



## Horizon Therapeutics plc Announces Voting Results from Special Shareholder Meetings

February 24, 2023

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DUBLIN--(BUSINESS WIRE)--Feb. 24, 2023-- Horizon Therapeutics plc (NASDAQ: HZNP):

### RECOMMENDED CASH OFFER

for

**HORIZON THERAPEUTICS PLC**

by

**Pillartree Limited, a newly formed private limited company wholly owned by Amgen Inc.**

**to be implemented by way of a scheme of arrangement under Chapter 1 of Part 9 of the Irish Companies Act 2014**

### Announcement relating to the results of the Scheme Meeting and Extraordinary General Meeting

Horizon Therapeutics plc, a public limited company incorporated in Ireland ("**Horizon**" or the "**Company**") announces today that, in relation to the offer for the Company by Pillartree Limited ("**Acquirer Sub**"), a newly formed private limited company wholly owned by Amgen Inc., a Delaware corporation ("**Amgen**"), pursuant to which Acquirer Sub will acquire the entire issued and to be issued ordinary share capital of the Company (the "**Proposed Transaction**"), the resolutions required to approve the scheme of arrangement under Chapter 1 of Part 9 of the Irish Companies Act of 2014 (the "**Scheme**") were passed by the requisite majorities at the scheme meeting (the "**Scheme Meeting**") and the related extraordinary general meeting ("**EGM**") held earlier today.

Full details of the resolutions passed are set out in the notices of the Scheme Meeting and EGM contained in the proxy statement filed by Horizon with the SEC on January 23, 2023 (the "**Proxy Statement**").

The detailed voting results of the polls taken in respect of each of the resolutions at the Scheme Meeting and EGM are set out below.

#### 1. Scheme Meeting:

The resolution to approve the Scheme was duly passed on a poll vote. The required quorum in respect of the Scheme Meeting, being at least one or more Scheme Shareholders present in person or by proxy holding not less than a majority of the issued and outstanding Scheme Shares entitled to vote at the Scheme Meeting, was satisfied.

#### Resolution: To Approve the Scheme of Arrangement

	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shares voted as a % of total Scheme Shares**
<b>For</b>	17	94.44%	173,076,982	99.89%	75.78%
<b>Against</b>	1	5.56%	193,546	0.11%	0.08%
<b>Total</b>	18	100%	173,270,528	100.00%	75.86%
<b>Abstain*</b>	1	N/A	29,782	N/A	N/A

\* The "Abstain" option is provided to enable abstention on any particular resolution. However, it should be noted that an abstention is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

\*\* The total number of Horizon Shares in issue at the Voting Record Time was 228,388,739.

## 2. Extraordinary General Meeting:

At the EGM, Resolutions 1 to 4, as set out in the notice of the EGM in the Proxy Statement, were duly passed on a poll vote. The required quorum in respect of the EGM, being at least one or more Horizon Shareholders present in person or by proxy holding not less than a majority of the issued and outstanding Horizon Shares entitled to vote at the EGM, was satisfied.

### Resolution 1: Ordinary Resolution – The Scheme Approval Resolution

	Number of Horizon		
	Number of Horizon	% of Horizon	Shares voted as
	Shares voted	Shares voted a	% of total Horizon
			Shares**
<b>For</b>	174,475,993	99.90%	76.39%
<b>Against</b>	177,093	0.10%	0.08%
<b>Total</b>	174,653,086	100.00%	76.47%
<b>Abstain*</b>	113,814	N/A	N/A

\* The "Abstain" option is provided to enable abstention on any particular resolution. However, it should be noted that an abstention is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

\*\* The total number of Horizon Shares in issue at the Voting Record Time was 228,388,739.

### Resolution 2: Special Resolution – Articles of Association Amendment Resolution

	Number of Horizon		
	Number of Horizon	% of Horizon	Shares voted as
	Shares voted	Shares voted a	% of total Horizon
			Shares**
<b>For</b>	174,262,766	99.90%	76.30%
<b>Against</b>	169,072	0.10%	0.07%
<b>Total</b>	174,431,838	100.00%	76.37%
<b>Abstain*</b>	335,062	N/A	N/A

\* The "Abstain" option is provided to enable abstention on any particular resolution. However, it should be noted that an abstention is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

\*\* The total number of Horizon Shares in issue at the Voting Record Time was 228,388,739.

### Resolution 3: Ordinary Resolution (non-binding, advisory) – Compensation Resolution at the EGM

Number of Horizon % of Horizon Number of Horizon

	<b>Shares voted as</b>		
	<b>Shares voted</b>	<b>Shares voted a % of total Horizon</b>	<b>Shares**</b>
<b>For</b>	157,217,192	90.72%	68.84%
<b>Against</b>	16,076,760	9.28%	7.04%
<b>Total</b>	173,293,952	100.00%	75.88%
<b>Abstain*</b>	1,472,948	N/A	N/A

\* The "Abstain" option is provided to enable abstention on any particular resolution. However, it should be noted that an abstention is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

\*\* The total number of Horizon Shares in issue at the Voting Record Time was 228,388,739.

#### **Resolution 4: Ordinary Resolution – Adjournment Resolution**

	<b>Number of Horizon</b>		
	<b>Number of Horizon</b>	<b>% of Horizon</b>	<b>Shares voted as</b>
	<b>Shares voted</b>	<b>Shares voted a % of total Horizon</b>	<b>Shares**</b>
<b>For</b>	160,817,240	92.20%	70.41%
<b>Against</b>	13,605,785	7.80%	5.96%
<b>Total</b>	174,423,025	100.00%	76.37%
<b>Abstain*</b>	343,875	N/A	N/A

\* The "Abstain" option is provided to enable abstention on any particular resolution. However, it should be noted that an abstention is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

\*\* The total number of Horizon Shares in issue at the Voting Record Time was 228,388,739.

In connection with the Proposed Transaction, the parties to the Transaction Agreement have received clearances or confirmations of non-applicability related to foreign direct investment in Denmark, Italy and Germany and clearances related to antitrust in Germany and Austria. Completion of the Proposed Transaction remains subject to the satisfaction or waiver of the other conditions set out in the Proxy Statement, as may be amended and supplemented, but is currently expected to occur in the first half of 2023. In order for the Scheme to become effective, the sanction of the Scheme by the Irish High Court is required.

Certain capitalised words used in this announcement and not herein defined have the meanings given to such words in the Scheme of Arrangement set forth in Part 3 of the Proxy Statement.

#### **FURTHER INFORMATION**

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**Statement Required by the Irish Takeover Rules**

The directors of Horizon accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Horizon (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Cautionary Statement Regarding Forward-looking Statements**

This announcement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by words such as "anticipate," "believe," "intend," "estimate," "expect," "see," "continue," "could," "can," "may," "will," "likely," "depend," "should," "would," "plan," "predict," "target," and similar expressions, and may include references to assumptions and relate to Horizon's and Amgen's future prospects, developments and business strategies, and the Proposed Transaction. Such forward-looking statements include, but are not limited to, statements relating to the Proposed Transaction involving Amgen and Horizon, Horizon's current expectations and estimates about the expected effects and anticipated benefits of the Proposed Transaction, including Amgen's ability to further diversify its commercial portfolio and expand its pipeline to reinforce continued long-term growth, Amgen's broadened global scale to further maximize the growth potential of Horizon's marketed medicines, the combined companies' long-term R&D discovery and development efforts, and Amgen's R&D capabilities to rapidly advance the pipeline to find more therapies for patients who are underserved, the date of closing of the Proposed Transaction, including the parties' ability to satisfy the conditions to the consummation of the Proposed Transaction and the other conditions set forth in the Transaction Agreement, and Horizon's business activities and strategies. Horizon's expectations and beliefs regarding these matters may not materialize. Actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of uncertainties, risks, and changes in circumstances, including but not limited to risks and uncertainties related to: the ability of the parties to consummate the Proposed Transaction in a timely manner or at all; the satisfaction (or waiver) of conditions to the consummation of the Proposed Transaction, including with respect to the approval of Horizon shareholders and required regulatory approvals; potential delays in consummating the Proposed Transaction; the ability of Horizon to timely and successfully achieve the anticipated benefits of the Proposed Transaction; the impact of health pandemics, including the COVID-19 pandemic, on the parties' respective businesses and the actions the parties may take in response thereto, the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Transaction Agreement; the effect of the announcement or pendency of the Proposed Transaction on Horizon's business relationships, operating results and business generally; costs related to the Proposed Transaction; and the outcome of any legal proceedings that may be instituted against the parties or any of their respective directors or officers related to the Transaction Agreement or the Proposed Transaction. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included under the caption "Risk Factors" and elsewhere in Horizon's most recent filings with the SEC, including its Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 and any subsequent reports on Form 10-K, Form 10-Q or Form 8-K filed with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These documents can be accessed on Horizon's website at <https://ir.horizontherapeutics.com/financial-information/sec-filings>. The forward-looking statements set out in this announcement are made only as of the date hereof. Horizon assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

**Dealing Disclosure Requirements**

Under the provisions of Rule 8.3(b) of the Irish Takeover Rules, if any person is, or becomes, 'interested' in 1% or more of any class of 'relevant securities' of the Company, that person must publicly disclose all 'dealings' in any 'relevant securities' of the Company during the 'offer period', by not later than 3:30 p.m. (E.T.) on the 'business day' following the date of the relevant transaction.

If two or more persons co-operate on the basis of any agreement either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of the Company or any securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

In addition, each of the Company and any offeror must make an 'opening position disclosure' by no later than 12:00 noon (E.T.) on the date falling ten 'business days' following the commencement of the 'offer period' or the announcement that first identifies a securities exchange offeror, as applicable, and disclose details of any 'dealings' by it or any person 'acting in concert' with it in 'relevant securities' during the 'offer period', by no later than 12:00 noon (E.T.) on the business day following the date of the transaction (see Rules 8.1, 8.2 and 8.4 of the Irish Takeover Rules).

A disclosure table, giving details of the companies in whose 'relevant securities' 'opening position' and 'dealings' should be disclosed can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

'Interests' in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose an 'opening position' or 'dealing' under Rule 8 of the Irish Takeover Rules, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

**Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, any figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that

precede them.

**General**

A copy of this announcement will be available, free of charge (subject to certain restrictions relating to persons resident in certain restricted jurisdictions) on Horizon's website at <https://ir.horizontherapeutics.com/information> by no later than 12:00 noon (E.T.) on the business day following this announcement and throughout the course of the Proposed Transaction. Neither the contents of Horizon's website nor the contents of any other website accessible from hyperlinks are incorporated into, or form part of, this announcement.

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Source: Horizon Therapeutics plc