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ELITE PHARMACEUTICALS INC /DE/  
Form PREC14C  
August 20, 2002

PRELIMINARY COPY - SUBJECT TO COMPLETION - DATED AUGUST [\_\_\_], 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Consent Revocation Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Consent Revocation 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 Section 240.14a-11(c) or Section 240.14a-12

ELITE PHARMACEUTICALS, INC.  
(Name of Registrant as Specified In Its Charter)

N/A

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

Payment Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

N/A

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

N/A

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

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N/A

(5) Total fee paid:

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Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

N/A

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

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

[ELITE PHARMACEUTICALS LETTERHEAD]

Dear Stockholder:

The Board of Directors of Elite Pharmaceuticals is writing to you today to inform you that Harris Freedman, Bridge Ventures, Inc., Bridge Ventures, Inc. Employee Pension Plan, SMACS Holding Corp., Sharon Will, Saggi Capital Corp., Saggi Capital Corp. Money Purchase Plan, Saggi Capital Corp. Profit Sharing Plan, and Michael H. Freedman (all of them affiliated with Harris Freedman and/or Sharon Will, together referred to in this letter as the "Freedman Group") are seeking to gain control of your Company by removing three of the current members of your Board of Directors, without cause, all of whom are independent directors and replacing them with their own hand-picked nominees. The Freedman Group refers to itself as the "Elite Value Committee"; however, the Freedman Group is not affiliated with the Company other than through its members' ownership of some of the Company's securities. We believe that the motives and objectives of the Freedman Group are questionable and self-serving and are not in the best interests of the Company and its other stockholders.

Your current Board of Directors and management are committed to enhancing stockholder value for all stockholders. We continue to implement the Company's strategic plan and have been taking steps to continue to improve the Company's performance.

For all of the reasons discussed in the materials included with this letter, we strongly urge you to REJECT the solicitation made by the Freedman Group and NOT sign any WHITE consent card they send you. Each member of the

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Board of Directors who is a stockholder of the Company is rejecting the Freedman Group's proposals.

In order to REJECT the Freedman Group's proposals the Board unanimously recommends that you sign, date and mail the enclosed BLUE Consent Revocation Card today. Even if you have previously signed the Freedman Group's WHITE consent card, you have every right to REVOKE YOUR CONSENT by voting the BLUE Consent Revocation Card.

In order to be sure that you are revoking a prior consent, you must either mark the "Revoke Consent" boxes on the BLUE Consent Revocation Card or sign the BLUE Consent Revocation Card without marking any boxes. If you do not mark any box for any one or more of the proposals on the BLUE Consent Revocation Card and you sign and return the Card, you will be deemed to have revoked any previously signed consent to any proposal you did not mark.

Thank you for your continued interest and support.

Very truly yours,

Atul M. Mehta, Ph.D

President and Chief Executive Officer  
The Board of Directors

CONSENT REVOCATION STATEMENT  
BY THE BOARD OF DIRECTORS OF ELITE  
PHARMACEUTICALS, INC. IN OPPOSITION TO THE  
SOLICITATION OF CONSENTS BY HARRIS FREEDMAN,  
BRIDGE VENTURES, INC., BRIDGE VENTURES, INC. EMPLOYEE PENSION PLAN,  
SMACS HOLDING CORP., SHARON WILL, SAGGI CAPITAL CORP., SAGGI CAPITAL CORP.  
MONEY PURCHASE PLAN, SAGGI CAPITAL CORP. PROFIT SHARING PLAN  
AND MICHAEL H. FREEDMAN

This Consent Revocation Statement and the accompanying BLUE Consent Revocation Card are being furnished by the Board of Directors of Elite Pharmaceuticals, Inc., a Delaware corporation ("Elite", the "Company", "we" or "us"), to the holders of the outstanding shares of Elite's common stock in opposition to the solicitation by Harris Freedman ("Freedman"), Bridge Ventures, Inc., Bridge Ventures, Inc. Employee Pension Plan, SMACS Holding Corp., Sharon Will ("Will"), Saggi Capital Corp., Saggi Capital Corp. Money Purchase Plan, Saggi Capital Corp. Profit Sharing Plan and Michael H. Freedman ("M. Freedman" and, with Freedman, Will and each of the other entities in the foregoing list, the "Freedman Group").

The Freedman Group is soliciting consents in favor of two separate proposals (collectively, the "Freedman Group's Proposals"), which are designed to effect the replacement of three of your four duly elected directors (and all of the independent directors of the Company) with their slate of under-qualified nominees. We are asking you to oppose the Freedman Group's Proposals because:

- o The Freedman Group is self-interested.
- o Your Board believes that Elite is at a critical juncture and that any change in our management could substantially jeopardize our future growth and success.

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- o The Freedman Group has not communicated any specific business plan.
- o The Freedman Group has no relevant past business experience in our industry or our core businesses.
- o We believe that the Company's current Board, whom you elected, and management are in the best position to evaluate the strategic alternatives available to Elite and to decide on the courses of action that are in the best interests of all of the Company's stockholders.
- o The Freedman Group does not have the necessary integrity to lead the Company.

We unanimously oppose the consent solicitation by the Freedman Group and urge you NOT TO SIGN the WHITE consent card that they sent to you.

Even if you previously signed and returned the WHITE consent card, you have every right to revoke your consent. We urge you to sign, date and mail the enclosed BLUE Consent Revocation Card today in the postage-paid envelope provided. Your prompt action is very important.

In order to be sure that you are revoking a prior consent, you must either mark the "Revoke Consent" boxes on the BLUE Consent Revocation Card or sign the BLUE Consent Revocation Card without marking any boxes. If you do not mark any box for any one or more of the proposals on the BLUE Consent Revocation Card and you sign and return the Card, you will be deemed to have revoked any previously signed consent to any proposal you did not mark.

If any of your shares are held in the name of a bank, broker or other nominee, please contact the person responsible for your account today and direct him or her to vote the BLUE Consent Revocation Card immediately.

This Consent Revocation Statement and the enclosed BLUE Consent Revocation Card are first being mailed to stockholders beginning on or about August [\_\_\_] , 2002.

If you have any questions or need assistance in voting your shares, please contact the firm assisting the Company in this solicitation of consent revocations:

[\_\_\_\_\_]

QUESTIONS AND ANSWERS ABOUT THIS REQUEST  
FOR CONSENT REVOCATION

Q: WHO IS MAKING THE REQUEST FOR REVOCATION?

A: This Request is being made by your duly elected Board of Directors, including all of the independent directors.

Q: WHAT ARE WE ASKING YOU TO DO?

A: We are asking you to oppose the solicitation made by Harris Freedman, Bridge Ventures, Inc., Bridge Ventures, Inc. Employee Pension Plan, SMACS Holding Corp., Sharon Will, Saggi Capital Corp., Saggi Capital Corp. Money Purchase Plan, Saggi Capital Corp. Profit Sharing Plan, and Michael H. Freedman, all of whom are affiliated with Harris Freedman and/or Sharon Will. They are seeking to gain control of your Board by replacing three of your four duly elected directors (and all of the independent with their slate of under-qualified hand-picked nominees. To oppose them, you can withhold your consent from their

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proposals, or, if you have already given your consent, you can revoke it.

The Members of the Board of Directors who are stockholders of the Company have advised the Company that they intend to reject the Freedman Group's

Q: WHY ARE WE ASKING YOU TO REVOKE YOUR CONSENT?

A: We are asking you to oppose the Freedman Group's Proposals because we believe that your current Board and management are in the best position to operate Elite's business and to evaluate its strategic alternatives. We are committed to enhancing stockholder value for all of Elite's stockholders. While current management has developed and executed a strategic plan to improve the Company's performance, the Freedman Group has self-interested motives for its consent solicitation and has no specific plans for improving stockholder value. The Freedman Group has expressly stated that it will extend the term of some of the Company's warrants, which extension will directly benefit it. In addition, the Freedman Group only speaks in broad generalities that are not applicable to Elite's business.

Q: WHO ARE THE FREEDMAN GROUP'S NOMINEES?

A: The Freedman Group's nominees are Harris Freedman, Sharon Will and Michael H. Freedman (the son of Harris Freedman), none of whom are currently affiliated with Elite and none of whom has had any relevant experience in Elite's core businesses. Companies affiliated with Harris Freedman and Sharon Will had performed consulting services for the Company in the past. The consulting services were discontinued for poor performance reasons.

The one current Elite director who the Freedman Group is not seeking to replace, Dr. Atul M. Mehta, has not consented to serving on a Board of the Freedman Group's nominees. The Company's future success is substantially dependent on Dr. Mehta's remaining an officer and director of the Company.

Q: WHO CAN WITHHOLD OR REVOKE THEIR CONSENT?

A: If you already sent in a WHITE consent card, you can send in a BLUE Consent Revocation Card to revoke your consent to one or more of the Freedman Group's Proposals. If you owned Elite shares on August 5, 2002, you have the right to send in a BLUE Consent Revocation Card.

Q: HOW MANY SHARES MUST BE VOTED IN FAVOR OF THE FREEDMAN GROUP'S PROPOSALS TO IMPLEMENT THEM?

A: The Freedman Group must receive consents from stockholders who hold a majority of Elite's outstanding shares for their Proposals to be adopted. As of August 5, 2002, Elite had 9,728,116 shares of common stock outstanding. Each share is entitled to one vote. Therefore, the affirmative vote of at least 4,864,059 shares is necessary to effect the Freedman Group's Proposals. Abstentions, failures to vote and broker non-votes will have the same effect as a "no" vote.

Q: WHAT SHOULD YOU DO TO REVOKE YOUR CONSENT?

A: Sign, date and return the enclosed BLUE Consent Card Revocation TODAY to [\_\_\_\_\_] in the postage paid envelope provided.

Q: WHO DO YOU CALL IF YOU HAVE QUESTIONS ABOUT THE CONSENT REVOCATION?

A: Please call [\_\_\_\_\_] at [\_\_\_\_\_].

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### OUR REASONS FOR OPPOSING THE FREEDMAN GROUP'S PROPOSALS AND RECOMMENDING THAT YOU OPPOSE THEM TOO

The Freedman Group's Proposals are designed to enable the Freedman Group to take control of your Elite Board. We believe that the Freedman Group's consent solicitation is a self-interested attempt to extend the expiration of Elite's Class A Warrants held by the Freedman Group, and to take control of Elite without presenting any specific plan for increasing stockholder value.

Elite's Board of Directors strongly believes that the arguments set forth by the Freedman Group are seriously flawed and misinformed. The Members of the Board of Directors who are stockholders of the Company have advised the Company that they intend to reject the Freedman Group's proposals.

The Board of Directors of the Company unanimously believes that the Freedman Group's Proposals are not in the best interests of the Company's stockholders and urges stockholders to reject them. YOUR BOARD OF DIRECTORS REQUESTS THAT YOU SIGN, DATE AND RETURN THE ENCLOSED BLUE CONSENT REVOCATION CARD, WHETHER OR NOT YOU HAVE PREVIOUSLY SIGNED AND RETURNED THE WHITE CONSENT CARD SOLICITED BY THE FREEDMAN GROUP.

Your Board of Directors is, and has always been, committed to increasing stockholder value for all stockholders. We have implemented several long-term, strategic initiatives to enhance stockholder value. See "THE COMPANY". For example, we:

- o expanded our product portfolio to include over 15 branded and generic oral drug delivery products, some which are being developed with our partners.
- o focused greater attention and resources on branded delivery products.
- o consulted with a nationally recognized investment bank that is assisting the Company in identifying potential strategic transactions.
- o interviewed individuals to assist the Company with business development opportunities to augment the assistance provided on a regular basis by the Members of the Board of Directors in this area.

As your duly elected Board of Directors, it is our duty to identify for you our deep and serious concerns about the Freedman Group. We will describe these concerns in greater detail later in this document; however, we have highlighted a number of these below:

- o One of the stated principal purposes of the Freedman Group for soliciting the consents is to extend the expiration date of Class A Warrants held by the Freedman Group, which extension will benefit the Freedman Group at the expense of the other stockholders and will require the Company to incur expenses of over \$1 million.
- o Harris Freedman, Sharon Will and Michael H. Freedman have no relevant experience in Elite's core businesses.
- o Harris Freedman has previously violated the Federal securities laws in his dealings with other public companies.
- o The Freedman Group has no real plans. Their solicitation materials speak in broad terms and hypothetical, conceptual strategies. The Freedman Group claims to know how to improve Elite's performance, but they have not offered anything other than rhetoric and generalities.

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In addition, the Freedman Group's Proposals could end up costing you money for the following reasons:

The extension of the Class A Warrants as desired by the Freedman Group would require the Company to incur expense in excess of \$1 million.

The Freedman Group wants to hire at direct expense to the Company a Chief Financial Officer and a Chief Operating Officer of the Company, yet they articulate no rationale for those hires other than public companies should have those officers. In fact, the Company already has a Chief Financial Officer (Mark I. Gittelman, who serves in that capacity on a part-time basis) and a director of operations, both of whom fully meet all of the Company's needs with regard to finances and operations given the Company's current level of operations. The Company's auditors have never commented to the Company's management that the Company's finance personnel are not capable of meeting all of the Company's accounting and control needs. In the event that the Company concludes that it requires a full time chief financial officer or other operations personnel, it will seek those additional personnel to its management team. In addition to relying on its existing personnel, the Company relies on the members of its Board of Directors for strategic and operational assistance. The members of the Board of Directors frequently participate in the negotiation of transactions on the Company's behalf.

If the Freedman Group is successful, their solicitation materials indicate that they will seek to have the Company reimburse them for their solicitation expenses, which their materials estimate will be \$[\_\_\_\_\_].

### THE COMPANY

#### Business Strategy

In an effort to increase value to the Company and its stockholders, we are now focusing on the development of branded delivery products (which require new drug applications ("NDA")). Our initial strategy was primarily to develop generic drug delivery products (which require abbreviated new drug applications ("ANDA")). The reasons for implementing this refined strategy are as follows:

- o the period of exclusivity for branded products is 3 years versus 6 months for generic drugs.
- o branded development allows us to enter into collaborations with other pharmaceutical companies.
- o branded development presents an opportunity to license products to drug companies earlier, which could result in cash flow before the eventual filing with the Food and Drug Administration ("FDA") and approval of products.
- o the competition in the generic drug industry continues to increase.
- o increased litigation with large branded drug marketers is delaying the release of some generic drug products.

We intend to license the marketing rights of our generic products to larger generic companies for sales, distribution and marketing, while retaining manufacturing rights and royalties and/or profit sharing for those products. We plan to license our branded products at an early stage, while retaining the manufacturing rights. This strategy will allow us to pursue NDA filings, which requires larger resources. We intend to continue to collaborate in the development of five products with our current partners. We also plan to seek additional collaborations to develop more products and have had discussions with

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a number of potential parties in this area.

Our revised business strategy enables us to reduce our risk by

- o diversifying our product portfolio to include both branded and generic products in various therapeutic categories.
- o building collaborations and establishing licensing agreements with companies with greater resources.

In addition to retargeting our goals and reviewing how our resources are expended, we have taken the following steps to better position the Company for success:

- o we initiated a relationship with a nationally recognized investment banking firm, RBC Dain Rauscher Wessels, with regard to possible strategic transactions, well before the Freedman Group initiated its consent solicitation.
- o we are interviewing candidates to join the Company's management as the head of business development.
- o we are in the initial stages of negotiating the acquisition of a pharmaceutical plant, that would entail the manufacture by Elite of several existing products with established cash flow. The negotiations for this acquisition are in the initial stages and there can be no assurance that the Company will be able to reach acceptable terms to complete this acquisition.

### Collaborations

Our joint development and operating agreement with Elan Pharmaceuticals consists of developing three pain and neurology products using the drug delivery technologies and expertise of both companies. Our first product has successfully completed Phase I study and the second product is anticipated to enter Phase I testing this year. The third product formulation development also began in the past quarter.

In June 2001, we established two separate development and licensing agreements with a U.S pharmaceutical company to develop two products in exchange for development fees, certain payments, royalties, and manufacturing rights.

### Intellectual Property

To date, we have been issued three patents in the United States in connection with a controlled-release formulation of nifedipine, controlled released nifedipine formulations and for pulsed-released delivery systems for methylphenidate. The patent for pulsed-released delivery systems for methylphenidate was assigned to Celgene Corporation and was subsequently licensed to Novartis. We have filed two more patent applications and the Company intends to file additional patent applications in the future; however, there can be no assurance that any of these or any future patents will be granted.

### Financial Performance

Our revenues for the year ended March 31, 2002 were \$1.2 million, compared to \$0.1 million for the fiscal year ended March 31, 2001. Our cash position of approximately \$6.5 million continues to be strong. Our net cash used in operating activities in fiscal year 2002 was approximately \$1.5 million. We believe that our existing cash-on-hand will provide us with sufficient resources to allow us to implement our business strategy, although no assurances can be given that we will have sufficient resources to complete our business plan without needing additional capital. Our audited financial statements for the fiscal year ended March 31, 2002 are included in our Annual Report on Form 10-K



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which is available without charge to each person solicited, upon the written request of any such person. Such request should be directed to Mark I. Gittelman, Elite Pharmaceuticals, Inc., 165 Ludlow Avenue, Northvale, New Jersey 07647.

### The Outlook for Elite

Our policy has been to refrain from making public announcements of preliminary results or contemplated agreements. The strategy has also been to avoid large cash transactions that entail sacrifices in Elite's long-term interests.

With our broad technology pipeline, expanded research and development activities, FDA and DEA registered facility, and alliances with large pharmaceutical companies, we believe the Company is strategically positioned for accelerated growth. In preparation for this growth, we have expanded our staff to allow for greater resources to be devoted to research and development activities.

### Elite's Development of Products

We have expanded our product portfolio to include over 15 branded and generic oral drug delivery products, some of which are being developed with our partners. These products are:

- o Two products in the pain and central nervous system categories are being developed in our joint venture with Elan. These products are intended to compete in a market that exceeds \$2 billion.
- o Two products in the allergy/decongestant category are being developed for a US pharmaceutical company. These products will also compete in a market of over \$2 billion.
- o Additional products are being developed solely by Elite for treatment of the following conditions: cardiovascular, arthritis, diabetes, infection and central nervous system disorders. There can be no assurances that any of the Company's products will receive approval from the FDA or other governmental authorities.

Among the products in our current proprietary pipeline, several have completed Phase I bioavailability studies, some of which are being scaled up for pivotal studies. Others are in the formulation development phase.

### THE FREEDMAN GROUP

#### The Freedman Group's Self-Interested Agenda

On July 14, 1998 and September 20, 1999, the Company issued Class A Warrants covering 250,000 shares of common stock in the aggregate to Bridge Ventures, Inc. ("Bridge"), an entity controlled by Harris Freedman, and on December 17, 1998 and September 20, 1999, the Company issued Class A Warrants covering 100,000 shares of common stock in the aggregate to Saggi Capital Corp. ("Saggi"), an entity controlled by Sharon Will. The exercise price of the Class A Warrants issued to each of Bridge and Saggi is \$6.00 per share. The warrants were issued in connection with consulting services performed for the Company by Bridge and Saggi, entities controlled by Harris Freedman and Sharon Will, respectively. The Class A Warrants issued to Bridge and Saggi expire on November 30, 2002.

On December 31, 2001 in the case of Bridge and June 30, 2002 in the case of Saggi, the Company concluded that the consulting services being provided were not satisfactory and elected to discontinue the consulting arrangements.

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Beginning in or about June 2002, Harris Freedman and Sharon Will, on behalf of Bridge and Saggi, began urging Dr. Atul M. Mehta, Elite's President and Chairman of the Board, to extend the term of the Class A Warrants, which were due to expire in November 2002. Freedman and Will pressured the Company to extend the warrants immediately, and implied unspecified consequences to the Company if the warrants were not extended. At no time during these discussions did Freedman or Will mention any of the matters expressed by the Freedman Group as justification for its consent solicitation.

Elite investigated whether extending the term of the warrants would have any adverse effect on the Company. The Company's independent accountants advised the Company that it would be required to incur an expense of \$1.4 million if the expiration of the warrants were extended. The Company solicited a second opinion from KPMG, which advised that the charge would be approximately \$1.1 million. The Board of Directors considered the information received from its accountants and other advisors and concluded on July 18, 2002 that it was not in the best interests of the Company or its stockholders to extend the expiration date of the Class A Warrants.

While the Board considered Freedman and Wills' request to extend the term of the warrants, they began exerting greater pressure on the Company. On the day of the July 18 Board meeting, Freedman filed a Schedule 13-D with the SEC, stating that as a result of the Company's "recent performance" he intended to do certain unspecified things to "enhance shareholder value". Freedman sent copies of the filing to the Board of Directors by fax prior to the meeting.

Dr. Mehta and the other Elite directors received several phone calls and faxes prior to the beginning of the July 18 meeting from persons known to have a close relationship with Freedman and Will, demanding extension of the Class A Warrants. Notwithstanding the pressure from Freedman and Will, the Board unanimously voted against extension. The Board took into consideration the following factors:

- o The stockholders had no expectation when they acquired the Class A Warrants that they would be extended.
- o The Class A Warrants are registered, and they were in the money for many months. As such, the holders had adequate time to exercise or trade out of their position.
- o The Company would incur an accounting charge of over \$1,000,000. The Board believed that the charge would have a negative impact on the trading value of the Company's stock.
- o The extension would benefit the warrant holders at the expense of other stockholders.
- o The extension of the Class A Warrants would not guarantee that the issue of the expiration date would not arise again when a new expiration date approached.
- o the Board believed that the Company had no obligation to extend the term of the warrants and that the extension might be inconsistent with the fiduciary duties of the Board of Directors.
- o The possible capital inflow that may arise from the exercise of the Class A Warrant is not guaranteed and would almost certainly be at the end of the extended term, if at all. Further, the Company had (and has) adequate cash to meet its current and anticipated needs and believes that it could raise additional capital from the capital markets if the need arises.

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On July 24, 2002, Elite filed a Current Report on Form 8-K confirming that it was not extending the expiration date of the Class A Warrants.

The Board has scheduled the Company's annual meeting of stockholders for October 31, 2002. The Company has no plans to postpone that meeting, nor has the Company in the past postponed its annual meeting of stockholders. The Company believes that the Freedman Group elected to pursue the consent solicitation because the expiration date of the Class A Warrants might pass before the Freedman Group gained control of the Board and extended the expiration date. In addition, the Freedman Group claims that its consent solicitation might be the last opportunity to change the composition of Elite's Board. Again, the Company questions the Freedman Group's logic because the Board must stand for election every year.

### The Freedman Group's Nominees

The Freedman Group's nominees for the Board are Harris Freedman, Sharon Will and Michael H. Freedman. Their lack of knowledge about Elite's core businesses is apparent.

According to information provided by the Freedman Group, Harris Freedman is a business consultant, but the Freedman Group did not disclose the businesses or industries to which he has consulted.

According to information provided by the Freedman Group, Sharon Will is involved in investor relations services, but the Freedman Group did not disclose the businesses or industries to which she provides services or how those services qualify her to be a director of the Company.

According to information provided by the Freedman Group, Michael H. Freedman is a corporate lawyer with no relevant industry experience and is the son of Harris Freedman.

The information provided by the Freedman Group makes no reference to any of Harris Freedman, Sharon Will or Michael H. Freedman having served on a board of directors nor having any experience in developing, manufacturing or marketing pharmaceutical products.

By contrast to the Freedman Group's nominees, your existing Board of Directors has significant experience both in the pharmaceutical industry and in the investment community. Its members also enjoy spotless reputations in the industry, which is critical for a business dealing with the FDA and the capital markets. Our current board members actively participate in the strategic management of the Company. A loss of the board members will mean losing valuable pharmaceutical industry experience and hands-on involvement. In addition, the one current Elite director who the Freedman Group is not seeking to replace, Dr. Atul M. Mehta, has not consented to serving on a Board comprised of the Freedman Group's nominees. The Company is highly dependent on Dr. Mehta's research and formulation abilities as well as his ability to develop products attractive to the market. Elite's success depends a great deal on Dr. Mehta's ability to interact with the Board.

### The Freedman Group Does Not Understand Elite or Its Business

The Freedman Group criticizes the Company for not filing any Treatment IND, ANDA or NDA with the FDA since 1997. That criticism reveals their unfamiliarity with the pharmaceutical industry. Some of the products the Company is developing do not require investigative new drug applications before initiating Phase I studies. Moreover, the lack of filings bears no relationship to the development of new products, and the Company intends to file directly or through partners/licensees/collaborators the necessary application for its products.

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The Freedman Group's solicitation materials also cite Elite's failure to enter into any new license or joint venture agreements as a justification for replacing three of the members of the Board of Directors. The Company completed two such transactions in the past two years and is currently evaluating other possible ones. We have acted conservatively in entering into any new joint venture or licensing agreements, to maximize the value to the Company and its stockholders of the products that are under development. Moving too quickly to enter into those agreements could compromise the Company's ability to recover its research and development costs or to make a profit on those products.

While it is easy for the Freedman Group to criticize that which it does not know or understand, the cost of acting without the requisite knowledge can be severe. Without having management that is familiar with FDA requirements, has sound knowledge of the pharmaceutical industry and possess solid reputations in the industry, the Company will be at a significant competitive disadvantage.

### The Freedman Group Has No Real Plans For The Company

The Freedman Group is asking you to support their slate of nominees for the Board of Directors without having offered you a comprehensive, industry-specific business plan. They are asking for your support without telling you how they plan to increase stockholder value. Their attempt at a business plan appears to call for hiring two new executives, retaining an investment banker and extending the term of the Class A Warrants. Nowhere do they explain how they would operate the Company differently or improve the Company's performance. It is possible that they are not providing any of this detail because they have not yet undertaken this analysis, or because they cannot undertake the analysis since they do not know or understand our industry or our Company.

Our business strategies include tangible, ongoing changes and initiatives that have been explained to stockholders over the last year and are beginning to bear positive results. You can see the successful results of our business plan by the performance of the Company. Our strategic, industry-specific business plan has begun to yield positive results, while the Freedman Group has yet to show you any real plan at all.

### Elite's Stock and Warrant Price

One of the accusations made by the Freedman Group is that the current Board of Directors has caused the decline in the stock price of Elite. The price of Elite stock has declined over the past months along with the vast majority of publicly traded stocks over that period. The bio-tech industry has been particularly hard hit. Yet, Elite has outperformed the Nasdaq Biotech index, both on a two-year and year-to-date basis. While the Freedman Group has criticized the performance of the Company's stock price, the Company has done better than other companies with which the Freedman Group is associated.

The Freedman Group also draws attention to the fact that the price of the Class A Warrants has declined, making the inference that this decline is also due to mismanagement of the Company. At the time the Class A Warrants were issued, they had an expiration date of November 30, 2002. This has not changed. Under the Black-Scholes option pricing model, the fair market value of a warrant declines as its expiration date approaches. The warrants will have no value upon their expiration.

### What the Freedman Group Didn't Tell You

According to information obtained by the Company,

- o in 1967 Harris Freedman pleaded guilty to criminal charges that he conspired to violate the anti-fraud provisions of the Securities Act of 1933, as amended (the "Securities Act"), and that he directly violated the anti-fraud provisions

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of the Securities Act by intentionally misleading investors.

- o the Securities and Exchange Commission barred Harris Freedman from associating with a registered broker-dealer for willfully violating the anti-fraud provisions of the Securities Act and the Securities Exchange Act of 1934, as amended, and revoked the registration of a brokerage firm of which Mr. Freedman was president as a result of its finding that Mr. Freedman intentionally misled invest.
- o Finally, in 1999, Harris Freedman and Ms. Will, who is a member of Mr. Freedman's group, were named as defendants in a lawsuit filed in the United States District Court of New Jersey agreeing, among other things, that Mr. Freedman and Ms. Will manipulated the trading price of a public company for their own benefit.

### THE ROUTE THE FREEDMAN GROUP CHOSE TO ATTEMPT TO TAKE CONTROL OF YOUR BOARD OF DIRECTORS WILL NOT RESULT IN THE PAYMENT TO YOU OF ANY CONTROL PREMIUM

People who seek control of a company usually either make a proposal to the board of directors to buy the company, or, if the board refuses their proposal, they commence a tender offer for the outstanding shares. In either case, a person trying to obtain control of a company this way usually offers a control or sales premium to the stockholders, that is, they pay more than market value for the shares. That excess price is called a control premium.

In contrast, control premiums generally are not paid when a change in management has occurred as a result of a consent solicitation. By starting a consent solicitation to replace Elite's Board of Directors, the Freedman Group has chosen to attempt to gain control of the Company using a method that, although legal, does not include the payment of a control premium (or anything at all) to stockholders.

Each of the Freedman Group's Proposals is designed to enable it to take control of the Board that YOU elected and which contains the independent directors by replacing a majority of the Board with their own underqualified hand-picked nominees. We believe that their consent solicitation is an attempt to pressure you without giving you the opportunity to consider all of Elite's strategic alternatives. We believe that this undue pressure created by the Freedman Group is not in the Company's or your best interests. The Freedman Group's Proposals are:

(1) Removal of three present members of the Elite Board without cause, Donald S. Pearson, Harmon Aronson and Eric L. Sichel and any person or persons elected to the Elite Board to fill any vacancy arising since the last annual meeting of stockholders or any newly created directorships; and

(2) Election of the Freedman Group's slate, Harris Freedman, Sharon Will and Michael H. Freedman, to the Board of Directors to fill the newly created vacancies on the Board, and to serve until their respective successors are duly elected and qualify.

For the reasons discussed above, we have determined that the Freedman Group's Proposals are not in the best interests of you or Elite. The above discussion of reasons and factors considered by us is not intended to be exhaustive, but does reflect the material information and factors we considered in our review and analysis of the Freedman Group's Proposals. In view of the variety of factors and the amount of information considered, we did not find it practicable to provide specific assessments of, quantify or otherwise assign any relative weights to, the specific factors considered in determining to recommend that you reject the Freedman Group's Proposals. Our determination was made after we considered all the factors taken as a whole. In addition, some of the members of our Board of Directors may have given differing weights to different factors.

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Throughout our deliberations regarding the Freedman Group's Proposals, we received advice from James, McElroy & Diehl, P.A. and Lowenstein Sandler PC in connection with the Freedman Group's Proposals and related matters.

WE UNANIMOUSLY OPPOSE THE FREEDMAN GROUP'S CONSENT SOLICITATION AND URGE YOU NOT TO SIGN THE WHITE CONSENT CARD THAT THEY SENT TO YOU.

Even if you previously signed and returned the WHITE consent card, you have every right to change your vote. We urge you to sign, date and mail the enclosed BLUE Consent Revocation Card in the postage-paid envelope provided. Your prompt action is very important. Please return the BLUE Consent Revocation Card today.

If any of your shares are held in the name of a bank, broker or other nominee, please contact the person responsible for your account today and direct him or her to vote the BLUE Consent Revocation Card immediately.

If you have any questions about giving your revocation of consent or require assistance, please call [\_\_\_\_\_], the firm assisting the Company in this request for revocations, at:

[\_\_\_\_\_]

### OUTSTANDING ELITE SECURITIES

As of August 5, 2002, there were 9,728,116 shares of Elite common stock outstanding.

### THE CONSENT PROCEDURE

Under Section 228 of the General Corporation Law of the State of Delaware ("DGCL"), unless otherwise provided in the certificate of incorporation, any action which may be taken at an annual or special meeting of stockholders of a corporation may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and such consents are duly delivered to the corporation.

Thus, the unrevoked consent of the holders of not less than a majority of the shares of common stock outstanding and entitled to vote on the Record Date (as defined below) must be obtained within the time limits specified to adopt each of the Freedman Group's Proposals. Each share of common stock is entitled to one vote per share. Since consents are required from the holders of record of a majority of the outstanding shares of common stock in order for each of the Freedman Group's Proposals to be adopted, an abstention from voting on the Freedman Group's WHITE Consent Card or a broker non-vote will have the practical effect of a vote against such proposals.

In order to be effective, consents with respect to the Freedman Group's Proposals must be delivered within 60 days of the earliest dated consent with respect to the Freedman Group's Proposals delivered to the Company in the manner required by Delaware law. On August 5, 2002, a consent with respect to 2,000 shares of common stock executed by Harris Freedman and dated August 5, 2002 was delivered to the Company. Accordingly, the record date (the "Record Date") for stockholders entitled to consent is August 5, 2002 and assuming no earlier dated consents are delivered to the Company, the consents will not be effective unless the requisite number of unrevoked consents are delivered to the Company on or before October 4, 2002. As of the Record Date, there were 9,728,116 shares of common stock issued and outstanding.

YOU HAVE THE RIGHT TO REVOKE ANY CONSENT YOU MAY HAVE PREVIOUSLY GIVEN TO

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THE FREEDMAN GROUP. TO DO SO, YOU NEED ONLY SIGN, DATE AND RETURN IN THE ENCLOSED POSTAGE-PAID ENVELOPE THE BLUE CONSENT REVOCATION CARD WHICH ACCOMPANIES THIS REVOCATION STATEMENT. IF YOU DO NOT INDICATE A SPECIFIC VOTE ON THE BLUE CONSENT REVOCATION CARD WITH RESPECT TO ANY FREEDMAN GROUP PROPOSAL, THE CARD WILL BE USED IN ACCORDANCE WITH THE BOARD RECOMMENDATION TO REVOKE ANY CONSENT WITH RESPECT TO SUCH PROPOSAL.

IF YOU ARE AGAINST THE FREEDMAN GROUP'S PROPOSALS AND HAVE NOT SIGNED A FREEDMAN GROUP CONSENT, YOU MAY SHOW YOUR OPPOSITION TO THE PROPOSALS BY SIGNING, DATING AND RETURNING THE ENCLOSED BLUE CONSENT REVOCATION CARD. THIS WILL BETTER ENABLE THE COMPANY TO KEEP TRACK OF HOW MANY STOCKHOLDERS OPPOSE THE FREEDMAN GROUP'S PROPOSALS.

The Company has retained [\_\_\_\_\_] to assist in communicating with stockholders in connection with the Freedman Group's solicitation and to assist in our efforts to obtain consent revocations. If you have any questions about how to complete or submit your BLUE consent revocation card or any other questions, [\_\_\_\_\_] will be pleased to assist you. You may call [\_\_\_\_\_] at [\_\_\_\_\_]; Banks and Brokers call [\_\_\_\_\_].

STOCKHOLDERS ARE URGED TO DELIVER ALL BLUE CONSENT  
REVOCATIONS CARDS TO:

[\_\_\_\_\_]

The Company requests that if you deliver your BLUE Consent Revocation Card to the Company instead of [\_\_\_\_\_], that you also deliver a photocopy to [\_\_\_\_\_], so that [\_\_\_\_\_] will be aware of all revocations.

If any shares of common stock that you owned on the Record Date were held for you in an account with a stock brokerage firm, bank nominee or other similar "street name" holder, you are not entitled to vote such shares directly, but rather must give instructions to the stock brokerage firm, bank nominee or other "street name" holder to grant or revoke consent for the shares of common stock held in your name. Accordingly, you should contact the person responsible for your account and direct him or her to execute the enclosed BLUE Consent Revocation Card on your behalf.

You are urged to confirm in writing your instructions to the persons responsible for your account and provide a copy of those instructions to the Company so that the Company will be aware of your instructions and ensure that your instructions are followed.

INFORMATION ABOUT US,  
THE PEOPLE ASKING YOU  
TO REVOKE YOUR CONSENT

The table below sets forth the names and ages (as of August 20, 2002) of each of Elite's directors, and the other positions and offices presently held by each of the directors within the Company, the period during which each such person has served on the Board of Directors of the Company, and the principal occupations and employment of each such person during the past five years. In each instance in which dates are not provided in connection with a director's business experience, such director has held the position indicated for at least the past five years.

DIRECTORS AND EXECUTIVE OFFICERS

The current directors and the executive officers of the Company are:

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| Name              | Age | Position   |
|-------------------|-----|--|
| Dr. Atul M. Mehta | 53  | President, Chief Executive Officer and Director  |
| Donald S. Pearson | 66  | Director   |
| Harmon Aronson    | 59  | Director   |
| Eric L. Sichel    | 43  | Director   |
| Mark I. Gittelman | 42  | Chief Financial Officer, Secretary and Treasurer |

There are no arrangements between any director or executive officer and any other person, pursuant to which the director or officer is to be selected as such. There is no family relationship between the directors, executive officers, or persons nominated or chosen by the Company to become directors or executive officers.

Atul M. Mehta, Ph.D., the founder of Elite Laboratories, Inc. ("ELI"), has been a director of ELI since its inception in 1990 and a director of the Company since 1997. He has been employed as the President of ELI since 1990 and President of the Company since 1997. Prior to that, he was Vice President at Nortec Development Associates, a company specializing in the development of food, pharmaceutical and chemical specialty products, from 1984 to 1989. From 1981 to 1984, he was associated with Ayerst Laboratories, a division of American Home Products Corporation in the solids formulation section as Group Leader. His responsibilities included development of formulations of ethical drugs for conventional and controlled-release dosage forms for both USA and international markets. He received his B.S. degree in Pharmacy with honors from Shivaii University, Kolhapur, India, and a BS, MS, and a Doctorate of Philosophy in Pharmaceuticals from the University of Maryland in 1981. Other than ELI, no company with which Dr. Mehta was affiliated in the past was a parent, subsidiary or other affiliate of the Company.

Donald S. Pearson, a director since 1999, has been employed since 1997 as the President of Pearson & Associates, Inc., a company that provides consulting services to the pharmaceutical industry. Prior to starting Pearson & Associates, Mr. Pearson served for five years as the Director of Licensing at Elan Pharmaceuticals, and prior to that he was employed by Warner-Lambert for thirty years in various marketing, business development and licensing capacities. Mr. Pearson holds a B.S. in Chemistry from the University of Arkansas and studied steroid chemistry at St. John's University. He has served on the informal advisory board of ELI for several years; other than ELI, no company with which Dr. Pearson was affiliated in the past was a parent, subsidiary or other affiliate of the Company.

Harmon Aronson, Ph.D., a director since 1999, has been employed since 1997 as the President of Aronson Kaufman Associates, Inc., a New Jersey-based consulting firm that provides manufacturing, FDA regulatory and compliance services to the pharmaceutical and biotechnology companies. Its clients include United States and international firms manufacturing bulk drugs and finished pharmaceutical dosage products who are seeking FDA approval for their products for the US Market. Prior to 1997, Dr. Aronson was employed by Biocraft Laboratories, a leading generic drug manufacturer, most recently in the position of Vice President of Quality Management; prior to that he held the position of Vice President of Non-Antibiotic Operations, where he was responsible for the manufacturing of all the firm's non-antibiotic products. Dr. Aronson holds a Ph.D. in Physics from the University of Chicago. Other than ELI, no company with which Dr. Aronson was affiliated in the past was a parent, subsidiary or other affiliate of the Company.

Eric L. Sichel, M.D., a director since August 2, 2001, is President of Sichel Medical Ventures, Inc., Englewood, NJ, which company provides biotechnology company assessments and investment banking services. Dr. Sichel has been the owner and President of Sichel Medical Ventures, Inc. since 1997.



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From 1995 through 1996, Dr. Sichel was a senior analyst in the biotechnology field for Alex, Brown & Sons, Inc. of New York, NY. Prior to that, Dr. Sichel was affiliated with Sandoz Pharmaceuticals Corp. of East Hanover, NJ, in various capacities, including associate director of transplantation/immunology. Dr. Sichel is licensed to practice medicine by the State of New York.

Mark I. Gittelman, CPA is the President of Gittelman & Co., P.C., an accounting firm in Clifton, NJ. Prior to forming Gittelman & Co., P.C. in 1984, he worked as a certified public accountant with the international accounting firm of KPMG Peat Marwick, LLP. Mr. Gittelman holds a B.S. in accounting from New York University and a Masters of Science in Taxation from Farleigh Dickinson University. He is a Certified Public Accountant licensed in New Jersey and New York, and is a member of the American Institute of Certified Public Accountants ("AICPA"), the Securities and Exchange Practice Section of the AICPA, and the New Jersey State and New York States Societies of CPAs. Other than ELI, no company with which Mr. Gittelman was affiliated in the past was a parent, subsidiary or other affiliate of the Company.

Each director holds office (subject to the Company's By-Laws) until the next annual meeting of stockholders and until such director's successor has been elected and qualified. All executive officers of the Company are serving until the next annual meeting of directors and until their successors have been duly elected and qualified. There are no family relationships between any of the directors and executive officers of the Company.

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

To the knowledge of the Company, there was no person who, at any time during the fiscal year ended March 31, 2002, was a director, officer, beneficial owner of more than 10% of any class of equity securities of the Company registered pursuant to Section 12 of the Securities Exchange Act of 1934, who failed to file on a timely basis the reports required by Section 16(a) of the Securities Exchange Act of 1934 during the most recent fiscal year.

### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company is a party to an agreement whereby fees are paid to Gittelman & Co., P.C., a company wholly owned by Mark Gittelman, the Company's Chief Financial Officer, Secretary and Treasurer, in consideration for services rendered by Mr. Gittelman in his capacity as Chief Financial Officer and Treasurer. For the fiscal years ended March 31, 2002 and 2001, the fees paid to that company were \$91,260 and \$82,639, respectively.

### COMMITTEES

The Company has an Audit Committee of the Board of Directors. The Company has no other standing committees of the Board of Directors.

### AUDIT COMMITTEE

The Company's Board of Directors has adopted a written charter for the Audit Committee, a copy of which was included as an appendix to the Company's proxy statement sent to stockholders in connection with the annual meeting of stockholders held October 11, 2001.

The Company deems the members of its Audit Committee to be independent as independence is defined in Section 121(A) of the American Stock Exchange Listing Standards.

### AUDIT COMMITTEE REPORT

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The Audit Committee reviewed and discussed the audited financial statements with management. The Audit Committee discussed with the independent auditors of the Company the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards, AU 380), as modified or supplemented. The Audit Committee received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as modified or supplemented. The Audit Committee discussed with the independent accountant the independent accountant's independence. Based upon the foregoing review and discussions, the Audit Committee recommended to the Board of Directors of the Company that the audited financial statements of the Company be included in the Company's Annual Report on Form 10-K for the last fiscal year ended March 31, 2002 as filed with the Securities and Exchange Commission.

The foregoing report of the Audit Committee is made by members of the Audit Committee of the Company: Donald S. Pearson, Harmon Aronson and Eric L. Sichel.

### BOARD MEETINGS

The Board of Directors of the Company had three meetings held during the fiscal year ended March 31, 2002. No incumbent director attended fewer than 75% of the aggregate of the meetings of the Board and its Audit Committee during that year.

### COMPENSATION OF DIRECTORS

Each non-affiliated director receives \$2,000 as compensation for each meeting of the Board of Directors attended.

### EXECUTIVE COMPENSATION

The following table provides information on the compensation of Dr. Atul M. Mehta, the chief executive officer of the Company for the last three fiscal years. No other executive officer of the Company received salary and bonus exceeding \$100,000 during those periods.

#### Summary Compensation Table

| (a)<br>Name and<br>principal<br>position                        | (b)<br>Fiscal<br>Year | Annual Compensation |              |   | Long Term Compensation               |  |                        |    | (i)<br>All ot<br>compe<br>satio |
|---|-----------------------|---------------------|--------------|---|--------------------------------------|--|------------------------|----|---------------------------------|
|   |                       | (c)<br>Salary       | (d)<br>Bonus | (e)<br>Other<br>Annual<br>Compen-<br>sation | (f)<br>Restricted<br>stock<br>awards | (g)<br>Securities<br>Underlying<br>options | (h)<br>LTIP<br>payouts |    |                                 |
| Atul M.<br>Mehta<br>President<br>and Chief<br>Executive Officer | 2001-02               | \$272,855           | \$30,000     | \$83,896                                    | --                                   | 50,000                                     | --                     | -- | --                              |
|   | 2000-01               | \$248,050           | \$45,000     | \$3,040                                     | --                                   | 425,000 (1) (2)                            | --                     | -- | --                              |
|   | 1999-00               | \$227,030           | \$25,000     | \$3,040                                     | --                                   | 500,000                                    | --                     | -- | --                              |

(1) On December 15, 2000, Dr. Mehta surrendered options for 425,000 shares of the Company's common stock (exercisable at \$7.00 per share) and in return received options for 425,000 shares of the Company's common stock exercisable on January 2, 2001 and expiring January 1, 2006. The exercise price is 110% of the opening price of the Company's common stock on January 2, 2001 adjusted upward to the nearest half dollar of \$7.00. On January 2, 2001, the stock of the Company opened at \$6.25 per share, therefore the exercise price for the stock subject to these options is \$7.00 per share.

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(2) By action on February 21, 2002, the Board corrected a clerical error in options for 425,000 shares of common stock of the Company previously granted to Dr. Mehta. This correction did not result in any additional shares being subject to options held by Dr. Mehta, any change in the exercise price or a change in any other material terms.

The Company's fiscal year begins April 1 and ends March 31. The information is provided for each fiscal year beginning April 1.

Other Annual Compensation represents use of a company car and premiums paid by the Company for life insurance on Dr. Mehta's life for the benefit of his wife paid by the Company.

Reported below in this report is the purchase by the Company of options from Dr. Mehta. The purchase price for those options of \$80,896 is included above in "Other Annual Compensation."

### Option Grants in Last Fiscal Year

During the fiscal year ended March 31, 2002, the Board of the Company authorized issuance to Dr. Mehta of options to acquire 50,000 shares of the common stock of the Company, vesting over a period of five years at the rate of 10,000 shares per year beginning February 21, 2003, exercisable at a price equal to 110% of the closing price of the stock on February 21, 2002 (\$8.25 per share).

By action on January 25, 2001, the Board purchased options held by Dr. Mehta for 20,214 shares of the Class A common stock of the Company at a price of \$4.00 per share. The options carried an exercise price of \$2.00 per share. The then current market price for the stock was in excess of \$7.50. Dr. Mehta had intended to exercise the option for these shares and then sell the shares. The purchase price for the option arrived at by the Board took into account the amount which would be necessary to purchase the options and cover taxes payable by Dr. Mehta on the transaction.

### Option/SAR Grants Table in Last Fiscal Year

| (a)<br>Name   | (b)<br>Number of<br>Securities<br>Underlying Options<br>Granted | (c)<br>% Grant Represents<br>of Options<br>to Employees | (d)<br>Exercise or<br>Base Price<br>(\$/sh) | (e)<br>Expiration date |
|---------------|---|---|---|------------------------|
| Atul M. Mehta | 50,000  | 2.8%  | \$8.25                                      | 2-20-07                |

Options for 500,000 shares which were granted to Dr. Mehta during the fiscal year ended March 31, 2000 vest at the rate of 100,000 shares per year on each December 31 beginning December 31, 2001. The options expire on the earlier of (a) one year after Dr. Mehta ceases to be employed by the Company or to serve as an officer or director of the Company or (b) March 31, 2010. Notwithstanding, the options shall become fully vested and exercisable if Dr. Mehta's employment agreement or his position as an officer and director is terminated by the Company for any reason or if it expires as a result of the Company giving notice of nonrenewal. If the board of directors of the Company votes to approve the acquisition of more than 50% of the stock of the Company by any person or entity, the Company may require Dr. Mehta to exercise or sell the options. In addition to the above stated options, by board action on September 22, 2000, Dr. Mehta was granted a preemptive right to acquire shares of the Company in a sufficient number to maintain his percentage ownership of the shares outstanding. Under this preemptive right, upon issuance by the Company of shares of common stock for any reason, or of securities convertible into common stock upon demand, Dr. Mehta shall be permitted to purchase shares of common stock of

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the Company sufficient to maintain the greater of his percentage ownership of outstanding common stock of the Company determined on an absolute basis and upon a fully diluted basis as existed prior to the stock issuance. The price which Dr. Mehta shall pay for such stock shall be the lower of (x) the then current market price (discounted 15% if the shares are not registered) or (y) the price to be paid by the party in the transaction triggering the preemptive right. The right shall be exercised and the price shall be paid within 120 days of the issuance of the stock triggering the preemptive right.

### Aggregate Option Exercises in Last Fiscal Year and Fiscal Year End Option Value Table

| a                 | b                           | c              | d   | e  |
|-------------------|-----------------------------|----------------|---|--|
| Name              | Shares Acquired on Exercise | Value Realized | No. of Securities Underlying Unexercised Options at FY-End<br>Exercisable/<br>Unexercisable | Value of Unexercised In-the-Money Options at FY-End<br>Exercisable/<br>Unexercisable |
| Dr. Atul M. Mehta | None                        | \$0            | 1,025,000/450,000   | \$975,000/0  |

These options and the shares underlying them are unregistered, and their market value is unknown and incalculable. However, the registered common stock of the Company was trading for \$3.95 per share as of the close of business on August 15, 2002. It is on this hypothetical value that the figures in column (e) are calculated. These figures may have no relation to the actual value of the unexercised options.

### EMPLOYMENT AGREEMENT

The only employment agreement which the Company has with an executive officer is the Amended and Restated Employment Agreement entered into [\_\_\_\_\_], 2002 between the Company and Dr. Atul M. Mehta (the "Agreement"). The Agreement provides:

- o that the Company will employ Dr. Mehta for a period of five years ending December 31, 2005 (unless sooner terminated pursuant to provisions of the Agreement). At the end of the five years, the Agreement will be automatically renewed for an additional five year term with an annual salary to be agreed to, unless either party gives written notice of nonrenewal by December 31, 2004. The Agreement is automatically extended for periods of one year after December 31, 2010 unless either party gives notice of nonrenewal at least one year prior to the date of expiration.
- o for an annual salary of \$242,000, which amount is to be increased by the board of directors not less than 10% annually beginning January 1, 2001.
- o that Dr. Mehta will receive 5% of the net profit of the Company each fiscal year.
- o for an annual bonus in an amount determined by the Board.
- o that Dr. Mehta will receive options to purchase Elite common stock at a price of \$10.00 per share in a total amount of 500,000 shares, exercisable in increments of 100,000 shares annually beginning December 31, 2000. The options shall be exercisable from the date of vesting until one year after Dr. Mehta ceases to be employed by the Company or to serve as an officer and director of the Company or March 2010, whichever is earlier.
- o that the options are exercisable by Dr. Mehta if the Agreement or Dr. Mehta's position as an officer and director is terminated by the Company for any reason or if the A

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is not renewed by the Company.

- o that the Agreement will terminate upon (a) Dr. Mehta's death, (b) election of either party if Dr. Mehta is unable to perform his duties on account of disability for a total period of 120 days or more during any consecutive period of twelve months, (c) by the Company upon "severe cause" and (d) by Dr. Mehta upon the occurrence of certain events.
- o that if the Agreement is terminated due to Dr. Mehta's death, his surviving spouse, his estate if his spouse does not survive, shall receive Dr. Mehta's salary, incentive commissions, benefits and any deferred compensation accrued through the last day of the third calendar month following the month in which termination occurred; in addition one-half of his salary would be paid for an additional period of three years.
- o that if the Agreement is terminated by the Company because of Dr. Mehta's disability or upon "severe cause", Dr. Mehta will receive his salary, incentive commission benefits and any deferred compensation through the last day of the calendar month in which the termination occurs.
- o that if the Agreement is terminated by Dr. Mehta upon the occurrence of one of the events specified, including a "change in control" as defined, Dr. Mehta will receive all accrued salary, incentive commissions, benefits and any deferred compensation through the later of May 22, 2006 or the third anniversary of such termination.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Shown in the table below is any person (including any "group") known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company's voting securities as of August 16, 2002.

| Title of Class | Name and Address of Beneficial Owner  | Amount and Nature of Beneficial Ownership | Percent of Class |
|----------------|---|---|------------------|
| Common         | Dr. Atul M. Mehta, Director/Officer<br>165 Ludlow Avenue<br>Northvale New Jersey 07647  | 2,962,701(1)<br>Direct and<br>Indirect    | 26.4%            |
| Common         | Jerome Belson<br>495 Broadway<br>New York, NY 10012   | 928,00(2)<br>Direct and<br>Indirect       | 9.2%             |
| Common         | John de Neufville and Mely Rahn, Trustees<br>Margaret de Neufville Revocable Trusts<br>197 Meister Avenue<br>North Branch, NJ 08876 | 766,100(3)<br>Direct and<br>Indirect      | 7.6%             |
| Common         | Bakul and Dilip Mehta<br>P. O. Box 438<br>Muscat, Sultanate of Oman   | 630,000<br>Direct                         | 6.5%             |
| Common         | Bridge Ventures, Inc.<br>1241 Gulf of Mexico Drive<br>Longboat Key, FL 24228  | 859,470(4)<br>Direct and<br>Indirect      | 8.6%             |
|                | SMACS Holding Corp.<br>1241 Gulf of Mexico Drive<br>Longboat Key, FL 24228  |   |                  |
|                | Bridge Ventures, Inc. Employee<br>Pension Plan<br>1241 Gulf of Mexico Drive<br>Longboat Key, FL 24228                               |   |                  |

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Saggi Capital Corp.  
9 Prospect Hill Road Ext.  
Pine Plains, NY 12567

Saggi Capital Corp. Money Purchase Plan  
9 Prospect Hill Road Ext.  
Pine Plains, NY 12567

Saggi Capital Corp. Profit Sharing Plan  
9 Prospect Hill Road Ext.  
Pine Plains, NY 12567

Harris Freedman  
1241 Gulf of Mexico Drive  
Longboat Key, FL 24228

Sharon Will  
9 Prospect Hill Road Ext.  
Pine Plains, NY 12567

Michael H. Freedman  
200 East 89th Street, Suite 17A  
New York, NY 10128

(1) Includes (i) 6,300 shares held by Dr. and Mrs. Mehta as custodians for Amar Mehta; (ii) 6,300 shares held by Dr. and Mrs. Mehta as custodians for Anand Mehta; (iii) 200,000 shares held by Mehta Partners, LP; and (iv) options to purchase 1,475,000 shares of common stock held by Dr. Mehta (including options for 400,000 shares which do not begin vesting until December 31, 2002 and then vest 100,000 shares on that date and 100,000 shares annually thereafter for three years and options for 50,000 shares which begin vesting on December 31, 2002 and then vest 10,000 shares on that date and 10,000 shares annually thereafter for four years).

(2) Includes (i) 35,000 shares held by Maxine Belson, wife of Jerome Belson; (ii) 50,000 shares by the Jerome Belson Foundation; and (iii) 28,000 shares owned by the Grandchildren of Jerome Belson; and (iv) warrants for 256,000 shares.

(3) Represents (i) 331,000 shares held in trust for the benefit of John P. de Neufville; (ii) 410,000 shares held in trust for David T. de Neufville; and (iii) options personally held by John P. de Neufville to purchase 25,000 shares.

(4) Based on information contained in a Schedule 13D, as amended, filed by the foregoing persons on August 13, 2002 who have formed a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934. Consists of (a) 2,000 shares of common stock owned by Harris Freedman, (b) 369,970 shares of common stock owned by Bridge Ventures, Inc. (including 85,250 shares of common stock issuable upon exercise of warrants owned by Bridge Ventures, Inc.), (c) 121,000 shares of common stock owned by SMACS Holding Corp. (including 75,000 shares of common stock issuable upon exercise of warrants owned by SMACS Holding Corp.), (d) 102,200 shares of common stock owned by Bridge Ventures, Inc. Employee Pension Plan (including 10,000 shares of common stock issuable upon exercise of warrants owned by Bridge Ventures, Inc. Employee Pension Plan), (e) 7,500 shares of common stock owned by Sharon Will, (f) 217,500 shares of common stock owned by Saggi Capital Corp. (including 110,000 shares of common stock issuable upon exercise of warrants owned by Saggi Capital Corp.), (g) 7,450 shares of common stock owned by Saggi Capital Corp. Money Purchase Plan, (h) 8,350 shares of common stock owned by Saggi Capital Corp. Profit Sharing Plan, and (i) 23,500 shares of common stock owned by Michael H. Freedman (including 5,000 shares of common stock issuable upon exercise of warrants owned by Michael

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H. Freedman).

The Company is informed and believes that as of August 16, 2002, Cede & Co. held 6,544,413 shares of the Company's common stock and 1,200,120 Class A Warrants for shares of the common stock of the Company as nominee for Depository Trust Company, 55 Water Street, New York, New York 10004. It is the Company's understanding that Cede & Co. and Depository Trust Company both disclaim any beneficial ownership therein and that such shares are held for the account of numerous other persons, no one of whom is believed to beneficially own five percent or more of the common stock of the Company.

### SECURITY OWNERSHIP OF MANAGEMENT

Shown below, as of August 15, 2002, are the shares of the Company beneficially owned by all executive officers and by the directors and executive officers of the Company as a group.

| Title of Class | Name and Address of Beneficial Owner   | Amount and Nature of Beneficial Ownership | Percent of Class |
|----------------|--|---|------------------|
| Common         | Dr. Atul M. Mehta, Director/Officer<br>165 Ludlow Avenue<br>Northvale NJ 07647                                   | 2,962,700 (1)<br>Direct and<br>Indirect   | 26.4%            |
| Common         | Donald S. Pearson, Director<br>1305 Peabody Avenue<br>Memphis, TN 38104  | 78,750 (2)<br>Direct                      | 0.8%             |
| Common         | Harmon Aronson, Director<br>26 Monterey Drive<br>Wayne, NJ 07470   | 60,000 (3)<br>Direct                      | 0.6%             |
| Common         | Eric L. Sichel, Director<br>411 Highview Road<br>Englewood, NJ 07631   | 30,000 (4)<br>Direct                      | 0.3%             |
| Common         | Mark I. Gittelman, Chief Financial Officer,<br>Treasurer and Secretary<br>300 Colfax Avenue<br>Clifton, NJ 07013 | 10,000 (5)<br>Direct                      | 0.1%             |
| Common         | Officers and Directors as a Group  | 3,141,450<br>Direct and<br>Indirect       | 27.7%            |

(1) Includes (i) 6,300 shares held by Dr. and Mrs. Mehta as custodians for Amar Mehta; (ii) 6,300 shares held by Dr. and Mrs. Mehta as custodians for Anand Mehta; (iii) 200,000 shares held by Mehta Partners, LP; and (iv) options to purchase 1,475,000 shares of common stock held by Dr. Mehta (including options for 400,000 shares which do not begin vesting until December 31, 2002 and then vest 100,000 shares on that date and 100,000 shares annually thereafter for three years and options for 50,000 shares which do begin vesting until December 31, 2002 and then vest 10,000 shares on that date and 10,000 shares annually thereafter for four years).

(2) Includes options to purchase 60,000 shares. Options for 40,000 shares are vested. The remaining options vest in increments of 10,000 shares each on September 1, 2002 and January 2, 2003.

(3) Comprised of options to purchase 60,000 shares. Options for 40,000 shares are vested. The remaining options vest in increments of 10,000 shares each on September 1, 2002 and January 2, 2003.

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(4) Comprised of options to purchase 30,000 shares. Options for 10,000 shares are vested. Options for the remaining shares vest in increments of 10,000 each on August 2, 2003 and August 2, 2004.

(5) Comprised of options to purchase 10,000 shares.

Information on the stock ownership of these persons was provided to the Company by the persons.

COMPARATIVE SHAREHOLDER RETURN

The graph which follows compares the yearly percentage change in the Company's cumulative total stockholder return on its common stock with the cumulative total stockholder return of (1) all United States companies traded on the American Stock Exchange (where the Company's common stock is now traded) and (2) 51 companies traded on the American Stock Exchange which carry the Standard Industrial Classification (SIC) code 283 (Pharmaceuticals). The graph was prepared by the Center for Research in Security Prices at the University of Chicago Graduate School of Business, Chicago, IL.

The stock of the Company was traded on the NASDAQ over-the-counter bulletin board from July 23, 1998 until February 24, 2000. The stock of the Company began trading on the American Stock Exchange on February 24, 2000. The period covered by the comparison begins September 1998 because no trading data was available for the period from July 23, 1998 through August 31, 1998. The Company's fiscal year ends on March 31.

## Comparison of Five-Year Cumulative Total Returns

### Performance Graph for Elite Pharmaceuticals, Inc.

Produced on 05/29/2002 including data to 03/28/2002

\$3,000

\$2,000

1238.4

\$1,000



\$0 135.0  
110.1

09/30/1998 03/31/1999 03/31/2000 03/30/2001 03/28/2002

## Legend

| <u>Symbol</u> | <u>CRSP Total Returns Index for:</u>             | <u>09/1998</u> | <u>03/1999</u> | <u>03/2000</u> | <u>03/2001</u> | <u>03/2002</u> |
|---------------|--|----------------|----------------|----------------|----------------|----------------|
| —             | Elite Pharmaceuticals, Inc.                      | 100.0          | 158.4          | 1780.0         | 880.0          | 1238.4         |
| —             | AMEX Stock Market (US Companies)                 | 100.0          | 117.5          | 166.6          | 132.9          | 135.0          |
| —             | AMEX Stocks (SIC 2830 - 2839 US Companies) Drugs | 100.0          | 136.2          | 267.8          | 156.3          | 110.1          |

### Notes:

- The lines represent monthly index levels derived from compounded daily returns that include all dividends.
- The indexes are reweighted daily, using the market capitalization on the previous trading day.
- If the monthly interval, based on the fiscal year-end, is not a trading day, the preceding trading day is used.
- The index level for all series was set to \$100.0 on 09/30/1998.
- Data for Elite Pharmaceuticals, Inc. from 09/1996 to 01/2000 was provided by the client.

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RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors selects the independent public accounting firm for

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the Company each year at its annual meeting following the annual meeting of stockholders. Therefore, no accounting firm is being recommended to or selected in connection with this revocation solicitation. Miller Ellin & Company, New York, New York, is the independent public accounting firm for the Company.

### AUDIT FEES

The aggregate fees billed for professional services rendered by Miller Ellin & Company, the principal accountants of the Company for the most recent fiscal year ended March 31, 2002, for the audit of the Company's annual financial statements for the most recent fiscal year ended March 31, 2002 and the reviews of the financial statements included in the Company's Forms 10-Q filed during that fiscal year were \$38,523.75.

### ALL OTHER FEES

No fees were billed for services rendered to the Company by Miller Ellin & Company for the most recent fiscal year ended March 31, 2002 other than those services specified in the immediately preceding section.

### PRINCIPAL OFFICE.

The Company's principal offices are located at 165 Ludlow Avenue, Northvale, New Jersey 07647, and its telephone number is (201) 750-2646.

### SOLICITATION OF CONSENT REVOCATIONS

Consent revocations may be solicited by mail, telephone, facsimile transmission or other electronic media and in person. Solicitation of consent revocations may be made by directors, officers and regular employees of Elite for which they will receive no additional compensation.

[\_\_\_\_\_] will receive a fee of \$[\_\_\_\_\_] for its services to Elite in connection with the solicitation of the consent revocations, plus reimbursement for reasonable out-of-pocket expenses. Elite has also agreed to indemnify [\_\_\_\_\_] for certain liabilities in connection with this solicitation. Approximately [\_\_] persons will be employed by [\_\_\_\_\_] to solicit stockholders.

Banks, brokers, custodians, nominees and fiduciaries will be requested to forward solicitation material to beneficial owners of shares of Elite common stock. Elite will reimburse banks, brokers, custodians, nominees and fiduciaries for their reasonable expenses for sending solicitation material to the beneficial owners.

The entire cost of soliciting the consent revocations, including, without limitation, costs, if any, relating to advertising, printing, fees of attorneys, financial advisors, proxy solicitors, accountants, public relations, transportation, litigation and related expenses and filing fees, will be borne by Elite. Elite estimates that total expenditures relating to the Elite Board's solicitation of the consent revocations will be approximately \$[\_\_\_\_\_]. Such costs do not include the amount normally expended for a solicitation for an uncontested election of directors or costs represented by salaries and wages of regular employees and officers. The portion of such costs allocable solely to the solicitation of consent revocations to the Freedman Group's Proposals is not readily determinable. To date, approximately \$[\_\_\_\_\_] has been paid by Elite in connection with its solicitation of revocations of consents.

### ABSENCE OF APPRAISAL RIGHTS

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Under Delaware law, you do not have appraisal rights in connection with our solicitation of consent revocations.

### PARTICIPANTS IN THE SOLICITATION

Under applicable regulations of the SEC, each member of the Elite Board and each executive officer of Elite may be deemed to be a "participant" in Elite's solicitation of revocations of consent. In the event each of these persons is deemed a "participant", and without acknowledging that any such person is a "participant", we furnish the following information. Except as set forth below, the principal business addresses of each director and executive officer are 165 Ludlow Avenue, Northvale, New Jersey 07647. The principal occupation of each director and executive officer is set forth in this Revocation Statement under the sections entitled "Information About Us, The People Asking You To Revoke Your Consent" and "Directors and Executive Officers", respectively. Information about the present ownership by directors and executive officers and any of their respective "associates" of Elite common stock is set forth under the section entitled "Security Ownership of Management." Information about transactions by each director and executive officer in Elite's common stock during the past two years can be found in such director's or executive officer's filings under Section 16 of the Securities Exchange Act of 1934, as amended, during that period. Information about related party transactions involving directors and executive officers can be found under the sections entitled "Certain Relationships and Related Transactions" and "Employment Agreement". Except as otherwise set forth in this Revocation Statement, none of the directors or executive officers or any of their respective "associates" has any arrangement or understanding with any person with respect to future employment or future transactions with Elite.

### STOCKHOLDER PROPOSALS

As reported in our proxy statement for last year's Annual Meeting of Stockholders, stockholder proposals must have been received by the Company in writing no later than May 15, 2002 in order for such proposal to be eligible for inclusion in the Company's proxy statement and form of proxy for the 2002 Annual Meeting.

### WHERE YOU CAN FIND MORE INFORMATION

The Company files reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended. The SEC maintains an Internet world wide web site that provides access, without charge, to reports, proxy statements and other information about issuers, like Elite, who file electronically with the SEC. The address of that site is <http://www.sec.gov>.

You also may obtain copies of these materials by mail from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates. These materials are also available from the SEC in person at any one of its public reference rooms. Please call the SEC at 1-800-SEC-0330 for further information on its public reference rooms. You may read and copy this information at the following locations of the SEC:

|  |   |   |
|--|---|---|
| Public Reference Room<br>450 Fifth Street, N.W.<br>Room 1024<br>Washington, D.C. 20549 | Northeast Regional Office<br>The Woolworth Building<br>233 Broadway<br>New York, New York 10279 | Chicago Regional Office<br>175 W. Jackson Boulevard<br>Suite 900<br>Chicago, Illinois 60604 |
|--|---|---|

You can also obtain, without charge, reports, proxy statements and other information, including without limitation, any information we may incorporate by reference herein, about the Company, by contacting: Elite Pharmaceuticals, Inc.,

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165 Ludlow Avenue, Northvale, New Jersey 07647, Attn: Corporate Secretary, telephone: (201) 750-2646, facsimile: [\_\_\_\_], or on the Company's Internet world wide web site: <http://www.elitepharma.com>.

### CAUTION ABOUT FORWARD LOOKING STATEMENTS

This Consent Revocation Statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on the beliefs of the Company's management and Board of Directors, as well as assumptions made by and information currently available to the Company's management and Board of Directors. Such statements reflect the current views of the Company or the Board of Directors with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements.

Factors that could cause actual results to differ materially from the Company's expectations include, but are not limited to, the following: the ability of the Company to execute and manage the Company's growth strategy, the results of the Company's investment spending, the ability to develop new products, the ability to obtain governmental approval of its products, improved financial results, the entrance of new competitors into the marketplace, the ability to attract and retain key customers, the ability to positively modify its revenue mix, variations in quarterly results and the sufficiency of the Company's working capital, and other factors which are described from time to time in the Company's public filings with the Securities and Exchange Commission, news releases and other communications. Also, when Elite uses the words "believes," "expects," "anticipates," "estimates," "plans," "intends," "objectives," "goals," "aims," "projects" or similar words or expressions, Elite is making forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

August [\_\_], 2002

By Order of the Board of Directors

Mark I. Gittelman, Secretary

### IMPORTANT

1. If your shares are registered in your name, please sign, date and mail the enclosed BLUE Consent Revocation Card to [\_\_\_\_] in the postage-paid envelope provided.
2. If you have previously signed and returned a WHITE consent card to the Freedman Group, you have every right to change your vote. Only your latest dated card will count. You may revoke any WHITE consent card already sent to the Freedman Group by signing, dating and mailing the enclosed BLUE Consent Revocation Card in the postage-paid envelope provided.
3. In order to be sure that you are revoking a prior consent, you must either mark the "Revoke Consent" boxes on the BLUE Consent Revocation Card or sign the BLUE Consent Revocation Card without marking any boxes. If you do not mark any box for any one or more of the Freedman Group's Proposals on the BLUE Consent Revocation Card and you sign and return the Card, you will be deemed to have revoked any previously signed consent to any proposal you did not mark. If the BLUE Consent Revocation Card is signed and returned, any previously executed consent will be revoked unless the "Do Not Revoke Consent" box is marked.

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4. If your shares are held in the name of a brokerage firm, bank nominee or other institution, only it can sign a BLUE Consent Revocation Card with respect to your shares and only after receiving your specific instructions. To ensure that your revocation is completed, you should contact the person responsible for your account and give instructions for a BLUE Consent Revocation Card to be signed representing your shares.

5. After signing the enclosed BLUE Consent Revocation Card, do not sign or return the WHITE consent card. Do not even use the Freedman Group's consent card to indicate your opposition to the Freedman Group's Proposals.

If you have any questions above giving your revocation of consent or require assistance, please call:

[\_\_\_\_\_]

ELITE PHARMACEUTICALS, INC.

THIS REVOCATION OF CONSENT IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ELITE PHARMACEUTICALS, INC. ("ELITE") IN OPPOSITION TO THE CONSENT SOLICITATION BY HARRIS FREEDMAN, BRIDGE VENTURES, INC., BRIDGE VENTURES, INC. EMPLOYEE PENSION PLAN, SMACS HOLDING CORP., SHARON WILL, SAGGI CAPITAL CORP., SAGGI CAPITAL CORP. MONEY PURCHASE PLAN, SAGGI CAPITAL CORP. PROFIT SHARING PLAN AND MICHAEL H. FREEDMAN (THE "FREEDMAN GROUP").

The undersigned, a holder of shares of common stock, par value \$0.01 per share, of Elite, is acting with respect to all the shares of common stock of Elite held by the undersigned, and hereby revokes any and all consents that the undersigned may have given in respect of the following proposals submitted by the Freedman Group:

[X] PLEASE MARK YOUR VOTE AS IN THIS EXAMPLE.

THE BOARD OF DIRECTORS OF ELITE UNANIMOUSLY RECOMMENDS THAT YOU VOTE "REVOKE CONSENT" ON EACH PROPOSAL SET FORTH BELOW. Please sign, date and mail this consent revocation card today.

1. Removal of three present members of the Elite Board without cause, Donald S. Pearson, Harmon Aronson and Eric L. Sichel and any other person or persons elected to the Elite Board to fill any vacancy arising since the last annual meeting of stockholders or any newly created directorships.

[\_] REVOKE CONSENT [ ] DO NOT REVOKE CONSENT

INSTRUCTIONS: To revoke consent or withhold revocation of consent to the removal of all the persons named in the above proposal, check the appropriate box. If you wish to revoke the consent to the removal of certain of the persons named above, but not all of them, check the "Revoke Consent" box and write the name of each such person as to whom you do not wish to revoke consent (i.e., the persons you want removed) in the following space:\_\_\_\_\_

2. Election of the Freedman Group's slate, Harris Freedman, Sharon Will and Michael H. Freedman, to the Board of Directors to fill the newly created vacancies on the Board, and to serve until their respective successors are duly elected and qualify.

[\_] REVOKE CONSENT [ ] DO NOT REVOKE CONSENT

INSTRUCTIONS: To revoke consent or withhold revocation of consent to the election of all the persons named in the above proposal, check the appropriate

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box. If you wish to revoke the consent to the election of certain of the persons named above, but not all of them, check the "Revoke Consent" box and write the name of each such person as to whom you do not wish to revoke consent (i.e., the persons you want elected) in the following space:\_\_\_\_\_

IF NO DIRECTION IS MADE WITH RESPECT TO ONE OR MORE OF THE FOREGOING PROPOSALS, OR IF YOU MARK THE "REVOKE CONSENT" BOX WITH RESPECT TO ONE OR MORE OF THE FOREGOING PROPOSALS, THIS REVOCATION OF CONSENT WILL REVOKE ALL PREVIOUSLY EXECUTED CONSENTS WITH RESPECT TO SUCH PROPOSALS.

IF YOU DO NOT MARK ANY BOX FOR ANY ONE OR MORE OF THE FOREGOING PROPOSALS AND YOU SIGN AND RETURN THIS CARD, YOU WILL BE DEEMED TO HAVE REVOKED ANY PREVIOUSLY SIGNED CONSENT TO ANY PROPOSAL YOU DID NOT MARK. IF THE BLUE CONSENT REVOCATION CARD IS SIGNED AND RETURNED, ANY PREVIOUSLY EXECUTED CONSENT WILL BE REVOKED UNLESS THE "DO NOT REVOKE CONSENT" BOX IS MARKED.

Dated: \_\_\_\_\_, 2002

Signature

Signature, if held jointly

Title of Authority

Please sign exactly as your name appears hereon. If shares are held jointly, each stockholder should sign. When signing as attorney, executor, administrator, trustee, guardian, corporate officer, etc., give full title as such. Please sign, date and mail this Consent Revocation Card promptly in the enclosed postage-paid envelope.

If you have any questions or need assistance, please contact [\_\_\_\_\_], which is assisting Elite in this solicitation of consent revocations:

[\_\_\_\_\_]