser or any other party to the Board and make such recommendations in respect of any such transaction and other matters as the Independent Committee considered appropriate. As an affiliate of JLL Fund V, JLL LLC 1 currently indirectly owns 55.7% of the outstanding Restricted Voting Shares, and therefore is a related party of the Company under MI 61-101, the Board was aware that any acquisition of the outstanding Restricted Voting Shares by the Purchaser, an affiliate of JLL Fund V, would constitute a business combination under MI 61-101, and would therefore be subject to the formal valuation, Majority-of-the-Minority Vote and other requirements of MI 61-101.

The Independent Committee s mandate was developed through numerous informal meetings prior to the establishment of the Independent Committee by the members of the committee with the input of its legal advisor and through discussions with the other directors of the Company, senior management of the Company and counsel to the Company and JLL.

Process

The Independent Committee received a formal valuation (the Formal Valuation of BMO Capital Markets) of the Restricted Voting Shares, prepared under its supervision as contemplated by MI 61-101, from BMO Capital Markets as the independent valuator engaged by the Independent Committee. In addition, the Independent Committee was advised by RBC, as its financial advisor, and Blakes. The Independent Committee also received the benefit of the advice of Canadian and U.S. legal advisors to the Company, Dentons, Goodwin and Hill Smith King & Wood LLP. The process undertaken by the Independent Committee included numerous meetings with the other directors of the Company, senior management and representatives of JLL, and extensive internal meetings of the Independent Committee and communications among its members and with its advisors. The Independent Committee received information requested from and provided by JLL and Management throughout its process.

Proposed Transaction

The proposed transaction contemplates the acquisition, directly or indirectly, by the Purchaser of all of the issued and outstanding Restricted Voting Shares (not already held by JLL) through the Plan of Arrangement, as contemplated by the Arrangement Agreement. Upon the Plan of Arrangement becoming effective, the business of Patheon and DSM s existing DPP Business will be combined pursuant to a Contribution Agreement among JLL Holdco, DSM and the Purchaser (the Combination).

Certain members of senior management of the Company, including Mr. Mullen, Mr. Lytton and Mr. Grant, will participate in the management of the combined business (the Key Management), and in connection therewith, are expected to enter into amendments to their existing employment arrangements with the Purchaser effective on closing

of the Arrangement. Members of Key Management will receive a profits

interest in the Purchaser that vests over time and is payable after the return of all invested capital in the Purchaser. Under the Arrangement, any Restricted Voting Shares held by members of Key Management will be exchanged for a cash payment under the Arrangement on the same terms as the unaffiliated Shareholders. The Arrangement Agreement contemplates (but is not conditional on) the forfeiture and cancellation of Company Options by certain members of Key Management that have agreed to do so in order to facilitate the Arrangement. Mr. Mullen has agreed to voluntarily forfeit and cancel all 4,000,000 of his in-the-money Company Options and the other members of Key Management may be permitted to do the same prior to closing of the Arrangement. All Company Options not so forfeited will be cancelled in exchange for the cash payment referred to below pursuant to the Arrangement.

The principal steps of the Arrangement affecting current security holders of Patheon are summarized as follows:

1. Holders of Restricted Voting Shares including members of Management but excluding the JLL Parties and Shareholders exercising Dissent Rights will receive the Share Consideration, consisting of US$9.32 in cash for each Restricted Voting Share held.

2. Vesting of Company Options, other than those to be cancelled pursuant to the agreements with members of Management, will be accelerated and holders will receive the excess, if any, of US$9.32 over the exercise price per share, with all Company Options cancelled.

3. Holders of DSUs will receive US$9.32 in cash for each DSU held.

4. All of the outstanding Special Preferred Voting Shares will be purchased for cancellation for nominal consideration of US$15.

The Arrangement also includes a number of steps to facilitate the Combination in a structure in which the Purchaser will be the parent entity. The associated tax planning which has been proposed by the Purchaser has been reviewed by the Company s advisors, who advise that such steps do not affect the entitlement of the current Shareholders (other than any JLL Parties) under the Arrangement.

The Arrangement requires the following approvals by Shareholders:

(a) an affirmative vote of at least two-thirds (66 ⅔%) of the votes cast by Shareholders in respect of the Arrangement Resolution at the Meeting in person or by proxy; and

(b) a simple majority of votes cast by Shareholders in respect of the Arrangement Resolution at the Meeting in person or by proxy, other than by those Shareholders required to be excluded pursuant to Section 8.1(2) of MI 61-101 (see *The Arrangement Regulatory Law Matters and Securities Law Matters Securities Law Matters Minority Shareholder Approval* beginning on page 159 below for details regarding the votes to be excluded).

JLL LLC 1, a subsidiary of JLL Fund V, as the sole holder of Patheon s Special Preferred Voting Shares, has executed a written sole shareholder resolution approving the Arrangement.

The Arrangement is also subject to approval by the Court, receipt of Key Regulatory Approvals, and certain closing conditions customary for transactions of this nature.

Recommendation

Having undertaken a thorough review of, and carefully considered, the proposed Arrangement, and considered the availability and desirability of alternatives including continued independent pursuit by the Company of its current business plan, and the likelihood of achieving a more favourable transaction with a third party that would be supported by the JLL Parties; having received the Formal Valuation of BMO Capital Markets and the Fairness Opinion of BMO Capital Markets (subject to the assumptions, qualifications and limitations set out in such opinion) that, as of November 18, 2013, the Share Consideration to be received under the Arrangement Agreement by the Minority Shareholders was fair, from a financial point of view, to such Shareholders, as well

as the Fairness Opinion of RBC, dated November 18, 2013, to the effect that as of such date, and based upon and subject to the analyses, assumptions, qualifications and limitations set out in such opinion, the Share Consideration to be received by the Minority Shareholders under the Arrangement is fair, from a financial point of view, to such Shareholders; and having consulted with its financial and legal advisors, the Independent Committee has unanimously determined that the Arrangement is in the best interests of Patheon, the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders, and the Arrangement is fair to the unaffiliated Shareholders. The Independent Committee has also unanimously recommended that the Board approve the Arrangement and that the Board recommend that the unaffiliated Shareholders vote in favour of the Arrangement Resolution. In making its determination, the Independent Committee adopted the Formal Valuation of BMO Capital Markets, the Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC, and the analyses, assumptions and qualifications included therein, as its own.

The Board and the Independent Committee were each able to reach a fairness determination as to unaffiliated Shareholders in reliance on the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC because the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC addressed the fairness of the Arrangement to a group of Shareholders that included all unaffiliated Shareholders. The only Shareholders not covered by the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC are JLL and its affiliates and James Mullen. Although the group of Shareholders covered by the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC also includes Patheon s directors and executive officers who are affiliated with Patheon (other than affiliates of JLL and James Mullen, who are expressly excluded from the term Minority Shareholder), the Board and the Independent Committee considered the fact that such included affiliates will receive the same Share Consideration per Restricted Voting Share as the Shareholders that are not affiliates of Patheon, and will not receive any additional benefits or consideration for their Restricted Voting Shares pursuant to the Arrangement or otherwise. Consequently, the Board and the Independent Committee believed that the inclusion of such affiliates within the scope of the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Fairness Opinion of RBC did not mitigate a finding that the Share Consideration per Restricted Voting Share is fair from a financial point of view to Patheon s unaffiliated Shareholders.

Reasons for the Recommendation

In evaluating and approving the Arrangement and in making its recommendations, the Independent Committee gave careful consideration to the current and expected future position of the business of the Company, the potential for a more favourable transaction, and all terms of the Arrangement Agreement and the Arrangement affecting the Shareholders. The Independent Committee considered a number of factors including, among others, the following:

- the Share Consideration of US$9.32 per Restricted Voting Share is equivalent to approximately CDN$9.72 per share (based on the daily noon exchange rate of the Bank of Canada on November 18, 2013 for one Canadian dollar expressed in U.S. dollars), which represents a premium of approximately 64% to the closing price of the Restricted Voting Shares on the TSX on November 18, 2013, being the last trading day on the TSX prior to the announcement of the Arrangement, a premium of approximately 73% to the volume weighted average trading price for the Restricted Voting Shares on the TSX for the 20-day period ended November 18, 2013 and a premium of approximately 43% to the 52-week high for the period ended November 18, 2013 (of CDN$6.80) of the Restricted Voting Shares on the TSX;

- the JLL Parties indicated determination to pursue a sales process, and its clear and consistent indications to the Independent Committee both prior to and during the course of the negotiations that it was interested solely in

pursuing the proposed transaction and not currently willing to support any alternative transaction; indications by Management that a sale process could require disclosure of competitively sensitive information to third parties that could impair the transaction proposed by the Purchaser; and the Independent Committee s conclusion, after having consulted with its advisors, that it would not be viable to pursue

alternative transactions, including a sale of the Company to a third party, and in particular, to conduct an auction of the Company;

DSM s indications to the Company that it was not prepared to participate in a transaction structure in which the combined entity would be publicly traded because of its concerns respecting the implications to its financial reporting and potential negative impact on obtaining debt financing required to complete the proposed transaction;

the Share Consideration to be paid to the unaffiliated Shareholders being well within the fair market value range for the Restricted Voting Shares of US$8.75 to US$10.25, as determined by BMO Capital Markets in the Formal Valuation and Fairness Opinion of BMO Capital Markets, subject to the analyses, assumptions, qualifications and limitations set out therein;

the limited liquidity of the Restricted Voting Shares, and the fact that the Share Consideration to be received by unaffiliated Shareholders is payable in cash and provides such holders with an opportunity to immediately realize a defined value for their Restricted Voting Shares;

that the Share Consideration of US$9.32 per Restricted Voting Share that resulted from the Independent Committee s negotiations with JLL on behalf of the Purchaser exceeded the initial offer price of US$8.25 per Restricted Voting Share received from the Purchaser;

after extended negotiations with JLL on behalf of the Purchaser including indications made by JLL to the Independent Committee that it was considering its options, including directly approaching Shareholders, if it was unable to agree to terms with the Independent Committee, the Independent Committee s conclusion that US$9.32 was the highest price per Restricted Voting Share that the Purchaser was prepared to pay for the Restricted Voting Shares and that further negotiation could have caused the Purchaser to directly approach Shareholders or abandon the proposed transaction or to propose a lower price than US$9.32 per Restricted Voting Share, thereby leaving the unaffiliated Shareholders without an opportunity to evaluate the US$9.32 per Restricted Voting Share proposal;

BMO Capital Markets having provided an opinion to the Independent Committee to the effect that, as of November 18, 2013, and based upon and subject to the assumptions, qualifications and limitations in its opinion, the Share Consideration to be received under the Arrangement by the Minority Shareholders was fair, from a financial point of view, to the Minority Shareholders;

RBC having provided an opinion to the Independent Committee dated November 18, 2013 to the effect that, as of that date, and based upon and subject to the analyses, assumptions, qualifications and limitations in its opinion, the Share Consideration to be received by the Minority Shareholders under the Arrangement was fair, from a financial point of view, to the Minority Shareholders;

the results of detailed discussions by the Independent Committee with representatives of JLL on behalf of the Purchaser, Management, the other directors on the Board and RBC respecting: the background to the Purchaser s

proposed transaction; JLL s decision to pursue the transactions contemplated by the Arrangement Agreement and the Contribution Agreement; and views on the Company s prospects, including its forecast and related risks and uncertainties;

the results of a review of the financial forecast and other financial and business information provided by Management of the Company respecting the business, operations, assets, financial performance and condition, operating results and prospects of the Company, including the long-term expectations regarding the Company s operating performance; Management s assessment of current industry and economic conditions and trends and the Company s opportunities in that context; and the risks and uncertainties affecting the Company and its business;

the Company s determination that its ability to make add-on acquisitions in accordance with its plan was limited due to its current leverage and limited ability to obtain additional equity capital;

historical market prices and trading information with respect to the Restricted Voting Shares, including the extent to which there have been limitations on the liquidity of the Restricted Voting Shares;

the limited partners of JLL Fund V are to receive in connection with the Arrangement the same Share Consideration for the Restricted Voting Shares indirectly held by JLL Fund V as is to be received by Shareholders other than the JLL Parties, subject to the terms of the JLL Fund V limited partnership agreement;

JLL Partners Fund V, L.P. and JLL Associates V (Patheon), L.P. have made commitments to invest US$50 million and US$60 million, respectively, in equity interests of JLL Holdco, resulting in a potential conflict of interest for JLL Associates V (Patheon), L.P. as the general partner of JLL Fund V. The potential conflict arises because, as the general partner of JLL Fund V, it has an interest in maximizing the consideration to be received by the JLL Fund V limited partners for the Restricted Voting Shares indirectly held by JLL Fund V and, as a participating investor in the Purchaser, it has an interest in minimizing the aggregate consideration paid by the Purchaser for such Restricted Voting Shares; however, the aggregate amount of equity commitments by JLL Partners Fund V, L.P. in JLL Holdco only represents approximately 6.8% of the amount to be received by the JLL Fund V limited partners under the Arrangement as consideration for the Restricted Voting Shares held indirectly by JLL Fund V, and the amounts to be reinvested by the JLL Associates V (Patheon), L.P. would not have been received by the limited partners of JLL Fund V in any event;

a number of limited partners in JLL Fund V also are limited partners in JLL Fund VI and, therefore, will continue to participate in the Company through JLL Partners Fund VI (Patheon), L.P. s investment in JLL Holdco;

the opportunity for certain limited partners of JLL Fund V and certain other co-investors who are not investors in JLL Fund V or JLL Fund VI to invest alongside JLL Fund V and JLL Partners Fund VI (Patheon), L.P. directly into JLL Holdco;

the Independent Committee s review of the terms of the Contribution Agreement and information relating to the transactions contemplated by that agreement provided by JLL and DSM;

the Arrangement Agreement being a result of direct negotiations between the Independent Committee and JLL on behalf of the Purchaser concerning the material terms of the Arrangement as described above in the section of this Proxy Statement entitled *Special Factors Background to the Arrangement* ; the terms of the Arrangement Agreement, including the Company s and the Purchaser s respective representations, warranties and covenants, and the conditions to their respective obligations; the Purchaser having committed financing; and the assessment of the Committee, after consultation with its legal counsel, that such terms are reasonable;

the fact that the Debt Commitment Letter and the Equity Commitment Letter contain only limited and customary conditions, and the conclusion, following consultation with its advisors and receipt of information and representations from JLL, that the lenders and equity investors have the financial capacity to satisfy their respective commitments under the Debt Commitment Letter and the Equity Commitment Letter;

the review with RBC of the current condition of the debt markets, and the risks to the financing commitments of the Purchaser if conditions in the debt markets were to deteriorate;

the terms of the Arrangement Agreement and the Equity Commitment Letter that provide the Company with certain remedies to seek specific performance of (i) the Purchaser s obligations under the Arrangement Agreement, (ii) the Purchaser s obligation to exercise its rights and to enforce the obligations of the lenders under the Debt Commitment Letter, and (iii) the obligation of each of the Purchaser and JLL Fund VI to exercise its rights and to enforce the obligations of equity investors under the Equity Commitment Letter;

the obligation of the Purchaser to pay a reverse termination fee of US$49.255 million or US$24.628 million, as applicable, in certain circumstances (the Purchaser Fee); the guarantee on a several basis of the Purchaser Fee and certain other monetary obligations of the Purchaser under the Arrangement Agreement by JLL Fund VI as to 51% and DSM as to 49%; that each guarantor is believed to be a credible and

reputable entity with the financial capacity to fund the payment of such monetary obligations; and that each guarantor is, as a result of the guarantee, incentivized to achieve completion of the Arrangement;

the fact that the Arrangement Agreement does not prevent a third party from making an Acquisition Proposal, which, despite JLL s stated position that it is not interested in selling its interest in Patheon at the current time, may be compelling to the Shareholders, including JLL; that, subject to compliance with the terms of the Arrangement Agreement, the Board is not precluded from considering and responding to an Acquisition Proposal that constitutes or would reasonably be expected to constitute or lead to a Superior Proposal at any time prior to the approval of the Arrangement by Shareholders; that in the event that a Superior Proposal is made and not matched by the Purchaser in accordance with the provisions of the Arrangement Agreement, upon payment by the Company to the Purchaser of a termination payment in the amount of US$23.643 million (the Termination Payment), the Arrangement Agreement may be terminated by the Company and the Company may enter into a definitive agreement with the third party making the Superior Proposal; the Independent Committee s judgment, after consultation by the Independent Committee with its legal and financial advisors, that the Termination Payment is reasonable in the context of similar fees that have been negotiated in other transactions and should not, in and of itself, preclude another party from making an Acquisition Proposal; that as a result of JLL s indirect majority ownership of the Restricted Voting Shares through JLL CoOp, the support of JLL CoOp would likely be a prerequisite to the success of any Acquisition Proposal; the obligations of JLL Holdco to DSM to complete the proposed Combination under the Contribution Agreement will limit the prospect that a third party will make an unsolicited Acquisition Proposal; the fact that the Company s obligation to provide the Purchaser with matching rights in respect of any Acquisition Proposal that constitutes a Superior Proposal together with its obligation to pay the Termination Payment to the Purchaser in the event that the Company terminates the Arrangement Agreement in order to accept a Superior Proposal may collectively further limit the interest of third parties in making an Acquisition Proposal;

the fact that if a Superior Proposal is made to the Company prior to the Meeting, unaffiliated Shareholders are free to support such Superior Proposal and vote against the resolution approving the Arrangement, thereby potentially causing a failure of the transaction to be consummated as a result of the failure of the Majority-of-the-Minority Vote and potentially causing JLL to change its position with respect to supporting alternative transactions;

the Arrangement being subject to approval by the Court, which will consider, among other things, the fairness and reasonableness of the Arrangement to Shareholders;

the proposed employment of the executive officers and other Management as management of the Purchaser following the completion of the Arrangement; that Management holding Restricted Voting Shares will receive the Share Consideration for such Restricted Voting Shares under the Arrangement on the same terms as the unaffiliated Shareholders; and that Management may have the opportunity to voluntarily cancel and terminate Company Options and the opportunity to receive Class B Units of JLL Holdco;

the expectation that all regulatory clearances and approvals required in connection with the Arrangement will be obtained;

the fact that the parties to the Voting Agreements eligible to be counted in the Majority-of-the-Minority Vote own approximately 20.45% of the outstanding Restricted Voting Shares that will be counted toward satisfying the Majority-of-the-Minority Vote requirement (if the holders of all of the Restricted Voting Shares eligible to be counted in such vote, vote all their Restricted Voting Shares) and the parties to the Voting Agreements own approximately 66.08% of all outstanding Restricted Voting Shares and such parties have agreed with the Purchaser and the Company to vote their respective Restricted Voting Shares in favour of the Arrangement pursuant to Voting Agreements and to waive their Dissent Rights; the fact that the parties entering into Voting Agreements include Joaquin Viso, a director of the Company, and his spouse, Olga Lizardi, who hold in aggregate approximately 8.29% of the outstanding Restricted Voting Shares, and who are independent of each of JLL and Management; and the likelihood of satisfaction of the Majority-of-the-Minority Vote;

the likelihood that the other conditions to complete the Arrangement will be satisfied; and

the terms of the Arrangement, which provide, among other things, that registered Shareholders who oppose the Arrangement may, upon compliance with certain conditions, exercise Dissent Rights and, if ultimately successful, receive fair value for their Restricted Voting Shares as determined by the Court.

The Independent Committee and the Board also considered a number of potential risks and potential negative factors relating to the Arrangement, including the following:

the fact that, following the Arrangement, the Company will no longer exist as an independent public company and unaffiliated Shareholders and other security holders of the Company will forego any future increase in value of the Restricted Voting Shares that might result from future growth and the potential achievement of the Company s long-term plans or the proposed combination of the Company s business with DSM s existing DPP Business, as well as any dividend or other distribution on the Restricted Voting Shares;

the fact that the value of the DPP Business and the business resulting from the combination has not been assessed and that the Independent Committee s understanding of the current and potential future value of the Combination and the opportunity to realize such value, together with the extent of resources required to be invested and the risks required to be assumed to realize such value, is limited;

the fact that if the Arrangement is not consummated and the Board decides to pursue another transaction, there can be no assurance that the Company will be able to find a party willing to pay an equivalent or more attractive price than the Share Consideration to be paid under the Arrangement;

the risks to the Company if the Arrangement is not completed, including the costs to the Company in pursuing the Arrangement and the diversion of Management attention from the conduct of the Company s business in the ordinary course after entering into the Arrangement Agreement;

the restrictions imposed pursuant to the Arrangement Agreement on the conduct of the Company s business during the period between the execution of the Arrangement Agreement and the completion of the Arrangement or the termination of the Arrangement Agreement;

the Purchaser being a newly-formed entity with minimal financial capacity, as the counterparty to the Company under the Arrangement Agreement, and the obligation of JLL Fund VI and DSM pursuant to their respective guarantee agreements with respect to certain of the Purchaser s obligations under the Arrangement Agreement being limited in aggregate to the Purchaser Fee;

the conditions to the Purchaser s obligation to complete the Arrangement and the right of Purchaser to terminate the Arrangement Agreement under certain circumstances;

the restriction contained in the Arrangement Agreement on the Company s ability to solicit interest in an Acquisition Proposal from third parties and the limited potential that a third party may propose an Acquisition Proposal after the Company enters into the Arrangement Agreement referred to above; and that, in the event that the Arrangement Agreement is terminated due to the failure of the Shareholders to pass the Arrangement Resolution other than as a result of a breach by the Purchaser, the Company must reimburse the Purchaser for certain expenses up to a limit of US$13 million;

the fact that the Arrangement will be a taxable transaction and, as a result, unaffiliated Shareholders will generally be required to pay taxes on any gains that result from their receipt of the Share Consideration pursuant to the Arrangement;

the fact that until the week of November 11, the Independent Committee had understood that JLL Partners Fund V, L.P. would not be investing in the Purchaser. During that week, Skadden provided Blakes with a list of the various entities that would be investing in the Purchaser, which included JLL Partners Fund V, L.P., as well as JLL Associates V (Patheon), L.P. Over the course of a number of discussions, JLL advised the Independent Committee and its advisors that the contemplated investment by JLL Partners Fund V, L.P. in the Purchaser was required by the advisory committee of JLL Partners Fund V, L.P. because, given the

investment term of the fund, it is only permitted to invest in follow on investments, which would include an investment in the Purchaser. As a result of the foregoing, JLL declined the Independent Committee s request that JLL Partners Fund V, L.P. not make an investment in the Purchaser; and

that certain of the Company s directors and/or executive officers may receive separate benefits in their capacities as such in connection with the Arrangement, that are in addition to those to be received by the unaffiliated Shareholders in connection with the Arrangement.

The above discussion of the information and factors considered by the Independent Committee is not intended to be exhaustive but is believed by the Independent Committee to include the material factors considered by each member of the Independent Committee in his respective assessment of the Arrangement. The Independent Committee believes that Patheon s net book value values Patheon s assets at an amount that does not exceed its historical costs and as such is not a material indicator of the current value of Patheon s equity. The Independent Committee notes that net book value is derived from the Company s financial statements, and as a result does not include assets that are not included in the Company s financial statements, such as some of the value of intangible assets and goodwill. Therefore in making its determination of the substantive fairness of the Arrangement to the unaffiliated Shareholders, the Independent Committee did not believe that net book value was an appropriate factor to be considered. With respect to the liquidation value of Patheon s assets, at no time had the Independent Committee discussed the possibility of liquidating Patheon s assets, and as such, the Independent Committee did not believe it appropriate to consider liquidation value in its fairness determination. Additionally, the Independent Committee believed, based on its discussions with BMO Capital Markets and RBC, that the liquidation value would be significantly lower than Patheon s value as an ongoing business. Accordingly, and as Patheon is being sold as an ongoing business, the Independent Committee also did not consider the liquidation value of Patheon s assets to be a material indicator of Patheon s equity value and did not consider it in making its determination of the substantive fairness of the Arrangement to the unaffiliated Shareholders. In view of the wide variety of factors considered by each member of the Independent Committee in connection with their respective assessments of the Arrangement, and the complexity of such matters, the Independent Committee did not consider it practical, nor did any of them attempt, to quantify, rank or otherwise assign relative weights to the foregoing factors that it considered in reaching its decision. In addition, in considering the factors described above, individual members of the Independent Committee may have given different weights to various factors and may have applied different analyses to each of the material factors considered by the Independent Committee. The Independent Committee recommended the Arrangement based upon the totality of the information presented to and considered by it.

November 18, 2013

Derek J. Watchorn (Chairman)

Brian G. Shaw

David E. Sutin

Recommendation of the Independent Committee

In making its determinations and recommendations, the Independent Committee considered and relied upon a number of substantive factors, observed that a number of procedural safeguards were and are present to permit the Independent Committee to represent effectively the interests of Patheon, the Shareholders and Patheon s other stakeholders, and considered a variety of uncertainties, risks and other potentially negative factors concerning the Arrangement and the Arrangement Agreement (which the Independent Committee concluded were outweighed by the potential benefits of the Arrangement).

Having undertaken a thorough review of, and carefully considered, information concerning Patheon, the Purchaser

and the Arrangement, as described above, and after consulting with independent financial and legal advisors, the Independent Committee has unanimously determined that:

(i) the Arrangement is in the best interests of Patheon,

(ii) the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders,

(iii) the Arrangement is fair to the unaffiliated Shareholders, and

(iv) the unaffiliated Shareholders should vote in favour of the Arrangement Resolution.

The Independent Committee has also unanimously recommended that the Board approve the Arrangement and that the Board recommend that the unaffiliated Shareholders vote in favour of the Arrangement Resolution.

The Independent Committee and the Board consider that unaffiliated Shareholders means all Shareholders, other than the JLL Parties and their affiliates, James Mullen and the directors and officers of Patheon.

DSM has advised that it and its affiliates do not own any Restricted Voting Shares. However, if DSM and its affiliates did obtain ownership of any Restricted Voting Shares, they would also not be considered unaffiliated Shareholders.

Recommendation of the Board

After careful consideration by the Board (with interested directors, being Messrs. Agroskin, Lagarde, Levy, Mullen, and O Leary, abstaining), the Board has unanimously concluded that:

(i) the Arrangement is in the best interests of Patheon (considering the interests of all affected stakeholders),

(ii) the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders,

(iii) the Arrangement is fair to the unaffiliated Shareholders, and

(iv) the Company is authorized to submit the Arrangement Resolution to Shareholders for their approval at the Meeting.

The Board (with interested directors abstaining) has also unanimously determined to **recommend to the unaffiliated Shareholders that they vote FOR the Arrangement Resolution.**

In adopting the Independent Committee s recommendations and concluding that the Arrangement is in the best interests of Patheon (considering the interests of all affected stakeholders) and fair to unaffiliated Shareholders, the Board consulted with outside financial and legal advisors, considered and relied upon the same factors and considerations that the Independent Committee relied upon, as described above, and adopted the Independent Committee s analysis in its entirety.

The Company entered into the Arrangement Agreement at this time because the possible combination of Patheon with the DPP Business represents a significant growth opportunity for the business and the Company believes it is the best available path for the growth and expansion of the business in light of the Company s current outstanding debt obligations and the challenges of growing organically in a market that the Management and the Board believe will undergo continued consolidation in the future. Additionally, the consideration offered under the Arrangement represents a significant premium to the unaffected price per Restricted Voting Share and is payable in cash, providing its Shareholders an opportunity to receive a defined value for their Restricted Voting Shares. The Company believes that providing such liquidity to its Shareholders at such a premium at this time is also in the best interests of the Shareholders.

Formal Valuation and Fairness Opinion of BMO Capital Markets

The Independent Committee retained BMO Capital Markets to prepare and deliver the Formal Valuation of BMO Capital Markets and to prepare and deliver an opinion as to whether the consideration to be received by Shareholders pursuant to the Arrangement, other than those Shareholders excluded from the Majority-of-the-Minority Vote pursuant to Section 8.1(2) of MI 61-101, was fair, from a financial point of view, to such Shareholders. Patheon, as of the date hereof, has determined that the Shareholders excluded from the Majority-of-the-Minority Vote pursuant to Section 8.1(2) of MI 61-101 are the JLL Parties and James Mullen.

Formal Valuation Required by MI 61-101

Pursuant to MI 61-101, a formal valuation is required for the Arrangement because it is a business combination in which a related party (each as defined in MI 61-101), specifically the Purchaser, an affiliate of the JLL Parties which currently control the Company, shall, as a consequence of the Arrangement, directly or indirectly, acquire the Company or the business of the Company, or combine with the Company, through an amalgamation, arrangement or otherwise, whether alone or with joint actors (as defined in MI 61-101).

MI 61-101 requires that the valuator for the formal valuation be an independent valuator as defined in MI 61-101 and that Patheon or an independent committee of directors of Patheon supervise the preparation of the valuation. As encouraged by the companion policy to MI 61-101, the Independent Committee supervised the preparation of the Formal Valuation of BMO Capital Markets.

Credentials and Independence of BMO Capital Markets

The Independent Committee selected BMO Capital Markets based on BMO Capital Markets qualifications, expertise and reputation and its knowledge of the business and affairs of the Company. BMO Capital Markets is one of Canada s largest investment banking firms, with operations in all facets of corporate and government finance, mergers and acquisitions, equity and fixed income sales and trading, investment research and investment management. BMO Capital Markets has been a financial advisor in a significant number of transactions throughout North America involving public companies in various industry sectors, including the pharmaceutical industry, and has extensive experience in preparing valuations and fairness opinions and in transactions similar to the Arrangement.

The Independent Committee is satisfied that BMO Capital Markets is qualified and competent to provide the services under its engagement agreement with the Company dated September 11, 2013 (the Engagement Agreement) and is independent of all interested parties (as defined in MI 61-101) in the Arrangement within the meaning of MI 61-101 and is an independent valuator as required by MI 61-101.

None of BMO Capital Markets or any of its affiliated entities:

- is an associated or affiliated entity or issuer insider (as such terms are defined for purposes of MI 61-101) of the Company, JLL or DSM, or any other interested party in the Arrangement or their respective associates or affiliates;
- is an advisor to JLL, DSM or any other interested party in connection with the Arrangement;
- is a manager or co-manager of a soliciting dealer group formed in respect of the Arrangement (or a member of such a group performing services beyond the customary soliciting dealer s functions or receiving more than the per security or per security holder fees payable to the other members of the group);
- has any financial incentive in respect of the conclusions reached in the Formal Valuation and Fairness Opinion of BMO Capital Markets or has any financial interest in the completion of the Arrangement;

during the 24 months before BMO Capital Markets was first contacted by the Independent Committee in respect of the Arrangement, had a material involvement in an evaluation, appraisal or review of the financial condition of the Company, JLL, DSM, any other interested party in the Arrangement, or any of their respective associated or affiliated entities, or acted as a lead or co-lead underwriter of a distribution of securities of, or had a material financial interest in any transaction involving the Company, JLL, DSM or any other interested party in the Arrangement or of their respective affiliated entities; or

is a lead or co-lead lender or manager of a lending syndicate in respect of the Arrangement.

BMO Capital Markets acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had, and may in the future have, positions in the securities of the Company, JLL,

DSM or their respective associates or affiliates and, from time to time, may have executed, or may execute, transactions on behalf of such companies or clients for which it received or may receive compensation. As an investment dealer, BMO Capital Markets conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Company, JLL, DSM or their respective associates or affiliates or the Arrangement.

In addition, in the ordinary course of its business, BMO Capital Markets or its controlling shareholder, Bank of Montreal (the Bank), or any of their affiliated entities may have extended or may extend loans, or may have provided or may provide other financial services, to the Company, JLL, DSM or their respective associates or affiliates.

Except as explained herein, there are no understandings, agreements or commitments between BMO Capital Markets and the Company, the Purchaser, JLL, DSM, other interested parties in the Arrangement or any of their respective affiliated entities with respect to future business dealings.

Engagement Agreement with BMO Capital Markets

Under the terms of the Engagement Agreement, BMO Capital Markets has been paid aggregate fees of CDN$1.25 million in connection with the preparation and delivery of the Formal Valuation and Fairness Opinion of BMO Capital Markets. BMO Capital Markets will also be reimbursed by Patheon for its reasonable out-of-pocket expenses, including reasonable fees paid to its legal counsel in respect of advice rendered to BMO Capital Markets in carrying out its obligations under the Engagement Agreement, and is to be indemnified by the Company in certain circumstances. No part of BMO Capital Markets fees or expense reimbursement was or is contingent upon the conclusions reached in the Formal Valuation and Fairness Opinion of BMO Capital Markets or the outcome of the Arrangement or any other transaction. The fees payable to BMO Capital Markets were agreed between BMO Capital Markets and the Independent Committee.

The Formal Valuation and Fairness Opinion of BMO Capital Markets

The full text of the Formal Valuation of BMO Capital Markets and the Fairness Opinion of BMO Capital Markets, dated November 18, 2013 (the Formal Valuation and Fairness Opinion of BMO Capital Markets), is attached as Annex D to this Proxy Statement. A copy of the Formal Valuation and Fairness Opinion of BMO Capital Markets will be sent to any Shareholder without charge upon request to the Secretary of the Company. Minority Shareholders should read the Formal Valuation and Fairness Opinion of BMO Capital Markets in its entirety for a discussion of the assumptions made, procedures followed, matters considered and limitations on the review undertaken by BMO Capital Markets in rendering same. This summary is qualified in its entirety by reference to the full text of the Formal Valuation and Fairness Opinion of BMO Capital Markets. The Formal Valuation and Fairness Opinion of BMO Capital Markets has been prepared and provided solely for the use of the Independent Committee and the Board and for inclusion in the Proxy Statement and may not be used or relied upon by any other person without the prior written consent of BMO Capital Markets. The Formal Valuation and Fairness Opinion of BMO Capital Markets addressed only the valuation of the Restricted Voting Shares and the fairness, from a financial point of view, of the consideration to be received by Minority Shareholders pursuant to the Arrangement as of the date of the Formal Valuation and Fairness Opinion of BMO Capital Markets and did not address any other aspects of the Arrangement. The Formal Valuation and Fairness Opinion of BMO Capital Markets makes no recommendation to Shareholders with respect to the Arrangement, including how Shareholders should vote in respect of the Arrangement Resolution.

In connection with the Formal Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets reviewed, considered and relied upon or carried out, among other things, the following:

certain financial statements, public disclosure documents, certificates and other public information available on the Company;

projected financial information for the Company for the fiscal years ending October 31, 2013 to October 31, 2017, dated September 18, 2013 (the Financial Forecast) prepared by Management;

a management presentation presented to BMO Capital Markets by Management on October 2, 2013, which included discussion of industry trends and company initiatives, which support the Company s Financial Forecast, as well as details of the proposed combination with the DPP Business;

a preliminary term sheet between JLL and DSM, dated September 26, 2013;

a draft arrangement agreement between the Company and the Purchaser, dated November 18, 2013;

a credit agreement dated December 14, 2012;

discussions with Management with respect to the information referred to above and other issues considered relevant, including tax, working capital, other expected future costs, cost synergies and the outlook for the Company;

representations contained in a representation letter addressed to BMO Capital Markets dated November 18, 2013, signed by the Chief Executive Officer and Executive Vice President and Chief Financial Officer of the Company (the Officers Certificate) as to, among other things, the completeness and accuracy of the information upon which the Formal Valuation and Fairness Opinion of BMO Capital Markets is based;

discussions with members of the Independent Committee and legal counsel to the Independent Committee;

various research publications prepared by equity research analysts and independent third-party market research, regarding the contract manufacturing and pharmaceutical development services segments of the pharmaceutical industry, the Company, and other selected public companies considered relevant;

public information relating to the business, operations, financial performance and stock trading history of the Company and other selected public companies considered relevant;

public information with respect to precedent transactions considered relevant; and

such other information, investigations, analyses and discussions (including discussions with senior officers of the Company, the Company s external legal counsel, and other third parties) as BMO Capital Markets considered necessary or appropriate in the circumstances.

Management provided BMO Capital Markets with access to an electronic data room containing financial and other information regarding the Company, and provided further information requested by BMO Capital Markets. To the best of BMO Capital Markets knowledge, it was not denied access by the Management to any information requested by BMO Capital Markets.

In arriving at the conclusions contained in the Formal Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets assumed and relied upon, without independent verification, the completeness, accuracy and fair presentation of all information that was publicly available or supplied or otherwise made available to BMO Capital Markets, and of the representations (including the representations made in the Officers Certificate) provided to BMO Capital Markets by the Company and its subsidiaries and any of their respective officers, directors, employees, consultants, advisors and representatives. With respect to the forecasts, including the Financial Forecast, projections, estimates and budgets of the Company provided to and used in BMO Capital Markets analysis, BMO Capital Markets assumed that they were reasonably prepared on bases reflecting the best currently available assumptions, estimates and judgments of Management as to the matters covered thereby. In addition, BMO Capital Markets assumed that the

executed Arrangement Agreement will not differ materially from the draft reviewed by it and that the Arrangement would be consummated in accordance with the terms and conditions set forth in the Arrangement Agreement without any waiver of, or amendment to, any terms or conditions that is any way material to the analysis of BMO Capital Markets in the Formal Valuation and Fairness Opinion of BMO Capital Markets.

BMO Capital Markets is not a legal, tax or regulatory advisor. BMO Capital Markets is a valuator and financial advisor only and has relied upon, without independent verification, the assessment of the Company and its legal, tax and regulatory advisors with respect to legal, tax or regulatory matters. The Formal Valuation and Fairness Opinion of BMO Capital Markets was rendered on the basis of securities markets, economic, financial and general business conditions prevailing as of November 18, 2013 and the condition and prospects, financial and otherwise, of the Company, its subsidiaries and other material interests as they were reflected in the information reviewed by BMO Capital Markets. In its analyses and in preparing the Formal Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets made numerous judgments with respect to industry performance, general business, market and economic conditions and other matters, many of which are beyond the control of any party involved in the Arrangement. BMO Capital Markets disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting the Formal Valuation and Fairness Opinion of BMO Capital Markets of which it may become aware after November 18, 2013.

In arriving at its opinion, BMO Capital Markets was not authorized to solicit, and did not solicit, interest from any party with respect to any transaction involving the Company or any of its assets. BMO Capital Markets expressed no opinion in the Formal Valuation and Fairness Opinion of BMO Capital Markets concerning the future trading prices of the securities of the Company.

BMO Capital Markets based the Formal Valuation and Fairness Opinion of BMO Capital Markets upon a variety of factors. Accordingly, BMO Capital Markets believed that its analyses must be considered as a whole. Selecting portions of its analyses or the factors considered by BMO Capital Markets, without considering all factors and analyses together, could create a misleading view of the process underlying the Formal Valuation and Fairness Opinion of BMO Capital Markets. The preparation of a valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

The Formal Valuation and Fairness Opinion of BMO Capital Markets was approved by a group of BMO Capital Markets directors and officers, each of whom is experienced in mergers, acquisitions, divestitures, valuations and fairness opinions.

Shareholders are urged to read the Formal Valuation and Fairness Opinion of BMO Capital Markets in its entirety. The full text of the Formal Valuation and Fairness Opinion of BMO Capital Markets, setting out the assumptions made, matters considered, limitations and qualifications on the review undertaken, is attached as Annex D to this Proxy Statement and will be available at www.sedar.com under Patheon s profile and via EDGAR at www.sec.gov. A copy of the Formal Valuation and Fairness Opinion of BMO Capital Markets will be sent to any Shareholder without charge upon request to the Secretary of the Company.

Valuation Methodology

In rendering the Formal Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets utilized, without independent verification, among other things, management s Financial Forecast for the fiscal years ending October 31, 2013 to October 31, 2017 included in *Special Factors Patheon Financial Projections* beginning on page 68 below.

For the purposes of the Formal Valuation and Fairness Opinion of BMO Capital Markets, in accordance with MI 61-101, fair market value means the monetary consideration that, in an open and unrestricted market, a prudent and informed buyer would pay to a prudent and informed seller, each acting at arm s length with the other, where neither party is under any compulsion to act. As required by MI 61-101, BMO Capital Markets

did not make any downward adjustment to the fair market value of the Restricted Voting Shares to reflect the liquidity of the Restricted Voting Shares, the effect of the Arrangement on the Restricted Voting Shares or the fact that the Restricted Voting Shares held by individual Shareholders do not form part of a controlling interest. A valuation prepared on the foregoing basis is referred to as an en bloc valuation. Nor did BMO Capital Markets ascribe any value to the Special Preferred Voting Shares, all of which are owned by JLL LLC 1, for purposes of the Formal Valuation and Fairness Opinion of BMO Capital Markets.

In connection with its financial analyses, BMO Capital Markets relied on the Company s pro forma FY2013E EBITDA. The Company made certain adjustments to its pro forma FY2013E (PF FY2013E) EBITDA to reflect the annualized pro forma impact of:

- synergies and operational excellence initiatives realized through the Banner Life Sciences (BLS) segment;
- operational excellence initiatives realized through the CMO and PDS segments;
- savings realized through site closures including the Caguas facility in Puerto Rico and the Olds facility in Alberta, Canada; and
- variable employee compensation expense reflective of the pro forma adjustments.

Pro Forma FY2013E EBITDA was estimated at US$177.8 million by the Company s senior management including the foregoing annualized pro forma adjustments.

For purposes of determining the fair market value of the Restricted Voting Shares, BMO Capital Markets considered three methodologies: precedent transactions; discounted cash flow; and comparable trading. The following is a summary of the material financial analyses performed by BMO Capital Markets in connection with the preparation of the Formal Valuation and Fairness Opinion of BMO Capital Markets. The financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses used by BMO Capital Markets, the tables must be read together with the text of each summary and the full text of the Formal Valuation and Fairness Opinion of BMO Capital Markets. The tables alone do not constitute a complete description of the financial analyses. The analyses listed in the tables and described below must be considered as a whole; considering only a portion of such analyses and of the factors considered, could create a misleading or incomplete view of the process underlying the Formal Valuation and Fairness Opinion of BMO Capital Markets.

Precedent Transactions Methodology

BMO Capital Markets identified and reviewed 16 transactions since 2007 within the commercial manufacturing industry and 16 transactions since 2007 in the contract research industry which BMO Capital Markets determined are relevant with respect to the Company s CMO, BLS and PDS segments. BMO Capital Markets compared the Company to the target companies identified in the relevant transactions with respect to certain characteristics of the target including, among other things, relative size, relative market position, and business prospects at the time of the transaction. A summary of the precedent transactions reviewed is presented below:

US$ millions

Date Announced	Target	Acquiror	EV	EV / EBITDA LTM	EBITDA Margin LTM
Commercial Manufacturing Organizations					
21-May-13	Xellia Pharmaceuticals AS	Novo Group	$ 700		
6-Mar-13	Althea Technologies, Inc.	Ajinomoto Co., Inc.	$ 175		
31-Dec-12	JHP Pharmaceuticals, LLC	Warburg Pincus LLC	$ 195		
29-Oct-12	Banner Pharmacaps Inc. and Sobel USA Inc.	Patheon Inc.	$ 269	10.8x	9.2%
4-Oct-12	Metrics, Inc.	Mayne Pharma Group Ltd	$ 105(1)	6.5x	31.2%
6-Aug-12	Aenova Holding GmbH	BC Partners	$ 618(2)	9.4x(3)	21.2%
9-Jan-12	BioReliance Corporation	Sigma-Aldrich Corporation	$ 353	11.9x(4)	23.5%
22-Aug-11	Aptuit Inc., Clinical Trial Supplies Business	Catalent Pharma Solutions, Inc.	$ 407	10.1x(5)	20.4%
4-Apr-11	Capsugel, Inc.	Kohlberg Kravis Roberts & Co. L.P.	$ 2,375	11.3x	28.0%
24-Feb-11	Lancaster Laboratories, Inc.	Eurofins Scientific SA	$ 200	8.0x	21.7%
30-Apr-08	BASF, Pharmaceutical Contract Manufacturing Business	Dr. Reddy s Laboratories Ltd.	$ 40	6.2x	15.0%
6-Feb-08	Xellia Pharmaceuticals AS	3i Group Plc	$ 395	8.1x	26.1%
3-Aug-07	Lipa Pharmaceuticals	CK Life Sciences	$ 100	9.6x	13.4%
1-Aug-07	Brookwood Pharmaceuticals, Inc.	SurModics, Inc.	$ 40	13.5x	19.5%
24-Apr-07	HollisterStier Laboratories	Jubiliant Life Sciences Ltd.	$ 123(6)	11.2x	19.8%
25-Jan-07	Catalent Pharma Solutions, Inc.	The Blackstone Group	$ 3,217	14.3x(7)	13.9%
Mean Commercial Manufacturing Organizations				10.1x	20.2%
Median Commercial Manufacturing Organizations				10.1x	20.4%
Contract Research Organizations					
24-Jun-13	PRA International Inc	Kohlberg Kravis Roberts & Co. L.P.	$ 1,300	13.0x	
31-Oct-12	Sygene International Ltd	General Electric Capital Corporation	$ 301(2)	9.8x(8)	34.0%
2-Oct-11			$ 3,404	10.5x	20.3%

	Pharmaceutical Product Development, LLC	Hellman & Friedman; The Carlyle Group			
9-May-11	Medpace, Inc.	CCMP Capital Advisors, LLC	$ 741	11.8x	
4-May-11	Kendle International Inc.	INC Research, LLC	$ 348	13.7x	5.9%
28-Feb-11	Diosynth RTP, Inc. and MSD Biologistics (UK) Ltd	FUJIFILM Holdings Corporation	$ 329(2)		
27-Dec-10	ReSearch Pharmaceutical Services, Inc.	Warburg Pincus LLC	$ 254	14.9x(9)	6.2%
19-Aug-10	INC Research, LLC	Avista Capital Holdings, LP; Teachers Private Capital	$ 600	10.0x	
6-May-10	inVentiv Health, Inc.	Thomas H. Lee Partners, L.P.	$ 1,164(10)	8.0x	13.4%
2-Sep-09	MDS Analytical Technologies (US) Inc.	Danaher Corp.	$ 650	11.4x	15.6%
3-Feb-09	Pharmanet Development Group, Inc.	JLL Partners	$ 186	5.7x	7.2%
20-Mar-08	Premier Research Group plc	ECI Partners	$ 177(2)	10.6x	10.8%
3-Jan-08	Apptec Laboratory Services, Inc.	WuXi Pharmatech	$ 164	17.1x	13.7%
21-Dec-07	Quintiles Transnational Corp.	3i Group Plc; Bain Capital; TPG Capital, L.P.	$ 2,860	11.8x(11)	12.6%
24-Jul-07	PRA International, Inc.	Genstar Capital, LLC	$ 758	13.4x	14.8%
18-Jul-07	WIL Research	American Capital	$ 500	12.6x	25.4%
Mean Contract Research Organizations				11.6x	15.0%
Median Contract Research Organizations				11.8x	13.5%

Source: Company filings, press releases, consensus estimates, MergerMarket and Deal Pipeline
Note: EV = Enterprise Value (market value of equity plus net debt, preferred stock, and minority interest less unconsolidated investments); LTM = last twelve months; NTM = next twelve months.

(1) Enterprise value excludes US$15 million contingent payment.
(2) Converted in US$ as per exchange rate at announcement date.
(3) Based on estimate FY 2012 EBITDA.
(4) LTM EBITDA implied based on NTM EBITDA margin.
(5) Based on FY 2011 revenue and EBITDA.
(6) Enterprise value excludes US$16 million contingent payments.
(7) Based on FY 2006 EBITDA.
(8) LTM revenue and EBITDA implied based on management estimates of growth and margins.
(9) EBITDA is inclusive of fee and costs associated with the European acquisitions and Paramax acquisition.
(10) Cash inclusive of restricted cash related to security deposits for the London office in the inVentiv Communications segment.
(11) Based on FY 2006 revenue and EBITDA.

Based on the foregoing, BMO Capital Markets believed that the appropriate enterprise value to LTM EBITDA multiples were in the range of 10.0x to 11.0x for the CMO and BLS business segments, and 11.0x to 13.0x for the PDS business segment. The Company s PF FY2013E EBITDA was selected as the basis for the Company s LTM EBITDA. The selected multiple ranges were based on BMO Capital Markets review of the precedent transactions and consideration of (i) the similarities of the business mix, industry market share and financial profiles of the target relative to the Company s CMO, PDS and BLS segments and (ii) respective industry conditions at the time of the transaction. The following table is a summary of the fair market value of the Restricted Voting Shares resulting from the selection of the foregoing precedent transaction multiple range:

US$ millions, except per share data	**Benchmark**	**Selected Multiple Range**		**Value Range**	
		Low	**High**	**Low**	**High**
EV / LTM EBITDA					
PF FY2013E EBITDA	$ 177.8				
CMO and BLS(1)	$ 140.5	10.0x	11.0x	$ 1,405.3	$ 1,545.9
PDS(1)	$ 37.3	11.0x	13.0x	$ 410.1	$ 484.6
Enterprise value				$ 1,815.4	$ 2,030.5
Less: net obligation adjustments(2)(3)				(573.2)	(573.2)
En bloc equity value				$ 1,242.2	$ 1,457.3
Fully diluted Shares outstanding(4)				152.0	152.0
En bloc equity value per Share				**$ 8.17**	**$ 9.59**

(1) Corporate G&A costs have been allocated pro rata each segment s revenue.
(2) See Discounted Cash Flow Methodology section of the Formal Valuation and Fairness Opinion of BMO for details.
(3) Proceeds from in-the-money options are included in the net obligations adjustments.

(4) Includes dilution from implied in-the-money options.

Discounted Cash Flow Methodology

BMO Capital Markets performed a discounted cash flow analysis, which is designed to provide an implied value of a company by calculating the present value of the estimated future cash flows and terminal value of the Company. BMO Capital Markets calculated a range of implied equity values per share for the Restricted Voting Shares based on estimates of future unlevered after tax free cash flows from August 1, 2013 to October 31, 2017 and the terminal value as of October 31, 2017 for unlevered after tax free cash flows after that date. In preparing its analysis, BMO Capital Markets relied upon the Financial Forecast and related management presentations. BMO Capital Markets reviewed and discussed with senior management of the Company the assumptions used in the Financial Forecast and following such review and discussion concluded that the Financial Forecast formed an appropriate basis for the discounted cash flow methodology.

In deriving unlevered after-tax free cash flows, BMO Capital Markets reviewed the Financial Forecast, relevant underlying assumptions and considered the resulting sales growth and EBITDA margins. BMO Capital Markets incorporated a forecast period from August 1, 2013 to October 31, 2017, followed by a terminal value calculation based on the estimated terminal year free cash flows. As a part of this analysis, net obligations were subtracted from the discounted unlevered after-tax free cash flows. Accordingly, BMO Capital Markets used the Company s net obligation balance as of July 31, 2013 for the purpose of the valuation. To adjust for the forecast period commencing at August 1, 2013, senior management of the Company provided BMO Capital Markets with the Company s unlevered free cash flow estimate for the period between August 1, 2013 and October 31, 2013.

In addition, in accordance with MI 61-101, BMO Capital Markets reviewed and considered whether any distinctive material value would accrue to the Purchaser or any other purchaser through the acquisition of 100% of the Restricted Voting Shares. BMO Capital Markets assessed whether there are expected to be any material operating or financial benefits that could accrue to such a purchaser as a result of: (i) savings of direct costs resulting from being a publicly listed entity; (ii) savings of other corporate expenses including, but not limited to, senior management, legal, finance, information technology, human resources, sales and marketing; (iii) reduced operating costs and capital expenditures resulting from rationalizing such expenditures between the Company s operations and the operations of such purchaser; and (iv) revenue enhancement opportunities.

In assessing the amount of synergies to include in the Formal Valuation of BMO Capital Markets, BMO Capital Markets considered the synergies that could be achieved by the Purchaser or any other purchaser of the Company and the amount of synergies that such acquirer might pay for in an open and unrestricted auction for the Company. It was determined based on information received from senior management of the Company and the Purchaser that synergies pertaining to areas outlined above may be achievable, but that revenue enhancement opportunities were not estimable. Accordingly, the annual run-rate pre-tax synergies were estimated to be US$44.1 million excluding one-time costs that may be required to achieve such synergies, and may be achievable within four years of an acquisition of the Company. For the purposes of the Formal Valuation of BMO Capital Markets, BMO Capital Markets assumed that a purchaser of the Company would pay 50% of the after-tax value of these identified synergies, net of implementation costs, in an open and unrestricted market. BMO Capital Markets reflected this amount in its discounted cash flow analysis for each of the years in the Financial Forecast.

An overview of the Financial Forecast, including the impact of corporate overhead, income taxes, working capital and capital expenditure requirements and the impact of foreign exchange, is included in the Formal Valuation and Fairness Opinion of BMO Capital Markets on pages D-11 to D-14 of Annex D to this proxy statement. BMO Capital Markets developed the terminal year free cash flow estimates based on the assumptions set forth on page D-4 of Annex D and these estimates were reviewed with senior management of the Company.

The following is a summary of the unlevered after-tax free cash flow estimates used in the discounted cash flow analysis:

		October 31,				
US$ millions	**Q4 2013E[1]**	**2014E**	**2015E**	**2016E**	**2017E**	**Terminal**
Revenue		$ 1,143.8	$ 1,217.9	$ 1,295.5	$ 1,376.4	$ 1,410.8
Year over year growth / (decline)		8.3%	6.5%	6.4%	6.2%	2.5%
Adjusted EBITDA		203.9	229.9	257.5	286.8	293.9
Year over year growth / (decline)		36.3%	12.7%	12.0%	11.4%	2.5%
EBITDA margin %		17.8%	18.9%	19.9%	20.8%	20.8%
Cash taxes		(30.5)	(35.0)	(39.8)	(45.0)	(51.8)
Change in working capital		(12.2)	(10.4)	(10.9)	(11.3)	(4.8)
Repositioning Expenses[2]		(9.6)	(6.4)			
Other Cash Payments[3]		(7.2)				
Impact of Spot FX Forecast		1.9	2.2	2.4	2.7	2.7
Synergies[4]		0.9	13.2	17.5	17.7	17.5
Capital expenditures		(53.1)	(56.3)	(59.7)	(63.2)	(63.5)[5]
Unlevered free cash flow	$ 25.0	$ 94.2	$ 137.2	$ 167.1	$ 187.6	$ 194.0

(1) Q4 2013E unlevered free cash flow estimate, as per senior management of the Company.
(2) One-time repositioning expenses as per senior management of the Company, associated with the Olds, Alberta; Caguas, Puerto Rico and Swindon, United Kingdom facility shutdowns; shown on an after-tax basis.
(3) One-time legal and strategic consulting expenses, as per Management; shown on an after-tax basis.
(4) 50% of net synergies included; shown on an after-tax basis.
(5) 4.5% capital expenditures (as a percentage of revenue) in Terminal Period as per Management.

BMO Capital Markets developed terminal enterprise values at the end of the forecast period using the terminal growth rate method, while also considering implied FY2017E EBITDA multiples. BMO Capital Markets selected terminal growth rates in the range of 2.25% to 2.75% and applied these to the terminal year s unlevered after-tax free cash flows to determine the terminal enterprise value of the Company. This range was developed based on BMO Capital Markets professional judgment and taking into consideration, among other things, (i) long term nominal GDP growth rate estimates, (ii) long term commercial manufacturing and contract research industry growth rates, as forecasted by research analysts and the growth prospects and risks for the Company s operations beyond the terminal year.

Unlevered after-tax free cash flows for the Company were then discounted based on the estimated weighted average cost of capital (WACC) for the Company. The WACC was calculated using the Company s cost of equity and after-tax cost of debt, weighted on the basis of an assumed optimal capital structure. The assumed optimal capital structure was determined using a review of the current and historical capital structures of comparable companies and the relative risks inherent in the Company s business. The cost of debt for the Company was calculated based on the risk-free rate of return and an appropriate borrowing spread to reflect the credit risk. BMO Capital Markets used the capital asset pricing model (CAPM) approach to determine the appropriate cost of equity. The CAPM approach calculates the cost of equity with reference to the risk-free rate of return, the risk of equity relative to the market (beta) and a market equity risk premium. To select the appropriate unlevered beta, BMO Capital Markets reviewed a range of unlevered betas for the Company and considered a select group of comparable companies that have risks similar to the Company. The selected unlevered beta was re-levered using the assumed optimal capital structure and was applied in the CAPM approach to calculate the cost of equity. The assumptions made by BMO Capital Markets in estimating WACC for the Company are set forth on page D-17 of the Formal Valuation and Fairness Opinion of BMO Capital

Markets attached as Annex D to the Proxy Statement. BMO Capital Markets calculated the WACC for the Company to be 10.8% and, for purposes of the discounted cash flow analysis, BMO Capital Markets selected a WACC range of 10.25% to 11.25%.

The following is a summary of the fair market value range of the Restricted Voting Shares derived from the discounted cash flow methodology:

	Value Range	
US$ millions, except per share data	**Low**	**High**
WACC	11.25%	10.25%
Terminal Growth Rate	2.25%	2.75%
Implied Terminal Multiple	7.1x	8.5x
Net Present Value		
Unlevered after-tax free cash flows	$ 490.8	$ 499.7
Terminal value	1,490.6	1,845.5
Enterprise value	$ 1,981.4	$ 2,345.2
Less: net obligations[(1)]	(573.2)	(573.2)
En bloc equity value	$ 1,408.2	$ 1,772.0
Fully diluted Shares outstanding[(2)]	152.0	152.0
En bloc value per Share	$ 9.27	$ 11.66
Implied EV / EBITDA		
PF 2013E	11.1x	13.2x
2014E	9.7x	11.5x

(1) Proceeds from in-the-money options are included in the net obligations adjustments.
(2) Includes dilution from implied in-the-money options.

Sensitivity Analysis

The discounted cash flow analysis is sensitive to several of the assumptions applied. BMO Capital Markets performed sensitivity analyses, representing step changes to certain key assumptions. Their impact to the value per Restricted Voting Share is summarized below:

Assumption	**Benchmark**	**Sensitivity**	**Impact on Value per Share**
Revenue growth	6.2% 8.3% in Forecast Period	-/+1.0%	($ 1.00) - $1.03
EBITDA margin	17.8% 20.8% in Forecast Period	-/+1.0%	($ 0.83) - $0.83
Foreign exchange forecast[(1)]	Spot Rates	+/-10.0%	($ 0.61) - $0.61
Total capital expenditure	$58.1 mm (Forecast Period average)	+/-10.0%	($ 0.38) - $0.38
Terminal period tax rate	22.5%	+/-2.5%	($ 0.36) - $0.36
Terminal growth rate	2.5%	-/+0.25%	($ 0.32) - $0.34
Synergies[(2)]	$44.1 mm (Pre-Tax Run Rate)	-/+ $10.0 million	($ 0.31) - $0.31
WACC	10.75%	+/-0.5%	($ 0.81) - $0.91

(1) A 10% increase in foreign exchange forecast implies a 10% weakening of the USD against each of the EUR, CAD, GBP, MXN and JPY, respectively.

(2) 100% of realized pre-tax net run-rate synergies of US$44.1 million are sensitized by -/+ US$10.0 million; DCF is incorporating 50% of pre-tax net run-rate net synergies.

Comparable Trading Methodology

BMO Capital Markets considered a comparable trading analysis utilizing two groups of publicly traded comparable entities, including six commercial manufacturing companies and six contract research companies. Using equity research analyst consensus estimates for all companies identified, BMO Capital Markets computed and reviewed a variety of financial and operating metrics that included projected revenue growth rates, EBITDA margins, leverage and capital intensity. BMO Capital Markets compared the Company to the comparable public companies identified with respect to the foregoing metrics. The

following sets forth the selected companies that were reviewed in connection with this analysis: Albany Molecular Research; Cambrex; Cangene; Biocon; Jubilant Life Sciences; Lonza Group; Charles River Laboratories; Covance; Quintiles Transactional Holdings; Parexel International; ICON; and WuXi Pharmatech.

While BMO Capital Markets did not consider any of the companies reviewed to be directly comparable to the Company, BMO Capital Markets relied upon its professional judgment in analyzing the comparable companies and selecting the most appropriate public trading multiples. BMO Capital Markets considered enterprise value to EBITDA multiple for FY2014E to be the most appropriate trading multiples for the Company, and based on the above, selected the following multiple ranges as summarized below:

US$ millions, except per share data	**Benchmark**	**Selected Multiple Range**		**Value Range**	
		Low	**High**	**Low**	**High**
EV / EBITDA					
PF FY2014E EBITDA	$ 203.9				
CMO and BLS[1]	$ 159.8	8.25x	8.75x	$ 1,318.6	$ 1,398.5
PDS[1]	44.1	10.50	11.50	462.9	507.0
Enterprise value (average)				$ 1,781.6	$ 1,905.6
Less: net obligation adjustments[2][3]				(573.2)	(573.2)
Equity value (average)				$ 1,208.4	$ 1,332.4
Fully diluted Shares outstanding[4]				152.0	152.0
Equity value per Share (average)				**$ 7.95**	**$ 8.77**

(1) Corporate G&A costs have been allocated pro rata each segment s revenue.
(2) See DCF Methodology for details.
(3) Proceeds from in-the-money options are included in the net obligations adjustments.
(4) Includes dilution from implied in-the-money options

Given that none of the companies reviewed were considered by BMO Capital Markets to be directly comparable to the Company and that market trading prices generally do not reflect en bloc values, BMO Capital Markets did not rely on the comparable trading methodology to derive a value range for the Restricted Voting Shares.

Conclusions of Formal Valuation

The following is a summary of the range of fair market value of the Restricted Voting Shares resulting from the discounted cash flow and precedent transactions methodologies:

US$ millions, except per share data	**Value of Restricted Voting Shares Using Precedent Transactions Analysis**		**Value of Restricted Voting Shares Using DCF Analysis**	
	Low	**High**	**Low**	**High**
En bloc equity value	$ 1,242.2	$ 1,457.3	$ 1,408.2	$ 1,772.0
	$ 8.17	$ 9.59	$ 9.27	$ 11.66

En bloc equity value per Restricted Voting Share

In arriving at its opinion as to the fair market value of the Restricted Voting Shares, BMO Capital Markets did not attribute any particular weight to the precedent transactions and discounted cash flow methodologies, but rather made qualitative judgments based upon its experience in rendering valuation opinions and on then prevailing circumstances, including then current market conditions, as to the significance and relevance of each valuation methodology and overall financial analyses.

Based upon the procedures described above and in the Formal Valuation and Fairness Opinion of BMO Capital Markets, and subject to the assumptions, qualifications and limitations set out in the Formal

Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets was of the opinion that the fair market value of the Restricted Voting Shares as of November 18, 2013 was in the range of US$8.75 to US$10.25 per share (CDN$9.13 to CDN$10.70 based on then current exchange rates).

Fairness of the Arrangement from a Financial Point of View

Based upon and subject to the assumptions, qualifications and limitations as set forth above and in the Formal Valuation and Fairness Opinion of BMO Capital Markets, BMO Capital Markets was of the opinion that, as of November 18, 2013, the consideration to be received by the Shareholders pursuant to the Arrangement, other than those Shareholders excluded from the Majority-of-the-Minority Vote pursuant to Section 8.1(2) of MI 61-101, was fair, from a financial point of view, to such Shareholders. Patheon, as of the date hereof, has determined that the Shareholders excluded from the Majority-of-the-Minority Vote pursuant to section 8.1(2) of MI 61-101 are the JLL Parties and James Mullen.

The Formal Valuation and Fairness Opinion of BMO Capital Markets was prepared and provided solely for the use of the Independent Committee and the Board and for inclusion in this Proxy Statement. BMO Capital Markets makes no recommendation to holders of Restricted Voting Shares with respect to the Arrangement, including how Shareholders should vote in respect of the Arrangement Resolution.

Previous Preliminary Reports from BMO Capital Markets

October 23, 2013

On October 23, 2013, BMO Capital Markets presented a preliminary analysis to the Independent Committee (the October 23 Presentation). The October 23 Presentation included a preliminary version of potential findings that might form the basis of BMO Capital Markets final valuation and fairness opinion, and the potential bases for and methods of arriving at the findings, analyses, information and limitations that would be used in arriving at the findings that would be included in the Formal Valuation and Fairness Opinion of BMO Capital Markets and the final presentation (the Final Presentation) made to the Independent Committee on November 18, 2013. The October 23 Presentation used the same valuation methodologies, contained substantially the same information, calculations, limitations and determinations as are set forth above in the discussion of the Formal Valuation and Fairness Opinion of BMO Capital Markets and as described in the Final Presentation made to the Independent Committee on November 18, 2013 except as set forth below, which Patheon believes represent the material differences between the October 23 Presentation and the Final Presentation.

The October 23 Presentation included earlier calculations of trading data for Patheon and for the publicly traded comparable companies included in the comparable trading analysis than were used in the Final Presentation. All present value calculations were done through the date of the October 23 Presentation, producing immaterially different amounts as a result of the different dates used to determine present values and related calculations. Additionally, conversions between US$ and CDN$ were made on the basis of spot rates as of October 18, 2013 in the October 23 Presentation, rather than as of November 15, 2013 in the Final Presentation and the Formal Valuation and Fairness Opinion of BMO Capital Markets.

At the date of the October 23 Presentation, the then-current offer from JLL on behalf of the Purchaser was US$8.25 per Restricted Voting Share, rather than the US$9.32 per Restricted Voting Share offer considered by the Independent Committee on November 18, 2013, the date of the Formal Valuation and Fairness Opinion of BMO Capital Markets and the date of the Final Presentation. However, the then US$8.25 per share offer price was not a factor used by BMO Capital Markets in the analyses set forth in the October 23 Presentation and was included therein only for illustrative purposes.

While the October 23 Presentation included a sensitivity analysis with respect to the terminal growth rate of the Company for purposes of the DCF Analysis, it used a fixed terminal value growth rate to determine the preliminary value range under the DCF Analysis. The fixed terminal value growth rate was used as an initial

estimate but with the recognition that such terminal value growth rate could change to a range in the final valuation and fairness opinion to be delivered by BMO Capital Markets as more inputs and updated information were obtained. Principally as a result, in the DCF Analysis included in the October 23 Presentation, the preliminary range for the implied equity value per Restricted Voting Share was US$9.02 US$10.67, rather than the implied equity value per Restricted Voting Share range of US$9.27 US$11.66 as included in the DCF Analysis for the Formal Valuation and Fairness Opinion of BMO Capital Markets and in the Final Presentation, which did in fact reflect use of a terminal value growth rate range. The foregoing per share implied equity values represented a preliminary enterprise value under the DCF Analysis of US$1,944 million to US$2,194 million in the October 23 Presentation, rather than the US$1,981 million to US$2,345 million included in the Formal Valuation and Fairness Opinion of BMO Capital Markets and in the Final Presentation.

The October 23 Presentation contained a preliminary indicative valuation range of US$8.75 to US$10.25 per Restricted Voting Share, which was the same as the indicative valuation range set out in the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation.

October 16, 2013

On October 16, 2013, BMO Capital Markets presented a preliminary analysis to the Independent Committee (the October 16 Presentation). The October 16 Presentation included a preliminary version of potential findings that might form the basis of BMO Capital Markets final valuation and fairness opinion, and the potential bases for and methods of arriving at the findings, analyses, information and limitations that BMO Capital Markets expected would be used in arriving at the findings that would be included in the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation made to the Independent Committee on November 18, 2013. The October 16 Presentation used the same valuation methodologies, and contained substantially the same information, calculations, and limitations as are set forth above in the discussion of the Formal Valuation and Fairness Opinion of BMO Capital Markets and as described in the Final Presentation made to the Independent Committee on November 18, 2013 and the October 23 Presentation except as set forth below, which Patheon believes represent the material differences between the October 16 Presentation and the Final Presentation and the October 23 Presentation. The October 16 Presentation was of a more preliminary nature than the October 23 Presentation discussed above and was prepared at the request of the Independent Committee with the understanding that BMO Capital Markets was still at an early stage in gathering and verifying the necessary analytical information and conducting the due diligence needed for it be in a position to present a formal valuation and fairness opinion.

The October 16 Presentation included earlier calculations of trading data for Patheon and for the publicly traded comparable companies included in the comparable trading analysis than were used in either the October 23 Presentation or the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation. All present value calculations were done through the date of the October 16 Presentation, producing different numbers in certain calculations as a result of the different dates used to determine present values and related calculations. Additionally, conversions between US$ and CDN$ were made on the basis of Bloomberg consensus rates prior to the date of the October 16 Presentation in the October 16 Presentation, rather than spot rates as of November 15, 2013 in the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation and October 18, 2013 in the October 23 Presentation.

The October 16 Presentation was also prepared prior to receiving additional information on potential synergies that were included in the October 23 Presentation and the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation. As a result, the October 16 Presentation utilized a run-rate annual pre-tax synergy number of US$32.9 million rather than US$44.1 million utilized in the October 23 Presentation and the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation.

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Due to the early stage and incomplete nature of the BMO Capital Markets investigation as noted above and the preliminary nature of the October 16 Presentation, the October 16 Presentation, unlike the October 23 Presentation, did not contain a per Restricted Voting Share preliminary indicative valuation range.

At the date of the October 16 Presentation, the then-current offer from JLL on behalf of the Purchaser was US$8.25 per Restricted Voting Share, rather than the US$9.32 per Restricted Voting Share offer considered by the Independent Committee on November 18, 2013, the date of the Formal Valuation and Fairness Opinion of BMO Capital Markets and the Final Presentation. However, the then US$8.25 per share offer price was not a factor used by BMO Capital Markets in the analyses set forth in the October 16 Presentation and was included therein only for illustrative purposes.

While the October 16 Presentation included a sensitivity analysis with respect to the terminal growth rate of the Company for purposes of the DCF Analysis, the October 16 Presentation used the same fixed terminal value growth rate as was used in the October 23 Presentation discussed above to determine the preliminary value range under the DCF Analysis. The fixed terminal value growth rate was used as an initial estimate but with the recognition that such terminal value growth rate could change to a range in the final valuation and fairness opinion to be delivered by BMO Capital Markets as more inputs and updated information were obtained. The DCF Analysis also utilized the smaller synergy number as described above. Principally as a result of the use of the fixed terminal growth rate and the different synergy number in the DCF Analysis included in the October 16 Presentation, the preliminary range of the implied equity value per Restricted Voting Share was US$8.92 US$10.56 in the October 16 Presentation, rather than the range of US$9.27 US$11.66 as included in the DCF Analysis for the Formal Valuation and Fairness Opinion of BMO and the Final Presentation, which did in fact reflect use of a terminal value growth rate range, and US$9.02 US$10.67 in the October 23 Presentation. The foregoing per share implied equity values represented a preliminary enterprise value of US$1,928 million to US$2,177 million under the DCF Analysis in the October 16 Presentation, rather than the US$1,981 million to US$2,345 million included in the Formal Valuation and Fairness Opinion of BMO Capital Markets and in the Final Presentation and the US$1,944 million to US$2,194 million included in October 23 Presentation.

The foregoing discussions of the October 23 Presentation and the October 16 Presentation are only summaries thereof and are qualified in their entirety by the full presentations which are filed as Exhibits (c)(8) and (c)(7), respectively, to the Schedule 13E-3 filed with the SEC in connection with the Arrangement.

Miscellaneous

The Share Consideration was determined through negotiations between the Company and the Purchaser and was approved by the Board. BMO Capital Markets did not recommend to the Independent Committee any specific Arrangement consideration or that any specific Arrangement consideration constituted the only appropriate consideration for the Arrangement.

BMO Capital Markets opinion and its presentation to the Independent Committee was one of many factors taken into consideration by the Independent Committee in its evaluation of the proposed Arrangement. Consequently, the analyses as described above should not be viewed as determinative of the opinion of the Independent Committee with respect to the consideration or of whether the Independent Committee would have been willing to recommend a different Arrangement consideration.

Fairness Opinion of RBC

The following constitutes a summary only of the Fairness Opinion of RBC. The Fairness Opinion of RBC was provided for the use of the Independent Committee and the Board for inclusion in this Proxy Statement. **The Fairness Opinion of RBC was not and is not a recommendation as to how any Shareholder should vote at the Meeting.**

The following summary is qualified in its entirety by the full text of the Fairness Opinion of RBC attached as Annex E to this Proxy Statement. Shareholders are urged to read the full text of the Fairness Opinion of RBC.

Engagement of RBC by the Independent Committee

The Independent Committee initially contacted RBC regarding a potential advisory assignment on July 3, 2013, and RBC was formally engaged by the Independent Committee through an agreement between the Company and RBC (the RBC Engagement Agreement) dated September 5, 2013. The terms of the RBC Engagement Agreement provide that RBC is to be paid a fee for its services as financial advisor, including fees that are contingent on consummation of the Arrangement. Pursuant to the terms of the RBC Engagement Agreement, in connection with services already provided under the RBC Engagement Agreement, RBC is entitled to a fee of CDN$750,000. If the Arrangement is consummated, RBC will receive the balance of the fees payable under the RBC Engagement Agreement which are expected to be approximately US$2.9 million on a pre-tax basis, based on an exchange rate of CDN$1.00 = US$0.9576, being the daily noon exchange rate of the Bank of Canada on November 17, 2013. RBC is also entitled to receive the balance of the fees payable under the RBC Engagement Agreement in the event that the RBC Engagement Agreement is terminated other than by RBC without the consent of the Independent Committee and (i) the Arrangement or a transaction with JLL or one of its affiliates and DSM as acquirers of Patheon is consummated within a certain time period following the termination of the RBC Engagement Agreement or (ii) a transaction with a third party is consummated pursuant to a definitive agreement entered into concurrently with or within a certain time period following the termination of the Arrangement Agreement.

Credentials of RBC Capital Markets

RBC, a member company of RBC Capital Markets, is one of Canada s largest investment banking firms, with operations in all facets of corporate and government finance, corporate banking, mergers and acquisitions, equity and fixed income sales and trading and investment research. RBC Capital Markets also has significant operations in the United States and internationally. The Fairness Opinion of RBC represents the opinion of RBC and the form and content have been approved for release by a committee of its directors, each of whom is experienced in merger, acquisition, divestiture and fairness opinion matters.

RBC s Relationships with Interested Parties

Other than as disclosed herein, neither RBC, nor any of its affiliates (as defined in National Instrument 45-106 *Prospectus and Registration Exemptions* of the Canadian Securities Administrators) is an insider or associate (as those terms are defined in the *Securities Act* (Ontario)) or an affiliate of the Company, JLL, DSM or any of their respective associates or affiliates. RBC has not been engaged to provide any financial advisory services nor has it participated in any financing involving the Company, JLL, DSM or any of their respective associates or affiliates, within the past two years, other than the services provided under the RBC Engagement Agreement and, with respect to PGT, Inc. (a former portfolio investment of an investment fund controlled by JLL), RBC acted as a co-manager on the US$85 million offering of its common shares in May 2013 for which an affiliate of RBC was paid US$611,310.00. Royal Bank of Canada, the controlling shareholder of RBC, has provided banking services to the Company in the normal course of business. Also, in 2005, Royal Bank of Canada entered into a US$7.5 million equity commitment to JLL Partners Fund V, L.P., an affiliate of JLL Fund V, of which approximately US$6.8 million had been called by such fund as of the date of RBC s opinion, with a portion of that amount having been invested in limited partnership interests of JLL Fund V (representing approximately 0.5% of the limited partnership interests of JLL Fund V). Royal Bank of Canada is a passive investor in JLL Fund V as a limited partner. There are no understandings, agreements or commitments between RBC and the Company, JLL, DSM or any of their respective associates or affiliates with respect to any future business dealings. RBC may, in the future, in the ordinary course of its business, perform financial advisory or investment banking services for the Company, JLL, DSM or any of their respective associates or affiliates.

RBC acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had and may in the future have positions in the securities of the Company, JLL, DSM or any of their respective associates

or affiliates and, from time to time, may have executed or may execute transactions on

behalf of such companies or clients for which it received or may receive compensation. As an investment dealer, RBC conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Company, JLL, DSM, any of their respective associates or affiliates or the Arrangement.

Scope of RBC s Review

In connection with the Fairness Opinion of RBC, RBC reviewed and relied upon or carried out, among other things, the following:

a draft, dated November 16, 2013, of the Arrangement Agreement;

drafts of certain of the Voting Agreements;

audited financial statements of the Company for each of the five years ended October 31, 2008, 2009, 2010, 2011 and 2012;

the unaudited interim reports of the Company for the quarters ended January 31, 2013 April 30, 2013 and July 31, 2013;

annual reports of the Company for each of the two years ended October 31, 2011 and 2012;

the Notice of Annual and Special Meeting of Shareholders of the Company for each of the two years ended October 31, 2011 and 2012;

historical segmented financial results of the Company by division for each of the five years ended October 31, 2008 through 2012;

the internal draft management budget of the Company on a consolidated basis and segmented by division for the year ending October 31, 2014;

unaudited projected financial statements for the Company on a consolidated basis and segmented by division prepared by management of the Company for the years ending October 31, 2013 through October 31, 2017 (the Management Forecasts);

monthly executive reporting package for each of the twelve months ended September 30, 2012 through August 31, 2013;

discussions with senior management of the Company;

discussions with the Company s legal counsel;

public information relating to the business, operations, financial performance and stock trading history of the Company and other selected public companies considered by RBC to be relevant;

public information with respect to other transactions of a comparable nature considered by RBC to be relevant;

public and private information regarding the pharmaceutical outsourcing industry including the CMO business and commercial research outsourcing (CRO) industries;

representations contained in certificates addressed to RBC, dated as of November 18, 2013, from senior officers of the Company as to the completeness and accuracy of the information upon which the Fairness Opinion of RBC was based; and

such other corporate, industry and financial market information, investigations and analyses as RBC considered necessary or appropriate in the circumstances.

RBC was not, to the best of RBC s knowledge, denied access by the Company to any information requested by RBC.

Prior Valuations

The Company has represented to RBC that there have not been any prior valuations (as defined in MI 61-101) of the Company or its material assets or its securities in the twenty-four month period prior to November 18, 2013.

Assumptions and Limitations

RBC relied upon the completeness, accuracy and fair presentation of all of the financial (including, without limitation, the financial statements of the Company) and other information, data, advice, opinions or representations obtained by it from public sources, senior management of the Company, and their consultants and advisors (collectively, the Information). The Fairness Opinion of RBC was conditional upon such completeness, accuracy and fair presentation of such Information. Subject to the exercise of professional judgment and except as expressly described in the Fairness Opinion of RBC, RBC did not attempt to verify independently the completeness, accuracy or fair presentation of any of the Information.

Executive officers of the Company represented to RBC in a certificate delivered on November 18, 2013, among other things, that (i) the Information provided orally by, or in the presence of, an officer or employee of the Company or in writing by the Company or any of its subsidiaries or their respective agents to RBC for the purpose of preparing the Fairness Opinion of RBC was, at the date the Information was provided to RBC and as of November 18, 2013, complete, true and correct in all material respects, and did not contain any untrue statement of a material fact in respect of the Company, its subsidiaries or the Arrangement and did not omit to state a material fact in respect of the Company, its subsidiaries or the Arrangement necessary to make the Information or any statement contained therein not misleading in light of the circumstances under which the Information was provided or any statement was made; and that (ii) since the dates on which the Information was provided to RBC, except as disclosed in writing to RBC, there has been no material change, financial or otherwise, in the financial condition, assets, liabilities (contingent or otherwise), business, operations or prospects of the Company or any of its subsidiaries, taken as a whole, and no material change has occurred in the Information or any part thereof provided to RBC by the Company or its subsidiaries which would have or which would reasonably be expected to affect the value of the Company or its subsidiaries or the terms of the Arrangement.

In preparing the Fairness Opinion of RBC, RBC made several assumptions, including that all of the conditions required to implement the Arrangement will be met. Without limiting the generality of the foregoing, with respect to the Management Forecasts, RBC assumed that they had been reasonably prepared on bases reflecting the best available estimates and good faith judgments of management of the Company as to the matters covered thereby. RBC expressed no view as to such Management Forecasts or the assumptions on which they were based. RBC has also assumed, in all respects material to RBC s analysis, that the executed Arrangement Agreement and the final versions all other documents reviewed by RBC in draft form would be the same as the drafts of such documents reviewed by RBC.

RBC was not been asked to pass upon, and expressed no opinion with respect to, any matter other than the fairness from a financial point of view to the Shareholders, other than the Shareholders in the buying group comprised of DSM, the JLL Parties and their respective affiliates, and any member of senior management of the Company who has entered into an option cancellation agreement and who will receive equity interests in affiliates of JLL participating in the Arrangement, of the Share Consideration to be received by such Shareholders under the Arrangement. RBC did not express any view on, and the Fairness Opinion of RBC does not address, any other term or aspect of the Arrangement or the Arrangement Agreement or any term or aspect of any other agreement or instrument contemplated by the Arrangement Agreement or entered into or amended in connection with the Arrangement including, without limitation, the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of the Company, or any class of such persons, whether relative to the Share Consideration or otherwise.

The Fairness Opinion of RBC is rendered on the basis of securities markets, economic, financial and general business conditions prevailing as of November 18, 2013 and the condition and prospects, financial and

otherwise, of the Company and its subsidiaries and affiliates, as they were reflected in the Information and as they have been represented to RBC in discussions with management of the Company. In its analyses and in preparing the Fairness Opinion of RBC, RBC made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of RBC or any party involved in the Arrangement.

The Share Consideration to be received by the Minority Shareholders under the Arrangement was determined through negotiations between the Independent Committee and JLL on behalf of the Purchaser and was approved by the Independent Committee and the Board. RBC did not recommend any specific consideration to be received by the Minority Shareholders under the Arrangement nor did it indicate that any given consideration to be received by the Minority Shareholders under the Arrangement constituted the only appropriate consideration.

The Fairness Opinion of RBC was provided for the use of the Independent Committee and the Board and may not be used by any other person or relied upon by any other person other than the Independent Committee and the Board without the express prior written consent of RBC. The Fairness Opinion of RBC was given as of November 18, 2013 and RBC has disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting the RBC Fairness Opinion which may come or be brought to RBC s attention after November 18, 2013. Without limiting the foregoing, in the event that there is any material change in any fact or matter affecting the Fairness Opinion of RBC after November 18, 2013, RBC has reserved the right to change, modify or withdraw the Fairness Opinion of RBC.

RBC believes that its analyses must be considered as a whole and that selecting portions of the analyses or the factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the Fairness Opinion of RBC. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. The Fairness Opinion of RBC is not to be construed as a recommendation to any holder of Restricted Voting Shares as to whether to vote in favour of the Arrangement.

Fairness Opinion of RBC

Overview

In considering the fairness from a financial point of view to the Minority Shareholders of the Share Consideration to be received by such Shareholders under the Arrangement, RBC principally considered and relied upon the following: (i) a comparison of the Share Consideration to be received by the Minority Shareholders under the Arrangement to the results of a discounted cash flow (DCF) analysis of the Company; (ii) a comparison of the multiples implied by the Share Consideration to be received by the Minority Shareholders under the Arrangement to multiples paid in selected precedent transactions; and (iii) a comparison of the Share Consideration to be received by the Minority Shareholders under the Arrangement to the range of premiums paid in recent Canadian going private transactions.

RBC also reviewed the market trading multiples of publicly traded commercial manufacturing outsourcing companies from the perspective of whether public market trading values might exceed DCF or precedent transaction values. RBC concluded that the values implied by public company trading multiples were below DCF and precedent transaction values. Given the foregoing and that public company values generally reflect minority discount values rather than en bloc values, RBC did not rely on this methodology for purposes of its Fairness Opinion.

Discounted Cash Flow Analysis

The DCF approach took into account the amount, timing and relative certainty of projected unlevered free cash flows expected to be generated by the Company. The DCF approach required that certain assumptions

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be made regarding, among other things, future cash flows, discount rates and terminal values. The possibility that some of the assumptions used will prove to be inaccurate is one factor involved in the determination of the discount rates to be used.

Assumptions. RBC utilized the Management Forecast for the period 2013 to 2017 and extrapolated financial results for the year ending October 31, 2018 based on discussions with Management (such extrapolation for the year ending October 31, 2018, together with the Management Forecast for the years ending October 31, 2013 through October 31, 2017, are referred to as the Financial Forecast). The Financial Forecast is outlined below:

Financial Forecast Summary

(All amounts in US$, in millions)	**2014E**	**2015E**	**2016E**	**2017E**	**2018E**
Revenue	**$ 1,144**	**$ 1,218**	**$ 1,295**	**$ 1,376**	**$ 1,462**
EBITDA	**$ 204**	**$ 230**	**$ 257**	**$ 287**	**$ 311**
Less: Cash Taxes	(30)	(35)	(40)	(45)	(49)
Less: Capital Expenditures	(53)	(56)	(60)	(63)	(67)
Add / Less: Changes in Working Capital	(14)	(8)	(8)	(9)	(8)
Less: Repositioning Expenses (After-tax)	(10)	(6)			
Less: Other Cash Payments (After-tax)	(7)				
Less: Excess Pension Funding (After-tax)	(2)	(2)	(2)	(2)	(2)
Unlevered Free Cash Flow	**$ 88**	**$ 123**	**$ 149**	**$ 168**	**$ 185**

Sensitivity Analysis. In completing its DCF analysis, RBC did not rely on any single series of projected cash flows but performed a variety of sensitivity analyses using the aforementioned Financial Forecast. Variables sensitized included revenue growth, EBITDA margin, discount rates and terminal value assumptions. The results of these sensitivity analyses, which are set forth below, were reflected in RBC s judgment as to the fairness from a financial point of view to the Minority Shareholders of the Share Consideration to be received by the Minority Shareholders under the Arrangement.

Equity Value Per Share (US$)

Terminal EBITDA Multiple

WACC	8.0x	8.5x	9.0x	9.5x	10.0x
9%	$ 10.77	$ 11.44	$ 12.10	$ 12.77	$ 13.43
10%	$ 10.20	$ 10.84	$ 11.48	$ 12.11	$ 12.75
11%	$ 9.67	$ 10.28	$ 10.88	$ 11.49	$ 12.10

Equity Value Per Share (US$)

Perpetual Growth Rate

WACC	2.00%	2.25%	2.50%
9%	$ 12.96	$ 13.41	$ 13.88
10%	$ 10.82	$ 11.14	$ 11.48
11%	$ 9.15	$ 9.39	$ 9.64

Discount Rates. RBC selected a range of discount rates between 9% and 11% to apply to the Financial Forecast. RBC believed that these ranges of discount rates reflected the risk inherent in the Company s business. RBC also believed that these ranges were representative of those used by financial and industry participants in evaluating businesses of this nature.

Terminal Value. Two approaches to the calculation of terminal values were considered by RBC for the DCF analysis: (i) multiple of EBITDA in the terminal year and (ii) growth in perpetuity of free cash flow in the terminal year.

The EBITDA multiple range used to calculate the terminal value was 8.0x to 10.0x. These multiples were selected based on RBC s analysis of the precedent transactions, listed below under the heading Precedent Transaction Analysis, RBC s assessment of the risk and the growth prospects for the Company beyond the terminal year, and the long-term outlook for the CMO industry past the terminal year.

The growth in perpetuity of free cash flow methodology capitalized terminal year free cash flow at the discount rate less a growth factor determined by reference to expected free cash flow growth beyond the projection period of 2.0% to 2.5% per annum. In selecting this range of growth rates, RBC took in to consideration the outlook for long-term inflation, growth prospects for the Company beyond the terminal year, and the outlook for the CMO industry beyond the terminal year.

In its discussion of the Fairness Opinion of RBC, the Independent Committee noted in relation to RBC s conclusions respecting terminal values and terminal value per share that the growth in perpetuity of free cash flow methodology using a weighted average cost of capital of 8% to 10% and perpetual growth rates of 1.75% to 2.75% resulted in equity per share values that exceeded the Share Consideration, whereas using a weighted average cost of capital of 11% and perpetual growth rates of 1.75% to 2.00% as well as a weighted average cost of capital of 12% and perpetual growth rates of 1.75% to 2.75% all resulted in equity per share values that were less than the Share Consideration. The Independent Committee considered these results and the sensitivity of the terminal value analysis and the DCF analysis forecast as a whole. The Independent Committee also considered the other information it received with respect to the Company s prospects, including Management s forecast and related risks and uncertainties, and their potential impact on realization of the Company s terminal value.

Summary of DCF Analysis. RBC s DCF analysis, including taking into account sensitivity analyses as described above, generated results that were consistent with the Share Consideration under the Arrangement.

Precedent Transaction Analysis

RBC reviewed and compared certain publicly available information with respect to selected transactions in the CMO industry in North America, Europe and Australia. For the purposes of its analysis, RBC determined that the transactions set forth below were most comparable to the Arrangement, but noted that each transaction was: (i) unique in terms of size, timing, market position, business risks and opportunities for growth, profitability and transaction structure and (ii) reflective of the strategic rationale of both the respective acquirer and target. Additionally, RBC reviewed and compared three additional transactions in the CMO Industry, the acquisitions of Althea by Ajinomoto, JHP Pharma by Warburg Pincus and Draxis Health by Jubilant Organosys. However those precedent transactions were not relied upon for purposes of RBC s analysis because such transactions either did not have sufficient publicly available information to calculate a meaningful EV / LTM EBITDA multiple. The primary criterion in analyzing these transactions was the implied enterprise value (EV) as a multiple of last twelve months EBITDA (LTM EBITDA). RBC utilized a forecasted EBITDA for the Company, adjusted for non-recurring items, for the year ending October 31, 2013 of approximately US$150 million (2013 EBITDA) in its analysis. RBC also utilized an EBITDA of approximately US$178 million (Pro Forma 2013 EBITDA) based on 2013 EBITDA, adjusted for the pro forma impact of certain operational and integration initiatives plus certain planned plant closures to be implemented by the Company. RBC utilized both the 2013 EBITDA and the Pro Forma 2013 EBITDA provided in the Management Forecasts because it believed that both EBITDA numbers were relevant for purposes of its precedent transaction analysis. More specifically, both the 2013 EBITDA and the Pro Forma 2013 EBITDA were relevant to RBC s precedent transaction analysis because (i) the EBITDA numbers utilized for the precedent transactions were based on publicly available information and as a result were not adjusted to account for the pro forma impact of any potential operational or integration initiatives undertaken by the target company and not fully implemented until after the closing of the applicable precedent transaction and (ii) the Pro Forma 2013 EBITDA reflects a number of credible and material adjustments and as a result is more closely representative of the current EBITDA of Patheon.

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Date Announced	Target	Acquiror	EV (in millions)	EV / LTM EBITDA
29-Oct-12	Banner Pharmacaps	Patheon	US$269	10.8x
04-Oct-12	Metrics	Mayne Pharma	US$105	6.5x
06-Aug-12	Aenova	BC Partners	500	9.4x
18-May-12	Ocean Nutrition Canada	Royal DSM N.V.	CDN$540	9.4x
19-Aug-11	Aptuit (Clinical Trials Business)	Catalent Pharma Solutions	US$407	10.1x
04-Apr-11	Capsugel	KKR	US$2,375	11.3x
24-Feb-11	Lancaster Laboratories	Eurofins	US$200	8.0x
30-Apr-08	BASF (CMO Segment)	Dr. Reddy s Laboratories	US$40	6.2x
03-Aug-07	Lipa Pharmaceuticals	CK Life Sciences	A$114	9.6x
24-Apr-07	HollisterStier Laboratories	Jubilant Organosys	US$139	11.2x
25-Jan-07	Cardinal (Catalent Pharma Solutions)	Blackstone	US$3,217	14.3x
Median				9.6x

Summary of Precedent Transactions Analysis. RBC calculated the multiple of EV / LTM EBITDA implied by the Share Consideration to be received by Minority Shareholders to be 13.1x utilizing the 2013 EBITDA and 11.0x utilizing the Pro Forma 2013 EBITDA, which were consistent with or above the multiples paid in the selected precedent transactions reviewed by RBC.

Comparable Transaction Premiums

RBC s review of other transactions in the Canadian equity market where controlling shareholders successfully acquired publicly traded minority interests identified 26 such transactions with a value over US$100 million since January 2005. Success was defined as acquiring at least one-half of the minority shares outstanding at the time of the transaction. Defining the premium for this purpose as the amount by which the value per share offered under the relevant transaction exceeded the closing price of the shares on the principal trading exchange on the day immediately prior to announcement of the transaction resulted in premiums as follows:

Highest	Lowest	Mean	Median
166%	6%	27%	19%

The range of premiums paid in the above transactions was very wide. Although every transaction has its own particular circumstances and direct comparison of any single transaction to the Arrangement was difficult, RBC believed that the 26 transactions reviewed, in the aggregate, provided a useful comparison benchmark.

The Share Consideration to be received by the Minority Shareholders under the Arrangement of US$9.32 represented a premium of 64% to the US$5.70 market price of the Shares on November 18, 2013 (based on the closing price of the Restricted Voting Shares on the TSX as of November 18, 2013, and the daily noon exchange rate of the Bank of Canada on that day), immediately prior to the announcement of the Arrangement, which was above the mean and medium premiums for similar transactions since January 2005.

Fairness Opinion of RBC Conclusion

Based upon and subject to the analyses, assumptions, qualifications and limitations set forth in the Fairness Opinion of RBC (the full text of which is attached as Annex E to this Proxy Statement), RBC was of the opinion that, as of November 18, 2013, the Share Consideration to be received by the Minority Shareholders under the Arrangement was fair from a financial point of view to such Shareholders.

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Patheon Financial Projections

In September 2013, Management prepared projections of future operating results at the request of the Independent Committee and its advisors. Patheon does not make public projections as to future performance or earnings beyond giving current fiscal year guidance from time to time, and is especially cautious of making projections for extended periods due to the various risks and uncertainties associated with its business. However, financial projections prepared by Management were made available to the Board, the Independent Committee, and the Independent Committee s advisors, including BMO Capital Markets and RBC, in connection with the October 2013 proposal received by Patheon from the Purchaser and their consideration of strategic alternatives available to Patheon. Certain of these financial projections also were made available to the Purchaser Parties and their advisors. Readers are cautioned that these financial projections may not be appropriate for other purposes.

Summaries of these financial projections are being included in this Proxy Statement not to influence your decision whether to vote for or against the Arrangement Resolution, but because these financial projections were made available to the Board, the Independent Committee and the Independent Committee s advisors, as well as, in the case of certain of these financial projections, to the Purchaser Parties and their advisors. The inclusion of this information should not be regarded as an indication that Patheon or its Management, the Board, the Independent Committee, the Independent Committee s advisors, the Purchaser Parties or any other recipient of this information considered, or now considers, such financial projections to be a reliable prediction of future results.

Although presented with numerical specificity, these financial projections are based upon a variety of estimates and numerous assumptions believed by Management to be reasonable and based on the best then available information as of the date they were prepared. In particular, these financial projections are based on certain expectations and assumptions, including but not limited to that (i) Patheon would not experience significant customer turnover during the relevant time period; (ii) Patheon would continue to operate in the same geographical regions in which it currently operates; (iii) Patheon would not experience any material disruption in its current supply chain; (iv) Patheon would not experience any significant cost increases during the relevant time period; (v) there would be no adverse regulatory changes affecting Patheon s business in the geographical areas in which it operates; (vi) fluctuations in foreign exchange rates would not have a material effect on Patheon s operations; and (vii) Patheon s current accounting policies would continue to apply throughout the relevant time period. Although the Company believes that the expectations and assumptions on which such financial projections are based are reasonable, undue reliance should not be placed on the forward-looking information since no assurance can be given that such expectations and assumptions will prove to be correct. The financial projections are subject to a number of risks related to, among other matters, the difficulty of enforcing agreements and collecting receivables through some foreign legal systems; customers in some foreign countries potentially having longer payment cycles; changes in local tax laws, tax rates in some countries that may exceed those of Canada or the United States and lower earnings due to withholding requirements or the imposition of tariffs, exchange controls or other restrictions; seasonal reductions in business activity; the credit risk of local customers and distributors; general economic and political conditions and other matters, including the factors described under *Cautionary Note Regarding Forward-Looking Information and Risks,* many of which are difficult to predict, are subject to significant economic and competitive uncertainties, and are beyond Patheon s control. In addition, because the financial projections cover multiple years, such information by its nature becomes less reliable with each successive year. Patheon s operations are highly sensitive to various risks in the pharmaceutical industry, including regulatory risk, and accordingly, Patheon s earnings can be unpredictable and may fluctuate based on prevailing risk conditions in the industry. The variability and unpredictability of these conditions makes it difficult to project results of operations with any degree of certainty. As a result, there can be no assurance that the estimates and assumptions made in preparing the financial projections will prove accurate, that the projected results will be realized or that actual results will not be significantly higher or lower than projected.

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The financial projections do not take into account any circumstances or events occurring after the date they were prepared, and, except as may be required in order to comply with applicable securities laws, none of Patheon, the Independent Committee or any of their respective representatives intends to update, or otherwise revise, the financial projections, or the specific portions presented, to reflect circumstances existing after the date when they were made or to reflect the occurrence of future events, even in the event that any or all of the assumptions are shown to be in error. In addition, the financial projections assume that Patheon will remain a publicly traded company and do not reflect the impact of the Arrangement, nor do they take into account the effect of any failure of the Arrangement to occur.

The financial projections were not prepared with a view toward public disclosure or with a view toward complying with the published guidelines of the SEC or the Canadian Securities Administrators regarding financial projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial projections. Neither Ernst & Young LLP, Patheon s independent registered public accounting firm, nor any other independent registered public accounting firm has examined, compiled or performed any procedures with respect to the accompanying financial projections, and, accordingly, neither Ernst & Young LLP nor any other public accounting firm expresses an opinion or provides any other form of assurance with respect to such projections. Ernst & Young LLP assumes no responsibility for, and disclaims any association with, such projections. The Ernst & Young LLP reports incorporated by reference into this proxy statement relate to Patheon s historical financial information. They do not extend to the financial projections and should not be read to do so.

The financial projections included financial measures prepared other than in accordance with U.S. GAAP which were presented because Management believed they could be useful indicators of Patheon s projected future operating performance and cash flow. Patheon prepared certain of its financial projections on a non-U.S. GAAP basis and therefore did not project a number of the U.S. GAAP statement line items that would have to be calculated to enable Patheon to reconcile each non-U.S. GAAP financial measure presented below to the nearest U.S. GAAP financial measure. The financial projections included in this Proxy Statement should not be considered in isolation or in lieu of Patheon s operating and other financial information determined in accordance with U.S. GAAP. In addition, because non-U.S. GAAP financial measures do not have any standardized meaning prescribed by U.S. GAAP and are not determined consistently by all companies, the non-U.S. GAAP measures presented in these financial projections may not be comparable to similarly titled measures of other companies.

For the foregoing reasons, as well as the bases and assumptions on which the financial projections were compiled, the inclusion of specific portions of the financial projections in this Proxy Statement should not be regarded as an indication that Patheon considers such financial projections to be an accurate prediction of future events, and the projections should not be relied on as such an indication. No one has made or makes any representation to any shareholder of Patheon or anyone else regarding the information included in the financial projections discussed below.

Projected financial statement information for fiscal years 2013 through 2017, prepared by Management at the request of the Independent Committee and its advisors in September 2013, is set forth below (amounts shown in thousands). These projections should be read together with the information contained in the consolidated financial statements of Patheon available in its filings with the SEC and on SEDAR, and the information set forth above.

(US$ in thousands)

	Estimate FY2013E	Pro Forma Adjusted FY2013E	Projected FY2014E	FY2015E	FY2016E	FY2017E
Revenue	**$ 1,054,652**	**$ 1,056,578**	**$ 1,143,760**	**$ 1,217,926**	**$ 1,295,489**	**$ 1,376,434**
% Growth	*N/M*	*N/A*	*8.4%*	*6.5%*	*6.4%*	*6.2%*
Total Cost of Goods Sold	**$ 742,038**	**$ 719,279**	**$ 768,653**	**$ 811,615**	**$ 856,221**	**$ 902,422**
COGS (% of sales)	*70.4%*	*68.1%*	*67.2%*	*66.6%*	*66.1%*	*65.6%*
Gross Margin	**$ 312,614**	**$ 337,298**	**$ 375,107**	**$ 406,311**	**$ 439,268**	**$ 474,012**
Gross Margin (%)	*29.6%*	*31.9%*	*32.8%*	*33.4%*	*33.9%*	*34.4%*
Total SG&A	**$ 148,365**	**$ 144,963**	**$ 155,985**	**$ 160,311**	**$ 164,761**	**$ 169,340**
SG&A (% of sales)	*14.1%*	*13.7%*	*13.6%*	*13.2%*	*12.7%*	*12.3%*
R&D	$ 14,356	$ 14,266	$ 15,198	$ 16,109	$ 17,016	$ 17,909
Other	$ 259	$ 259	$ 0	$ 0	$ 0	$ 0
Adj. EBITDA	**$ 149,634**	**$ 177,810**	**$ 203,924**	**$ 229,890**	**$ 257,491**	**$ 286,763**
% Margin	*14.2%*	*16.8%*	*17.8%*	*18.9%*	*19.9%*	*20.8%*
Depreciation	**$ 50,241**	**$ 51,544**	**$ 51,608**	**$ 54,869**	**$ 58,284**	**$ 61,851**
Total Capital Expenditure	**$ 49,200**	**$ 49,200**	**$ 53,109**	**$ 56,314**	**$ 59,685**	**$ 63,227**
CapEx (% of sales)	*4.7%*	*4.7%*	*4.6%*	*4.6%*	*4.6%*	*4.6%*

Reconciliation to closest GAAP measures

Patheon s Adjusted EBITDA is income (loss) from continuing operations before repositioning expenses, interest expense, foreign exchange losses reclassified from other comprehensive income (loss), refinancing expenses, acquisition and integration costs (including certain product returns and inventory write-offs recorded in gross profit), gains and losses on sale of capital assets, income taxes, asset impairment charges, depreciation and amortization, stock-based compensation expense, consulting costs related to our operational initiatives, purchase accounting adjustments, acquisition-related litigation expenses and other income and expenses. Since Adjusted EBITDA is a non-GAAP measure that does not have a standardized meaning, it may not be comparable to similar measures presented by other issuers. Readers are cautioned that Adjusted EBITDA should not be construed as an alternative to net income (loss) determined in accordance with U.S. GAAP as an indicator of performance. Adjusted EBITDA is used by management as an internal measure of profitability.

($ in millions)	FY13E	FY 13 Pro forma	FY14E	FY15E	FY16E	FY17E
(Loss)/Income from Continuing Operations	**(19,340)**	**(28,643)**	**80,051**	**101,318**	**121,049**	**141,998**
Depreciation and Amortization	50,241	51,544	51,608	54,869	58,284	61,851
Amortization of Deferred Financing Costs	3,372	3,372	3,372	3,372	3,372	3,372
Interest Expense, Net	44,281	44,281	45,800	42,000	41,600	41,200
Taxes	(5,145)	(5,145)	19,700	24,934	29,789	34,945
Stock Compensation Expense	3,397	3,397	3,393.0	3,397.0	3,397.0	3,397.0
Asset Impairments[1]	10,113	10,113				
Non-Cash Change in Value of Equity Investment[2]	(594)	(594)				
Operational Excellence (OE) Consulting Fees	2,015	2,015				
(Gain)/Loss on Sale of Fixed Assets	(1,600)	(1,600)				
Repositioning Expenses	12,672	12,672				
Refinancing Expenses	29,219	29,219				
Acquisition and Integration Costs[3]	16,519	16,519				
Inventory Purchase Accounting[4]	5,042	5,042				
Patheon reported Adjusted EBITDA	**150,192**	**142,192**	**203,924**	**229,890**	**257,491**	**286,763**
OE Pro Forma Savings[5]		18,339				
Banner Pro forma Integration Synergies[6]		6,373				
Site Closure Pro Forma Savings[7]		11,464				
Banner Pro Forma for Stub Period EBITDA before Acquisition[8]	(558)	(558)				
Pro forma Adjusted EBITDA	**149,634**	**177,810**	**203,924**	**229,890**	**257,491**	**286,763**
Revenue	**1,016,990**	**1,016,990**				
Banner Pro Forma for Stub Period before Acquisition[8]	34,571	34,571				
Banner quality issues from integration[9]	3,091	3,091				
Site Closure Pro Forma Savings[7]		(8,004)				
OE Revenue Additions from Debottlenecking[5]		9,930				

Total Revenue per mgmt projection	**1,054,652**	**1,056,578**

($ in millions)	FY13E	FY 13 Pro forma	FY14E	FY15E	FY16E	FY17E
COGS	**762,986**	**762,986**				
less Depreciation	(40,466)	(41,284)				
OE Pro Forma Savings[5]		(8,409)				
Site Closure Pro Forma Savings[7]		(17,669)				
Banner Pro forma Integration Synergies[6]		(1,250)				
Inventory Purchase Accounting[4]	(5,042)	(5,042)				
Banner quality issues from integration[9]	(3,017)	(3,017)				
2013 Bonus reduction[10]		4,569				
Banner Pro Forma for Stub Period before Acquisition[8]	27,577	28,395				
Total COGS per mgmt projection	**742,038**	**719,279**				
SG&A	**157,943**	**157,943**				
less Depreciation	(9,288)	(9,712)				
less Stock Comp	(3,397)	(3,397)				
less Executive Severance[11]	(120)	(120)				
less OE Consulting Fees	(2,015)	(2,015)				
Site Closure Pro Forma Savings[7]		(1,710)				
Banner Pro forma Integration Synergies[6]		(5,123)				
2013 Bonus reduction[10]		3,431				
Banner Pro Forma for Stub Period before Acquisition[8]	5,242	5,666				
Total SG&A per Mgmt projection	**148,365**	**144,963**				
R&D	**12,532**	**12,532**				
less Depreciation	(486)	(547)				
Site Closure Pro Forma Savings[7]		(90)				
Banner Pro Forma for Stub Period before Acquisition[8]	2,310	2,371				
Total R&D per mgmt projection	**14,356**	**14,266**				

1) Impairment charges relate to the closure of the acquired Olds, Alberta, Canada facility in October 2013 as well as three intangible In-Process Research and Development projects that were curtailed at our Banner, High Point facility.
2) Non cash income from our equity investment in BSP pharmaceuticals s.r.l.
3) Acquisition and integration costs are associated with the Banner Acquisition and additional costs relating to activities connected with our recently proposed acquisition and combination of the Patheon business with DSM s drug products business.
4) Non-cash inventory adjustment related to purchase accounting from the Banner acquisition was recorded in Cost of Goods Sold during fiscal 2013.
5) Additional pro forma savings from Patheon s OE programs completed during the year as if all the programs had been completed by the beginning of fiscal 2013 (November 1, 2012).
6)

Additional pro forma savings from Banner synergies completed during the year as if all the programs had been completed by the beginning of fiscal 2013 (November 1, 2012).

7) Additional pro forma savings from closing down of the Olds, Alberta Canada site and the Caguas facilities as if the closures were completed by the beginning of fiscal 2013 (November 1 2012).
8) Results of Banner operations for the 45 days prior to the close of the transaction on December 14, 2012. Facilitates the YOY comparison by including 12 months of Banner results in Fiscal 2013.
9) Returns and inventory write-offs associated with a manufacturing issue at Banner shortly after the acquisition due to operational processes that were qualified prior to the acquisition that did not perform as expected.
10) The pro forma add back of the estimated 2013 bonus reduction so the pro forma 2013 results are comparable to the future forecasts which have bonus at a 100% payout.
11) The addback of executive severance to better reflect the underlying business.

Purposes and Reasons for the Arrangement from the Perspective of the JLL Parties, the Management Parties and DSM

Under SEC rules, the JLL Parties, the Management Parties and DSM are deemed to be engaged in a going private transaction and are required to express their reasons for entering into the Arrangement. The aforementioned persons are making the statements included in this section solely for the purposes of complying with the requirements of these rules.

The JLL Parties caused the Purchaser to enter into the Arrangement Agreement in order to acquire all of the outstanding Restricted Voting Shares. They believe such acquisition is an attractive investment opportunity. The JLL Parties, the Management Parties and DSM believe that Patheon would be better positioned to operate as a privately held entity, in particular, in order to effect a combination with the DPP Business, to incur the costs necessary to integrate Patheon with the DPP Business, to fund ongoing restructuring programs at each entity, and to effectively execute on the growth strategy for the combined company, in each case without the constraints and distractions caused by the public equity market s valuation of its Restricted Voting Shares. The JLL Parties, the Management Parties and DSM believe that the acquisition of all of the outstanding Restricted Voting Shares as contemplated by the Arrangement could have the following advantages:

- enhancement of Patheon s ability to strategically align and integrate with the DPP Business by virtue of being able to operate the businesses without having to consider the interests of public shareholders; and

- increased flexibility to control and operate the assets, corporate and capital structure, capitalization, operations, business, properties and personnel of the Patheon business and the DPP Business (the Combined Patheon/DPP Business) without the legal and regulatory requirements and considerations of a public company, including the cost of regulatory compliance and constraints caused by the public market s expectation for quarterly earnings.

Although the JLL Parties, the Management Parties and DSM believe that there will be significant opportunities associated with their investment in Patheon, they realize that there also are substantial risks that such opportunities may not ever be fully realized. The primary detriments of the Arrangement to the JLL Parties, the Management Parties and DSM include the fact that all of the risk of any possible decrease in the earnings, growth or value of the Combined Patheon/DPP Business following the Arrangement will be fully borne by Purchaser and its owners. Such investment will be illiquid, with no public trading market. The investment also bears the risk of failure to successfully integrate the Patheon business with the DPP Business. Finally, the process of integrating the businesses and of realizing upon the opportunities which that presents will take place over the medium- to long-term and, as a result, is not one which can be effectively undertaken by a public entity with the market and regulatory pressures described above.

The JLL Parties, the Management Parties and DSM are proposing that Patheon become a privately held entity at this time in order to realize the benefits of being a private entity as soon as possible and because, after considering all the factors described under *Reasons for the Recommendation* beginning on page 40, the Independent Committee accepted the proposal made by Purchaser and approved the Arrangement. JLL Fund V is also proposing that Patheon become a privately held entity at this time because JLL Fund V has reached the end of its principal investment term and, therefore, is interested in achieving liquidity in its existing investment in Patheon in the near term. The Management Parties are also proposing that Patheon consummate the Arrangement at this time as they believe the possible combination of Patheon with the DPP Business is a significant growth opportunity for the business that they have spent significant time and effort improving. The Management Parties also are proposing the Arrangement at this time because they believe it to be the best available path for the growth and expansion of the business in light of the Company s current outstanding debt obligations and the challenges of growing organically in a market that the Management Parties believe will undergo continued consolidation in the future.

The JLL Parties, the Management Parties and DSM believe that structuring the transaction as a going private arrangement transaction is preferable to other transaction structures because it eliminates the costs and management time burdens associated with being a public company, enables the Purchaser to acquire beneficial

ownership of all of the outstanding Restricted Voting Shares of Patheon and represents an opportunity for unaffiliated Shareholders to receive fair value for their Restricted Voting Shares. They believe the transaction offers both prospects of further growth for the JLL Parties, the Management Parties and DSM and certainty of value for the Company s unaffiliated Shareholders.

Position of the JLL Parties, the Management Parties and DSM Regarding the Fairness of the Arrangement

Under the rules of the SEC, the JLL Parties, the Management Parties and DSM are required to express their belief as to the substantive and procedural fairness of the proposed Arrangement to the unaffiliated Shareholders of Patheon. The JLL Parties, the Management Parties and DSM are making the statements included in this section solely for purposes of complying with such requirements. The views of the JLL Parties, the Management Parties and DSM with respect to the fairness of the Arrangement are not, and should not be construed as, a recommendation to any Shareholder as to how that Shareholder should vote on the proposal to approve the Arrangement.

The Purchaser attempted to negotiate the terms of a transaction that would be most favorable to it, and not to the unaffiliated Shareholders and, accordingly, did not negotiate the Arrangement Agreement with the goal of obtaining terms that were fair to the unaffiliated Shareholders.

None of the JLL Parties, the Management Parties or DSM participated in the deliberation process of the Independent Committee or in the conclusions of the Independent Committee as to the substantive and procedural fairness of the Arrangement to the unaffiliated Shareholders. Nevertheless, they believe that the proposed Arrangement is substantively and procedurally fair to the unaffiliated Shareholders on the basis of the factors discussed below. The JLL Parties, the Management Parties and DSM believe that the proposed Arrangement is substantively fair to the unaffiliated Shareholders based on the following factors:

the current and historical market prices of the Restricted Voting Shares, including the fact that the Share Consideration of US$9.32 per share represented a 64% premium over the closing price of the Restricted Voting Shares on November 18, 2013, the last price prior to Patheon s public announcement of the Arrangement Agreement, a premium of 73% to the weighted average trading price of the Restricted Voting Shares over the past 20 trading days prior to the announcement, and a 43% premium to the 52-week high of the Restricted Voting Shares on the TSX, in each case based on the exchange rate on November 18, 2013, the last business day prior to announcement of the Arrangement Agreement of CDN$1.043 per US$1.00;

the fact that the Independent Committee received an opinion from BMO Capital Markets, dated November 18, 2013, to the effect that, as of that date and based upon and subject to the various analyses, assumptions, qualifications and limitations set forth in such opinion, the Share Consideration of US$9.32 per share in cash to be received by Minority Shareholders under the Arrangement Agreement was fair, from a financial point of view, to the Minority Shareholders;

the fact that the Independent Committee received an opinion from RBC, dated November 18, 2013, to the effect that, as of that date and based upon and subject to the various analyses, assumptions, qualifications and limitations set forth in such opinion, the Share Consideration of US$9.32 per share to be received by the Minority Shareholders under the Arrangement was fair, from a financial point of view, to the Minority Shareholders;

the fact that the Independent Committee unanimously determined that (i) the Arrangement is in the best interests of Patheon, (ii) the Share Consideration to be received by the unaffiliated Shareholders is fair to those Shareholders and (iii) the Arrangement is fair to the unaffiliated Shareholders;

the Independent Committee has also unanimously recommended that the Board approve the Arrangement and that the Board recommend that the unaffiliated Shareholders vote in favour of the Arrangement Resolution;

the financial and other terms and conditions of the Arrangement Agreement were the product of comprehensive negotiations between the Independent Committee and its advisors, on the one hand, and the Purchaser and its advisors on the other hand;

the fact that the Share Consideration that is payable to Shareholders will be entirely in cash, which provides certainty of value for the Shareholders;

the fact that the Shareholders would realize significant value through the Share Consideration and would no longer be subject to the market, economic and other risks that arise from owning an equity interest in a public company which include the risk that the market price for the Restricted Voting Shares could be adversely impacted by earnings fluctuations that may result from changes in Patheon s operations and in Patheon s industries generally;

the fact that, as part of the JLL Parties reorganization, the Purchaser (or one or more designated wholly owned subsidiaries of Purchaser) will purchase all of the limited partnership interests in JLL Fund V from the limited partners of JLL Fund V for an aggregate payment in cash equal to the product of the Share Consideration and the number of Restricted Voting Shares held directly or indirectly by JLL Fund V at such time, less the value of the general partnership interest in JLL Fund V contributed to JLL Holdco and subject to the terms of the JLL Fund V limited partnership agreement;

Registered Shareholders will have Dissent Rights and may seek appraisal of the fair value of their Restricted Voting Shares if the Arrangement is completed, but only if they comply with the dissent procedures under the CBCA, as amended by the terms of the Plan of Arrangement, the Interim Order and the Final Order, which are described in more detail in the section entitled *Dissent Rights* herein;

the terms of the Arrangement Agreement, including:

- providing Patheon sufficient operating flexibility to permit Patheon to conduct its business in the ordinary course between signing of the Arrangement Agreement and the consummation of the Arrangement;

- Patheon s ability, at any time prior to the time Shareholders approve the Arrangement, regardless of JLL s stated position that it is not interested in selling its interest in Patheon at the current time or should JLL s position change, to consider and respond to written Acquisition Proposals, to engage in or participate in discussions or negotiations regarding any such Acquisition Proposal and to provide copies of, access to or disclosure of information, properties, facilities, books or records of Patheon or its subsidiaries if, in each case, among other things, the Board determines in good faith, after consultation with its financial advisors and outside legal counsel, that such Acquisition Proposal constitutes or could reasonably be expected to constitute or lead to a Superior Proposal;

- the Board s ability in certain circumstances to withdraw, amend, modify or qualify, or publicly propose or state an intention to withdraw, amend, modify or qualify, its recommendation that unaffiliated

Shareholders vote to approve the Arrangement Resolution;

Patheon s ability, under certain circumstances, prior to Shareholder approval having been obtained for the Arrangement Resolution, to terminate the Arrangement Agreement in order to enter into an agreement providing for a Superior Proposal, provided it complies with its relevant obligations, including paying to the Purchaser a termination fee of US$23.643 million;

Patheon s ability, under certain circumstances, to terminate the Arrangement Agreement and receive the Purchaser Fee of US$49.255 million or US$24.628 million, as applicable;

the fact that the outside date under the Arrangement Agreement is expected to allow for sufficient time to complete the Arrangement;

the fact that the Arrangement will provide liquidity, without the brokerage and other costs typically associated with market sales, for unaffiliated Shareholders, whose ability to sell their Restricted Voting Shares is currently adversely affected by the low trading volume and limited public float of the Restricted Voting Shares;

the fact that the Purchaser had obtained committed equity financing for the Arrangement and committed debt financing for the Arrangement from reputable nationally-recognized financing sources with a limited number of conditions to the consummation of the financing in amounts sufficient to fund the Arrangement and related matters; and

the expected lack of significant antitrust risk associated with the Arrangement and the obligations of Patheon and Purchaser to use their reasonable best efforts promptly to obtain antitrust clearance required for the completion of the Arrangement under the circumstances set out in the Arrangement Agreement, which are described in more detail in the section entitled *The Arrangement Agreement Regulatory Law Matters and Securities Law Matters Regulatory Law Matters* beginning on page 155 below.

The JLL Parties, the Management Parties and DSM believe that the proposed Arrangement is procedurally fair to the unaffiliated Shareholders based on the following factors:

the Share Consideration of US$9.32 per share and the other terms and conditions of the Arrangement Agreement resulted from extensive arm s-length negotiations between the Purchaser and its advisors, on the one hand, and the Independent Committee and its advisors, on the other hand;

the Arrangement Resolution must be approved by the affirmative vote of two-thirds of the votes attached to the Restricted Voting Shares cast on the Arrangement Resolution by Shareholders present in person or represented by proxy at the Meeting and the Majority-of-the-Minority Vote;

the fact that other than their receipt of reasonable and customary fees for attending meetings and their interests, which are described in more detail in the Section entitled *Special Factors Interests of Our Directors and Executive Officers in the Arrangement* herein, the JLL Parties, the Management Parties and DSM have been informed by the Independent Committee that the members of the Independent Committee do not have interests in the Arrangement different from, or in addition to, those of Patheon s unaffiliated Shareholders;

the fact that the JLL Parties, the Management Parties and DSM have been informed by the Independent Committee that the Independent Committee met regularly to discuss Patheon s alternatives and was advised by independent financial and legal advisors, and each member of the Independent Committee was actively engaged in the process;

the fact that the Independent Committee retained and was advised by BMO Capital Markets and RBC, each of which advised the Independent Committee specifically in its capacity as a special committee comprised solely of non-employee and disinterested directors;

the fact that the Independent Committee had the ability not to recommend the approval of the Arrangement or any other transaction to the Board, but determined to do so;

the fact that the Independent Committee made all material decisions relating to Patheon s alternatives, including recommending to the Board that Patheon enter into the Arrangement Agreement;

Patheon s ability, under certain circumstances, prior to Shareholder approval having been obtained for the Arrangement Resolution, to terminate the Arrangement Agreement in order to enter into an agreement providing for a Superior Proposal, provided it complies with its relevant obligations, including paying to the Purchaser the applicable termination fee, which are described in more detail in the section entitled *The Arrangement Agreement Termination Fees* beginning on page 189 below;

the Board s ability in certain circumstances to change, qualify, withdraw or modify its recommendation that the Shareholders vote in favour of the Arrangement Resolution; and

the Arrangement must be approved by the Final Order, based on the Court s consideration of, among other things, the fairness of the Arrangement to the unaffiliated Shareholders of Patheon.

The JLL Parties, the Management Parties and DSM did not consider Patheon s net book value, which is an accounting concept, to be a factor in determining the substantive fairness of the transaction to the unaffiliated Shareholders because they believed that net book value is not a material indicator of the value of Patheon s equity but rather an indicator of historical costs. The JLL Parties, the Management Parties and DSM also did not consider the liquidation value of Patheon s assets as indicative of Patheon s value primarily because of their belief that the liquidation value would be significantly lower than Patheon s value as an ongoing business and that, due to the fact that Patheon is being sold as an ongoing business, the liquidation value is irrelevant to a determination as to whether the Arrangement is fair to the unaffiliated Shareholders. The JLL Parties, the Management Parties and DSM did not establish a pre-arrangement going concern value for Patheon s equity as a public company for the purposes of determining the fairness of the Share Consideration to the unaffiliated Shareholders because, following the Arrangement, Patheon will have a significantly different capital structure and be combined with the DPP Business, which will result in different opportunities and risks for the Combined Patheon/DPP Business as a more highly leveraged private company. The JLL Parties, the Management Parties and DSM did not view the purchase prices paid in the transactions described under *Information Concerning Patheon Transactions in Restricted Voting Shares Transactions in Restricted Voting Shares by the JLL Parties and the Management Parties During the Past Two Years* beginning on page 201 below, to be relevant except to the extent those prices indicated the trading price of the Restricted Voting Shares during the applicable periods. In making their determination as to the substantive fairness of the Arrangement to the unaffiliated Shareholders, the JLL Parties, the Management Parties and DSM were not aware of any firm offers during the prior two years by any person for the merger or consolidation of Patheon with another company, the sale or transfer of all or substantially all of Patheon s assets or a purchase of Patheon s assets that would enable the holder to exercise control of Patheon.

The foregoing discussion of the information and factors considered by the JLL Parties, the Management Parties and DSM in connection with the fairness of the Arrangement is not intended to be exhaustive but is believed to include all material factors considered by the JLL Parties, the Management Parties and DSM. The JLL Parties, the Management Parties and DSM did not find it practicable to assign, and did not assign or otherwise attach, relative weights to the individual factors in reaching their position as to the fairness of the Arrangement. Rather, their fairness determinations were made after consideration of all of the foregoing factors as a whole. The JLL Parties, the Management Parties and DSM believe the foregoing factors provide a reasonable basis for their belief that the Arrangement is substantively and procedurally fair to the unaffiliated Shareholders. This belief should not, however, be construed as a recommendation to any Shareholder to approve the Arrangement Resolution. The JLL Parties, the Management Parties and DSM do not make any recommendation as to how Shareholders should vote their Restricted Voting Shares relating to the Arrangement Resolution or any other related matter.

Contribution Agreement

This section of the Proxy Statement describes certain material provisions of the Contribution Agreement, but it may not contain all the information about the Contribution Agreement that may be important to you. Except for its status as a legal document governing the contractual rights among the parties thereto, the Contribution Agreement is not intended to provide any factual, business or operational information about the DPP Business, as well as certain other factors.

On November 18, 2013, in connection with the Purchaser entering into the Arrangement Agreement, JLL Holdco, DSM and the Purchaser entered into the Contribution Agreement. Subject to the terms and conditions of the Contribution Agreement, DSM has agreed to contribute the DPP Business to the Purchaser in exchange for 49% of the limited partnership interests of the Purchaser, the assumption by the Purchaser of certain liabilities of the DPP Business, the Seller Note (as defined in *Special Factors Sources of Funds* beginning on page 131

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below) and US$125 million in cash from the Note Issuer (as defined in *Special Factors Sources of Funds* beginning on page 131), and JLL Holdco has agreed to contribute US$402 million in cash to the Purchaser, and contribute the general partnership interest of JLL Fund V to the Purchaser, all in exchange for 51% of the limited partnership interests of the Purchaser. The Seller Note is subject to certain closing and post-closing adjustments pursuant to the Contribution Agreement with respect to net cash, net indebtedness and working capital of the DPP Business, as well as certain indemnification obligations of the parties.

The intended transfers of certain Dutch employees and Dutch entities which comprise a portion of the DPP Business are subject to the Netherlands Works Councils Act (*Wet op de ondernemingsraden*), pursuant to which certain Dutch works council of DSM and its subsidiaries are required to be informed and render advice (the Works Council Process) and, to the Netherlands Merger Code (*SER-besluit fusiegedragsregels 2000*), pursuant to which the relevant trade unions are required to provide their opinion and the applicable Social Economic Council is required to be notified. Accordingly, the Contribution Agreement provides that the Dutch portion of the DPP Business will be excluded from certain provisions of the Contribution Agreement, and the principal amount of the Seller Note will be reduced by US$10 million (the Dutch Purchase Price) pending completion of the Works Council Process. The Purchaser has irrevocably offered to acquire the Dutch portion of the DPP Business and to have the provisions of the Contribution Agreement apply to the Dutch portion of the DPP Business following completion of the Works Council Process, on the terms and conditions set forth in an offer letter, dated November 18, 2013, from the Purchaser to DSM (the Dutch Offer Letter). Following completion of the Works Council Process by DSM, upon delivery to the Purchaser of notice of acceptance of the Dutch Offer Letter, all sections of the Contribution Agreement will become effective with respect to the Dutch portion of the DPP Business and the principal amount of the Seller Note will no longer be reduced by the Dutch Purchase Price.

The Contribution Agreement contains customary representations, warranties and covenants by each party, including, among others, covenants with respect to the conduct by DSM of the DPP Business during the interim period between the execution of the Contribution Agreement and the closing of the transactions contemplated by the Contribution Agreement and certain actions DSM agrees not to take with respect to the DPP Business during such interim period.

In connection with the Contribution Agreement, DSM and the Purchaser (or entities that it will acquire in the Arrangement) also will enter into certain additional ancillary agreements, including transition services agreements, service level agreements, country-specific intellectual property assignments and certain other commercial agreements.

The Contribution Agreement is subject to customary closing conditions, including (1) the absence of any law, statute, rule, regulation, executive order, decree, writ, judgment, preliminary or permanent injunction or restraining order prohibiting or restricting the contribution by DSM, (2) the expiration or early termination of the applicable waiting periods under the HSR Act, as amended, and the receipt of required approvals from the European Commission and certain other governmental authorities, and (3) the absence of any change, event, circumstance, development or effect that has had or would reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect (as such term is defined in the Contribution Agreement). Each party s obligation to consummate the transactions contemplated by the Contribution Agreement is also subject to (x) the accuracy of each other party s representations and warranties contained in the Contribution Agreement (subject to certain materiality qualifiers) and (y) each other party s performance and compliance in all material respects with its obligations and covenants required by the Contribution Agreement. Consummation of the transactions contemplated by the Contribution Agreement is not a condition of the Arrangement Agreement. However, consummation of the transactions contemplated by the Contribution Agreement is a condition to the Purchaser s ability to obtain the financing necessary to consummate the Arrangement Agreement. Accordingly, the failure to consummate the transactions contemplated by the Contribution Agreement would result in the Purchaser s inability to fund the Arrangement. However, Patheon has certain rights to specific performance related to the Debt Commitment Letter and the Equity Commitment Letter, under the circumstances described under *The Arrangement Agreement Injunctive Relief; Specific Performance and Remedies* beginning on page 190 and *Special Factors Sources of Funds Equity Financing* beginning on page 132. Under

certain circumstances,

the Purchaser s inability to obtain the necessary financing is likely to result in the Purchaser s obligation to pay to Patheon a fee of US$49.255 million as described under *The Arrangement Agreement Termination Fees* beginning on page 189. JLL Fund VI and DSM have guaranteed the payment of such fee in pro-rata portions (51% and 49% respectively). Such guarantees are described under *Special Factors Limited Guarantees* beginning on page 136.

Each party to the Contribution Agreement has agreed to use its respective reasonable best efforts to cause the transactions contemplated by the Contribution Agreement to be consummated. However, the Contribution Agreement also includes termination provisions in favor of each party in certain circumstances including (a) if the parties mutually agree to terminate, (b) if the transactions contemplated by the Contribution Agreement are not consummated on or before April 30, 2014, (c) if the Arrangement Agreement is terminated, or (d) if there has been a material breach or failure to perform in any material respect of any of the representations, warranties, agreement or covenants set forth in the Contribution Agreement by any of the parties which has caused a condition to closing to be incapable of fulfillment, such violation or breach has not been waived by the other parties and such breach has not been cured within 30 days notice.

DSM and the Purchaser have agreed to indemnify each other for losses arising from certain breaches of the Contribution Agreement and for certain other specified liabilities, subject to certain limitations. JLL Holdco has agreed to indemnify the Purchaser for losses arising from certain breaches of the Contribution Agreement and for certain specified liabilities of Patheon, subject to certain limitations. Following the closing of the transactions contemplated by the Contribution Agreement, the principal amount of the Seller Note may be increased or decreased in accordance with the terms of the Contribution Agreement with respect to such indemnification obligations as well as certain pension plan liabilities and certain expenses and liabilities relating to certain facility rationalization, litigation and environmental matters. The specified liabilities of Patheon will offset and reduce certain liabilities of the DPP Business.

In certain circumstances, the specified liabilities and indemnities with respect to Patheon may increase the principal amount of the Seller Note or may be paid in cash to the Purchaser by JLL Holdco, but in no event will any liability or indemnity related to Patheon result in any payments to be made by the Shareholders.

The Contribution Agreement provides that JLL Holdco, DSM and the Purchaser are entitled to an injunction, specific performance or other equitable relief to prevent breaches or threatened breaches of the Contribution Agreement and to enforce specifically the terms and provisions of the Contribution Agreement, in addition to any other remedy at law or in equity.

The Contribution Agreement contains representations and warranties made by each of JLL Holdco, DSM and the Purchaser. The assertions embodied in those representations and warranties were made solely for purposes of the Contribution Agreement and are subject to important qualifications and limitations agreed to by the parties in connection with negotiating the terms of the Contribution Agreement, including those qualifications and limitations contained in a confidential disclosure letter provided by DSM to JLL Holdco and the Purchaser the terms of which have not been disclosed. Moreover, some of those representations and warranties may not be accurate or complete as of any particular date because they are subject to a contractual standard of materiality or material adverse effect different from that generally applicable to public disclosures to shareholders or used for the purpose of allocating risk between the parties to the Contribution Agreement rather than establishing matters of fact. For the foregoing reasons, you should not rely on the representations and warranties contained in the Contribution Agreement as statements of factual information.

Completion of the Arrangement

Subject to the provisions of the Arrangement Agreement, the Arrangement will become effective at the Effective Time on the Effective Date, which is expected to occur following satisfaction or waiver of the conditions to

completion of the Arrangement as set out in Article 6 of the Arrangement Agreement being satisfied or waived in

accordance with the Arrangement Agreement, and the filings required under Section 192(6) of the CBCA having been filed with the CBCA Director. Completion of the Arrangement is anticipated to occur in the first half of calendar 2014; however, it is possible that completion may be delayed beyond this date if the conditions to completion of the Arrangement cannot be met on a timely basis. The Arrangement Agreement provides an outside date of April 30, 2014, after which time either party may terminate the Arrangement Agreement, subject to certain exceptions described in *The Arrangement Agreement Termination of the Arrangement Agreement* beginning on page 187, if the Arrangement has not been consummated.

Certain Effects of the Arrangement

The Arrangement is a going private transaction, which will result in all of Patheon s outstanding Restricted Voting Shares being wholly-owned by the Purchaser and its subsidiaries. The Arrangement will have the following effects when it is completed:

Participation in Future Growth

After the completion of the Arrangement, Minority Shareholders other than members of Management receiving interests in JLL Holdco or the Purchaser as described below will cease to have ownership interests in Patheon or rights as Shareholders. As a result of the Arrangement, the Purchaser and its affiliates, as well as the members of Management receiving profits interests as described below, will be the sole beneficiaries of Patheon s future earnings and growth, if any. Similarly, the Purchaser and its affiliates also will bear the risk of any losses generated by Patheon s operations and any decrease in its value after the Arrangement.

After the completion of the Arrangement, the Purchaser s interest in Patheon s net book value and net income or loss will increase from approximately 0% to 100%. The following table shows what the JLL Parties interest and each Management Party s interest in Patheon s net book value and net earnings were as of October 31, 2013 and what those interests would have been had the Arrangement been completed as of that date. Each limited partner of the Purchaser will have an indirect interest in Patheon s net book value and net earnings in proportion to such limited partner s ownership interest in the Purchaser.

All amounts in US$ millions

	Ownership Prior to the Arrangement[1]				Ownership After the Arrangement[2]			
Name	**Net Book Value**	**%**	**Earnings (Loss)**	**%**	**Net Book Value**	**%**	**Earnings (Loss)**	**%**
JLL Parties[3]	**$ 69.2**	**55.7%**	**$ (21.6)**	**55.7%**	**$ 63.0**	**51.0%**	**$ (19.8)**	**51.0%**
James Mullen	**$ 2.0**	**1.6%**	**$ (0.6)**	**1.6%**	**$ 0**	**0.0%**	**$ 0**	**0.0%**
Michael Lytton	**$ 0.3**	**0.3%**	**$ (0.1)**	**0.3%**	**$ 0**	**0.0%**	**$ 0**	**0.0%**
Stuart Grant	**$ 0.0**	**0.0%**	**$ 0.0**	**0.0%**	**$ 0**	**0.0%**	**$ 0**	**0.0%**

(1) Based on beneficial ownership as of January 31, 2014, excluding Company Options (whether or not exercisable) and DSUs, and the Company s net book value at October 31, 2013, and net income (loss) for the fiscal year ended October 31, 2013.

(2)

To be based upon the agreed upon and anticipated equity interests held directly, or indirectly, in the Purchaser, Patheon s net book value at October 31, 2013, and the Patheon s net income for the fiscal year ended October 31, 2013, and without giving effect to any additional indebtedness to be incurred in connection with the Arrangement. Based on the book value of Patheon as of October 31, 2013, all equity held by the Management Parties will be out-of-the-money, and accordingly will not be entitled to any share of net book value or earnings or loss.

(3) Reflects the JLL Parties collective interest, both prior to and following the consummation of the Arrangement.

Agreements of Certain Persons with JLL Holdco and the Purchaser

Equity Incentive Interests in JLL Holdco

JLL Holdco has agreed that, immediately following the Effective Time, it will issue to Mr. Mullen, and may issue to certain other members of Patheon senior management that will remain with the Company following the Effective Time, Class B Units in JLL Holdco. These equity interests will be issued pursuant to an equity incentive plan to be established by JLL Holdco. The Class B Units in JLL Holdco will be issued pursuant to the terms of the Amended and Restated Limited Partnership Agreement of JLL Holdco, which will be adopted by JLL Holdco in connection with the closing of the Arrangement. Patheon has been advised that the other partners of JLL Holdco will include an entity affiliated with JLL as general partner and JLL Fund VI, JLL Associates V (Patheon), L.P. (the general partner of JLL Fund V), JLL Partners Fund V (New Patheon), L.P., certain unaffiliated co-investors and the holders of Class B Units as limited partners.

Under the terms of the JLL Holdco Amended and Restated Limited Partnership Agreement, the Class B Units will not be entitled to distributions (other than tax distributions) until the Class A Units in JLL Holdco held by the other limited partners of JLL Holdco as of the closing have received an amount per Class A Unit that would result in such limited partners receiving an aggregate amount in respect of such Class A Units equal to their aggregate initial capital contributions plus a fixed additional amount per unit. After such amount has been distributed as a priority, the holders of Class B units will be entitled, under the Amended and Restated Limited Partnership Agreement of JLL Holdco, to all distributions from JLL Holdco until such time as such holders have received an amount per Class B Unit equal to the amount previously distributed per Class A Unit, (i.e., a catch up). The holders of Class B Units thereafter will participate in distributions by JLL Holdco with the holders of Class A Units on a pro rata basis, subject to possible dilution by future equity issuances by JLL Holdco. As a result of the foregoing distribution waterfall provision, the Class B Units will have no right to distributions, and thus no value, if distributions by and the equity value of the Purchaser, and in turn JLL Holdco, do not increase above the equity value at closing, or the distribution priority of the Class A Units is not otherwise satisfied.

The Class B Units to be issued to Mr. Mullen will represent an equity interest in JLL Holdco at closing of approximately 5.53%, and thus an indirect interest in the Purchaser of 2.82% as a result of JLL Holdco s 51% interest in the Purchaser, subject to the above described distribution waterfall.

The Class B Units are not subject to vesting but are subject to repurchase at the lower value of fair market value or such Class B Unit s pro rata share of the aggregate catch up described above in the event that a holder of Class B Units is terminated by the Purchaser or its subsidiaries following the closing of the Arrangement for cause as defined in such holder s employment agreement, or in the event that such holder breaches the terms of any non-competition or non-solicitation covenant entered into by such holder with respect to the Purchaser or its subsidiaries following the closing of the Arrangement.

Equity Incentive Interests in the Purchaser

The Purchaser has agreed with Mr. Mullen to establish an equity incentive plan for members of Management and of the DPP Business who will become senior managers of the Purchaser, and possibly other senior managers of the Purchaser to be identified subsequently, upon the closing of the Arrangement. The Purchaser s equity incentive plan will provide for the issuance of profits interests for U.S., federal income tax purposes and other types of equity incentive interests to employees of the Purchaser and its subsidiaries. Equity interests available under the Purchaser plan for senior executives will represent 10% of the fully diluted units in the Purchaser notwithstanding any future dilution of the Purchaser s equity capital. Within this pool, (i) 5% will vest annually over four years with full acceleration upon a change of control, (ii) 2% will vest upon any change of control, or upon an initial public offering of the Purchaser followed by JLL and its affiliates selling below 20% of their aggregate ownership as of the closing,

and (iii) 1% will vest upon realization by JLL of cash-on-cash returns from its aggregate investment in JLL Holdco of 2.0x, 2.5x and 3.0x, respectively.

The allocation of the interests in the Purchaser s equity incentive plan has yet to be determined. However, Messrs. Mullen, Lytton and Grant are expected to be participants in the equity incentive plan and hold the largest interests therein. The allocations will be determined by the Purchaser in consultation with Mr. Mullen.

Directors of the Purchaser and other employees of the combined company who are not part of senior management of the Purchaser following the effectiveness of the Arrangement are not expected to be eligible to participate in the Purchaser equity incentive plan for senior managers. Additional incentive plans may be established by the Purchaser that will be available to such individuals.

Effect on the Market for Patheon s Restricted Voting Shares

Following the consummation of the Arrangement, there will be no publicly traded Restricted Voting Shares.

Delisting of Patheon s Restricted Voting Shares

Following the consummation of the Arrangement, Patheon will apply to delist the Restricted Voting Shares from the TSX.

Reporting Requirements Terminated

Following the consummation of the Arrangement, the registration of the Restricted Voting Shares under the Exchange Act will be terminated. Due to this termination, Patheon will no longer be required to file annual, quarterly and current reports with the SEC. Moreover, Patheon will no longer be subject to the requirement to furnish proxy statements in connection with meetings of shareholders pursuant to Section 14(a) of the Exchange Act and the related requirement under the Exchange Act to furnish an annual report to Shareholders. Similarly, Patheon will make an application to terminate its status as a reporting issuer under Canadian provincial and territorial securities laws, and will cease to file reports with Canadian securities regulatory authorities.

Dissent Shares

Each Dissent Share outstanding held by any of the Shareholders properly exercising Dissent Rights (Dissenting Shareholders) shall be deemed to be transferred to Canco (as assignee of the Purchaser under the Arrangement Agreement) (free and clear of any liens) without any further authorization, act or formality in consideration for the right to receive an amount determined and payable in accordance with Article 3 of the Plan of Arrangement, and the names of such Dissenting Shareholders shall be removed from the applicable registers of Shareholders, and Canco shall be recorded as the registered holder of such Dissent Shares so acquired and shall be deemed to be the legal and beneficial owner thereof.

Restricted Voting Shares

Each Restricted Voting Share outstanding (including any Restricted Voting Shares issued upon the due exercise of any Company Options prior to the Effective Time), other than Dissent Shares, held by any of the Patheon Public Shareholders (as defined below) shall be transferred to Canco (free and clear of any liens) in exchange for the aggregate Share Consideration, less amounts withheld and remitted in accordance with Section 4.4 of the Arrangement Agreement, which shall be paid from the funds deposited with the Depositary, and the names of the Patheon Public Shareholders (as defined below) shall be removed from the applicable registers of shareholders, and Canco shall be recorded as the registered holder of such Restricted Voting Shares so acquired and shall be deemed to be the legal and beneficial owner thereof.

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Special Preferred Voting Shares

All of the Special Preferred Voting Shares, all of which are held by JLL LLC 1, shall be purchased for cancellation by the Company (free and clear of any liens) for an aggregate nominal payment in cash equal to US$15, and the Special Preferred Voting Shares shall thereupon be cancelled and JLL LLC 1 shall be removed from the applicable register of holders of Special Preferred Voting Shares. JLL LLC 1, as the sole holder of Special Preferred Voting Shares, has executed a written sole shareholder resolution approving the Arrangement.

Company Options

Each Company Option outstanding immediately prior to the Effective Time that has an exercise price per Restricted Voting Share that is less than US$9.32 shall be deemed to be vested and shall be acquired for cancellation by the Company (free and clear of any liens) in exchange for a cash payment from the Company per Restricted Voting Share equal to the amount by which US$9.32 (subject to the exchange rate between Canadian and American dollars as of the Effective Time) exceeds the exercise price thereof (the Option Consideration), determined pursuant to the Arrangement Agreement, and the holder of such Company Option shall thereafter only have the right to receive the Option Consideration, less amounts withheld and remitted.

Each Company Option that has an exercise price that is equal to or greater than US$9.32 per Restricted Voting Share shall be cancelled without consideration.

The Patheon stock option plan (and any previous amendments and restatements of such plan) and all Company Options thereunder, and any related agreements, shall be terminated and neither the Purchaser nor the Company, nor any other person, shall have any liabilities or obligations with respect thereto, except for the payment of the Option Consideration.

DSUs

Each DSU outstanding immediately prior to the Effective Time shall be deemed to be vested and shall be cancelled and satisfied in full in exchange for a cash payment from the Company equal to US$9.32 (the DSU Consideration), less amounts withheld and remitted, such payment to be made by the Company at the time and in accordance with the terms of the DSU Plan.

The DSU Plan and any agreements related thereto shall be terminated and neither the Purchaser nor the Company, nor any other Person, shall have any liabilities or obligations with respect thereto, except for the payment of the DSU Consideration.

Plans for Patheon after the Arrangement

After the consummation of the Arrangement, the Purchaser anticipates that the operations of Patheon will be combined with that of the DPP Business and run as a single business. Patheon intends to apply to the TSX to have its Restricted Voting Shares delisted. Subsequently, the registration of the Restricted Voting Shares and Patheon s reporting obligations under the Exchange Act with respect to the Restricted Voting Shares will be terminated upon application to the SEC. Similarly, Patheon will make an application to cease to be a reporting issuer (or equivalent) in each of the provinces and territories of Canada following the implementation of which, Patheon will cease to have public reporting obligations under securities laws.

The Purchaser has advised Patheon that, other than as described in this Proxy Statement and the Annexes hereto, it does not have any current intentions, plans or proposals to cause us to engage in any of the following:

an extraordinary corporate transaction following consummation of the Arrangement involving Patheon s corporate structure, business or management, such as a merger, reorganization or liquidation;

the relocation of any material operations or sale or transfer of a material amount of assets; or

any other material changes in its business.

We expect, however, that both before and following consummation of the Arrangement, the general partner of the Purchaser will continue to assess the Combined Patheon/DPP Business to determine what changes, if any, would be desirable following the Arrangement to enhance the combined business and operations of Patheon and the DPP Business and may cause Patheon to engage in the types of transactions set forth above if the management and/or the general partner of the Purchaser decides that such transactions are in the best interest of the Purchaser based upon such assessment. The Purchaser expressly reserves the right to make any changes it deems appropriate in light of such evaluation and review or in light of future developments.

Pursuant to the Plan of Arrangement, the resignations of all the directors of Patheon will become effective upon consummation of the Arrangement and the following persons, each of whom has consented to act in such capacity, will be appointed as directors of Patheon: Stuart Grant, Michael Lytton and Meenu Khindri-Patel.

JLL/DSM Pre-Closing Reorganization

In connection with the respective transactions contemplated by the Arrangement Agreement and the Contribution Agreement, JLL Limited has caused the formation of and is the general partner of JLL Associates VI (Patheon), L.P., an exempted limited partnership organized under the laws of the Cayman Islands, which in turn has caused the formation of and is the general partner of JLL Partners Fund VI (Patheon), L.P., an exempted limited partnership organized under the laws of the Cayman Islands. JLL Partners Fund VI (Patheon), L.P. has caused the formation of JLL Holdco in order for JLL Holdco to acquire, own and dispose of the limited partnership interests of Purchaser.

As part of the Plan of Arrangement, JLL Associates V (Patheon), L.P. (the general partner of JLL Fund V, which is the indirect holder of 55.7% of the issued and outstanding Restricted Voting Shares as of the date of this Proxy Statement) will contribute the entire general partnership interest in JLL Fund V to JLL Holdco in exchange for the general partnership interest in JLL Holdco and cash. JLL Holdco will immediately contribute the general partnership interest in JLL Fund V to the Purchaser in accordance with the terms and conditions of the Contribution Agreement. Subsequently, as part of the Arrangement, the Purchaser (or one or more designated wholly owned subsidiaries of the Purchaser) will purchase all of the limited partnership interests in JLL Fund V from the limited partners of JLL Fund V for an aggregate payment in cash equal to the product of the Share Consideration and the number of Restricted Voting Shares held directly or indirectly by JLL Fund V at such time, less the value of the general partnership interest in JLL Fund V contributed to JLL Holdco and subject to the terms of the JLL Fund V limited partnership agreement. Following these contributions and purchases and the consummation of the Arrangement, the Purchaser will own, directly or indirectly, all of the issued and outstanding Restricted Voting Shares of Patheon.

As described above, DSM and JLL Holdco have formed the Purchaser in order to acquire, own, operate, conduct and dispose of, directly or indirectly, certain pharmaceutical development and commercial manufacturing services and related businesses in the pharmaceutical industry including consummating the respective transactions contemplated by the Arrangement Agreement and the Contribution Agreement, and to receive distributions, interests and other types of income from such activities. In addition to forming the Purchaser, DSM and JLL Holdco have established JLL/Delta Patheon GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (the Purchaser GP), in order to serve as the general partner of the Purchaser. The Purchaser may only act at the direction of the Purchaser GP which in turn may only act at the direction of its board of directors.

Concurrently with execution of the Contribution Agreement, JLL Holdco, DSM and the Purchaser GP entered into an Interim Shareholders Agreement, dated November 18, 2013, which specifies the respective rights of JLL Holdco and DSM with respect to the governance and operation of the Purchaser prior to the consummation of the Arrangement Agreement and the Contribution Agreement (the Interim Period). During the Interim Period, the board of directors of the Purchaser GP will consist of two directors, one of which is Mr. Lagarde (the JLL Director) and the other of which is Hugh Welsh (the DSM Director). The JLL Director or the DSM Director, as applicable, will recuse himself and not participate in the determination of any matter in which he has a conflict of interest. The JLL Director is permitted to

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Purchaser with respect to obtaining the financing on behalf of the Purchaser in accordance with the Debt Commitments and with respect to negotiating equity and non-equity compensation and employment arrangements with senior management of Patheon during the Interim Period; provided, however, that all agreements of the Purchaser with respect to the financing and management arrangements, and all waivers, conditions or amendments of the Arrangement Agreement, must be approved by both directors of the Purchaser GP.

During the Interim Period, each of JLL Holdco and DSM will be solely responsible for their own expenses in connection with the negotiation, preparation, execution and compliance with the Contribution Agreement and the transactions contemplated thereby. JLL Holdco and DSM will be responsible for any documented out-of-pocket third-party expenses of the Purchaser, in connection with the consummation of the transactions contemplated by the Contribution Agreement and the Arrangement Agreement (excluding legal, tax and accounting fees), allocated fifty-one percent (51%) to JLL Holdco and forty-nine percent (49%) to DSM, provided that such expenses will be reimbursed by Purchaser following the closing of such transactions in accordance with the Contribution Agreement.

In the event that all or any portion of any Purchaser Fee is required to be paid by the Purchaser or either JLL Holdco or DSM to Patheon pursuant to the Arrangement Agreement, such fee will be allocated fifty-one percent (51%) to JLL Holdco and forty-nine percent (49%) to DSM, subject to certain exceptions set out in the Interim Shareholders Agreement.

Upon the effectiveness of the Arrangement and the transactions contemplated by the Contribution Agreement, JLL Holdco, DSM and the Purchaser GP will enter into an amended and restated Shareholders Agreement which will control the governance and operation of the Purchaser following such time.

Interests of Our Directors and Executive Officers in the Arrangement

In considering the recommendation of the Board with respect to the Arrangement Agreement, holders of Restricted Voting Shares should be aware that our executive officers and directors have interests in the Arrangement that may be different from, or in addition to, those of our Shareholders generally. These interests may create potential conflicts of interest. The Board was aware that these interests existed when it approved the Arrangement Agreement. The material interests are summarized below.

Indemnification of Officers and Directors

The Company has agreed to purchase customary tail policies of directors and officers liability insurance providing protection no less favourable in the aggregate than the protection provided by the policies maintained by the Company which are in effect immediately prior to the Effective Date and providing protection in respect of claims arising from facts or events which occurred on or prior to the Effective Date and the Purchaser will, or will cause the Company to, maintain such tail policies in effect without any reduction in scope or coverage for six years from the Effective Date, except that Purchaser will not be required to pay any amounts in respect to such coverage prior to the Effective Time and that the costs of such policies shall not exceed 300% of the Company s annual aggregate premium for policies maintained by the Company as of November 19, 2013.

The Purchaser has agreed to honour all rights to indemnification or exculpation existing at the time of the Arrangement Agreement in favour of present and former company employees and directors of Patheon, and has acknowledged that such rights will survive the completion of the Plan of Arrangement and continue in full force and effect in accordance with their terms.

Executive Officers

Employment Agreements

Each of James C. Mullen, Stuart Grant, Michael J. Lehmann, Michael E. Lytton, Aqeel A. Fatmi and Harry R. Gill, III is a party to an employment agreement with us, which requires us to make certain payments and/or provide certain benefits to such executive officers in the event of a qualifying termination of his employment. The following summarizes the potential payments to each executive officer under his current employment agreement, assuming the closing of the Arrangement and the subsequent termination of such executive officer occurs. However, the Purchaser and Mr. Mullen have agreed to negotiate in good faith an amendment to his employment agreement prior to the consummation of the Arrangement and it is contemplated that our other executive officers may be afforded the same opportunity by the Purchaser prior to the consummation of the Arrangement. Accordingly, if such amendments are entered into and the Arrangement is consummated and any such executive officer is terminated following the consummation of the Arrangement, the payments, if any, to which such executive officer is entitled will be determined in accordance with the terms of his employment agreement as so amended. The terms of such amendments have not, however, been determined as of the date of this Proxy Statement.

James C. Mullen

Mr. Mullen s employment agreement provides that if Patheon terminates his employment without cause, or if he terminates his employment for good reason (as defined on page 124 below), Patheon is required to pay him severance equal to two years of his then current base salary, payable in 24 equal monthly installments. In addition, with respect to the initial grant to Mr. Mullen of 5,000,000 Company Options, if Patheon terminates his employment without cause, for incapacity or for death, or if he terminates his employment for good reason, a pro-rata portion of such Company Options in which he would have become vested on the following anniversary of the effective date of his agreement will become immediately vested and exercisable on the date of his termination. If Mr. Mullen is terminated under circumstances entitling him to accelerated vesting of his Company Options, he will be permitted to exercise his vested Company Options within three months after the date of such termination. Mr. Mullen s right to such benefits is contingent upon his continued compliance with the confidentiality, non-disparagement, non-solicitation and non-competition provisions of his employment agreement.

Stuart Grant

Mr. Grant s employment agreement provides that if Patheon terminates his employment without cause, or if he terminates his employment for good reason, Patheon is required to pay him severance equal to his annual base salary, plus an amount determined by the Compensation and Human Resources Committee of the Board (CHR Committee) in its sole discretion to reflect the annual incentive Mr. Grant would have otherwise earned during the year in which the termination occurs, in twelve (12) equal monthly payments.

Michael J. Lehmann

Mr. Lehmann s employment agreement provides that if Patheon terminates his employment other than for cause or if he terminates his employment for good reason, Patheon is required to pay him severance equal to his annual base salary in twelve (12) equal monthly payments.

Michael E. Lytton

Mr. Lytton s employment agreement, as amended, provides that if Patheon terminates his employment other than for cause or if he terminates his employment for good reason, Patheon is required to pay him severance equal to his annual base salary, plus any performance bonus for periods of service completed prior to the date of termination, in

twelve (12) equal monthly payments.

Aqeel A. Fatmi

Mr. Fatmi s employment agreement provides that if Patheon terminates his employment other than for cause or if he terminates his employment for good reason, Patheon is required to pay him severance equal to his annual base salary in twelve (12) equal monthly payments.

Harry R. Gill, III

Mr. Gill s employment agreement provides that if Patheon terminates his employment without cause, or if he terminates his employment for good reason, Patheon is required to pay him severance equal to his annual base salary, plus an amount determined by the CHR Committee in its sole discretion to reflect the annual incentive Mr. Gill would have otherwise earned during the year in which the termination occurs in twelve (12) equal monthly payments.

Equity Awards

The following table sets out the names of the executive officers of the Company and one former executive officer of the Company, along with the number of Restricted Voting Shares and Company Options beneficially owned by, or for which control or direction is exercised by, such executive officers and that are known after reasonable enquiry to be owned, or over which control or direction is exercised, by their associates or affiliates:

Name	Position	Restricted Voting Shares	Percentage of the Outstanding Restricted Voting Shares	Options[1]	Percentage of Outstanding Options	Options Currently Exercisable (Vested)
James C. Mullen	Chief Executive Officer	2,312,085	1.64%	4,000,000[2]	36.33%	1,000,000
Stuart Grant	Executive Vice President, Chief Financial Officer	0	0%	550,000	5.00%	85,000
Geoffrey M. Glass	President, Product and Technology Commercialization	0	0%	542,000	4.92%	272,200
Michael J. Lehmann	President, Global Pharmaceutical Development Services	0	0%	350,000	3.18%	0
Aqeel A. Fatmi	Executive Vice President, Global Research & Development and Chief Scientific Officer	0	0%	90,000	0.82%	0
Paul M. Garofolo	Executive Vice President, Global PDS Operations	0	0%	497,000	4.51%	258,200
Michael E. Lytton	Executive Vice President, Corporate Development and Strategy and General Counsel	379,030	0.27%	415,000	3.77%	0
Harry R. Gill, III	Senior Vice President, Quality and Continuous Improvement	0	0%	330,000	3.00%	50,000
Rebecca Holland New	Chief Human Resources Officer, Senior Vice President and Corporate Communications	0	0%	444,250	4.04%	100,000
Antonella Mancuso[3]	Former Executive	22,800	0.02%	0	0%	0%

Notes:

(1) At the Effective Time, all Company Options shall have fully vested, and shall entitle the holder thereof to the difference between the exercise price and US$9.32 for each Company Option.
(2) Mr. Mullen has entered into an Option Waiver and Termination Agreement pursuant to which he has agreed to waive his rights to the acceleration described in note (1) above and to voluntarily terminate and cancel all 4,000,000 of his outstanding Company Options immediately prior to, but subject to the occurrence of, the Effective Time.
(3) Ms. Mancuso s employment with Patheon ceased effective July 10, 2013. The number of Restricted Voting Shares is based solely on the Form 4 filed with the SEC by Ms. Mancuso on July 3, 2013.

Directors

The directors (other than directors who are also executive officers) hold, in the aggregate, 11,908,529 Restricted Voting Shares, representing approximately 8.45% of the Restricted Voting Shares outstanding

on January 6, 2014. The directors (other than directors who are also executive officers) also hold, in the aggregate, 10,000 Company Options all of which have an exercise price per share greater than US$9.32, representing approximately 0.09% of the Company Options outstanding on January 6, 2014. All of the Restricted Voting Shares and Company Options held by the directors will be treated in the same fashion under the Arrangement as Restricted Voting Shares and Company Options that have an exercise price per Restricted Voting Share greater than US$9.32 held by every other Shareholder and holder, respectively. For a discussion of the Share Consideration to be received for Restricted Voting Shares and/or Company Options under the Arrangement, see *The Arrangement Principal Steps of the Arrangement* beginning on page 153 below.

Three of Patheon s nine directors (being Messrs. Lagarde, Levy and O Leary) are nominees of JLL LLC 1. In addition, Messrs. Lagarde, Levy and Agroskin are all Managing Directors of, and Mr. O Leary is a Vice President of, JLL. For a discussion of the arrangements involving JLL, see *Interests of Informed Persons in Material Transactions Other than the Arrangement* beginning on page 208 below.

Consistent with standard practice in similar transactions, in order to ensure that the directors do not lose or forfeit their protection under liability insurance policies maintained by Patheon, the Arrangement Agreement provides for the maintenance of such protection for six years. See *Special Factors Interests of Our Directors and Executive Officers in the Arrangement Indemnification of Officers and Directors* beginning on page 85 above.

The following table sets out the number of Restricted Voting Shares, Company Options and DSUs beneficially owned by, or for which control or direction is exercised by, the directors and that are known after reasonable enquiry to be owned, or over which control or direction is exercised, by their associates or affiliates:

Name	Restricted Voting Shares	Percentage of Outstanding Restricted Voting Shares	Company Options[1]	Percentage of Outstanding Company Options	Company Options Currently Exercisable (Vested)	Number of DSUs held[2]
James C. Mullen	2,312,085	1.64%	4,000,000[6]	36.33%	1,000,000	
Brian G. Shaw	110,939	0.08%		0%		92,673.50
David E. Sutin	56,454[3]	0.04%		0%		70,618.30
Joaquin B. Viso	11,689,698[4]	8.29%		0%		116,132.12
Daniel Agroskin[8]		0%		0%		
Derek J. Watchorn	51,438[5]	0.04%	10,000[7]	0.09%	10,000	174,034.60
Michel Lagarde[8]		0%		0%		
Paul S. Levy[8]		0%		0%		
Nicholas O Leary		0%		0%		

Notes:

(1) At the Effective Time, all Company Options shall have fully vested, and the holder thereof shall be entitled to the positive difference, if any, between the exercise price and US$9.32 for each Company Option.

(2) Pursuant to the Plan of Arrangement, at the Effective Time, each DSU entitles the holder thereof to a payment of US$9.32 per DSU. Mr. Shaw holds 20.8%, Mr. Sutin holds 15.4%, Mr. Viso holds 25.9% and Mr. Watchorn

holds 37.9% of the outstanding DSUs, respectively.

(3) These Restricted Voting Shares are beneficially owned by Mr. Sutin and are in the registered name of 1376124 Ontario Ltd.

(4) These Restricted Voting Shares are jointly owned by Mr. Viso s wife, Olga Lizardi.

(5) Of this amount, DJW Investment Holdings Ltd. is the registered holder of 21,054 Restricted Voting Shares.

(6) Mr. Mullen has entered into an Option Waiver and Termination Agreement pursuant to which he has agreed to waive his rights to the acceleration described in note (1) above and to voluntarily terminate and cancel all 4,000,000 of his outstanding Company Options immediately prior to, but subject to the occurrence of, the Effective Time.

(7) 5,000 of Mr. Watchorn s Company Options have an exercise price in excess of US$9.32 per Restricted Voting Share and accordingly will be cancelled for no consideration at the Effective Time pursuant to the Plan of Arrangement.

(8) Does not include Restricted Voting Shares indirectly held by JLL Fund V. Messrs. Agroskin, Lagarde and Levy are Managing Directors of an affiliate of JLL Fund V. Mr. O Leary is a Vice President of an affiliate of JLL Fund V.

The following tables describe the amounts to be received by our directors and executive officers in connection with the Arrangement.

Officers

Position	Restricted Voting Shares	Percentage of the Outstanding Restricted Voting Shares	Total Share Consideration	Options[1]	Weighted Average Exercise Price[2]	Total Option Consideration	Percentage of Outstanding Options	Options Currently Exercisable (Vested)
Chief Executive Officer	2,312,085	1.64%	$ 21,548,632.20	4,000,000	$ 2.512	$ 0[3]	36.22%	1,000,000
Executive Vice President, Chief Financial Officer	0	0%	0	550,000	$ 1.817	$ 4,126,479.39	5.00%	85,000
President, Product and Technology Commercialization	0	0%	0	542,000	$ 2.340	$ 3,782,935.69	4.92%	272,200
President, Global Pharmaceutical Development Services	0	0%	0	350,000	$ 3.498	$ 2,037,647.17	3.18%	0
Executive Vice President, Global Research & Development and Chief Scientific Officer	0	0%	0	90,000	$ 3.164	$ 554,044.49	0.82%	0
Executive Vice President, Global PDS Operations	0	0%	0	497,000	$ 2.556	$ 3,361,857.83	4.51%	258,200
Executive Vice President, Corporate Development and Strategy and General Counsel	379,030	0.27%	$ 3,532,559.60	415,000	$ 1.988	$ 3,042,919.85	3.77%	0

	Senior Vice President, Quality and Continuous Improvement	0	0%		0	330,000	$ 2.897	$ 2,119,703.55	3.00%	50,000	$
	Chief Human Resources Officer, Senior Vice President and Corporate Communications	0	0%		0	444,250	$ 1.690	$ 3,389,487.18	4.04%	100,000	$
so[4]	Former Executive	22,800	0.02%	$	212,496.00	0	0	0	0%	0%	$

Notes:

(1) At the Effective Time, all Company Options shall have fully vested, and shall entitle the holder thereof to a cash payment equal to the amount by which US$9.32 exceeds the exercise price thereof for each Company Option, less any applicable withholding.

(2) Exercise prices and Option Consideration expressed above have been converted from CDN$ to US$ based on the exchange rate on November 18, 2013. Under Section 2.3 of the Plan of Arrangement, the exchange rate for determining the actual Option Consideration will be set based on the exchange rate at noon on the day before the Effective Date, and accordingly actual exercise price and Option Consideration data will be determined after the date of this Proxy Statement.

(3) Mr. Mullen has entered into an Option Waiver and Termination Agreement pursuant to which he has agreed to waive his rights to the acceleration described in note (1) above and to voluntarily terminate and cancel all 4,000,000 of his outstanding Company Options immediately prior to, but subject to the occurrence of, the Effective Time.

(4) Ms. Mancuso s employment with Patheon ceased effective July 10, 2013. The number of Restricted Voting Shares is based solely on the Form 4 filed with the SEC by Ms. Mancuso on July 3, 2013.

Directors

ricted ting ares	Percentage of Outstanding Restricted Voting Shares	Total Share Consideration (US$)	Company Options[1]	Weighted Average Exercise Price (US$)[2]	Total Option Consideration	Percentage of Outstanding Company Options	Company Options Currently Exercisable (Vested)	Number of DSUs held[3]	Total DSU Consideration (US$)
12,085	1.64%	$ 21,548,632.20	4,000,000	$ 2.512	[4]	36.22%	1,000,000		
10,939	0.08%	$ 1,033,951.48				0%		92,673.50	$ 863,717.02
56,454[5]	0.04%	$ 526,151.28				0%		70,618.30	$ 658,162.56
89,698[6]	8.29%	$ 108,947,985.36				0%		116,132.12	$ 1,082,351.36
	0%					0%			
51,438[7]	0.04%	$ 479,402.16	10,000[8]	$ 9.04[8]	$ 1,393.86	0.09%	10,000	174,034.60	$ 1,622,002.47
	0%					0%			
	0%					0%			
	0%					0%			

Notes:

(1) At the Effective Time, all Company Options shall have fully vested, and the holder thereof shall be entitled to a cash payment equal to the amount by which US$9.32 exceeds the exercise price thereof for each Company Option, less any applicable withholding.

(2) Exercise prices and Option Consideration expressed above have been converted from CDN$ to US$ based on the exchange rate on November 18, 2013. Under Section 2.3 of the Plan of Arrangement, the exchange rate for determining the actual Option Consideration will be set based on the exchange rate at noon on the day before the Effective Date, and accordingly actual exercise price and Option Consideration data will be determined after the date of this Proxy Statement.

(3) Pursuant to the Plan of Arrangement, at the Effective Time, each DSU entitles the holder thereof to a payment of US$9.32 per DSU. Mr. Shaw holds 20.8%, Mr. Sutin holds 15.4%, Mr. Viso holds 25.9% and Mr. Watchorn holds 37.9% of the outstanding DSUs, respectively.

(4) Mr. Mullen has entered into an Option Waiver and Termination Agreement pursuant to which he has agreed to waive his rights to the acceleration described in note (1) above and to voluntarily terminate and cancel all 4,000,000 of his outstanding Company Options immediately prior to, but subject to the occurrence of, the Effective Time.
(5) These Restricted Voting Shares are beneficially owned by Mr. Sutin and are in the registered name of 1376124 Ontario Ltd.
(6) These Restricted Voting Shares are jointly owned by Mr. Viso s wife, Olga Lizardi.
(7) Of this amount, DJW Investment Holdings Ltd. is the registered holder of 21,054 Restricted Voting Shares.
(8) 5,000 of Mr. Watchorn s Company Options have an exercise price in excess of US$9.32 per Restricted Voting Share and accordingly will be cancelled for no consideration at the Effective Time pursuant to the Plan of Arrangement. Weighted Average Exercise Price for Mr. Watchorn s Company Options includes only those Company Options with an exercise price below US$9.32.
(9) Does not include Restricted Voting Shares indirectly held by JLL Fund V. Messrs. Agroskin, Lagarde and Levy are Managing Directors of an affiliate of JLL Fund V. Mr. O Leary is a Vice President of an affiliate of JLL Fund V.

Golden Parachute Compensation

The information set forth in the table below is intended to comply with Item 402(t) of Regulation S-K, which requires disclosure of information about certain compensation for each of Patheon s named executive officers that is based on or otherwise relates to the Arrangement. Please note that the amounts indicated below are estimates based on multiple assumptions that may or may not actually occur or be accurate on the relevant date, including assumptions described below, and do not reflect certain compensation actions that may occur before the completion of the Arrangement. For purposes of calculating the amounts set forth below, we have assumed that the Arrangement closes on January 6, 2014 and a termination of the named executive officer s employment without cause or as a result of the executive s resignation for good reason occurs immediately after the consummation of the Arrangement on January 6, 2014. As required by Item 402(t) of Regulation S-K, relevant amounts set forth below have been calculated based on a per Restricted Voting Share price of US$9.32, the price per share payable in accordance with the Arrangement Agreement. In addition, a portion of the equity amounts shown in the Equity column below may become vested in the ordinary course prior to the actual date that the Arrangement is completed.

The specified compensation that may become payable to the named executive officers of the Company in connection with the Arrangement shown in the table below is what Shareholders are being asked to approve pursuant to the Patheon Advisory (Non-Binding) Resolution on Specified Compensation on an advisory (non-binding) basis. Because the vote to approve the Patheon Advisory (Non-Binding) Resolution on Specified Compensation is advisory in nature only, it will not be binding on either Patheon, the Board or the Purchaser. Because Patheon is contractually obligated to pay such executive compensation, the

compensation will be payable, subject only to the conditions applicable thereto, if the Arrangement Resolution is approved and adopted and regardless of the outcome of the advisory vote.

Name[1]	Cash (US$)[1]	Equity (US$)[2]	Pension/NQDC (US$)	Perquisites/Benefits (US$)	Tax Reimbursement (US$)	Other (US$)	Total (US$)
James C. Mullen	$ 1,800,000	$ 0					$ 1,800,000
Stuart Grant	$ 623,500	$ 3,485,046					$ 4,108,546
Michael Lehmann	$ 390,000	$ 2,037,647					$ 2,427,647
Michael E. Lytton	$ 600,000	$ 3,042,920					$ 3,642,920
Aqeel Fatmi	$ 345,000	$ 554,044					$ 899,044
Harry R. Gill, III	$ 421,200	$ 2,119,704					$ 2,431,704

Notes:

(1) The cash payments payable to Mr. Mullen consist of payments in an amount equal to 24 months of Mr. Mullen s current annual base salary, payable in 24 equal monthly installments. The cash payments payable to Messrs. Grant, Lytton and Gill consist of payments in an amount equal to (x) 12 months of the executive s annual base salary and (y) the bonus the executive would have been entitled to receive for the year of termination (as determined by the CHR Committee, in the case of Messrs. Grant and Lytton, and the Company s President North American Operations, in the case of Mr. Gill), calculated for purposes of this table at the executive s target bonus level, pursuant to each executive s existing employment agreement with Patheon, payable in 12 equal monthly installments. The cash payments payable to Messrs. Lehmann and Fatmi consist of payments in an amount equal to 12 months of annual base salary under their respective existing employment agreements with Patheon, payable in 12 equal monthly installments. All such payments are double-trigger arrangements. See *Special Factors Interests of Our Directors and Executive Officers in the Arrangement Executive Officers Employment Agreements* beginning on page 86 below for more information regarding the terms and conditions of the executive s existing employment agreements with Patheon.

(2) As described above, each named executive officer s unvested Company Options as of January 6, 2014, will immediately and automatically vest and become exercisable in connection with the Arrangement on a single trigger basis. The amounts shown in the table above represent the excess of US$9.32 over the applicable exercise price of such Company Options. Company Options granted with an exercise price expressed in CDN$ have been converted to US$ based on the exchange rate on November 18, 2013 of CDN$1.043:US$1.00. As explained in *The Arrangement Principal Steps of the Arrangement* beginning on page 153 below, Mr. Mullen has agreed to terminate and cancel all of his Company Options in connection with the Arrangement. The value of such terminated Company Options has not been included in the amounts shown in the table above. In addition, as explained in *The Arrangement Principal Steps of the Arrangement* it is anticipated that Mr. Mullen and other named executive officers of Patheon will receive grants of equity incentive interests in each of JLL Holdco and the Purchaser on terms described in such section.

Option Waiver and Termination Agreements

In connection with the Arrangement, on November 18, 2013, James Mullen, Patheon s CEO, entered into an Option Waiver and Termination Agreement with Patheon to facilitate the Arrangement. Pursuant to the Option and Waiver Termination Agreement, Mr. Mullen has agreed to voluntarily terminate and cancel 4,000,000 Company Options, immediately prior but subject to the consummation of the Arrangement. Each of Mr. Mullen s Company Options has

an exercise price of CDN$2.62 per share. Based on the US$ to CDN$ exchange rate on November 18, 2013, the value of the Share Consideration in CDN$ is CDN$9.72 per Restricted Voting Share. As a result, the Company Options that Mr. Mullen has agreed to terminate upon and subject to the consummation of the Arrangement each has an in-the-money, pre-tax value of CDN$7.10 per Restricted Voting Share, representing an aggregate in-the-money, pre-tax value of

CDN$28,400,000 (approximately US$27,050,000 based on the exchange rate of November 18, 2013, the last business day prior to the announcement of the Arrangement Agreement, of US$1.043 per CDN$1.00).

It is anticipated that other senior executives of Patheon may be provided an opportunity to terminate and cancel vested, in-the-money Company Options prior to the Effective Time under similar agreements. Termination of Company Options results in a reduction in the funds that would otherwise be required by the Purchaser (including funds of Patheon) to acquire the outstanding equity of Patheon if such Company Options were to be converted for cash like other outstanding Company Options.

Equity Arrangements with the Purchaser and JLL Holdco

JLL Holdco has agreed, and the Purchaser expects, to grant certain equity interests to James Mullen in connection with the closing of the Arrangement. The equity interests in the Purchaser will also be granted to additional members of Management, including the named executive officers, but the allocation of such interests has not yet been determined. The equity interests in JLL Holdco are expected to be made available to certain members of Management to the extent that they enter into option waiver and termination agreements on identical terms to the agreement entered into by Mr. Mullen.

Employment Arrangements

It is anticipated that Messrs. Mullen, Lytton and Grant and other senior executives of Patheon will enter into amendments of their existing employment agreements in connection with their assumption of executive positions with the Purchaser. The Purchaser has agreed with Mr. Mullen that he will be appointed the Chief Executive Officer of the Purchaser following the Effective Time. The terms of such new agreements have not been determined as of the date of this Proxy Statement.

PATHEON ADVISORY (NON-BINDING) RESOLUTION ON SPECIFIED COMPENSATION

Section 14A of the Exchange Act, which was enacted as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, requires that we provide our Shareholders with the opportunity to vote to approve, on an advisory non-binding basis, the golden parachute compensation arrangements for our named executive officers, as disclosed in the section of this Proxy Statement entitled *Special Factors Golden Parachute Compensation* beginning on page 91 of this Proxy Statement.

We are asking our Shareholders to indicate their approval of the various change in control payments which our named executive officers will or may be eligible to receive in connection with the Arrangement. These payments are set forth in the table included in the section of this Proxy Statement entitled *Special Factors Golden Parachute Compensation* beginning on page 91, including the associated narrative discussion and accompanying footnotes.

Accordingly, we are asking Shareholders to consider, and if determined advisable, to approve the following Patheon Advisory (Non-Binding) Resolution on Specified Compensation:

BE IT RESOLVED THAT:

On an advisory and non-binding basis, and not to diminish the role and responsibilities of the board of directors of Patheon Inc. (the Company), the specified compensation that may become payable to the named executive officers of the Company in connection with the plan of arrangement under Section 192 of the *Canada Business Corporations Act* involving the Company pursuant to the arrangement agreement between the Company and JLL/Delta Patheon Holdings, L.P. dated November 18, 2013 (as may be amended, modified, restated, novated or supplemented from time to time in accordance with its terms), as disclosed in the section of the proxy statement and management information circular of the Company dated February 4, 2014 accompanying the notice of this meeting entitled *Special Factors Golden Parachute Compensation* including the associated narrative discussion, and the agreements or understandings pursuant to which such compensation may be paid or become payable, are hereby approved.

The vote on this Patheon Advisory (Non-Binding) Resolution on Specified Compensation is a vote separate and apart from the vote on the Arrangement Resolution to approve the Arrangement. Accordingly, you may vote FOR the Arrangement Resolution and vote AGAINST or ABSTAIN in respect of the Patheon Advisory (Non-Binding) Resolution on Specified Compensation (and vice versa).

Adoption of this resolution will require that it be passed by the affirmative vote of a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting, however, because your vote is advisory, it will not be binding upon Patheon or the Board. Further, the underlying plans and arrangements are contractual in nature and not, by their terms, subject to shareholder approval. Accordingly, regardless of the outcome of the advisory vote, if the Arrangement is consummated, our named executive officers will be eligible to receive the various change in control payments in accordance with the terms and conditions applicable to those payments and any future amendments thereto.

Our Board believes that the compensation arrangements of our named executive officers, including the various change in control payments which our named executive officers may be eligible to receive in connection with the Arrangement, as described in this Proxy Statement, are appropriate and unanimously recommends (with Mr. Mullen abstaining) that Shareholders vote FOR the Patheon Advisory (Non-Binding) Resolution on Specified Compensation.

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DIRECTORS

Directors

Our directors, their ages and their principal occupations are as follows:

Name	Age	Occupation
Daniel Agroskin	37	Managing Director JLL Partners
Michel Lagarde	39	Managing Director JLL Partners
Paul S. Levy	66	Managing Director JLL Partners
James C. Mullen	55	Chief Executive Officer, Patheon Inc.
Nicholas O Leary	30	Vice President JLL Partners
Brian G. Shaw	60	Corporate Advisor and Private Investor
David E. Sutin	61	Independent Financial Advisor and Investor
Joaquin B. Viso	71	Private Investor
Derek J. Watchorn	71	Senior Corporate Consultant and Advisor

Daniel Agroskin, age 37, joined our Board in December 2009. Mr. Agroskin currently serves on our CHR Committee and Corporate Governance Committee. Since January 2012, Mr. Agroskin has been a Managing Director of JLL, which he joined in July 2005 as a Vice President and for which he served as a Principal from July 2007 through December 2011. Prior to joining JLL, Mr. Agroskin worked at JP Morgan Partners, a private equity investment firm, and in Merrill Lynch s Mergers and Acquisitions Group. Mr. Agroskin is also a director on the boards of PGT, Inc., Builders FirstSource, Inc., American Dental Partners, Inc., BioClinica, Inc. and Medical Card System, Inc. Mr. Agroskin was previously a director on the board of PharmaNet Development Group, Inc. until July 2011. Mr. Agroskin holds a Bachelor of Arts degree from Stanford University and a Masters of Business Administration degree from the Wharton School of the University of Pennsylvania. Our Board has previously determined that Mr. Agroskin s extensive experience in the finance industry and M.B.A. from the Wharton School qualify him for service as a member of our Board and add value to our Company.

Michel Lagarde, age 39, joined our Board in December 2011. Mr. Lagarde currently serves on our Audit, CHR, and Corporate Governance Committees. Mr. Lagarde is a Managing Director of JLL, which he joined in January 2008. From February 1996 to December 2007, Mr. Lagarde was employed with the Philips Electronics group of companies. Mr. Lagarde served as Chief Executive Officer of Philips Electronics North America, Domestic Appliances and Personal Care division from April 2004 and as Chief Financial Officer from May 2006. Mr. Lagarde is also a director on the boards of BioClinica, Inc. and ACE Cash Express, Inc. Mr. Lagarde was previously a director on the board of PharmaNet Development Group, Inc. until July 2011. Mr. Lagarde holds a Bachelor of Business Administration degree from European University Antwerp, and an Executive Masters degree in Finance & Control from University of Amsterdam. Our Board has previously determined that Mr. Lagarde s executive and finance positions at a manufacturer of consumer products and business and finance degrees qualify him for service as a member of our Board and add value to our Company.

Paul S. Levy, age 66, joined our Board in April 2007 and became the Chair of our Board in February 2012. Mr. Levy is a Managing Director of JLL, which he founded in 1988. Prior to founding JLL, Mr. Levy was a Managing Director at Drexel Burnham Lambert, an investment bank, where he was responsible for the firm s restructuring and exchange offer business in New York. Previously, Mr. Levy was Chief Executive Officer of Yves Saint Laurent Inc., New York, a fashion and cosmetics company, Vice President of Administration and General Counsel of Quality Care, Inc., a home healthcare company, and an attorney at Stroock & Stroock & Lavan LLP. Mr. Levy also serves on the boards of Builders FirstSource, Inc., PGT, Inc., Ross Education, LLC, Education Affiliates, Inc., ACE Cash Express, Inc., Medical Card System, Inc., IASIS Healthcare, LLC, American Dental Partners, Inc., BioClinica, Inc. and Loar Group,

LLC. Mr. Levy is also a director of JGWPT Holdings, Inc., the parent company of JGWPT Holdings, LLC, and J.G. Wentworth, LLC and J.G. Wentworth, Inc., which is the managing member of JGW Holdco, LLC. In May 2009, J.G. Wentworth LLC, J.G. Wentworth, Inc., and JGW Holdco, LLC filed for protection under Chapter 11 of the U.S. Bankruptcy Code. Mr. Levy

previously served as a director of New World Pasta Company, which filed for protection under Chapter 11 of the U.S. Bankruptcy Code in 2004 and as director of Motor Coach Industries International, Inc., which filed for protection under Chapter 11 of the U.S. Bankruptcy Code in 2008. Mr. Levy holds a Bachelor of Arts degree from Lehigh University, where he graduated summa cum laude and Phi Beta Kappa, and a Juris Doctor degree from the University of Pennsylvania Law School. He also holds a Certificate from the Institute of Political Science in Paris, France. Our Board has previously determined that Mr. Levy s extensive service on boards of directors, executive experiences and his academic achievements and legal education qualify him for service as a member of our Board and add value to our Company.

James C. Mullen, age 55, joined Patheon as Chief Executive Officer and became a member of our Board in February 2011, bringing over 30 years of experience in the pharmaceutical and biotechnology industries, over 20 of which have been spent at the executive level. Mr. Mullen served as the President and Chief Executive Officer of Biogen, Inc. (Biogen), a biotechnology company, from June 2000 to June 2010. Prior to that, Mr. Mullen held various operating positions at Biogen, including Vice President, Operations, and several manufacturing and engineering positions at SmithKline Beckman (now GlaxoSmithKline). Mr. Mullen previously served on the board of Biogen until June 2010 and currently serves on the board of PerkinElmer, Inc., a technology and service provider for diagnostics, research, environmental and industrial and laboratory services markets. Mr. Mullen holds a Bachelor of Science degree in Chemical Engineering from Rensselaer Polytechnic Institute and a Master of Business Administration degree from Villanova University. Our Board has previously determined that Mr. Mullen s extensive executive experience in the pharmaceutical and biotechnology industries and scientific and business educational background qualify him for service as a member of our Board and add value to our Company.

Nicholas O Leary, age 30, joined our Board in February 2012. Mr. O Leary joined JLL as an Associate in July 2009 and was promoted to Senior Associate in July 2011 and Vice President in July 2012. Mr. O Leary was employed with Merrill Lynch & Co., a financial management and advisory firm, in its Mergers and Acquisitions Group as an Analyst from June 2006 to June 2008 and as a Senior Analyst from June 2008 to June 2009. Mr. O Leary holds a Bachelor of Arts degree from Washington and Lee University, where he graduated Phi Beta Kappa and magna cum laude. Our Board has previously determined that Mr. O Leary s experience in the finance industry qualifies him for service as a member of our Board and adds value to our Company.

Brian G. Shaw, age 60, joined our Board in December 2009. Mr. Shaw currently serves as the Chair of our Audit Committee and is a member of the Independent Committee. Mr. Shaw is a self-employed corporate advisor with substantial financial industry executive experience and particular expertise in capital markets and investing activities. From December 2004 to February 2008, Mr. Shaw served as Chief Executive Officer and Chairman of CIBC World Markets, the wholesale banking arm of a leading North American financial institution (CIBC). In addition, from 2002 to December 2004, Mr. Shaw served as the head of CIBC s Global Equities Division. Mr. Shaw is currently a director of Encana Corporation, a publicly-traded North American energy exploration and development company. In addition, he is a director of the following privately held companies: Manulife Bank of Canada, Manulife Trust Company and Ivey Canadian Exploration, Ltd. Mr. Shaw is a Chartered Financial Analyst (CFA) and holds a Master of Business Administration degree from the University of Alberta. Our Board has previously determined that Mr. Shaw s executive experiences in the financial services industry, his CFA status and service as a director of the Toronto CFA Society and his educational background in business administration qualify him for service as a member of our Board and add value to our Company.

David E. Sutin, age 61, joined our Board in March 2011. Mr. Sutin is currently a member of the Independent Committee. From May 2008 until December 2011, Mr. Sutin was a Managing Partner of Quest Partners Ltd., a financial advisory boutique. Since 2001, Mr. Sutin has been an independent financial advisor and private investor, as well as a board member of several companies. Until 2001, Mr. Sutin was Executive Vice President of Harrowston Inc., a publicly-traded private equity firm. Mr. Sutin has over 30 years experience in corporate and real estate investment activity. Between June 2009 and December 2010, Mr. Sutin was a director of Sun Gro Horticulture

Canada Ltd., and a trustee of Sun Gro Horticulture Income Fund. From March 2007 to May 2009,

Mr. Sutin served as a director of Pay Linx Financial Corporation. Mr. Sutin is currently Chairman and a director of two private companies, Brampton Engineering Inc. and Furnace Mineral Products Inc. Mr. Sutin holds a Bachelor of Arts degree and Masters of Business Administration degree from York University. Our Board has previously determined that Mr. Sutin s extensive corporate and financial advisory and investment experience, service on boards of directors and M.B.A. qualify him for service as a member of our Board and add value to our Company.

Joaquin B. Viso, age 71, joined our Board in December 2004, on which he served until April 29, 2009 and re-joined on December 4, 2009. Mr. Viso currently serves on our Audit, Corporate Governance, and CHR Committees. From August 2005 to December 2006, Mr. Viso served as Chairman of Patheon Puerto Rico, Inc. (Patheon P.R.), formerly known as MOVA Pharmaceutical Corporation, which he founded in 1986. From December 2004 to August 2005, Mr. Viso served as President and Chief Executive Officer of Patheon P.R. Prior to founding MOVA Pharmaceutical Corporation, Mr. Viso was with SmithKline Beecham (now GlaxoSmithKline) for 16 years, where he held various senior management positions, including President and General Manager of Glaxo s operations in Puerto Rico from 1978 to 1986. Currently, he is Chairman of MC-21 Corporation, a provider of pharmacy benefit management programs, and Grupo VL, Inc., a management services company. Mr. Viso is also a controlling shareholder of Alara Pharmaceutical Corporation (Alara). Mr. Viso holds a Bachelor of Science in Mechanical Engineering from the University of Puerto Rico and a Master of Science in Engineering from the University of Michigan. Our Board has previously determined that Mr. Viso s service to the Company and extensive experience in the pharmaceutical industry, qualify him for service as a member of our Board and add value to our Company.

Derek J. Watchorn, age 71, joined our Board in February 1998. Mr. Watchorn is currently the Chair of the Independent Committee. Since November 2009, Mr. Watchorn has served as a senior advisor to Armadale Company Ltd. (Armadale), a privately held company based in Ontario, Canada, in connection with the proposed redevelopment of the Buttonville Airport lands located in the greater Toronto area. Mr. Watchorn is also currently a member of the Management Committee formed by the joint venture between the Cadillac Fairview Corporation and Armadale to undertake this redevelopment. From January 2007 to June 2009, Mr. Watchorn served as President, Chief Executive Officer and director of Revera Inc., a provider of accommodation and care for seniors. From October 2004 to January 2007, Mr. Watchorn served as President, Chief Executive Officer and a trustee of Retirement Residences Real Estate Investment Trust, also a provider of accommodation and care for seniors, which was acquired by Revera Inc. in January 2007. From October 2004 to December 2007, Mr. Watchorn also held a position as a trustee of IPC US Real Estate Investment Trust, an asset and property management trust. He served as Executive Vice-President, Strategic Initiatives, of Canary Wharf Group plc, a commercial property company, in London, England from January 2003 to June 2004 and as Executive Director of TrizecHahn Europe plc from 1999 until 2001. Before and after his senior management roles in Europe, Mr. Watchorn was a senior partner of the law firm Davies Ward Phillips & Vineberg LLP. Mr. Watchorn is currently a director of Timbercreek Mortgage Investment Corporation, a mortgage loan investment company. He is also a director of each of Treegrove Capital Limited and Limedale Ventures Limited, both private companies incorporated in Cyprus, which indirectly own, and provide asset and property management services to, office and retail properties located in Central and Eastern Europe. Mr. Watchorn holds an LL.B. from the University of Toronto. Our Board has previously determined that Mr. Watchorn s executive and legal experiences qualify him for service as a member of our Board and add value to our Company.

EXECUTIVE OFFICERS

Executive Officers

Our executive officers, their ages and their positions are as follows:

Name	Age	Position
James C. Mullen	55	Chief Executive Officer
Geoffrey M. Glass	40	President, Banner Life Sciences
Michael J. Lehmann	51	President, Global Pharmaceutical Development Services and Interim Executive Vice President, Global Sales & Marketing
Aqeel A. Fatmi	63	Executive Vice President, Global Research & Development and Chief Scientific Officer
Paul M. Garofolo	43	Executive Vice President, Global PDS Operations
Stuart Grant	58	Executive Vice President, Chief Financial Officer
Michael E. Lytton	56	Executive Vice President, Corporate Development and Strategy and General Counsel
Harry R. Gill, III	53	Senior Vice President, Quality and Continuous Improvement
Rebecca Holland New	39	Chief Human Resources Officer, Senior Vice President and Corporate Communications

James C. Mullen also serves as a director of the Company and his biographical information is described above with the other members of the Board.

Geoffrey M. Glass, age 40, joined Patheon in April 2009 as Senior Vice President, Marketing, Strategy and Corporate Development and Integration, and was subsequently promoted to Executive Vice President, Global Strategy, Sales and Marketing in October 2009. On December 17, 2012, following our acquisition of Banner, Mr. Glass was promoted to President, Product and Technology Commercialization and, in July 2013, was promoted to President, Banner Life Sciences. Prior to joining Patheon, Mr. Glass served approximately five years as an executive at Valeant Pharmaceuticals International, Inc., a global specialty pharmaceutical company (Valeant), including as Senior Vice President, Asian Operations, from April 2007 to June 2008, where he was responsible for all of Valeant s business affairs in the region, which included over 250 products in 14 countries. Prior to leading the Asian business for Valeant, Mr. Glass served as Senior Vice President and Chief Information Officer of Valeant from March 2004 to April 2007, where he was responsible for all information technology-related matters for the company. Prior to joining Valeant, Mr. Glass was the Global Leader of Life Sciences Operations Excellence Practice for Cap Gemini (formerly known as Ernst & Young LLP Consulting). During his tenure at Cap Gemini, Mr. Glass led global teams through the successful implementation of business transformations at a number of leading life sciences organizations.

Michael J. Lehmann, age 51, joined Patheon in November 2012 as President, Global Pharmaceutical Development Services and in December 2012, was appointed Interim Executive Vice President, Global Sales & Marketing. Mr. Lehman brings over 25 years of healthcare services leadership experience to Patheon. From September 2005 to September 2012, Mr. Lehmann was employed by Covance, Inc. (Covance), one of the world s largest drug development services companies, and from January 2009, held the position of Corporate Senior Vice President and General Manager in the Global Early Development business of Covance. In that role, Mr. Lehmann was responsible for global early development and profit and loss management. Previously, he served at Covance as Corporate Senior Vice President and President of the Global Nonclinical Safety Assessment business from January 2009 to October 2011, as Corporate Vice President and President of the Labs North America business from January 2008 to January 2009 and as General Manager of the Madison Site from September 2005 to January 2008. Prior to joining Covance, Mr. Lehmann worked for 17 years at GE Healthcare in key operational and management roles.

Aqeel A. Fatmi, age 63, joined Patheon in January 2013 as Executive Vice President Global Research & Development and Chief Scientific Officer, bringing over 30 years of experience in the pharmaceutical industry.

From August 2000 to January 2013, he served on Banner s global leadership team as Global Vice President, Research and Development and Operations. Prior to joining Banner, from January 1998 to July 2000, Dr. Fatmi was a Co-Founder of the Georgia Combinatorial Chemistry Center at Georgia State University, focusing on the discovery of small molecules of drugs for cancer, HIV and other infectious diseases. Dr. Fatmi spent a major part of his career, from June 1982 to December 1997, at Solvay Pharmaceuticals, Inc. with increasing responsibilities. From January 1991 to December 1997, in his last positions at Solvay Pharmaceuticals, Inc. he served as Vice President of Preclinical followed by Senior Vice President of Research and Development, where he was responsible for the development, approval and launch of new drugs. Dr. Fatmi holds a Ph.D. in Medicinal Chemistry from The University of Georgia, Athens. After graduation in June 1981 Dr. Fatmi was a National Science Foundation Post-Doctoral Fellow for one year in the Department of Chemistry at The University of Georgia.

Paul M. Garofolo, age 43, joined Patheon in May 2008 as Senior Vice President and Chief Information Officer and was subsequently promoted to Executive Vice President and Chief Technology Officer in November 2008. Effective August 1, 2011, Mr. Garofolo s role was revised to Executive Vice President PDS Global Business Operations. Prior to joining Patheon, Mr. Garofolo had more than 17 years of information and management consulting leadership experience. Most recently, he served as Chief Information Officer and Vice President of Global IT at Valeant from 2004 to April 2008, where he was responsible for Valeant s global IT organization, including the implementation of a series of new applications and processes. Prior to his service at Valeant, from 2000 to 2004, Mr. Garofolo was the Chief Technology Officer and Senior Vice President of Technology Services for Broadlane, the fourth largest Group Purchasing Organization within the U.S. healthcare market. He also worked in the management consulting industry for both Ernst & Young Global Limited and Oracle Corp.

Stuart Grant, age 58, joined Patheon in February 2012 as Executive Vice President, Chief Financial Officer, bringing over 30 years of financial management experience to the Company, over 15 of which have been in the pharmaceutical industry. From 2007 to 2011, Mr. Grant served as Senior Vice President and Chief Financial Officer of BioCryst Pharmaceuticals, Inc., a pharmaceutical development company. Prior to that, Mr. Grant progressed through a variety of financial management positions at Serono SA (now Merck Serono), a global pharmaceutical services company, including Chief Financial Officer, USA, from 2002 to 2004 and Group Chief Financial Officer from 2004 to 2007. Mr. Grant also spent 15 years in finance at Digital Equipment Company and several years working as a tax consultant and senior auditor for Price Waterhouse (now PricewaterhouseCoopers) in Glasgow, Scotland.

Michael E. Lytton, age 56, joined Patheon in May 2011 as Executive Vice President, Corporate Development and Strategy and General Counsel. From January 2009 through February 2011, Mr. Lytton was Executive Vice President of Corporate and Business Development of Biogen. Prior to joining Biogen, from January 2001 through December 2008, Mr. Lytton was a General Partner with Oxford Bioscience Partners (Oxford), a venture capital firm investing in therapeutic, diagnostic and life science tool companies. Prior to Oxford, Mr. Lytton practiced law for 17 years and specialized in representing biomedical companies; he is a past Partner and member of the Executive Committee of the law firm Edwards Wildman Palmer and previously was a Partner of the law firm WilmerHale. From September 2004 to October 2011, Mr. Lytton was the Chairman of the Board of Santhera Pharmaceuticals AG, and he has also served on various boards of many other academic, non-profit and private and public for-profit companies throughout his career.

Harry R. Gill, III, age 53, joined Patheon in July 2010 as Global Vice President of Operational Excellence and Vice President of Business Management. In September 2012, Mr. Gill was promoted to his current position as Senior Vice President, Quality and Continuous Improvement. Prior to joining Patheon, he had over 25 years of experience in quality, plant operations, technical services and operational excellence. Mr. Gill held the position of Site General Manager at Wyeth (now Pfizer Inc.), a pharmaceutical company, from September 2006 to July 2010. Prior to Wyeth, Mr. Gill served as Director of Engineering at Baxter Healthcare from August 1998 to May 2001. In addition, he has eight years of combined international experience in Asia and Puerto Rico.

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Rebecca Holland New, age 39, joined Patheon in August 2011 and currently serves as Chief Human Resources Officer/Senior Vice President, Human Resources and Corporate Communications. Most recently, from November 2007 to July 2011, Ms. Holland New was Global Vice President, Human Resources at Bausch & Lomb, Inc. Prior to that, from April 2007 to October 2007, Ms. Holland New held global human resources leadership positions at Bausch & Lomb s business operations, talent, corporate and pharmaceutical business units as well as global research and development. Prior to joining Bausch & Lomb, Ms. Holland New held human resources leadership positions at Novo Nordisk, Inc., from November 2003 to April 2007, and Bristol-Myers Squibb, from August 1996 to November 2003.

EXECUTIVE COMPENSATION

The following executives were our named executive officers for fiscal 2013:

Name	Position
James C. Mullen	Chief Executive Officer
Stuart Grant	Executive Vice President, Chief Financial Officer
Michael E. Lytton	Executive Vice President, Corporate Development and Strategy and General Counsel
Michael Lehmann	President, Global Pharmaceutical Development Services and Interim Executive Vice President, Global Sales & Marketing
Aqeel A. Fatmi	Executive Vice President, Global Research & Development and Chief Scientific Officer
Harry R. Gill, III	Senior Vice President, Quality and Continuous Improvement
Antonella Mancuso[(1)]	President, Global Commercial Operations and Chief Manufacturing Officer

(1) Ms. Mancuso s employment with us terminated on July 10, 2013.

Compensation Discussion and Analysis

The Compensation Discussion and Analysis describes our executive compensation philosophy, components and policies, including analysis of the compensation earned by our named executive officers for Fiscal 2013 as detailed in the accompanying tables.

Executive Summary

Setting Fiscal 2013 Compensation. In making compensation decisions for Fiscal 2013, our CHR Committee took into account a number of factors, including (i) the need to attract and retain talented executives (ii) our financial performance and achievement of corporate objectives; and (iii) the achievement of individual objectives by each executive officer.

Elements of Compensation. Consistent with our philosophy that executive compensation should incentivize our executive officers to enhance shareholder value, each of our executive officers is compensated with base salary, short-term cash incentives and long-term incentives tied to the value of our Restricted Voting Shares, as well as (to a lesser extent) perquisites and personal benefits, retirement benefits and termination and change in control benefits.

Key Compensation Decisions During Fiscal 2013. Our CHR Committee and our Board made the following key executive compensation decisions for Fiscal 2013:

approval of option grants to certain of our executive officers;

approval of the Patheon Global Bonus Plan for Fiscal 2013 (the 2013 Bonus Plan);

approval of discretionary bonus payments to our executive officers;

approval of salary increases for certain of our executive officers; and

approval of compensation arrangements for new executive officers to enhance our leadership team.

Compensation Philosophy and Objectives

Our compensation philosophy is based on pay for performance. We reward our executive officers for delivering superior performance that contributes to our long-term success and the creation of shareholder value.

The objectives of our compensation program are to:

attract and retain qualified and experienced individuals to serve as executive officers;

align the compensation level of each executive officer with his or her level of responsibility;

motivate each executive officer to achieve short and long-term corporate goals;

align the interests of executive officers with those of shareholders; and

reward executive officers for excellent corporate and individual performance.

Process for Determining Executive Compensation

Role of Our CHR Committee and Board

Our CHR Committee and Board share responsibility for determining executive compensation. Our Board s involvement in the executive compensation process reflects its desire to oversee compensation decisions regarding our executive officers, particularly our Chief Executive Officer. Accordingly, our CHR Committee makes recommendations regarding, and our Board approves, our executive compensation policies and programs, the compensation of our Chief Executive Officer and the grant of equity awards. Our CHR Committee is solely responsible for approving the compensation of our executive officers, other than our Chief Executive Officer, for establishing and approving payments under our annual cash incentive plan and for reporting such decisions to our Board.

Role of Executive Officers

Other than providing input into their individual performance objectives, neither our Chief Executive Officer nor our other executive officers have any role in recommending or setting their own compensation. Our Chief Executive Officer makes recommendations to our CHR Committee regarding the compensation of our other executive officers and provides input regarding executive compensation programs and policies generally.

Role of Compensation Consultants

We retained Mercer to act as our independent compensation consultant. Mercer reports directly to our CHR Committee. For Fiscal 2013, our CHR Committee engaged Mercer to assist it in implementing our compensation philosophy for the executive officers in keeping with our overall objectives, including by gathering relevant market data to assist our CHR Committee in making compensation decisions for our named executive officers. On occasion, we also engage Mercer to provide consulting services for non-executive compensation matters and strategic matters. The fees paid to Mercer for these additional services did not exceed $100,000 in Fiscal 2013.

Role of Benchmarking and Comparative Analysis

Our CHR Committee used market analyses provided by Mercer as a reference point to evaluate the competitiveness of the total compensation, and competitive positioning, of our executive officers. Under the terms of its engagement, and

with our assistance, Mercer constructed a peer group of publicly traded companies with U.S. operations that are similar to us in terms of revenue size, industry and operating characteristics (the Mercer Peer Group) and compared the compensation of each of our executive officers to executive officers in similar positions at companies in the Mercer Peer Group. On December 13, 2012, Mercer recommended the removal of two companies outside of Patheon s suggested revenue range as well as two companies that had been acquired since the previous study. In connection with this recommendation, four additional companies were proposed and accepted as replacements. The companies comprising the Mercer Peer Group for Fiscal 2013 were as follows: Perrigo Company, PAREXEL International Corporation, Steris Corp., The Cooper Companies, Inc., Charles River Laboratories International, Inc., ResMed Inc., IDEXX Labs Inc., West Pharmaceutical Services,

Inc., Par Pharmaceutical Companies, Inc., Impax Laboratories, Inc., Integra Lifesciences Holdings Corporation, Medicas Pharmaceutical Corp., Cubist Pharmaceuticals, Inc., Alexion Pharmaceuticals, Inc., Regeneron Pharmaceuticals, Inc., Myriad Genetics, Inc., and Onyx Pharmaceuticals, Inc. In addition, Mercer also reviewed proxy statement data for a number of companies in published compensation surveys, namely (i) the 2012 Mercer Executive Remuneration Survey; (ii) the Radford Global Life Sciences Survey 2012; and (iii) the Towers Watson General Industry Executive Compensation Survey 2012. The companies comprising each of the aforementioned surveys are listed in Annexes M, N and O, respectively. Companies for which proxy statement data was collected are noted in italics. As discussed below, we used the results of Mercer s review in connection with certain compensation decisions for our named executive officers.

Role of the Advisory (Non-binding) Vote to Approve Executive Compensation

We provide our Shareholders with the opportunity to cast an advisory (non-binding) vote to approve executive compensation, or the Say-on-Pay proposal, every three years. At the 2012 Annual and Special Meeting of Shareholders, a substantial majority of the votes cast (over 94%) at that meeting voted in favor of the Say-on-Pay proposal, which our CHR Committee believes affirms our Shareholders support of our executive compensation program. Our CHR Committee considered the result of this vote, and following such consideration, did not make any changes to our executive compensation decisions or policies. Our CHR Committee will continue to consider the outcome of Say-on-Pay votes when making future compensation decisions for our named executive officers.

In addition, in connection with the Arrangement, we are asking our Shareholders to vote on the Patheon Advisory (Non-Binding) Resolution on Specified Compensation at the Meeting. See *Patheon Advisory (Non-Binding) Resolution on Specified Compensation* .

Elements of Compensation

Our overall executive compensation program includes the following major elements:

Element	Form	Performance Period	Determination
Base Salary	Cash	One year	Periodically reviewed against market and further adjusted based on individual experience and performance
Short-Term Incentives	Annual Cash Incentive Bonus	One year	Subject to our performance against pre-determined corporate objectives, individual achievement of personal performance objectives and the discretion of our CHR Committee
Long-Term Incentives	Company Options	Generally vest over or after five years, depending on the award.	Based on share price appreciation up to a 10-year term with vesting typically over the initial five years or based on the achievement of pre-determined performance metrics
			Exercise price based on the closing market price on the grant date
			Final value based on market value at time of exercise relative to the exercise price
Perquisites	Relocation expenses and incentives, automobile allowances, education allowances, enhanced medical, dental, life insurance and disability benefits, executive allowances	Provided in connection with executive benefit plans, recruitment and retention programs	Based on individually negotiated terms of employment or as introduced from time to time to enhance executive retention
Broad-Based Benefits	Health, dental, retirement, life insurance and disability	Ongoing	Consistent with the broad-based benefits offered by other multinational organizations
Termination/ Change in Control Benefits	Severance and related benefits (including accelerated vesting of Company Options) in connection with certain	Provided in connection with specified events	Based on individually negotiated terms of employment or as introduced from time to time by our CHR Committee to enhance executive retention

terminations and changes
of control

Factors Considered in Making Individual Pay Decisions

Compensation Elements

At this time, we do not target a specific mix of executive compensation by allocating total compensation between cash and noncash pay, between current and long-term pay or among different types of long-term incentive

awards. The profile of our executive compensation is driven by decisions made for each component of pay separately, which we intend to be appropriately competitive, as well as the impact of our decisions on total compensation. However, consistent with our compensation philosophy, our CHR Committee believes that a significant portion of each named executive officer s compensation should be at risk.

Role of Company and Individual Performance

Our compensation philosophy is based on pay for performance. We reward our executive officers for delivering superior performance that contributes to our long-term success and the creation of shareholder value. In measuring such performance, we consider the achievement of both corporate and individual goals.

We reward significant contributions by our executive officers through salary increases, payments under our annual cash incentive plans and through long-term equity awards. In particular, our 2013 Bonus Plan was designed to focus our executive officers on the achievement of both corporate and individual performance objectives. The corporate performance objectives under our 2013 Bonus Plan were recommended to our CHR Committee by our Chief Executive Officer and approved by our CHR Committee.

The individual performance objectives under our 2013 Bonus Plan were determined by our CHR Committee in consultation with our Chief Executive Officer. Our Chief Executive Officer submitted individual performance objectives for our executive officers (who themselves had input into the determination of their individual objectives), other than himself, to our CHR Committee. Our CHR Committee reviewed the submitted individual performance objectives and approved them with any such changes as it believed appropriate. Our CHR Committee approved the individual performance objectives for our current Chief Executive Officer.

Internal Pay Equity

We consider internal pay equity when setting compensation for our executive officers. Although we have not established a policy regarding the ratio of total compensation of our Chief Executive Officer to that of our other executive officers, we do review compensation levels to ensure that appropriate equity exists between our Chief Executive Officer and our other executive officers, as well as among our executive officers (other than the Chief Executive Officer). Differences in compensation among our named executive officers are attributable to differences in levels of experience, performance and market demand for executive talent.

Fixed Compensation Base Salary

Overview

Base salary is intended to reflect the skills, competencies, experience and performance of each named executive officer. Base salary levels also are targeted to be comparable to salaries offered for positions involving similar responsibilities and complexity at other companies. Competitive base salaries enable us to attract and retain qualified individuals to serve as named executive officers. Base salary also aligns the compensation level of each named executive officer to his or her level of responsibility. Base salaries are adjusted annually where appropriate based on levels of responsibility and sustained performance. Base salary is linked to other elements of compensation such as the annual cash incentive bonus, certain retirement plan benefits and termination and change in control benefits.

Fiscal 2013 Base Salaries

The key salary decisions made during Fiscal 2013 for our named executive officers were as follows:

Michael Lehmann. Mr. Lehmann was hired in Fiscal 2013, and his salary was based on the amount our CHR Committee determined to be appropriate to induce him to join our Company. Our CHR Committee determined Mr. Lehmann s salary based on his past experience, skills and compensation from prior employers.

Aqeel Fatmi. Following the Banner acquisition in December 2012, we entered into a new employment agreement with Dr. Fatmi that provided an increase in his salary from US$294,462 to US$345,000. Our CHR Committee determined that it was appropriate to increase Dr. Fatmi s salary based on the expansion of his responsibilities to include a global role within our Company, in addition to his existing responsibilities with respect to the Banner subsidiaries.

Harry R. Gill, III. We increased Mr. Gill s salary during Fiscal 2013 from US$285,000 to US$350,000. Our CHR Committee determined that the increase was appropriate to compensate Mr. Gill in connection with his increased responsibilities for overseeing environmental, health and safety matters for our Company.

Variable Compensation Short-Term and Long-Term Incentives

The variable elements of our compensation include short-term incentives in the form of the opportunity for an annual cash incentive bonus and long-term incentives in the form of stock options. The level of variable compensation offered to our named executive officers is determined, in part, based on an overall assessment of our business performance, including achievement against stated corporate objectives.

Short-Term Incentive Cash Incentive Bonuses

Overview

Under our 2013 Bonus Plan, our named executive officers and other members of our senior management may receive cash incentive bonuses based on certain performance criteria, subject to certain prescribed limits. The annual cash incentive bonus is intended to motivate our named executive officers to achieve short-term corporate and individual goals and to ultimately reward them for excellent corporate and individual performance. For Fiscal 2013, payments to our named executive officers and other members of senior management were made under the 2013 Bonus Plan, based on the achievement of certain corporate and individual objectives established by our CHR Committee and Chief Executive Officer. Additional bonus payments were made to named executive officers and other members of senior management in the discretion of our CHR Committee.

2013 Bonus Plan Opportunity

Target awards under our 2013 Bonus Plan are set forth in each named executive officer s employment agreement. All of our named executive officers, other than Mr. Mullen and Dr. Fatmi, have a target bonus of 45% of base salary. Mr. Mullen has a target bonus of 100% of base salary. Dr. Fatmi has a target bonus of 40% of base salary. We believe that maintaining target bonuses within a narrow range of 40-45% for each of our named executive officers other than our Chief Executive Officer appropriately rewards their performance, is consistent with principles of pay equity and helps us attract and retain the executives we need to run our business.

Our CHR Committee approved the various weights allocated to the different financial performance objectives under our 2013 Bonus Plan to incentivize contributions by our named executive officers to our overall corporate performance. In addition, our CHR Committee determined that part of the bonus opportunity should be based on the achievement of individual objectives to focus our named executive officers to execute on projects without an immediately quantifiable financial impact but that would contribute to both our short-term and long-term success.

Financial Objectives

Corporate Adjusted EBITDA comprised 50% of the corporate objectives for our named executive officers and is defined as loss from continuing operations before repositioning expenses, interest expense, foreign exchange losses reclassified from other comprehensive income (loss), refinancing expenses, acquisition and integration costs

(including certain product returns and inventory write-offs recorded in gross profit), gains and losses on

sale of capital assets, income taxes, asset impairment charges, depreciation and amortization, stock-based compensation expense, consulting costs related to our operational initiatives, purchase accounting adjustments, acquisition-related litigation expenses and other income and expenses, with additional adjustments for foreign currency exchange differences versus budgeted exchange rates and other one-time, non-operating gains or losses at the discretion of management.

Corporate Net Free Cash Flow comprised 25% of the corporate objectives for our named executive officers and is defined as cash flow from operations minus capital spending.

Corporate Revenue, as determined under U.S. GAAP, comprised 25% of the corporate objectives for our named executive officers.

Under the 2013 Bonus Plan, the payout with respect to achievement of any one corporate objective was not conditioned on the achievement of any other corporate objective. Under our 2013 Bonus Plan, if we did not meet the threshold performance of 90% of target for Corporate Adjusted EBITDA or Corporate Free Cash Flow, or 96% of Corporate Revenue, there would be no payout to our named executive officers under the plan for the applicable objective. If performance were to fall between threshold and target or between target and maximum for a particular objective, payout factors would be interpolated on a straight-line basis for such objective.

In setting the financial targets under our 2013 Bonus Plan, our CHR Committee focused on establishing targets for which attainment was not assured and which would require significant effort on the part of our named executive officers. For Fiscal 2013, target Corporate Adjusted EBITDA, Corporate Net Free Cash Flow and Corporate Revenue were based on our 2013 budget.

The following table shows the payout percentages related to the achievement of each of our corporate goals under our 2013 Bonus Plan:

	Corporate Adjusted EBITDA Goal (millions of US$)	Corporate Net Free Cash Flow Goal (millions of US$)	Performance (% of Target)	Payout Factor	Payout (% of Target Bonus)
Threshold	144.6	(8.3)	90%	0.5x	50%
Target	160.7	(7.5)	100%	1.0x	100%
Maximum	216.9	(4.9)	135%	1.5x	150%

	Corporate Revenue Goal (millions of US$)	Performance (% of Target)	Payout Factor	Payout (% of Target Bonus)
Threshold	999.2	96%	0.5x	50%
Target	1040.8	100%	1.0x	100%
Maximum	2081.6	110%	2.0x	200%

Individual Objectives

In addition to corporate and/or financial objectives, a component of each named executive officer s bonus eligibility was based on the achievement of individual objectives. At the end of Fiscal 2013, the Chief Executive Officer discussed with each then-employed named executive officer his or her achievement of individual objectives and assigned a performance rating. The CHR Committee discussed with the Chief Executive Officer his achievement of his individual objectives and assigned a performance rating. Under the 2013 Bonus Plan, the named executive officer s bonus eligibility is based on the achievement of the financial objectives and a multiplier for his or her performance rating as follows, with a maximum possible payout under the 2013 Bonus Plan of 200% of the executive s target amount:

Rating	Description	Pay for Performance Multiplier
1	Not Acceptable	0
2	Sometimes Meets Expectations	0-0.5
3	Meets Expectations	0.75-1.0
4	Exceeds Expectations	1.0-1.25
5	Outstanding	1.25-1.75

Individual objectives for our named executive officers included individual performance goals specific to such individual or his or her area of responsibility. Individual goals included timely achievement of certain strategic and financial goals, functional financial and budget goals, design and implementation of productivity measures, quality and compliance results, and development of new business opportunities, as follows:

James C. Mullen: (i) achieve the financial goals including pro forma revenue exceeding US$1,100 million; (ii) update our Company s strategic plan; (iii) lead the Banner integration; (iv) achieve Right First Time (RFT) and On Time Delivery (OTD) in excess of 90%; (v) increase Operational Excellence (OE) and Cost o Quality savings by US$30 million; (vi) achieve sales targets in excess of US$80 million for PDS and CMO and US$20 million for Banner; and (vii) take actions to enhance employee talent to include the creation of development plans for all direct reports.

Stuart Grant: (i) achieve certain financial goals as set out in 2013 budget; (ii) improve the effectiveness of our Company s finance function and processes by identifying and filling gaps and development plans agreed for all direct reports; (iii) ensure successful integration of Banner to Patheon; (iv) streamline the revenue process; and (v) develop a clear financial strategy and plan for the next 24 months.

Michael Lytton: with respect to Banner integration: (i) set organizational structure of Proprietary Product Development and Commercial Business; (ii) develop strategic plans for Mexico/Latin America and new Banner R&D; (iii) talent assessments and develop organizational structure for VP and above; (iv) Olds site strategy; and (v) develop route to market strategy for Banner US and Mexico businesses. With respect to Corporate Development: (i) develop growth and financial strategies and M&A targets; and (ii) refresh financial model for latest performance and forecast updates.

Michael Lehmann: (i) achieve certain financial goals, including PDS revenue of $156 million; (ii) improve RFT and OTD to meet or exceed 90% for PDS; (iii) increase OE and Cost of Quality savings by $30 million; (iv) project expansion/COS Sales target of greater than $112.1 million for PDS; (v) achieve sales target of $82 million for PDS; (vi) assist in the Banner integration; (vii) assist in developing growth and financial strategies and identifying acquisition targets; and (viii) take actions to enhance employee talent to include the creation of development plans for all direct reports.

Aqeel Fatmi: With respect to Dr. Fatmi s Global Research & Development role: (i) implement a development strategy for our Banner Life Sciences business; (ii) expand our research and development capabilities to include other dosage forms; and (iii) obtain approval for and launch certain Banner products. With respect to his Chief Scientific Officer role: (i) identify, select and recommend new drug delivery technology platforms; (ii) evaluate business adjacencies in sourcing of active ingredients;

(iii) improve certain products; (iv) increase the recognition and visibility of our subject-matter experts; (v) ensure successful integration of Banner with our Company; and (vi) successfully launch certain Banner products in the global marketplace.

Harry R. Gill, III: (i) improve OE and Cost of Quality savings for CMO and PDS Operations; (ii) re-design and implement One Patheon site Quality Organization; (iii) assist in the Banner integration; (iv) drive implementation of key training initiatives; and (v) implement with IT and Procurement a Vendor Management Program.

Antonella Mancuso: (i) achieve certain financial goals, including achieving Fiscal 2013 CMO revenue of greater than $662.2 million; (ii) improve RFT and OTD to exceed 90% (iii) meet target procurement savings goals of $7.4 million; (iv) assist in the Banner integration; (v) define specific talent upgrade and relative development plan with all direct reports; (vi) OE, de-bottlenecking and Cost of Quality savings equal to or greater than $26.5 million; and (vii) assist our Chief Executive Officer in review of strategic plan. Because Ms. Mancuso was not employed by us at the time payout determinations were made under our 2013 Bonus Plan, she was not eligible for payments thereunder.

2013 Bonus Plan Results

The following table shows the percentage of achievement of the financial objectives applicable to our named executive officers eligible for a bonus for Fiscal 2013:

(in millions of US$ unless otherwise noted)

Financial Objective	**Target**	**Actual**	**Achievement (%)**
Corporate Adjusted EBITDA	160.7	135.5	84.4
Corporate Net Free Cash Flow	(7.5)	(35.8)	-378%
Corporate Revenue	1,040.8	1024.2	98.4

Because we did not achieve the minimum Corporate Adjusted EBITDA and Corporate Net Free Cash Flow objectives under the 2013 Bonus Plan, our named executive officers were only eligible to receive payouts under the plan with respect to the Corporate Revenue objective. Although we did not achieve the minimum Corporate Adjusted EBITDA and Corporate Net Free Cash Flow objectives, our CHR Committee decided to award discretionary cash bonuses to each of our named executive officers in addition to the amounts payable to these executive officers under the 2013 Bonus Plan.

Our CHR Committee determined that awarding these discretionary cash bonuses was consistent with its pay-for-performance philosophy because, among other things, our CHR Committee determined we advanced our initiatives with respect to site closures, operational excellence programs, procurement and activities related to the integration of Banner and that each of our named executive officers serving at the end of Fiscal 2013 achieved or made substantial progress towards achieving his individual objectives as discussed above, which significantly contributed to our Company s success. In addition, our CHR Committee determined that the achievement of the Corporate Adjusted EBITDA and Corporate Net Free Cash Flow objectives under the 2013 Bonus Plan (which metrics were not adjusted following the acquisition of Banner) was negatively impacted by financing, transaction, synergy and operational costs associated with the acquisition of Banner. In making this determination, our CHR Committee determined that the Banner acquisition was of strategic long-term importance to our Company and, accordingly, did not believe it was appropriate to penalize our named executive officers as a result of costs incurred during Fiscal 2013 in connection with this transaction.

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The bonuses awarded to our named executive officers other than Ms. Mancuso were as follows:

Name[1]	Target Bonus	Target Fiscal 2013 Bonus (US$)	2013 Bonus Plan Paid (US$)	Discretionary Bonus Paid (US$)	Total Bonus Paid (US$)	Total Bonus Paid (% of Target)
James C. Mullen	100%	900,000	168,750	638,370	807,120	89.7
Stuart Grant	45%	193,500	36,281	137,869	174,150	90.0
Michael Lytton	45%	180,000	33,750	128,250	162,000	90.0
Michael Lehmann	45%	175,500	32,527	140,948	173,475	98.8
Aqeel Fatmi[2]	40%	110,931	20,800	51,305	72,105	65.0
Harry R. Gill, III	45%	139,500	26,156	99,394	125,550	90.0

(1) Ms. Mancuso s employment with the Company ended on July 10, 2013. Since she was not employed with us at the time of payout, she was not eligible for a discretionary bonus. Ms. Mancuso received termination benefits as described below under Potential Payments Upon Termination or Change in Control.

(2) In addition to the above-noted amounts, Dr. Fatmi also earned $35,336 under the 2012 Banner bonus plan, in which he was a participant. This amount represents the total bonus payable under such plan for Banner s 2012 fiscal year (January 1 December 31, 2012).

Following the Banner acquisition, Cash Flow and EBITDA targets were not adjusted for impact from acquisition, integration, and restructuring activities and costs. Revenue targets funded for 2013, however, due to the costs of the diligence, acquisition, and restructuring from the Banner acquisition, and the EBITDA and Cash Flow targets were missed. Performance goals for the company for restructuring, synergy savings, and OE targets were exceeded in 2013. As a result, the CHR Committee made a decision within plan guidelines to provide discretionary bonus payments.

In setting the discretionary bonuses for each named executive officer (other than Ms. Mancuso), our CHR Committee first determined the percentage of the named executive officer s target Fiscal 2013 that it determined was appropriate based on corporate and individual performance for Fiscal 2013. With respect to our named executive officers other than our Chief Executive Officer, this determination was based on the recommendation of our Chief Executive Officer. Our CHR Committee then awarded a discretionary bonus in an amount that, combined with the amounts payable under the 2013 Bonus Plan, would provide the named executive officer short-term cash incentive compensation in an amount equal to the percentage of target bonus determined by our CHR Committee. In determining the appropriate percentage of target for each named executive officer our CHR Committee and (as applicable) our Chief Executive Officer considered the following:

James C. Mullen: Our CHR Committee determined that a total short-term cash incentive award of 89.7% of target was appropriate based on (i) leadership provided throughout the Banner integration and execution on synergy and value creation targets; (ii) key contributions made during 2013 to improve revenue; (iii) exceeding critical OE achievements; and (iv) valuation and viability assessments in connection with strategic transactions.

Stuart Grant: Our CHR Committee determined, based on the recommendation of our Chief Executive Officer, that a total short-term cash incentive award of 90.0% of target was appropriate based on (i) financial

leadership during the Banner integration; (ii) work to ensure financial improvements were made with respect to spend which included procurement savings that exceeded expectations and process enhancements that improved cost and cash management; and (iii) key contributions in valuation and viability assessments and financing work in connection with strategic transactions.

Michael Lehmann: Our CHR Committee determined, based on the recommendation of our Chief Executive Officer that a total short-term cash incentive award of 100.0% of target was appropriate based on (i) achievements related to his PDS leadership role to include OE efforts and organizational design enhancements; (ii) the creation and implementation of a PDS strategic plan to include the

expansion of PDS sites; and (iii) interim leadership of the Global Sales and Marketing function which resulted in improved PDS and CMO sales performance for the year.

Michael Lytton: Our CHR Committee determined, based on the recommendation of our Chief Executive Officer, that a total short-term cash incentive award of 90.0% of target was appropriate based on (i) leadership on critical OE achievements; (ii) integration of Banner business; and (iii) key contributions in valuation and viability assessments in connection with strategic transactions.

Aqeel Fatmi: Our CHR Committee determined, based on the recommendation of our Chief Executive Officer, that a total short-term cash incentive award of 65.0% of target was appropriate based on (i) the creation of an executable product development plan for the Banner Life Sciences business; (ii) exceptional performance on global product approvals including multiple products approved in United States, Europe and Mexico; and (iii) assistance with the integration of Banner within our Company.

Harry R. Gill, III: Our CHR Committee determined, based on the recommendation of our Chief Executive Officer that a total short-term cash incentive award of 90.0% of target was appropriate based on (i) exceeding targets with OE results; (ii) role in the Banner integration to drive quality processes across all sites; and (iii) the implementation of key training initiatives across all sites which resulted in significant improvements in site delivery and right first time targets.

Retention Bonuses Dr. Fatmi

In addition to the discretionary bonus and 2013 Bonus Plan payment that Dr. Fatmi received with respect to Fiscal 2013 performance, Dr. Fatmi has also received and become eligible to receive certain retention bonuses in connection with his continued service with our Company. Under the VION Holding N.V. 2012 Retention Incentive Plan for Banner Companies (the Retention Incentive Plan), which we assumed in connection with the Banner acquisition, Dr. Fatmi received US$701,354 as an incentive to remain employed by Banner through the closing date of the Banner acquisition and received an additional US$136,472 as an incentive to remain employed by us through the four months following the closing date. VION Holding N.V. reimbursed us for all payments made to Dr. Fatmi under the Retention Incentive Plan. In addition to these retention bonuses, prior to and in connection with our entry into a definitive agreement to acquire Banner, Dr. Fatmi entered a change of control agreement with Banner, dated August 6, 2012, as amended on October 24, 2012 (the Banner Change of Control Agreement). The Banner Change of Control Agreement required us to pay Dr. Fatmi a cash bonus equal to nine months base salary if Dr. Fatmi continued to be employed by our Company on December 14, 2013, the first anniversary of the Banner acquisition. Because Dr. Fatmi satisfied this condition of the Banner Change of Control Agreement, we paid him this retention bonus in December 2013. We determined that this additional retention bonus was appropriate given Dr. Fatmi s importance to our Company and to the success of the Banner acquisition.

Dr. Fatmi also received a total of US$35,336 in additional bonuses earned in respect of the Banner 2012 fiscal year ended December 31, 2012, under bonus arrangements that we assumed from Banner in connection with the acquisition. Of this total, US$1,359 was earned during the Company s Fiscal 2013 and is included in Dr. Fatmi s compensation for Fiscal 2013.

Long-Term Incentives Incentive Stock Option Plan

Overview

Long-term incentives are intended to motivate our named executive officers to achieve long-term corporate goals and to ultimately reward them for excellent corporate performance. Long-term incentives do not influence any other element of compensation. Our stock option plan is designed to grant Company Options to our named executive officers, directors and certain other persons in order to (i) encourage their productivity in furthering our growth and development; (ii) assist us in retaining and attracting executives with experience; and (iii) give us the ability to reward significant performance achievements.

Fiscal 2013 Grants

In connection with his hiring, we granted Mr. Lehmann 300,000 Company Options. Our CHR Committee approved this award to induce Mr. Lehmann to join our Company based on his experience, skills and compensation received from former employers, while also providing a significant incentive for him to increase shareholder value. In addition, in connection with his appointment as Interim Executive Vice President, Global Sales & Marketing, we granted Mr. Lehmann 50,000 Company Options. Our CHR Committee believes that this grant was appropriate in recognition of his dual role.

In connection with the addition of oversight of environmental, health and safety matters to Mr. Gill s role, we granted Mr. Gill 50,000 Company Options. Our CHR Committee believes that this grant was appropriate to compensate Mr. Gill for his additional duties.

In connection with the acquisition of Banner and the transition of Dr. Fatmi to the position of Executive Vice President, Global Research & Development and Chief Scientific Officer for Patheon, we granted Dr. Fatmi 90,000 Company Options. Our CHR Committee believes that this grant was appropriate to retain and incentivize Dr. Fatmi.

Equity Award Grant Practices

Our stock option grant practices provide that we may not issue Company Options during a blackout period as defined in our trading policies. Quarterly blackout periods begin two weeks before the end of each fiscal quarter and end at the close of business on the second business day following the public release of our quarterly or annual financial results. In addition, supplemental blackout periods are imposed to allow the receipt of material information by the market or in certain cases as determined by our Chief Executive Officer or General Counsel.

Perquisites and Personal Benefits

We provide certain perquisites and personal benefits to recruit and retain our named executive officers. The level of perquisites and personal benefits provided to our named executive officers does not influence any other element of compensation.

Our group benefits are intended to provide competitive and adequate protection in case of sickness, disability or death. We offer health, dental, pension or retirement, life insurance and disability programs to all of our employees on the same basis. In addition, our named executive officers receive certain enhanced benefits for medical, dental, vision, life insurance and disability, including premium waivers and enhanced coverage.

In addition to enhanced health, life insurance and related benefits, during Fiscal 2013, certain of our named executive officers received automobile allowances or the use of a company car, and certain of our named executive officers received relocation benefits and incentives (and related tax gross-ups) to offset the cost of their relocation to our U.S. headquarters.

Benefits Relating to Termination and Change in Control

Our named executive officers are covered by termination and change in control provisions in their employment agreements. The events that trigger payment under these arrangements were determined through the negotiation of the applicable employment agreement. In addition, our stock option plan and certain of the award agreements entered into thereunder contain change in control provisions.

Risk Management

Our CHR Committee and our Board endeavor to design our compensation programs to help ensure that these programs do not encourage our executive officers to take unnecessary and excessive risks that could harm our long-term value. We believe that the following components of our executive compensation program, which are discussed more fully above, discourage our executive officers from taking unnecessary or excessive risks:

Base salaries and personal benefits are sufficiently competitive and not subject to performance risk.

The vesting periods of our stock option awards are designed to better align our executives interests with the long-term interests of our shareholders.

Corporate and individual performance objectives for our executive officers are generally designed to be achievable with sustained and focused effort.

Minimum thresholds apply to all components of our annual incentive plans for both (i) the funding of the plans and (ii) payout levels of performance objectives, including individual performance objectives.

Our annual incentive plans are, subject to applicable regulations, discretionary, and we have documented our reserved right to amend or discontinue our incentive plans at any time with or without notice.

In order for an employee to receive a payout under one of our annual incentive plans, he or she must be employed at the time of payout, unless our CHR Committee determines otherwise.

In order for an employee to be an eligible participant in one of our annual incentive plans, he or she must have completed at least three months of active employment with us prior to the applicable fiscal year s end.

Tax and Accounting Considerations

Tax and accounting considerations generally do not have a material impact on our compensation decisions. However, our CHR Committee does consider the accounting and cash flow implications of various forms of executive compensation.

In our consolidated financial statements, we record salaries and bonuses as expenses in the amount paid or to be paid to the named executive officers. Accounting rules also require us to record an expense in our consolidated financial statements for stock option awards, even though such awards are not paid as cash to employees. Our CHR Committee believes that the many advantages of equity compensation more than compensate for the non-cash accounting expense associated with it.

Policy with Respect to Short-Term Trading and Short Selling

Under our trading policy, except with the prior approval of our Chief Executive Officer or our General Counsel, our directors, officers and certain designated employees may not buy and sell, or sell and buy, our Restricted Voting Shares within a six-month time period. Our directors, officers and certain designated employees are also prohibited from short selling our Restricted Voting Shares.

Compensation Committee Report

The CHR Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

Michel Lagarde, Chair

Daniel Agroskin

Joaquín B. Viso

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Compensation Program Risk Assessment

We have conducted a risk assessment of our compensation policies and practices for all of our employees (not just our executive officers). Based on this review, we concluded that risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on us. Our risk assessment included a review of program policies and practices; program analysis to identify risk and risk control related to the programs; and determinations as to the sufficiency of risk identification, the balance of potential risk to potential reward, risk control and the support of the programs and their risks to our strategy. Although we reviewed all compensation programs, we focused on the programs with variability of payout (e.g., short-term and long-term incentive programs), with the ability of a participant to directly affect payout and the controls on participant action and payout. As part of our review, we specifically noted the following factors that reduce the likelihood that excessive risk taking would have a material adverse effect on us: (i) a strong internal control structure, including business, legal and finance review of our customer contracts prior to entry into such contracts; (ii) payment to our employees of competitive base salaries and benefits that are not subject to performance risk; and (iii) a mix between cash and noncash and short-term and long-term compensation.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (US$)[1]	Bonus (US$)[2]	Option Awards (US$)[3]	Non-Equity Incentive Plan Compensation (US$)[4]	All Other Compensation (US$)[5]	Total (US$)
James C. Mullen	2013	900,000	638,370		168,750	17,884	1,725,004
Chief Executive Officer	2012	900,000	1,000,000			65,354	1,965,354
Stuart Grant	2013	430,000	137,869		36,281	112,099	716,249
Executive Vice President, Chief Financial Officer	2012	305,123	200,000	1,042,500		17,219	1,564,842
Michael Lehmann President, Global Pharmaceutical Development Services & Interim Executive Vice President, Global Sales & Marketing	2013	390,000	140,948	658,500	32,527	124,832	1,346,807
Michael E. Lytton	2013	400,000	33,750		128,250	26,154	588,154
Executive Vice President, Corporate Development and Strategy and General Counsel	2012	400,000	200,000	358,750		27,061	985,811
Aqeel Fatmi Executive Vice President, Global Research & Development and Chief Scientific Officer	2013	283,505	187,777	153,000	22,159	25,174	671,614

Harry R. Gill, III Senior Vice President, Quality and Continuous Improvement	2013	312,000	99,394	148,500	26,156	29,884	615,934
Antonella Mancuso[6][7] President, Global Commercial Operations and Chief Manufacturing Officer	2013 2012	289,303 351,958	210,000	604,316		624,658 229,406	913,961 1,395,680

(1) We have entered into employment agreements with each of our named executive officers that set an initial base salary at the time of hire. Thereafter, base salary for our Chief Executive Officer is determined by our Board, and base salary for our other executive officers is approved by our CHR Committee. See Compensation Discussion and Analysis Fixed Compensation Base Salary.

(2) The amounts shown in this column for Messrs. Mullen, Grant, Lehmann, Lytton and Gill represent discretionary bonuses awarded by our CHR Committee for fiscal 2013 performance. With respect to Dr. Fatmi, the amount reported includes a discretionary bonus awarded by our CHR Committee for fiscal 2013 performance of US$51,305, and a retention incentive bonus of US$136,372 that Dr. Fatmi earned under the Retention Incentive Plan for service to us following the completion of the Banner acquisition. Under the Retention Incentive Plan, which we assumed in connection with the Banner acquisition, Dr. Fatmi received US$701,354 as an incentive to remain employed by Banner through the closing date of the Banner acquisition and received an additional US$136,472 as an incentive to remain employed by us through the four months following the closing date. VION Holding N.V. reimbursed us for all payments made to Dr. Fatmi under the Retention Incentive Plan. Because the US$136,472 payable to Dr. Fatmi under the Retention Incentive Plan was in respect of services rendered to us following the completion of the Banner acquisition, and not for services to Banner or VION, we have included this amount as bonus compensation in the Summary Compensation Table.

(3) The amounts shown in this column represent the aggregate grant date fair value of awards granted during Fiscal 2013 or Fiscal 2012, as applicable, computed in accordance with Financial Accounting Standards Board Accounting Standard Codification Topic 718 and do not reflect the compensation actually received by the named executive officer. These award values have been determined based on certain assumptions, which are described in the Notes to our consolidated financial statements included in our Annual Report on Form 10-K for the Fiscal year ended October 31, 2013 filed with the SEC on January 10, 2014, as amended January 13, 2014.

(4) The amounts shown in this column for each of our named executive officers represent bonuses paid under our 2013 Bonus Plan. With respect to Dr. Fatmi, the amount also includes the pro-rated amount of US$1,359 earned during the Company s Fiscal 2013, out of a total of US$35,336 of additional bonuses that Dr. Fatmi earned under bonus arrangements that we assumed from Banner in connection with the acquisition. Ms. Mancuso s employment with the Company ended on July 10, 2013. Since she was not employed with us at the time of payout, she was not eligible to receive any amounts under the 2013 Bonus Plan. See Short-Term Incentive Annual Cash Incentive Bonus.

(5) The amounts shown in this column represent company matching contributions to the 401(k) retirement plan, the cost of supplemental health and insurance benefits, life insurance premiums, the cost of automobile allowances, relocation expenses, tax gross-ups, other perquisites or personal benefits and, with respect to Ms. Mancuso, severance payments. Details are provided below in All Other Compensation Table.

(6) Ms. Mancuso s employment agreement provided that she would receive an annual base salary of 280,000 EUR. This table shows amounts earned by Ms. Mancuso until the termination date of July 10, 2013.

(7) All amounts shown for Ms. Mancuso were paid in Euros and are presented in US$, based on an average exchange rate during Fiscal 2013 of 1.32 USD: 1.00 Euros.

All Other Compensation Table

The following table sets forth each component of the All Other Compensation column of the Summary Compensation Table for Fiscal 2013.

Name	Defined Contribution Plan Contributions (US$)[1]	Cost of Supplemental Health and Insurance Benefits and Life Insurance (US$)[2]	Cost of Automobile Allowance (US$)[3]	Relocation Expenses (US$)[4]	Other (US$)[5]	Tax Gross-Ups (US$)[6]	Total (US$)
James C. Mullen		16,403				1,481	17,884
Stuart Grant		16,288		52,646		43,165	112,099
Michael Lytton	8,269	16,403		52,646		1,481	26,154
Michael Lehmann	10,200.00	16,403		54,066		44,163	124,832
Aqeel Fatmi	7,961	5,872	11,340				25,174
Harry R. Gill, III		16,403	12,000			1,481	29,884
Antonella Mancuso	76,963	12,398					