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Filing by: Jazz Pharmaceuticals, Inc. Subject Company: Jazz Pharmaceuticals, Inc. SEC File No. of Jazz Pharmaceuticals, Inc.: 001-33500

The following is a slide presentation relating to the proposed transactions described therein that was made available beginning on October 18, 2011.

## Introduction to Jazz Pharmaceuticals

#### Bruce Cozadd Chairman and CEO

October 18, 2011



#### "Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This presentation contains forward-looking statements, including, but not limited to, statements related to the anticipated consummation of the business combination transaction between Jazz Pharmaceuticals and Azur Pharma and the timing and benefits thereof, the combined company's, and each respective company's, strategy, plans, objectives, expectations (financial or otherwise) and intentions, future financial results and growth potential (including Jazz Pharmaceuticals' 2011 Financial Guidance), anticipated product portfolio, development programs, intellectual property and tax position, management structure, and other statements that are not historical facts. These forward-looking statements are based on Jazz Pharmaceuticals' current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to Jazz Pharmaceuticals' ability to complete the transaction on the proposed terms and schedule: risks associated with business combination transactions, such as the risk that the businesses will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; risks related to future opportunities and plans for the combined company, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed transaction; disruption from the proposed transaction, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the proposed merger and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies; and the possibility that if the combined company does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts or investors, the market price of the combined company's shares could decline, as well as other risks related to Jazz Pharmaceuticals' business, including Jazz Pharmaceuticals' dependence on sales of Xyrem® and its ability to increase sales of its Xyrem and Luvox CR<sup>®</sup> products; competition, including potential generic competition; Jazz Pharmaceuticals' dependence on single source suppliers and manufacturers; the ability of Jazz Pharmaceuticals to protect its intellectual property and defend its patents; regulatory obligations and oversight; Jazz Pharmaceuticals cash flow; and those risks detailed from time-to-time under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals' SEC filings and reports, including in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2011. Jazz Pharmaceuticals undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or changes in its expectations.



#### Additional Information

#### Additional Information and Where to Find It

In connection with the proposed business combination transaction described in this presentation, Jazz Pharmaceuticals and Azur Pharma will be filing documents with the SEC, including the filing by Jazz Pharmaceuticals of a preliminary and definitive proxy statement/prospectus relating to the proposed transaction and the filing by Azur Pharma of a registration statement on Form S-4 that will include the proxy statement/prospectus relating to the proposed transaction. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to Jazz Pharmaceuticals stockholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4 AND THE RELATED PRELIMINARY AND DEFINITIVE PROXY/PROSPECTUS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT JAZZ PHARMACEUTICALS, AZUR PHARMA AND THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at www.sec.gov, by directing a request to Jazz Pharmaceuticals' Investor Relations department at Jazz Pharmaceuticals, Inc., Attention: Investor Relations, 3180 Porter Drive, Palo Alto, California 94304, or to Jazz Pharmaceuticals' Investor Relations department at 650-496-2800 or by email to investorinfo@jazzpharma.com. Investors and security holders may obtain free copies of the documents filed with the SEC on Jazz Pharmaceuticals website at www.jazzpharmaceuticals.com under the heading "Investors" and then under the heading "SEC Filings." Jazz Pharmaceuticals and its directors and executive officers and Azur Pharma and its directors and executive officers may be deemed participants in the solicitation of proxies from the stockholders of Jazz Pharmaceuticals in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the proposed transaction will be included in the proxy statement/prospectus described above. Additional information regarding the directors and executive officers of Jazz Pharmaceuticals is also included in Jazz Pharmaceuticals' proxy statement for its 2011 Annual Meeting of Stockholders, which was filed with the SEC on April 12, 2011. These documents are available free of charge at the SEC's web site at www.sec.gov and from Investor Relations at Jazz Pharmaceuticals as described above.

This communication does not constitute an offer to sell, or the solicitation of an offer to sell, or the solicitation of an offer to subscribe for or buy, any securities nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

For full prescribing information refer to product websites.

#### Building Shareholder Value by Focusing on Patient Needs



Jazz Pharmaceuticals' mission is to improve patients' lives by identifying, developing and commercializing valuable pharmaceutical products in focused therapeutic areas



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## Strategy to Build Shareholder Value

2

Grow Xyrem sales current indications

Increased focus on achieving full potent

Acquire additional marketed or close approval products

Leverage our expert and infrastructure Pursue lower risk development of specialty products

3

Invest percentage of sales longer-term

Jazz Pharmaceuticals

Maintain entrepreneurial, ownership culture at the company

Make disciplined resource allocation decisions

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# Current Business and Financial Overview

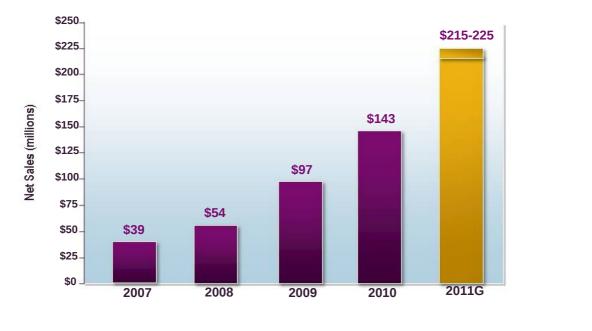




# Xyrem - Strong Sales Growth

Jazz Pharmaceuticals

2011 Guidance \$215M-\$225M<sup>1</sup>



1. Based on guidance provided on July 28, 2011. The company is not updating the prior guidance and actual results may differ.

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## Xyrem is a Standard of Care in Narcolepsy



- Only FDA-approved product for both cataplexy and excessive daytime sleepiness in patients with narcolepsy
  - Marketed in U.S. since 2002
  - Marketed in major European countries by UCB and in Canada by Valeant



- Currently marketed in U.S. by 110-person specialty sales force
- Approximately 8,700 patients on therapy, usually in conjunction with stimulant therapy
- Distributendeproprietaty yrenSucces Program



### The Burden of Narcolepsy



- Affects 1 in 2000 in<sup>1</sup>US
  - $\approx$  multiple sclerosis and Parkinson's disease
  - > cystic fibrosis \_
- Although narcolepsy is thought to affect between 125,000 and 200,000 Americans, only about 50,000 are diagnosed
- Key symptoms can be debilitating •
  - Cataplexy occurs in 60%-100% of patients
  - 100% experience excessive daytime sleepiness



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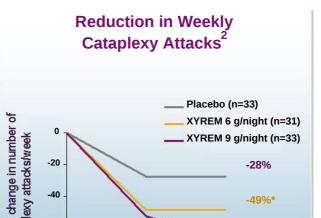
National Institute of Neurological Disorders and Stroke. http://www.ninds.nih.gov/disorders/narcolepsy/detail\_narcolepsy.htm. Accessed March 17, 2011.
 Narcolepsy Sleep Foundation. www.sleepfoundation.org/article/sleep-related-problems/narcolepsy-and-sleep. Accessed March 17, 2011.
 Zemanick et al. J Cyst Fibros. 2010;9:1-16.
 American Sleep Association. http://www.sleepassociation.org/index.php?p=aboutnarcolepsy. Accessed March 17, 2011.

### Xyrem has Demonstrated Effect on Two Key Symptoms of Narcolepsy

**Improvement in Epworth Reduction in Weekly Sleepiness Scale**<sup>1</sup> Cataplexy Attacks<sup>2</sup> XYREM XYREM 9 g/night Placebo 6 g/night (n=59) (n=58) (n=47) Placebo (n=33) 0 Median % change in number of XYREM 6 g/night (n=31) 0 cataplexy attacks/week XYREM 9 g/night (n=33) -3% Mean ESS reduction from baseline (%) -10 -20 -28% -16%\* -40 -20 -49%\* -60 \*p<0.05 vs placebo +p<0.005 vs placebo -30 -80 \*p<0.001 vs placebo Baseline Week 2 Week 4 -40 -37%

 Trial 3: From a 8-week, multicenter, randomized, double-blind, placebo controlled, parallel-arm trial of narcolepsy patients (N=228) with moderate to severe EDS and cataplexy symptoms. Antidepressants were withdrawn prior to randomizatioandstimulantserecontinuethroughouthestudyat stabledosesInXYREMinicatrials\_80% of patients naintainedoncomitastimulantse XYREMInternationStudyGroupJ ClinSleepMed. 2005;1:391.

2009,1.591. 2. Trial 1: From a 4-week, double-blind, placebo-controlled trial of narcolepsy patients (N=136) with moderate to severe cataplexy (median of 21 attacks per week) comparing the effects of three doses of orally administered sodium oxybate with placebo for the treatment of narcolepsy. Patients continued to receive stable stimulant therapy throughout the study. The US XYREM Multicenter Study Group. Sleep. 2002;25(1):42-29.





### Most Common Adverse Events in Controlled Studies of Xyrem



Jazz Pharmaceuticals

	% of Patients (N=655)	
Adverse Event	Placebð	Xyrem³
Nausea	4	19
Dizziness	4	18
Headache	15	18
Vomiting	1	8
Somnolence	4	6
Urinary incontinehce	<1	6
Nasopharyngitis	5	6

Label includes boxed warning that sodium oxybate is a central nervous system depressant with abuse potential and should not be used with alcohol or other CNS depressants. See complete boxed warning at end of presentation.

1. Occurring in 5% of XYREM patients and more frequently than with placebo. 2. Data on file, Jazz Pharmaceuticals, Inc. 3. XYREM (sodium oxybate) Pl. 4. Generally nocturnal enuresis.

# Strong Sodium Oxybate Patent Coverage



	Number	Issue Date	Expiration Date
Distribution system patent*	7,765,106	7/27/2010	6/16/2024
Distribution system patent*	7,765,107	7/27/2010	6/16/2024
Distribution system patent	7,797,171	9/14/2010	6/16/2024
Distribution system patent*	7,668,730	2/23/2010	6/16/2024
Distribution system patent*	7,895,059	2/23/2011	12/17/2022
Formulation patent*	6,780,889	8/24/1999	7/4/2020
Formulation patent*	7,262,219	8/28/2007	7/4/2020
Process patent	6,472,431	10/29/1999	12/22/2019
Method of use patent*	7,851,506	12/14/2010	12/22/2019

\* Listed in FDA Orange Book

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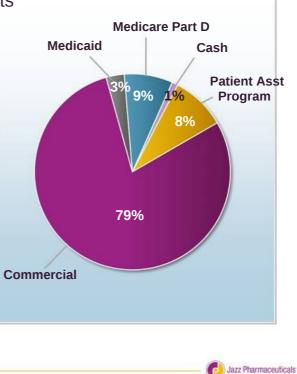
- DEA drug quota needed to manufacture controlled "SARedule I"
- Exclusive relationships with API supplier and finished goods manufacturer
- Unique proprietary distribution system uses exclusive single pharmacy
- Risk management program and unique product attributes require high touch commercial capabilities

### Current Xyrem Patient Coverage Distribution\*



- Relatively low rates of required prior authorizations
- Low monthly out-of-pocket (OOP) expenses
  - Over 70% of patients have monthly OOPof  $\leq$  \$50

\* Company data and MediMedia Formulary Compass July 2011.



XYREM

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### **Xyrem Growth Initiatives**





## Luvox CR<sup>®</sup> - Important Treatment Option for OCD

 Indicated for obsessive compulsive disorder (OCD)



Jazz Pharmaceuticals

- OCDaffects- 2.2millionAmericands
  - Often underdiagnosed
  - Difficult to differentiate from comorbidities
- Only 43% of adults newly diagnosed with OCD received adequate treatment in the yearaftertheirfirstvisitforOCD

Label includes boxed warning regarding suicidality and antidepressant drugs. See complete boxed warning at end of presentation.

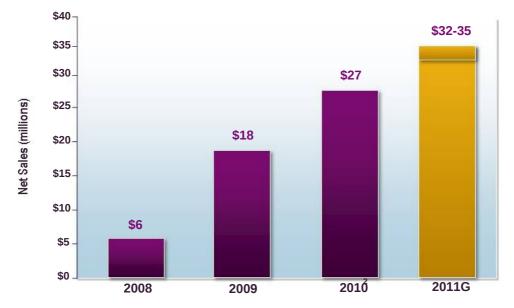
1. National Institute of Mental Health. http://www.nimh.nih.gov/health/publications/the-numbers-count-mental-disorders-in-america.shtml. Accessed March 3, 2008. 2. Kessler RC, et al. Arch Gen Psychiatry, 2005;62:617-627. 3. Fireman B, et al. Am J Psychiatry. 2001;158:1904-1910. 4. Grahill K et al. Assessment of obsessive-compulsive disorder: a review.J Anxiety Disord. 2008;22(1):1-17. 5. Hales RE, et al (eds). Textbook of Psychiatry. 1999:000-610. 6. Koran LM, et al. Am J Health Syst Pharm. 2000;57:1972-1978.

## Luvox CR – Continued Sales Growth

LUVOXCR fluotnamine maleate extended-release capsules

Jazz Pharmaceuticals





Based on guidance provided on July 28, 2011. The company is not updating the prior guidance and actual results may differ.
 Includes \$2.0 million of revenue recorded as a result of a change in the timing of when Luvox CR revenue is recognized. The company now records sales upon shipment to distributors net of estimated returns.

## 2011 Guidance Reflects High Operating Leverage

	2010A	<b>2011</b> G <sup>1</sup>
Total Product Sales	\$170M	\$247 <i>-</i> 260M
Xyrem	\$143M	\$215 - <del>2</del> 25M
Luvox CR	\$27M	\$32 - <del>3</del> 5M
SG&A and R&D Combined	\$95M	\$105 - <del>1</del> 10M
GAAP Net Income	\$33M	\$123 <del>-1</del> 31M
Adjusted Net Income	\$61M	\$145 - <del>1</del> 53M
GAAP EPS	\$0.83	\$2.68 \$2.79
Adjusted EPS	\$1.55	\$3.15 <del>\$</del> 3.25

Based on guidance provided on July 28, 2011. The company is notpdating the prior guidance and actual results may differ.
 Adjusted net income and adjusted EPS are non-GAAP financial measures that exclude certain items from GAAP net income and GAAP EPS. A reconciliation of adjusted net incometo GAAP net income and the related per share amounts is in a table included with this presentation.

### **Investment Rationale**

- High sales and earnings growth rates
- High margins and high operating leverage
- Significant potential to increase Xyrem sales
- Strong Kyremexclusivity ositionincluding atents xtending 2024
- Potential to leverage existing commercial capabilities with new products
- Disciplined approach to resource allocation



# Strategic Transaction with Azur Pharma





## **Compelling Strategic and Financial Benefits**



<sup>1</sup>Accretion for Jazz Pharmaceuticals shareholders is on a fully-taxed adjusted EPS basis. Adjusted EPS is a non-GAAP financial measure that exclude certain items from GAAP EPS. <sup>2</sup>Pro forma estimate as of Jan 1, 2012.

# Jazz Pharmaceuticals plc

Portfolio & Financia Projections	<ul> <li>12 productsurrently marketed in US</li> <li>&gt;\$475 millionrevenues first12months</li> <li>&gt;\$200 millioncashgenerated first12months</li> </ul>	
Ownership in Combined Compar	• JazzPharmaceuticallightlyInder80%AzurPharma: slightly over 20% y Combined capitalization approximately 60M shares fully diluted at closing	
Shareholder Votes	<ul> <li>JazzPharmaceuticalsardepresented ndsentered tovoting greements (~43% of sha</li> <li>99‰fAzurshareholders entered into agreement to take necessary actions</li> </ul>	res
Board of Directors	<ul> <li>Current directors of Jazz Pharmaceuticals</li> <li>Seamus Mulligan (Chairman and CEO, Azur Pharma)</li> </ul>	
Management	<ul> <li>Bruce Cozadd, Chairman and CEO</li> <li>Kate Falberg, CFO</li> <li>Seamus Mulligan, Chief Business Officer, International Business Development</li> <li>Azur executives join JPI executives in leadership roles</li> </ul>	
	Anticipated Closing: 1Q12	

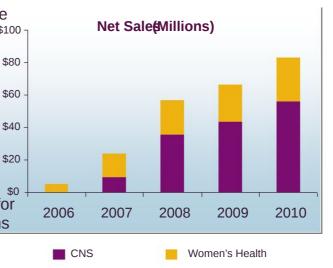
#### Azur Pharma – Compelling Fit With Jazz Pharmaceuticals

Azur Pharma

- Strong commercial focus and expertise in CNS and women's health \$100
- Key products present new growth opportunities

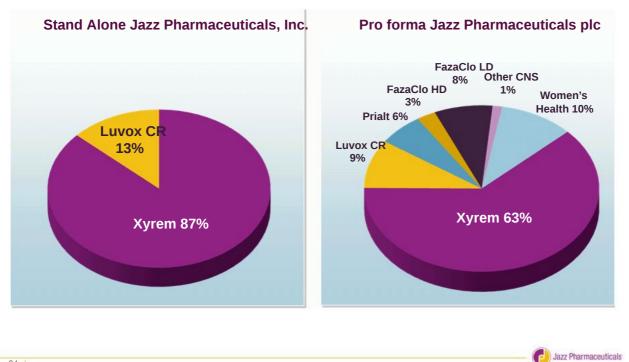


 Lower risk pipeline of line extensions for clozapine franchise and LCM programs for key women's health brands



\_\_\_\_\_ Jazz Pharmaceuticals

## A Growing, Diversified Product Portfolio



#### **2011 Estimated Revenues**

#### Access to international capital markets and business depetor metines

- Sourcing of new products for all markets
- Potential expansion into Europe

#### **Enhanced management capabilities**

- · Sales, marketing, and clinical/medical science liaison organizations
- Multi-product supply chain management
- · BD executives with demonstrated success

#### Additional locations (Philadelphia, Dublin)

• Enhanced ability to attract and retain key talent

# Parent company in Ireland expected to license, develop and acquire existing and new products

## Next Steps

File preliminary p statement and S-4	
	<ul> <li>SEC effectiveness of S-4</li> <li>Jazz Pharmaceuticals, Inc. stockholder approval</li> <li>Azur approval of other necessary actions</li> <li>Antitrust clearance</li> <li>Transaction will be taxable to Jazz Pharmaceuticals, Inc. stockholders</li> <li>Jazz Pharmaceuticals, Inc. stockholders</li> <li>Jazz Pharmaceuticals, Inc. stockholders</li> <li>Jazz Pharmaceuticals, Inc.</li> </ul>

## **Compelling Strategic and Financial Benefits**



<sup>1</sup>Accretion for Jazz Pharmaceuticals shareholders is on a fully-taxed adjusted EPS basis. Adjusted EPS is a non-GAAP financial measure that excludes certain items from GAAP EPS. <sup>2</sup>Pro forma estimate as of Jan 1, 2012.



#### Reconciliation of GAAP Net Income and EPS to Adjusted Net Income and EPS in Financial Results and Guidance

	FY 2010	FY 2011G
GAAP net income	\$33	\$123-131
Add:		
Intangible asset amortization	8	7
Stock-based compensation expense	8	14
Non-cash interest expense	2	2
Loss on extinguishment of debt	12	-
Deduct:		
Contract revenues	(1)	(1)
Luvox CR revenue recognition timing change	(1)	
Adjusted net income	\$61	\$145-153
GAAP net income per diluted share (EPS)	\$0.83	\$2.68-2.79
Adjusted net income per diluted share (EPS)	\$1.55	\$3.15-3.25
Shares used in computing GAAP and adjusted net income per diluted share amounts	20	46-47
income per diluted share amounts	39	40-47
In millions, except per share amounts)		

Jazz Pharmaceuticals

1. Based on guidance provided on July 28, 2011. The company is notupdating the prior guidance and actual results may differ.

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#### <u>IWARNING: Central nervous system depressant with abuse potential.</u> <u>Should not be used with alcohol or other CNS depressants.</u>

Sodiumoxybateis GHB,a knowndrugof abuseAbusehas beenassociatedvithsomeimportancentralnervoussystem (CNS) adverse events (including death). Even at recommended doses, use has been associated with confusion, depression and other neuropsychiadwientsReportsofrespiratorglepressionccurredin clinicatrialsAlmostallofthepatientswho received sodium oxybate during clinical trials were receiving CNS stimulants.

Important CNS adverse events associated with abuse of GHB include seizure, respiratory depression and profound decreases in levebfconsciousnes@ithinstanceofcom@anddeathForeventsthatoccurre@utsid@fclinicatrialsinpeopletaking GHB forrecreation@urposesthecircumstancesurroundinthe eventsareoftenuncleat(e.g.,doseof GHBtaken, the nature and amount of alcohol or any concomitant drugs).

Xyrem is availableroughtheXyrenSuccesProgramusinga centralizepharmacy-866-XYREM8(2-866-997-3688). The SuccesProgramprovidesducationantaterialsotheprescribeandthepatientexplainingherisksandpropeuse of sodium oxybatematherequiredprescriptiofformOnceitisdocumentedthatthepatienthasreadand/ounderstoothe materialschedrugwillbeshippedtothepatientTheXyrenSuccesProgramalsorecommendesatienfollow-upvery 3 months. Physicians are expected to report all serious adverse events to the manufacturer. (See WARNINGS).

XYREM (sodium oxybate) PI

Suicidality and Antidepressant Drugs

Antidepressants increased the risk compared to placebo of suicidal thinking and behavior (suicidality) in children, adolescents, and young adults in short-term studies of major depressive disorder (MDD) and other psychiatric disorders. Anyone considering the use of LUVOX CR® (fluvoxamine maleate) Extended-Release Capsules or any other antidepressant in a child, adolescent, or young adult must balance this risk with the clinical need. Short-term studies did not show an increase in the risk of suicidality with antidepressants compared to placebo in adults beyond age 24; there was a reduction in risk with antidepressants compared to placebo in adults aged 65 and older. Depression and certain other psychiatric disorders are themselves associated with increases in the risk of suicide. Patients of all ages who are started on antidepressant therapy should be monitored appropriately and observed closely for clinical worsening, suicidality, or unusual changes in behavior. Families and caregivers should be advised of the need for close observation and communication with the prescriber. LUVOX CR Capsules are not approved for use in pediatric patients. (See WARNINGS: Clinical Worsening and Suicide Risk, PRECAUTIONS: Information for Patients, and PRECAUTIONS: Pediatric Use.)

Jazz Pharmaceuticals

LUVOX CR (fluvoxamine maleate ) PI

