

Horizon Pharma plc
Form PRE 14A
March 22, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

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Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Horizon Pharma Public Limited Company

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

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PRELIMINARY PROXY STATEMENT
DATED MARCH 22, 2019 SUBJECT TO COMPLETION

HORIZON PHARMA PUBLIC LIMITED COMPANY
ANNUAL GENERAL MEETING OF SHAREHOLDERS
May 2, 2019

NOTICE AND PROXY STATEMENT

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, 2019

Dear Fellow Shareholder:

2018 was an exceptional year for Horizon. In addition to generating record net sales of \$1.2 billion, an increase of 14 percent over 2017, and adjusted EBITDA of \$451 million¹, an increase of 16 percent, we made tremendous progress executing our strategy to build a robust and differentiated pipeline and maximize the growth of KRYSTEXXA[®], our biologic medicine for uncontrolled gout². We also generated strong results for our shareholders with a one-year total shareholder return of 34 percent in a year when the Nasdaq Biotechnology Index (NBI) declined 9 percent.

KRYSTEXXA, with its 65 percent year-over-year growth, was the key driver of our net sales performance for the year. It was a year of expansion and investment in our flagship medicine to accelerate its growth potential. We doubled the commercial team and our addressable patient population and supported the expansion with investment in the commercial infrastructure. Strong demand for this medicine based on the clinical conviction physicians have for KRYSTEXXA was the driving force behind its growth to \$259 million in net sales for the year – more than four times the annual sales when we acquired it three years ago. We are confident in the long-term potential of KRYSTEXXA, the only approved medicine for uncontrolled gout, and continue to project peak U.S. net sales of more than \$750 million.

At Horizon, we do things differently. Our commercial execution in transforming KRYSTEXXA from an underperforming, underutilized medicine is a great example. So is our evolution to the rare disease biopharma company we are today. Instead of the typical biopharma model, starting out with a pipeline and raising capital to finance development opportunities, we started by developing a successful business, using our business development capabilities and strong commercial execution to build our foundation. Using the resulting cash flows and growth, we built our rare disease medicine portfolio. *Then* we moved to where we are today – investing in a pipeline of robust and differentiated medicines to drive sustainable growth over the longer-term – and to make even more of a difference to patients in need of innovative therapies for disease areas many others won't address.

We are making a great deal of progress with our pipeline – particularly with teprotumumab, our late-stage fully human monoclonal antibody (mAb) insulin-like growth factor 1-receptor (IFG-1R), and a candidate for the treatment of active thyroid eye disease (TED), a rare eye disease with no approved treatment. In 2018, we completed enrollment in teprotumumab's Phase 3 confirmatory trial ahead of schedule. We also presented 48-week off-treatment data from its breakthrough Phase 2 trial that demonstrated durability of response. More recently, we were pleased to announce that the Phase 3 trial met its primary endpoint, demonstrating a dramatic, highly significant 82.9 percent response rate in the reduction in proptosis – or bulging of the eye – in patients treated with teprotumumab compared to 9.5 percent for placebo patients (p<0.001), paving the way for the potential approval of this medicine by the U.S. Food and Drug Administration (FDA). We are very excited about teprotumumab's prospects – for the many patients suffering the painful, debilitating effects of TED, and for you, our shareholders, as we believe that if approved, it could achieve U.S. peak net sales of greater than \$750 million.

New to our pipeline in 2018 was our MIRROR trial, a clinical program designed to evaluate the effectiveness of combining KRYSTEXXA with the immunomodulator methotrexate, which, if successful, could increase the number of patients who benefit from KRYSTEXXA. We also advanced our two next-generation programs for uncontrolled gout, designed to sustain our leadership position well into the future. More recently, we added a new program to discover novel therapies for the treatment of gout.

To support our expanding pipeline, we considerably enhanced our research and development (R&D) organization in 2018. Shao-Lee Lin, M.D., Ph.D., joined Horizon early in 2018 to accelerate the development of our R&D portfolio, bringing an impressive record of developing new medicines. She soon transformed the leadership team, adding scientific expertise and to enhance our R&D capabilities and business development process.

In addition to building our pipeline, we are aligning our capital structure to be closer to that of R&D-focused rare disease biopharma companies, which generally have lower debt levels. We recently announced plans to pay down approximately \$550 million of our outstanding debt, which was \$2.0 billion at December 31, 2018, using available cash and proceeds from our

¹ In 2018, GAAP net loss and non-GAAP net income were \$74 million and \$315 million, respectively. Non-GAAP net income and adjusted earnings before interest, taxes, depreciation and amortization and other amounts (adjusted EBITDA) are non-GAAP measures. These measures are used and provided by us as non-GAAP financial measures so that our investors have a more complete understanding of our financial performance. In addition, these non-GAAP financial measures are among the indicators our management uses for planning and forecasting purposes and measuring our performance. Please refer to the discussion of non-GAAP financial measures and the reconciliations thereof to GAAP measures beginning on page 104 of our Annual Report on Form 10-K for the year ended December 31, 2018, which discussion and reconciliations are incorporated herein by reference.

² Uncontrolled gout is chronic gout that is refractory (unresponsive) to conventional gout therapies.

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recent \$345 million underwritten public offering. This initiative will lower our outstanding debt and leverage ratio, and at the same time allow us the flexibility to take advantage of business development opportunities. We subsequently paid down \$300 million of the debt. Our current outstanding debt is now \$1.7 billion, and we are on track to pay down the remaining \$250 million of our \$550 million target.

Transformation describes our journey over the last several years. Horizon today is much different than it was when we started out as a public company in 2011. Today, we are a biopharma company focused primarily on rare diseases. Our disciplined business development strategy, along with our strong commercial execution, has driven rapid, transformational growth and delivered a five-year total shareholder return of 156 percent, significantly ahead of our peer group³ and the NBI. And importantly for the future, we are building a robust pipeline of innovative medicines. That is why the Board is recommending changing the name of the Company to **Horizon Therapeutics plc**, to better reflect who we are today and our vision for the future. We are transforming health by building healthier communities, urgently and responsibly. As a company, we are going to incredible lengths to impact incredible lives.

One way we do this is ensuring that patients have access to our medicines, regardless of their ability to pay. In 2018, we provided nearly \$2.0 billion in patient assistance. But our dedication goes well beyond our medicines. We help our patients and their caregivers better manage and live with their disease, and we help their treating physicians as well, through the services we offer, our awareness campaigns and disease advocacy efforts – a holistic approach.

It is personal for us. We are a company of dedicated, engaged people making a difference every day – whether in the results we achieve, the commitments we make or the recognition we receive. In 2018, *PEOPLE Magazine* cited us as one of its 50 Companies That Care, and *Fortune Magazine* named us the Number One Best Workplace in BioPharma in addition to several other workplace awards. We joined Pledge 1%, a corporate philanthropy movement that empowers companies to donate 1% of product, 1% of equity, 1% of profit or 1% of employee time to improve communities around the world – and we are among the first biopharma companies to make this commitment.

We also received recognition for the value we place on diversity, with *Crain's Chicago Business* recognizing us as one of the Best Places for Women to Work in Chicago. We firmly believe that people from different backgrounds and life experiences greatly contributes to our success and the contributions we make to the patients and diverse communities we serve. I am proud to be a signatory of the CEOAction for Diversity and Inclusion pledge, a CEO-driven business commitment to advance diversity and inclusion within the workplace. And our Board recognizes the importance and value of diversity as well, formally instituting its policy on diversity to publicly affirm the Board's belief that maintaining a diverse membership enhances its deliberations and enables the Board to better represent all of our constituents.

In sum, we made significant progress in 2018 on multiple fronts. We are building on that momentum in 2019, continuing to deliver on our core principles – strong commercial execution, a disciplined business development strategy, clinical development of innovative medicines and expanding patient access – all aimed at making a difference and creating value for our patients, for our employees and for you, our shareholders.

You are cordially invited to attend the Annual General Meeting of Shareholders on Thursday, May 2, 2019, at 3:00 p.m. local time at our corporate headquarters located at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland.

It is important that your shares be represented and voted, whether or not you plan to attend the Annual General Meeting. Please take a moment now to vote your shares by internet, by toll-free telephone call or by signing, dating and returning the enclosed proxy card.

Thank you for your continued support.

Sincerely,
Timothy P. Walbert
Chairman, President and Chief Executive Officer

³ The peer group used for total shareholder return (TSR) calculations for the five-year period ended December 31, 2018 is our peer group shown on page 44.

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Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of

Shareholders to Be Held on Thursday, May 2, 2019, at 3:00 p.m. Local Time at Our Corporate

Headquarters Located at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland.

Dear Shareholder:

We will be holding the Annual General Meeting of Shareholders of Horizon Pharma plc on Thursday, May 2, 2019, at 3:00 p.m. local time at our corporate headquarters located at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland for the following purposes:

- 1. Proposal 1:** To elect, by separate resolutions, the two nominees for Class II directors named herein to hold office until the 2022 Annual General Meeting of Shareholders.
- 2. Proposal 2:** To approve the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019, and to authorize the Audit Committee of our Board of Directors (Board) to determine the auditors' remuneration.
- 3. Proposal 3:** To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement.
- 4. Proposal 4:** To authorize us and/or any of our subsidiaries to make market purchases or overseas market purchases of our ordinary shares.
- 5. Proposal 5:** To approve an authorized share capital increase from 40,000 and \$30,000 to 40,000 and \$60,000 by the creation of an additional 300,000,000 ordinary shares of nominal value \$0.0001 per share.
- 6. Proposal 6:** To renew the Board's existing authority to allot and issue ordinary shares for cash and non-cash consideration under Irish law.
- 7. Proposal 7:** To renew the Board's existing authority to allot and issue ordinary shares for cash without first offering those ordinary shares to existing shareholders pursuant to the statutory pre-emption right that would otherwise apply under Irish law.
- 8. Proposal 8:** To approve a motion to adjourn the Annual General Meeting, or any adjournments thereof, to another time and place to solicit additional proxies if there are insufficient votes at the time of the Annual General Meeting to approve Proposal 7.

9. Proposal 9: To approve a change of name of our Company to Horizon Therapeutics Public Limited Company.

10. Proposal 10: To approve our Amended and Restated 2014 Equity Incentive Plan.

11. Proposal 11: To approve our Amended and Restated 2014 Non-Employee Equity Plan.

12. To conduct any other business properly brought before the meeting.

The Board recommends that you vote FOR each of the nominees for director named herein and FOR Proposals 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11.

Our Irish statutory financial statements for the fiscal year ended December 31, 2018, including the reports of the directors and statutory auditors thereon, will be presented at the Annual General Meeting. There is no requirement under Irish law that such statements be approved by the shareholders and no such approval will be sought at the Annual General Meeting.

For the purposes of our Articles of Association, Proposals 1 and 2 and the receipt and consideration of the Irish statutory financial statements by us at the Annual General Meeting are deemed to be ordinary business and Proposals 3, 4, 5, 6, 7, 8, 9, 10 and 11 are deemed to be special business. The Annual General Meeting will also include a review of the Company's affairs. Shareholders of record as of March 13, 2019, the record date for the Annual General Meeting, are entitled to notice of the Annual General Meeting and to vote at the Annual General Meeting or any adjournment or postponement thereof.

We ask that you review the Proxy Statement carefully and complete, sign, date and return the enclosed proxy card in the envelope provided or vote over the internet or by telephone as instructed in these materials, as promptly as possible in order to ensure your representation at the meeting. A return envelope (which is postage prepaid if mailed in the United States) has been provided for your convenience. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

The Proxy Statement and Annual Report to shareholders are available at www.proxyvote.com.

By Order of the Board of Directors

Anne-Marie Dempsey

Company Secretary

Dublin 4, Ireland

, 2019

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This summary highlights certain information contained elsewhere in this Proxy Statement and does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding our business and 2018 performance, please review our Annual Report on Form 10-K for the year ended December 31, 2018 and our subsequent filings with the Securities and Exchange Commission (SEC).

Voting Items and Board Recommendations

	Proposal	Page Number	Board Recommendations
1	Election of Directors	18	FOR All Nominees
2	Approval of the Appointment of Independent Registered Public Accounting Firm and Authorization of the Audit Committee to Determine the Auditors' Remuneration	71	FOR
3	Approval, on an Advisory Basis, of Executive Compensation	73	FOR
4	Authorization to Make Market Purchases or Overseas Market Purchases of our Ordinary Shares	74	FOR
5	Approval of an Authorized Share Capital Increase from 40,000 and \$30,000 to 40,000 and \$60,000 by the Creation of an Additional 300,000,000 Ordinary Shares of Nominal Value \$0.0001 Per Share	75	FOR
6	Renewal of the Board's Existing Authority to Allot and Issue	81	FOR

Ordinary Shares for Cash and Non-cash Consideration under Irish Law

7	Renewal of the Board's Existing Authority to Allot and Issue Ordinary Shares for Cash Without First Offering Those Ordinary Shares to Existing Shareholders Pursuant to the Statutory Pre-emption Right that Would Otherwise Apply under Irish Law	82	FOR
8	Approval of a Motion to Adjourn the Annual General Meeting, or Any Adjournments thereof, to Another Time and Place to Solicit Additional Proxies if There are Insufficient Votes at the Time of the Annual General Meeting to Approve Proposal 7	83	FOR
9	Approval of a Change of Name of Our Company to Horizon Therapeutics Public Limited Company	84	FOR
10	Approval of Our Amended and Restated 2014 Equity Incentive Plan	85	FOR
11	Approval of Our Amended and Restated 2014 Non-Employee Equity Plan	98	FOR

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2018 at a Glance

A Year of Strong Performance Generating Record Net Sales and Strong Shareholder Return

Except for 5-year total shareholder return, growth percentages represent comparison to full-year 2017.

(1) Adjusted EBITDA is a non-GAAP measure. Please refer to the discussion of non-GAAP financial measures and the reconciliations to GAAP measures beginning on page 104 of our Annual Report on Form 10-K for the year ended December 31, 2018, which discussion and reconciliations are incorporated herein by reference.

A Year of Significant Progress

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Business Overview

We made significant progress in 2018 on our strategy to build a robust and differentiated pipeline and maximize the growth of KRYSTEXXA, our biologic medicine for uncontrolled gout, and our flagship medicine. As a result, we generated record full-year net sales of \$1.2 billion, an increase of 14 percent over 2017, and one-year total shareholder return of 34 percent in a year when the Nasdaq Biotechnology Index (NBI) declined 9 percent. In addition to advancing our existing pipeline programs, we added several new programs designed to enhance our leadership position in uncontrolled gout. We also transformed our research and development (R&D) organization, augmenting its scientific expertise with a new leadership team. We accelerated the growth of KRYSTEXXA by investing in its commercial infrastructure—doubling its commercial team and our addressable patient population.

Our Strategy

We are constantly driving toward our aspiration, which is to be a leading rare disease biopharma company that delivers innovative therapies to patients and generates high returns for our shareholders. We have made a great deal of progress in that regard and are building on the resulting momentum.

We have taken a different approach, however, from typical biopharma companies. Instead of starting out with a pipeline only, raising capital to finance development opportunities, we first developed a successful commercial business, generating cash flows and significant growth. We then deployed our cash flows and access to capital to the development of leading-edge therapeutic products for rare diseases.

Our Evolution to a Rare Disease Biopharma Company: A Different Approach

Horizon today has a growing pipeline of development programs, 11 on-market medicines and total net sales of \$1.2 billion—a significant transformation from our beginnings as a public company in 2011, when we had two medicines and total net sales of \$7 million. Today, our medicines for rare and rheumatic diseases make up nearly 70 percent of our total net sales.

Our strategy is to build a robust and differentiated pipeline and to maximize growth of KRYSTEXXA, our on-market medicine for uncontrolled gout.

We are also aligning our capital structure to be closer to that of R&D-focused rare disease biopharma companies, which generally have lower debt levels. We recently announced plans to pay down approximately \$550 million of our outstanding debt, which was \$2.0 billion at December 31, 2018, using available cash and proceeds from our recent \$345 million underwritten public offering. This initiative will lower our outstanding debt and leverage ratio, and at the same time allow us the flexibility to take advantage of business development opportunities. We subsequently paid down \$300 million of the debt. Our current outstanding debt is now \$1.7 billion, and we are on track to pay down the remaining \$250 million of our \$550 million target. This initiative exemplifies our disciplined approach to debt and efficient use of capital, which together with our strong cash balance enable continued investment in our pipeline and KRYSTEXXA.

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Our Future: Our Expanding Pipeline

Expanding our pipeline to drive long-term sustainable growth is a strategic priority.

Our lead pipeline candidate, **teprotumumab**, which we acquired in 2017, is a fully human monoclonal antibody insulin-like growth factor 1-receptor (IGF-1R) for the treatment of active thyroid eye disease (TED). TED is a rare, autoimmune inflammatory eye disease in which local inflammation and tissue expansion behind the eye can lead to proptosis (eye bulging). Proptosis can result in double vision, misalignment of the eyes, and an inability to close the eyelids, making the tasks of daily life challenging. Currently, there are no U.S. Food and Drug Administration (FDA) approved treatments available for treating TED. Following the presentation of breakthrough Phase 2 results in 2017, in February 2019 we announced the Phase 3 trial topline data, which demonstrated a highly statistically significant reduction in proptosis, with 82.9 percent of teprotumumab patients meeting the primary endpoint versus 9.5 percent of placebo patients. We continue to expect to submit a biologics license application to the FDA in mid-2019. We are also conducting an extension study, known as OPTIC-X, which will help inform us if patients would benefit from longer treatment or retreatment with teprotumumab.

In **uncontrolled gout**, our R&D strategy is to maximize the benefits of **KRYSTEXXA**, as well as to enhance and sustain our leadership position through the development of new medicines. For **KRYSTEXXA**, which is the only approved treatment for uncontrolled gout, we are investigating ways to improve the patient response rate so that it can benefit more patients. (Uncontrolled gout is chronic gout that is refractory to conventional therapies.) Our **MIRROR** trial is evaluating the combination of **KRYSTEXXA** and methotrexate, which is the immunomodulator most commonly used by rheumatologists, with the goal to increase the number of patients that can benefit from **KRYSTEXXA**. Based on recent positive external case series data, we are adapting the trial to support the potential for registration, with enrollment expected to begin in the second quarter of 2019. We will also be initiating a clinical trial in the second half of 2019 to study the effect of **KRYSTEXXA** on serum uric acid levels in kidney transplant patients with uncontrolled gout. In addition, we are working on three preclinical programs designed to build on and sustain our leadership position in uncontrolled gout well into the future: two next-generation biologics for uncontrolled gout and the other a long-term collaboration to discover and develop novel therapeutics for gout.

In support of our expanding pipeline and the value-maximization of our on-market medicines, in 2018, we considerably augmented the scientific expertise and acumen of our **R&D organization**. Shao-Lee Lin, M.D., Ph.D., joined Horizon in January 2018 in the new role of chief scientific officer and head of R&D. Dr. Lin is an immunologist, rheumatologist and allergist with more than 20 years of academic and industry experience. She has established a new leadership team that oversees our R&D programs, partners with business development on pipeline opportunities and manages the therapeutic area development strategies and portfolios.

Our Pipeline

- (1) Being developed under a collaboration agreement.

MIRROR: Methotrexate to Increase Response Rates in Patients with Uncontrolled GOut Receiving KRYSTEXXA.

OPTIC: Treatment of Graves Orbitopathy (Thyroid Eye Disease) to Reduce Proptosis with Teprotumumab Infusions in a Randomized,

Placebo-Controlled, Clinical Study.

Teprotumumab is an investigational candidate, and its safety and efficacy have not been established.

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Driving Growth Today and Tomorrow: Our Orphan and Rheumatology Segment

We have two segments: orphan and rheumatology, and primary care. The orphan and rheumatology segment is the strategic driver of our growth today. Its compound annual growth rate from 2014 to 2018 of 101 percent underscores the value of our focus on rare disease medicines.

The orphan and rheumatology segment includes KRYSTEXXA, our flagship on-market medicine. In addition, if approved, teprotumumab, our late-stage development biologic candidate, will be part of this segment's portfolio. The segment also includes a durable base of rare disease medicines: RAVICTI®, for the treatment of urea cycle disorders; PROCYSBI®, for the treatment of nephropathic cystinosis and ACTIMMUNE®, for the treatment of chronic granulomatous disease.

We believe the orphan and rheumatology segment offers tremendous potential for future growth. KRYSTEXXA and teprotumumab, if approved, both offer significant growth potential, and we estimate peak annual net sales of more than \$750 million for each.

Our Orphan and Rheumatology Segment:

Driving Growth Now and In the Future

(1) Horizon peak sales estimate for U.S. net sales only.

Teprotumumab is an investigational candidate and its safety and efficacy have not been established.

CAGR: compound annual growth rate.

The Foundation of Our Success: Strong Business Development and Commercial Execution

The foundation of our success since we launched as a public company in 2011 lies in our strong business development capabilities and commercial execution.

Business development is an integral factor in our success both since launch and going forward and was a key component of our transformation into a biopharma company focused on rare disease medicines. In 2014, we began rapidly diversifying our portfolio with rare disease medicines through key transactions that brought us ACTIMMUNE, RAVICTI, KRYSTEXXA and PROCYSBI over the next three years. In 2017, we made our first acquisition of a development-stage candidate medicine teprotumumab beginning the expansion of our pipeline, which is a current strategic priority.

Being able to quickly take advantage of strategic opportunities is one of our business development strengths, and it has served us well with the many acquisitions we have completed that have performed above and beyond our expectations. Given the importance of acquisitions to our strategy, it is important that we retain the flexibility to efficiently raise capital going forward, particularly since many acquisitions are highly competitive.

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We Have Transformed to Become a Biopharma Company Focused on Rare Disease Medicines

Through Our Business Development Capabilities

Rare Disease Medicine Acquisitions 2014-2019

Commercial execution Acquiring assets is not a guarantee of success. We, however, have a strong record of successfully commercializing our medicines and improving the performance of the medicines we acquire. We attribute our successful results to the deep expertise and knowledge of our commercial teams, coupled with the holistic approach we employ supporting our patient and physician communities. **KRYSTEXXA** is a prime example of the value of our approach: it was an underperforming asset when we acquired it in 2016. In only two years we transformed it into the flagship growth driver it is for us today – more than quadrupling its net sales to \$259 million in 2018. Our commercial team understands the market for KRYSTEXXA, and we invested in 2018 to accelerate the potential we see for the medicine – more than \$750 million in peak annual net sales.

Our Purpose: To Help Build Healthier Communities, Urgently and Responsibly

At Horizon, we are making the world a better place – one patient, one medicine, one community at a time. That’s why we go to incredible lengths to impact incredible lives – to make health a priority, not a privilege. That’s what drives our insistence that patients have access to our medicines, regardless of their ability to pay, supporting patients in 2018 with nearly \$2.0 billion in assistance, representing 46 percent of our full-year gross sales. We are transforming health by building healthier communities both urgently and responsibly. As a company we are going to incredible lengths to impact incredible lives. It’s in our DNA – who we are as a company and who we are as individuals. For us, it’s personal – we want to make a difference. Our social responsibility programs, patient advocacy support and awareness, dedication to individual employee volunteerism – all reflect our ideals, a commitment to our patients and the communities we serve.

Our dedication and commitment are evident in the recognition we receive. We were honored in 2018 to be spotlighted by *PEOPLE Magazine* as one of the **50 Companies That Care** – companies that succeed in business while also demonstrating respect, compassion and concern for their communities, employees and the environment. This distinction is a realization of what we strive for – to be a positive force for good amid a constantly changing health care system. We also became a member of **Pledge 1%**, a corporate philanthropy movement that empowers companies to donate 1% of product, 1% of equity, 1% of profit or 1% of employee time to improve communities around the world. We are one of the first biopharma companies to join the initiative, which includes 6,000-plus organizations across 100 countries.

Horizon is a great place to work and our employees tell us so. We continue to place in multiple third-party workplace recognition surveys, including being named by *FORTUNE Magazine* as the **Number One Best Workplace in BioPharma**. We are also proud to have been named by *Crain’s Chicago Business* as one of the **Best Places to Work for Women in Chicago** in 2018. The percentage of women of our total employee population is above the industry standard for all levels in the Company, including upper management levels, reflecting the value we place on diversity. But diversity encompasses more than gender: we believe that people from different backgrounds and life experiences fuel innovation, which helps provide life-changing solutions for our patients – fostering healthier communities and

making the world a better place.

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**Consistently Recognized as One of the Best Places to Work
And as a Company That Cares**

Total Shareholder Return

Our disciplined approach, with our clear strategy, business development acumen and strong commercial execution, has driven rapid transformational growth. As a result, we have outperformed both our peer group and the NBI over the one-, three- and five-year periods ended December 31, 2018. With our durable base of rare disease medicines, our high-growth KRYSTEXXA medicine and the pipeline we are building for future growth, including our late-stage development candidate teprotumumab, we believe Horizon is well positioned for sustainable long-term growth.

Note: The peer group used for the TSR calculations for the 1-, 3- and 5-year periods ended December 31, 2018 is our peer group shown on page 44.

Table of Contents**Director Nominees and Continuing Directors**

Name	Age	Director		Principal Position	Independent	Other
		Since				Current
						Public Boards
2019 Director Nominees⁽¹⁾						
Michael Grey	66	2011		Chairman and Chief Executive Officer, Mirum Pharmaceuticals, Inc.	Yes	2
Jeff Himawan, Ph.D.	53	2007		Managing Director, Essex Woodlands Health Ventures, L.P.	Yes	2
Continuing Directors						
Timothy P. Walbert	51	2008		Chairman, President and Chief Executive Officer, Horizon Pharma plc	No	1
Gino Santini	62	2012		Chairman, AMAG Pharmaceuticals, Inc.	Yes	4
James Shannon, M.D.	62	2017		Director, MannKind Corporation	Yes	2
William F. Daniel	67	2014		Director, Malin Corporation plc	Yes	1
H. Thomas Watkins	66	2014		Chairman, Vanda Pharmaceuticals Inc.	Yes	1
Pascale Witz	52	2017		President, PWH Advisors	Yes	3

(1) There are three directors whose term of office expires in 2019, one of whom, Ronald Pauli, will not be subject to re-election at the 2019 Annual General Meeting.

Board Highlights

The Nominating and Corporate Governance Committee of our Board examines multiple factors when evaluating directors, including their knowledge, skills and experience, including experience in our industry and with respect to clinical development, business, finance, management and public service. The Committee believes in an expansive definition of diversity that includes differences of experience, education, talents, gender and race, among other things. The table below highlights the extensive experience of our directors as well as a balance of skills on our Board:

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Our Board, which is predominantly independent, includes a range of expertise, experience, diversity, as well as newer and longer-tenured directors. The Board values diversity, believing that maintaining a diverse membership enhances the Board’s deliberations and enables the Board to better represent all of the Company’s constituents. In this respect, the goal of the Nominating and Corporate Governance Committee is to ensure that the Board has diversity of experience and perspectives, as well as race, gender, geography and areas of expertise – as is set forth in the **Diversity Policy** the Board instituted in 2018, which is available on our website at www.horizonpharma.com.

Corporate Governance Highlights

Independent Oversight	Continuous Improvement
------------------------------	-------------------------------

Eight out of nine of our directors are independent

Annual Board and committee self-evaluations

All Board committees are comprised solely of independent directors

Risk oversight by the Board and committees

Lead independent director with clearly delineated duties

Ongoing shareholder engagement efforts

Diverse Board in terms of experience, education and talents supported by the Board’s Diversity Policy

Strong Governance Practices	Shareholder Rights
------------------------------------	---------------------------

Regular executive sessions of independent directors

Majority voting for elections of directors

Independent compensation consultant reporting directly to the Compensation Committee

Shareholder ability to call extraordinary general meeting

Board and committees may engage outside advisors independently of management

Directors may be removed by ordinary resolution with majority vote of the shareholders

Share ownership guidelines for directors and executive officers

Annual advisory shareholder vote on executive compensation

Incentive compensation recoupment clawback policy

One-year holding period post-issuance on all post-2017 equity grants for executive officers

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Executive Compensation Overview

Our executive compensation program emphasizes three major pay considerations, and this is how we currently achieve them:

Pay Considerations

**Long-Term
Performance**

**Executive and Shareholder
Alignment**

Risk Mitigation

What We Do	What We Don't Do
-------------------	-------------------------

Align executive compensation with corporate and individual performance	No guaranteed bonuses or salary increases
--	---

Maintain strong share ownership guidelines for our directors and executives	No repricing of stock options without shareholder approval
---	--

Maintain appropriate balance between short- and long-term compensation, which discourages short-term risk-taking at the expense of long-term results	No dividends or dividend equivalents paid on unearned shares
--	--

No NEO excise tax gross-ups

Engage an independent advisor reporting directly to the Compensation Committee

Apply anti-pledging and anti-hedging policy for our shares

Cap annual and long-term incentive payouts

Conduct compensation risk assessments

Require a one-year post-issuance holding period on all post-2017 equity grants for executive officers

Apply an incentive compensation recoupment clawback policy

With a strategic focus on growing the business over the long term, it is imperative that our executive compensation program motivates our talented management team in such a manner as to encourage and reward successful execution of this business strategy. We utilize the following compensation elements to achieve this:

Corporate Performance			
Element	Form	Period	Objective
Base Salary	Cash (fixed)	N/A	Recognition of an individual's role and responsibilities; provide competitive pay for retention purposes
Short-Term Incentive	Cash (variable)	Annual	Variable pay designed to reward achievement of annual financial and corporate objectives and

individual goals

Long-Term Incentives	PSU Awards (variable)	Multi-year or Annual	Promote an ownership culture and aligns the interests of executives with those of shareholders; provide meaningful incentives for management to execute on longer-term financial and strategic growth goals that drive shareholder value creation; and support our retention strategy
	RSU Awards (variable)	N/A	
	Cash Incentive Program (CIP) (variable)	Annual	

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Shareholder Engagement

We value the views of our shareholders. During the governance outreach we have conducted over the past five years, we have had significant and meaningful dialogue with our shareholders regarding our compensation and governance. Feedback from our outreach informs the Compensation Committee's thinking when evaluating our current compensation program and considering potential modifications going forward.

Changes to our compensation program and corporate governance over the past several years that were heavily influenced by shareholder feedback include:

Incentive compensation recoupment policy. This policy enables us to recover performance-based cash and equity compensation, if it is determined not to have been earned by our executive officers, in the event of restatement of financial results.

Annual long-term incentive grants. Our philosophy on granting equity has changed as a result of feedback. In January 2018, we shifted from front-loaded awards covering a multi-year period to regular, annual grants of long-term incentives.

Balance between short-term and long-term performance metrics. Shareholder feedback informed our decision to combine both a short-term business performance metric and long-term relative TSR metric for the performance share unit (PSU) awards granted as part of our annual long-term incentive plan. We have continued to use performance-based equity compensation in our regular long-term incentive program, influenced by feedback from our on-going engagement with shareholders regarding executive compensation.

Board diversity. Diversity is an important principle for us at Horizon as it is for many of our investors. During 2018, the Board formally instituted a policy on board diversity. Given that our business and operations are diverse and global in nature, our Nominating and Corporate Governance Committee takes into account a broad range of diversity considerations when assessing potential candidates, including diversity of experience and perspectives as well as gender, race, geography and areas of expertise. The addition to the Board in 2017 of Pascale Witz, with her extensive global healthcare management experience, and James Shannon, M.D., with his significant clinical development and management experience, are examples of how we have further diversified our Board.

In 2018, during our spring engagement cycle before the Annual General Meeting, we offered engagement opportunities to 67 percent of our shareholders, and dialogued with 32 percent of our shareholders. At our 2018 Annual General Meeting of Shareholders, our say-on-pay proposal received the support of 95 percent of the shares voted. We believe this high level of support is a result of our comprehensive shareholder outreach and engagement program to solicit feedback, understand investor viewpoints and incorporate their feedback into further discussions of our compensation programs and corporate governance.

In addition, our shareholder engagement provides a forum for educating shareholders on key issues of importance to the Company. For example, during our 2018 fall engagement cycle, we had discussions with 31 percent of our shareholders on the share-issuance authority we are required to receive from our investors as part of being an Irish plc,

as well other governance- and compensation-related topics. Given that not all of our holders were familiar with the share-issuance authority requirements, we wanted to provide them with the opportunity to learn about the requirements and understand the nuances of our situation as an Irish plc listed on The Nasdaq Stock Market LLC (Nasdaq), a U.S. stock exchange. Our shareholders appreciated the outreach, and the feedback from this engagement was very positive.

We value the dialogue we have with our shareholders and remain committed to conducting consistent engagement going forward.

Please see our Compensation Discussion and Analysis on page 32 for additional information on our compensation philosophy.

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QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

We have sent you these proxy materials because our Board is soliciting your proxy to vote at the Annual General Meeting, including at any adjournments or postponements of the meeting. You are invited to attend the Annual General Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or through the internet.

How do I attend the Annual General Meeting?

The meeting will be held on Thursday, May 2, 2019, at 3:00 p.m. local time at our corporate headquarters located at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland. Directions to the Annual General Meeting may be found at <https://www.google.com/maps/place/Connaught+House,+Burlington+Rd,+Dublin+4,+Ireland>. Information on how to vote in person at the Annual General Meeting is provided below. However, you do not need to attend the Annual General Meeting to vote your ordinary shares.

Who can vote at the Annual General Meeting?

Only shareholders of record at the close of business on March 13, 2019 will be entitled to vote at the Annual General Meeting. On this record date, there were 184,433,612 of our ordinary shares outstanding and entitled to vote.

Shareholder of Record (shares registered in your name). If on March 13, 2019, your shares were registered in your name in our Register of Members, which is maintained by our transfer agent, Computershare Shareowner Services LLC, then you are a shareholder of record. As a shareholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

Beneficial Owner (shares registered in the name of a broker or bank). If on March 13, 2019, your shares were not registered in your name in our Register of Members, but rather held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the shareholder of record for purposes of voting at the Annual General Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual General Meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are 11 matters scheduled for a vote:

Election of two Class II directors named in this Proxy Statement to hold office until the 2022 Annual General Meeting of Shareholders (Proposal 1);

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Approval of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019 and the authorization of the Audit Committee of our Board to determine the auditors' remuneration (Proposal 2);

Advisory approval of the compensation of our named executive officers, as disclosed in this Proxy Statement (Proposal 3);

Authorization for us and/or any of our subsidiaries to make market purchases or overseas market purchases of our ordinary shares (Proposal 4);

Approval of an authorized share capital increase from 40,000 and \$30,000 to 40,000 and \$60,000 by the creation of an additional 300,000,000 ordinary shares of nominal value \$0.0001 per share (Proposal 5);

Renewal of the Board's existing authority to allot and issue ordinary shares for cash and non-cash consideration under Irish law (Proposal 6);

Renewal of the Board's existing authority to allot and issue ordinary shares for cash without first offering those ordinary shares to existing shareholders pursuant to the statutory pre-emption right that would otherwise apply under Irish law (Proposal 7);

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Approval of a motion to adjourn the Annual General Meeting, or any adjournments thereof, to another time and place to solicit additional proxies if there are insufficient votes at the time of the Annual General Meeting to approve Proposal 7 (Proposal 8);

Approval of a change of name of our Company to Horizon Therapeutics Public Limited Company (Proposal 9);

Approval of our Amended and Restated 2014 Equity Incentive Plan (Proposal 10); and

Approval of our Amended and Restated 2014 Non-Employee Equity Plan (Proposal 11).

What if another matter is properly brought before the meeting?

The Board knows of no other matters that will be presented for consideration at the Annual General Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

You may vote For or Against each Class II director nominee or you may abstain from voting for all or any of the nominees. For each of the other matters to be voted on, you may vote For or Against or abstain from voting.

The procedures for voting are fairly simple:

Shareholder of Record. If you are a shareholder of record, you may vote in person at the Annual General Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone or vote by proxy through the internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the Annual General Meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual General Meeting, we will vote your shares as you direct.

To vote over the telephone, dial toll-free 1-800-690-6903 within the United States, U.S. territories and Canada using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m., Eastern Time on May 1, 2019, to be counted.

To vote through the internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Time on May 1, 2019, to be counted.

Internet proxy voting is being provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

Beneficial Owner. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a voting instruction form with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction form to ensure that your vote is counted. Alternatively, you may vote by telephone or through the internet as instructed by your broker or bank. To vote in person at the Annual General Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a proxy form.

Joint Holders. In the case of joint holders of record, any one of such holders may vote either in person or by proxy in respect thereof as if he or she were the sole holder thereof, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in our Register of Members.

How many votes do I have?

On each matter to be voted upon, you have one vote for each ordinary share you own as of March 13, 2019.

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What happens if I do not vote?

Shareholder of Record. If you are a shareholder of record and do not vote by completing your proxy card, by telephone, through the internet or in person at the Annual General Meeting, your shares will not be voted.

Beneficial Owner. If you are a beneficial owner and do not instruct your broker, bank, or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the New York Stock Exchange (NYSE) deems the particular proposal to be a routine matter. Brokers and nominees can use their discretion to vote uninstructed shares with respect to matters that are considered to be routine, but not with respect to non-routine matters. Under the rules and interpretations of the NYSE, non-routine matters are matters that may substantially affect the rights or privileges of shareholders, such as mergers, shareholder proposals, elections of directors (even if not contested), executive compensation (including any advisory shareholder votes on executive compensation) and certain corporate governance proposals, even if management-supported. We have been advised by the NYSE that your broker or nominee may not vote your shares on Proposals 1, 3, 10 or 11 without your instructions, but may vote your shares on Proposals 2, 4, 5, 6, 7, 8 and 9.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, then our designated proxy holders (one of the individuals named on your proxy card) will vote your shares in the manner recommended by our Board on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion regarding any other matters properly presented for a vote at the meeting. If any other matter is properly presented at the meeting, your proxy holder will vote your shares using his or her best judgment.

Who is paying for this proxy solicitation?

We have retained Alliance Advisors, a proxy solicitation firm, to solicit proxies in connection with the Annual General Meeting at a cost of approximately \$35,000 plus expenses. The cost of soliciting proxies incurred by us and Alliance Advisors, including the preparation, assembly and mailing of the proxies and soliciting material, as well as the cost of forwarding such material to beneficial owners of our ordinary shares, will be borne by us. Our directors, officers and other employees may, without compensation other than their regular remuneration, solicit proxies personally or by telephone.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the proxy cards in each set of proxy materials to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Shareholder of Record. Yes, you may revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

You may grant a subsequent proxy by telephone or through the internet.

You may send a timely written notice that you are revoking your proxy to our Company Secretary at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland.

You may attend the Annual General Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner. If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

Do I need a ticket to attend the Annual General Meeting?

You will need an admission ticket or proof of ownership of ordinary shares to enter the Annual General Meeting. If you are a shareholder of record, your admission ticket is the top half of the proxy card sent to you. If you plan to attend the Annual General Meeting, please so indicate when you vote and bring the ticket with you to the Annual General Meeting. If your shares are held in the name of a bank, broker or other holder of record, you do not need an admission ticket, but you will need proof of ownership to be admitted to the Annual General Meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you arrive at the Annual General Meeting without an admission ticket or proof of ownership of ordinary shares, we will admit you only if we are able to verify that you are one of our shareholders.

Table of Contents**How are votes counted?**

Votes will be counted by the inspector of election appointed for the meeting, who will separately count, with respect to the proposal to elect directors, votes For, Against, abstentions and broker non-votes; and, with respect to other proposals, votes For and Against, abstentions and, as applicable, broker non-votes. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Annual General Meeting. Abstentions and broker non-votes will not, however, be considered votes cast at the Annual General Meeting. Because the approval of all of the proposals is based on the votes cast at the Annual General Meeting, abstentions and broker non-votes will not have any effect on the outcome of voting on the proposals.

What are broker non-votes ?

As discussed above, when a beneficial owner of shares held in street name does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed by the NYSE to be non-routine, the broker or nominee cannot vote the shares. These un-voted shares are counted as broker non-votes.

What is the quorum requirement?

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if shareholders holding a majority of the issued and outstanding ordinary shares entitled to vote are present at the meeting in person or represented by proxy. On the record date, there were 184,433,612 ordinary shares outstanding and entitled to vote. Thus, the holders of 92,216,807 ordinary shares must be present in person or represented by proxy at the meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or, provided that you are a shareholder of record, if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, within one hour of the time appointed for the Annual General Meeting, the Annual General Meeting will stand adjourned to May 9, 2019, at 3:00 p.m. local time at the same location, or such other time or place as the Board may determine.

Assuming there is a quorum of shares present at the Annual General Meeting, how many votes are needed to approve each proposal?

Proposal	Vote Required
1. Election of Directors	Majority of the votes cast
2. Approval of the Appointment of Independent Registered Public Accounting Firm and Authorization of the Audit Committee to Determine the Auditors Remuneration	Majority of the votes cast
3. Approval, on an Advisory Basis, of Executive Compensation	Majority of the votes cast
4. Authorization to Make Market Purchases or Overseas Market Purchases of our Ordinary Shares	Majority of the votes cast
5. Approval of an Authorized Share Capital Increase from 40,000 and \$30,000 to 40,000 and \$60,000 by the Creation of an Additional 300,000,000 Ordinary Shares of Nominal Value \$0.0001 Per Share	Majority of the votes cast

- | | |
|---|----------------------------|
| 6. Renewal of the Board's Existing Authority to Allot and Issue Ordinary Shares for Cash and Non-Cash Consideration under Irish Law | Majority of the votes cast |
| 7. Renewal of the Board's Existing Authority to Allot and Issue Ordinary Shares for Cash Without First Offering Those Ordinary Shares to Existing Shareholders Pursuant to the Statutory Pre-Emption Right that Would Otherwise Apply under Irish Law | 75% of the votes cast |
| 8. Approval of a Motion to Adjourn the Annual General Meeting, or Any Adjournments Thereof, to Another Time and Place to Solicit Additional Proxies If There are Insufficient Votes at the Time of the Annual General Meeting to Approve Proposal 7 | Majority of the votes cast |
| 9. Approval of a Change the Name of our Company to Horizon Therapeutics Public Limited Company | 75% of the votes cast |
| 10. Approval of Amended and Restated 2014 Equity Incentive Plan | Majority of the votes cast |
| 11. Approval of Amended and Restated 2014 Non-Employee Equity Plan | Majority of the votes cast |
- Proposal 7 will be redundant in the event Proposal 6 is not approved.

How can I find out the results of the voting at the Annual General Meeting?

Preliminary voting results will be announced at the Annual General Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual General Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

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What are the Irish statutory financial statements?

We are presenting our Irish statutory financial statements, including the reports of the directors and the statutory auditors thereon, at the Annual General Meeting, and we are making a copy of them available for download in PDF format in the Investors section (see Annual Reports subsection) of our website (*www.horizonpharma.com*) on or before April 11, 2019. Since we are an Irish company, we are required to prepare Irish statutory financial statements under applicable Irish company law and to deliver those accounts to shareholders of record in connection with our Annual General Meetings of Shareholders. The Irish statutory financial statements cover the results of operations and financial position of Horizon Pharma plc for the year ended December 31, 2018. Irish law requires the directors to prepare financial statements for each financial year giving a true and fair view of the state of the group's and parent company's affairs at the end of the financial year and of the group's profit or loss for the financial year. Under that law, the directors have prepared the group's consolidated financial statements in accordance with U.S. accounting standards, as defined in Section 279 of the Irish Companies Act 2014, to the extent that the use of those accounting standards in the preparation of the consolidated financial statements does not contravene any provision of the Irish Companies Act 2014 or of any regulations made thereunder and have prepared the Irish statutory financial statements in accordance with accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

We will mail without charge, upon written request, a copy of the Irish statutory financial statements to shareholders of record or beneficial owners of our ordinary shares. Requests should be sent to: Horizon Pharma plc, Attention: Company Secretary, Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland.

What proxy materials are available on the internet?

The Proxy Statement and the Annual Report to shareholders are available at *www.proxyvote.com*.

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PROPOSAL 1

ELECTION OF DIRECTORS

The Board is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors and each class has a three-year term. The Board currently consists of nine members, as follows:

Class I: William F. Daniel, H. Thomas Watkins and Pascale Witz, whose terms will expire at our 2021 Annual General Meeting of Shareholders;

Class II: Michael Grey, Jeff Himawan, Ph.D. and Ronald Pauli, whose terms will expire at our 2019 Annual General Meeting of Shareholders; and

Class III: Gino Santini, James Shannon, M.D. and Timothy P. Walbert, whose terms will expire at our 2020 Annual General Meeting of Shareholders.

The authorized number of directors may be changed only by resolution of the Board. Any additional directorships resulting from an increase in the number of directors will be distributed between the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the Board may have the effect of delaying or preventing changes in our control or management. Our directors may be removed by ordinary resolution with majority vote of our shareholders at a general meeting provided that notice of such resolution has been given in accordance with Section 146 of the Irish Companies Act 2014. Vacancies on the Board may be filled only by persons elected by a majority of the directors then in office, provided that a quorum is present. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified.

There are currently three directors in Class II whose term of office expires in 2019, one of whom, Ronald Pauli, will not be subject to re-election at the 2019 Annual General Meeting. Each of the nominees listed below in Class II is currently one of our directors who was nominated for election by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. In order to be elected as a director, each nominee must receive the affirmative vote of a majority of the votes cast by the holders of ordinary shares represented at the Annual General Meeting in person or by proxy. If elected, each of these nominees would serve until the 2022 Annual General Meeting of Shareholders and until his or her successor has been duly elected and qualified, or, if sooner, until the director's death, resignation, disqualification or removal.

Table of Contents**Michael Grey****Chairman and Chief Executive Officer, Mirum Pharmaceuticals, Inc.**

Mr. Grey has served as chairman and chief executive officer of Mirum Pharmaceuticals, Inc., a private biotechnology company, since May 2018, as executive chairman of Amplyx Pharmaceuticals, Inc. (Amplyx), a private pharmaceutical company, since January 2017; Reneo Pharmaceuticals, Inc. (Reneo), a private pharmaceutical company, since December 2017; and Spruce Biosciences, Inc., a private biotechnology company, since April 2017. He has also served as a venture partner at Pappas Ventures since January 2010. Mr. Grey served from October 2015 to January 2017 as the president and chief executive officer of Amplyx, and from September 2014 to December 2017 as chairman and chief executive officer of Reneo. From February 2011 to June 2014, Mr. Grey served as president and chief executive officer of Lumena Pharmaceuticals, Inc., a biotechnology company, which was acquired by Shire plc in June 2014. He has 40 years of experience in the pharmaceutical and biotechnology industries and has held senior positions at a number of companies, including president and chief executive officer of SGX Pharmaceuticals, Inc. (sold to Eli Lilly and Company in 2008), president and chief executive officer of Trega Biosciences, Inc. (sold to LION Bioscience, Inc. in 2001) and president of BioChem Therapeutic Inc. Prior to these, Mr. Grey served in various roles with Glaxo, Inc. and Glaxo Holdings PLC, culminating in his position as vice president, corporate development and director of international licensing. Mr. Grey received a bachelor of science degree in chemistry from the University of Nottingham in the United Kingdom.

Qualifications:

The Nominating and Corporate Governance Committee and the Board believe that Mr. Grey is qualified to serve as a director on the basis of his extensive

Age: 66**Director Since: Sept. 2011****Lead Independent Director Since: Aug. 2012****Board Committees:****Nominating and Corporate Governance****Transaction****Current Public Company Directorships:****BioMarin Pharmaceutical Inc.***biotechnology company***Mirati Therapeutics Inc.**

experience managing pharmaceutical and biopharmaceutical companies, which brings important strategic insight to the Board as it plans our future growth.

biotechnology company

Jeff Himawan, Ph.D.

Managing Director, Essex Woodlands Health Ventures, L.P.

Dr. Himawan has been a managing director of Essex Woodlands Health Ventures, a venture capital firm, since 2004. Prior to that, he was an adjunct partner at Essex Woodlands from 1999 to 2001, and he was a venture partner from 2001 to 2004. Dr. Himawan co-founded Seed-One Ventures, an early-stage venture capital firm, where he served as a managing director from 1996 to 2001. Dr. Himawan received a bachelor of science degree in biology from the Massachusetts Institute of Technology and his doctorate in biological chemistry and molecular pharmacology from Harvard University.

Qualifications:

The Nominating and Corporate Governance Committee and the Board believe that, with his doctorate in biological chemistry and molecular pharmacology and as a successful venture capitalist, Dr. Himawan brings important scientific and strategic insight to the Board as well as experience working with the investment community.

Age: 53

Director Since: July 2007

Board Committees:

[Compensation \(Chair\)](#)

[Transaction](#)

Current Public Company Directorships:

[Catalyst Biosciences, Inc.](#)

biopharmaceutical company

[MediciNova, Inc.](#)

biopharmaceutical company

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THE BOARD RECOMMENDS

A VOTE IN FAVOR OF EACH NAMED NOMINEE

Gino Santini

Chairman, AMAG Pharmaceuticals, Inc.

Mr. Santini currently serves as the chairman of the board of directors of AMAG Pharmaceuticals, in addition to serving on three other public company boards and on the board of directors of Artax Biopharma Inc. and Intarcia Therapeutics, Inc., each a private biopharmaceutical company, and is retired from a distinguished career with Eli Lilly and Company, a public pharmaceutical company.

Mr. Santini previously served on the board of directors of Sorin SpA, a public medical products group, from 2012 to 2015, when it was acquired by LivaNova PLC and Vitae Pharmaceuticals, Inc., a public biotechnology company, from 2014 to 2016, when it was acquired by Allergan plc. During his tenure at Eli Lilly and Company from June 1983 to December 2010, Mr. Santini held various leadership positions. Mr. Santini, fluent in four languages, holds an undergraduate degree in mechanical engineering from the University of Bologna and a master's degree in business administration from the University of Rochester.

Qualifications:

The Nominating and Corporate Governance Committee and the Board believe that Mr. Santini's extensive international and domestic commercial and business development experience brings important insight to the Board as it plans our future growth.

Age: 62

Director Since: March 2012

Board Committees:

Compensation

Transaction (Chair)

Current Public Company Directorships:

AMAG Pharmaceuticals, Inc.

biopharmaceutical company

Intercept Pharmaceuticals, Inc.

biopharmaceutical company

**Collegium Pharmaceutical,
Inc.**

biopharmaceutical company

Allena Pharmaceuticals, Inc.

biopharmaceutical company

James Shannon, M.D.

Director, MannKind Corporation

Dr. Shannon currently serves on the board of directors for MannKind Corporation, a public biopharmaceutical company focused on treatments for diabetes. From May 2012 to March 2015, Dr. Shannon served as the chief medical officer of GlaxoSmithKline (GSK), a public biopharmaceutical company, where he was responsible for matters of patient safety, general medical governance, medical ethics and integrity, medical information as well as investigations involving human subjects relating to any GSK medicine in development or on the market. Prior to that, Dr. Shannon spent more than a decade with Novartis, a public pharmaceutical company. In his last role with the company, as global head of pharma development, he was responsible for all of Novartis's development activities, from pre-clinical through Phase 4 and oversaw an annual development budget of approximately \$4 billion. Dr. Shannon received his science and medical degrees from Queen's University in Belfast, Northern Ireland. He also serves on the board of directors of Immodulon Therapeutics Limited, a private biopharmaceutical company, and MyTomorrows, a health-based platform that collaborates with drug developers to provide early access to treatments for patients who have exhausted all other options.

Age: 62

Qualifications:

The Nominating and Corporate Governance Committee and the Board believe that Dr. Shannon is qualified to serve as a director on the basis of his extensive clinical development experience, which brings important insight to the Board as it plans our future growth.