



NOTICE OF TERMINATION AND AMENDMENT OF ADR FACILITY FOR INNOCOLL AG SHARES

TO ALL HOLDERS AND BENEFICIAL OWNERS OF
INNOCOLL AG AMERICAN DEPOSITARY SHARES (“ADSs”).

DEPOSITARY:	CITIBANK, N.A.
COMPANY:	Innocoll AG, a company organized under the laws of the Federal Republic of Germany.
SHARES:	Ordinary shares of the Company.
ADS CUSIP NO.:	45780Q103.
ADS TICKER:	INN.L.
INNOCOLL IRELAND:	Innocoll Holdings plc, a public limited company formed under Irish law
NEW SHARES:	Ordinary shares of Innocoll Ireland.
ADS TO NEW SHARE RATIO:	1 ADS to 1 New Share.
DEPOSIT AGREEMENT:	Deposit Agreement, dated as of July 30, 2014 and as amended and supplemented from time to time, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs.
TERMINATION DATE:	March 15, 2016 or such later date on which the disclosed merger takes effect.
AMENDMENT DATE:	February 12, 2016.

CITIBANK, N.A. HEREBY GIVES NOTICE OF:

- The termination (“Termination”) of the American Depositary Receipts (“ADR”) facility for the ADSs effective as of the Termination Date and upon the terms set forth herein; and
- The amendment (“Amendment”) of the ADR facility, effective as of the Amendment Date and upon the terms set forth herein.

Pursuant to Section 6.2 of the Deposit Agreement, the Company has directed the Depository to terminate the ADR facility. As a result of the Termination and in accordance with the Deposit Agreement, holders of ADSs are requested to surrender their ADSs for cancellation and delivery of the corresponding New Shares of Innocoll Ireland based on the ratio of one (1) ADS for one (1) New Share of Innocoll Ireland.

In connection with the Termination, the Company, Continental Stock Transfer & Trust Company (“CST”) and the Depository have agreed to amend and supplement the Deposit Agreement to, *inter alia*, (i) eliminate the sale of Shares represented by ADSs not presented for cancellation in connection with the Termination without the Company's consent, (ii) provide for the transfer, as part of the Termination, of all New Shares issued to, and received by, the Depository in respect of former Shares underlying the ADR program to a custodial account held by CST, as exchange agent for the Termination, and (iii) provide that, as of the Termination Date, each holder of ADSs shall be entitled to receive the corresponding New Shares from CST, as exchange agent for the Termination, upon the terms set forth above.

The Depositary and the Company believe that the Amendment does not materially prejudice any substantial existing right of Holders or Beneficial Owners and, as a result, the Amendment will be effective as of the Amendment Date.

CST, as exchange agent, will be mailing separately a notice to Holders with ADRs (ADSs in certificated form) with instructions to transfer the relevant Innocoll Ireland Shares into their name following completion of the merger and the Termination. The address of CST, as exchange agent for the Termination is: Continental Stock Transfer & Trust Company, Attn: Corporate Actions, 17 Battery Place – 8th Floor, New York, New York 10004. If you have any questions about the above Termination, please call CST in its capacity as exchange agent for the Termination at 917-262-2378.

Citibank, N.A., as Depositary

February 12, 2016