



Rule 8.1 Dealing Disclosure (Horizon Therapeutics plc)

March 16, 2023

DUBLIN--(BUSINESS WIRE)--Mar. 16, 2023-- Horizon Therapeutics plc (NASDAQ: HZNP):

IRISH TAKEOVER PANEL

DEALING DISCLOSURE UNDER RULE 8.1(c) AND (d)(i) OF THE IRISH TAKEOVER PANEL ACT, 1997, TAKEOVER RULES, 2022

BY AN OFFEROR, OFFEREE OR PARTIES ACTING IN CONCERT WITH THEM IN RESPECT OF DEALINGS FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS

1. KEY INFORMATION

(a) Full name of discloser: Elizabeth Crossan

(b) Owner or controller of interests and short positions disclosed, if different from 1(a):

N/A

The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.

(c) Name of offeror/offeree in relation to whose relevant securities this form relates:

Horizon Therapeutics plc

Use a separate form for each offeror/offeree

(d) Status of person making the disclosure:

Person acting in concert with the offeree (namely, a sibling of a director of the offeree)

e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)

(e) Date dealing undertaken:

March 15, 2023

(f) In addition to the company in 1(c) above, is the discloser also making disclosures in respect of any other party to the offer?

N/A

If it is a cash offer or possible cash offer, state "N/A"

2. INTERESTS AND SHORT POSITIONS

If there are positions to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2 for each additional class of relevant security.

Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (Note 1)

Class of relevant security: Ordinary shares of US\$0.0001 each ("Ordinary Shares")
(Note 2)

Interests		Short positions	
Number	%	Number	%

(1) Relevant securities owned and/or controlled:	13,191	0.006%	N/A	N/A
(2) Cash-settled derivatives:	N/A	N/A	N/A	N/A
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	N/A	N/A	N/A	N/A
Total:	13,191	0.006%	N/A	N/A

All interests and all short positions should be disclosed.

Details of options including rights to subscribe for new securities and any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 .

3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE (Note 3)

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

(i) Offeree, offeror or person acting in concert (except for a principal trader in the same group as a financial or other professional adviser acting in relation to the offer for the offeree or the offeror)

Class of relevant security	Purchase/sale	Number of securities	Price per unit
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(Note 4)

N/A	N/A	N/A	N/A
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(ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a financial or other professional adviser acting in relation to the offer for the offeree or the offeror

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
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N/A	N/A	N/A	N/A	N/A
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(b) Cash-settled derivative transactions

Class of relevant security	Product description	Nature of dealing	Number of securities	Price per unit
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e.g. opening/closing a long/short position, increasing/reducing a long/short position
(Note 5)
(Note 4)

N/A	N/A	N/A	N/A	N/A
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(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type	Expiry date	Option money paid/received per unit
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e.g. American, European etc.

(Note 5)

N/A N/A N/A N/A N/A N/A N/A N/A

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/ exercised against	Number of securities	Exercise price per unit (Note 4)
Ordinary Shares Vested incentive stock option ("ISO")		Exercise of vested ISO	1,300 Ordinary Shares	US\$16.65
Ordinary Shares Vested ISO		Exercise of vested ISO	325 Ordinary Shares	US\$18.91
Ordinary Shares Vested ISO		Exercise of vested ISO	1,300 Ordinary Shares	US\$17.19

(d) Other dealings (including transactions in respect of new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion, exercise</i>	Price per unit Details (if applicable) (Note 4)
N/A	N/A	N/A

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

N/A

(b) Agreements, arrangements or understandings relating to options or derivatives

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

N/A

(c) Attachments

Is a Supplemental Form 8 attached? YES/NO

No

Date of disclosure: March 16, 2023

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Public disclosures under Rule 8.1 of the Rules must be made to a Regulatory Information Service.

NOTES ON FORM 8.1(c) and (d)(i)

- 1. See the definition of “interest in a relevant security” in Rule 2.5 of Part A of the Rules and see Rule 8.6(b) of Part B of the Rules.**
- 2. See the definition of “relevant securities” in Rule 2.1 of Part A of the Rules.**
- 3. See the definition of “dealing” in Rule 2.1 of Part A of the Rules.**
- 4. If the economic exposure to changes in the price of securities is limited, for example, by virtue of a stop loss arrangement relating to a spread bet, full details must be given.**
- 5. See Rule 2.5(d) of Part A of the Rules.**
- 6. If details included in a disclosure under Rule 8 are incorrect, they should be corrected as soon as practicable in a subsequent disclosure. Such disclosure should state clearly that it corrects details disclosed previously, identify the disclosure or disclosures being corrected, and provide sufficient detail for the reader to understand the nature of the corrections. In the case of any doubt, the Panel should be consulted.**

For full details of disclosure requirements, see Rule 8 of the Rules. If in doubt, consult the Panel.

References in these notes to “the Rules” are to the Irish Takeover Panel Act, 1997, Takeover Rules, 2022.

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Source: Horizon Therapeutics plc