

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|---|---|---|
| 1. Name and Address of Reporting Person* <u>Cox Aaron</u> _____ (Last) (First) (Middle) C/O HORIZON THERAPEUTICS PLC 70 ST. STEPHEN'S GREEN _____ (Street) DUBLIN L2 _____ (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/16/2022 | 3. Issuer Name and Ticker or Trading Symbol <u>Horizon Therapeutics Public Ltd Co [HZNP]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ EVP, Chief Financial Officer | 5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Ordinary Shares | 4,774 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units (RSU) | (1) | (1) | Ordinary Shares | 9,676 | (1) | D | |
| Restricted Stock Units (RSU) | (2) | (2) | Ordinary Shares | 18,628 | (2) | D | |
| Restricted Stock Units (RSU) | (3) | (3) | Ordinary Shares | 23,805 | (3) | D | |
| Performance Restricted Stock Units (PSU) | (4) | (4) | Ordinary Shares | 1,573 | (4) | D | |
| Performance Restricted Stock Units (PSU) | (4) | (4) | Ordinary Shares | 5,806 | (4) | D | |
| Performance Restricted Stock Units (PSU) | (4) | (4) | Ordinary Shares | 3,868 | (4) | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The outstanding remaining shares vest on January 5, 2023.
- Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The outstanding remaining shares vest in equal installments on January 5, 2023 and January 5, 2024.
- Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The 23,805 ordinary shares subject to the restricted stock units vest ratably over three years on each anniversary of the grant date (January 4, 2022).
- Each performance restricted stock unit represents a contingent right to receive one ordinary share of the Issuer subject to satisfaction of certain performance criteria. The outstanding remaining shares vest on January 5, 2023.

Remarks:

/s/ Miles W. McHugh,
Attorney-in-Fact

** Signature of Reporting Person

05/16/2022

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Miles McHugh and Meghanne Downes of Horizon Pharma plc (the "Company"), signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of May, 2022.

/s/ Aaron Cox