



HORIZON THERAPEUTICS PLC  
70 ST. STEPHEN'S GREEN  
DUBLIN 2, D02 E2X4, IRELAND



**SCAN TO  
VIEW MATERIALS & VOTE**



You may vote your ordinary shares in person at the Extraordinary General Meeting (EGM). Whether or not you plan to attend the EGM, we encourage you to vote your ordinary shares. You can vote as indicated below:

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on February 23, 2023. Follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on February 23, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy card must be received no later than 11:59 p.m. Eastern Time on February 23, 2023.

**Proxies submitted by the Internet, mail or telephone must be received by 11:59 p.m., Eastern Time, on February 23, 2023.**

This proxy card can also be handed to the chairman of the EGM before the start of the EGM.

Before completing the Proxy Card, please also read the Notice of the EGM and the Statement of Procedures contained at the end of such notice contained in the Proxy Statement.

**THIS IS THE YELLOW PROXY CARD**

**NOTE THAT YOU ARE ALSO RECEIVING A SEPARATE BLUE PROXY CARD FOR THE SCHEME MEETING.  
PLEASE COMPLETE AND RETURN BOTH PROXY CARDS.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:



D95401-559695

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

HORIZON THERAPEUTICS PLC



**EXTRAORDINARY GENERAL MEETING**

The Horizon Board recommends that you vote FOR the following proposals:

		For	Against	Abstain
1.	<b>Ordinary Resolution</b> to approve the Scheme of Arrangement and authorize the directors of Horizon to take all such actions as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<b>Special Resolution</b> to amend the articles of association of Horizon so that any Horizon Shares that are issued on or after the Voting Record Time to persons other than Acquirer Sub or its nominee(s) will either be subject to the terms of the Scheme of Arrangement or be immediately and automatically acquired by Acquirer Sub and/or its nominee(s) for the Scheme Consideration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<b>Ordinary Resolution</b> to approve, on a non-binding, advisory basis, specified compensatory arrangements between Horizon and its named executive officers relating to the Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<b>Ordinary Resolution</b> to approve any motion by the Chairman to adjourn the EGM or any adjournments thereof, to solicit additional proxies in favor of the approval of the resolutions if there are insufficient votes at the time of the EGM to approve resolutions 1 and 2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** In their discretion, the appointed proxies are authorized to vote upon such other business as may properly come before the EGM (and at any adjournment or postponement thereof). **This proxy card when properly executed will be voted by the appointed proxy as directed herein by the undersigned shareholder. Where the proxy card is properly executed and returned and no such direction is made, the appointed proxy will vote as he or she thinks fit.**

Full details of the resolutions to be proposed at the EGM are set out in the Notice of the EGM contained in the Proxy Statement.

**NOTE:** Please sign exactly as your name or names appear on this proxy card. Where shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign the full corporate name, under seal or by duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

**Extraordinary General Meeting Admission Ticket**

**Extraordinary General Meeting of  
Horizon Therapeutics plc Shareholders**

**February 24, 2023, 10:45 a.m. Local Time (Ireland)**

**(or, if later, as soon as possible after the conclusion or adjournment of the Scheme Meeting)**

**70 St. Stephen's Green, Dublin 2, D02 E2X4, Ireland**

**Upon arrival, please present this admission ticket and photo identification at the registration desk.**

**Important notice regarding the Internet availability of proxy materials for the  
Extraordinary General Meeting:**

The Proxy Statement is available at: [www.proxyvote.com](http://www.proxyvote.com)

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IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.  
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**Proxy — HORIZON THERAPEUTICS PLC**

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**MEETING TWO: EXTRAORDINARY GENERAL MEETING**

**70 St. Stephen's Green, Dublin 2, D02 E2X4, Ireland**

**Proxy Solicited on behalf of the Board of Directors of Horizon Therapeutics plc for the Extraordinary General Meeting on February 24, 2023**

Each of the proposals shall be decided on a poll. On a poll, a person entitled to more than one vote need not use all his, her or its votes or cast all the votes he, she or it uses in the same way.

If the appointor is a corporate entity, this proxy card must either be under its seal or under the hand of some officer or attorney duly authorized for that purpose. Alternatively, a corporate entity may complete a separate appointment of corporate representative form.

To be effective, this proxy card must be duly signed and deposited in accordance with the instructions printed on this proxy card together with any power or authority under which it is executed (if applicable) or a duly certified copy of any such power or authority (if applicable).

In the case of joint holders, the vote of the senior holder who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s). For these purposes, seniority is determined by the order in which the names stand in Horizon's register of members in respect of the joint shareholding.

The undersigned being a shareholder of Horizon Therapeutics plc ("Horizon") hereby appoints Timothy P. Walbert, or failing him, Andy Pasternak, or failing him, such director or officer of Horizon or other person as the Horizon Board may determine, as proxies, in each case with full power of substitution, for and in the name of the undersigned, to vote all ordinary shares, nominal value US\$0.0001 per share, of Horizon, that the undersigned would be entitled to vote if personally present at the Extraordinary General Meeting, to be held at 70 St. Stephen's Green, Dublin 2, D02 E2X4, Ireland and at any adjournment or postponement thereof, upon the matters described in the Notice of Extraordinary General Meeting of Horizon Therapeutics plc and the proxy statement, receipt of which is hereby acknowledged, subject to any direction indicated on the reverse side of this proxy card and upon any other business that may properly come before the Extraordinary General Meeting or any adjournment or postponement thereof, hereby revoking any proxy heretofore executed by the undersigned to vote at said Extraordinary General Meeting.

Capitalized terms used but not defined in this proxy card have the meanings ascribed to them in the Scheme of Arrangement set forth in Part 3 of the proxy statement.

**(Continued and to be signed on the reverse side.)**