

**HORIZON THERAPEUTICS PUBLIC LIMITED COMPANY  
CHARTER OF THE SCIENTIFIC COMMITTEE OF THE BOARD OF DIRECTORS**

**EFFECTIVE: 28 APRIL, 2022**

**PURPOSE AND POLICY**

The primary purpose of the Scientific 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 review and provide advice for the Company’s research and development (“*R&D*”) programs and opportunities on behalf of the Board, including (i) to assist the Board in its oversight of the Company’s R&D strategy, capabilities and activities, (ii) to identify and discuss significant emerging discoveries, trends and issues in science and technology relevant to the Company’s business and consider the potential impact on the Company’s R&D strategy and activities, (iii) to provide advice to the Company’s management and to the Board in connection with the allocation, deployment and utilization of resources in the Company’s R&D function, as well as further investments in the Company’s R&D capabilities; and (iv) to assist in the evaluation of potential licensing, collaboration, acquisition or other similar transactions involving R&D programs or technology.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster open communications among the Board, the Committee and the Company’s R&D management pertaining to the Company’s R&D programs and opportunities.

The operation of the Committee and this Charter shall be subject to the provisions of the constitution of the Company as in effect from time to time and the Irish Companies Act 2014, as amended to date and as may be subsequently amended, updated or replaced from time to time.

**COMPOSITION**

The Committee shall consist of at least two members of the Board. Each of the members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market and the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Committee Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside over all meetings of the Committee. Vacancies on the Committee shall be filled by the Board. The Committee’s chairperson, if one is specified, shall be designated by the Board.

**MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall 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 Chairperson or other designated member of the Committee shall report to the Board from time to time and whenever so requested by the Board. As necessary, the Chairperson may request members of management be present at meetings.

#### **AUTHORITY**

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special scientific, medical, technical, legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. 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, scientific, medical and technical advisors, 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 other scientific, medical, technical, legal, accounting or other advisors or consultants.

The approval of this 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 with respect to its functions to any subcommittee to the extent not prohibited by applicable law.

#### **RESPONSIBILITIES**

The Committee’s functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee’s purpose and policy, the Committee shall be charged with the following duties and responsibilities, 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. ***Oversight of R&D Programs.*** The Committee shall be responsible for reviewing the Company’s R&D programs and activities, including progress against development goals and timelines, clinical trial design and execution, review of preclinical and clinical data and scope and progress of research activities.

2. ***Review of R&D Opportunities from Scientific Perspective.*** The Committee shall assist in the review and evaluation from a scientific perspective of R&D opportunities, including potential licensing, collaboration, acquisition or other similar transactions involving R&D programs or technology.

3. ***Strategic Recommendations to Board.*** From time to time, (i) report to and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs and capabilities, (ii) provide strategic recommendations to the Board on such R&D programs and capabilities and (iii) review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.

4. ***Recommend Experts.*** Assist the Company's management, as needed, in identifying experts to provide strategic scientific, medical, regulatory and technical advice regarding the Company's R&D programs and opportunities.

5. ***Oversight of R&D Organization and Personnel.*** From time to time, review the Company's R&D organization and personnel, including capabilities and needs, and discuss findings and advice with management and the Board, as appropriate.

6. ***Review Trends.*** Identify and discuss significant emerging discoveries, trends and issues in science, regulatory matters and technology relevant to the Company's business and provide input to the Company's management team and Board, as appropriate, regarding the Company's R&D strategy or activities.

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

8. ***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 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 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 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 Charter as it deems necessary from time to time to comply with applicable laws, rules or regulations.

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