



Horizon Therapeutics Announces Date of Irish Court Hearing to Sanction Scheme of Arrangement

09/05/23

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RECOMMENDED CASH OFFER

for

HORIZON THERAPEUTICS PLC

by

Pillartree Limited, a 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 of Date of Court Hearing

DUBLIN--(BUSINESS WIRE)--Sep. 5, 2023-- 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 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") pursuant to a scheme of arrangement under Chapter 1 of Part 9 of the Irish Companies Act 2014 (the "Scheme"), that the Irish High Court (the "Court") has set the Court Hearing for October 5, 2023 at 11:00 a.m. (Irish time) to consider Horizon's application to sanction the Scheme. The Court has directed that any shareholder or creditor of Horizon who intends to appear at the Court Hearing of the said application must notify Horizon's solicitors, Matheson LLP, 70 Sir John Rogerson's Quay, Dublin 2, Ireland (quoting reference BC/KR 668098.30) in writing by not later than 5:00 p.m. (Irish time) on October 2, 2023 of that person's or persons' intention to appear at the Court Hearing of the said application and must indicate to Horizon's solicitors whether such person or persons intend to support or oppose the said application and must serve any affidavit evidence on which that person or persons intends to rely on Horizon's solicitors by that date and time.

The Proposed Transaction is expected to close shortly after the Court issues the Court Order sanctioning the Scheme.

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 filed by the Company with the SEC on January 23, 2023.

FURTHER INFORMATION

Enquiries

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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 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 and Horizon’s and Amgen’s expectations with respect to the timing of the Court Hearing and the potential closing of the Proposed Transaction. 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; potential delays in consummating the Proposed Transaction; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Transaction Agreement; and the outcome of any legal proceedings that have or may be instituted against the parties or any of their respective directors or officers related to 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 Annual Report on Form 10-K for the year ended December 31, 2022, and any subsequent reports on Form 10-Q or Form 8-K filed with the SEC from time to time and available at 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.

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.

'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 a 'dealing' under Rule 8 of the Irish Takeover Rules, please consult the Irish Takeover Panel's website at www.irishtakeoverpanel.ie or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

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.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20230904379387/en/>

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