



Form 8.1 Opening Position Disclosure (Horizon Therapeutics plc)

December 13, 2022

DUBLIN--(BUSINESS WIRE)--Dec. 13, 2022-- Horizon Therapeutics plc (NASDAQ: HZNP):

FORM 8.1(a) & (b)
(Opening Position Disclosure)

IRISH TAKEOVER PANEL

OPENING POSITION DISCLOSURE UNDER RULE 8.1(a) AND (b) OF THE IRISH TAKEOVER PANEL ACT, 1997, TAKEOVER RULES, 2022 BY AN OFFEROR OR AN OFFEREE

1. KEY INFORMATION

(a) Full name of discloser: Horizon Therapeutics plc

(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) Is the discloser the offeror or the offeree?

Offeree

(e) Date position held:

12 December 2022

The latest practicable date prior to the disclosure

(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 interests and 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 (Note 1)

Class of relevant security: (Note 2)

Interests		Short positions	
Number	%	Number	%

(1) Relevant securities owned and/or controlled:

384,366 0.1693% 0

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(2) Cash-settled derivatives:	0	-	0	-
(3) Stock-settled derivatives (including options) and agreements to purchase/ sell:	0	-	0	-
Total:	384,366	0.1693%	0	-

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. INTERESTS AND SHORT POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY MAKING THE DISCLOSURE

Details of any interests and short positions (including directors' and other employee options) of any person acting in concert with the party making the disclosure:

(a) Horizon Therapeutics Plc Directors

The directors of Horizon Therapeutics Plc detailed in the table below (together with their connected persons under Rule 3.3(b)(ii) of Part A of the Irish Takeover Rules) have the following interests in Horizon Therapeutics Plc:

Director	Class of Relevant Security	Number of ordinary shares held at midnight (ET) on 12 December 2022	Percentage of total issued share capital (rounded)	Total number ordinary shares underlying outstanding Options, RSUs, PSUs, Employee Scheme Purchase Plan Rights and other subscription rights
William F. Daniel	Ordinary shares of US\$0.0001 each	77,551	0.0342%	112,153
Michael Grey	Ordinary shares of US\$0.0001 each	73,479	0.0324%	118,867
Jeff Himawan, Ph.D.	Ordinary shares of US\$0.0001 each	57,063	0.0251%	90,319
Susan Mahony, Ph.D	Ordinary shares of US\$0.0001 each	16,617	0.0073%	3,913
Gino Santini	Ordinary shares of US\$0.0001 each	72,609	0.0320%	118,867
James Shannon, MD	Ordinary shares of US\$0.0001 each	42,910	0.0189%	56,074
Timothy P. Walbert	Ordinary shares of US\$0.0001 each	693,907	0.3057%	3,205,566
Hays Thomas Watkins III	Ordinary shares of US\$0.0001 each	95,950	0.0423%	162,955
Pascale Witz	Ordinary shares of US\$0.0001 each	43,917	0.0193%	88,306
TOTAL	-	1,174,003	0.5172%	3,957,020

(b) Horizon Therapeutics plc Advisers

Interests of Morgan Stanley and J.P. Morgan (together with their respective members of staff under Rule 3.3(b)(v) of Part A of the Irish Takeover Rules), financial advisers to Horizon Therapeutics Plc:

Party	Class of Relevant Security	Number of ordinary shares held at midnight (ET) on 12 December 2022	Percentage of total issued share capital (rounded)
55I, LLC	Ordinary shares of US\$0.0001 each	548	0.0002%
Calvert Research and Management	Ordinary shares of US\$0.0001 each	37,118	0.0164%
Eaton Vance Management	Ordinary shares of US\$0.0001 each	57,620	0.0254%
Morgan Stanley Uruguay Ltda.	Ordinary shares of US\$0.0001 each	121	0.0001%
TOTAL	-	95,407	0.0421%

Details of 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.

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 making the disclosure or any person acting in concert with it:

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

None

(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.

None

(c) Attachments

Is a Supplemental Form 8 attached? YES/NO

No

Date of disclosure: 13 December 2022

Contact name: Aidan Milstead

Telephone number: +1.224.206.4983

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

NOTES ON FORM 8.1(a) and (b)

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(a) of Part B of the Rules.*
2. *See the definition of “relevant securities” in Rule 2.1 of Part A of the Rules.*
3. *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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Aidan Milstead
1.224.206.4983
amilstead@horizontherapeutics.com

Source: Horizon Therapeutics plc