

**HORIZON THERAPEUTICS PUBLIC LIMITED COMPANY
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS**

AMENDED EFFECTIVE: 2 MAY, 2019

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Horizon Therapeutics Public Limited Company, an Irish public limited company (the “*Company*”), shall be to oversee all aspects of the Company’s corporate governance functions on behalf of the Board, including to (i) make recommendations to the Board regarding corporate governance issues; (ii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iii) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (iv) nominate candidates to serve as directors; and (v) make other recommendations to the Board regarding affairs relating to the directors of the Company. The Committee shall also provide oversight assistance in connection with the Company’s legal, regulatory and ethical compliance programs, policies and procedures as established by management and the Board.

The operation of the Committee and this Nominating and Corporate Governance Charter shall be subject to the constitution of the Company as in effect from time to time and the Irish Companies Act 2014, as amended by the Irish Companies (Amendment) Act 2017, the Irish Companies (Accounting) Act 2017 and as may be subsequently amended, updated or replaced from time to time (the “*Companies Act*”).

COMPOSITION

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. The members of the Committee and the Chairman of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Committee may meet by telephone, video conference and/or any other electronic means and may take any action by unanimous written consent. For the purposes of this charter, “*unanimous written consent*” shall mean consent in writing in one or more counterparts provided by all of the members of the Committee, which consent may be signed by way of ‘wet-ink’ signature; electronic signature; or approved by way of email confirmation from each member of the Committee.

Minutes of each meeting shall be prepared and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company promptly after each meeting. The Chairman of the Committee shall report to the Board from time to time and whenever so requested by the Board.

AUTHORITY

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, including executive search firms to help identify director candidates. The Committee shall also have authority to cause the Company to pay ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out the Committee's duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to request that any of the Company's personnel, counsel, accountants (including the Company's auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants.

The approval of this Nominating and Corporate Governance Committee Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Committee may form and delegate authority to subcommittees as appropriate.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Reporting to the Board* – The Committee, through its Chairman, shall report all material activities of the Committee to the Board from time to time and whenever so requested by the Board.

RESPONSIBILITIES

The Committee's functions and procedures should remain flexible to address most effectively changing circumstances. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes with the understanding, however, that the Committee may supplement and/or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances.

1. *Director Nominations.* The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also nominate candidates to the Board to serve as directors. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's shareholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Board and Director Assessment.* The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its shareholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. *Board Committee Nominations.* The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the chairmanship and membership of each such committee.

4. Continuing Education/Orientation. The Committee shall consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors and orientation of new members of the Board.

5. Corporate Governance Principles. The Committee shall develop, as appropriate, a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.

6. Ethical Compliance; Compliance with Legal and Regulatory Requirements. The Committee shall provide oversight of legal matters and compliance with legal and regulatory requirements that may have a material effect on the Company's business, including any material reports or inquiries from regulatory or governmental agencies.

The Committee shall also (a) review significant regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures, (b) review the annual report prepared by the Company's Chief Compliance Officer related to the results of monitoring compliance with the Company's Corporate Compliance Program and Corporate Compliance Program Policies designed to ensure adherence to applicable laws and rules, as well as to the Company's Code of Business Conduct and Ethics, as amended from time to time (the "**Code**"), (c) review a quarterly compliance update, including a summary of any calls received on the Company's anonymous hotline, from the Company's Chief Compliance Officer and/or General Counsel, (d) meet periodically in executive session with the Company's Chief Compliance Officer to discuss, among other things, the Company's Corporate Compliance Program and Corporate Compliance Program Policies and to receive updates on compliance activities recently initiated and/or completed, (e) monitor the performance of the Company's Chief Compliance Officer and (f) recommend improvements to the Company's Corporate Compliance Program and Corporate Compliance Program Policies.

7. Investigations. The Committee shall oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; *provided, however*, that any such matters related to financial noncompliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.

8. Review of Complaints. The Committee shall oversee the review of complaints received from internal and external sources, including the Company's anonymous hotline, falling within the scope of its duties.

9. Code of Business Conduct and Ethics. The Committee shall review, on a periodic basis, as appropriate, the Code and approve (or, if deemed appropriate, recommend to the full Board) any changes to the Code. The Committee shall also oversee the Corporate Compliance Committee's annual review of Company policy statements to determine their adherence to the Code and shall report the results of the review to the Board. The Committee shall also review requests by directors or executive officers of the Company for a waiver from

the Code and make recommendations to the Board as to whether or not the requested waiver should be granted.

10. *Procedures for Information Dissemination.* The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

11. *Management Succession.* The Committee shall periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

12. *Director Compliance Statements.* The Committee shall supervise the Company's compliance with the requirements relating to director compliance statements under the Companies Act.

13. *Committee Self-Assessment and Charter Review.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this Nominating and Corporate Governance Committee Charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval.

14. *Report to Board.* To report to the Board with respect to any material issues that arise as the Committee deems appropriate from time to time and/or whenever it shall be called upon to do so.

15. *Other Duties and Authority.* The Committee may perform any other activities required by applicable law, rules or regulations, including the rules of the United States Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this Nominating and Corporate Governance Committee Charter, the Company's organizational documents, the Company's constitution and governing laws, as the Committee or the Board deems necessary or appropriate. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

MISCELLANEOUS

Nothing contained in this Nominating and Corporate Governance Committee Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purpose and responsibilities outlined in this Nominating and Corporate Governance Committee Charter are intended to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such

additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities or comply with applicable laws, rules or regulations. In addition, the Committee may amend any procedures or standards set forth in this Nominating and Corporate Governance Committee Charter as it deems necessary from time to time to comply with applicable laws, rules or regulations.