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April 28, 2023

Board of Directors – All Members
Mallinckrodt Plc.
College Business & Technology Park, Cruiserath Road
Blanchardstown, Dublin 15, Ireland

Mr. Daniel Speciale
Chief Investor Relations Officer
Mallinckrodt Plc.
675 McDonnell Blvd.
St. Louis, MO 63042

Re: March 17, 2023, Investigation Report – Mallinckrodt Plc. (the “**Company**”)

Ladies and Gentlemen of the Board (the “**Board**”):

The Buxton Helmsley Group, Inc. (“**BHG**” or “**we**”) addresses you as a follow-up to BHG’s two open letters dated March 17, 2023 (both letters, together, the “**March 17, 2023, Open Letters**”).¹ As you are aware, one letter was addressed to this Company’s leadership (including this Board), and the other letter was specifically addressed to the U.S. Senate Finance Committee. As you are also aware, copies were delivered to parties including the U.S. Securities and Exchange Commission (the “**Commission**”), the Commission’s Division of Enforcement, various leaders and staff at the Commission, the Company’s auditors (Deloitte, who is once again copied on this message), and otherwise.

Within BHG’s March 17, 2023, Open Letters, we extensively laid out – over the course of approximately 35 pages – how the Company had not only apparently concealed billions of dollars in expenses from pre-reorganization financial statements (in stark violation of GAAP and Regulation S-X), but was also “strong[ly] evidence[d]” (through the Company’s own prior-professed “strong eviden[tiary]” standard) to be committing a mirroring scheme of multibillion-

¹ BHG’s March 17, 2023, Open Letters may be found at: <https://www.buxtonhelmsley.com/mnk/>

dollar asset value depreciation expense concealment, all over again, now post-reorganization, too. We also reported BHG's finding that your Chief Financial Officer, Bryan Reasons, at the time of these apparent violations of financial reporting obligations, is not even the Certified Public Accountant he is allowing (and continuing to allow, even after BHG's March 17, 2023, Open Letters) himself to be represented as on the Company's website. Mr. Reasons let his CPA certification lapse years ago, while allowing his executive profile to continue professing he "is a Certified Public Accountant" (in apparent violation of the Pennsylvania Code statutory provision to be cited shortly, which provides for possible disciplinary action related to this false representation of Mr. Reasons' certification/licensing). After all, what would be the point of continued licensing/certification and continued education requirements, when one could still claim they hold the license/certification without performing those required licensing/certification maintenance obligations?

Since BHG's March 17, 2023, Open Letters, the Company's investors (and multiple class-action law firms) have clearly indicated their perception of the disturbing matters raised by BHG. The Company's stock precipitously dropped approximately 44% in the days following BHG's March 17, 2023, Open Letters (with a slight relief in selling pressure over recent days, though that pressure appears to be picking up again), with several class-action law firms announcing preparations for class-action litigation over (very specifically) BHG's investigative findings. The Company's first- and second-lien bonds are now trading at record low levels (the Company's second-lien bond issues having published bids as low as forty-two cents on the dollar). The Company's shareholders are evidenced to be dumping your stock at massive discounts over the days following BHG's March 17, 2023, Open Letters, and demand is similarly evaporating for the Company's debt issues. Clearly, public investors are largely reacting (in addition to class-action law firms) in a way that arguably demonstrates major belief that BHG is spot-on in its investigative conclusions (they would not otherwise be deciding to cut their losses on this Company's issues securities at such a cost), but this Board has sat in utter silence. One could hear a pin drop over here as your public investors are absolutely capitulating amid this Board's silence.

To put this problematic corporate governance into perspective:

- 1) When a licensed investment firm writes an extensive evidence-supported letter report (using the Company's own prior-professed "strong eviden[tiary]" standards as a standard of proof) of apparent multibillion-dollar concealment of expenses from this Company's financial statements, this Board did not even – at the very minimum – issue a public statement addressing the allegations (which we already know would "vehemently deny" the allegations), but – even more basically – assuring public investors (and regulators) that an internal investigation is responsibly being conducted, amid such "strong[ly] evidence[d]" accounting-related misconduct. Though, if this Company had a plausible defense to the "strong[ly] evidenced" accounting and securities fraud scheme going on at this Company (which, again, appears to have merely resumed at the point of this Company's supposed "fresh start" in financial reporting – the "fresh start" of an apparently mirroring accounting and securities fraud scheme), the Board would have fully and publicly rebutted BHG's March 17, 2023, Open Letters (not just cherry-picking the areas you want to attempt a defense either), so that investors could judge the integrity of the Company's defense (or lack thereof). **Top officials at the Commission and PCAOB received these alarming materials of "strong[ly] evidence[d]" accounting misconduct in the billions of dollars, and this Board is not going to even *most basically* signal to those regulators that you take your**

duties seriously enough to responsibly conduct an internal investigation when there is such an evidenced report of apparent multibillion-dollar accounting and financial disclosure misconduct at this Company?

- 2) When this Board not only receives an extensive evidence-supported report of multibillion-dollar concealment of expenses from this Company's financial statements (again, based on this Company's *own* evidentiary standards), with this Company apparently not having a plausible rebuttal to issue to its public investors (leaving public investors to entirely capitulate in the presence of this Board's silence), but is also notified that the Chief Financial Officer behind this evidenced-to-be problematic financial reporting does not even possess the certifications/licenses he is allowing the Company to lead investors to believe he does (is, in fact, *not* the Certified Public Accountant he is purported to be), this Board apparently does not take any action against that executive, or assure investors a replacement is being hired who actually possesses the credentials they are allowing investors (and the Company) to believe they have? Beyond that, this Board did not even immediately change this false representation (related to Mr. Reasons being a Certified Public Accountant) to investors on the Company's website? The Board's version of an appropriate response is acting as if that false representation does not exist? See no evil, hear no evil is the corporate governance policy under which this Board is apparently operating. Mr. Reasons also apparently did not even notify Societal C.D.M.O (NASDAQ: SCTL) (where he serves on the board of directors) of this false representation (related to his supposedly being a Certified Public Accountant) after the March 17, 2023, Open Letters, given that Societal C.D.M.O. *not only* did not update Mr. Reasons' profile on their investor relations website either, but also *just filed* a proxy statement with the Commission (days ago) which continues to falsely represent Mr. Reasons "is a Certified Public Accountant". We will, once again (in the footnote to this sentence), provide a link to the National Association of State Boards of Accountancy website which establishes that Mr. Reasons gave up his certification years ago.² Mr. Reasons (and this Board) is continuing to allow this Company's website to falsely represent himself being a Certified Public Accountant, and it can now be concluded that the continued false representation is deliberate – he and this Board have been publicly notified that representation of Mr. Reasons' licensing/credentials to be false. We are, given this issue, also copying the Pennsylvania Department of State's Professional Licensing Division, so that they may intervene as they see fit. Mr. Reasons apparently may be subject to disciplinary action (pursuant to 49 Pa. Code § 11.9(c)), given his apparent violation of 49 Pa. Code § 11.9(a)(7)(i) – he is an "inactive" Certified Public Accountant, at best.

Given this Board's lack of action since BHG's March 17, 2023, Open Letters, we also find it concerning that the Company has since announced not only its intent to hold the Company's annual general meeting on May 16, 2023, but also is advising shareholders that this Board is still somehow qualified to continue representing the interests of shareholders (through this Board's recommendation to shareholders that they vote to re-elect all directors). It is abundantly clear to BHG that there is a significant disconnect between this Board and its shareholders (and other investors) when there is – again – no announcement of an internal investigation after BHG's March 17, 2023, Open Letters, in the midst of your investors' evident concern (the Company's stock, again, dropping by approximately 44% over the days following the March 17, 2023, Open Letters) over the jarring, evidence-supported contents of those

² National Association of State Boards of Accountancy Licensing Database: <https://cpaverify.org/>

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letters. Rather than re-electing this Board, this Company's shareholders should – in BHG's opinion – be calling an extraordinary general meeting to *replace* this Board.

BHG can only wonder if significant creditors/bondholders have contacted the Company after the March 17, 2023, Open Letters and, if so, what they said (not to mention, what integrity the Company's response could have had if not willing to be made public).

All BHG can say is that this Company's leadership should be ready for some *serious* questions to be posed on its upcoming earnings conference call. Perhaps, the Company should be ready to provide answers to those questions posed by BHG in the March 17, 2023, Open Letters, which this Board has – for *over a month now* – failed to answer (let alone, even acknowledge). This Board's silence provides a clue as to why no "answers" were provided – there are simply no good answers from the perspective of the Company and this Board.

Very Truly Yours,



Alexander E. Parker
Senior Managing Director
The Buxton Helmsley Group, Inc.

CC (by e-mail and post): U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

The Honorable Gary Gensler, Chairman
Ms. Hester M. Peirce, Commissioner
Mr. Mark T. Uyeda, Commissioner
Mr. Jaime Lizárraga, Commissioner
Ms. Caroline A. Crenshaw, Commissioner

Mr. Gurbir S. Grewal
Director, Division of Enforcement
U.S. Securities and Exchange Commission
100 F Street, NE
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Mr. Paul Munter
Chief Accountant
U.S. Securities and Exchange Commission
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Attn: Office of the Whistleblower
ENF-CPU (U.S. Securities and Exchange Commission)
14420 Albemarle Point Place, Suite 102
Chantilly, VA 20151-1750

Mr. Samuel McCoubrey
Assistant Director, Division of Enforcement and Investigations
Public Company Accounting Oversight Board (PCAOB)
1251 Avenue of the Americas
New York, N.Y. 10020

The Honorable Elizabeth Warren
Hart Senate Office Building
United States Senate
Washington, D.C. 20510

The Honorable Sheldon Whitehouse
Hart Senate Office Building
United States Senate
Washington, D.C. 20510

Deloitte LLP
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Pennsylvania Department of State
Attn: Professional Licensing Division
P.O. Box 69522
2601 N. Third Street
Harrisburg, PA 17106-9522

Ms. Miranda Murphy
Executive Director
Pennsylvania State Board of Accountancy
P.O. Box 2649
Harrisburg, PA 17105

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Disclaimer: The Buxton Helmsley Group, Inc., in addition to certain of its affiliates and clients, as well as certain non-clients it has been in communication with, hold short positions (and/or beneficial interests in such positions) in securities of and/or relating to Mallinckrodt Plc. which may generate profits in the event of declines in the market value of certain securities issued by Mallinckrodt Plc. BHG, despite its clients and affiliates already suffering severe losses as a result of the pre-reorganization securities fraud scheme alleged above, intends to make a donation to a charity focused on fighting the effects of the opioid crisis, in the event of BHG realizing a net profit due to the decline in market value of post-reorganization securities issued by Mallinckrodt plc.

BRYAN REASONS

Bryan Reasons

Executive Vice President and Chief Financial Officer



Bryan Reasons is the executive vice president and chief financial officer at Mallinckrodt Pharmaceuticals. He has executive responsibility for the global finance function and is a member of Mallinckrodt's executive committee.

Mr. Reasons has 25 years of experience in financial planning and analysis, corporate finance, controllership, auditing and business development.

Previously Mr. Reasons served as the senior vice president and chief financial officer for six years at Impax Laboratories, and was instrumental in the company's 2018 combination with Amneal Pharmaceuticals, Inc. Prior to that he held roles of increasing responsibility at Cephalon, Inc., including vice president, finance, and at E. I. Du Pont De Nemours and Company. He began his career at PricewaterhouseCoopers. Mr. Reasons also serves as an independent board director and audit committee chair for both Aclaris Therapeutics, Inc. and Recro Pharma, Inc.

Mr. Reasons holds a bachelor's degree in accounting and finance from Pennsylvania State University, an MBA in accounting from Widener University and is a Certified Public Accountant.

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Board of Directors

**Bryan
Reasons**
Director

In his current roles as senior vice president of finance and chief financial officer of Impax Laboratories, Mr. Reasons' responsibilities span accounting, financial planning and analysis, business development and investor relations, and corporate communications. Before joining Impax in 2012, Mr. Reasons held positions of increasing responsibility at Cephalon, Inc., where he successfully navigated the acquisition by Teva Pharmaceutical Industries Ltd. for eight billion dollars. He previously served in a number of financial leadership roles at E.I. du Pont



Mr. Reasons earned a bachelor's degree in accounting from Pennsylvania State University and an MBA from Widener University. He is a certified public accountant.

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