

ICN PHARMACEUTICALS INC
Form PRER14A
May 03, 2002

**SCHEDULE 14A INFORMATION
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

ICN PHARMACEUTICALS, 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.
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(1) Amount
Previously
Paid:

(2) Form, Schedule or Registration
Statement No.:

(3) Filing
Party:

(4) Date
Filed:

**Preliminary Proxy Materials
Dated May 2, 2002
Subject To Completion**

ICN PHARMACEUTICALS, INC.

May , 2002

To the Stockholders of
ICN Pharmaceuticals, Inc.:

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of ICN Pharmaceuticals, Inc., which will be held on May 29, 2002, at 10:00 a.m. P.D.T. at ICN Pharmaceuticals, Inc., 3300 Hyland Avenue, Costa Mesa, California 92626. Official Notice of the Meeting, a Proxy Statement and a form of proxy accompany this letter.

The Company's 2001 Annual Report accompanies this Proxy Statement.

NOTICE

Franklin Mutual Advisors, LLC, Iridian Asset Management LLC and certain of their affiliates (the Dissident Stockholders) have filed proxy materials and commenced a proxy contest in opposition to the director nominees selected by your Board of Directors. The Dissident Stockholders will also be seeking your support to elect three nominees who would replace Senator Birch E. Bayh, Jr., Abraham E. Cohen and Ms. Rosemary Tomich, the highly qualified and experienced nominees proposed for election by your Board of Directors.

Notwithstanding the allegations made by the Dissident Stockholders, ICN has been proceeding diligently to implement its restructuring plan and to update and revise its corporate governance policies. The initial public offering of our subsidiary Ribapharm Inc., a major component of this restructuring plan, has now been completed. The Board of ICN is taking further steps to implement the restructuring which it believes to be in the best interests of and for the long term benefit of its stockholders.

We urge you to reject the nominees of the Dissident Stockholders whom your Board of Directors has not nominated do not sign any proxy card they may send you. Please be assured that your Board of Directors will continue to act in the best interest of all ICN stockholders.

YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN. ON BEHALF OF YOUR BOARD OF DIRECTORS, WE URGE YOU TO SIGN, DATE AND MAIL THE ENCLOSED GOLD PROXY CARD AS SOON AS POSSIBLE EVEN IF YOU CURRENTLY PLAN TO ATTEND THE ANNUAL MEETING. This will not prevent you from voting in person but will assure that your vote is counted if you are unable to attend the meeting.

By Order of the Board of Directors,

Milan Panic
Chairman of the Board

ICN PHARMACEUTICALS, INC.

3300 Hyland Avenue
Costa Mesa, California 92626

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
MAY 29, 2002

To the Stockholders of
ICN Pharmaceuticals, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of ICN Pharmaceuticals, Inc., a Delaware corporation (the Company), will be held at ICN Pharmaceuticals, Inc., 3300 Hyland Avenue, Costa Mesa, California 92626, on May 29, 2002, at 10:00 a.m., local time, for the following purposes:

1. To elect three directors, to hold office until the 2005 Annual Meeting of Stockholders and thereafter until their successors are elected and qualified.
2. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on April 9, 2002 will be entitled to notice of and to vote at the meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,

Milan Panic
Chairman of the Board

Gregory Keever
Secretary

Dated: May , 2002

PLEASE MARK, DATE, SIGN AND RETURN THE ENCLOSED GOLD PROXY IN THE ACCOMPANYING ENVELOPE, WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. YOUR BOARD ALSO URGES YOU NOT TO SIGN ANY PROXY CARDS SENT TO YOU BY THE DISSIDENT STOCKHOLDERS. EVEN IF YOU HAVE PREVIOUSLY SIGNED A PROXY CARD SENT TO YOU BY THE DISSIDENT STOCKHOLDERS, YOU CAN REVOKE IT BY SIGNING, DATING AND MAILING THE ENCLOSED GOLD PROXY CARD IN THE ACCOMPANYING ENVELOPE.

ICN PHARMACEUTICALS, INC.

3300 Hyland Avenue
Costa Mesa, California 92626

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 29, 2002

This Proxy Statement is being mailed on or about May [], 2002, to stockholders of ICN Pharmaceuticals, Inc. (the Company or ICN) in connection with the solicitation of proxies by the ICN Board of Directors for use at the Annual Meeting of Stockholders to be held on May 29, 2002, or any adjournments or postponements thereof (the Annual Meeting), for the purposes set forth in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders.

When a proxy in the form enclosed with this Proxy Statement is returned properly executed, the shares represented thereby will be voted at the Annual Meeting in accordance with the directions indicated thereon or, if no direction is indicated, the shares will be voted in accordance with the recommendations of the Board of Directors. A stockholder who executes and returns the enclosed proxy may revoke it at any time prior to its exercise by giving written notice of such revocation to the Chairman of the Board of the Company, at the address of the Company, by revoking it in person at the Annual Meeting or by voting at the Annual Meeting. Stockholders may also revoke a prior proxy by executing a later-dated proxy and submitting it to any person; provided that such person ultimately delivers such later dated proxy to the Secretary of the Annual Meeting. Attendance at the Annual Meeting by a stockholder who has executed and returned the enclosed proxy does not alone revoke the proxy. If shares are held by a broker or other intermediary, a properly executed proxy from the record holder of such shares must be presented in order to vote such shares at the Annual Meeting.

VOTING SECURITIES

Only stockholders of record at the close of business on April 9, 2002 will be entitled to notice of and to vote at the Annual Meeting. As of the close of business on April 9, 2002, there were outstanding 83,816,672 shares of the Company's common stock, par value \$.01 per share (the Common Stock), held of record by approximately 6,872 stockholders, each of which shares is entitled to one vote at the Annual Meeting.

ELECTION OF DIRECTORS

The Amended and Restated Certificate of Incorporation of the Company provides that the Board of Directors be divided into three classes of directors. Three directors are to be elected at the 2002 Annual Meeting, each to serve until the 2005 Annual Meeting of Stockholders and until his successor is elected and qualified. The nominees of the Board of Directors are Senator Birch E. Bayh, Jr., Abraham E. Cohen and Ms. Rosemary Tomich (the ICN Nominees). Senator Bayh has been a director of ICN (or its predecessor company) since 1992. Mr. Cohen was appointed to the Board of Directors on April 10, 2002, upon the resignation of Alan F. Charles from the Board of Directors. Ms. Tomich has been a director of ICN since 2001. If for any reason any nominee should not be available for election or be unable to serve as a director, the accompanying proxy will be voted for the election of such other person, if any, as the Board of Directors may designate. The Board of Directors has no reason to believe that any nominee will be unavailable for election or unable to serve.

When a proxy in the form enclosed with this Proxy Statement is returned properly executed, unless marked to the contrary, such proxy will be voted in favor of our three nominees listed above. If any other matters are properly presented at the Annual Meeting for action, which is not presently contemplated, the proxy holders will vote the proxies (which confer discretionary authority upon such holder to vote on such matters) in accordance with their best judgment.

The presence, in person or by proxy, of the holders of a majority of the Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting. The affirmative vote of a plurality of the votes cast by the holders of the Common Stock present, in person or represented by proxy at the Annual Meeting and entitled to vote their Common Stock, is required to elect directors. Abstentions and broker non-votes in connection with the election of directors shall have no effect on such matters since directors are elected by a plurality of the votes cast at the Annual Meeting.

The Board of Directors of the Company recommends that the stockholders vote FOR the election of the three nominees for director proposed by your Board, Senator Bayh, Mr. Cohen and Ms. Tomich. Franklin Mutual Advisors, LLC, Iridian Asset Management LLC and certain of their affiliates (the Dissident Stockholders) are seeking to elect the following persons to the Board: Richard H. Koppes, Robert W. O Leary and Randy H. Thurman (the Dissident Stockholders Nominees). The nominations of the Dissident Stockholders Nominees are in opposition to the nominations of Senator Bayh, Mr. Cohen and Ms. Tomich proposed by your Board. YOUR BOARD BELIEVES THAT THE ELECTION OF THE DISSIDENT STOCKHOLDERS NOMINEES WOULD NOT BE IN YOUR BEST INTEREST.

INFORMATION CONCERNING NOMINEES AND DIRECTORS

The Board of Directors currently consists of twelve members and will consist of nine members after this election: Senator Bayh, Mr. Cohen and Ms. Tomich are standing for election for terms expiring in 2005. Messrs. Jean-Francois Kurz, Milan Panic and Roderick M. Hills are serving until the 2003 Annual Meeting of Stockholders. Messrs. Edward A. Burkhardt and Steven J. Lee and General Ronald R. Fogleman are serving until the 2004 Annual Meeting of Stockholders. Set forth below with respect to each director is certain personal information, including the present principal occupation and recent business experience, age, year commenced service as a director of the Company (including service as a director of a predecessor company) and other corporate directorships.

Mr. Alan F. Charles, a director of the Company since 1986, resigned from the Board of Directors of the Company on April 10, 2002. He remains as Executive Vice President, Corporate Relations of the Company, a position he assumed in December 2001. Mr. Charles' resignation was consistent with the Company's long standing policy to limit the number of Company employees on the Board. Mr. Cohen became a director upon Mr. Charles' resignation. Dr. Roger Guillemin, a director of the Company since 1989, resigned from the Board of Directors of the Company and became a member of the board of directors of Ribapharm Inc. (Ribapharm), a majority owned subsidiary of the Company, upon completion of the initial public offering of the common stock of Ribapharm on April 17, 2002 (the Ribapharm Offering). Dr. Guillemin's resignation was consistent with the Company's intention that no person would serve as a director of both the Company and Ribapharm. Mr. Hills' appointment by the Board as a director became effective upon Dr. Guillemin's resignation.

Messrs. Norman Barker, Jr., Adam Jerney and Stephen D. Moses, whose terms expire in 2002, are not seeking re-election.

On October 19, 2000, the Company entered into an agreement with Special Situations Partners, Inc. (SSP) pursuant to which the Company agreed to hold the 2001 Annual Meeting of Stockholders no later than May 30, 2001 and the 2002 Annual Meeting of Stockholders no later than May 29, 2002. The agreement also provides that the Company will cause the size of the Board to be reduced to nine (9) members by no later than the 2002 Annual Meeting of Stockholders. The agreement provides that this reduction is to be accomplished by reducing to three the number of directors to be elected at each annual meeting of stockholders beginning with the 2000 Annual Meeting of Stockholders and that the number of directors elected at the 2001 and 2002 Annual Meetings in no event constitute less than two-thirds of the Board; and the Company would not impede or prevent any qualified person from soliciting proxies, making stockholder proposals or nominating directors at the 2001 and 2002 Annual Meetings. In accordance with the agreement with SSP, the Company has amended its By-laws to incorporate the provisions specified above.

On October 19, 2000, the Company and Relational Investors LLC, on its own behalf and on behalf of each of its affiliates (collectively, Relational), entered into an agreement in which Relational agreed to withdraw nominees for election at the 2000 Annual Meeting. The Company and Relational further agreed that David H. Batchelder would resign as a director of the Company if the Company requested him to do so prior to the 2000 Annual Meeting. If Relational determined that the Company had not made sufficient progress in executing its restructuring, then Relational had the right to request that the Company cause a nominee designated by Relational to be appointed to, as well as nominated for election to, the class of directors with a term expiring at the 2004 Annual Meeting, and if that nominee is not elected as a director at the 2001 Annual Meeting, then the Company would appoint that nominee to the Board of Directors. Mr. Batchelder resigned from the Board of Directors on October 25, 2000. On March 1, 2001, Relational requested that the Company nominate Mr. Batchelder for election at the 2001 Annual Meeting. On April 6, 2001, the Company advised Relational that it did not believe Relational was entitled to any right to board membership for two primary reasons. First, the correspondence received by the Company from Relational Investors LLC did not indicate that affiliates of Relational Investors LLC had made the determination for nominee designation as required by the terms of the agreement. Because the agreement was entered into by Relational Investors LLC on its own behalf and on behalf of each of its affiliates, a request for appointment of a nominee to the Board of Directors was not valid, in the Company's view, unless all of Relational Investors LLC's affiliates jointly requested the appointment. The Company was, therefore, unable to determine whether the conditions to Relational's rights under the agreement had been satisfied. Second, at the time the Company negotiated the agreement, it was the Company's opinion that Relational's desire to obtain a Board seat was based upon the fact that Relational was a significant stockholder of the Company. At that time, it was also implied to the Company that Relational would continue to remain a significant stockholder. However, based upon public filings, it was the Company's understanding that Relational had sold all but 100 shares of its Common Stock by that time. Based upon public filings, the Company does not believe that Relational owns any shares of Common Stock at this time. The Company, therefore, may have entered into the agreement based on misleading information concerning Relational's intentions. On April 19, 2001, Mr. Batchelder advised the Company that Relational disagreed with the Company's position and reserved all of its rights under the agreement, including, without limitation, those relating to specific performance. No further correspondence has been received by the Company from Relational on these issues. If it is ultimately determined by a court of competent jurisdiction that Relational is entitled to designate a nominee to be appointed to the Board of Directors, the Company will appoint such nominee to the Board of Directors. It is the Company's position that in this event the Board of Directors would have the right to determine the class of directors to which the Relational nominee would be appointed (however, the Company's right to do so may not be free from doubt). Under the Company's By-laws (as amended in accordance with the terms of the agreement with SSP), there will be no position available in the classes of directors whose terms expire at the 2003, 2004 or 2005 Annual Meeting of Stockholders, unless there is a vacancy, by resignation or otherwise, or the Board of Directors unanimously agrees to amend the By-laws (or is compelled by a court of competent jurisdiction to amend the By-laws).

Messrs. Burkhardt and Lee and General Fogleman were elected to the Board of Directors at the 2001 Annual Meeting of Stockholders for terms expiring at the 2004 Annual Meeting of Stockholders. These directors were nominated by the ICN Committee to Maximize Shareholder Value and were opposed by nominees selected by the Board of Directors. The members of the ICN Committee to Maximize Shareholder Value were these three directors, SSP and Providence Capital, Inc. (Providence). Providence is presently acting as financial advisor to the Dissident Stockholders.

On March 13, 2002, the Board appointed a Nominating Committee to consider the qualifications of potential candidates for election to the Board and to recommend candidates to the Board of Directors. The members of the Nominating Committee are General Fogleman, and Messrs. Burkhardt and Barker. General Fogleman and Mr. Burkhardt are stockholder nominated directors elected at the 2001 Annual Meeting. The Nominating Committee considered potential candidates to fill Dr. Guillemin's position (due to his then pending resignation upon completion of the Ribapharm Offering), Mr. Charles' position (due to his then pending resignation due to his appointment as an executive officer of the Company), and the three positions to be filled at the Annual Meeting. The Nominating Committee interviewed and reviewed the background and qualifications of various candidates

for election to the Board of Directors, including Senator Bayh and Messrs. Cohen, Koppes, O Leary, Thurman and Hills, as well as reviewing the background and qualifications of each of the members of the Board of Directors whose term is expiring at the Annual Meeting. The Nominating Committee made various interim reports to the Board and on April 2, 2002, as a result of recommendations by the Nominating Committee, the full Board appointed Mr. Hills a director of the Company, with such appointment becoming effective upon Dr. Guillemín's resignation at the time of the completion of the Ribapharm Offering.

The Nominating Committee made its final report to the Board on April 10, 2002. That report concluded that each of the aforementioned candidates interviewed by the Committee were qualified to serve as a director of the Board. Following that report, the Board unanimously determined that it would be in the best interests of ICN to nominate a slate of directors at the Annual Meeting consisting of: Senator Bayh and Messrs. Cohen and Koppes. At the same time, due to the resignation of Mr. Charles from the Board, the Board appointed Mr. Cohen to fill the remainder of Mr. Charles' term, which expires at the Annual Meeting. ICN's decision to nominate Mr. Koppes as a Board nominee was based, among other things, on the Company's belief that when Mr. Koppes met with the Board's Nominating Committee, it was with the express understanding that, if the Nominating Committee found him to be qualified to serve as a director, his name would be submitted to the Board for inclusion on the Board's slate of director nominees and, if elected on that slate, he would serve as a director.

However, as set forth below, on May 2, 2002, Mr. Koppes advised Mr. Panic that he refused to give his consent to being named in the Company's proxy materials as a nominee of the Board. At a Board meeting held on that same day, after hearing a report of the Nominating Committee that confirmed that Rosmary Tomich, a current director, was qualified to serve as a director, the Board unanimously determined to nominate her for election to the Board in lieu of Mr. Koppes.

The Company believes that the addition of Mr. Hills to the Board, together with the ICN Nominees, will bring diversified skills and professional experience to the Board that will complement the skills and professional experience of the remaining Board members.

Mr. Hills is the former Chairman of the SEC and was a Distinguished Faculty Fellow and lecturer in international finance at Yale University.

Senator Bayh served as a United States Senator from the State of Indiana for 18 years and has served on ICN's board since 1992.

Mr. Cohen has significant experience in the pharmaceutical industry, particularly in international markets where the Company has significant operations.

Ms. Tomich is an independent businesswoman with lengthy public company board experience and has served on ICN's board since 2001.

When combined with the election of the three stockholder nominated directors at the 2001 annual meeting, the election of the ICN Nominees at the Annual Meeting would result in five of the nine ICN directors having served on the Board for one year or less. All five of these directors would have had no relationship with the Company prior to being elected or appointed to the Board. Among these five new directors, three would be stockholder nominated directors. Milan Panic, our Chairman and Chief Executive Officer, would be the only management director.

After being notified of the Board's decision to nominate him, Mr. Koppes sent the following letter to the Company on April 16, 2002:

I understand from our telephone conversation last Thursday night that ICN is considering including me as part of the company's slate of nominees for election to the board at the upcoming annual meeting. I am honored that the company is considering such a nomination.

As you know, however, I have already agreed to be nominated, and I fully expect and intend to be nominated and supported, by Franklin Mutual Advisers and Iridian Asset Management, together with two other well-qualified gentlemen, Mr. Randy Thurman and Mr. Robert O Leary.

While neither I nor FMA or Iridian can object if ICN chooses not to oppose my candidacy, I should make my position clear. I have agreed to be nominated by FMA and Iridian because I share the concerns they have raised and believe in the positions they have advocated in their proxy materials and other communications with ICN. I intend to participate in the solicitation process in support of these positions and in favor of the election of the entire slate of FMA and Iridian's nominees (including myself) and thus against the election of any other persons.

Moreover, since I will not be supporting the company's nominees or its efforts to defeat the candidacies of FMA and Iridian's nominees, I cannot and will not permit ICN to suggest otherwise or to associate my name with any of its proxy solicitation materials or efforts to that effect.

Thank you in any event for your personal consideration. I look forward to serving on the ICN board with you.

On April 18, 2002, the Company sent the following letter to Mr. Koppes:

We were surprised by your letter to General Fogleman dated April 16, 2002.

When you met with our Nominating Committee in Chicago on April 2, 2002, we understood that the purpose of the meeting was to provide an opportunity for the Committee to meet you and determine whether you were qualified to serve as an ICN director and to report its findings to the ICN Board in connection with the selection by the ICN Board of its nominees for election to the Board at the May 2002 annual meeting. Thus your meeting with the Committee for purposes of potentially being nominated by the Board constituted consent to being nominated by the Company's Board of Directors for election at the May 2002 annual meeting. For you now not to agree to serve on the Company's slate casts in question the validity of your nomination by Iridian Asset Management and Franklin Management since no stockholder nominee is eligible for election as a director of ICN unless nominated in accordance with Article Ninth. We note that it is now too late for Iridian and Franklin to nominate under Article Ninth a replacement for you if you determine not to serve.

For your information, the Nominating Committee reported to the full ICN Board of Directors that you had advised them that you were willing to serve as an ICN director and have your name put to the Board for consideration by the Board for its slate and, if elected, you would be an independent director and you would act in the best interests of all stockholders, with no allegiance or understandings with any stockholder including Iridian or Franklin. Based in large part upon this representation from you as well as your credentials as a corporate governance advocate, the Board determined to nominate you for election as a director.

By nominating you as a director, we are not asking you to support any of our other nominees or agree in advance with any objectives of our Board or management. We would only be asking you to keep an open mind as to each issue presented to the Board of Directors and to vote on each matter in a manner that you believe to be in the best interests of the Company and its stockholders.

We do not believe that directors are elected to Board of Directors as a slate. In fact, under SEC rules, stockholders have the right to withhold their votes from one or more of the nominees. By including you in the ICN proxy statement as an ICN Board nominee, you will not be prevented from advocating the candidacy of Messrs. Thurman and O'Leary. In fact, ICN will disclose your intention in this regard in the ICN proxy statement so that no stockholder will be confused. However, we do urge you to keep an open mind, as you assured our Nominating Committee you would, before deciding which positions you will take.

We strongly believe that, subject to the establishment of fair and reasonable procedures such as those contained in our Restated Certificate of Incorporation, stockholders have the right to propose nominees for

our Board of Directors. In fact, we welcome such nominations. However, we do not believe it appropriate for any stockholder (including stockholders owning less than 10% of our stock) to demand that we either nominate all of their nominees or reject them all. We believe that the Board should have the ability to selectively choose one or more qualified stockholder nominees. Our board members have a fiduciary duty to all of our stockholder and not just the stockholders who propose nominees to the Board. For example, if more than one stockholder were to nominate candidates, a "take it or leave it" approach would not permit the Board to select candidates from among the various stockholder recommended slates.

We continue to believe that you would make an excellent addition to our Board. We also believe that the experience you bring to the Board would complement the experiences of our other directors. Furthermore, a majority of our directors would have been directors for one year or less and none of our new directors will have had any prior relationship with ICN.

Most importantly we trust that you will keep your promises to the Nominating Committee, that you will keep an open mind, that you have no agreements or understandings with Iridian or Franklin, and that if elected as a director will act in the best interests of all stockholders. Based on your consent delivered to the Company, your meeting with and representations to our Nominating Committee, and your continuing willingness to serve as a director of ICN if elected, ICN will put your name on its proxy card, solicit its stockholders vote for you and, if elected, will welcome you as a Board member. If you would like to meet with me or any of the current members of the Board, I would be happy to arrange such a meeting.

On April 22, 2002, Mr. Koppes sent the following letter to the Company:

I have read your preliminary proxy statement (and related press release), as well as Mr. Panic's letter to me reproduced therein. I was surprised to learn that despite the views expressed in my letter to General Fogleman, you've chosen the course you have.

Let me without delay reassure you that I am willing to serve as a director of ICN if elected and that, if elected, I will always act in what I believe to be the best interests of all of the shareholders. And I always keep an open mind.

There are, however, a number of statements in your letter and proxy materials to which I take exception.

I take strong exception to your conclusion that my participation in a brief meeting in Chicago with some members of your nominating committee constituted my consent to being included on a slate of ICN nominees.

I also disagree with your statement, and its implied threat, that were I not to agree to serve on the Company's slate I could not be properly nominated by Iridian or FMA. Your letter itself notes, not two paragraphs later, that directors are not elected to a board as a slate and your demand that I agree to serve on the Company's slate is wholly without merit. As you know, I agreed with Iridian and FMA to be nominated by them and gave them my consent, in precisely the terms called for by ICN's charter (to be named in the proxy statement and to serve as a director if elected). I stand by that agreement and that consent. All reasonable persons would understand that the proxy statement in question refers to that of the persons by whom a proposed nominee has agreed to be nominated (in my case, Iridian and FMA). The intent of this requirement (which mirrors the federal proxy rules) is, of course, to prevent the nomination of persons against their wishes.

As my letter to General Fogleman made clear, neither I nor Iridian or FMA object if you choose to fill out your slate by favoring my election. However, I do object if in doing so you create any confusion or implication (whether in your written proxy materials or your other solicitation efforts) that I am lending my

name, stature or reputation to the election campaign of the company or that I am supportive in any way of ICN's approach to corporate governance.

For example, it is not sufficient that you disclose in your materials merely that I intend to advocate the candidacy of Randy Thurman and Robert O'Leary. This misstates my intent. I intend, as my earlier letter clearly stated, to advocate the election of all of FMA and Iridian's nominees (including myself), as I believe the addition to the board of we three shareholder-nominated directors as a group is the best choice for ICN shareholders. Similarly, it is not sufficient that you disclaim any implication that I am supporting ICN's two candidates as this omits the fact that I intend to advocate against their election.

Finally, I must reiterate that I share, and will advance, the concerns raised by Iridian and FMA, including their skepticism at ICN's proxy season embrace of corporate governance principles.

I want to again indicate that I look forward to serving on the Board of ICN and working to improve its corporate governance and maximizing value for its shareholders.

On April 23, 2002, the Company sent the following letter to Mr. Koppes:

We received your letter of April 22, 2002 and are glad you are willing to serve as a director of ICN Pharmaceuticals, Inc.

While we differ with you on the issue of which candidates will best serve ICN at this time, we accept that you will advocate the candidacy of Randy Thurman, Robert O'Leary and yourself and advocate against the election of Senator Birch Bayh and Abraham Cohen as ICN directors.

We take comfort from the fact that you have not disavowed your prior promises to the Nominating Committee, that you will keep an open mind, that you have no agreements or understandings with Iridian or Franklin, and that if elected as a director (which we hope you will be) you will act in the best interests of all stockholders. In order to avoid any confusion as to your activities in connection with the upcoming annual meeting, we intend to publish your two letters in full in ICN's proxy statement.

The Company never received a response from Mr. Koppes to its April 23rd letter. However, the Company made changes to its preliminary proxy materials to accommodate the concerns set forth in Mr. Koppes' April 22nd letter.

On May 2, 2002, in anticipation of filing its definitive proxy statement, Mr. Panic sent the following letter to Mr. Koppes:

After learning that the ICN Board had nominated you as a candidate for election at the Company's 2002 annual meeting, you wrote to Gen. Fogleman stating in pertinent part . . . since I will not be supporting the company's nominees or its efforts to defeat the candidacies of FMA and Iridian nominees, I cannot and will not permit ICN to suggest otherwise or to associate my name with any of its proxy soliciting materials or efforts to that effect .

ICN responded to your letter by addressing your concerns when we stated: By nominating you as a director, we are not asking you to support any of our other nominees or agree in advance with any objectives of our Board or management. We would only be asking you to keep an open mind as to each issue presented to the Board of Directors and to vote on each matter in a manner you believe in the best interests of the Company and its stockholders.

We went on to state By including you in the ICN proxy statement as an ICN Board nominee, you will not be prevented from advocating the candidacy of Messrs. Thurman and O'Leary. In fact, ICN will disclose your intention in this regard in the ICN proxy statement so that no stockholder will be confused .

After having read our preliminary proxy materials which included those disclosures, you responded by letter, dated April 22, 2002, by stating in pertinent part: Let me without delay reassure you that I am willing to serve as a director of ICN if elected and that, if elected, I will always act in what I believe to be the best interests of all of the shareholders. And I always keep an open mind.

You went on to say, As my letter to General Fogleman made clear, neither I nor Iridian or FMA object if you choose to fill out your slate by favoring by favoring my election. However, I do object if in doing so you create any confusion or implication (whether in your written proxy materials or your other solicitation efforts) that I am lending my name, stature or reputation to the election campaign of the company or that I am supportive in any way of ICN's approach to corporate governance.

On April 23, 2002 the Company amended its proxy materials to address the concerns expressed in your April 23, 2002 letter and wrote you as follows:

We received your letter of April 22, 2002 and we are glad that you are willing to serve as a director of ICN Pharmaceuticals, Inc.

While we differ with you on the issues with which candidates will best serve ICN at this time, we accept that you will advocate the candidacy of Randy Thurman, Robert O Leary and yourself and advocate against the election of Sen. Birch Bayh and Abraham Cohen as ICN directors.

We take comfort from the fact that you have not disavowed your prior promises to the Nominating Committee, that you will keep an open mind, that you have no agreements or understandings with Iridian or Franklin, and that if elected as a director (which we will hope you will be) you will act in the best interests of all stockholders. In order to avoid any confusion as to your activities in connection with the upcoming annual meeting, we intend to publish your two letters in full in ICN's proxy statement.

The definitive proxy statement will contain the following disclosure (which language is also reflected in the preliminary proxy statement on file with the Commission):

Stockholders are advised that Mr. Koppes has stated, as set forth in his two letters, that he presently intends to solicit proxies on behalf of the Dissident Stockholders other two candidates, Messrs. O Leary and Thurman, as well as himself and to campaign against ICN's other two candidates, Senator Bayh and Mr. Cohen. Accordingly, Mr. Koppes' inclusion on ICN's proxy card and in ICN's proxy materials should not be taken as implying in anyway that he is supporting or soliciting shareholders to vote for the Board's other two candidates, Senator Bayh and Mr. Cohen.

We have not heard from you since our letter. Thus, we believe we have fully addressed all of your concerns. We are filing our definitive proxy materials. We have read your letters and subsequent silence to mean that if we addressed your concerns, as we have, that neither you nor Iridian or FMA object if [ICN] choose[s] to fill out [its] slate. Therefore, we have your consent to put your name in our proxy statement as a nominee of the Board of Directors of ICN and on our proxy card, and that you are willing to serve as a director if you are elected with ICN's other nominees. If we are wrong and you do object to our filling out our slate by including your name in our proxy statement as a nominee of the Board of Directors of ICN or that you will not serve as a director if elected with our other candidates, please advise promptly by calling: 714-545-0100 x 3000 and my assistant Aleksandra will put you through to me.

On May 2, 2002, Mr. Koppes left a message for Mr. Panic, which was confirmed on the same day by an e-mail from an attorney for the Dissident Stockholders, the text of which read: Mr. Koppes wants to confirm that he has never given his consent expressly or impliedly, and he does not now consent, to the inclusion of his name on the proxy card of ICN or to being named as a nominee of ICN in its proxy statement. He has communicated this fact to the [SEC] as well.

On May 2, 2002, Mr. Panic sent the following letter to Mr. Koppes:

I was both surprised and very disappointed when I was informed of the message you left my secretary that you had not given your consent to being named a nominee for the ICN Board in the ICN proxy statement. Frankly, I can not reconcile your statement that you have never given [your] consent expressly or implied with your previous statement to us that neither I nor Iridian or FMA object if you choose to fill out your slate by favoring my election. What were you not objecting to when you wrote those words?

ICN regrets that you have refused to give your consent to be named as a nominee of the Board in the Company's proxy statement. We were willing to allow you to run on the slates of both the Company and Iridian and FMA. You refused to consent despite your having met with ICN's nominating committee and your having made express representations to that committee as set forth in our prior letters to you as well as despite the unprecedented efforts made by the Board to accommodate your concerns.

It is now apparent to me that you were never willing to serve as a director of ICN unless Iridian and FMA's other candidates were also elected as well. Based upon your actions, we now believe that you share Iridian and FMA's view that the only way to avoid a proxy fight was to have accepted their candidates as the Company's slate on a take it or leave it basis. On this issue of corporate governance (i.e. whether a 10% shareholder should dictate a company's slate or whether a nominating committee and a board of directors should be able to assemble a slate of qualified nominees from both stockholders at large and a board), you and I fundamentally disagree.

If you were not going to give your consent to be nominated by the Board unless the other two candidates proposed by Iridian and FMA slate were also nominated by the Company or for whatever other reason you may have had for not giving us your consent, it would have been nice if you had expressed that view to the nominating committee when you met with them on April 2, 2002. Moreover, we would have expected a person of your background and stature to have been explicit and up front with us when we advised you that the Board had selected you to be on ICN's slate of nominees. Instead you sent us a series of ambiguous and conflicting letters over a 17-day period expressing your concerns, which concerns the Board then went to great and unprecedented lengths to address.

Simply put, you wasted our time. You waited until after we addressed all of your concerns, filed several versions of our preliminary proxy statements and agreed to respect your right to campaign against our other two candidates, Mr. Cohen and Senator Bayh. We even agreed to advise our shareholders that you were doing campaigning against our candidates. It was only after we had taken all of these actions that you chose to tell us that no matter what we did short of conceding to Iridian and FMA's unaltered demand that we nominate their entire slate you would not consent to being named as a nominee of the Board in the Company's proxy statement. I can only speculate about your motivations.

Name and Principal Occupation	Age	Year Commenced Serving as Director of the Company	Other Corporate Directorships
Nominees For Election			
BIRCH E. BAYH, JR., ESQ. (a)(b) Senator Bayh has been a partner in the Washington, D.C. law firm of Venable, Baetjer, Howard & Civiletti, LLP since May 2001. He was previously a senior partner in the Washington D.C. office of Oppenheimer, Wolff & Donnelly LLP from 1997 until May 2001, head of the Washington office of Bayh, Connaughton & Stewart, L.L.P. from 1991 until 1997 and Rivkin, Radler, Bayh, Hart & Kremer from 1985 until 1991, and a partner in the Indianapolis, Indiana and Washington, D.C. law firm of Bayh, Tabbert & Capehart from 1981 until 1985. Senator Bayh served as a United States Senator from the State of Indiana from 1963 until 1981.	74	1992	Simon Property Group
ABRAHAM E. COHEN Mr. Cohen is the retired Senior Vice President of Merck & Co. and President of the Merck Sharp & Dohme International Division (MSDI). He joined MSDI in 1957 and served in various capacities. He became the First Managing Director for Pakistan in 1962 and Regional Director for South Asia in 1964. He became Regional Director for Northern Europe in 1967 and was elected MSDI's Vice President for Europe in 1969. Mr. Cohen was elected Executive Vice President of MSDI's headquarters division in Rahway, New Jersey in 1974 and became President of the division in 1977. He was named to serve concurrently as a corporate Senior Vice President in 1982.	66	2002	Akzo Corporation; Teva Pharmaceutical Industries Ltd.; Vasomedical Inc.; NESS Corporation; Neurobiological Technologies, Inc.; Chugai Pharmaceuticals, Japan; Smith Barney (WorldFunds); Pharmaceutical Product Development, Inc.; Axonyx, Inc; Viragen, Inc
ROSEMARY TOMICH (a)(c)(d) Ms. Tomich has been owner of the Hope Cattle Company since 1958 and the A. S. Tomich Construction Company since 1970. She is also Chairman of the Board of Directors and Chief Executive Officer, Livestock Clearing, Inc. and was a founding director of the Palm Springs Savings Bank. Ms. Tomich is also a member of the Advisory Board of the University of Southern California School of Business Administration and on the Board of Councilors of the UCLA Foundation.	64	2001	Occidental Petroleum Corporation

Name and Principal Occupation	Age	Year Commenced Serving as Director of the Company	Other Corporate Directorships
Directors Whose Terms Expire in 2003			
MILAN PANIC (e) Mr. Panic, the founder of ICN, has been Chairman of the Board and Chief Executive Officer of ICN since its inception in 1960 and served as President until 1997. He was on a leave of absence from July 14, 1992 to March 4, 1993 while he was serving as Prime Minister of Yugoslavia and a leave of absence from October 1979 to June 1980.	72	1960	
RODERICK M. HILLS (a)(c) Mr. Hills has been a partner of the law firm of Hills & Stern since 1996 and Chairman of Hills Enterprises, Ltd., an international merchant-banking firm, since 1984. He was a consultant to Mudge, Rose, Guthrie, Alexander & Ferdon, Shea & Gould and Donovan, Leisure, Rogovin, Huges & Schiller at various dates between 1989 and 1995. He was a Distinguished Faculty Fellow and Lecturer in International Finance at Yale University School of Organization and Management from 1985 until 1987. He was Chairman, Sears World Trade, Inc. from 1982 until 1984. He was a partner of Latham, Watkins & Hills from 1978 until 1982. He was Chairman and Chief Executive Officer of Peabody Coal Company from 1977 until 1979. He was Chairman of the U.S. Securities and Exchange Commission from 1975 until 1977. He was Counsel to President Gerald Ford in 1975. He was Chairman and Chief Executive Officer of Republic Corporation from 1972 until 1975. He was a founder and partner of Munger, Tolles & Hills from 1962 until 1975. He was a professor at Harvard University School of Law and Harvard University School of Business from 1969 until 1970 and a visiting lecturer in law at Stanford University School of Law from 1960 until 1970.	68	2002	Orbital Sciences Corporation; Regional Market Makers, Inc.; Chiquita Brands International, Inc.
JEAN-FRANCOIS KURZ (e)(f) Mr. Kurz is Chairman of the Board of Banque Pasche S.A., Geneva. He was a member of the Board of Directors and the Executive Committee of the Board of DG Bank Switzerland Ltd. from 1990 to 1992. In 1988 and 1989, Mr. Kurz served as a General Manager of TDB American Express Bank of Geneva and from 1969 to 1988, he was Chief Executive Officer of Banque Gutzweiler, Kurz, Bungener in Geneva.	68	1989	Board of Banque Pasche S.A., Geneva

Name and Principal Occupation	Age	Year Commenced Serving as Director of the Company	Other Corporate Directorships
Directors Whose Terms Expire in 2004			
EDWARD A. BURKHARDT (c)(g)(h) Mr. Burkhardt has been the President of Rail World, Inc., since August 1999. From 1987 through August 1999, Mr. Burkhardt held a number of positions with Wisconsin Central Transportation Corporation, including Chairman, President and Chief Executive Officer.	63	2001	Baltic Rail Services OÜ; Eesti Raudtee (Estonian Railways); Wheeling & Lake Erie Railway
RONALD R. FOGLEMAN (a)(b)(g)(h) General Fogleman, United States Air Force (Retired), has been the President and Chief Executive Officer of Durango Aerospace, Inc., since 1998. Prior to joining Durango Aerospace, General Fogleman, who retired from the United States Air Force in September 1997, served as Chief of Staff to the United States Air Force from 1994 until 1997 and as Commander-in-Chief of the United States Transportation Command from 1992 until 1994.	60	2001	North American Airlines, a feeder airline for El Al; Rolls Royce of North America; International Airline Support Group, Inc.; Mesa Air Group, Inc.; World Airways, Inc.; AAR Corp.; Derco Aerospace Inc.; East Inc.; MITRE Corporation; Thales-Raytheon Systems
STEVEN J. LEE (a)(f)(g) Mr. Lee has been Chairman and Chief Executive Officer of PolyMedica Corporation since June 1996. From 1990 to 1996, he was President and Chief Executive Officer of PolyMedica Corporation.	54	2001	Kensley Nash Corporation; Fibersense Technology Corporation
Directors Not Standing For Re-Election			
NORMAN BARKER, JR.(d)(e)(f)(h) Mr. Barker is the retired Chairman of the Board of First Interstate Bank of California and Former Vice Chairman of the Board of First Interstate Bancorp. Mr. Barker joined First Interstate Bank of California in 1957 and was elected President and Director in 1968, Chief Executive Officer in 1971 and Chairman of the Board in 1973. He retired as Chairman of the Board at the end of 1985.	79	1988	TCW Convertible Securities, Inc.
ADAM JERNEY Mr. Jerney has been Chief Operating Officer since September 1994 and President of ICN since January 1997. He served as Chairman of the Board and Chief Executive Officer of ICN from July 14, 1992 to March 4, 1993 during Milan Panic's leave of absence. Mr. Jerney joined ICN in 1973 as Director of Marketing Research in Europe and assumed the position of General Manager of ICN Netherlands in 1975. In 1981, he was elected Vice President, Operations and in 1987 he became President and Chief Operating Officer of SPI Pharmaceuticals, Inc., then a subsidiary of the Company. He became President of the Company in 1997. Prior to joining ICN, he spent four years with F. Hoffmann-La Roche & Company.	60	1962	

Name and Principal Occupation	Age	Year Commenced Serving as Director of the Company	Other Corporate Directorships
STEPHEN D. MOSES (c)(d)(g) Mr. Moses is Chairman of Stephen Moses Interests and a member of the Board of Directors of Central Asian American Enterprise Fund, pursuant to appointment by the President of the United States. Formerly Chairman of the Board of Brentwood Bank, Los Angeles, California, and Chairman, President and C.E.O. of National Investment Development Corporation. He also serves on the Board of Councilors of the UCLA Foundation and is a Trustees emeritus of Franklin and Marshall College.	67	1988	The Central Asian-American Enterprise Fund; Steadfast Ventures, Inc.

- (a) Member of the Corporate Governance Committee
- (b) Member of the Science and Technology Committee
- (c) Member of the Audit Committee
- (d) Member of the Compensation and Benefits Committee
- (e) Member of the Executive Committee
- (f) Member of the Finance Committee
- (g) Member of the Communications and Compliance Committee
- (h) Member of the Nominating Committee

None of the directors are related by blood or marriage to one another or to an executive officer of the Company.

COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors has a standing Executive Committee, Audit Committee, Finance Committee, Science and Technology Committee, Compensation and Benefits Committee, Communications and Compliance Committee, Corporate Governance Committee, and Nominating Committee.

The current members of the Executive Committee are Messrs. Panic, Kurz and Barker. This Committee is empowered to act upon any matter for the Board of Directors, other than matters which may not be delegated under Delaware law. The Executive Committee held 4 meetings during the year ended December 31, 2001.

The current members of the Audit Committee, which held 10 meetings during the year ended December 31, 2001, include Messrs. Burkhardt, and Moses and Ms. Tomich. In addition, Mr. Hills became a member of this Committee when he was appointed to the Board. Its functions include recommending to the Board of Directors the selection of the Company's independent public accountants and reviewing with such accountants the plan and results of their audit, the scope and results of the Company's internal audit procedures and the adequacy of the Company's systems of internal accounting controls. In addition, the Audit Committee reviews the independence of the independent public accountants and reviews the fees for audit and non-audit services rendered to the Company by its independent public accountants. All members of the Audit Committee are independent, financially literate, and at least one member has accounting and financial management expertise.

The Compensation and Benefits Committee recommends to the Board of Directors the compensation and benefits for senior management and directors, including the grant of stock options. The current members of this Committee are Messrs. Barker and Moses and Ms. Tomich. This Committee held 10 meetings during the year ended December 31, 2001.

The Finance Committee oversees investment and commercial banking issues and investment guidelines. The current members of this Committee are Messrs. Barker, Kurz and Lee. This Committee held 2 meetings during the year ended December 31, 2001.

The Science and Technology Committee formulates and oversees the scientific and technology policy of the Company. The current members of this Committee are Senator Bayh and General Fogleman. Dr. Guillemin, formerly a member of this Committee, resigned from the Board of Directors upon completion of the Ribapharm Offering. This Committee held 2 meetings during the year ended December 31, 2001.

The Communications and Compliance Committee oversees the development of external communications policy for the Company in both the public relations and investor relations disciplines. In 2002, this Committee took on the added responsibility of overseeing the Company's compliance with the terms of a compliance program adopted by the Company in connection with a plea agreement with the United States Attorney for the Central District of California. See Certain Legal Proceedings. The current members of the Communications and Compliance Committee are Messrs. Burkhardt, Lee and Moses and General Fogleman. Mr. Charles had been a member of this Committee prior to his resignation from the Board of Directors on April 10, 2002. This Committee held 1 meeting during the year ended December 31, 2001.

The Corporate Governance Committee was formed in July 1995 and oversees the development of the Company's policies and procedures to insure the Company's adherence to good corporate governance for the benefit of the stockholders of the Company. On April 1, 2002 the Board of Directors adopted corporate governance guidelines recommended by this Committee. The guidelines are attached as Annex B to this Proxy Statement. The current members of this Committee are Mr. Lee, Senator Bayh, General Fogleman and Ms. Tomich. In addition, Mr. Hills became a member of this Committee when he was appointed to the Board. This Committee did not meet during the year ended December 31, 2001.

The Nominating Committee was formed on March 13, 2002. The Nominating Committee considers potential candidates for election to the Board of Directors, including nominees recommended by stockholders in accordance with the Company's Amended and Restated Certificate of Incorporation, and recommends candidates to the Board of Directors. The current members of the Nominating Committee are Messrs. Barker and Burkhardt and General Fogleman.

The Board of Directors met 9 times during 2001 and all of the directors attended at least 75% of the meetings (including meetings of committees on which they serve).

EXECUTIVE OFFICERS

The executive officers of the Company and subsidiaries are as follows:

<u>Name</u>	<u>Age</u>	<u>Title</u>
Milan Panic	72	Chairman of the Board and Chief Executive Officer
Adam Jerney	60	Director, President and Chief Operating Officer
Alan F. Charles	64	Executive Vice President, Corporate Relations
John E. Giordani	59	Executive Vice President and Chief Financial Officer
Gregory Kever	53	Executive Vice President, General Counsel and Corporate Secretary
Bill A. MacDonald	54	Executive Vice President, Strategic Planning
James G. McCoy	61	Executive Vice President, Human Resources
David C. Watt	49	Executive Vice President, Biomedicals
Johnson Y.N. Lau	41	President and Chief Executive Officer, Ribapharm Inc.

MILAN PANIC, the founder of ICN, has been Chairman of the Board and Chief Executive Officer of the Company since its inception in 1960 and President until 1997, except for a leave of absence from July 14, 1992 to March 4, 1993 while he was serving as Prime Minister of Yugoslavia, and a leave of absence from October 1979 to June 1980.

ADAM JERNEY has been our Chief Operating Officer since September 1994 and our President since January 1997. He has served as a director of ICN since 1992. He served as Chairman of the Board and Chief Executive Officer of ICN from July 14, 1992 to March 4, 1993 during Milan Panic's leave of absence (as discussed above). Mr. Jerney joined ICN in 1973 as Director of Marketing Research in Europe and assumed the position of General Manager of ICN Netherlands in 1975. In 1981, he was elected Vice President, Operations. Prior to joining ICN, he spent four years with F. Hoffmann-La Roche & Company.

ALAN F. CHARLES has been our Executive Vice President of Corporate Relations since December 2001 and Compliance Coordinator since February 2002. From 1986 until April 2002, he was a director of ICN. From 1993 until December 2001, he was an independent consultant in higher education management. From 1980 to 1993, he was Vice Chancellor of University Relations at the University of California, Los Angeles and served in various administrative capacities at that university since 1972.

JOHN E. GIORDANI has been our Executive Vice President and Chief Financial Officer since November, 2001. From January 2000 until November 2001, he was an Executive Vice President of the Company. He served as ICN's Executive Vice President and Chief Financial Officer from 1992 to January 2000. From June of 1986 until 1992, he was ICN's Senior Vice President and Chief Financial Officer. Prior to joining ICN, Mr. Giordani served as Vice President and Corporate Controller of Revlon, Inc. in New York from 1982 through 1986, and Deputy and Assistant Corporate Controller with Revlon from 1978 through 1982. He was with the public accounting firm of Peat, Marwick, Mitchell & Co. (now known as KPMG LLP) from 1969 to 1978.

GREGORY KEEVER joined ICN in July 2001 as our Executive Vice President, General Counsel and Secretary. Mr. Kever has also been a partner at the law firm of Coudert Brothers since 1997. Prior thereto, he was a partner at the law firm of Buchalter, Nemer, Fields and Younger, in Los Angeles, California, since 1995.

BILL A. MACDONALD has been our Executive Vice President, Strategic Planning since 1992. From 1987 until 1992, he was ICN's Senior Vice President, Taxes and Corporate Development. From 1983 until 1987, he was ICN's Vice President, Taxes and Corporate Development. From 1982 until 1983, he was ICN's Director of Taxes. From 1980 until 1982, he served as the Tax Manager of Petec Computer Corporation. From 1973 to 1980, he was Tax Manager and Assistant Treasurer of Republic Corporation.

JAMES G. MC COY joined ICN in August 2000 as Executive Vice President, Human Resources. From 1979 to June 2000, he was with Coopers & Lybrand/PricewaterhouseCoopers LLP. He was the managing partner for the financial cost management and middle market partners on the West Coast. Previously, he was Director of Human Resources, Strategic Planning and Accounting for Warner Elektra Atlantic Distribution Company, a subsidiary of Warner Communications. Prior to that time, he was with the public accounting firm Ernst & Ernst (now Ernst & Young) and Litton Industries, Inc.

DAVID C. WATT has been our Executive Vice President, Biomedicals since July 2001. From February 1994 until July 2001 he was Executive Vice President, General Counsel and Secretary of ICN. From 1992 until 1994, he was Senior Vice President, Law and Secretary of ICN. From December 1988 until January 1992, he was Vice President, Law and Secretary of ICN. From March 1988 until December 1988, he was Assistant General Counsel and Secretary. From 1986 to 1987, he was President and Chief Executive Officer of Unitel Corporation. He also served as Executive Vice President and General Counsel and Secretary of Unitel Corporation during 1986. From 1983 to 1986, he served with ICA Mortgage Corporation as Vice President, General Counsel and Corporate Secretary. Prior to that time, he served with Central Savings Association as Assistant Vice President and Associate Counsel from 1981 to 1983, and as Assistant Vice President from 1980 to 1981.

JOHNSON Y.N. LAU M.D., PH.D., became the President and Chief Executive Officer of Ribapharm upon the completion of the Ribapharm Offering on April 17, 2002. From March 2000 until April 2002, he was Senior Vice President, Research and Development of ICN. Before joining ICN, he was a Senior Director in Antiviral Research at the Schering-Plough Research Institute from 1997 until March 2000. He served as a faculty member at the University of Florida from 1992 to 1997. From 1989 to 1991, he served as a faculty member at the Institute of Liver Studies, King's College Hospital School of Medicine and Dentistry, University of London.

CERTAIN LEGAL PROCEEDINGS

On August 11, 1999, the United States Securities and Exchange Commission (the Commission or the SEC) filed a complaint in the United States District Court for the Central District of California captioned Securities and Exchange Commission v. ICN Pharmaceuticals, Inc., Milan Panic, Nils O. Johannesson, and David C. Watt, Civil Action No. SACV 99-1016 DOC (ANx) (the SEC Complaint). The SEC Complaint alleges that the Company and the individually named defendants made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading and engaged in acts, practices, and courses of business which operated as a fraud and deceit upon other persons in violation of Section 10(b) of the Securities Exchange Act of 1934, as amended, (the Exchange Act) and Rule 10b-5 promulgated thereunder. The SEC Complaint concerns public disclosures made by the Company with respect to the status and disposition of the Company's 1994 New Drug Application for ribavirin as a monotherapy treatment for chronic hepatitis C (the NDA). The FDA did not approve this new drug application. The SEC Complaint seeks injunctive relief, unspecified civil penalties, and an order barring Mr. Panic from acting as an officer or director of any publicly-traded company. A pre-trial schedule has been set which requires the end of discovery by August 1, 2002, and the commencement of trial on May 6, 2003. The Company and the SEC appeared before a settlement judge, for the purpose of settlement negotiations. Pending completion of these negotiations, the courts have stayed discovery for 90 days. There can be no assurance that the SEC litigation will be settled by mutual agreement or what the amount of any settlement may ultimately be. In the event a settlement is not reached, the Company will vigorously defend any litigation.

On December 17, 2001, the Company pleaded guilty in the United States District Court for the Central District of California to a single felony count for securities fraud for omitting to disclose until February 17, 1995, the existence and content of a letter received from the FDA in late 1994 regarding the unapprovable status of the Company's 1994 NDA for ribavirin as a monotherapy treatment for chronic hepatitis C. This guilty plea was entered pursuant to a plea agreement with the United States Attorney for the Central District of California to settle a six-year investigation. The Company paid a fine of \$5,600,000 and became subject to a three-year term of

probation. The plea agreement provides that the Office will not further prosecute the Company and will not bring any further criminal charges against the Company or any individuals, except one non-officer employee of the Company, relating to any matters that have been the subject of the investigation and will close its investigation of these matters. The conditions of the probation require the Company to create a compliance program to ensure no future violations of the federal securities laws and to pre-clear with the FDA any public communication by the Company concerning any matter subject to FDA regulation. The terms of the compliance program include the Company retaining an expert to review its procedures for public communications regarding FDA matters and to develop written procedures for these communications. The compliance program also requires preparation of an annual report by the expert on the Company's compliance with the written procedures and annual certification by the Company's management that the Company is complying with the expert's recommendations.

In April 2001, Mr. Panic was advised that a private criminal proceeding was instituted against him in Switzerland by Tito Tettamanti alleging defamation regarding certain comments Mr. Panic was alleged to have made in Switzerland concerning Mr. Tettamanti. In Switzerland, a private criminal action proceeding is prosecuted by an aggrieved party who must himself bring charges against the accused. A district attorney or other government prosecutor is not involved in this proceeding. No further correspondence concerning this proceeding has been received by the Company.

OWNERSHIP OF THE COMPANY S SECURITIES

Principal Stockholders

The following table sets forth certain information regarding the beneficial ownership of the Common Stock and the percent of shares owned beneficially by beneficial owners of more than 5% of the outstanding shares of the Common Stock:

Identity of Owner or Group	Number of Shares and Nature of Beneficial Ownership of ICN Common Stock	Percentage of Class
Salomon Smith Barney Holdings Inc. and Citigroup Inc.(1)	7,879,870(1)	9.6%
Iridian Asset Management, LLC and Franklin Mutual Advisers LLC(2)	8,450,030(2)	10.22%

- (1) This information is obtained from a Schedule 13G, dated February 13, 2002, filed with the SEC by Salomon Smith Barney Holdings Inc. (SSB Holdings) and Citigroup Inc. (Citigroup), the parent holding company of SSB Holdings. SSB Holdings reports shared voting power and shared dispositive power over 7,760,193 shares. Citigroup reports shared voting power and shared dispositive power over 7,879,870 shares. SSB Holdings principal business address is 388 Greenwich Street, New York, NY 10013. Citigroup s principal business address is 399 Park Avenue, New York, NY 10043.
- (2) This information is obtained from a Schedule 13D, as amended through April 9, 2002, filed with the SEC by the following entities: Iridian Asset Management LLC (Iridian) an investment advisor; LC Capital Management, LLC (LC Capital), the controlling member of Iridian; CL Investors, Inc. (CL Investors), the controlling member of LC Capital; COLE Partners LLC (COLE); Iridian Private Business Value Equity Fund, L.P. (Iridian Private Business); David L. Cohen and Harold J. Levy, controlling stockholders of CL Investors; and Franklin Mutual Advisers LLC (FMA), an investment advisor and indirect wholly owned subsidiary of Franklin Resources, Inc. (FRI). The Schedule 13D states that Iridian and FMA filed the Schedule 13D jointly because on March 8, 2002 they reached an agreement to consult with each other in connection with their respective investment in the Common Stock (including in connection with the acquisition, disposition and voting of the Common Stock) and with respect to ICN generally and also to share certain expenses incurred by them in connection with their respective investments in the Common Stock and their joint efforts to maximize the value thereof. The information also reflects disclosure made by the Dissident Stockholders in a Schedule 14A filed with the SEC on April 18, 2002.

According to the Schedule 14A, Iridian reports beneficial ownership of 4,996,357 shares of Common Stock and may also be deemed to beneficially own all shares of Common Stock owned beneficially by David L. Cohen, Harold J. Levy or FMA. According to the Schedule 13D, each of the LC Capital and CL Investors report s hared voting power and shared dispositive power over 4,714,557 shares and disclaims beneficial ownership of Common Stock held by FMA, FRI or Providence. Each of COLE and Iridian Private Business report shared voting power and shared dispositive power over 108,500 shares and disclaims beneficial ownership of Common Stock held by FMA, FRI or Providence. According to the Schedule 14A, each of Messrs. Cohen and Levy report beneficial ownership of 5,089,357 shares of Common Stock and may also be deemed to beneficially own all shares of Common Stock owned beneficially by Iridian or FMA. According to the Schedule 13D, each of Messrs. Cohen and Levy also report shared voting power and shared dispositive power over 93,000 shares held by First Eagle Fund of America pursuant to their employment with Arnhold & S. Bleichroeder Advisors, Inc. (A&SB), an investment adviser, and an investment advisory agreement between A&SB and First Eagle Fund of America. According to the Schedule 14A, FMA reports sole voting power and sole dispositive power over 3,360,673 shares and may also be deemed to beneficially own all shares of Common Stock owned beneficially by Iridian, David L. Cohen or Harold J. Levy. The principal business address of Iridian is 276 Post Road West, Westport, CT 06880-4704. The principal business address of FMA is 51 John F. Kennedy Parkway, Short Hills, NJ 07078.

Ownership by Management

The following table sets forth, as of March 31, 2002, certain information regarding the beneficial ownership of the Common Stock and the percent of shares owned beneficially by each current director, each director nominee nominated by the Board of Directors and each Named Executive Officer (as defined below) and all directors and executive officers of the Company as a group:

Identity of Owner or Group	Number of Shares and Nature of Beneficial Ownership of ICN Common Stock(1)	Percentage of Class
Norman Barker, Jr	165,567(2)	*
Birch E. Bayh, Jr	112,295(3)	*
Edward A. Burkhardt	250,000	*
Abraham E. Cohen		
Ronald R. Fogleman	1,000	*
Roderick M. Hills		
Adam Jerney	1,077,184(4)	1.3%
Jean-Francois Kurz	143,278(5)	*
Steven J. Lee	25,000	*
Stephen D. Moses	94,562(6)	*
Milan Panic	2,568,051(7)	3.1%
Rosemary Tomich	3,750(8)	(2)
Bill A. MacDonald	85,032(9)	*
Richard A. Meier	436,750(10)	*
David C. Watt	93,650(11)	*
Directors and executive officers of the Company as a group (21 persons)	5,367,147(12)	6.2%

* Less than 1% of the outstanding
Common Stock.

- (1) Except as indicated otherwise in the following notes, shares shown as beneficially owned are those as to which the named persons possess sole voting and investment power. However, under the laws of California and certain other states, personal property owned by a married person may be community property which either spouse may manage and control, and the Company has no information as to whether any shares shown in this table are subject to community property laws.
- (2) Includes 160,438 shares of ICN common stock which Mr. Barker has the right to acquire within 60 days upon the exercise of stock options.
- (3) Includes 107,538 shares of ICN common stock which Sen. Bayh has the right to acquire within 60 days upon the exercise of stock options.
- (4) Includes 575,615 shares of ICN common stock which Mr. Jerney has the right to acquire within 60 days upon the exercise of stock options.
- (5) Includes 143,278 shares of ICN common stock which Mr. Kurz has the right to acquire within 60 days upon the exercise of stock options.
- (6) Includes 90,391 shares of ICN common stock which Mr. Moses has the right to acquire within 60 days upon the exercise of stock options.
- (7) Includes 1,624,912 shares of ICN common stock which Mr. Panic has the right to acquire within 60 days upon the exercise of stock options.
- (8) Includes 3,750 shares of ICN common stock which Ms. Tomich has the right to acquire within 60 days upon the exercise of stock options.
- (9) Includes 83,000 shares of ICN common stock which Mr. MacDonald has the right to acquire within 60 days upon the exercise of stock options.
- (10) Includes 426,745 shares of ICN common stock which Mr. Meier has the right to acquire within 60 days upon the exercise of stock options.
- (11) Includes 91,576 shares of ICN common stock which Mr. Watt has the right to acquire within 60 days upon the exercise of stock options.
- (12) Includes 3,613,390 shares of ICN common stock which directors and executive officers as a group have the right to acquire within 60 days upon the exercise of stock options.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires ICN's executive officers and directors, and persons who own more than ten percent of a registered class of ICN's equity securities, to file reports of ownership and changes in ownership with the Commission and the New York Stock Exchange. Such executive officers, directors and stockholders are required by Commission regulation to furnish ICN with copies of all Section 16(a) forms they file.

Based on its review of the copies of such forms received by ICN, or written representations from certain reporting persons that no Forms 5 were required for those persons, ICN believes that during fiscal year 2001 all filing requirements applicable to its executive officers, directors and ten percent beneficial owners were timely satisfied with the exception of Adam Jerney, who filed a late Form 4.

EXECUTIVE COMPENSATION AND RELATED MATTERS

Summary Compensation Table

The following table sets forth the annual and long-term compensation awarded to or paid to the Chief Executive Officer and the four most highly paid executive officers of the Company (the Named Executive Officers), for services rendered to the Company in all capacities during the years ended December 31, 2001, 2000 and 1999.

Name and Principal Position	Annual Compensation			Long-term Compensation (1)	
	Year	Salary (\$)	Bonus (\$)	Securities Underlying Options (#) (2)	All Other Compensation (\$)
Milan Panic	2001	901,446	1,009,612	300,000	186,053(3)
Chairman and	2000	750,366	478,700		235,053
Chief Executive Officer	1999	701,277	413,821	100,000	304,157
Adam Jerney	2001	587,586	287,200	110,000	13,739(4)
President and	2000	452,572	253,400		24,802
Chief Operating Officer	1999	422,940	450,000	30,000	28,797
Richard A. Meier(5)	2001	427,793	380,300	80,000	36,992(6)
Executive Vice President	2000	320,000	163,000		9,700
	1999	246,128	155,000	150,000	10,590
David C. Watt	2001	368,000	300,300	80,000	15,996(7)
Executive Vice President	2000	320,000	163,000		7,752
Biomedicals	1999	224,700	150,000	30,000	7,363
Bill MacDonald	2001	368,000	225,300	80,000	15,287(8)
Executive Vice President	2000	320,000	163,000		11,352
Strategic Planning	1999	222,600	96,433	30,000	7,778

- (1) In addition to stock options, certain Named Executive Officers hold restricted shares pursuant to the Company's Long Term Incentive Plan (the LTIP). The restricted shares were granted in 1998 and vest 25% per year, starting one year from the date of grant. At December 31, 2001, 25% of the 1998 grants had not vested. The aggregate number of these unvested shares of restricted stock held by the Named Executive Officers and the value thereof (based upon the closing price of Common Stock on the New York Stock Exchange of \$33.50 on December 31, 2001) were: Mr. Panic, 30,564 shares, \$1,023,894; Mr. Jerney, 9,169 shares, \$307,162; Mr. Watt, 6,113 shares, \$204,786 and Mr. MacDonald, 6,113 shares, \$204,786. Dividends are paid on the restricted shares to the same extent paid on the Common Stock, and are held in escrow until the related shares are vested.
- (2) Includes grants of options to purchase shares of Common Stock during the year indicated.
- (3) Consisted of the following: Company-paid premiums for executive medical (\$4,334) and life insurance (\$9,552), interest in respect of a company provided loan (\$150,755) and legal expenses (\$21,412). Mr. Panic is also indemnified by the Company for legal expenses in connection with the SEC Complaint. See Certain Legal Proceedings. In 1996, the Company entered into a split dollar life insurance arrangement, pursuant to which the Company pays the premiums on a life insurance contract owned by Mr. Panic. In 2001, the Company did not pay any premiums on this split dollar life insurance.
- (4) Consisted of the following: Company-paid premiums for executive medical (\$4,083) and life insurance (\$4,472), executive membership (\$792), and matching contributions to the Company's 401(k) plan (\$4,392).
- (5) Mr. Meier resigned as Executive Vice President of the Company effective April 1, 2002.
- (6) Consisted of the following: Company-paid premiums for executive medical (\$6,423) and life insurance (\$854), vacation payout (\$24,615) and matching contributions to the Company's 401(k) plan (\$5,100).
- (7) Consisted of the following: Company-paid premiums for executive medical (\$9,300) and life insurance (\$1,596), and matching contributions to the Company's 401(k) plan (\$5,100). Mr. Watt is also indemnified by the Company for legal expenses in connection with a SEC complaint. See Certain Legal Proceedings.
- (8) Consisted of the following: Company-paid premiums for executive medical (\$7,539) and life insurance (\$2,648), and matching contributions to the Company's 401(k) plan (\$5,100).

In June 1996, the Company made a short-term loan to Mr. Panic, the Company's Chairman and CEO, in the amount of \$3,500,000 for obligations arising from the settlement by the Company and Mr. Panic of a litigation to which Mr. Panic and the Company were parties. This litigation involved a claim by a former employee of the Company of alleged sexual harassment against her by Mr. Panic and the Company. During August 1996, this amount was repaid to the Company. In connection with this transaction, the Company guaranteed \$3,600,000 of demand debt of Mr. Panic with a third party bank, which is renewable by Mr. Panic annually until repaid. In addition to the guarantee, the Company deposited \$3,600,000 with this bank as collateral to Mr. Panic's debt, which will remain in place until such time as Mr. Panic repays his obligation to the bank. This deposit is recorded as a long-term asset on the Company's consolidated balance sheet. The Company is not aware of the time frame in which Mr. Panic expects to repay this obligation. Interest paid by the Company on behalf of Mr. Panic was charged to Mr. Panic as compensation expense and amounted to \$150,755, \$160,916 and \$163,166 for the years ended December 31, 2001, 2000 and 1999, respectively. The Company recognized interest income on the deposit of \$109,511, \$124,330 and \$126,097 for the years ended December 31, 2001, 2000 and 1999, respectively. Mr. Panic has provided collateral to the Company's guarantee in the form of a right to the proceeds of the exercise of options to acquire 150,000 shares with an exercise price of \$15.17 and the rights to a \$6,400,000 life insurance policy provided by the Company pursuant to a split dollar insurance agreement between the Company and Mr. Panic. In the event of any default on the debt to the bank, the Company has recourse that is limited to the collateral described above. Both the transaction and the sufficiency of the collateral for the guarantee were approved by the Board of Directors.

In January 2001, the Company made a loan to Mr. Adam Jerney, President and Chief Operating Officer of the Company, of \$1,197,864 as part of a program adopted by the Board of Directors of the Company to encourage directors and officers of the Company to exercise stock options (the "Stock Option Program"). The loan was collateralized by 41,427 shares of Common Stock and due in January 2003. This loan was repaid in full in April 2002. This loan had an interest rate of 5.61% per annum and was non-recourse with respect to principal and full recourse to Mr. Jerney with respect to interest. In April 2001, the Company made a loan to Mr. Panic of \$2,731,519 as part of the Stock Option Program. The loan is collateralized by 286,879 shares of Common Stock and is due in April 2004. This loan bears interest at a rate of 4.63% per annum compounded annually. Interest is payable annually. This loan is non-recourse with respect to principal and full recourse to Mr. Panic with respect to interest.

In January 2002, Mr. Panic exchanged 197,409 stock options with an exercise price of \$17.99 and 169,578 stock options with an exercise price of \$26.24 for 99,291 shares of Common Stock. The Company will record a compensation expense of \$3,000,000 in the first quarter of 2002 as a result of these exchanges. The Company made a short-term loan to Mr. Panic in connection with the exchange of options and LTIP award equal to \$1,335,833. This loan was repaid in full in April 2002. This loan had an interest rate of 2.8% per annum payable annually. In addition, in January 2002 Mr. Panic exercised options to purchase 522,407 shares at \$17.99 by the exchange of 314,423 shares of Common Stock owned by him (based upon the then market price of the Common Stock of \$29.89). In March 2002, Mr. Panic exercised options to acquire 95,640 shares at \$21.96, all of which he sold in open market transactions at \$29.68 per share.

On April 10, 2002, after considering the recommendation of the Compensation and Benefits Committee (which recommendation took into account a report prepared by Towers-Perrin), the Board of Directors approved the payment of cash bonuses aggregating \$50,000,000 to ICN directors, officers and employees upon completion of the Ribapharm Offering. The Board had previously considered paying bonuses in the form of options to acquire Ribapharm common stock upon completion of the Ribapharm Offering. However after taking various factors into consideration, including adverse reactions from various stockholders that included the Dissident Stockholders, the Board decided to pay these bonuses in the form of cash. These bonuses were paid to recognize and reward the diligence and perseverance of ICN's officers, directors and employees in developing the business that became Ribapharm as well as facilitating the completion of the Ribapharm Offering. Bonuses totaling approximately \$47.8 million were paid on April 17, 2002. The Named Executive Officers received the following bonuses: Milan Panic \$33,050,000; Adam Jerney \$3,000,000; Bill MacDonald \$2,000,000 and David C. Watt \$1,000,000. No payment was made to Richard Meier since he resigned from the Company on April 1, 2002. In addition, each of the nine non-executive directors who were in office at the time bonuses were granted received a

payment of \$330,500. The Company does not believe that these bonuses would be subject to the excise tax imposed under Section 4999 of the Internal Revenue Code (relating to golden parachute payments) if Messrs. Thurman and O Leary are elected at the Annual Meeting. However, since in that event these payments would have been made within 12 months of a change in control for purposes of Section 4999, there can be no assurance that the Internal Revenue Service would not take a contrary position.

Option Grant Information

The following table sets forth information with respect to options to purchase shares of Common Stock granted to Named Executive Officers in 2001.

OPTION GRANTS IN LAST FISCAL YEAR

Name	Number of Securities Underlying Options Granted(1)	Percent of Total Options Granted to Employees in Fiscal Year(2)	Exercise Price	Expiration Date	Grant Date Present Value(3)
Milan Panic	100,000	3.3%	\$ 23.4375	1/19/11	\$ 1,048,740
Milan Panic	200,000	6.6%	\$ 21.6000	3/22/11	\$ 1,933,040
Adam Jerney	50,000	1.7%	\$ 23.4375	1/19/11	\$ 524,370
Adam Jerney	60,000	2.0%	\$ 21.6000	3/22/11	\$ 579,912
Richard A. Meier	30,000	1.0%	\$ 23.4375	1/19/11	\$ 314,622
Richard A. Meier	50,000	1.7%	\$ 21.6000	3/22/11	\$ 483,260
David C. Watt	30,000	1.0%	\$ 23.4375	1/19/11	\$ 314,622
David C. Watt	50,000	1.7%	\$ 21.6000	3/22/11	\$ 483,260
Bill MacDonald	30,000	1.0%	\$ 23.4375	1/19/11	\$ 314,622
Bill MacDonald	50,000	1.7%	\$ 21.6000	3/22/11	\$ 483,260

- The options granted have ten-year terms. The options granted to the executive officers (excluding Mr. Panic) vest and become exercisable according to the following schedule: 25% on the first anniversary of the date of grant and 25% on each of the next succeeding three anniversary dates of the grant date. Upon a change in control of ICN (as such term is defined under the Company's 1998 Stock Option Plan (the "Option Plan")), these options will vest immediately and become fully exercisable and may be surrendered for cancellation within 60 days after the change in control for a cash payment generally equal to the excess of the fair market value of the aggregate Common Stock subject to any outstanding option over the aggregate purchase price for such stock. Upon a termination of a holder's employment following a change in control, any outstanding options will generally remain exercisable for one year after the date of termination. The grants received by Mr. Panic were vested as of the date of grant. All options were granted with an exercise price equal to the fair market value of the underlying shares on the date of grant.
- A total of 3,009,685 options were granted to employees, including the Named Executive Officers (but excluding non-employee directors), during 2001.
- Based on the Black-Scholes option pricing model adapted for use in valuing executive stock options. The actual value, if any, an executive may realize will depend on the excess of the stock price on the date the option is exercised over the exercise price. There is no assurance the value realized by an executive will be at or near the value estimated by the Black-Scholes model. The estimated values under that model are based on assumptions as to variables such as interest rates, stock price volatility and future dividend yield.

Aggregated Option Exercises and Fiscal Year-End Option Values

The following table sets forth information regarding (i) stock option exercises by the Named Executive Officers during 2001 and (ii) unexercised stock options held by the Named Executive Officers at December 31, 2001:

Aggregated Option Exercises In 2001 and December 31, 2001 Option Values

Name	Shares Acquired on Exercise	Value Realized (2)	Number of Unexercised Securities Underlying Options at December 31, 2001 (#)		Value of Unexercised In-the-Money Options at December 31, 2001 \$(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Milan Panic	336,146	\$ 4,879,006	2,384,946		\$ 35,067,713	\$
Adam Jerney	264,944	5,243,689	619,091	137,500	12,412,852	1,316,500
Richard A. Meier	10,005	132,895	121,745	180,000	1,887,922	2,378,437
David C. Watt	99,387	2,107,493	88,816	106,250	857,390	996,250
Bill MacDonald			44,250	106,250	69,574	996,250

(1) Based upon the fair market value of the shares of Common Stock on December 31, 2001 (\$33.50) less the exercise price payable per share.

(2) Based upon the fair market value of the shares of Common Stock at the date of exercise less the exercise price paid for such shares.

Compensation of Directors of ICN

Members of the Board of Directors of ICN, other than employees, were paid an annual fee of \$30,000, payable quarterly, plus a fee of \$1,000 for every Board meeting and committee meeting attended. These directors are also reimbursed for their out-of-pocket expenses in attending meetings. In addition, non-employee directors on each April 18th are granted options to purchase 15,000 shares, pursuant to the terms of the Option Plan, at an exercise price equal to the fair market value on the date of grant.

Certain Employment Agreements

On March 18, 1993, the Board of Directors of ICN adopted employment agreements which contained change in control benefits for five then current key senior executive officers of ICN and its affiliates. The executives included the following Named Executive Officers: Messrs. Jerney, Watt and MacDonald. In addition, the Company entered into an employment agreement with Mr. Meier, former Executive Vice President, on December 31, 1998, containing substantially identical provisions to the agreements with Messrs. Jerney, Watt and MacDonald. As noted above, Mr. Meier resigned as Executive Vice President of the Company, effective April 1, 2002. ICN also has similar employment agreements with five other key executives who are not Named Executive Officers. The employment agreements with the Named Executive Officers and those with the five other key executives are collectively referred to as the Employment Agreements.

The Employment Agreements are intended to retain the services of these executives and provide for continuity of management in the event of any actual or threatened change in control. Each Employment Agreement with Messrs. Jerney, Watt and MacDonald had an initial term which ended March 30, 1996. The Employment Agreement with Mr. Meier had an initial term extending through December 31, 2000. The Employment Agreements automatically extend for one year terms each year thereafter unless either the executive

or ICN elects not to extend it by providing ninety days advanced notice to the other (provided that any notice by ICN not to extend the agreement cannot cause the agreement to be terminated prior to the expiration of the third anniversary of the date of a change in control). These Employment Agreements provide that each executive shall receive severance benefits equal to three times salary and bonus (and certain other benefits) if the executive's employment is terminated without cause, if the executive terminates employment for certain enumerated reasons following a change in control of ICN (including a significant reduction in the executive's compensation, duties, title or reporting responsibilities or a change in the executive's job location), or the executive leaves ICN for any reason or without reason during the sixty day period commencing six months after the change in control. The executive is under no obligation to mitigate amounts payable under the Employment Agreements.

For purposes of the Employment Agreements, a change in control generally means any of the following events:

the acquisition by any person of beneficial ownership of more than 25% of the combined voting power of our outstanding voting securities other than an acquisition directly from ICN or any of its subsidiaries;

the individuals serving on the existing board of directors of ICN as of May 29, 2001 and any new director (other than a director whose initial assumption of office is by reason of any agreement intended to avoid or settle any election contest or proxy contest or in connection with an actual or threatened contest, including but not limited to, a consent solicitation relating to the election of directors of ICN) whose appointment or election by the Board or nomination for election by the Company's stockholders was approved or recommended by the affirmative vote of at least two-thirds of the directors then still in office who either were directors on May 29, 2001 or whose appointment, election or nomination for election was previously so approved or recommended cease for any reason to constitute at least a majority of that board of directors;

the consummation of a merger or consolidation involving ICN or any of its direct or indirect subsidiaries if the stockholders of ICN immediately before the merger or consolidation do not, as a result of the merger or consolidation, own, directly or indirectly, at least 50% of the combined voting power of the then outstanding voting securities of ICN, the corporation resulting from the merger or consolidation or the ultimate controlling person of that entity; or

the approval by the shareholders of ICN of a complete liquidation or dissolution of ICN, or the consummation of an agreement for the sale or other disposition of all or substantially all of the assets of ICN.

If the Dissident Stockholders' Nominees are elected at the Annual Meeting, it is the Company's position that a change in control would be deemed to have occurred under the Employment Agreements. If the ICN Nominees are elected at the Annual Meeting, it is the Company's position that no change in control would be deemed to have occurred under the Employment Agreements.

In April 2002, after several months of consideration, the Compensation and Benefits Committee of the Board amended the Employment Agreements to make the change in control definition uniform in substantially all of the Company's benefit plans and agreements. The Panic Employment Agreement (as defined below) was not amended to reflect this changed definition. The amended Employment Agreements acknowledge that the Ribapharm Offering and the contemplated spin-off by the Company of its remaining interest in Ribapharm (the Spin-Off) will not, taken alone, constitute a sale of all or substantially all the assets of the Company for purposes of the definition of change in control. The Compensation and Benefits Committee has also taken action to provide a similar acknowledgement under the change in control definitions under the Option Plan and the LTIP.

Each Named Executive Officer would be entitled to receive the following amount if his employment agreement with the Company was terminated by the Company without cause, or by the executive with good

reason following a change in control or voluntarily by the executive during the sixty day period commencing eight months following a change in control (based upon present compensation): Adam Jerney approximately \$3,450,000; David C. Watt approximately \$2,100,000 and Bill MacDonald approximately \$1,875,000. If all of the Company's key senior executives were terminated following a change in control, the Company's aggregate severance obligation under the Employment Agreements (based upon present compensation) would be approximately \$15,500,000. This amount does not include severance amounts related to Mr. Meier since he resigned from the Company on April 1, 2002.

If any of these payments, along with any other benefits payable to the executives in connection with their termination, are subject to the excise tax imposed under Section 4999 of the Internal Revenue Code (relating to golden parachute payments), the executives will be entitled to receive an additional payment sufficient to cover all taxes (including the Section 4999 excise tax) imposed on the payment. This gross up provision was added to the Employment Agreements at the same time the change in control provisions were modified. The Board of Directors has asked for a report from the Compensation Committee concerning the gross up provision and the modification to the change in control provisions.

In addition, upon a change in control, the vesting of certain options and restricted stock granted to the executives would be accelerated. The value of the accelerated options and restricted shares would depend upon the market price of the shares of Common Stock at that time. If the vesting of any options or awards of restricted stock subject an executive to the excise tax imposed under Section 4999 of the Internal Revenue Code, the executives will be entitled to receive an additional payment sufficient to cover all taxes (including the excise tax) imposed on the payment. In addition, whether or not a change of control has occurred, the terms of the Option Plan provide that the executives may also be awarded a tax bonus, payable upon exercise of any option. The Option Plan further provides that the Compensation and Benefits Committee has full authority to determine the amount of any such tax bonus and the terms and conditions affecting the vesting and payment of any such bonus.

In addition, three executive officers of Ribapharm have employment agreements with Ribapharm. These agreements contain change in control provisions similar to the change in control definition in the Employment Agreements. These provisions will apply if there is a change in control in ICN prior to the spin off or a change in control of Ribapharm (other than as a result of the spin off). If these executive officers were terminated by Ribapharm without cause or by the executive for good reason following a change in control of Ribapharm, Ribapharm's aggregate severance obligation under these employment agreements (based upon present compensation) would be approximately \$3,500,000.

Chairman Employment Agreement

Milan Panic, the Company's Chairman of the Board and Chief Executive Officer, is employed under a contract (the Panic Employment Agreement) that provides for, among other things, certain health and retirement benefits. The contract is automatically extended at the end of each month (the most recent of that date being the Renewal Date), such that the contract will only terminate four years from such Renewal Date. The Company or Mr. Panic may cease the automatic renewal of the contract upon sixty-days prior written notice, in which case the agreement will terminate four years after the end of the sixty-day notice period. Mr. Panic, at his option, may provide consulting services upon his retirement and will be entitled, when serving as a consultant, to participate in the Company's medical and dental plans. The consulting fee shall not at any time exceed the base salary, as adjusted, paid to Mr. Panic prior to his retirement. Upon Mr. Panic's retirement, the consulting fee shall not be subject to further cost-of-living adjustments.

The base amount of salary for Mr. Panic was initially determined by the Compensation and Benefits Committee of the Board of Directors in 1988. In setting the base amount, the Compensation Committee took into consideration Mr. Panic's then-current base salary, the base salaries of chief executives of companies of similar scope and complexity and the Compensation and Benefits Committee's desire to retain Mr. Panic's services, given his role as founder of ICN. The Panic Employment Agreement provides that the annual salary, currently \$1,000,000, is to be increased by an amount equal to not less than 7% annually. No increase would be paid, however, if in the previous fiscal year ICN's earnings per share, as certified by ICN's independent accountants, either (i) decrease by an amount equal to or greater than fifty percent (50%) of the annual earnings per share

earned in the preceding fiscal year or (ii) reveal a loss, unless otherwise determined by the Board of Directors. The Panic Employment Agreement provides that during the period of his employment, Mr. Panic will not engage in businesses competitive with ICN without the approval of the Board of Directors. Mr. Panic may retire upon expiration of the term of the Panic Employment Agreement.

Upon retirement, Mr. Panic may, at his option, serve as a consultant to ICN for life for which he would be compensated at the rate of \$120,000 per year. This amount is subject to annual cost-of-living adjustments from the base year of 1967 until the date of retirement (currently estimated to be in excess of \$577,000 per year, as adjusted). The consulting fee shall not at any time exceed the highest annual compensation, as adjusted, paid to Mr. Panic during his employment by ICN. Upon Mr. Panic's retirement, the consulting fee shall not be subject to further cost-of-living adjustments. The Panic Employment Agreement includes a severance compensation provision in the event of a change in control of ICN (as defined below). The Panic Employment Agreement provides that if within two years after a change in control of ICN, Mr. Panic's employment is terminated by ICN (other than by reason of Mr. Panic's illness or incapacity), or if Mr. Panic leaves the employ of ICN (other than by reason of Mr. Panic's death, disability, or illness), then Mr. Panic will receive as severance compensation an amount equal to five times his annual salary, as adjusted, but only to the extent that ICN determines that such amount will not constitute a parachute payment as defined in Section 280G of the Internal Revenue Code, and Mr. Panic will be deemed to have retired and will receive the same consulting fees to which he would otherwise have been entitled under the Panic Employment Agreement for life. In addition, (i) Mr. Panic will be entitled to continue life insurance, disability, medical, dental and hospitalization coverage, (ii) all restrictions on outstanding awards granted to Mr. Panic will lapse, and all stock options and stock appreciation rights granted to Mr. Panic will become fully vested and exercisable, and (iii) Mr. Panic will also be entitled to receive a cash payment equal to the excess of the actuarial equivalent of his aggregate retirement benefits had he remained employed by ICN for an additional three years over the actuarial equivalent of his actual aggregate retirement benefit. A change in control of ICN will occur, for purposes of the Panic Employment Agreement, if (i) a change in control occurs of a nature which would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A under the Exchange Act (for purposes of that Item, control is defined as the power to direct or cause the direction of the management and policies of ICN, whether through the ownership of voting securities, by contract, or otherwise) unless two-thirds of the Existing Board of Directors, as defined below, decide in their discretion that no change in control has occurred for purposes of the agreement; (ii) any person is or becomes the beneficial owner, directly or indirectly, of securities of ICN representing 15% or more of the combined voting power of ICN's then outstanding securities; (iii) the persons constituting the Existing Board of Directors, as defined below, cease for any reason to constitute at least a majority of ICN's Board of Directors; or (iv) shares of ICN Common Stock cease to be registered under the Exchange Act. Existing Board of Directors is defined in the Panic Employment Agreement as those persons constituting the Board of Directors at the date of the Panic Employment Agreement, together with each new director whose election or nomination for election by ICN's stockholders was previously approved, or is approved within thirty days after such election or nomination, by a vote of at least two-thirds of the directors in office prior to such person's election as a director. If the Dissident Stockholders' Nominees are elected at the Annual Meeting, it is the Company's position that a change in control may be deemed to have occurred under the Panic Employment Agreement. If the ICN Nominees are elected at the Annual Meeting, it is the Company's position that no change in control would be deemed to have occurred under the Panic Employment Agreement. If Mr. Panic's employment is terminated under any of the circumstances described above following such a change in control, in addition to the consulting fee as described above, Mr. Panic would be entitled to receive (based upon present compensation) approximately \$10,000,000. In addition, upon a change in control, the vesting of restricted stock granted to Mr. Panic would be accelerated.

In addition, in 1996 the Company entered into a split dollar agreement with Mr. Panic, pursuant to which the Company pays the premiums on a life insurance policy owned by Mr. Panic. Under this agreement, the life insurance policy has been assigned to the Company as collateral for a Company-provided guarantee on a third party loan made to Mr. Panic in August 1996 and for the repayment of the premiums paid on the policy by the Company. See Compensation and Related Matters Summary Compensation Table. Upon Mr. Panic's death or the termination of the agreement (which generally has a ten-year term), the Company is entitled to a payment,

out of the life insurance death benefit or the policy's cash surrender value, in an amount equal to the sum of the premiums it has paid on the policy plus the amount the Company has paid the lender under its guarantee of the loan, plus the unpaid principal and interest on the loan. In addition, the Company pays the taxes (on a grossed-up basis) incurred by Mr. Panic in connection with the payment by the Company of the premiums on the life insurance policy. In February 2002, the Company prepaid premiums of approximately \$1,800,000 on the life insurance policy. The policy currently has a cash surrender value of approximately \$1,800,000 and a death benefit of approximately \$6,400,000.

The Company expects to finalize an additional split dollar agreement with Mr. Panic on substantially identical terms as in the 1996 agreement described above. The new life insurance policy pursuant to this split dollar agreement has a death benefit of \$3,400,000. An initial premium of \$85,000 has been paid on this policy.

Compensation Committee Interlocks and Insider Participation

The following statement made by the members of the Compensation and Benefits Committee (the Committee) shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, and shall not otherwise be deemed filed under such Acts. The Committee is composed of Messrs. Barker and Moses, and Ms. Tomich, each of whom is a non-employee director for purposes of Rule 16b-3 of the Exchange Act.

Compensation Committee Report

The Committee considers and recommends to the Board of Directors the base salary to be paid to the Chief Executive Officer, assists in the determination of the base salary for all other executive officers, makes recommendations to the Board of Directors with respect to the Company's overall compensation policies, administers and grants options and awards under the Amended and Restated 1998 Stock Option Plan and the Long-Term Incentive Plan with respect to executive officers, and performs such duties as the Board of Directors may from time to time request.

In establishing and administering the Company's compensation policies and programs, the Committee considered the compensation plans and arrangements of a peer group of companies with which the Company competes for customers and executive talent, including the levels of individual compensation for similarly situated executives of the peer group, as well as factors specifically relevant to the Company. The basic objective of the Committee is to formulate compensation policies and programs intended to attract, retain, and motivate highly qualified key employees, including executive officers. Compensation of executive officers and other key employees, including each of the Named Executive Officers, is comprised of three principal elements: (i) base salary, (ii) annual bonus and (iii) stock ownership.

Base Salary

The Committee believes that it is important to pay reasonable and competitive salaries. Generally, salaries are paid within certain grades which are established by the Human Resources Department of the Company after reviewing data of comparable companies in the same industry (prepared by Towers Perrin, a compensation consulting company). The Company's salary levels are in the median of compensation paid for similar positions in comparable companies. Grades are updated to reflect changes in the marketplace. The salary of an executive generally reflects his level of responsibility and position in the Company and is reviewed on an annual basis by a supervisory manager(s) and the Committee. To determine the grade level of an employee, the Board of Directors adopts an annual budget and financial plan which incorporates the goals and objectives to be achieved by the Company and its specific operating units. The goals focus on growth in operating income and growth in earnings per share. Each executive is responsible for the performance of their unit in relation to the plan. Specific goals and objectives for each executive are reviewed by the executive and his or her supervisor. In reviewing the

annual performance which will determine the executive's compensation, the supervisor assesses a performance grade based on the pre-set performance objectives. This assessment is used to determine base salary for the following year.

During 2001, each of the Named Executive Officers received base salary increases. These increases for the Named Executive Officers (other than Mr. Panic) were based upon each officer's individual services rendered, level and scope of responsibility and experience. Also taken into account was the relationship of the compensation of such officers to the compensation of officers occupying comparable positions in other organizations. Mr. Panic's 2001 base salary increase is discussed in the Chairman Employment Agreement portion of the Executive Compensation and Related Matters section hereof.

Bonus Plan

The Company has had for many years an Incentive Bonus Plan which is intended to provide a means of annually rewarding certain key employees, including each of the Named Executive Officers, based on the performance of the Company. The plan is based on target goals of growth in both operating income and earnings per share, and individual performance goals are compared against the target goals established. Recommendations are made by individual supervisors and approved by the Committee. Bonuses may be paid even when the objective standards are not met if specific contributions by an employee merit a bonus or the reasons for failure to meet the objective standards are beyond the control of the Company and/or the employee.

The Committee believes that this compensation approach allows management to focus on key business objectives in the short-term, and to support long-term performance through stock ownership (described below). Under the Incentive Bonus Plan, in 2001 management recommended for each executive officer a bonus based on the performance of regional divisions. The regional divisions are measured by performance as compared to the Company's business plan for the year. The target award percentage for Named Executive Officers (other than Mr. Panic) for 2001 ranged from 40% to 45% of salary, subject to adjustment. Mr. Panic's 2001 bonus is discussed in the Chief Executive Officer Compensation section below.

Equity Programs

The Committee believes that executive officers and other significant employees, who are in a position to make a substantial contribution to the long-term success of the Company and to build stockholder value, should have a significant stake in the Company's on-going success. This focuses attention on managing the Company as an owner with an equity position in the business and seeks to align these employees' interests with the long-term interests of stockholders. Accordingly, on May 27, 1998, at the Company's 1998 Annual Meeting of Stockholders, the stockholders approved the 1998 Stock Option Plan (a program developed for the Company by Towers Perrin) under which stock options are granted as long-range incentives to executives. The amount of options granted to any executive is tied to salary and performance, and no grant to an executive is automatic. Management recommends to the Committee those executives to whom options should be granted and the number of options to be granted to them. Generally, the number of options granted to an executive reflects his or her level of responsibility and position in the Company. To encourage executives to remain in the employ of the Company, options generally vest and become exercisable at an annual rate of 25% on the expiration of each of the first, second, third and fourth anniversaries of the date of grant. Each option generally has a term of ten years and is granted with an exercise price equal to the fair market value of the underlying shares of common stock on the date of grant. The Committee recommended and, on January 19, 2001 and March 22, 2001, the Company awarded options under the 1998 Stock Option Plan to purchase an aggregate of 350,000 shares of common stock to the Named Executive Officers (other than Mr. Panic).

On May 29, 1996, at the Company's 1996 Annual Meeting of Stockholders, the stockholders approved a Long Term Incentive Plan (LTIP) which provides for restricted stock awards to be granted to certain key officers and employees of the Company. Awards under the LTIP are made in the form of the annual grant of fair market value stock options pursuant to the ICN 1994 Stock Option Plan and then in restricted stock awarded

upon conclusion of a three-year performance period. Participants are eligible for awards of restricted stock based on the Company's excess market value which is defined as the Company's three year average total shareholder return in excess of the Standard and Poor's 500 three year average total shareholder return. Total shareholder return is defined as the appreciation of the stock price assuming all dividends were reinvested in the Company's stock. A pool will be created in the amount of six percent (6%) of the excess market value which will be granted in the form of restricted stock at the market value at the date of grant. No award will be granted if the Company's three year average total shareholder return does not exceed the three year average S&P 500 total shareholder return. Any restricted stock awarded under the LTIP vests at a rate of 25% per year starting one year after the date of grant. Only senior executives of ICN holding the positions of Chief Executive Officer, Executive Vice President, Senior Vice President and Regional Manager are eligible to participate in the LTIP. No grants of restricted stock were made to any Named Executive Officer in 2001.

Chief Executive Officer Compensation

The Committee determines the compensation of the Chief Executive Officer based on a number of factors. The goal of the Committee is to grant compensation consistent with compensation granted to other chief executive officers of companies in the same industry. The Chief Executive Officer's compensation is set forth in an employment agreement with the Company. The Committee's bases for such compensation is described in the Chairman Employment Agreement portion of the Executive Compensation and Related Matters section hereof. Special one-time bonuses will be paid, at the Committee's discretion, based on special contributions to the Company. Substantial bonuses are approved by the Board of Directors. In 2001, Mr. Panic received bonuses totaling \$1,009,612, based on the Company's performance in 2001. This amount was approved by this Committee. In addition, the Committee recommended and, on January 19, 2001, Mr. Panic was granted an option to purchase 100,000 shares of Common Stock with a per share exercise price of \$23.44. The Committee also recommended, and on March 22, 2001, Mr. Panic was granted an option to purchase 200,000 shares of Common Stock with a per share exercise price of \$21.60. The exercise prices each represent the fair market value of the Common Stock on the date of grant. These grants were determined by the Committee based on factors such as the Company's overall performance, Mr. Panic's individual performance and the compensation of similarly situated executives at comparable corporations.

Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code (the Code), which was enacted in 1993, generally disallows a federal income tax deduction to any publicly-held corporation for compensation paid in excess of \$1,000,000 in any taxable year beginning after January 1, 1994 to the chief executive officer and any of the four other most highly compensated executive officers who are employed by ICN on the last day of the taxable year. Section 162(m), however, does not disallow a federal income tax deduction for qualified performance-based compensation, the material terms of which are disclosed to and approved by the stockholders. The application of Section 162(m) is not expected to have a material impact on the Company.

Respectfully submitted,

Compensation and Benefits Committee
Norman Barker, Jr., Chairman
Stephen D. Moses
Rosemary Tomich

Audit Committee Report

The Audit Committee of the Board of Directors is providing this report to enable stockholders to understand how it monitors and oversees the Company's financial reporting process. The Audit Committee operates pursuant to an Audit Committee Charter that is reviewed and approved annually by the Board of Directors. A copy of the Audit Committee Charter, approved August 12, 1999, was included as Annex B to the Company's 2001 Proxy Statement.

This report confirms that the Audit Committee has: (i) reviewed and discussed the audited financial statements for the year ended December 31, 2001 with management and the Company's independent public accountants; (ii) discussed with the Company's independent public accountants the matters required to be reviewed pursuant to the Statement on Auditing Standards No. 61 (Communications with Audit Committees); (iii) reviewed the written disclosures letter from the Company's independent public accountants as required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees); and (iv) discussed with the Company's independent public accountants their independence from the Company.

Based upon the above review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2001 be included in the Company's Annual Report on Form 10-K for filing with the Commission.

Respectfully submitted,

Audit Committee
Stephen Moses, Chairman
Edward Burkhardt
Rosemary Tomich

PERFORMANCE GRAPH

The following graph compares ICN's cumulative total stock return on the Common Stock with the cumulative return on the Standard & Poor's Mid Cap 400 Index (S&P Mid Cap 400 Index), Standard and Poor's 500 Index (the S&P 500) and the 5-Stock Custom Composite Index (Composite Index) for the five years ended December 31, 2001. In prior years, the Company's stock performance graph compared the Company's stock performance with the S&P 500 Index. Because the Company is a component of the S&P Mid Cap 400 Index, the company will substitute the S&P Mid Cap 400 Index for the S&P 500 Index in subsequent years. The comparison of the Company's stock performance to the S&P 500 Index is included for historical purposes only and will not be included next year. The Composite Index consists of Allergan Inc., Elan Corporation plc, Forest Laboratories, Inc. Class A, Mylan Laboratories Inc. and Watson Pharmaceuticals Inc. In prior years, the Composite Index included ALZA Corporation rather than Elan Corporation plc. Since Johnson & Johnson acquired ALZA Corporation in 2001, ALZA Corporation has been removed from the Composite Index and replaced with Elan Corporation plc. Factors used in deciding to include Elan Corporation plc in the Composite Index included similarity of market capitalization, international presence and existence of branded products. The graph assumes an initial investment of \$100 on December 31, 1996 and that all dividends were reinvested.

CUMULATIVE TOTAL RETURN

Based on reinvestment of \$100 beginning December 31, 1996

	<u>Dec 96</u>	<u>Dec 97</u>	<u>Dec 98</u>	<u>Dec 99</u>	<u>Dec 00</u>	<u>Dec 01</u>
ICN Pharmaceuticals, Inc.	\$ 100	\$ 252	\$ 176	\$ 199	\$ 244	\$ 270
S&P Mid Cap 400 Index	\$ 100	\$ 130	\$ 153	\$ 174	\$ 202	\$ 199
Custom Composite Index (5 Stocks)	\$ 100	\$ 134	\$ 239	\$ 232	\$ 410	\$ 418
S&P 500	\$ 100	\$ 131	\$ 166	\$ 198	\$ 178	\$ 155

CERTAIN TRANSACTIONS

See Executive Compensation and Related Matters for information concerning outstanding loans to executive officers of the Company.

Venable, Baetjer, Howard & Civiletti, LLP, a law firm with which Senator Bayh is currently affiliated, billed the Company for legal fees of approximately \$119,481 in 2001. Oppenheimer, Wolff & Donnelly LLP, a law firm with which Senator Bayh was affiliated until May 2001, billed the Company for legal fees of approximately \$126,679 in 2001.

Coudert Brothers, LLP, a law firm of which our Executive Vice President, General Counsel and Corporate Secretary, Gregory Keever, is a member, billed the Company for legal fees of approximately \$3,677,703 in 2001.

INDEPENDENT PUBLIC ACCOUNTANTS

PricewaterhouseCoopers LLP was selected as the Company's independent public accountants for calendar year 2001. PricewaterhouseCoopers LLP will be present at the Annual Meeting and such representative will have an opportunity to make a statement if desired. Further, such representative will be available to respond to appropriate stockholder questions directed to him or her.

Audit Fees

The aggregate fees for professional services rendered by PricewaterhouseCoopers LLP for the audit of the Company's consolidated annual financial statements and the reviews of the financial statements included in the Company's Forms 10-Q for the year ended December 31, 2001 amounted to approximately \$2,191,000, of which an aggregate amount of approximately \$987,000 has been billed through December 31, 2001.

Financial Information Systems Design And Implementation Fees

The aggregate fees billed for professional services rendered by PricewaterhouseCoopers LLP for financial information systems and design or implementation for the year ended December 31, 2001 amounted to approximately \$128,000.

All Other Fees

In addition to the fees described above, aggregate fees of \$8,772,000 were billed by PricewaterhouseCoopers during the year ended December 31, 2001, primarily for the following professional services:

Audit-related services (a)	\$	6,293,000
Income tax compliance and related tax services	\$	2,372,000
Other (b)	\$	107,000

- (a) Audit related fees include fees for assistance with the following: the Ribapharm Offering, the contemplated public offering of ICN International AG, the filing of a Form S-4 related to the exchange offer for the Company's 8¾% Senior Notes due 2008, the private placement and subsequent registration of the Company's 6½% Convertible Subordinated Notes due 2008, various mergers and acquisition activities, the review of the Company's global cost accounting structure, the audit of the Schering-Plough license agreement royalty and the issuance of consents and comfort letters.
- (b) Other fees include fees for miscellaneous research items and other services performed.

The Audit Committee of the Company's Board of Directors has considered whether the provision of non-audit professional services rendered by PricewaterhouseCoopers LLP is compatible with maintaining their independence, and believes that the provision of such services is so compatible.

STOCKHOLDER PROPOSALS

The Company's Amended and Restated Certificate of Incorporation provides that stockholders seeking to bring business before an annual meeting of stockholders, or to nominate candidates for election as directors at an annual meeting of stockholders, must provide timely notice thereof in writing. To be timely, a stockholder's notice generally must be delivered to or mailed and received at our principal executive offices not less than 60 days or more than 90 days prior to the scheduled date of the annual meeting, regardless of any postponement, deferral or adjournment of that meeting. However, if less than 70 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be given not later than the close of business on the 10th day following the earlier of (i) the day on which the notice of the date of the meeting was mailed, or (ii) the day on which such public disclosure was made.

Any stockholder wishing to submit a proposal to be included in the proxy materials relating to the Company's 2003 Annual Meeting must submit such proposal to the Company so that it is received by the Company at its principal executive offices no later than [], 2003.

ANNUAL REPORT

The Annual Report to Stockholders for the year ended December 31, 2001 (including audited financial statements) is being mailed to stockholders with this Proxy Statement. The Annual Report does not form part of the material for the solicitation of proxies.

PROXY SOLICITATION

The costs of preparing and mailing this Notice and Proxy Statement and the enclosed form of proxy will be paid by the Company. In addition to soliciting proxies by mail, employees of the Company may, at the Company's expense, solicit proxies in person, by telephone, telegraph, courier service, advertisement, telecopier or other electronic means. The Company has retained Morrow & Company Inc. (Morrow) to assist in the solicitation of proxies. The Company will pay fees to Morrow not to exceed \$650,000, of which \$400,000 has been paid to date, plus reasonable out-of-pocket expenses incurred by them. Morrow will employ up to approximately 60 people to solicit proxies from the Company's stockholders. The Company will pay brokers, nominees, fiduciaries and other custodians their reasonable fees and expenses for forwarding solicitation material to principals and for obtaining their instructions.

The Company has retained UBS Warburg LLC (UBS Warburg) to act as its exclusive financial advisor in connection with the Annual Meeting. UBS Warburg's financial advisory services to the Company will include reviewing the business and operations of the Company, advising the Company on potential financial and strategic alternatives and providing other services as may be appropriate and mutually agreed upon by the Company and UBS Warburg. These other services will include UBS Warburg rendering strategic advice to the Company in connection with the Annual Meeting and assisting the Company in preparing and making financial presentations to the investment community. As the Company's exclusive financial advisor in connection with the Annual Meeting, UBS Warburg will receive a fee of \$1,000,000, as well as reimbursement of expenses. The Company also has agreed to pay to UBS Warburg an advisory success fee within two business days following the date of the Annual Meeting. The amount of the advisory success fee is to be mutually agreed upon in good faith by the Company and UBS Warburg. It is the parties' understanding that the advisory success fee would be up to \$5,000,000. In addition, the Company has agreed to indemnify UBS Warburg and related persons and entities against certain liabilities, including liabilities under the federal securities laws, arising out of UBS Warburg's engagement. Annex C sets forth information relating to UBS Warburg.

In addition to the engagement of Morrow and UBS Warburg described above, expenses related to the solicitation of stockholders in excess of those normally spent for an annual meeting and excluding the costs of potential litigation, are expected to aggregate approximately \$3,600,000, of which approximately \$1,400,000 has been spent to date. ANNEX A SETS FORTH CERTAIN INFORMATION RELATING TO THE COMPANY'S DIRECTORS, NOMINEES AND EXECUTIVE OFFICERS OF THE COMPANY WHO MAY BE SOLICITING PROXIES ON THE COMPANY'S BEHALF.

MISCELLANEOUS

The Board of Directors knows of no other matters which are likely to come before the Annual Meeting. If any other matters, of which the Board is not now aware, should properly come before the Annual Meeting, it is intended that the person named in the accompanying form of proxy will vote such proxy in accordance with his best judgment on such matters.

By Order of the Board of Directors,

Milan Panic
Chairman of the Board

Costa Mesa, California

May , 2002

THE COMPANY WILL MAIL WITHOUT CHARGE UPON WRITTEN REQUEST A COPY OF ITS MOST RECENT ANNUAL REPORT ON FORM 10-K, INCLUDING THE FINANCIAL STATEMENTS, SCHEDULES AND A LIST OF EXHIBITS. REQUESTS SHOULD BE SENT TO: SECRETARY, ICN PHARMACEUTICALS, INC., 3300 HYLAND AVENUE, COSTA MESA, CALIFORNIA 92626.

**INFORMATION CONCERNING THE DIRECTORS, DIRECTOR NOMINEES AND CERTAIN OFFICERS OF THE COMPANY
WHO ALSO MAY SOLICIT PROXIES**

The following table sets forth certain information relating to the directors, nominees and executive officers of ICN Pharmaceuticals, Inc. (the Company) who also may solicit proxies from the Company's stockholders (Participants).

Directors

The principal occupations of the Company's directors and nominees for directors who are deemed Participants in the solicitation are set forth under the Election of Directors section of this Proxy Statement. The names and addresses of these persons are set forth below. For additional information concerning these persons see the Information Concerning Nominees and Directors section of this Proxy Statement.

<u>Name</u>	<u>Address</u>
Norman Barker, Jr.	9601 Wilshire Blvd., Suite 623 Beverly Hills, CA 90210
Birch E. Bayh, Jr.	Venable, Baetjer, Howard & Civiletti, LLP 1201 New York Avenue, N.W. Washington, D.C. 20005
Edward A. Burkhardt	Rail World, Inc. 8600 W. Bryn Mawr Ave., Suite 500N Chicago, IL 60631
Abraham E. Cohen	100 United Nations Plaza New York, NY 10017
Ronald R. Fogleman	Durango Aerospace, Inc. 406 Snowcap Lane Durango, CO 81303
Roderick M. Hills	Hills Enterprise Ltd. 1200 19th Street, NW Suite 201 Washington, D.C. 20036
Adam Jerney	*
Jean-Francois Kurz	Rue de l Eglise CH-1261 Trelex Switzerland
Steven J. Lee	PolyMedica Corporation 11 State Street Woburn, MA 01801
Stephen Moses	Stephen Moses Interests 3240 Provon Lane Los Angeles, CA 90034
Milan Panic	*
Rosemary Tomich	*

* Unless otherwise indicated, the Directors' address is ICN Pharmaceuticals, Inc. 3300 Hyland Avenue, Costa Mesa, California 92626.

Executive Officers

The Principal occupations of executive officers of the Company who may be deemed Participants are set forth under the Executive Officers section of this Proxy Statement. The principal business address of each such person is that of the Company, 3300 Hyland Avenue, Costa Mesa, California 92626.

Information Regarding Ownership of the Company's Securities By Participants

The number of shares of Common Stock held by directors and the executive officers is set forth under the Beneficial Ownership of Stock section of this Proxy Statement.

Information Regarding Transactions in the Company's Securities by Participants

The following table sets forth purchases and sales of the Company's securities by the Participants listed below since January 1, 2000. All transactions are in Common Stock.

Name	Date	Number of Shares Common Stock purchased or (sold/exchanged)	Footnote
Norman Barker, Jr			
Birch E. Bayh, Jr	03/15/02	8,478	(1)
	03/15/02	(3,721)	(2)
Edward A. Burkhardt		100,000	(3)
		10,000	(3)
	03/21/01 02/23/01	40,000	(3)
	02/22/01 02/12/01	100,000	(3)
Alan F. Charles		17,535	(1)
	03/15/02 03/15/02	(17,535)	(2)
Abraham E. Cohen			
Ronald R. Fogleman	03/28/01	1,000	(3)
Roderick M. Hills			
Adam Jerney		89,976	(1)
		(4,829)	(4)
		27,000	(3)
		(26,151)	(4)
	04/17/02	116,407	(1)
	09/26/01 09/20/01	16,571	(1)
	07/03/01 06/15/01	51,736	(1)
	01/22/01 01/22/01	38,803	(1)
	01/22/01	41,427	(1)
	01/22/01 07/13/00	179,953	(1)
	07/13/00	82,855	(1)
Jean-Francois Kurz		3,188	(1)
		(3,188)	(2)
	03/04/02 03/04/02	1,912	(1)
	03/06/00 03/06/00	(1,912)	(2)
Steven Lee			(3)
	03/14/01 03/13/01	10,000 15,000	(3)
Stephen D. Moses			
	03/19/02	3,868	(1)
	03/15/02	8,997	(1)
	03/15/02	(8,997)	(2)

Name	Date	Number of Shares Common Stock purchased or (sold/exchanged)	Footnote
Milan Panic	03/15/02	95,640	(1)
	03/15/02	(95,640)	(2)
	01/18/02	(169,578)	(7)
	01/18/02	20,701	(1)
	01/18/02	(197,409)	(1)
	01/18/02	(78,590)	(5)
	01/18/02	522,407	(1)
	01/18/02	(314,423)	(6)
	04/23/01	336,146	(1)
	04/05/01	(100,000)	(2)
	12/29/00	(20,900)	(7)
Rosemary Tomich			
John E. Giordani	11/20/01	5,188	(1)
	11/20/01	(5,188)	(2)
	06/08/01	19,750	(1)
	06/08/01	(19,750)	(2)
	06/08/01	1,594	(1)
	06/08/01	(1,594)	(2)
	06/08/01	2,071	(1)
	06/08/01	(2,071)	(2)
	12/17/00	(2,908)	(2)
	12/11/00	6,100	(1)
	12/11/00	(6,100)	(2)
	12/11/00	12,500	(1)
	12/11/00	(12,500)	(2)
	12/08/00	20,000	(1)
	12/08/00	(20,000)	(2)
	12/07/00	4,800	(1)
	12/07/00	(4,800)	(2)
	12/05/00	6,600	(1)
	12/05/00	(6,600)	(2)
02/28/00	6,376	(1)	
02/28/00	(6,376)	(2)	
Gregory Keever			
Bill A. MacDonald	11/19/01	(2,794)	(2)
	06/06/01	(3,000)	(2)
	11/29/00	(3,000)	(2)
	11/17/00	16,124	(1)
	11/17/00	(16,124)	(2)
	11/17/00	9,375	(1)
	11/17/00	(9,375)	(2)
	11/17/00	3,720	(1)
	11/17/00	(3,720)	(2)
	11/17/00	781	(1)
	11/17/00	(781)	(2)
Johnson Y.N. Lau M.D., Ph.D			
James McCoy			

Name	Date	Number of Shares Common Stock purchased or (sold/exchanged)	Footnote	
David C. Watt		(2,954)	(2)	
		35,990	(1)	
		(35,990)	(2)	
		8,478	(1)	
		(8,478)	(2)	
		4,000	(1)	
		(4,000)	(2)	
		18,750	(1)	
		(18,750)	(2)	
		32,250	(1)	
		03/12/02 03/12/02	(32,250)	(2)
		03/12/02 12/14/01	(2,862)	(2)
		12/14/01 12/14/01	23,481	(1)
		12/14/01 06/15/01	(23,481)	(2)
		06/15/01 06/15/01	12,428	(1)
		06/15/01 06/15/01	(12,428)	(2)
		06/13/01 06/13/01	(23,934)	(2)
	06/13/01 06/13/01	5,184	(1)	
	12/04/00 08/07/00	18,750	(1)	
	08/07/00 03/15/00	(3,806)	(2)	

- (1) Exercise of stock options.
- (2) Open market sale.
- (3) Open market purchase.
- (4) Shares remitted to ICN as payment on a loan made by ICN.
- (5) Surrender of stock options in connection with exercise of stock options.
- (6) Shares exchanged in connection with exercise of options.
- (7) Gift given.

Information Regarding Transactions in Securities of the Company's Subsidiaries by Participants

The following table sets forth purchases and sales of the common stock of Ribapharm Inc. (Ribapharm), a majority owned subsidiary of the Company, by the Participants listed below since January 1, 2000. No other purchases, sales or exchanges in securities of other subsidiaries of the Company have been made.

Name	Date	Number of Shares of Common Stock purchased or (sold/exchanged)	Footnote
Norman Barker, Jr			
Birch E. Bayh, Jr			
Edward A. Burkhardt			
Alan F. Charles			
Abraham E. Cohen			
Ronald R. Fogleman			
Roderick M. Hills			
Adam Jerney			
Jean-Francois Kurz			
Steven Lee			
Stephen D. Moses			
Milan Panic	4/12/02	1,000	(1)
Rosemary Tomich	4/19/02	2,000	(1)
John E. Giordani			
Gregory Keever			
Bill A. MacDonald			
Johnson Y.N. Lau M.D., Ph.D			
James McCoy			
David C. Watt			

(1) Open market purchase.

In addition, Dr. Lau received a grant of options to acquire 1,200,000 shares of Ribapharm common stock. This grant was made at the time of completion of the Ribapharm initial public offering. These options have an exercise price of \$10.00 per share, a term of 10 years and a vesting schedule of 25% each year, commencing on the first anniversary of grant. However, these options, even when vested, will not be exercisable until the earlier of the completion of the tax free distribution by the Company of its shares of Ribapharm common stock or September 30, 2003.

Miscellaneous Information Concerning Participants

Except as described in this Annex A or in this Proxy Statement, none of the Participants nor any of their respective affiliates or associates (together, the Participant Affiliates), (i) directly beneficially owns any shares of Common Stock or any securities of any subsidiary of the Company or (ii) has had any relationship with the Company in any capacity other than as a shareholder, employee, officer or director. Furthermore, except as described in this Annex A or in this Proxy Statement, no Participant or Participant Affiliate is either a party to any transaction or series of transactions since January 1, 2000, or has knowledge of any currently proposed transaction or series of transactions, (i) to which the Company or any of its subsidiaries was or is to be a party, (ii) in which the amount involved exceeds \$60,000, and (iii) in which any Participant or Participant Affiliate had or will have, a direct or indirect material interest. Except as described in this Annex A or in this Proxy Statement, no Participant or Participant Affiliate has any arrangement or understanding with any person (i) with respect to any future employment by the Company or its affiliates; or (ii) with respect to any future transactions to which the Company or any of its affiliates will or may be a party.

ICN PHARMACEUTICALS, INC. CORPORATE GOVERNANCE GUIDELINES

SELECTION AND COMPOSITION OF THE BOARD

I Nominating Committee

There is a nominating committee responsible for reviewing the Board for the appropriate skills and characteristics required of the Board members in the context of the current make-up of the Board. This assessment should include issues of judgment, diversity, age, and skills such as understanding of the business, international background all in the context of an assessment of the perceived needs of the Board at that point in time.

II Selection and Orientation of New Directors

The Board should be responsible for selecting its own members and in recommending them for election by the stockholders. The Board delegates the screening process involved to the Nominating Committee with the direct input from the Chairman of the Board and the Chief Executive Officer. The Board and the Company have a complete orientation process for new Directors that includes background material, meetings with senior management and visits to Company facilities.

III Extending the Invitation to a Potential Director to Join the Board

The invitation to join the Board should be extended by the Board itself via the Chairman of the Board and Chief Executive Officer of the Company, together with an independent director, when appropriate.

IV Nominating Committee Review of Board

The Nominating Committee in conjunction with the Chief Executive Officer will formally review each director's continuation on the Board every three years, preceding renomination. The Nominating Committee will give annually to the Board an assessment of the Board's performance as soon as practicable after the close of the fiscal year.

BOARD LEADERSHIP

V Selection of the Chairman and CEO

The Board should be free to make this choice any way that seems best for the Company at a given point in time.

VI Chairman of the Committee on Corporate Governance

The Chairman of the Committee on Corporate Governance will be an independent Director. The Chairman of the Committee, together with the members of that Committee, will develop the agenda for those regular sessions and periodically review the Board's governance procedures.

VII Mix of Management and Independent Directors

The Board believes that as a matter of policy, there should be a majority of Independent Directors.

BOARD COMPOSITION AND PERFORMANCE

VIII Board Definition of What Constitutes Independence for Directors

Independent directors are persons who are not employees, paid consultants or contractors for the company, or any persons related within two degrees of consanguinity to such ineligible persons. Directors are encouraged to own stock in the company.

IX Former Chairman/Chief Executive Officer's Board Membership

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the Chairman or CEO resigns from that position, he/she should submit his/her resignation from the Board at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chairman or CEO and the Board.

X Retirement Age

Retirement age is 70 for directors first appointed after July 1, 2002.

XI Board Compensation

It is appropriate for the staff of the Company to report once a year to the Compensation Committee on the status of Board compensation in relation to other companies. As part of a Director's total compensation and to create a direct linkage with corporate performance, the Board believes that a meaningful portion of a Director's compensation should be provided and held in common stock units. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with concurrence by the Board.

XII Board's Interaction with Investors, Media and the Public

The Board believes that the Management speaks for ICN Pharmaceuticals, Inc. Individual Board members may, from time to time at the request of the Management, meet or otherwise communicate with various constituencies. Comments from the Board are appropriate, in compliance with the company's existing policy relating to disclosure of corporate information; however, comments should, in most circumstances, come from the Chairman.

BOARD RELATIONSHIP TO SENIOR MANAGEMENT

XIII Regular Attendance of Non-Directors at Board Meetings

The Board welcomes the regular attendance at each Board meeting of non-Board members who are in the most senior management positions of the company.

XIV Board Access to Senior Management

Board members have complete access to ICN's management. It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operation of the Company. Furthermore, the Board encourages the Management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas and/or, (b) are managers with future potential that the senior management believes should be given exposure to the Board.

XV Selection of Agenda Items for Board Meetings

The Chairman of the Board/Chief Executive Officer will establish the agenda for each board meeting. Each board member is free to suggest the inclusion of item(s) on the agenda.

XVI Board Materials distributed in advance

Information and data that is important to the Board's understanding of the business will be distributed in writing to the Board before the Board meets. The Management will make every attempt to see that this material is as brief as possible while still providing the desired information.

XVII Board Presentations

Presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material.

COMMITTEE MATTERS

XVIII Number, Structure and Independence of Committees

From time to time, the Board may want to form a new committee or disband a current committee depending upon the circumstances. The current committees are Nominating, Corporate Governance, Executive, Finance, Audit, Compensation, Science and Technology, and Communications. Committee membership will consist only of Independent Directors, although the Chairman and Chief Executive Officer is a member of the Executive Committee and an ex-officio member of all other committees except Audit and Compensation.

XIX Assignment and Rotation of Committee Members

The Chairman and Chief Executive Officer shall consider the assignment of committee membership and submit its nominees to the full Board for approval.

XX Frequency and Length of Committee Meetings

The Committee Chairman, in consultation with committee members, will determine the frequency and length of the meetings of the Committee. Meetings will be called and meeting arrangements made by the Corporate Secretary.

XXI Audit Committee Independence

The Audit Committee consists entirely of independent directors. It shall dedicate a portion of each meeting to an executive session with the Company's outside auditors with no management present.

XXII Committee Agenda

The Chairman of the Committee, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda.

LEADERSHIP DEVELOPMENT

XXIII Formal Evaluation of the Chairman and the Chief Executive Officer

The independent Directors shall, as a committee, evaluate the performance of the Chief Executive Officer annually, and, as appropriate, communicate its conclusions to the Nominating Committee as well as the Chairman and Chief Executive Officer. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chairman and Chief Executive Officer.

XXIV Succession Planning

There should also be available, on a continuing basis, the Chief Executive Officer's recommendation of a successor should he/she be unexpectedly unable to serve, and the Chief Executive Officer should report to the Board annually on succession planning.

INFORMATION CONCERNING UBS WARBURG LLC

UBS Warburg LLC (UBS Warburg) does not admit that it or any of its directors, officers, employees, affiliates or controlling persons, if any, is a participant as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934, as amended, in the solicitation of proxies, or that Schedule 14A requires the disclosure of certain information concerning it or them. UBS Warburg's principal business address is 299 Park Avenue, New York, NY 10171.

UBS Warburg has provided financial advisory and investment banking services to the Company from time to time for which services they have received customary compensation. UBS Warburg and its affiliates engage in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the ordinary course of business, UBS Warburg and its affiliates may trade the debt and equity securities of the Company for their own account and the accounts of customers and, accordingly, may at any time hold a long or short position in such securities, or option contracts or other derivatives in or relating to such securities. UBS Warburg has informed the Company that, as of the close of business on April 18, 2002, UBS Warburg, for its own account, held a net long position of less than 1% of the outstanding shares of Common Stock and less than 1% of the outstanding principal amount of the Company's ~~6~~2% Convertible Subordinated Notes due 2008. UBS Warburg and certain of its affiliates also may have voting and/or dispositive power with respect to certain shares of Common Stock held in asset management, brokerage and other accounts. UBS Warburg and such affiliates disclaim beneficial ownership of such shares of Common Stock. Except as set forth above, to the Company's knowledge, UBS Warburg does not have any interest, direct or indirect, by security holdings or otherwise, in the Company.

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Gold Proxy Card

ICN PHARMACEUTICALS, INC.

**3300 HYLAND AVENUE, COSTA MESA, CALIFORNIA 92626
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS ON MAY 29, 2002**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
ICN PHARMACEUTICALS, INC.**

The undersigned hereby appoints Milan Panic and Gregory Keever as Proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all the shares of common stock of ICN Pharmaceuticals, Inc. (the Company) held of record by the undersigned on April 9, 2002 at the annual meeting of stockholders to be held at 10:00 a.m. P.D.T. on May 29, 2002 or any adjournments or postponements thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no instructions are indicated herein, this proxy will be treated as a grant of authority to vote FOR the nominees to the Board of Directors listed on the reverse side of this proxy card, and, with discretion, upon such other matters as may properly come before such meeting.

This proxy revokes all prior proxies given by the undersigned with respect to matters covered by this proxy and the voting of shares of common stock at the 2002 Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE COMPANY'S DIRECTOR NOMINEES.

(Continued, and to be signed, on the reverse side.)

Gold Proxy Card

x **Please mark your
Votes as in this
Example**

1. The Board of Directors of the Company recommends a vote "FOR" Birch E. Bayh, Jr., Abraham E. Cohen and Rosemary Tomich as directors of the Company.

FOR ALL NOMINEES LISTED ..	WITHHOLD AUTHORITY FOR ALL NOMINEES LISTED ..
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Instruction: To withhold authority to vote for any individual nominee(s), write the name(s) of such nominee(s) in the following space.

The undersigned acknowledges receipt of the copy of the Notice of Annual Meeting and Proxy Statement of the Company relating to the Annual Meeting.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS THAT YOU SIGN, DATE AND MAIL THIS PROXY CARD TODAY.

DATE: _____, 2002

SIGNATURE(S): _____

SIGNATURE(S): _____

TITLE: _____

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Please date this Proxy and sign exactly as your name appears herein. When there is more than one owner, all must sign, when signing as an attorney, executor, administrator, trustee, guardian, corporate officer or partner, sign full title as such. If a corporation, please sign in full corporate name by duly authorized officer. If a partnership, please sign in partnership name by a duly authorized person.