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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

(Amendment No. )

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Filed by the Registrant

Filed by a Party other than the Registrant

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 Section 240.14a-12

**JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required.

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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# 2025 Proxy Statement

and Notice of Annual General Meeting of Shareholders

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## WHO WE ARE

We are a global biopharmaceutical company whose purpose is to innovate to transform the lives of patients and their families.

We are dedicated to developing life-changing medicines for people with serious diseases—often with limited or no therapeutic options. We have a diverse portfolio of marketed medicines, including leading therapies for sleep disorders and epilepsy, and a growing portfolio of cancer treatments. Our patient-focused and science-driven approach powers pioneering research and development advancements across our robust pipeline of innovative therapeutics in oncology and neuroscience.

## OUR VALUES

Our genuine desire to improve lives is rooted in our values of:



## 2024 HIGHLIGHTS

**>\$4B**

TOTAL REVENUES

**\$1.4B**

NET CASH PROVIDED BY  
OPERATING ACTIVITIES

**~100**

COUNTRIES SERVED

**~2.8K**

EMPLOYEES WORLDWIDE

**9**

MEDICINES MARKETED

**>35**

R & D PROGRAMS

# Notice of 2025 Annual General Meeting of Shareholders



## DATE & TIME

Thursday, July 24, 2025  
9:45 a.m. Local Time



## LOCATION

Fifth Floor, Waterloo Exchange,  
Waterloo Road, Dublin 4, Ireland



## RECORD DATE

Close of business on  
May 29, 2025

## Dear Shareholder:

The 2025 annual general meeting of shareholders ("AGM") of Jazz Pharmaceuticals plc, a public limited company formed under the laws of Ireland, will be held on Thursday, July 24, 2025, at 9:45 a.m. local time at our corporate headquarters located at Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland, for the following purposes:

Proposal	Board Recommendation	Page
1 To elect by separate resolutions each of the four nominees for director named in our accompanying proxy statement to hold office until the 2028 annual meeting of shareholders.	FOR each nominee named herein	8
2 To ratify, on a non-binding advisory basis, the appointment of KPMG as our independent auditors for the fiscal year ending December 31, 2025 and to authorize, in a binding vote, our board of directors, acting through our audit committee, to determine the independent auditors' remuneration.	FOR	38
3 To approve, on a non-binding advisory basis, the compensation of our named executive officers.	FOR	44
4 As a special resolution, to grant our board of directors authority under Irish law 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.	FOR	90
To conduct any other business properly brought before the annual general meeting.		

The full text of these proposals is set forth in our accompanying proxy statement. Only shareholders of record of our Company at the close of business on the record date are eligible to vote at our AGM. A shareholder entitled to attend and vote at our AGM is entitled to appoint one or more proxies to attend, speak and vote instead of him or her at our AGM, using the proxy card provided (or the form of proxy contained in section 184 of the Irish Companies Act 2014) or using an electronic proxy card by telephone or via the internet in the manner described in our proxy statement. A proxy need not be a shareholder of record. During our AGM, management will also present, and our auditors will report to shareholders on, our Irish financial statements for the fiscal year ended December 31, 2024. We recommend that you review the further information on the process for, and deadlines applicable to, voting, attending the AGM and appointing a proxy under the "Questions and Answers" section of our proxy statement. Our proxy statement, our letter to shareholders, our Irish statutory financial statements and our 2024 Annual Report on Form 10-K are available at <https://materials.proxyvote.com/G50871>.

By order of our board of directors,

/s/ Aislinn Doody

Aislinn Doody, Company Secretary | Dublin, Ireland | June 6, 2025

Whether or not you expect to attend our AGM, please vote as soon as possible. Please see "Questions and Answers—How do I vote?" beginning on page 97 below. You may vote your shares:

	<b>BY TELEPHONE</b> 1-800-690-6903
	<b>BY INTERNET</b> <a href="http://www.proxyvote.com">www.proxyvote.com</a>
	<b>BY MAIL</b> Complete, sign & return proxy card
	<b>IN PERSON</b> Attend our AGM

If you received a proxy card or voting instruction card by mail, you may submit your proxy card or voting instruction card by mailing your proxy card or voting instruction card in the envelope provided. Proxy cards must be received by July 23, 2025. Electronic proxy cards submitted via the internet or by telephone must be received by 11:59 p.m., U.S. Eastern Time, on July 23, 2025. It may not be possible to count proxy cards received after the relevant time towards voting. Proxy cards received will be forwarded to our registered office electronically before commencement of the AGM to comply with Irish law. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if the record holder of your ordinary shares is a broker, bank or other agent, and you wish to vote at our AGM, you must obtain a proxy issued in your name from that record holder.

## Acronyms and Certain Defined Terms

Acronym	Meaning
<b>2007 Directors Plan</b>	Amended and Restated 2007 Non-Employee Directors Stock Award Plan
<b>2011 Plan</b>	2011 Equity Incentive Plan
<b>2014 Act</b>	Irish Companies Act 2014
<b>2022 PSUs</b>	PSUs granted to NEOs in 2022 for the 2022-2024 performance period
<b>2023 PSUs</b>	PSUs granted to NEOs in 2022 for the 2023-2025 performance period
<b>2024 PSUs</b>	PSUs granted to NEOs in 2024 for the 2024-2026 performance period
<b>AGM</b>	Annual General Meeting of Shareholders
<b>Aon</b>	Aon's Human Capital Solutions practice, a division of Aon plc
<b>Audit Committee</b>	Audit Committee of our Board
<b>Azur Merger</b>	On January 18, 2012, the businesses of Jazz Pharmaceuticals, Inc. and Azur Pharma plc, were combined in a merger transaction
<b>Azur Pharma</b>	Azur Pharma Public Limited Company
<b>BLA</b>	Biologics License Application
<b>Board</b>	The Board of Directors of Jazz Pharmaceuticals plc
<b>BTC</b>	Biliary Tract Cancer
<b>CAGR</b>	Compound Annual Growth Rate
<b>CAO</b>	Chief Accounting Officer
<b>CCO</b>	Chief Commercial Officer
<b>CEO</b>	Chief Executive Officer
<b>CFO</b>	Chief Financial Officer
<b>Chairperson</b>	Chairperson of our Board
<b>Change in Control Plan</b>	Amended and Restated Executive Change in Control and Severance Benefit Plan
<b>CIC PSUs</b>	PSUs granted to NEOs in 2022, 2023, 2024 that provide for vesting schedule adjustments or vesting acceleration benefits upon certain termination and change in control events
<b>Clawback Policy</b>	An Incentive Compensation Recoupment Policy
<b>CLO</b>	Chief Legal Officer
<b>COBRA</b>	Consolidated Omnibus Budget Reconciliation Act, which provides for continued employer sponsored health insurance following termination of employment
<b>Code</b>	Internal Revenue Code
<b>Compensation Committee</b>	Compensation and Management Development Committee of our Board
<b>Constitution</b>	The Constitution of Jazz Pharmaceuticals plc
<b>COO</b>	Chief Operating Officer
<b>CSRD</b>	EU Corporate Sustainability Reporting Directive
<b>CSSI</b>	Corporate Sustainability and Social Impact
<b>Director Compensation Policy</b>	Non-Employee Director Compensation Policy
<b>EC</b>	Executive Committee

Acronym	Meaning
<b>EGM</b>	Extraordinary General Meeting
<b>ERM</b>	Enterprise Risk Management
<b>ESG</b>	Environmental, Social and Governance
<b>ESPP</b>	2007 Employee Stock Purchase Plan
<b>ESRS</b>	European Sustainability Reporting Standards
<b>Exchange Act</b>	Securities Exchange Act of 1934, as amended
<b>FASB ASC 718</b>	Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation
<b>FDA</b>	U.S. Food and Drug Administration
<b>Form 10-K</b>	Jazz Pharmaceuticals' Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2024, as filed with the SEC on February 26, 2025
<b>GAAP</b>	U.S. Generally Accepted Accounting Principles
<b>i-CARE</b>	Our principles of Integrity, Compliance, Accountability, Respect and Ethics
<b>LID</b>	Lead Independent Director
<b>KPMG</b>	KPMG, Dublin, our registered public accounting firm
<b>Nasdaq</b>	The Nasdaq Stock Market LLC
<b>Nominating Committee</b>	Nominating and Corporate Governance Committee of our Board
<b>NEO</b>	Named Executive Officer
<b>NYSE</b>	New York Stock Exchange
<b>PCAOB</b>	Public Company Accounting Oversight Board
<b>PEO</b>	Principal Executive Officer
<b>PSU</b>	Performance-Based Restricted Stock Unit
<b>RSUs</b>	Restricted Stock Units
<b>R&amp;D</b>	Research and Development
<b>SEC</b>	U.S. Securities and Exchange Commission
<b>Severance Plan</b>	Executive Committee Severance Benefit Plan
<b>SG&amp;A Expenses</b>	Selling, General and Administrative expenses
<b>SMC</b>	Science and Medicine Committee of our Board
<b>Succession Committee</b>	Succession Committee of our Board
<b>Transaction Committee</b>	Transaction Committee of our Board
<b>TSR</b>	Total Shareholder Return
<b>Website</b>	Our Company website, <a href="http://www.jazzpharmaceuticals.com">www.jazzpharmaceuticals.com</a>

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*In this proxy statement, unless otherwise indicated or the context otherwise requires, all references to "Jazz Pharmaceuticals," "Jazz," "our company," "we," "us" and "our" refer to Jazz Pharmaceuticals plc and its consolidated subsidiaries, except when the context makes clear that the time period being referenced is prior to January 18, 2012, in which case such terms are references to Jazz Pharmaceuticals, Inc. and its consolidated subsidiaries. On January 18, 2012, the businesses of Jazz Pharmaceuticals, Inc. and Azur Pharma Public Limited Company, or Azur Pharma, were combined in a merger transaction, or the Azur Merger, in connection with which Azur Pharma was renamed Jazz Pharmaceuticals plc, and we became the parent company of and successor to Jazz Pharmaceuticals, Inc., with Jazz Pharmaceuticals, Inc. becoming our wholly owned subsidiary.*



# Proxy Statement

FOR OUR 2025 AGM TO BE HELD ON JULY 24, 2025

## General

### PURPOSE OF OUR PROXY STATEMENT AND OTHER GENERAL INFORMATION


Our Board is soliciting proxies for use at our 2025 AGM. Our proxy statement contains important information for you to consider when deciding how to vote on the matters brought before our 2025 AGM. You should read our entire proxy statement carefully before voting. The Notice of Internet Availability, or Notice, of our proxy materials, which include our proxy statement, our annual letter to shareholders and our 2024 Annual Report on Form 10-K, are first being mailed to shareholders on or about June 6, 2025. Our proxy materials are also available online at <https://materials.proxyvote.com/G50871>. The specific proposals to be considered and acted upon at our 2025 AGM are summarized in the accompanying Notice of our 2025 AGM. Each proposal is described in more detail in our proxy statement.

This solicitation is made on behalf of our Board and all solicitation expenses, including costs of preparing, assembling and mailing proxy materials and notices, will be borne by us. In addition to our proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

Our Board has set the close of business on May 29, 2025 as the record date for our 2025 AGM. Shareholders of record who own our ordinary shares on that date are entitled to vote at and attend our 2025 AGM. Each ordinary share is entitled to one vote. There were 60,511,021 of our ordinary shares outstanding and entitled to vote on the record date.

#### CALL TO SHAREHOLDERS:

We encourage all shareholders to enroll in e-delivery as a simpler, speedier and more cost effective way to receive proxy materials. Sign up here: [www.proxyvote.com](http://www.proxyvote.com)



## Voting Roadmap

PROPOSAL

1

### Election of Directors



OUR BOARD RECOMMENDS A VOTE "FOR" EACH DIRECTOR NOMINEE NAMED HEREIN.

See page 8



Jennifer E. Cook



Patrick G. Enright



Seamus Mulligan



Norbert G. Riedel, Ph.D.

PROPOSAL

2

### Ratify the Appointment and Approve Remuneration of Auditor



OUR BOARD RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

See page 38

Our Audit Committee has determined that it is in the best interests of our Company and its shareholders to continue to retain KPMG to serve as our independent registered public accounting firm for the fiscal year ending 31 December 2025, and we are seeking shareholder ratification of this on a non-binding advisory basis.

Our shareholders are also being asked to authorize our Board, acting through our Audit Committee, to determine KPMG's remuneration.

PROPOSAL

3

### Non-Binding Advisory Vote on Executive Compensation



OUR BOARD RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

See page 44

We are asking you to approve, on a non-binding, advisory basis, the compensation for our Company's NEOs, as disclosed in our proxy statement, commonly referred to as a "say-on-pay" vote.

PROPOSAL

4

### Board Authority to Allot and Issue Ordinary Shares for Cash Without First Offering Shares to Existing Shareholders











OUR BOARD RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

See page 90

We are asking our shareholders to renew the authority granted to our Board at the 2024 AGM, to opt out of the pre-emption rights provision in the event of an issuance of shares for cash up to the amount of 20% of our issued ordinary share capital in the aggregate, for a period expiring on the date being 18 months from the passing of the resolution set forth in Proposal 4, unless otherwise varied, renewed or revoked.

# Our Board











Name and Principal Position	Age	Director Since	Independent	Other Current Public Boards	Committee Membership				
					Audit Committee	Compensation Committee	Nominating Committee	SMC	
<b>2025 DIRECTOR NOMINEES</b>									
 <b>Jennifer E. Cook</b> Director, BridgeBio Pharma, Inc. and Denali Therapeutics Inc.	59	2020	✓	2		●		●	
 <b>Patrick G. Enright</b> Managing Director, Longitude Capital	63	2009 <sup>(1)</sup>	✓	3	●	●			
 <b>Seamus Mulligan</b> Director, Jazz Pharmaceuticals plc	64	2012	✓	0				●	
 <b>Norbert G. Riedel, Ph.D.</b> Chairperson, Eton Pharmaceuticals, Inc.	67	2013	✓	1			●	●	
<b>CONTINUING DIRECTORS</b>									
 <b>Bruce C. Cozadd</b> Chairperson and CEO, Jazz Pharmaceuticals plc	61	2003 <sup>(1)</sup>		0					
 <b>Laura J. Hamill</b> Director, BB Blotech AG and Y-mAbs Therapeutics, Inc. and Unchained Labs	60	2024	✓	2		●			
 <b>Patrick Kennedy</b> Director, Jazz Pharmaceuticals plc	56	2024	✓	0	●				
 <b>Heather Ann McSharry</b> Director, International Consolidated Airlines Group, S.A.	63	2013	✓	1	●		●		
 <b>Kenneth W. O'Keefe</b> Founder, BPOC, LLC	58	2004 <sup>(1)</sup>	✓	0	●				
 <b>Anne O'Riordan</b> Director, Jazz Pharmaceuticals plc	57	2019	✓	0	●	●			
 <b>Mark D. Smith, M.D.</b> Professor, University of California, San Francisco and Director, Phreesia, Inc. and Teladoc Health, Inc.	73	2020	✓	2			●	●	
 <b>Rick E. Winningham</b> Chairperson and Chief Executive Officer, Theravance Biopharma, Inc.	65	2010 <sup>(1)</sup>	✓	1			●	●	

○ = Committee Member ● = Committee Chair

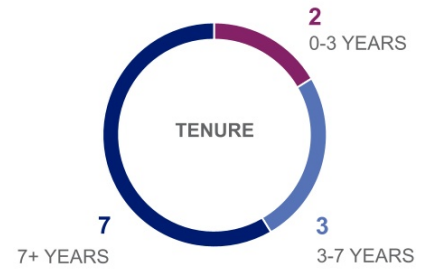
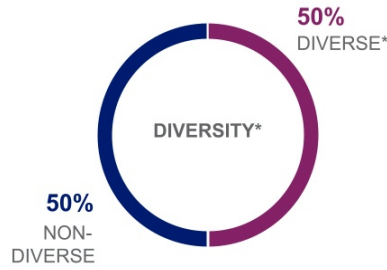
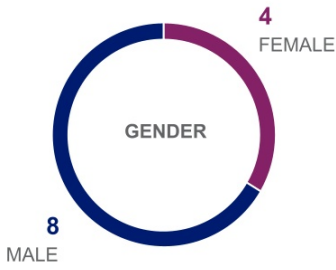
(1) Includes service on the board of directors of Jazz Pharmaceuticals, Inc., our predecessor.

## Director Skills, Experience and Background

Our Board is composed of individuals with a variety of qualifications, skills, experience, backgrounds and other factors which, when taken together, provide our Board with a rich mix of perspectives to guide and oversee our evolving strategy and the long-term interests of shareholders. In addition, we believe that it is important for our Board to be comprised of individuals with varied tenures to provide for both fresh perspectives and deep experience and knowledge of our Company.

Skills and Experiences	Cook	Cozadd	Enright	Hamill	Kennedy	McSharry	Mulligan	O’Keefe	O’Riordan	Riedel	Smith	Winningham
 <b>Public Company Board Experience</b> Experience as a board member of a publicly-traded company	●	●	●	●	●	●	●	●	●	●	●	●
 <b>C-Suite/Management Experience</b> Experience as a C-suite officer or as a member of senior management of a large or growing business	●	●	●	●	●	●	●	●	●	●	●	●
 <b>Industry Expertise</b> Knowledge of the healthcare and biopharmaceutical industry, including, as applicable, science, manufacturing, regulatory compliance and payer dynamics	●	●	●	●	●	●	●	●	●	●		●
 <b>Financial Experience</b> Experience in positions requiring financial knowledge and analysis with expertise in the evaluation of a large or growing company’s capital structure	●	●	●		●	●		●	●	●		●
 <b>Merger &amp; Acquisition/Corporate Development</b> Experience or expertise in structuring financing and executing strategic acquisitions, partnerships, and other corporate development activities		●	●		●	●	●	●		●		●
 <b>Commercial Experience</b> Experience or expertise in cultivating a large or growing business’s brand equity, the development and management of business relationships with customers and the process of reimbursement of pharmaceutical products	●	●	●	●	●	●	●			●		●
 <b>Scientific Research and Drug Development Experience</b> Relevant backgrounds in academia, clinical practice, science and technology and, in particular, the R&D of pharmaceutical products	●		●				●			●	●	●
 <b>International Perspective</b> Experience or expertise in the operation of complex multinational organizations	●	●	●	●	●	●	●		●	●		●
 <b>Public Policy and Regulation</b> Experience operating in a highly regulated industry, navigating governmental or public policy matters related to medicines and healthcare products		●	●		●	●		●		●	●	●
 <b>Human Capital</b> Experience leading larger teams with diverse functions and human capital management initiatives generally, including leadership development, succession planning, executive recruitment, oversight of corporate culture, workforce matters, and compensation	●	●	●	●	●	●			●	●	●	●

Indicates experience/expertise in subject matter.



\* Gender, Racial, Ethnic or LGBTQ+

## Board Evaluation

Our Board and its committees are committed to conducting a thorough annual self-evaluation. Outlined below is a self-evaluation cycle that we use as a guide. The scope and structure of our annual self-evaluation process was developed in conjunction with our Chairperson, LID, chair of our Nominating Committee, CLO and Company Secretary.

We periodically engage an independent third-party advisor experienced in corporate governance matters to facilitate a targeted assessment on certain strategic themes, and bring an outside perspective to, our annual self-evaluation process. Our Board engaged such an advisor in 2024. The third-party advisor ran a workshop with our Board, conducted individual interviews with each director and presented its findings to our Board at an executive session.

Prior to commencing a self-evaluation cycle, consideration is given to our corporate strategy and the qualifications, skills and experience of our Board required to achieve such strategy

### YEAR 1

- 1:1 interviews are held with each director
- A memo is issued to our Board and its findings are discussed in executive session

### YEAR 4

- 1:1 interviews are held with each director
- A memo is issued to our Board and its findings are discussed in executive session
- Our Nominating Committee reflects on the effectiveness of the cycle and any actions taken and turns its focus to the next cycle

### 4-YEAR SELF EVALUATION CYCLE

### YEAR 2

- An internal survey for our Board and each Committee is prepared by our Corporate Governance team and the chair of our Nominating Committee, leveraging the findings from the prior year
- Raw survey data is shared with our Chairperson, LID and each committee chair
- Summary and key findings are shared with our Board and its Committees

### YEAR 3

- External facilitation: targeted assessment on pre-agreed key strategic themes
- Third-party runs a workshop with our Board, conducts individual interviews with each director and presents its findings in executive session

Our Nominating Committee develops an action plan to address any key findings

## Board Refreshment

While we believe it is critical that our Board has the right mix of qualifications, skills and experience, we also recognize the benefit and importance of fresh perspectives. Our Nominating Committee regularly reviews the composition of our Board and assesses the qualifications, skills and experience of our directors to ensure the composition of our Board continues to support our evolving strategy and the long-term interests of shareholders.

Our Board has an active Board refreshment program and has engaged in significant Board refreshment activities since 2019, considering candidates suggested by our Board and its committee members, senior management and external search firms, in order to further strengthen our Board's expertise in targeted areas of importance to our Company's strategy. The following independent directors have been added to our Board since 2019:



**Anne O'Riordan**

February 2019



**Jennifer E. Cook**

December 2020



**Mark D. Smith, M.D.**

December 2020



**Patrick Kennedy**

February 2024



**Laura J. Hamill**

July 2024

All nominees for election to our Board, including new candidates and nominees for re-election, shall be approved by a majority of our Board upon recommendation of our Nominating Committee. Our Board delegates the responsibility for identifying, reviewing and evaluating new directors and nominees for re-election and related activities to our Nominating Committee (including conducting appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates), with the expectation that other members of our Board and management will take part in the process as appropriate. Each director and nominee for director should possess the following minimum qualifications: (i) the highest personal integrity and ethics; (ii) broad experience at the policy-making level in business, government, education, science or public interest entities; (iii) a commitment to enhancing shareholder value and our Company's long-term growth; and (iv) sufficient time to carry out his or her duties. In addition, when undertaking a search for candidates for nomination as new directors, our Nominating Committee considers (and will ask any search firm that it engages to provide) a set of candidates that includes candidates reflecting a diversity of skills, experience, backgrounds and perspectives. An invitation to join our Board should be extended by our Chairperson or our LID on behalf of our Board.

For director nominees, our Nominating Committee evaluates their overall service during their term. This includes assessing the number of meetings attended, their level of participation, performance quality, and any relationships or transactions that might affect their independence. Additionally, the importance of board refreshment and the results of our Board's self-evaluation process are considered when deciding whether to recommend a nominee for a new term.

## Director Term Limits and Mandatory Retirement Age

Our Board does not believe that establishing term limits or a mandatory retirement age would be in the best interests of our Company or its shareholders as a mandatory retirement age may result in losing the contribution of directors who over time have developed increasing insight into our Company and its operations and provide a valuable contribution to our Company and our Board. As an alternative to term limits and a mandatory retirement age, our Board and Nominating Committee strives to ensure that the composition of our Board reflects the needs of our Company.

## Process for Shareholders to Recommend Director Nominees

Our Nominating Committee considers director candidates recommended by shareholders on a case-by-case basis, as appropriate. Shareholders wishing to recommend individuals for consideration by our Nominating Committee may do so by delivering a written recommendation to our Company Secretary at Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland with the candidate's name, biographical data and qualifications and a document indicating the candidate's willingness to serve if elected. Our Nominating Committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a shareholder or not. To date, our Nominating Committee has not received any such nominations for our 2025 AGM, nor has it rejected a director nominee from a shareholder or shareholders.

## Director Commitments

Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards of directors (including our Board), and directors who are chief executive officers of a public company, may not serve on the boards of more than three public company boards of directors (including our Board). All our directors are currently in compliance with our Corporate Governance Guidelines.

Our Board, acting alone or through our Nominating Committee, reviews whether each director continues to have sufficient time and attention to meet the responsibilities of Board membership, which includes an annual review of the director's service on boards and board committees of other companies, and the continued appropriateness of the director's Board membership under the specific circumstances. We monitor our directors' time commitments throughout the year. Directors are also required to seek prior approval from our Chairperson, LID and chair of our Nominating Committee before accepting an invitation to serve on any additional board of directors. In addition, service on boards and board committees of other companies should be consistent with our Company's conflict of interest policies.

Our Nominating Committee reviews our overboarding policy as part of its annual review of our Corporate Governance Guidelines. We also review the overboarding policies of our institutional shareholders on an ongoing basis, as appropriate, and discuss such policies during shareholder engagements.

# Election of Directors

After evaluating the above factors and any additional relevant factors, our Nominating Committee recommended and our Board approved the following four Class II director nominees for election at our 2025 AGM: **Jennifer E. Cook, Patrick G. Enright, Seamus Mulligan and Norbert G. Riedel, Ph.D.** As required under Irish law and our Constitution, the resolution in respect of this proposal is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast with respect to each director nominee. If elected, each director will hold office for a three-year term, until the 2028 AGM and until his or her successor has been elected and qualified, or, if sooner, until his or her death, resignation, retirement, disqualification or removal.

Each nominee listed below is currently a director of our Company and was previously elected by our shareholders at our 2022 AGM.

Each nominee has consented to being named as a nominee in our proxy statement and has agreed to serve if elected. We have no reason to believe that any nominee will be unable to serve. If any nominee becomes unavailable for election as a result of an unexpected occurrence, the proxy holders will vote your proxy for the election of any substitute nominee as may be proposed by our Nominating Committee.

Under our Constitution, if, at any AGM, the number of directors is reduced below the minimum prescribed by our Board pursuant to our Constitution due to the failure of any director nominee to receive the affirmative vote of a majority of the votes cast, then in those circumstances, the nominee or nominees who receive the highest number of votes in favor of election will be elected in order to maintain such prescribed minimum number of directors. Each such director would remain a director (subject to the provisions of the 2014 Act and our Constitution) only until the conclusion of the next AGM unless he or she is re-elected at such time.

The following includes a brief biography of each director nominee and each of our other directors as of June 1, 2025.



**OUR BOARD  
RECOMMENDS A VOTE  
“FOR” THE ELECTION OF  
EACH DIRECTOR NOMINEE  
NAMED BELOW:**

- **Jennifer E. Cook**
- **Patrick G. Enright**
- **Seamus Mulligan**
- **Norbert G. Riedel, Ph.D.**

## Our 2025 Director Nominees



### Jennifer E. Cook

**INDEPENDENT DIRECTOR**

AGE: 59

DIRECTOR SINCE: 2020

**COMMITTEES:**

Compensation Committee (Chair)  
SMC

**OTHER CURRENT PUBLIC BOARDS:**

BridgeBio Pharma, Inc.  
Denali Therapeutics, Inc.

**BACKGROUND:**

Jennifer E. Cook has served as a member of our Board since December 2020 and was appointed chair of our Compensation Committee in April 2022. Ms. Cook serves as a non-executive director on the boards of directors of two other publicly-held companies, Denali Therapeutics Inc. and BridgeBio Pharma, Inc., both biotechnology companies. Ms. Cook founded Jennifer Cook Consulting, a consulting company, and has served as Principal since July 2019. From January 2018 to June 2019, Ms. Cook was the Chief Executive Officer at GRAIL, Inc., a privately-held early cancer detection diagnostic company. Prior to that, Ms. Cook worked at Roche Pharmaceuticals/Genentech, a global biotechnology company, for 25 years, where she held a number of senior management positions covering the full lifecycle of product development and commercialization. From 2010 to 2013, she oversaw Genentech's U.S. Immunology and Ophthalmology Business Unit, and from 2013 to 2016, she led Roche's European commercial business. She also served as Roche's Global Head of Clinical Operations throughout 2017. In 2016, Ms. Cook was recognized as Woman of the Year by the Healthcare Businesswoman's Association. Ms. Cook holds a B.A. in Human Biology and a M.S. in Biology from Stanford University and an M.B.A. from the Haas School of Business at University of California, Berkeley.

**REASONS FOR NOMINATION:**

Ms. Cook brings to our Board over 30 years of biopharmaceutical experience with significant C-suite, global product development and commercialization expertise, with a focus on transformative growth.

**KEY SKILLS:**



### Patrick G. Enright

**INDEPENDENT DIRECTOR**

AGE: 63

DIRECTOR SINCE: 2009\*

**COMMITTEES:**

Audit Committee  
Compensation Committee

**OTHER CURRENT PUBLIC BOARDS:**

BioAge Labs Inc  
Vera Therapeutics, Inc.  
Zenas Biopharma, Inc.

**BACKGROUND:**

Patrick G. Enright has served as a member of our Board since the closing of the Azur Merger in January 2012 and was a director of Jazz Pharmaceuticals, Inc. from 2009 until the closing of the Azur Merger. Mr. Enright co-founded Longitude Capital, a healthcare venture capital firm, where he has served as a Managing Director since 2006. Mr. Enright currently serves on the boards of directors of biotechnology companies, Vera Therapeutics, Inc., BioAge Labs Inc., and Zenas BioPharma, Inc. as well as several privately held healthcare companies. Previously from 2002 to 2007, Mr. Enright was a Managing Director of Pequot Ventures (now known as FirstMark Capital), a venture capital firm, where he co-led the life sciences investment practice. Mr. Enright also has significant life sciences operations experience including holding senior executive positions at Valentis, Boehringer Mannheim (acquired by Roche) and Sandoz (now known as Novartis). Mr. Enright previously served on the boards of directors of over twenty companies, including, Aptinyx, from 2016 to 2022, Aimmune Therapeutics, Inc. from 2013 until its acquisition by Nestlé in 2020, Corcept Therapeutics Inc. from 2008 to 2017, and Vaxcyte, Inc. from 2015 to 2020. Mr. Enright holds a B.S. in Biological Sciences from Stanford University and an M.B.A. from the Wharton School of the University of Pennsylvania.

**REASONS FOR NOMINATION:**

Based on his experience serving on the boards of several clinical-stage biotechnology companies and his investment experience in the life sciences industry, Mr. Enright brings to our Board operating experience and financial expertise in the life sciences industry.

**KEY SKILLS:**



\* Includes service on the board of directors of Jazz Pharmaceuticals, Inc., our predecessor.



## Seamus Mulligan

**INDEPENDENT DIRECTOR**

AGE: 64

DIRECTOR SINCE: 2012

**COMMITTEES:**

SMC

Transaction Committee (Chair)

**OTHER CURRENT PUBLIC**

**BOARDS:** None



**BACKGROUND:**

Seamus Mulligan has served as a member of our Board since the closing of the Azur Merger in January 2012. Mr. Mulligan was a founder and principal investor of Azur Pharma and was Azur Pharma’s Chairperson and Chief Executive Officer as well as being a member of its board of directors from 2005 until January 2012. Mr. Mulligan also served as our Chief Business Officer, International Business Development from January 2012 until February 2013. Between 2014 and 2018, he served as Chairperson and Chief Executive Officer of Adapt Pharma Limited, a specialty pharmaceutical company, which was acquired in October 2018 by Emergent BioSolutions Inc., a multinational specialty biopharmaceutical company. He acted as a Consultant to Emergent BioSolutions Inc. from October 2018 to March 2019, when he was appointed to its board of directors on which he served until his resignation from the board in May 2020. From 2006 to 2017, Mr. Mulligan served as Executive Chairperson of Circ Pharma Limited and its subsidiaries, a pharmaceutical development stage group. From 1984 until 2004, he held various positions with Elan Corporation, plc, a pharmaceutical company, most recently as Executive Vice President, Business and Corporate Development, and prior to that position, held the roles of President of Elan Pharmaceutical Technologies, the drug delivery division of Elan Corporation, plc, Executive Vice President, Pharmaceutical Operations, Vice President, U.S. Operations and Vice President, Product Development. He served as a member of the board of directors of the U.S. National Pharmaceutical Council until 2004. Mr. Mulligan holds a B.Sc. (Pharm) and M.Sc. from Trinity College Dublin.

**REASONS FOR NOMINATION:**

As a founder of Adapt Pharma and Azur Pharma, and a pharmaceutical industry executive, Mr. Mulligan brings to our Board an expertise in business development and over 40 years of experience in the pharmaceutical industry.

**KEY SKILLS:**





## Norbert G. Riedel, Ph.D.

### INDEPENDENT DIRECTOR

AGE: 67

DIRECTOR SINCE: 2013

#### COMMITTEES:

SMC (Chair)  
Nominating Committee

#### OTHER CURRENT PUBLIC BOARDS:

Eton Pharmaceuticals, Inc.

### BACKGROUND:

Norbert G. Riedel, Ph.D. has served as a member of our Board since May 2013 and was appointed chair of our SMC in April 2022. Dr. Riedel currently serves as Chairperson of the boards of Eton Pharmaceuticals, Inc., a publicly-held, commercial-stage pharmaceutical company and Alcyone Therapeutics, Inc., a privately-held clinical-stage biotechnology company. Dr. Riedel also currently serves on the board of directors of Angitia Biopharmaceuticals, Inc. a privately-held clinical-stage biopharmaceutical company, and the board of Illinois Biotechnology Industry Organization, a non-profit organization. Dr. Riedel is a member of the Austrian Academy of Sciences and is an Adjunct Professor at Boston University School of Medicine and an Adjunct Professor of Medicine at Northwestern University's Feinberg School of Medicine. Dr. Riedel also serves as Operating Partner for BPOC, LLC, a private equity firm and is a Senior Executive Advisor to Bain Capital Life Sciences, a private equity firm. Dr. Riedel served as Executive Chairperson of Aptinyx Inc., a biopharmaceuticals company, from January 2022 to May 2023, as Chief Executive Officer from September 2015 to December 2021 and as President from September 2015 to December 2020. Previously, Dr. Riedel served as Chief Executive Officer and President from January 2014 to September 2015 of Aptinyx Inc.'s predecessor, Naurex, Inc. From 1996 to 2013, Dr. Riedel served in various executive roles at global pharmaceutical companies. Dr. Riedel served on the board of directors of Ariad Pharmaceuticals, Inc., an oncology company, from May 2011 to February 2017 and on the board of directors of Cerevel Therapeutics Holdings, Inc., a biopharmaceutical company, from October 2020 to August 2024. Dr. Riedel holds a Diploma in biochemistry and a Ph.D. in biochemistry from the University of Frankfurt.

### REASONS FOR NOMINATION:

Dr. Riedel brings over 30 years of experience in the biotechnology and pharmaceutical industries to our Board with significant scientific, drug discovery and development, and commercial expertise. Dr. Riedel also leverages this pharmaceutical research experience in his position as chair of the SMC.

### KEY SKILLS:



OUR BOARD RECOMMENDS A VOTE "FOR" EACH DIRECTOR NOMINEE NAMED ABOVE.

## Directors Continuing in Office



### Bruce C. Cozadd

AGE: 61

DIRECTOR SINCE: 2003\*

DIRECTOR CLASS: III

TERM EXPIRATION: 2026

COMMITTEES: None

OTHER CURRENT PUBLIC  
BOARDS: None

#### BACKGROUND:

Bruce C. Cozadd has served as our Chairperson and CEO since the closing of the Azur Merger in January 2012, and from October 2019 through March 2020, he served as our interim principal financial officer. Mr. Cozadd plans to retire as CEO by the end of 2025, once a successor is appointed. After retiring, he plans to continue to serve as Chairperson of our Board. Mr. Cozadd co-founded Jazz Pharmaceuticals, Inc. and has served as Chairperson and CEO of Jazz Pharmaceuticals, Inc. since April 2009. From 2003 until 2009, he served as Jazz Pharmaceuticals, Inc.'s Executive Chairperson and as a member of its board of directors. From 1991 until 2001, he held various positions with ALZA Corporation, a pharmaceutical company acquired by Johnson & Johnson, including as Executive Vice President and Chief Operating Officer, with responsibility for R&D, manufacturing and sales and marketing. Previously at ALZA Corporation, he held the roles of Chief Financial Officer and Vice President, Corporate Planning and Analysis. Mr. Cozadd serves on the boards of two non-profit organizations, The Nueva School and SFJAZZ. His term on the board of SFJAZZ is due to expire on June 30, 2025. He served on the board of ACELYRIN, INC., a late-stage clinical biopharma company, from February 2022, and as its Chairperson from February 2023, until its merger with Alumis Inc. in May 2025. He holds a B.S. from Yale University and an M.B.A. from the Stanford Graduate School of Business. Mr. Cozadd's extensive leadership experience having served as co-founder and our CEO for over 10 years and having served previously as Chairperson and CEO of Jazz Pharmaceuticals, Inc. for 3 years, brings to our Board a deep and comprehensive knowledge of our business, as well as shareholder-focused insight into effectively executing our strategy and business plans to maximize shareholder value.

#### KEY SKILLS:



\* Includes service on the board of directors of Jazz Pharmaceuticals, Inc., our predecessor.



### Laura J. Hamill

INDEPENDENT DIRECTOR

AGE: 60

DIRECTOR SINCE: 2024

DIRECTOR CLASS: I

TERM EXPIRATION: 2027

COMMITTEES:  
Compensation Committee

OTHER CURRENT PUBLIC  
BOARDS:

BB Biotech AG  
Y-mAbs Therapeutics, Inc.

#### BACKGROUND:

Laura J. Hamill has served as a member of our Board since July 2024. Laura J. Hamill currently serves on the board of directors of two publicly held companies. Y-mAbs Therapeutics, Inc., a commercial stage biopharmaceutical company, since April 2020 and BB Biotech, a Swiss based investment fund, since March 2022. Ms. Hamill serves on the board of directors of Unchained Labs, a privately held life sciences tools company and is an advisor for LaunchTX, part of the healthcare investment group of Carlyle. Ms. Hamill previously served on the boards of directors of biopharmaceutical companies: Acceleron Pharma Inc. from September 2019 to June 2023, AnaptysBio, Inc. from September 2020 to December 2021, Pardes Biosciences, Inc. from July 2021 to August 2023 and Scilex Holding Company from November 2022 to August 2023. Ms. Hamill held the position of Executive Vice President, Worldwide Commercial Operations, for Gilead Sciences, Inc., a biopharmaceutical company, from 2018 to 2019. From 2002 to 2018, Ms. Hamill served in various executive management positions at Amgen Inc., a global biotechnology company, culminating in her role as Senior Vice President, U.S. Commercial Operations. She has extensive experience living and working overseas for Amgen with responsibilities for the overall product portfolio. She was Head of International Marketing and Business Operations, in Zug, Switzerland and also served as Senior Vice President of Amgen's Intercontinental Region, consisting of 26 countries. She was Vice President and General Manager for the Inflammation Business Unit at Amgen and Immunex Corporation (acquired by Amgen) from 2000 to 2007. From 1995 to 2000, Ms. Hamill held senior management positions at Klemtner, a biopharmaceutical advertising agency and, from 1988 to 1995, started her career in pharmaceuticals with Hoffmann La-Roche Laboratories holding positions in product management, business analysis and field sales. Ms. Hamill holds a degree in Business Administration with an emphasis in Marketing from the University of Arizona. Ms. Hamill brings to our Board over 35 years of commercial expertise in the biopharmaceutical industry, having held a variety of executive leadership positions in the United States and Internationally.

#### KEY SKILLS:





## Patrick Kennedy

**INDEPENDENT DIRECTOR**

AGE: 56

DIRECTOR SINCE: 2024

DIRECTOR CLASS: I

TERM EXPIRATION: 2027

**COMMITTEES:**

Audit Committee (Chair)  
Transaction Committee

**OTHER CURRENT PUBLIC  
BOARDS:** None



**BACKGROUND:**

Patrick Kennedy has served as a member of our Board since March 2024 and was appointed chair of our Audit Committee in August 2024. Mr. Kennedy served on the board of directors of the Bank of Ireland from 2010 to 2024, and served as its Governor and Chairman from 2018 to 2024. Mr. Kennedy was the Chief Executive Officer of Paddy Power plc (now a part of Flutter Entertainment plc), a leading Irish brand, for nine years ending in 2014. Additionally, Mr. Kennedy was previously Chief Financial Officer of Greencore Group plc, and held prior roles with KPMG Corporate Finance and McKinsey & Company. Mr. Kennedy served as a non-executive director of Elan Corporation plc, a biotechnology company, and of online retailer ASOS plc. He is currently also the chair and non-executive director of CarTrawler, a B2B technology platform for car rental and mobility solutions, and the Honorary Treasurer of the Irish Rugby Football Union. He holds a BComm Degree (Banking & Finance) and a Post Graduate Diploma in Accountancy from University College Dublin. Mr. Kennedy also holds a Post Graduate Diploma in Statistics from Trinity College Dublin and he is a Fellow of the Institute of Chartered Accountants in Ireland. Mr. Kennedy brings to our Board over 30 years of experience including extensive financial and operating expertise in managing dynamic, high growth-oriented companies.

**KEY SKILLS:**



## Heather Ann McSharry

**INDEPENDENT DIRECTOR**

AGE: 63

DIRECTOR SINCE: 2013

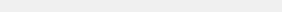
DIRECTOR CLASS: III

TERM EXPIRATION: 2026

**COMMITTEES:**

Nominating Committee (Chair)  
Audit Committee  
Transaction Committee

**OTHER CURRENT PUBLIC  
BOARDS:**  
International Airlines Group, S.A.



**BACKGROUND:**

Heather Ann McSharry has served as a member of our Board since May 2013 and was appointed as chair of our Nominating Committee in August 2017. Ms. McSharry has served as a non-executive director on the board of directors of International Consolidated Airlines Group, S.A since 2020 and as Senior Independent Director of International Consolidated Airlines Group, S.A. since June 2022. From 2006 to 2009, Ms. McSharry was Managing Director Ireland of Reckitt Benckiser, a multinational health, home and hygiene consumer products company. From 1989 to 2006, she held various positions at Boots Healthcare, a global consumer healthcare company, most recently as Managing Director of Boots Healthcare Ireland Limited. Ms. McSharry served on the boards of directors of the Bank of Ireland from 2007 to 2011, the Industrial Development Agency in Ireland from 2010 to 2014, Unipharm plc from 2019 to 2020, CRH plc from 2012 to 2021 and Greencore Group plc from 2013 to 2021. Ms. McSharry holds a BComm and a MBS degree from University College Dublin. Ms. McSharry brings to our Board over 30 years of experience in multiple international industries, including healthcare, consumer goods and financial services, as well as expertise in crisis management, risk oversight and financial services relevant to our business.

**KEY SKILLS:**





**Kenneth W. O'Keefe**

**INDEPENDENT DIRECTOR**

AGE: 58

DIRECTOR SINCE: 2004\*

DIRECTOR CLASS: I

TERM EXPIRATION: 2027

COMMITTEES:  
Audit Committee

OTHER CURRENT PUBLIC  
BOARDS: None

**BACKGROUND:**

Kenneth W. O'Keefe has served as a member of our Board since the closing of the Azur Merger in January 2012 and was a director of Jazz Pharmaceuticals, Inc. from 2004 until the closing of the Azur Merger. He served as Managing Director from January 1996 to January 2010 and Chief Executive Officer from January 2010 to January 2018 of BPOC, LLC, a healthcare private equity firm he co-founded. Since January 2018 he has served as Founder of and Advisor to BPOC, LLC. He serves on the boards of several privately-held healthcare companies and serves or has served on the audit committee of several companies in the healthcare industry. He holds a B.A. from Northwestern University and an M.B.A. from the University of Chicago. Through his experience at BPOC, LLC, Mr. O'Keefe brings to our Board significant expertise in accounting and financial matters and in analyzing and evaluating financial statements, as well as substantial experience managing private equity investments. As the former chairperson and current member of our audit committee, Mr. O'Keefe brings to our Board detailed knowledge of our financial position and finance strategy.

**KEY SKILLS:**



\* Includes service on the board of directors of Jazz Pharmaceuticals, Inc., our predecessor.



**Anne O'Riordan**

**INDEPENDENT DIRECTOR**

AGE: 57

DIRECTOR SINCE: 2019

DIRECTOR CLASS: III

TERM EXPIRATION: 2026

COMMITTEES:  
Audit Committee  
Compensation Committee

OTHER CURRENT PUBLIC  
BOARDS: None

**BACKGROUND:**

Anne O'Riordan has served as a member of our Board since February 2019. From June 2019 to December 2024, Ms. O'Riordan served as a Group Director at Jardine Matheson Limited, a conglomerate, headquartered in Hong Kong, focused on multiple industry segments throughout North and Southeast Asia. Ms. O'Riordan was a member of the board of directors of Jardine Matheson Limited and served on the boards of the following companies in the portfolio - Mandarin Oriental Hotel Group International Limited, Hong Kong Land Limited and Dairy Farm Management Services Limited. Ms. O'Riordan is currently a member of the board of directors of Livi Bank Limited, a privately-held digital bank based in Hong Kong. For 29 years prior to this, Ms. O'Riordan worked with Accenture (formerly Andersen Consulting), a multinational professional services company, in their Life Sciences practice, where she held various leadership positions in North America, Europe and Asia Pacific culminating as the Global Industry Senior Managing Director for Life Sciences, responsible for the growth and management of the business across all geographies. In addition, Ms. O'Riordan served for six years on the board of governors of the American Chamber of Commerce in Hong Kong from 2019 to 2024, the board of the International Women's Forum of Hong Kong from 2021 to 2023 and on the advisory board of the J.E. Cairns Business School in the University of Galway, Ireland from 2022 to present. She is also a long-standing member of the Women's Foundation and the 30% Club. Ms. O'Riordan holds a B.Sc. in Biotechnology from Dublin City University as well as a postgraduate diploma in Financial Accounting and MIS from the University of Galway. Ms. O'Riordan brings to our Board 30 years of knowledge and leadership experience advising life sciences and healthcare companies across the globe, with a uniquely diverse perspective attributable to her geographic residency in Asia. Ms. O'Riordan is a leader in digital and innovation strategy. Ms. O'Riordan's background in advising life sciences companies with respect to significant global markets provides an important contribution to our Board's mix of backgrounds, experiences and skills.

**KEY SKILLS:**





## Mark D. Smith, M.D.

### INDEPENDENT DIRECTOR

AGE: 73

DIRECTOR SINCE: 2020

DIRECTOR CLASS: I

TERM EXPIRATION: 2027

#### COMMITTEES:

Nominating Committee  
SMC

#### OTHER CURRENT PUBLIC BOARDS:

Phreesia, Inc.  
Teladoc Health, Inc.

#### BACKGROUND:

Mark D. Smith, M.D. has served as a member of our Board since December 2020. Dr. Smith is a practicing physician and professor of clinical medicine at the University of California at San Francisco, where he has served since 1994. He also serves as a non-executive director on the boards of directors of two other publicly-held companies, Teladoc Health, Inc., a telemedicine and virtual healthcare company, and Phreesia, Inc., a healthcare software company. Dr. Smith also serves on the board of directors of the Prealize Health, a privately-held predictive healthcare analytics company. From 1996 to 2013, Dr. Smith was the founding President and Chief Executive Officer of the California HealthCare Foundation, an independent nonprofit philanthropy organization. From 1991 to 1996, he served as Executive Vice President at the Henry J. Kaiser Family Foundation. Dr. Smith holds a B.A. from Harvard College, an M.D. from the University of North Carolina at Chapel Hill and an M.B.A. from The Wharton School at the University of Pennsylvania. Dr. Smith brings to our Board an impressive background that marries the worlds of active medical practice and business development. A practicing physician and professor, Dr. Smith also has experience working for a variety of health focused companies both public and private. Dr. Smith has a deep understanding of the trends in public policy and future trends in healthcare delivery systems in the United States.

#### KEY SKILLS:



## Rick E. Winningham

### INDEPENDENT DIRECTOR

AGE: 65

DIRECTOR SINCE: 2010\*

DIRECTOR CLASS: III

TERM EXPIRATION: 2026

#### COMMITTEES:

Nominating Committee  
SMC

#### OTHER CURRENT PUBLIC BOARDS:

Theravance BioPharma, Inc.

#### BACKGROUND:

Rick E. Winningham has served as a member of our Board since the closing of the Azur Merger in January 2012 and was a director of Jazz Pharmaceuticals, Inc. from 2010 until the closing of the Azur Merger. In May 2014, Mr. Winningham was appointed as Lead Independent Director of our Board. Mr. Winningham serves on the board of directors of Theravance Biopharma, Inc., a biopharmaceutical company, having served as its Chairperson from July 2013 to October 2024. He has served as Chief Executive Officer of Theravance Biopharma, Inc. since its spin-off from Theravance, Inc. (now Innoviva, Inc.) in June 2014. From October 2001 to August 2014, Mr. Winningham served as Chief Executive Officer of Theravance, Inc., where he also served as Chairperson of the board of directors from April 2010 to October 2014. From 1997 to 2001, he served as President of Bristol-Myers Squibb Oncology/Immunology/Oncology Therapeutics Network and, from 2000 to 2001, as President of Global Marketing. Mr. Winningham is a member of Biotechnology Innovation Organization's board of directors and serves on the Health Section Governing Board Standing Committee on Reimbursement. He is also cofounder and strategic advisor to Praxis Bioresearch. He has served as a member of the board of directors of Rivos Pharmaceuticals, Inc., a clinical-stage biopharmaceutical company, since February 2024. He previously served as a member of the board of directors of Retrotope, Inc., a private biotechnology company focused on cell degeneration, from February 2021 to January 2022 and OncoMed Pharmaceuticals, Inc. from June 2015 until the company's merger with Mereo BioPharma Group plc in April 2019. He also served as a member of the board of directors of the California Healthcare Institute from November 2011 to March 2015 and served as its Chairperson from January 2014 until California Healthcare Institute merged with Bay Area Bioscience Association to become the California Life Sciences Association in March 2015. Mr. Winningham served on the board of directors of California Life Sciences Association from March 2015 to July 2023, and served as its Chairperson from March 2015 until November 2015. Mr. Winningham holds an M.B.A. from Texas Christian University and a B.S. from Southern Illinois University. Mr. Winningham's experience in senior management positions in the pharmaceutical industry provides significant industry knowledge and operational and management expertise to our Board, along with a deep knowledge of global marketing, commercialization and market access.

#### KEY SKILLS:



\* Includes service on the board of directors of Jazz Pharmaceuticals, Inc., our predecessor.

# Director Compensation

## Director Compensation Policy

### Overview of Director Compensation

The members of our Board play a critical role in guiding our strategic direction and overseeing our management. The market for highly qualified and experienced directors for large public companies is competitive given the demanding nature of the role, the significant responsibilities, and the associated time commitment and risks.

Given these factors, it is essential for us to provide a competitive compensation program for our non-employee directors. Our non-employee directors receive a combination of annual cash retainers and annual equity awards. The equity grants made pursuant to our Director Compensation Policy are granted under the 2007 Directors Plan. Our Director Compensation Policy was originally approved by our Board in 2013 and has subsequently been amended most recently in April 2024.

Our Compensation Committee reviews our non-employee director compensation program annually with Aon and recommends any appropriate changes to our Board for their consideration and approval. The review includes a comparison of our program to the programs of the same peer group companies used for executive compensation decision-making, recent trends in director compensation and related corporate governance best practices.

### Cash Compensation

Pursuant to our Director Compensation Policy, each non-employee director was entitled to receive the following cash compensation on a quarterly basis, as applicable, for 2024:

Director Positions	Annual Cash Compensation
All Independent Directors	\$75,000
LID (in addition to Independent Director membership retainer)	\$50,000
Audit Committee Member	\$15,000
Audit Committee Chair (in addition to committee membership retainer)	\$25,000
Compensation Committee Member	\$12,500
Compensation Committee Chair (in addition to committee membership retainer)	\$25,000 *
Nominating Committee Member	\$10,000
Nominating Committee Chair (in addition to committee membership retainer)	\$20,000
SMC Member	\$12,500
SMC Chair (in addition to committee membership retainer)	\$25,000 *
Transaction Committee Member	\$2,500 per meeting, up to \$10,000
Transaction Committee Chair (in addition to committee membership retainer)	\$5,000 per meeting, up to \$20,000 per year

\* Prior to April 25, 2024, our Compensation Committee chair and our SMC chair received \$22,500 per year.

The additional cash compensation described above for the non-employee director's service on our committees other than our Transaction Committee is paid in four equal quarterly installments, earned upon the completion of service each calendar quarter. The additional cash compensation for the non-employee director's service on our Transaction Committee is paid in four quarterly installments, earned upon the completion of services each calendar quarter.

### Limit on Director Compensation

In any case, the aggregate value of all compensation granted or paid, as applicable, to any non-employee director with respect to any period commencing on the date of our AGM for a particular year and ending on the day immediately prior to the date of our AGM for the subsequent year, including equity awards granted and cash fees paid by us to the non-employee director, will not exceed (i) \$750,000 in total value or (ii) in the event such non-employee director is first appointed or elected to our Board during that same period, \$1,350,000 in total value.

### Equity Awards

Each individual who is a non-employee director on the date of our AGM and continuing as a non-employee director following our AGM will receive an automatic annual grant in the form of an RSU having a target grant date value of \$400,000, or an automatic continuing annual grant. Each person who is elected or appointed to be a non-employee director for the first time other than at our AGM and is entitled to receive an automatic annual grant in the form of an RSU having a target grant date value of \$400,000, prorated based on the number of days from the date of election or appointment until the date of the first anniversary of the prior AGM, or an automatic prorated annual grant. The actual share amounts underlying each annual grant are determined by dividing the target grant date value by our Company's 30-day average share price ending on the grant date.

The grant date of automatic continuing annual grants is the date of our AGM and the grant date of automatic prorated annual grants is the second trading day following the filing date of our next quarterly or annual report filed under the Exchange Act that occurs after the date the director first joined our Board. Each automatic continuing annual grant vests in full on the first anniversary of our AGM in the year an award is granted and each automatic prorated annual grant vests in full on the first anniversary of our AGM held prior to the director's initial election or appointment, subject in each case to the non-employee director's continuous service through such dates. However, if a non-employee director does not stand for reelection at our AGM in the year in which his or her term expires or otherwise resigns effective at our AGM and, in either case, the non-employee director's continuous service terminates at such meeting, then effective as of the date of such meeting, any unvested portion of the annual grant will become vested in full. The other terms and conditions applicable to equity awards made to our non-employee directors are included below under the heading "Equity Compensation Plans."

### Travel and Other Reasonable Expenses

In addition, our non-employee directors are reimbursed for travel and other reasonable expenses incurred in attending our Board or committee meetings, as are our employees who serve as directors. If any reimbursement payment is subject to tax imposed by the Irish Revenue Commissioners, each non-employee director is also entitled to a tax equalization payment in order to allow them to retain the full reimbursement payment. There were no such tax equalization payments made to any of our non-employee directors with respect to any reimbursement payments in 2024.

## Directors Continuing Education

In furtherance of our ongoing commitment to the continuing education of our directors, our Nominating Committee adopted a policy for the reimbursement of director continuing education. Under this policy, we will pay or reimburse each director for enrollment fees and reasonable expenses incurred in connection with attending and participating each year in one director continuing education program and in one healthcare industry continuing education program, each sponsored by an outside provider.

## Ownership Guidelines for Directors

We maintain share ownership guidelines for our non-employee directors which require each non-employee director to own a number of our Company's ordinary shares with a value equal to five times his or her annual cash retainer within five years of first becoming subject to the guidelines. As of April 1, 2025, each non-employee director was in compliance with his or her share ownership requirement under the applicable guidelines, except for Mr. Kennedy who joined our Board in March 2024, and Ms. Hamill who joined our Board in July 2024 and, accordingly, must achieve the guideline by the last day of the fiscal year in which their fifth year anniversary occurs.

## Equity Compensation Plans

The 2007 Directors Plan, which was initially adopted by the Jazz Pharmaceuticals, Inc. board of directors and approved by the Jazz Pharmaceuticals, Inc. stockholders in connection with its initial public offering, was continued and assumed by us upon the consummation of the Azur Merger. Equity awards under our Director Compensation Policy described above are granted under the 2007 Directors Plan.

With respect to options granted under the 2007 Directors Plan, if a non-employee director's service relationship with us or any of our affiliates, whether as a non-employee director or subsequently as our employee, director or consultant or that of any of our affiliates, ceases for any reason other than disability or death, or after any 12-month period following a change in control, the optionee may exercise any vested options for a period of three months following the cessation of service. If such optionee's service relationship with us, or any of our affiliates, ceases due to disability or death (or an optionee dies within a certain period following cessation of service), the optionee or a beneficiary may exercise the option for a period of 12 months in the event of disability, and 18 months in the event of death. With respect to options granted under the 2007 Directors Plan, if such optionee's service terminates within 12 months following a specified change in control transaction, the optionee may exercise any vested portion of the option for a period of 12 months following the effective date of such a transaction. The option term may be extended in the event that exercise of the option following termination of service is prohibited by applicable securities laws. In no event, however, may an option be exercised beyond the expiration of its term.

With respect to RSU awards granted under the 2007 Directors Plan, if a non-employee director's service relationship with us or any of our affiliates, whether as a non-employee director or subsequently as our employee, director or consultant or that of any of our affiliates, ceases for any reason, any RSU awards that were unvested as of the date of such termination will be forfeited. RSU awards granted pursuant to our Director Compensation Policy are also subject to potential acceleration, as described above under the heading, "*Director Compensation Policy—Equity Awards.*"

In the event of certain significant corporate transactions (which generally have a meaning similar to "corporate transaction" under the 2011 Plan), all outstanding awards under the 2007 Directors Plan may be assumed, continued or substituted for by any surviving or acquiring entity (or its parent company). If the surviving or acquiring entity (or its parent company) elects not to assume, continue or substitute for such awards, then (a) with respect to any such awards that are held by participants then performing services for us or our affiliates, the vesting and exercisability of such awards will be accelerated in full and such awards will be terminated if not exercised (if applicable) prior to the effective date of the corporate transaction and (b) all other outstanding awards will terminate if not exercised prior to the effective date of the corporate transaction. Our Board may also provide that the holder of an outstanding award not assumed in the corporate transaction will surrender such award in exchange for a payment equal to the excess of (i) the value of the property that the holder would have received upon exercise of the award, over (ii) the exercise price otherwise payable in connection with the exercise. In addition, the vesting and exercisability of awards under the 2007 Directors Plan held by non-employee directors who are either required to resign their position as a condition of a specified change in control transaction (which generally has a similar meaning as a "change in control" under the 2011 Plan) or are removed from their position in connection with such a change in control will be accelerated in full.

## 2024 Equity Grants

In accordance with our Director Compensation Policy, we made automatic annual grants to each of our non-employee directors as a result of their continuing on our Board through our 2024 AGM, which grants consisted of an RSU award covering 3,731 ordinary shares. All RSUs granted to non-employee directors during 2024 were granted under the 2007 Directors Plan.

## Director Compensation Table

The following table sets forth certain information with respect to the compensation of all of our non-employee directors for the fiscal year ended December 31, 2024. Mr. Cozadd is not listed in the following table because he is an employee of our Company. Mr. Cozadd's compensation is described under "Executive Compensation." Mr. Cozadd received no additional compensation for serving on our Board in 2024.

### Director Compensation for Fiscal 2024

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)(3)</sup>	Total (\$)
Jennifer E. Cook	111,692	422,573	534,265
Patrick G. Enright	102,500	422,573	525,073
Peter Gray <sup>(4)</sup>	63,038	—	63,038
Laura J. Hamill <sup>(5)</sup>	38,029	422,573	460,602
Patrick Kennedy <sup>(5)</sup>	83,692	591,696	675,388
Heather Ann McSharry	120,000	422,573	542,573
Seamus Mulligan	107,500	422,573	530,073
Kenneth W. O'Keefe	90,000	422,573	512,573
Anne O'Riordan	101,087	422,573	523,660
Norbert G. Riedel, Ph.D.	110,606	422,573	533,179
Mark D. Smith, M.D.	97,500	422,573	520,073
Catherine A. Sohn, Pharm.D. <sup>(4)</sup>	57,308	—	57,308
Rick E. Winningham	147,500	422,573	570,073

Note: Amounts may not total due to rounding.

- The dollar amounts in this column represent each non-employee director's actual cash compensation earned for board services in 2024, which is equal to the aggregate of \$75,000 per year for service as a member of our Board (prorated for any partial year of service) plus supplemental amounts for his or her service on one or more committees of our Board, and for Mr. Winningham, for service as our LID. Each non-employee director's cash compensation was earned and payable in four quarterly installments (except for any such cash paid for service on our Transaction Committee), as further described above. Fees paid to each of Ms. McSharry, Ms. O'Riordan and Messrs. Gray, Mulligan and Kennedy were paid in Euros. The conversion to U.S. dollars was calculated based on the average exchange rate for each quarter as reported by the OANDA Corporation.
- With respect to each director other than Messrs. Gray and Kennedy and Dr. Sohn, the dollar amounts in this column reflect the grant date fair value of RSU awards made on August 2, 2024, computed in accordance with FASB ASC 718. With respect to Mr. Kennedy, the dollar amounts in this column reflect the aggregate grant date fair value of RSU awards made on March 1, 2024 and August 2, 2024, computed in accordance with FASB ASC 718. The grant date fair value of each RSU award is measured based on the closing price of our ordinary shares on the date of grant. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by our non-employee directors.
- The aggregate number of shares subject to outstanding stock options and RSU awards held by the non-employee directors listed in the table above as of December 31, 2024 was as follows: 15,305 shares subject to outstanding stock options and 3,731 shares subject to outstanding RSUs for Mr. Enright; 25,550 shares subject to outstanding stock options and 3,731 shares subject to outstanding RSUs for each of Mr. Mulligan, Mr. O'Keefe, Mr. Winningham, Ms. McSharry and Dr. Riedel; 6,475 shares subject to outstanding stock options and 3,731 shares subject to outstanding RSUs for each of Ms. Cook and Dr. Smith; 18,670 shares subject to outstanding stock options and 3,731 shares subject to outstanding RSUs for Ms. O'Riordan; and 3,731 shares subject to outstanding RSUs for each of Ms. Hamill and Mr. Kennedy.
- Mr. Gray and Dr. Sohn retired from our Board effective as of the 2024 AGM on July 25, 2024.
- Mr. Kennedy was elected to our Board effective March 1, 2024. Ms. Hamill was elected to our Board effective July 25, 2024.

# Corporate Governance

## Overview

Our Company is committed to governance policies and practices that serve the best interests of our Company and enhance shareholder value over the long term. As a part of this commitment, our Board has adopted Corporate Governance Guidelines, committee charters and a Code of Conduct and Ethics which, together with our Constitution, form the governance framework of our Company and assist our Board in the exercise of its responsibilities. Our key corporate governance documents, including our Corporate Governance Guidelines and Code of Conduct and Ethics, can be found on our Website.

Our Nominating Committee is responsible for overseeing our adherence to the corporate governance standards and compliance with our key corporate governance documents. Our Nominating Committee annually reviews and refines, where necessary, our Company's overall corporate governance principles, procedures and practices, and reports to our Board on the effectiveness of the corporate governance framework and any recommendations it may have in connection therewith.

The highlights of our corporate governance practices include the following:

### BOARD AND GOVERNANCE PRACTICES

- 11 out of 12 current directors are independent
- An engaged LID with clearly delineated duties
- Standing Board committees comprised solely of independent directors
- Regular executive sessions of independent directors
- Commitment to a board exhibiting a diversity of skills, experience, background and perspectives
- Active Board refreshment
- New director orientation and continuing director education
- Board access to senior management and independent advisors
- Robust Corporate Governance Guidelines and committee charters
- Oversight of risk is the responsibility of our Board with specific risks designated to certain committees
- Annual board and committee self-evaluations and periodic use of a third party to facilitate the evaluation
- Robust director overboarding policy
- Share ownership guidelines for directors and executive officers

### ALIGNMENT WITH SHAREHOLDER INTERESTS

- Active shareholder engagement program with independent director participation
- Our shareholders holding 10% or more of our total voting rights may call EGMs
- Anti-hedging/pledging policy
- No shareholder rights plan, or poison pill, in place
- Annual Say-on-Pay Vote
- Clawback Policy

### COMPENSATION PRACTICES

- Annual advisory vote on executive compensation program
- Annual use of equity awards with performance-based vesting
- Our Compensation Committee engages an independent compensation consultant

## Board Composition

Our Board currently has 12 members and there are no vacancies. The size of our Board may vary as provided by resolution of our Board adopted in accordance with our Constitution. Our Board, along with our Nominating Committee periodically reviews the appropriate size of our Board.

Our Board is divided into three classes, designated Class I, Class II and Class III, that serve staggered three-year terms. Our Nominating Committee continues to believe that this structure is appropriate for us and remains in the best interests of our Company and its shareholders. In particular, our Nominating Committee believes that the classified board structure:

- promotes stability and continuity, allowing our Board and management to remain focused on our long-term strategy and value generation for our shareholders;
- preserves the skillset present on our Board and allows for the development of its directors' institutional knowledge, which is particularly important in our industry, given the multi-year life cycles of our product development programs; and
- enhances director independence by decreasing pressures from special interest groups that might have short-term agendas contrary to the long-term interests of our shareholders.

While we recognize that some shareholders may see this structure as creating an entrenchment risk, we believe this risk is mitigated by the statutory right of shareholders of an Irish incorporated company to remove directors and replace any board vacancies created by such removal under Irish law.

Our Board is led by Mr. Cozadd, our Chairperson and current CEO. Our independent directors elect our LID upon the recommendation of our Nominating Committee. Our Board believes that having our LID helps ensure the effective independent functioning of our Board in its oversight responsibilities. Our Board periodically reviews our Board's leadership structure to ensure our structure continues to promote the appropriate exercise of independent judgment by our Board.

Vacancies on our Board, including a vacancy that results from an increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the directors then in office, provided that a quorum is present at the relevant board meeting. A director elected by our Board to fill a vacancy in a class will serve for the remainder of the full term of that class and until the director's successor is elected and qualified, or, if sooner, until his or her death, resignation, retirement, disqualification or removal. Under our Constitution, if the number of directors is increased, directors are apportioned among the classes to maintain the number of directors in each class as nearly equal as possible, or as our Chairperson may otherwise direct.

## Board Leadership Structure

### Chairperson of our Board

CURRENT CHAIRPERSON AND CEO:



Bruce C. Cozadd

Mr. Cozadd has served as our Chairperson and CEO since the closing of the Azur Merger in January 2012.

In December 2024, Mr. Cozadd informed our Board of his intent to retire from his role as our CEO upon appointment of his successor. Mr. Cozadd plans to continue to serve as our Chairperson following his retirement. Mr. Cozadd's wealth of commercial industry experience, together with his unique knowledge of our business, being a founder, means he is best positioned to continue serving as our Chairperson, providing ongoing strategic guidance to our Company.

## Lead Independent Director

CURRENT LEAD INDEPENDENT DIRECTOR:



Rick E. Winningham

Mr. Winningham currently serves as our LID. As outlined in our Corporate Governance Guidelines, our LID is responsible for:

- presiding at all meetings of our Board at which our Chairperson is not present;
- serving as the principal liaison between the independent directors and our Chairperson;
- coordinating the activities of the independent directors, including developing agendas for and presiding at executive sessions of the independent directors;
- advising our Chairperson on our Board and committee agendas, meeting schedules and information provided to other directors;
- discussing the results of the CEO's performance evaluation with the chair of our Compensation Committee; and
- calling meetings of the independent directors of our Board, where necessary.

In addition, Mr. Winningham attends meetings of committees where he is not a member to remain informed. He regularly communicates with our Chairperson and CEO on matters involving us, seeks input from other independent directors relating to significant developments affecting us between regular board meetings and attends certain meetings involving strategic portfolio and/or scientific reviews. Mr. Winningham also makes himself available for direct communication with significant shareholders as necessary.

## Independence of our Board

The Nasdaq listing rules require that a majority of the members of a listed company's board of directors qualify as "independent," as affirmatively determined by our Board.

At least annually, our Nominating Committee consults with counsel to ensure that our Board's determinations are consistent with the applicable Nasdaq and SEC rules and regulations regarding the definition of "independent".

Following a review of all relevant transactions or relationships between each director, or any of his or her family members, and us, our senior management and our independent registered public accounting firm, our Board has affirmatively determined that all of our current directors, other than Mr. Cozadd, are independent within the meaning of the applicable Nasdaq listing standards. Mr. Cozadd is not considered independent by virtue of his employment with us. In addition, in 2024 our Board determined that Peter Gray and Catherine A. Sohn, Pharm.D., each of whom served as directors for a portion of 2024, were independent within the meaning of the applicable Nasdaq listing standards, including for purposes of their respective committee service.

In addition, our Board has determined that each member of our Audit Committee, Compensation Committee and Nominating Committee meets the applicable Nasdaq and SEC rules and regulations regarding "independence" and that each member is free of any relationship that would impair their individual exercise of independent judgment regarding our Company.

## Board Management and Oversight

The primary duties of our Board are to provide counseling and oversight of the business and affairs of our Company, provide direction to the management of our Company in the interests, and for the benefit, of our Company's shareholders and to seek to enhance shareholder value. In performing their duties, the directors are required to exercise their business judgment in the best interests of our Company in accordance with applicable law.

### BOARD RESPONSIBILITIES HIGHLIGHTS

- Selecting and electing our CEO, taking into consideration the recommendation of our Succession Committee;
- Selecting, and annually evaluating the performance of our CEO, and, upon the recommendation of our Compensation Committee, approving the compensation and other terms of employment of the CEO;
- Acting through the authority delegated to our Compensation Committee, conferring with our CEO regarding the performance of all other executive officers of our Company (other than our CEO), determining the compensation arrangements for all such other executive officers (other than for our CEO);
- Acting through the authority delegated to our Compensation Committee, periodically reviewing, together with our CEO, succession planning and management development;
- Reviewing and, where appropriate, approving our Company's major financial objectives, strategic and operating plans and actions;
- Overseeing the conduct of our Company's business to monitor whether our business is being appropriately managed, including specifically with respect to ERM;
- Acting through authority delegated to our Audit Committee, overseeing the processes for maintaining the integrity of our Company with regard to its financial statements and other public disclosures, including its ESG-related disclosures, and compliance with our Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to our Code of Conduct, as it relates to our Company's financial statements, accounting practices, and independent registered public accounting firm or auditors for the purpose of preparing or issuing an audit report or performing audit services; and
- Acting through authority delegated to our Nominating Committee, overseeing our Company's adherence to our corporate governance standards and compliance with our key corporate governance documents, including our Corporate Governance Guidelines and our Code of Conduct and Ethics and compliance with our Company's programs and policies designed to ensure adherence to applicable laws and rules, in each case other than as related to our Company's financial statements, accounting practices and auditors, as well as overseeing our Company's ESG program and strategy and our Company's compliance, ethics and privacy programs.

Our Board has delegated to our CEO, working with our other executive officers, the authority and responsibility for managing the business of our Company in a manner consistent with the standards and practices of our Company, and in accordance with any specific plans, instructions or directions of our Board. Our CEO and management are responsible for seeking the advice and, in appropriate situations, the approval of our Board with respect to extraordinary actions to be undertaken by our Company.

### Oversight of Corporate Strategy

Our Board plays a crucial role in overseeing our long-term corporate strategy, approving strategic plans, monitoring performance with key metrics, allocating resources effectively, and making informed investment decisions. By promoting innovation and adaptability, our Board strives to ensure that our Company remains agile and competitive in a dynamic market environment.

## Oversight of Risk

Acting as a full Board and through its four standing committees, our Board provides oversight of risk management including, financial, operational, business, intellectual property, information technology (including cybersecurity), public policy, reputational risk, governance and compliance. Our Board has delegated oversight of certain risks to its committees, each of which regularly reports to our Board on their risk management oversight activities. Management also regularly report to our Board with updates on certain key risks and legal matters.

 <p><b>Audit Committee</b></p>	<p>Our Audit Committee is responsible for overseeing our financial reporting process on behalf of our Board and reviewing with management and our auditors, as appropriate, our major financial risk exposures and the steps taken by management to monitor and control these exposures. Our Audit Committee helps oversee our cybersecurity risk management processes, including oversight of risks from cybersecurity threats. Our Audit Committee receives quarterly updates on information security developments, cybersecurity incidents and the steps taken by management to monitor and mitigate risk exposures in these areas.</p>
 <p><b>Compensation Committee</b></p>	<p>Our Compensation Committee approves compensation of executive officers and all material compensation plans and reviews our compensation practices to ensure that they do not encourage excessive risk taking and provide appropriate incentives for meeting both short-term and long-term objectives and increasing shareholder value over time. Our Compensation Committee also works with our Board to oversee matters related to talent and culture including human capital programs and policies regarding management development, talent planning, and employee engagement, as well as human capital management, which includes reviewing workforce trends, executive succession plans and talent risk and maintaining compensation objectives and corporate policies that appropriately incentivize creating and maintaining a positive workplace and corporate culture.</p>
 <p><b>Nominating Committee</b></p>	<p>Our Nominating Committee oversees our risk management other than those risks concerning our major financial, business or cybersecurity risk exposures or risks related to our compensation programs and policies, on behalf of our Board. Our Nominating Committee has oversight responsibility over our CSSI program and strategy and compliance and ethics program. Additionally, our Nominating Committee maintains oversight over our ERM program, which is a comprehensive framework designed to identify, assess, prepare for and mitigate risks that may affect our Company.</p>
 <p><b>SMC</b></p>	<p>Our SMC is responsible for overseeing research, development and technology initiatives. Our SMC also discusses significant emerging trends, issues and risks in science and technology and considers the potential impact these may have on us.</p>

## Oversight of Cybersecurity

Our Board addresses our cybersecurity risk management as part of its general oversight function. Our Audit Committee and our Information Governance Security Committee oversee our cybersecurity risk management processes, including oversight of risks from cybersecurity threats.

Our Information Governance Security Committee and our Audit Committee receive various reports from our Chief Information Security Officer and our Chief Digital Officer. Our Chief Information Security Officer (or its designee) reports to our Audit Committee on cybersecurity risk on at least a quarterly basis. Written reports and presentation materials regarding cybersecurity risk provided to our Audit Committee are made available to our Board and they can discuss the materials and cybersecurity risk with our Audit Committee members. Our internal audit team oversees internal controls implemented by us under our information security program.

Our information security program is implemented and maintained by certain of our management, including our Chief Information Security Officer, Chief Digital Officer and other members of our Information Governance Security Committee.

Our Information Governance Security Committee helps assess and manage our cybersecurity risks and monitor the effectiveness of our information security program and risk management. Management, including those serving on our Information Governance Security Committee, is responsible for hiring appropriate cybersecurity personnel, helping to integrate cybersecurity considerations into our overall risk management strategy, providing appropriate resources for cybersecurity risk management, and communicating key priorities to relevant personnel. Our cybersecurity incident response plan includes processes designed to escalate certain cybersecurity incidents that caused a significant impact to us to members of the Information Governance Security Committee, and certain members of executive management depending on the circumstances. In addition, our incident response plan includes reporting to our Audit Committee for certain cybersecurity incidents, including those that have potentially had a material impact on us.

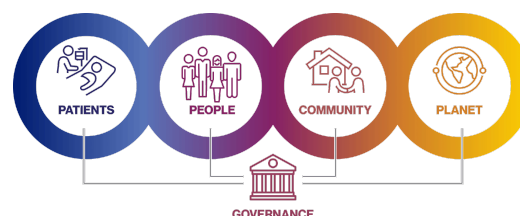
## Oversight of Compliance

Our Chief Ethics and Compliance Officer, who reports to our CLO and has direct access to our CEO and our Board, is responsible for designing and implementing our compliance program, managing the Ethics and Compliance team and compliance program elements.

Our Board oversees matters related to compliance requirements and our compliance program generally, including: the adequacy of resources dedicated to the compliance function; the identification and handling of instances of non-compliance; and the overall effectiveness of the design and implementation of the compliance program. Our Nominating Committee has responsibility for review and oversight of matters related to compliance with U.S. federal health care program requirements. Our Nominating Committee meets at least quarterly with the Chief Ethics and Compliance Officer to review our compliance program and annually adopt a resolution summarizing its review and oversight of our Company's compliance with U.S. federal health care program requirements. Our Board meets regularly with our Chief Ethics and Compliance Officer.

## Oversight of CSSI

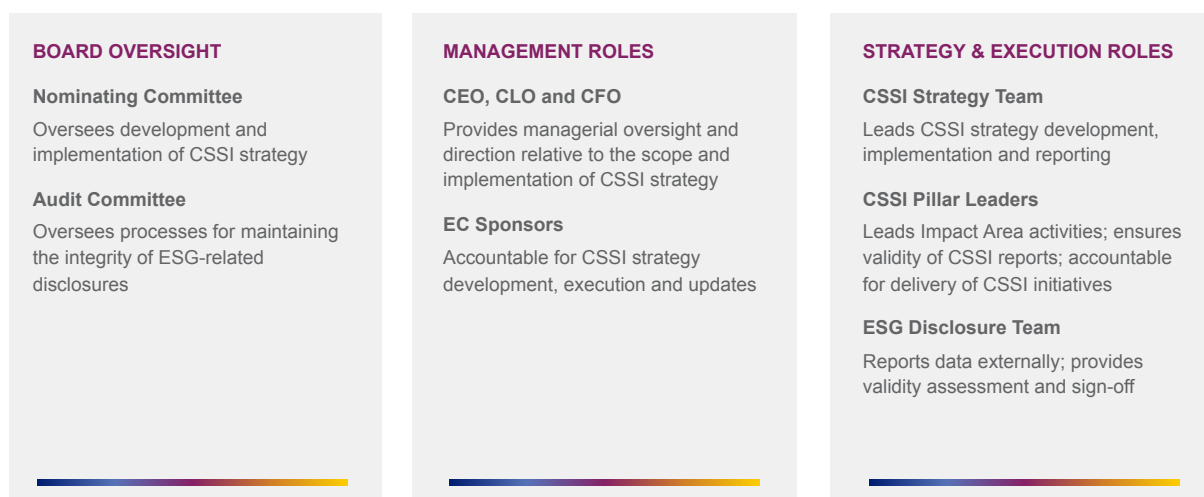
Our Board oversees the strategy for addressing ESG-related risks and opportunities significant to us and our shareholders. Certain committees of our Board oversee ESG matters across our business operations in the areas that align with their respective responsibilities.



## CSSI Commitment

Our values, underpinned by strong corporate governance, social responsibility and environmental stewardship anchor our corporate strategy and make up key elements of our vision to deliver on our commitment to generate positive outcomes for patients, employees, shareholders, and other stakeholders. The pillars of our CSSI strategy are Patients, People, Community and Planet. We recognize the critical importance of these CSSI pillars in achieving our near and long-term business objectives.

## CSSI Governance Structure



## 2024 CSSI Summary

In 2024, we made significant strides in preparing for upcoming sustainability and ESG reporting regulations, including advancing our reporting mechanisms to meet the CSRD. Our Company completed a double materiality assessment with an external advisor designed to identify the most critical impacts, risks, and opportunities for our Company and our stakeholders. We conducted gap assessments and remediations aligned with the ESRS to support our Company's compliance with CSRD reporting in 2026. We continue to integrate these results into our broader CSSI strategy, ERM, and reporting.

## 2024 CSSI Pillars Highlights

PATIENTS	PEOPLE	COMMUNITY	PLANET
<ul style="list-style-type: none"> <li>Formed Patient Centricity Advisor Council to advance patient-focused strategies with global expert input</li> <li>Developed process for including patient insights into patient facing materials</li> <li>Patient assistance programs for eligible patients who can't afford them and offers early access to products for those with high unmet medical needs</li> </ul>	<ul style="list-style-type: none"> <li>37% employees active in employee resource teams</li> <li>50% of our Board and 56% of our EC is diverse in terms of gender, ethnicity and/or sexual orientation</li> <li>Women represent 55% of our global workforce and 46% at the leadership level (employees at executive director and above)</li> <li>In U.S., people of color represent 35% of our U.S. workforce and 20% at the leadership level (employees at executive director and above)</li> </ul>	<ul style="list-style-type: none"> <li>140+ employees volunteered over 300 hours of service with Life Science Cares who combats poverty and improve lives through support for basic needs, education, and job skills</li> <li>Celebrated International Volunteers Day with employees supporting food banks, beach cleanups and fundraising</li> <li>Legal team conducted pro bono workshop advising regenerative farming ventures</li> </ul>	<ul style="list-style-type: none"> <li>Established standard operating procedures for capturing and verifying Scope 1 and 2 greenhouse gas emissions</li> <li>100% renewable electricity at all internal manufacturing sites</li> <li>Kent Science Park initiated My Green Lab Certification program</li> <li>ISO 14001 certification at all internal manufacturing sites</li> </ul>

## ESG Reporting

For more information about our CSSI program and our ESG performance and data for 2024, we encourage you to read our 2024 CSSI Report, which will be available on our Website the end of June 2025. This report will reference the Global Reporting Initiative Standards and aligns with the Sustainability Accounting Standards Board Biotechnology & Pharmaceuticals Standards.

## Board Operations

During fiscal year 2024, our Board met ten times. Each of our directors attended at least 75% of the total number of meetings of our Board and the total number of all meetings of committees on which such director served, in each case during the periods in which they served.

Our directors are typically invited to and often participate in the meetings of our four standing committees, except for certain sessions that are exclusive to committee members. Our directors can only vote at meetings of the committees to which they are appointed.

## Executive Sessions

Our Board considers regular executive sessions, where independent directors meet without management, as a crucial aspect of effective and independent oversight. As required under applicable Nasdaq listing standards, in 2024, the independent directors generally met at each regular board meeting in scheduled executive sessions at which only independent directors were present.

## Director Attendance at AGMs

It is our policy to invite directors and director nominees to attend our AGM. Each director is encouraged to attend our AGM in person. All 12 directors then in office attended our 2024 AGM.

## New Director Orientation and Continuing Education

Our Company provides orientation for new directors, which includes matching newly elected directors with an experienced director for ongoing mentorship. This orientation is designed to familiarize new directors with our Company.

Our Nominating Committee is responsible for overseeing the need for continuing education of directors and encourages all directors to attend or participate in ongoing education programs for directors. Our Company also encourages directors to attend appropriate Company and health care industry meetings and events.

More information on our Company's ongoing commitment to the continuing education of directors can be found under the section of our proxy statement entitled "Director Compensation—Directors Continuing Education."

## Committees of our Board

Our Board has four standing committees: our Audit Committee, Compensation Committee, Nominating Committee and SMC. In addition to our standing committees, we have a Transaction Committee, which meets on an ad hoc basis when necessary to approve specific transactions.

### Committee Membership

The following table provides membership information for each standing committee as of June 1, 2025.

Name	Audit Committee	Compensation Committee	Nominating Committee	SMC
Jennifer E. Cook		●		○
Patrick G. Enright	○	○		
Laura J. Hamill		○		
Patrick Kennedy	●			
Heather Ann McSharry	○		●	
Seamus Mulligan				○
Kenneth W. O'Keefe	○			
Anne O'Riordan	○	○		
Norbert G. Riedel, Ph.D.			○	●
Mark D. Smith, M.D.			○	○
Rick E Winningham			○	○

○ = Committee Member    ● = Committee Chair

### Committee Rotation and Selection Process

Our Nominating Committee oversees the committee structure and operations, including authority to delegate to subcommittees. Our Board, with recommendations from our Nominating Committee, reviews and resolves upon our committee chairs and committee members annually. There are no fixed terms for committee chairs or members, however, our Board recognizes the importance of committee rotation and refreshment.

#### COMMITTEE REFRESHMENT HIGHLIGHTS IN 2024

- Patrick Kennedy was appointed chair of our Audit Committee and a member of our Transaction Committee;
- Norbert G. Riedel, Ph. D. rotated off our Compensation Committee;
- Laura J. Hamill and Anne O'Riordan were appointed as members of our Compensation Committee;
- Anne O'Riordan rotated off our Nominating Committee; and
- Norbert G. Riedel, Ph.D. was appointed as a member of our Nominating Committee.

## Audit Committee

### CHAIR:



Patrick Kennedy

### MEMBERS:

Patrick G. Enright

Heather Ann McSharry

Kenneth W. O'Keefe

Anne O'Riordan

Our Board determined that all Members meet the independence requirements of Rule 10A-3 of the Exchange Act and the Nasdaq listing standards with respect to audit committee members

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MEETINGS HELD DURING 2024

Our Audit Committee is governed by an annually reviewed, Board approved charter, which is available on our Website. The primary responsibilities of our Audit Committee include:

- evaluating the performance of and assessing the qualifications of our independent auditors;
- determining and approving the engagement and remuneration of our independent auditors;
- determining whether to retain or terminate our existing independent auditors or to appoint and engage new independent auditors;
- determining and approving the engagement of our independent auditors to perform any proposed permissible non-audit services;
- monitoring the rotation of partners of the independent auditors on our audit engagement team as required by applicable laws and rules;
- reviewing and advising on the selection and removal of our head of our internal audit function, the activities and organizational structure of our internal audit function and the results of internal audit activities;
- reviewing and approving our internal audit charter at least annually and our annual internal audit plan and budget;
- meeting to review our annual audited financial statements, our quarterly financial statements and our financial press releases with management and the independent auditors, including reviewing our disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our annual and quarterly reports filed with the SEC;
- reviewing, overseeing and approving transactions between us and any related persons;
- conferring with management, our internal audit function and our independent auditors regarding the scope, adequacy and effectiveness of our internal control over financial reporting;
- reviewing with management, our internal audit function and our independent auditors, as appropriate, major financial risk exposures, including reviewing, evaluating and approving our hedging and other financial risk management policies, as well as the steps taken by management to monitor and control these exposures;
- establishing procedures, when and as required under applicable laws and rules, for the receipt, retention and treatment of any complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- reviewing with management our information security (including cybersecurity) risk exposures and the steps taken by management to monitor and mitigate these exposures.

Our Board determined that each of Mr. Enright, Mr. Kennedy, Ms. McSharry and Mr. O'Keefe qualifies as an "Audit Committee financial expert" within the meaning of SEC regulations. In making this determination, our Board considered the overall knowledge, experience and familiarity of each with accounting matters, analyzing and evaluating financial statements, and, in the case of Mr. O'Keefe, managing private equity investments, and, in the case of Mr. Enright, managing venture capital investments.

In addition to meetings, our Audit Committee also had a number of informal discussions and consultations with one another, with our CFO, our CAO, our Head of Internal Audit and our CEO during 2024.

## Compensation and Management Development Committee

### CHAIR:



Jennifer E. Cook

### MEMBERS:

Patrick G. Enright

Laura J. Hamill

Anne O'Riordan

# 5

MEETINGS HELD DURING 2024

Our Compensation Committee is governed by an annually reviewed, Board approved charter, which is available on our Website. The primary responsibilities of our Compensation Committee include:

- reviewing, modifying (as needed) and approving overall compensation strategy and policies;
- recommending to our Board for determination and approval the compensation and other terms of employment of our CEO and evaluating our CEO's performance in light of relevant goals and objectives;
- reviewing and approving the goals and objectives of our other executive officers and determining and approving the compensation and other terms of employment of these executive officers, as appropriate;
- reviewing and recommending to our Board the type and amount of compensation to be paid or awarded to the members of our Board;
- having the full power and authority of our Board regarding the adoption, amendment and termination of our compensation plans and programs and administering these plans and programs;
- having direct responsibility for appointing, and providing compensation and oversight of the work of, any compensation consultants and other advisors retained by our Compensation Committee and considering the independence of each such advisor;
- reviewing our practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on us;
- periodically reviewing with our CEO the plans for succession to the offices of our executive officers and making recommendations to our Board with respect to the selection of appropriate individuals to succeed to these positions; and
- reviewing and discussing with management our disclosures contained under the caption "*Compensation Discussion and Analysis*" in our annual proxy statement.

Each member of our Compensation Committee meets the independence requirements of the Nasdaq listing standards with respect to Compensation Committee members. In determining whether each member is independent within the meaning of the Nasdaq listing standards pertaining to Compensation Committee membership, our Board determined, based on its consideration of factors specifically relevant to determining whether any such director has a relationship to us that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, that no member of our Compensation Committee has a relationship that would impair that member's ability to make independent judgments about compensation of our executive officers.

## Our Compensation Committee Processes and Procedures

Our Compensation Committee meets as often as it determines necessary to carry out its duties and responsibilities through regularly scheduled meetings and, if necessary, special meetings. The agenda for each Compensation Committee meeting is usually developed by members of our human resources department and our CEO with input from members of our legal department, and is reviewed and finalized with the chair of our Compensation Committee. Members of our human resources department also attend Compensation Committee meetings. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by our Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in our Compensation Committee meetings.

In making executive compensation determinations (other than for our CEO), our Compensation Committee considers recommendations from our CEO. In making his recommendations, our CEO receives input from our human resources department and from the individuals who manage or report directly to the other executive officers, and he reviews various third party compensation surveys and compensation data provided by the independent compensation consultant to our Compensation Committee, as described in the section of our proxy statement entitled “*Executive Compensation—Compensation Discussion and Analysis*.” While our CEO discusses his recommendations for the other executive officers with our Compensation Committee, he does not participate in the deliberations and recommendations to our Board concerning, or our Board’s determination of, his own compensation.

Our Compensation Committee engages an independent compensation consultant each year to provide a competitive compensation assessment with respect to the executive officers to assist our Compensation Committee in making annual compensation decisions. Since 2010, Aon, has been engaged by our Compensation Committee each year to provide peer company and industry compensation data and provide our Compensation Committee with advice regarding executive officers’ compensation, including base salaries, performance-based bonuses and long-term equity compensation, and similar advice regarding non-employee director compensation.

For additional information regarding our processes and procedures for the consideration and determination of executive compensation, including the role of Aon in determining and recommending executive compensation, see the section of our proxy statement entitled “*Executive Compensation—Compensation Discussion and Analysis*.” With respect to director compensation matters, our Compensation Committee recommends to our Board and our Board determines and sets non-employee director compensation. Our compensation arrangements for our non-employee directors are described under the section of our proxy statement entitled “*Director Compensation*.”

Our Compensation Committee charter grants our Compensation Committee full access to all of our books, records, facilities and personnel, as well as authority to obtain, at our expense, advice and assistance from compensation consultants and internal and external legal, accounting or other advisors and consultants and other external resources that our Compensation Committee considers necessary or appropriate in the performance of its duties. In particular, our Compensation Committee has the authority, in its sole discretion, to retain or obtain, at our expense, compensation consultants to assist in its evaluation of executive compensation, and is directly responsible for the appointment, compensation and oversight of the work of its compensation consultants. Our Compensation Committee charter also provides that our Compensation Committee may delegate any responsibility or authority of our Compensation Committee under its charter to the chair of our Compensation Committee or to one or more committee members, including subcommittees, except to the extent inconsistent with any applicable laws and rules, including the Nasdaq listing standards. Our Compensation Committee does not, however, delegate any of its functions to others in determining or recommending executive or director compensation.

## Nominating and Corporate Governance Committee

### CHAIR:



Heather Ann McSharry

### MEMBERS:

Norbert G. Riedel, Ph.D.

Mark D. Smith, M.D.

Rick E. Winningham

All Members are Independent

# 5

MEETINGS HELD DURING 2024

Our Nominating Committee is governed by a regularly reviewed, Board approved charter, which is available on our Website. The primary responsibilities of our Nominating Committee include:

- overseeing all aspects of our corporate governance functions on behalf of our Board;
- making recommendations to our Board regarding corporate governance issues;
- identifying, reviewing and evaluating candidates to serve on our Board, and reviewing and evaluating incumbent directors;
- reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to our Board and monitoring the size of our Board;
- recommending director candidates to our Board;
- overseeing on behalf of our Board our compliance with applicable laws and regulations, other than the financial compliance issues overseen by our Audit Committee;
- overseeing on behalf of our Board our risk management matters, other than with respect to risks that are financial or information security risks (as to which our Audit Committee has oversight responsibility on behalf of our Board) or risks related to compensation policies (as to which our Compensation Committee has oversight responsibility on behalf of our Board);
- evaluating director nominations and proposals by our shareholders and establishing policies, requirements, criteria and procedures in furtherance of the foregoing. For more information on the policy and procedure for considering stockholder recommendations/nominations see the “*Shareholder Engagement*” section of this proxy;
- assessing the effectiveness and performance of our Board and its committees, and recommending and implementing our Board’s self-evaluation process;
- overseeing our ESG strategy and practices and periodically reviewing and discussing with management our practices with respect to ESG matters that are expected to have a significant impact on our performance, business activities, or reputation; and
- reviewing, discussing and assessing the performance of our Board, including committees of our board, seeking input from all directors, senior management and others.

## Science and Medicine Committee

### CHAIR:



Norbert G. Riedel, Ph.D.

### MEMBERS:

Jennifer E. Cook

Seamus Mulligan

Mark D. Smith, M.D.

Rick E. Winningham

# 4

MEETINGS HELD DURING 2024

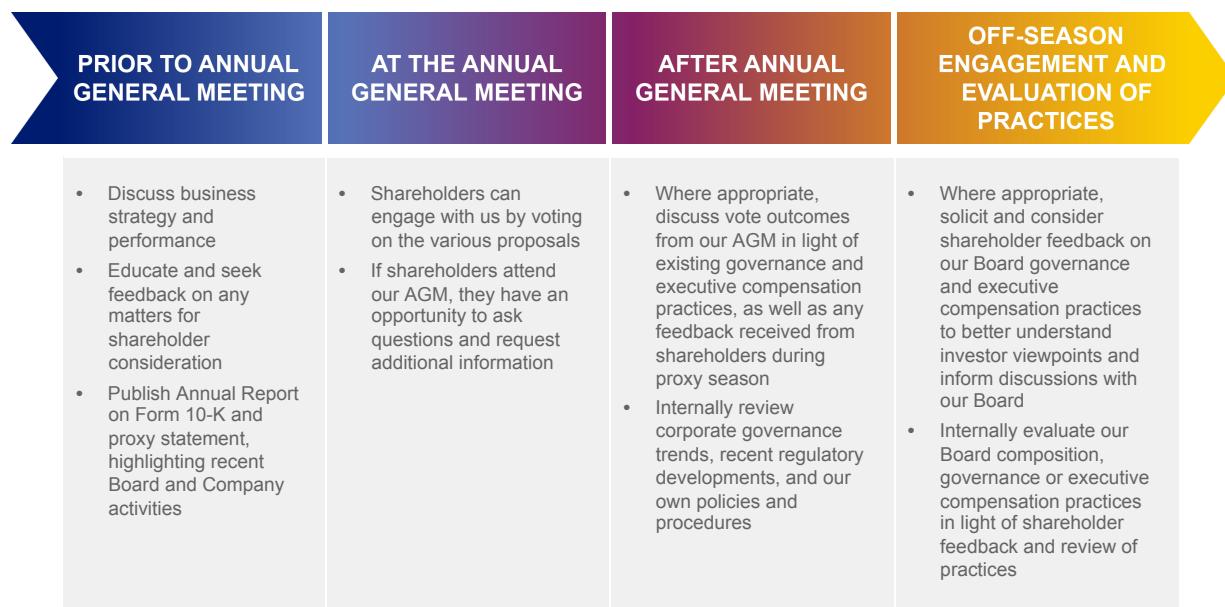
Our SMC is governed by a regularly reviewed, Board approved charter, which is available on our Website. Our SMC is an advisory committee which reviews R&D and technology initiatives. Specific responsibilities of our SMC include:

- review and advise management and our Board regarding the strategy, direction, value and progress of our R&D program, pipeline and technology platforms;
- review and advise management and our Board on pertinent scientific, technological and medical elements of our corporate development opportunities and transactions;
- review and advise management and our Board on our R&D resource allocation strategy, including internal and external investments, investment allocation across R&D stages across franchises/therapeutic areas and technology platforms;
- identify and discuss new and emerging trends in pharmaceutical and biotechnological science, technology and regulation; and
- reviewing, discussing and assessing the performance of our Board, including committees of our Board, seeking input from directors, senior management and others.

## Shareholder Engagement

We proactively engage with our shareholders throughout the year to better understand their priorities and perspectives on significant issues, in many forms and forums from industry conferences, non-deal roadshows, to direct one-on-one meetings. Through these engagements, we have obtained valuable insights on their thoughts regarding a variety of topics including our Company's performance and strategy, executive compensation matters, corporate governance practices, and environmental and social matters. Engagement participants include members of senior management and our Board. We consider feedback and insights from shareholders as we review our practices and disclosures throughout the year.

The following graphic describes our typical shareholder outreach and engagement cycle.



In 2024 and early 2025, members of our management, and in many cases, members of our Board actively engaged with a significant number of our large shareholders to gain a better understanding of their views regarding our executive compensation program, our CSSI strategy, and other corporate governance matters. Specifically, we reached out to our largest 20 institutional shareholders, collectively representing approximately 57% of our outstanding shares. Of those we contacted, we met with all who expressed interest in speaking with us, collectively, representing approximately 22% of our outstanding shares. During such engagement, our shareholders expressed general satisfaction and did not raise any material concerns regarding our executive compensation program. We will continue outreach and dialogue with our shareholders in 2025.

### Shareholder Communications with Our Board

Our Board believes that shareholders should have an opportunity to communicate with our Board, and efforts have been made to ensure that the views of our shareholders are heard by our Board or individual directors, as applicable, and that appropriate responses are provided to our shareholders in a timely manner. Shareholders interested in communicating with our Board or a particular director (including our Chairperson or our LID) may do so by sending written communication to: Jazz Pharmaceuticals plc, Attention: Company Secretary, Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland. Each communication should set forth the name and address of the shareholder as it appears on our records (and, if the shares are held by a nominee, the name and address of the beneficial owner of the shares), and the number of our ordinary shares that are owned of record by the record holder or beneficially by the beneficial owner, as applicable. Our Company Secretary will, in his or her discretion, screen out communications from shareholders that are not related to the duties and responsibilities of our Board. The purpose of this screening is to allow our Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations and hostile communications). If deemed an appropriate communication, our Company Secretary will forward the communication, depending on the subject matter, to our Chairperson, our LID or the chair of the appropriate committee of our Board.

## Shareholder Ability to Call an EGM

Irish law provides that shareholders holding 10% or more of our total voting rights may at any time request that the directors call an EGM. The shareholders who wish to request an EGM must deliver to our registered office a written notice, signed by the shareholders requesting the meeting and stating the purposes of the meeting. If the directors do not, within 21 days of the date of delivery of the request, proceed to convene a meeting to be held within two months of that date, those shareholders (or any of them representing more than half of the total voting rights of all of them) may themselves convene a meeting within a specified period, but any meeting so convened cannot be held after the expiration of three months from the date of delivery of the request.

## Shareholder Proposals and Director Nominations for the 2026 AGM

Our shareholders may submit proposals on matters appropriate for shareholder action at shareholder meetings in accordance with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2026 AGM, all applicable requirements of Rule 14a-8 must be satisfied and, pursuant to Rule 14a-8, such proposals must be received by us no later than February 6, 2026. However, if our 2026 AGM is not held between June 24, 2026 and August 23, 2026, then the deadline will be a reasonable time prior to the time that we begin to print and mail our proxy materials. Such proposals should be delivered to Jazz Pharmaceuticals plc, Attention: Company Secretary, Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland.

Our Constitution provides that shareholder nominations of persons to be elected to our Board at our AGM must be made following written notice to our Company Secretary which is executed by a shareholder and accompanied by certain background and other information specified in our Constitution. Such written notice and information must be received by our Company Secretary not later than the close of business on March 8, 2026 nor earlier than January 7, 2026; provided, however, that in the event our 2026 AGM is not held between June 24, 2026 and August 23, 2026, notice must be delivered no earlier than 150 days prior to nor later than the later of 90 days prior to the date of the 2026 AGM or the 10th day following the day on which public announcement of the date of such meeting is first made. In addition to satisfying the informational requirements in our Constitution, shareholders intending to solicit proxies in support of director nominees other than our nominees must provide in their notice any additional information required by Rule 14a-19(b) promulgated under the Exchange Act. Our Constitution provides that other proposals may only be proposed at our AGM if either (i) it is proposed by or at the direction of our Board; (ii) it is proposed at the direction of the Irish High Court; or (iii) our Chairperson of the meeting decides, in his or her absolute discretion, that the proposal may properly be regarded as within the scope of the relevant meeting. In addition, our proxy solicited by our Board for the 2026 AGM will confer discretionary voting authority with respect to (i) any proposal presented by a shareholder at that meeting for which we have not been provided with notice by April 22, 2026 and (ii), if we have received notice of such proposal by April 22, 2026, any matter, provided that (i) our 2026 proxy statement briefly describes such matter and how management's proxy holders intend to vote on it and (ii) the shareholder does not comply with the requirements of Rule 14a-4(c)(2) promulgated under the Exchange Act. On any other business which may properly come before our 2026 AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in our proxy statement, the proxy holder will act at his or her discretion.

## Certain Relationships and Related Party Transactions

### Policy and Procedures for Review of Related Party Transactions

We have adopted a Related Party Transaction Policy that sets forth our procedures for the identification, review, consideration and approval or ratification of "related-person transactions." For purposes of our policy, a "related-person transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we are, were or will be a participant, and the amount involved exceeds \$120,000, and any "related person" had, has or will have a direct or indirect material interest, other than certain transactions that would not be required to be disclosed pursuant to Item 404(a) of Regulation S-K. A "related person" is any executive officer, director, director nominee or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members.

Under the policy, if a transaction has been identified as a related-person transaction (including any transaction that was not a related-person transaction when originally consummated or any transaction that was not initially identified as a related-person transaction prior to consummation), our management team must present information regarding the related-person transaction to our Audit Committee (or, if Audit Committee approval would be inappropriate, to another independent body of our Board) for

review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts of the transaction, including the business purpose of the transaction, the parties thereto, the interests, direct and indirect, of the related person(s), the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally, and management's recommendation with respect to the transaction. Under the policy, we will, on an annual basis, collect information that our CLO deems reasonably necessary from each director, director nominee, executive officer and (to the extent feasible) significant shareholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy. In addition, under our Code of Conduct and Ethics, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to our CLO, or, if the employee is an executive officer, to our Board. In considering related-person transactions, our Audit Committee (or other independent body of our Board) will take into account the relevant available facts and circumstances including, but not limited to, the risks, costs and benefits to us, the terms of the transaction, the business rationale for engaging in the transaction, the availability of other sources for comparable services or products, if applicable, the impact on a director or director nominee's independence in the event that the related person is a director or director nominee, immediate family member of a director or director nominee or an entity with which a director or director nominee is affiliated, and whether the transaction would present an improper conflict of interest for any director, director nominee or executive officer of our Company, taking into account the size of the transaction, the overall financial position of the director, director nominee, executive officer or related person, the direct or indirect nature of the director's, director nominee's, executive officer's or related person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors our Audit Committee (or other independent body of our Board) deems relevant.

The policy requires that, our Audit Committee (or other independent body of our Board) only approve those related-person transactions that, in light of known circumstances, are in, or are not inconsistent with, our best interests and those of our shareholders, as our Audit Committee (or other independent body of our Board) determines in the good faith exercise of its discretion. The policy also requires that directors interested in a related-person transaction recuse themselves from any discussion or vote on a related-person transaction in which they have an interest.

### Transactions with Related Persons

A family member of Class I director Laura J. Hamill is employed by our Company. The employee is not one of our executive officers. The compensation of this employee was determined in accordance with our Company's compensation policies applicable to other employees of similar title and responsibility, and this employee is also eligible to participate in our Company benefit plans that are available to other employees in similar positions and locations. The total compensation of this employee, comprising both cash and equity compensation, was approximately \$416,000 for fiscal year 2024.

Except as set forth above, since January 1, 2024, we have not engaged in any transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K, nor are any such transactions currently proposed, in which we were, are, or are to be a participant and the amount involved exceeded \$120,000, and in which any related person had or will have a direct or indirect material interest.

### Indemnification Agreements

We have entered into indemnification agreements with our directors, executive officers and certain other of our officers and employees. These indemnification agreements require us, under the circumstances and to the extent provided for therein, to indemnify such persons to the fullest extent permitted by applicable law against certain expenses and other amounts incurred by any such person as a result of such person being made a party to certain actions, suits, proceedings and other actions by reason of the fact that such person is or was a director, officer, employee, consultant, agent or fiduciary of our Company or any of our subsidiaries or other affiliated enterprises. The rights of each person who is a party to an indemnification agreement are in addition to any other rights such person may have under our Constitution, the 2014 Act, any other agreement, a vote of the shareholders of our Company, a resolution of directors of our Company or otherwise. We believe that these agreements are necessary to attract and retain qualified persons as our officers and directors. We also maintain directors' and officers' liability insurance.

## Additional Corporate Governance Information

### Ethical Business Practices

We are committed to conducting our business with integrity and the pursuit of excellence in all that we do. Our Board and our management team are committed to acting honestly and responsibly and strive to comply with all laws, rules, regulations and corporate policies that apply to our business, and we expect the same commitment from our employees, consultants, business partners and service providers. In particular, we are committed to acting responsibly, safely and with transparency in our interactions with patients, doctors and other stakeholders in the healthcare system.

We are committed to operating our global business with integrity and upholding a high level of ethical conduct among our employees and business partners including assessing and addressing the risk of modern slavery and human trafficking within our business operations and supply chain. We have existing procedures designed to assess our suppliers that provide materials for use in our tangible goods for sale, and we have enhanced these procedures to include steps for reasonably evaluating whether these suppliers have policies and procedures in place that are designed to promote compliance with applicable laws related to eradication of human trafficking, slavery and illegal child labor.

We have established various methods of confidential communication for our employees, vendors and others to report suspected violations of laws, rules, regulations or our Company policies. Where permitted by local laws, anonymous reporting is available. For more information, please visit our Website under the section entitled "Ethical Standards" under "Our Purpose".

### Anti-Corruption Policy

Our global Anti-Corruption Policy applies to all of our employees, directors and officers, our subsidiaries and affiliates, and third party vendors and other agents acting on our behalf. We are committed to complying with applicable anti-corruption and anti-bribery laws, including the Foreign Corrupt Practices Act and the UK Bribery Act. The Anti-Corruption Policy is available on our Website under the section entitled "Ethical Standards" under "Our Purpose".

### Code of Conduct and Ethics

Our Company has made a firm commitment to conduct business in accordance with our values and our I-CARE principles. We work to build strong, trusted partnerships with patients, caregivers, our business partners, the healthcare community, shareholders and other stakeholders. Each employee of our Company has a responsibility to safeguard this trust by applying the principles in our Code of Conduct and Ethics. The Code of Conduct and Ethics provides important guidance and direction and helps us strive to deliver with excellence and integrity. It also provides clear expectations about what our employees can expect from their colleagues and from our Company, as well as guidance for how to conduct themselves in their daily work. We also expect that those with whom we do business will adhere to our Code of Conduct and Ethics. Our Code of Conduct and Ethics applies to all of our employees, directors and officers, including our PEO, principal financial officer, PAO or controller, or persons performing similar functions, and those of our subsidiaries. Our Code of Conduct and Ethics is available on our Website under the section entitled "Ethical Standards" under "Our Purpose". We intend to satisfy the disclosure requirements under Item 5.05 of SEC Form 8-K regarding any amendment to, or waiver from, a provision of our Code of Conduct and Ethics by posting such information on our Website at location specified above.

### Insider Trading Policy

We have an insider trading policy governing the purchase, sale, and/or other dispositions of Jazz's securities by all Company personnel, including directors, officers, employees, and other covered persons that is designed to promote compliance with insider trading laws, rules and regulations as well as procedures designed to further the foregoing purposes. A copy of Jazz's insider trading policy was filed as Exhibit 19.1 to the 2024 Annual Report on Form 10-K. In addition, it is our intent to comply with applicable laws and regulations relating to insider trading.

### Anti-Hedging/Pledging

Our insider trading policy prohibits directors, executive officers and other employees from engaging in speculative trading activities, including hedging transactions or other inherently speculative transactions with respect to our securities. Our insider trading policy also prohibits directors, executive officers and other employees from pledging our securities as collateral for any loans.

## Clawback Policy

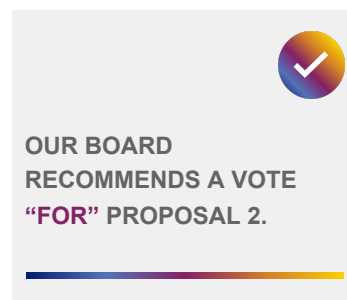
In November 2023, our Compensation Committee adopted the Clawback Policy. More information on the Clawback Policy can be found under the section of our proxy statement entitled “*Executive Compensation - Additional Compensation Information – Clawback Policy.*”

## Share Ownership Guidelines

Our Board has adopted share ownership guidelines applicable to our directors, our CEO and certain other employees who serve on our EC, and will monitor compliance with and review and revise such guidelines from time to time as it deems appropriate. More information about our share ownership guidelines can be found under the sections of our proxy statement entitled “*Executive Compensation—Additional Compensation Information—Ownership Guidelines for Executive Officers*” and “*Director Compensation—Ownership Guidelines for Directors.*”

# Ratify, on a Non-Binding Advisory Basis, the Appointment of KPMG as the Independent Auditors for the Financial Year Ending December 31, 2025 and Authorize, in a Binding Vote, our Board, Acting Through our Audit Committee, to Determine KPMG's Remuneration

Pursuant to the authority delegated by our Board, our Audit Committee is responsible for the appointment, remuneration and retention of our independent auditors. Our Audit Committee has selected and appointed KPMG as our independent auditors to audit our consolidated financial statements for the year ending December 31, 2025. Under Irish law, KPMG will be deemed to be reappointed as our independent auditors at our 2025 AGM without the necessity of a shareholder vote. However, our shareholders are being asked in this proposal to ratify such appointment on a non-binding advisory basis because we value our shareholders' views on our independent auditors. In addition, as required by Irish law, our shareholders are being asked to authorize our Board, acting through our Audit Committee, to determine KPMG's remuneration.



KPMG has been engaged to audit our financial statements, beginning with our consolidated financial statements for the fiscal year ended December 31, 2012, since the consummation of the Azur Merger. Representatives of KPMG are expected to attend our 2025 AGM and will have an opportunity to make a statement if they so desire. They will also be available to respond to appropriate questions.

Proposal 2 is an ordinary resolution and must receive the affirmative vote of a majority of the votes cast in person or by proxy at our 2025 AGM (including any adjournment thereof) in order to be approved.

## Annual Evaluation and Selection of Independent Auditor

Our Audit Committee annually reviews KPMG's independence and performance. This review helps our Audit Committee decide whether to retain KPMG or appoint a different firm as our independent auditor. Our Board and our Audit Committee also consider the results regarding the ratification of the appointment of our independent auditors at the previous AGM in making determinations in the future.

## Independent Registered Public Accounting Firm Fees and Services

Our Audit Committee is responsible for audit firm compensation. In connection with the audit of our 2024 financial statements, we entered into an engagement agreement with KPMG, which sets forth the terms under which KPMG performed audit and tax services for our Company.

All of the services and fees described below were approved by our Audit Committee.

As shown in the table below, less than 2% of the total fees that KPMG billed us for in 2024 were for services other than audit, audit-related and tax compliance services.

The following table represents aggregate fees billed to us for the years ended December 31, 2024 and 2023 by KPMG (in thousands):

	Year Ended December 31,	
	2024	2023
Audit Fees	\$ 4,216	\$ 3,722
Audit-Related Fees	121	116
Tax Fees	1,039	1,432
<i>Tax compliance services</i>	1,039	1,399
<i>Tax advisory services</i>	—	33
All Other Fees	70	3
<b>Total Fees</b>	<b>\$ 5,446</b>	<b>\$ 5,273</b>

### Audit Fees

Audit fees consist of fees and expenses for professional services in respect of the audit of our Company's consolidated financial statements and of our internal control over financial reporting, the review of quarterly consolidated financial statements and statutory audits.

### Audit-Related Fees

Audit-related fees consist of fees for assurance and related services (e.g. due diligence services) that traditionally are performed by the independent accountant. More specifically, these services were primarily related to auditor certifications.

### Tax Fees

Tax fees consist of fees and expenses for professional services for tax compliance, tax advice and tax planning. Tax compliance services consist of professional services related to domestic and international tax compliance, and assistance with domestic and international tax return preparation. Tax advisory service fees in 2023 relate to tax advice and planning services provided to us in connection with certain transactions undertaken by our Company in 2023. During the year ended December 31, 2024, fees and expenses of approximately \$1,039,000 were billed in connection with tax compliance services, and no fees and expenses were billed in connection with tax advice and planning services. During the year ended December 31, 2023, fees and expenses of approximately \$1,399,000 were billed in connection with tax compliance services, and fees and expenses of approximately \$33,000 were billed in connection with tax advice and planning services.

## All Other Fees

All other fees consist of fees for products and services other than the services described above. For the year ended December 31, 2023, these fees were paid in connection with access to the online accounting and tax research tool of KPMG. For the year ended December 31, 2024, these fees were paid in connection with a double materiality compliance assessment for ESG reporting purposes.

## Pre-Approval Policies and Procedures

Our Audit Committee has a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm. Our policy generally requires the pre-approval of specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of our Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of our Audit Committee's members, but the decision must be reported to our Audit Committee at its next scheduled meeting.

## Independence

Our Audit Committee determined that the rendering of the services other than audit services by our independent registered public accounting firm is compatible with maintaining the principal accountant's independence.



OUR BOARD RECOMMENDS A VOTE **"FOR"** PROPOSAL 2.

## Report of our Audit Committee<sup>(1)</sup>

Our Audit Committee has reviewed and discussed our audited financial statements for the fiscal year ended December 31, 2024 with our management. Our Audit Committee has discussed with KPMG, the independent registered public accounting firm that audited our financial statements for the fiscal year ended December 31, 2024, the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. Our Audit Committee has also received the written disclosures and the letter from KPMG required by applicable requirements of the PCAOB regarding the independent accountants' communications with our Audit Committee concerning independence, and has discussed with KPMG that firm's independence. Based on the foregoing, our Audit Committee recommended to our Board that the audited financial statements be included in the 2024 Annual Report on Form 10-K for filing with the SEC.

Respectfully submitted,  
Our **Audit Committee**

Mr. Patrick Kennedy  
Mr. Patrick G. Enright  
Ms. Heather Ann McSharry  
Mr. Kenneth W. O'Keefe  
Ms. Anne O'Riordan

(1) By our Audit Committee as of the 2024 Annual Report on Form 10-K. The material under the heading "Report of our Audit Committee" in our proxy statement is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing by us under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

# Executive Officers

The following biographies provide information regarding our executive officers as of June 1, 2025.



**Bruce C. Cozadd**

**CHAIRPERSON AND CHIEF  
EXECUTIVE OFFICER**

AGE: 61

#### **BACKGROUND:**

Biographical information regarding Mr. Cozadd is set forth above under “*Proposal 1—Election of Directors—Directors Continuing in Office.*”

#### **SUCCESSION PLANNING**

Mr. Cozadd plans to retire as CEO by the end of 2025, once a successor is appointed. Our Board has been preparing for Mr. Cozadd's transition through rigorous succession planning efforts. As part of a thorough and diligent process, a Succession Committee of our Board, made up of independent directors, has been set up to lead a comprehensive and thoughtful search for the next CEO, which we intend to complete in 2025. The search will consider both internal and external candidates and our Board is focused on appointing a successor who will uphold our Company's mission and core values and advance our growth strategy, driving value creation for our Company.



**Renée Galá**

**PRESIDENT AND CHIEF  
OPERATING OFFICER**

AGE: 53

#### **BACKGROUND:**

Renée Galá was appointed our President and COO in October 2023. Ms. Galá joined Jazz as Executive Vice President and CFO in March 2020. From January to June 2019, Ms. Galá served as the Chief Financial Officer of GRAIL, Inc., a private healthcare company focused on the early detection of cancer. Prior to that, from December 2014 to January 2019, she served as Senior Vice President and Chief Financial Officer of Theravance Biopharma, Inc., a biopharmaceutical company, following its spin-out from Theravance, Inc. (now Innoviva, Inc.). Ms. Galá joined Theravance in 2006 and held various roles in the finance organization before leading the company's spin-out transaction. Prior to that, Ms. Galá served in various roles in global treasury, pharmaceutical sales and corporate strategy/business development at Eli Lilly and Company, a global pharmaceutical company, from 2001 to 2006. Before joining Eli Lilly, Ms. Galá spent seven years in the energy industry in positions focused on corporate finance, project finance, and mergers and acquisitions. Ms. Galá currently serves on the board of Dexcom, a healthcare company and has previously served on the board of directors of multiple biotech companies, including Gyroscope Therapeutics (acquired by Novartis), Corcept Therapeutics and Gossamer Bio, Inc., a clinical-stage biopharmaceutical company, where she also chaired the audit committee. Ms. Galá holds a B.S. in Mathematics from Vanderbilt University and an M.B.A. from Columbia Business School.



## Robert Iannone

EXECUTIVE VICE PRESIDENT,  
GLOBAL HEAD OF RESEARCH  
& DEVELOPMENT AND CHIEF  
MEDICAL OFFICER

AGE: 58

### BACKGROUND:

Robert Iannone, M.D., M.S.C.E. was appointed our Executive Vice President, Global Head of R&D as of May 2019. He was appointed our Chief Medical Officer as of September 2024, having previously served as our Chief Medical Officer from December 2019 until October 2021. From April 2018 until May 2019, Dr. Iannone served as Head of R&D and Chief Medical Officer of Immunomedics, Inc., a biopharmaceutical company. Prior to that, from July 2014 to April 2018, Dr. Iannone served in the roles of Senior Vice President and Head of Immunoncology, Global Medicines Development and the Global Products Vice President at AstraZeneca plc, a global science-led biopharmaceutical company. From 2004 to 2014, Dr. Iannone served in management roles at Merck Co., Inc., a global biopharmaceutical company, culminating in his role as Executive Director and Section Head of Oncology Clinical Development. From 2001 to 2004, he served as Assistant Professor of Pediatrics and from 2004 to 2012 as Adjunct Assistant Professor of Pediatrics at the University of Pennsylvania School of Medicine. Dr. Iannone has been serving on the board of directors of Autolus Therapeutics plc, a clinical-stage biopharmaceutical company, since June 2023, and iTeos Therapeutics, Inc., a clinical-stage biopharmaceutical company, since May 2021. He has also served on the Cancer Steering Committee of the Foundation for the National Institutes of Health since 2011. Dr. Iannone joined the Scientific Advisory Board of Crossbow Therapeutics, Inc. in October 2023. Dr. Iannone previously served as director of Jounce Therapeutics, Inc., a clinical-stage immunotherapy company, from January 2020 to May 2023. Dr. Iannone holds a B.S. from The Catholic University of America, an M.D. from Yale University and an M.S.C.E. from University of Pennsylvania and completed his residency in Pediatrics and fellowship in Pediatric Hematology-Oncology at Johns Hopkins University.



## Philip L. Johnson

EXECUTIVE VICE PRESIDENT  
AND CHIEF FINANCIAL  
OFFICER

AGE: 61

### BACKGROUND:

Philip L. Johnson was appointed our Executive Vice President and CFO as of March 2024. From January 2018 to February 2024, Mr. Johnson served as group vice president and treasurer at Eli Lilly and Company, a global pharmaceutical company. Joining Eli Lilly and Company in 1995, Mr. Johnson served in a variety of roles, increasing in responsibility. Prior to his tenure at Eli Lilly, he was a management consultant at McKinsey & Company and worked with investment banks in Milan, Italy and Chicago, Illinois. Mr. Johnson serves as an executive board member and Treasurer of the Indianapolis Urban League and as a board member of Lynx Capital. He also served on the board of directors of the Indiana Chamber of Commerce, Equity1821, AMR Action Fund and PrescriberPoint as well as an advisory committee member for Jumpstart Nova and Sixty8 Capital. Mr. Johnson holds a B.S. in Finance from the University of Illinois and an MBA from the Kellogg School of Management at Northwestern University.



## Neena M. Patil

EXECUTIVE VICE PRESIDENT  
AND CHIEF LEGAL OFFICER

AGE: 50

### BACKGROUND:

Neena M. Patil was appointed our Executive Vice President and CLO as of August 2022. Ms. Patil joined Jazz Pharmaceuticals as Senior Vice President and General Counsel in July 2019. From September 2018 to July 2019, Ms. Patil served as Senior Vice President, General Counsel and Corporate Secretary of Abeona Therapeutics Inc., a clinical-stage biopharmaceutical company. Prior to that, from May 2008 to October 2016, Ms. Patil served in management positions at Novo Nordisk Inc., a global healthcare company, culminating in her role as Vice President for Legal Affairs and Associate General Counsel. Prior to 2008, she worked for several other global biopharmaceutical companies including Pfizer, GPC Biotech and Sanofi. Ms. Patil serves on the board of directors of Teleflex, Inc., a global provider of medical technologies. Ms. Patil is also a member of the BIO Board of Directors and Health Section Governing Board. Until December 2024, Ms. Patil served on the U.S. Board of Mothers 2 Mothers, a global health care organization operating in Africa. Ms. Patil holds a B.A. from Georgetown University and a J.D. and Master of Health Services Administration from the University of Michigan.



## Patricia Carr

SENIOR VICE PRESIDENT,  
CHIEF ACCOUNTING OFFICER

AGE: 54

### BACKGROUND:

Patricia Carr was appointed our Senior Vice President, CAO as of August 2021 and served as our interim Principal Financial Officer from October 2023 to March 1, 2024. Ms. Carr joined Jazz Pharmaceuticals as Vice President, Finance in July 2012 and was appointed Principal Accounting Officer in August 2019. Prior to that, from September 2011 to July 2012, she served as Vice President, Finance of Alkermes plc, a global biopharmaceutical company. From June 2002 to September 2011, she served in a number of roles in Elan Corporation, a neuroscience-based biotechnology company, most recently as Vice President, Finance. Ms. Carr is a Fellow of the Institute of Chartered Accountants (Ireland) and holds a BComm from the University of Galway.



## Liz Henderson

SENIOR VICE PRESIDENT,  
TECHNICAL OPERATIONS

AGE: 53

### BACKGROUND:

Liz Henderson was appointed our Senior Vice President, Technical Operations as of August 2023. Prior to joining Jazz, Ms. Henderson held various roles of increasing responsibility at Merck KGaA, a global science and technology company. At Merck KGaA, she held positions in the Healthcare Business as Senior Vice President, APAC Region from May 2020 to July 2023, as General Manager and Managing Director Merck UK & ROI from October 2018 to May 2020, as Executive Vice President, Head of Global Technical Operations from November 2016 to October 2018 and as Senior Vice President, Global Pharma Manufacturing from April 2015 to November 2016. From December 2008 to March 2015, Ms. Henderson held various management positions at Merck Life Science of Merck KGaA, culminating in her role as Vice President Global Operations. Prior to her tenure at Merck KGaA, Ms. Henderson held manufacturing leadership roles at Amgen, a global biotechnology company, from 2006 to 2007 and Pfizer, a global pharmaceutical and biotechnology company, from 1998 to 2006. Ms. Henderson holds a B.Sc. degree in Analytical Chemistry from Dublin City University, Ireland.



## Samantha Pearce

EXECUTIVE VICE PRESIDENT,  
CHIEF COMMERCIAL OFFICER

AGE: 59

### BACKGROUND:

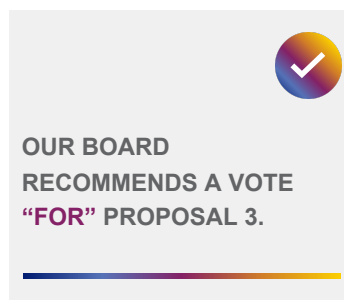
Samantha Pearce was appointed our Executive Vice President, CCO as of August 2024. Ms. Pearce joined Jazz Pharmaceuticals as Senior Vice President, Europe and International in March 2020. From March 2010 to December 2019, Ms. Pearce held various global senior management positions with Celgene Corporation, a pharmaceutical company, most recently as Vice President and General Manager, International Markets. Prior to that, from August 2002 to March 2010, she served in management positions at AstraZeneca plc, a global pharmaceutical company, culminating in her role as Director, Specialist Care. From 1991 to 2002, she worked for DuPont Pharmaceuticals, a global pharmaceutical company. Ms. Pearce holds a B.Sc. from Birmingham University, U.K. and an M.B.A. from Cranfield University, U.K.

# Non-Binding Advisory Vote on Executive Compensation

## Overview

Under the Dodd-Frank Act and Section 14A of the Exchange Act, our shareholders are entitled to vote to approve, on a non-binding advisory basis, the compensation of our NEOs, as disclosed in our proxy statement in accordance with the compensation disclosure rules of the SEC. This non-binding advisory vote is commonly referred to as a “say-on-pay” vote.

At our 2024 AGM, our shareholders indicated their preference that we hold a non-binding say-on-pay vote every year and our Board has adopted a policy that is consistent with that preference. At our 2024 AGM, our shareholders approved our say-on-pay proposal, with approximately 91% of the total votes cast voting in favor of the proposal.



## Say-on-Pay Vote

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the philosophy, policies and practices described in our proxy statement. Our Board is asking our shareholders to indicate their support for the compensation of our NEOs, as disclosed in the “Compensation Discussion and Analysis,” the compensation tables and the related narrative disclosure contained in our proxy statement beginning on page 47, by casting a non-binding advisory vote “FOR” the following resolution:

**“RESOLVED**, that the compensation paid to Jazz Pharmaceuticals’ NEOs, as disclosed pursuant to Item 402 of Regulation S-K of the Exchange Act, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved.”

Proposal 3 is not binding on our Board or our Company as it is an advisory vote. Nevertheless, the views expressed by our shareholders are important to our Board and management and, accordingly, our Board and our Compensation Committee intend to consider the results of this vote in making determinations in the future regarding the compensation arrangements of our NEOs.

Proposal 3 is an ordinary resolution and must receive the affirmative vote of a majority of the votes cast in person or by proxy at our 2025 AGM (including any adjournment thereof) in order to be approved.

The next advisory vote on the compensation of our NEOs will be held at the 2026 AGM.

# Executive Compensation

## Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the material elements of compensation for the following individuals who were our NEOs for the fiscal year ended December 31, 2024.

<b>Bruce C. Cozadd</b>	Chairperson and Chief Executive Officer
<b>Renée Galá</b>	President and Chief Operating Officer
<b>Philip L. Johnson<sup>(1)</sup></b>	Executive Vice President and Chief Financial Officer
<b>Patricia Carr<sup>(2)</sup></b>	Senior Vice President, Chief Accounting Officer (Former Interim Principal Financial Officer)
<b>Robert Iannone, M.D., M.S.C.E</b>	Executive Vice President, Global Head of Research and Development and Chief Medical Officer
<b>Samantha Pearce<sup>(3)</sup></b>	Executive Vice President, Chief Commercial Officer

- (1) Mr. Johnson was appointed Jazz's Executive Vice President and CFO effective as of March 1, 2024.
- (2) Ms. Carr served as Jazz's Interim Principal Financial Officer from October 1, 2023 to March 1, 2024. Ms. Carr has also served as our Senior Vice President, CAO since August 2021.
- (3) Ms. Pearce became Jazz's Executive Vice President, CCO effective as of August 1, 2024. Prior to August 1, 2024, Ms. Pearce was Jazz's Senior Vice President, Europe and International.

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## Executive Summary

### 2024 Performance Highlights

2024 was a year of continued strong execution across our business that exemplified our purpose to innovate to transform the lives of patients and their families. Our total revenue growth was led by the strength of our marketed therapies, including the continued adoption of Xywav® across both narcolepsy and idiopathic hypersomnia, meaningful Epidiolex® growth, and continued demand for Rylaze®. In addition, at the end of 2024, we launched Ziihera® for the treatment of adults with previously treated, unresectable or metastatic HER2-positive (IHC 3+) BTC in the U.S. Building on several transformative years for R&D at our Company, we have enhanced the breadth and depth of our pipeline, as well as our development capabilities.

#### Commercial

##### Neuroscience

- Xywav net product sales were \$1,473.2 million in 2024, an increase of 16% over 2023.
- Epidiolex/Epidyolex® net product sales were \$972.4 million in 2024, an increase of 15% over 2023.

##### Oncology

- Rylaze/Enrylaze® net product sales were \$410.8 million in 2024, an increase of 4% over 2023.
- Zepzelca® net product sales were \$320.3 million in 2024, an increase of 11% over 2023.

#### Pipeline

- Following positive data from a Phase 2b clinical trial evaluating zanidatamab monotherapy in patients with previously treated advanced or metastatic HER2-amplified BTC, completed a BLA submission in second-line BTC in March 2024. This BLA received Priority Review, and zanidatamab received accelerated approval from FDA under the trade name Ziihera in November 2024.
- Launched Ziihera in the U.S. for treatment of adults with previously treated, unresectable or metastatic HER2-positive (IHC 3+) BTC, as detected by an FDA-approved test, in December 2024.
- The Phase 3 EmpowHER-BC-303 trial to evaluate zanidatamab plus chemotherapy or trastuzumab plus chemotherapy in patients with HER2-positive breast cancer whose disease has progressed on previous T-DXd treatment was initiated in 2024 and continues to enroll patients.
- First patient enrolled in the Phase 2 pan-tumor trial to evaluate zanidatamab in patients with HER2-positive solid tumors.
- Reported findings from two Phase 2 trials of suvecaltamide in essential tremor and Parkinson's disease tremor; these trials did not achieve statistical significance compared to placebo on the primary or key secondary endpoints.
- Announced positive top-line findings from the Phase 3 IMforte trial, showing statistically significant and clinically meaningful benefits for Zepzelca and atezolizumab in combination in first-line maintenance therapy for extensive stage small cell lung cancer.

## Key Features of Our Executive Compensation Program

### What We Do

- ✓ Design executive compensation to align pay with performance
- ✓ Balance short-term and long-term incentive compensation, with a majority of executive compensation being “at-risk”
- ✓ Grant equity awards that vest based on performance goals over a multi-year performance period
- ✓ Maintain executive share ownership guidelines
- ✓ Provide “double-trigger” change in control benefits
- ✓ Prohibit hedging and pledging by executive officers and directors
- ✓ Maintain a clawback policy
- ✓ Establish threshold and maximum levels of achievement for payouts under our performance-vesting equity awards and maximum levels of achievement for payouts under our annual performance bonus plan, including an overall cap on individual payout amounts
- ✓ Have 100% independent directors on our Compensation Committee
- ✓ Retain independent compensation consultant who reports directly to our Compensation Committee
- ✓ Our Compensation Committee meets regularly in executive session without management present

### What We Don't Do

- ✗ No excessive change in control or severance arrangements
- ✗ No “single-trigger” cash or equity change in control benefits
- ✗ No repricing of underwater stock options without prior shareholder approval
- ✗ No excessive perquisites
- ✗ No tax gross ups on severance or change in control benefits
- ✗ No post-termination retirement or pension benefits that are not available to employees generally
- ✗ No guaranteed bonuses or base salary increases

## 2024 Pay-for-Performance Overview

As discussed throughout this Compensation Discussion and Analysis, our executive compensation program is designed to align executive pay with the achievement of our most critical financial and strategic objectives and the creation of long-term, sustainable shareholder value. The following 2024 compensation payouts were directly impacted by our achievement of pre-determined performance objectives.

### Annual Performance Bonus

Our 2024 annual bonus program provides for a cash bonus based on the achievement of pre-established corporate objectives, as determined by our Compensation Committee, and reflects the individual NEO's contributions toward such achievements. This program is described in more detail below under “2024 Performance Bonus Program.” Our performance during 2024 against the bonus plan corporate objectives resulted in achievement at 112% of target.

### Long-Term Incentive

Our 2024 annual long-term incentive program consisted of 50% RSUs and 50% PSUs that are eligible to vest based on performance goals measured over a multi-year performance period.

### Long-Term Incentive Payouts

The PSUs granted for the 2022-2024 performance period provided senior executives the opportunity to earn share awards based on a mix of commercial and development goals measured from January 1, 2022 through December 31, 2024, modified by a TSR ranking versus peers, measured during the same period. Based on the achievement of the commercial and development objectives, the preliminary payout was 71% of target. However, our TSR ranked in the 43rd percentile against peers, which reduced the payout by 5% based on the schedule that was established by our Compensation Committee at the time of grant. As a result, the final payout of the 2022-2024 PSU award cycle was 66% of target. Additional details about our PSU program and the 2022-2024 PSU award cycle are provided below under “Goals for and Achievement of 2024”

*Performance-Based Compensation—2024 – 2026 PSU Program” and “2024 Compensation Decisions for Our NEOs—Conclusion of Performance Period for 2022 PSUs.”*

## Compensation Philosophy and Objectives

Our executive compensation program is designed to support the following philosophy and objectives:

- **Attract, incentivize, reward and retain experienced, talented individuals with relevant experience in the life sciences industry through a competitive pay structure:** We reward individuals fairly over time and seek to retain those individuals who continue to meet our high expectations.
- **Deliver balanced total compensation packages to accomplish our business objectives and mission:** Our executive compensation program focuses on target total direct compensation, combining short-term and long-term components, cash and equity, and fixed and variable payments, in the proportions that we believe are the most appropriate to incentivize and reward our executive officers for achieving our corporate goals while minimizing incentives for excessive risk-taking or unethical conduct.
- **Align pay with our performance:** As illustrated below, a substantial portion of our NEOs’ compensation opportunity is variable or “at-risk” and dependent upon our performance. Our annual performance bonus awards are not earned unless pre-determined levels of performance are achieved against annual corporate objectives approved by our Board, upon recommendation of our Compensation Committee, at the beginning of the year. Likewise, our PSUs are not earned unless pre-determined levels of performance are achieved and our RSUs will not provide increased value unless there is an increase in the value of our shares, which benefits all shareholders. We also have executive share ownership guidelines to further support our ownership culture and align the interests of executive officers and shareholders.

## How We Determine Executive Compensation

### Role of our Compensation Committee

Our Compensation Committee is (and was at all times during 2024) composed entirely of independent directors, as defined by the Nasdaq listing standards applicable to the independence of Compensation Committee members. Our Compensation Committee meets as often as it determines necessary to carry out its duties and responsibilities through regularly scheduled meetings and, if necessary, special meetings. Our Compensation Committee also has the authority to take certain actions by written consent of all members. The agenda for each Compensation Committee meeting is usually developed by members of our human resources department and our CEO, with input from members of our legal department, and is reviewed and finalized with the chair of our Compensation Committee.

Our Compensation Committee reviews and oversees our compensation policies, plans and programs and reviews and generally determines the compensation to be paid to the executive officers, including the NEOs. Our CEO’s compensation is approved by our Compensation Committee or the independent members of our Board, upon recommendation from our Compensation Committee, after considering advice from its independent compensation consultant. References in this Compensation Discussion and Analysis to our Board approving our CEO’s compensation are to the independent members of our Board.

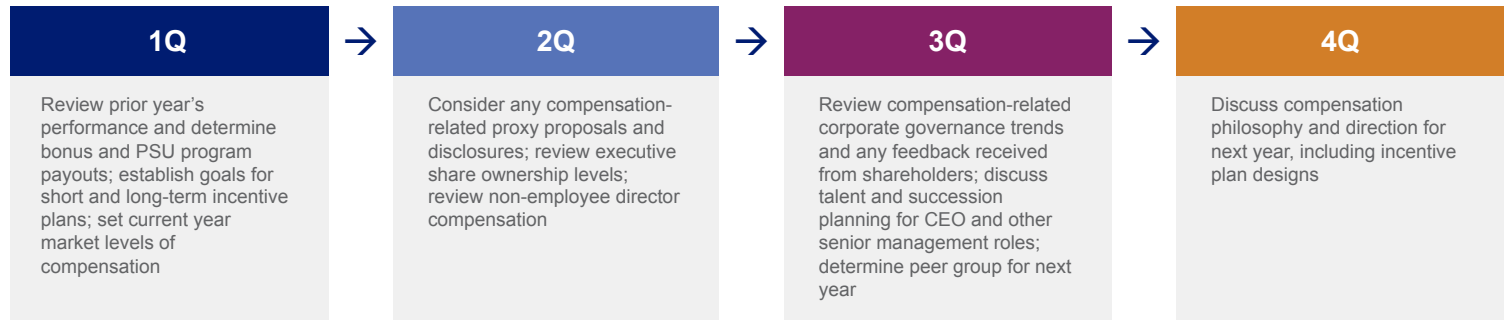
In making executive compensation determinations other than for our CEO, our Compensation Committee considers recommendations from our CEO.

### Role of our CEO and Management

In making his recommendations regarding executive compensation determinations, our CEO receives input from our human resources department and from the individuals who manage or report directly to the other executive officers, and he reviews various sources of market compensation data provided by the independent compensation consultant to our Compensation Committee, as described below. While our CEO discusses his recommendations for the other executive officers with our Compensation Committee, he does not participate in the deliberations and recommendations concerning determination of his pay or evaluation of his performance, whether with our Compensation Committee and/or with our Board. Members of our human resources department also attend Compensation Committee meetings.

## Annual Executive Compensation Program Cycle

Below are the highlights of the annual cycle our Compensation Committee follows in reviewing and making decisions with respect to our executive compensation program.



## Role of the Independent Compensation Consultant

Our Compensation Committee engages an independent compensation consultant each year to provide a competitive compensation assessment with respect to the executive officers to assist our Compensation Committee in making annual compensation decisions. Since 2010, Aon has been engaged by our Compensation Committee. Aon supports our Compensation Committee in addressing the design of the peer group, provides industry compensation data, provides our Compensation Committee with advice regarding executive officers' compensation, including base salaries, performance-based bonuses and long-term equity compensation, and similar advice regarding non-employee directors' compensation. Our Compensation Committee has also consulted with Aon to update the peer company and industry compensation data on an annual basis and address specific questions that arise as the committee fulfills their responsibilities as outlined in our Compensation Committee charter. Aon provides support in addressing changes in trends and best practices for executive compensation, incentive and equity compensation and/or other best practices that are requested by our Compensation Committee, in order to help inform our Compensation Committee's decisions. Aon reports directly to our Compensation Committee, which maintains the authority to direct Aon's work and engagement. As requested, and under the purview of our Compensation Committee, Aon may advise the human resources department on projects from time to time. Aon interacts with management to gain access to our Company information that is required to perform services and to understand the culture and policies of the organization. Aon attends Compensation Committee meetings, and our Compensation Committee and Aon meet in executive session with no members of management present, as needed, to address various compensation matters, including deliberations regarding our CEO's compensation.

In assessing Aon's independence from management in providing executive compensation services to our Compensation Committee, our Compensation Committee considered that Aon is only engaged by, takes direction from, and reports to, our Compensation Committee for such services and, accordingly, only our Compensation Committee has the right to terminate or replace Aon as its compensation consultant at any time. Our Compensation Committee also analyzed whether the work of Aon as a compensation consultant with respect to executive and director compensation raised any conflict of interest, taking into consideration the following factors:

- ✓ the provision of other services to us by Aon and its affiliates;
- ✓ the amount of fees we paid to Aon and its affiliates as a percentage of Aon's total revenue;
- ✓ any business or personal relationship of Aon or the individual compensation advisors employed by it with any executive officer of our Company;
- ✓ any business or personal relationship of the individual compensation advisors with any Compensation Committee member;
- ✓ Aon's policies and procedures that are designed to prevent conflicts of interest; and
- ✓ any ordinary shares of our Company owned by Aon or the individual compensation advisors employed by it.

Our Compensation Committee has determined, based on its analysis of the above factors, that the work of Aon and the individual compensation advisors employed by Aon as compensation consultants to our Company has not created any conflict of interest.

## Competitive Assessment of Compensation – Peer Companies and Market Data

Because we aim to attract and retain the most highly qualified executive officers in an extremely competitive market, our Compensation Committee believes that it is important when making its compensation decisions to be informed as to the current practices of comparable public companies with which we compete for top talent. To this end, our Compensation Committee reviews market data for each executive officer's position, compiled by Aon as described below, including information relating to the mix and levels of compensation for executive officers in the life sciences industry, with a focus on target total direct compensation in line with our Compensation Committee's holistic approach to executive compensation.

### 2024 Peer Group

Our Compensation Committee uses a peer group and other market data to provide context for its executive compensation decision-making. Each year, Aon reviews the external market data and evaluates the composition of our peer group to ensure it appropriately reflects our growth, the increase in our revenues and market capitalization and the consolidation in our industry. In August 2023, with the assistance of Aon, our Compensation Committee considered companies:

- in the life sciences industry (specifically biotechnology and specialty biopharma companies) with commercial products on the market;
- with revenues generally of approximately one-half (0.5x) to three times (3x) our then-projected revenue (resulting in a range of generally between \$1.9 billion to \$11.2 billion in revenues);
- with market value generally of approximately one-third (0.3x) to four times (4x) our market capitalization at the time (resulting in a range of generally between \$2.7 billion to \$32.2 billion in market capitalization); and
- primarily located in the U.S. with a secondary focus on companies that are headquartered in Europe.

Based on the above criteria, our Compensation Committee determined the executive compensation peer group previously approved by our Compensation Committee for 2023 remained appropriate and accordingly made no changes to such peer group.

The peer group used for our 2024 compensation decisions, which we refer to as our 2024 peer group, consisted of the 13 companies listed in the table below. At the time our Compensation Committee approved the peer group, we were at the 59th percentile for trailing 12 months revenue and the 21st percentile for market capitalization among the new peer group. Our Compensation Committee considered this a reasonable balance and a good representation of companies that were of similar scope and complexity.

Alkermes plc	Gilead Sciences, Inc.	Organon & Co.	Vertex Pharmaceuticals Incorporated
Biogen Inc.	Horizon Therapeutics plc <sup>(1)</sup>	Regeneron Pharmaceuticals, Inc.	
BioMarin Pharmaceutical Inc.	Incyte Corporation	Seagen Inc. <sup>(2)</sup>	
Exelixis, Inc.	Neurocrine Biosciences, Inc.	United Therapeutics Corporation	

(1) Acquired by Amgen Inc. in October 2023.

(2) Acquired by Pfizer Inc. in December 2023.

### 2024 Market Data

In early 2024, Aon completed an assessment of executive compensation based on our 2024 peer group to inform our Compensation Committee's determinations of executive compensation for 2024. Our Compensation Committee reviews target total direct compensation, consisting of target total cash compensation and equity compensation, against the market data provided by Aon primarily to ensure that our executive compensation program, as a whole, is positioned competitively to attract and retain the highest caliber of executive officers and to ensure that the total direct compensation opportunity for the executive officer group is aligned with our corporate objectives and strategic needs. Our Compensation Committee does not

target a specific percentile for setting the level of compensation for the NEOs and does not otherwise use a formulaic approach to setting pay against the market data. Our Compensation Committee believes that over-reliance on benchmarking can result in compensation that is unrelated to the value delivered by our executive officers because compensation benchmarking does not consider company-to-company variations among actual roles with similar titles or the specific performance of the executive officers.

## Factors Used in Determining Executive Compensation

Our Compensation Committee sets the compensation of our executive officers at levels that our Compensation Committee determines to be competitive and appropriate for each NEO, using our Compensation Committee's professional experience and judgment. Our Compensation Committee's pay decisions are not driven by a particular target level of compensation based on market data, and our Compensation Committee does not otherwise use a formulaic approach to setting executive pay. Instead, our Compensation Committee believes that executive pay decisions require consideration of multiple relevant factors, which may vary from year to year. The figure below reflects the factors our Compensation Committee considered in determining and approving the amount, form and mix of pay for our NEOs in 2024.

Factors in Determining Compensation	
✓ Company performance	✓ Each NEO's target total direct compensation and equity ownership
✓ Each NEO's expertise and contribution to achievement of corporate goals	✓ Range of market data reference points (generally the 25th, 50th, 60th, and 75th percentiles of the market data)
✓ CEO's recommendations (other than for himself), based on direct knowledge of NEO performance and his extensive industry experience	✓ Aon's recommendation on compensation policy, design and structure
✓ Internal pay equity	✓ Shareholder feedback
✓ The need to attract and retain talent	✓ Each NEO's past performance
✓ Aggregate compensation cost and impact on shareholder dilution	✓ Independent judgment of members of our Compensation Committee

## 2024 Advisory Vote on Executive Compensation

Each year, we conduct a say-on-pay advisory vote on executive compensation. This provides shareholders with the opportunity to cast a non-binding vote on a proposal regarding the compensation of our NEOs.

At our 2024 AGM, approximately 91% of the votes cast were in favor of the compensation of our NEOs for the year ended December 31, 2023.

Our Board values the views of our shareholders. As such, we solicit input from our shareholders throughout the year. For more information on our shareholder engagement activities in 2024 and early 2025, please see the section of our proxy statement entitled "*Corporate Governance—Shareholder Engagement*."

Our Compensation Committee reviews the say-on-pay advisory vote results and feedback from our shareholder engagement activities when making executive compensation decisions. After considering the strong support received on the say-on-pay proposal in 2024 and in recent years (an average of approximately 92% over the past three years) and the feedback from our shareholder engagement sessions, our Compensation Committee concluded that our shareholders continue to support our executive compensation program and that it continues to provide a competitive pay-for-performance package that effectively incentivizes the NEOs and encourages long-term retention. Accordingly, our Compensation Committee and additionally, with respect to our CEO's compensation, our Board, determined not to make any significant changes to our executive compensation policies or decisions as a result of the prior year's say-on-pay advisory vote and shareholder feedback. Our Compensation Committee and additionally, with respect to our CEO's compensation, our Board will continue to consider the outcome of our say-on-pay proposals and our shareholders' views when making future compensation decisions for the NEOs.

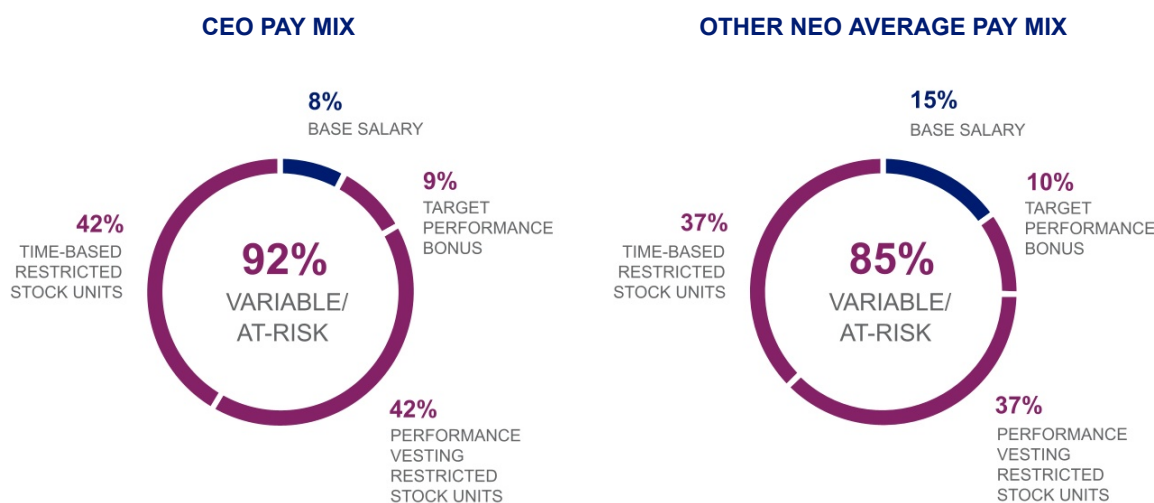
## Key Components and Design of the Executive Compensation Program

### Total Direct Compensation

Our compensation program focuses on target total direct compensation, which consists of base salary, target performance bonus opportunity (which, together with base salary, we refer to as target total cash compensation), and target long-term incentive opportunity.



As illustrated in the charts below, a substantial majority of target total direct compensation (that is base salary, target annual bonus and target annual equity grant) for our CEO and other NEOs is structured in the form of variable or “at-risk” compensation that is dependent upon the performance of our share price and/or the achievement of financial and strategic objectives. This aligns our executives’ interests with those of our shareholders for near- and long-term performance.



Amounts may not total due to rounding.

The pie charts reflect the components of target total direct compensation for 2024 for our CEO and other NEOs. We design these components, in combination, to support our near term and long-term strategic goals for the business and to align pay with our performance and our shareholders’ interests. These components include the following: (i) annual base salary rate for 2024; (ii) annual target performance bonus opportunity for 2024; and (iii) the target value of equity awards granted in 2024. The pie charts exclude the non-recurring cash signing bonus Mr. Johnson received in connection with his appointment in 2024 to recruit him from his prior employer; such bonus is not considered part of the target total direct compensation program. Target value of equity awards granted for purposes of the chart above means the target dollar value approved by our Compensation Committee or our Board (as applicable) for each NEO’s equity awards granted in 2024. This value differs from the value shown in the Summary Compensation Table, as discussed further below under “2024 Compensation Decisions for Our NEOs—Summary of 2024 Compensation Decisions—Long-Term Incentive Program.”

Because we believe it is important to our success to pursue both short- and long-term objectives that drive sustainable shareholder value creation, to avoid excessive risk-taking, and to preserve our cash resources, the majority of the NEOs' total direct compensation is comprised of variable or "at-risk" compensation, consisting of performance-based bonus opportunities and long-term incentives, in the form of PSUs and RSUs, which align the executive officers' incentives with the interests of our shareholders. This allocation between variable or "at-risk" and fixed compensation is consistent with our pay-for-performance philosophy.

Our Compensation Committee takes a holistic approach to compensation and seeks to ensure that the aggregate level of pay across all the pay elements is meeting our Company's desired objectives for each executive officer. Our Compensation Committee does not have any formal policies for allocating compensation among base salary, target performance bonus opportunity and long-term incentive awards.

Instead, our Compensation Committee uses its experience and business judgment to establish a total compensation program for each NEO that is a mix of current, short-term and long-term incentive compensation, and cash and non-cash compensation, which it believes is appropriate to achieve the goals of our executive compensation program and our corporate goals.

## Components of Total Direct Compensation

The table below describes key features of each primary component of our executive compensation program and explains why we provide a particular compensation component.

Component	Key Features	Purpose
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Fixed level of cash compensation</li> <li>No amount is contractually guaranteed</li> <li>Amounts reviewed and determined annually, and are generally effective on or around March 1 each year</li> </ul>	<ul style="list-style-type: none"> <li>Provides fixed level of compensation that is competitive within our industry and reflective of the skills and experience required to be successful in fulfilling the role</li> </ul>
<b>Performance Bonus Award</b>	<ul style="list-style-type: none"> <li>Cash compensation under the performance bonus plan, which is variable and "at-risk" because it is dependent upon achievement of pre-established financial and strategic objectives</li> <li>Target bonus opportunities reviewed and determined annually</li> <li>Actual bonuses paid shortly after the end of each year are based on the extent corporate goals are attained as determined by our Compensation Committee, and for executive officers other than our CEO, may reflect their individual contributions toward such achievements</li> <li>Our CEO bonus is capped at 200% of his target bonus award (based solely on achievement of corporate objectives). Our other NEOs' bonuses are capped at 300% of the executive officer's target award.</li> </ul>	<ul style="list-style-type: none"> <li>Provides financial incentives to achieve key corporate objectives that are aligned with our business strategy</li> </ul>
<b>Long-Term Incentive Compensation</b>	<ul style="list-style-type: none"> <li>PSUs vest, if at all, at the end of a multi-year performance period and represent 50% of the NEO target annual equity grant; for PSUs granted in 2024, the performance period was 3 years</li> <li>RSUs generally vest over a 4-year period subject to executive officer's continued service</li> <li>Awards reviewed and generally granted annually, in the first quarter, or at the time of hire or promotion</li> </ul>	<ul style="list-style-type: none"> <li>Fosters ownership culture</li> <li>Links compensation to long-term success</li> <li>PSUs align compensation earned to the achievement of multi-year strategic objectives and share price performance versus peer companies</li> <li>RSUs assist with managing dilution for our shareholders, while reinforcing the importance of shareholder value creation over time</li> <li>Executive share ownership guidelines to further support our ownership culture and align the interests of executive officers and shareholders</li> </ul>

## Other Benefits

We also offer our executive officers severance benefits upon certain types of involuntary terminations in connection with a change in control as described below. Executive officers based in the United States are eligible to participate in all our benefit plans, such as the 401(k) Plan (see the section below titled “*Description of Compensation Arrangements—401(k) Plan*”), our medical, dental, vision, short-term disability, long-term disability, group life insurance plans and other tax qualified reimbursement plans, in each case on the same basis as other employees. Executive officers are eligible to participate in our ESPP on the same basis as other employees. We do not currently offer defined benefit pension or other retirement benefits in the United States; for executive officers based outside the U.S. we offer pension or other retirement benefits that are consistent with local regulations and on the same basis as other employees in such jurisdictions.

## Severance Benefits

Executive officers are also eligible to participate in the Change in Control Plan which is described below under the headings “*Additional Compensation Information—Change in Control Plan and Severance Plan*” and “*Potential Payments upon Termination or Change in Control—Change in Control Plan*.” The Change in Control Plan provides certain severance benefits to participants, in connection with specified involuntary termination events, including termination without cause and constructive termination, following a change in control.

Given the frequency of consolidation in the biopharmaceutical industry, our Compensation Committee believes these severance benefits are important from a retention perspective to provide some level of protection to our executives who might be terminated following a change in control and that the amounts are reasonable and maintain the competitiveness of our executive compensation and retention program. Our Compensation Committee believes this structure serves to mitigate the distraction and loss of key executive officers that may occur in connection with rumored or actual fundamental corporate changes. Such payments protect the interests of our shareholders by enhancing executive focus during rumored or actual change in control activity, retaining executives despite the uncertainty that generally exists while a transaction is under consideration and encouraging the executives responsible for negotiating potential transactions to do so with independence and objectivity. In addition, in April 2025, we adopted a Severance Plan which provides executive officers who serve on our EC, other than our CEO, certain severance benefits upon a termination without cause that is not in connection with a change in control, which is described below under the headings “*Additional Compensation Information—Change in Control Plan and Severance Plan*” and “*Potential Payments upon Termination or Change in Control—Severance Plan*.” We do not provide any tax gross up payments on severance benefits.

## Goals for and Achievement of 2024 Performance-Based Compensation

For 2024, our annual performance bonus opportunity and the PSU awards were aligned with the annual and long-term performance objectives and methodology established by our Board, upon recommendation of our Compensation Committee. The following section describes the performance objectives, discrete goals, payout ranges, and, with respect to the annual performance bonus program, our actual performance achievement.

### 2024 Performance Bonus Program

The corporate objectives and relative weightings established by our Board, upon recommendation of our Compensation Committee for the 2024 performance bonus program communicated to the NEOs in early 2024 consisted of three corporate objectives with multiple discrete goals, as described in the table below. Overall achievement could range from 0% to 200%, in aggregate, for the corporate objectives, with the individual total awards under the 2024 performance bonus program capped at 300% of the NEO’s target award. For the CEO, the actual bonus is determined based solely on the achievement of the pre-established corporate objectives with the award capped at 200% of target.

Our Compensation Committee did not set specific individual performance objectives for executive officers based on the philosophy that each executive officer is responsible for contributing to the corporate objectives, individually and as part of the leadership team, to collectively achieve the corporate goals. In approving individual bonus awards, our Compensation Committee subjectively considered the individual contribution towards our Company’s achievement of the corporate objectives by each executive officer (other than our CEO). In approving individual bonus awards for NEOs, our Compensation Committee considered each executive’s contributions to key business objectives, leadership effectiveness, and performance relative to their functional responsibilities. Our Compensation Committee applied a consistent evaluative framework to assess performance across areas such as operational execution, strategic initiatives, talent development, and cross-functional collaboration.

Individual bonus awards are determined in accordance with the following methodology:



## Corporate Objectives

Each of the three objectives is described in the table and accompanying footnotes below, including the goals within each objective, each goal weighting, actual results and performance multipliers, as well as the total corporate achievement percentage resulting from the level of achievement of the objectives. Our Compensation Committee approved, at the start of the performance year, an algorithm with respect to each of the three objectives (as well as the difficult-to-achieve strategic add-on goals) for calculating the corporate achievement percentage attributable to the extent of achievement for each such objective. As further described in the footnotes to the table below, our Compensation Committee established multiple discrete goals within each of the three main objectives, with objectively measurable targets, and set specific threshold and maximum levels of achievement for the commercial objective as well as the non-GAAP adjusted operating margin element of the transformation objective.

Corporate Objectives	Weighting (%)	Actual Results	Multiplier (%)	Corporate Achievement (%) <sup>(9)</sup>
<b>1. COMMERCIAL</b>				
• Achieve Xywav net product sales in 2024 of \$1,460 million <sup>(1)</sup>	10%	Above target: net product sales of \$1,473 million	118%	12%
• Achieve combined Epidiolex/Epidyolex and oncology net product sales in 2024 of \$2,107 million <sup>(1)</sup>	25%	Between threshold and target: net product sales of \$2,093 million (as adjusted) <sup>(3)</sup>	98%	24%
• Achieve Xywav (IH) patients on therapy exiting 2024 <sup>(2)</sup>	5%	Between threshold and target <sup>(2)</sup>	15%	1%
<b>2. PIPELINE</b>				
• Top priority programs <sup>(4)</sup>	40%	Above target: achieved 7 of 8 targets <sup>(4)</sup>	150% <sup>(4)</sup>	60%
• Strategic add-ons <sup>(4)</sup>	10%	Not awarded <sup>(4)</sup>	0%	0%
<b>3. TRANSFORMATION</b>				
• Progression of Corporate Development activities <sup>(5)</sup>	10%	Achieved target <sup>(5)</sup>	60%	6%
• Strategic add-ons <sup>(6)</sup>	14%	Not awarded <sup>(6)</sup>	0%	0%
• Achieve budgeted non-GAAP adjusted operating margin <sup>(7)</sup>	5%	Below target: non-GAAP adjusted operating margin of 42.8% <sup>(7)</sup>	79% <sup>(7)</sup>	4%
• People and Patients objectives <sup>(8)</sup>	5%	Achieved 4 of 5 targets <sup>(8)</sup>	100%	5%
<b>TOTAL</b>				<b>112%</b>

Note: Amounts may not total due to rounding.

- (1) If the specified threshold annual performance level was met (70% of target), then a pre-established scaled performance multiplier (ranging from 0% to 200% of target) would be used to calculate the applicable corporate achievement percentage attributable to such objective. The performance multiplier would be zero if performance was below the applicable threshold level, and if performance exceeded the applicable threshold level, the performance multiplier scaled using the pre-established performance curve up to the applicable maximum level. The performance multiplier was capped above the specified maximum performance level (105% of target for Xywav and 109% of target for combined Epidiolex/Epidyolex and oncology). Xywav net product sales were not impacted by changes in foreign currency and had a final multiplier of 118.1% with a payout of 11.8%.
- (2) If the specified threshold annual performance level was met, then a pre-established scaled performance multiplier (ranging from 0% to 200% of target) would be used to calculate the applicable corporate achievement percentage attributable to such objective. The performance multiplier would be zero if performance was below the applicable threshold level, and if performance exceeded the

applicable threshold level, the performance multiplier scaled using the pre-established performance curve up to the applicable maximum level. The performance multiplier was capped for performance above the specified maximum performance level. The target number of Xywav (IH) patients on therapy exiting 2024 is not being disclosed as it represents confidential commercial and financial information, the disclosure of which would result in competitive harm to our Company. Xywav (IH) patients on therapy exiting 2024 gave a final multiplier of 14.6% with a payout of 0.7%.

- (3) To calculate the performance achievement level and the performance multiplier, our GAAP reported combined Epidiolex/Epidyolex and oncology net product sales of \$2,084 million were increased to \$2,093 million to adjust for changes in foreign currency exchange rates since the objective was based on budgeted foreign currency exchange rates. This resulted in a final multiplier of 97.8% with a payout of 24.4%. The capped payout for commercial goals in totality was 80%.
- (4) Top priority program goals consisted of the following eight top-priority 2024 goals: (i) Acceptance by FDA of the zanidatamab (JZP598) biliary tract cancer BLA submission; (ii) Submission of the zanidatamab (JZP598) biliary tract cancer Marketing Authorization Application to the European Medicines Agency; (iii) Achieving zanidatamab (JZP598) gastroesophageal adenocarcinoma Phase 3 randomization target of 90%; (iv) Activating 50 clinical enrollment sites for the zanidatamab (JZP598) Late-Stage Breast Cancer study; (v) Obtaining top line results readout for the suvecaltamide (JZP385) (essential tremor) Phase 2B study; (vi) Development plan approval for Epidiolex/Epidyolex (JZP926) oral solid dose form from the program governance committee; (vii) Achieving primary endpoint in top line results for the Epidiolex/Epidyolex (JZP926) Japan study; and (viii) Achieving primary endpoint in top line results for the Zepzelca (lurbinectedin, JZP712) first line small cell lung cancer study.

In setting the objectives, our Compensation Committee incorporated key inflection points in 2024 and interim goals where programs were across multiple years, to incentivize in year performance and required that five of the eight goals be met at target level or above in order to receive 100% achievement of the goals. Our Compensation Committee determined that we had met goals (i), (ii), (iii), (iv), (v), (vi) and (viii) and we had not achieved goal (vii), as the Epidiolex/Epidyolex (JZP926) trial did not meet its primary endpoint.

Strategic add-ons consisted of the following to be achieved by year-end and awarded for cumulative performance at our Compensation Committee's discretion: (i) Obtaining healthy volunteer safety and pharmacokinetics data from JZP258-103 (Xywav) study; (ii) Completing enrollment of first patient in JZP598 (zanidatamab) human epidermal growth factor receptor 2 positive, hormone receptor positive fourth line Breast Cancer study; (iii) Completing enrollment of first patient in JZP598 (zanidatamab) Basket Study; (iv) Completing enrollment of third dosing cohort in JZP898 (interferon alpha agonist) Phase 1 study; (v) Decision to proceed with Part B expansion of JZP815 (Pan-RAF for solid tumors and hematological malignancies) Phase 1 study; (vi) Candidate selection for certain neuroscience Early Development programs; (vii) Complete enrollment of JZP258 (Xywav for polysomnography); (viii) Achieving JZP258 (Xywav for blood pressure) enrollment target of 50%; (ix) Achieving JZP926 (Epidiolex/Epidyolex EPICOM behavioral outcomes) enrollment target of 75%; and (x) Advancing pipeline to create meaningful value, as evaluated in our Compensation Committee's discretion.

Our Compensation Committee determined that goals (ii), (iii), (vi) and (ix) were below the threshold achievement levels and that goals (i), (iv), (v), (vii), (viii) and (x) were achieved or exceeded. In consideration of both top priority program goals and strategic add-ons, our Compensation Committee determined that the achievement of these goals was 150% in aggregate and therefore a 60% corporate achievement percentage was attributable to both. The capped payout for pipeline goals was 80%.

- (5) Consisted of the following goals to be achieved by year-end: (i) identify and evaluate top priority corporate development targets, and (ii) pipeline enhancement. Our Compensation Committee determined that goal (i) was met and goal (ii) was partially achieved. Our Compensation Committee had the discretion to adjust the payout level or calculation if determined appropriate. In aggregate, our Compensation Committee assessed the performance on the goals at 60% and therefore a 6% corporate achievement percentage was attributable to such goals. The capped payout for the corporate development goals described in (i) and (ii) in the foregoing sentence plus the strategic add-on goal described in (6) below was 23.8%.
- (6) Consisted of the following strategic add-on goal to be achieved by year-end: If a transaction with a significant growth opportunity is achieved, the total award for the corporate development goals described in (5) above plus this strategic add-on goal could have been up to 23.8% (regardless of achievement on the two primary goals referenced in footnote (5) above), based on our Compensation Committee's discretion. Our Compensation Committee determined that this goal was not met and therefore provided no corporate achievement percentage attributable to such goal.
- (7) The target for non-GAAP adjusted operating margin was established at 43.3%. The multiplier applied to the non-GAAP adjusted operating margin ranged from 0% to 200% for adjusted operating margin between 40.8% and 45.8%. The actual year end non-GAAP adjusted operating margin achieved, as calculated for purposes of the performance bonus program (described below), was 42.8%, reflecting 99% achievement of target and a 79% payout multiplier for a corporate achievement percentage attributable to such goal of 3.9%. Our Compensation Committee had the discretion to adjust the payout level or calculation if it determined appropriate. Our Compensation Committee assessed the performance of the goal and deemed a payout of 3.9% was appropriate. Non-GAAP adjusted operating margin is a non-GAAP financial measure that is calculated as (a) total revenues for 2024 less non-GAAP adjusted cost of product sales, SG&A Expenses and R&D expenses for 2024 divided by (b) total revenues for 2024. Non-GAAP adjusted cost of product sales, SG&A Expenses and R&D expenses exclude from GAAP cost of product sales, SG&A Expenses and R&D expenses, as applicable, share-based compensation expense, and acquisition accounting inventory fair value step-up expense. In addition, solely for purposes of calculating the level of achievement, non-GAAP adjusted operating margin also excluded approximately \$3 million of operating expenses associated with a corporate development program licensed in fiscal year 2024.
- (8) Consisted of five goals relating to the application of patient insights, corporate culture and human capital management, including achievement of an attrition rate below the life science industry average.
- Four of five goals were required to be met at target level or above in order to receive 100% corporate achievement percentage attributable to the people and patients objective. Our Compensation Committee assessed performance and determined that four of the five goals, including the attrition goal, were achieved, resulting in performance of 100% and therefore a 5% corporate achievement percentage attributable to such goals.
- (9) The percentages in this column represent, for each objective, the weight of the objective multiplied by the performance multiplier that corresponds to the actual achievement of such objective.

Following the end of the 2024 FY, our Compensation Committee reviewed our Company's performance against the corporate objectives and considered achievement of strategic add-on goals. Our Compensation Committee approved an overall corporate achievement percentage of 112% of the target corporate performance for the 2024 plan year. The actual bonus payments approved for each of the NEOs for 2024 are described below under "2024 Compensation Decisions for Our NEOs."

## 2024 – 2026 PSU Program

Our Compensation Committee designed the 2024 – 2026 PSU Program to align closely to our strategy for long-term, sustainable top- and bottom-line growth and shareholder value creation. The 2024 PSUs are intended to incentivize and reward for demonstrating strong progress towards these objectives.

The 2024 PSUs are eligible to vest based on achievement of three objective performance metrics, over a three-year performance period, including our relative TSR for the three year performance period. Below is a summary of the performance metrics and associated weightings and targets applicable to the 2024 PSUs.

Performance Goals	Target	Weighting
Epidiolex and Oncology Product Revenues <sup>(1)</sup>		33.33 %
Pipeline Value <sup>(2)</sup>	4 points	33.33 %
Relative TSR <sup>(3)</sup>	50th percentile	33.34 %
<b>TOTAL</b>		<b>100 %</b>

- (1) The target Epidiolex and oncology product revenues set by our Compensation Committee is not being disclosed as it represents confidential commercial and financial information, the disclosure of which would result in competitive harm to our Company. Our Compensation Committee believed that it set performance goals at rigorous and challenging levels that would require significant effort and achievement by our executives to be attained. Such goals were established in light of our internal forecast at the time as well as macroeconomic and industry environments.
- (2) Points awarded for achievement of the following during the performance period: one point for each (a) human clinical study that forms the basis for either progressing a development product to Phase 3 clinical development or regulatory approval of a marketing application or (b) regulatory approval of a marketing application; provided that, with respect to any development product a maximum of one point may be earned for each indication.
- (3) The peer group used is the Nasdaq Biotechnology Index as explained further below. The target payout percentage is 100% in the event the TSR percentile rank is at the 50<sup>th</sup> percentile at the performance end date.

The three goals described above can independently, and in the aggregate, be achieved at 50% of target at threshold performance levels up to 200% of target for stretch performance, with linear interpolation used between the performance levels. However, if at the end of the performance period, either (i) our absolute TSR is negative or (ii) our relative TSR is at or below the 25th percentile rank, the 2024 PSU vesting is capped at 100% of target, irrespective of whether we overachieve the performance goals described above.

Our Compensation Committee selected the Nasdaq Biotechnology Index as the peer group for the purposes of calculating the fair value for the relative TSR goal for the following reasons:

- the number of companies is large enough to withstand any potential industry consolidation;
- it is the most common comparator group used for PSU awards of companies in our executive compensation peer group above under "How We Determine Executive Compensation—Competitive Assessment of Compensation—Peer Companies and Market Data," and
- the revenue, market capitalization and volatility of these companies is more aligned with our Company's profile.

Companies must remain in the Nasdaq Biotechnology Index during the entire performance period to be included in the calculation of relative TSR.

The 2024 PSUs are subject to potential vesting acceleration upon the NEO's termination in connection with a change in control, as well as upon death, disability or retirement, as described below under the heading, "Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs."

## 2024 Compensation Decisions for Our NEOs

### General Approach

For making 2024 compensation decisions, our Compensation Committee considered the factors discussed in *“How We Determine Executive Compensation—Factors Used in Determining Executive Compensation”* above and our Compensation Committee’s specific compensation objectives for 2024. Our Compensation Committee did not use a formula or assign a particular weight to any one factor in determining each NEO’s target total direct compensation. Rather, our Compensation Committee’s determination of the target total direct compensation, mix of cash and equity and fixed and variable or “at-risk” pay opportunities was a subjective, individualized decision for each NEO. Our Compensation Committee reviewed and considered each element of pay in the context of the overall target total direct compensation for each NEO. When our Compensation Committee made changes to one element of pay, those changes were made in the context of the levels of the other elements of pay, and the resulting target total direct compensation for each NEO. As a result, the 2024 pay decisions for each NEO are presented holistically in this section.

### Summary of 2024 Compensation Decisions

#### Target Total Cash Compensation

Our Compensation Committee (and our Board, with respect to Mr. Cozadd) increased total target cash compensation by 4.0% for Mr. Cozadd and in varying amounts for our other NEOs. Base salary rate increases were a result of each NEO’s individual performance, responsibilities, market data reference points and total pay opportunities, which were effective in March 2024. Our Compensation Committee increased the target performance bonus percentages from 2023 for two of the NEOs as described below in *“Individual NEO Compensation Decisions.”*

#### Target Equity Compensation and Impact on Target Total Direct Compensation

To determine the size of 2024 equity awards, our Compensation Committee (and our Board, with respect to Mr. Cozadd) made its decisions, after careful consideration, seeking to deliver equity awards to each executive officer based on overall equity and total compensation competitiveness to reinforce our Company’s retention and incentive objectives, to facilitate stock ownership and manage overall dilution to our shareholders. With the 2024 target equity compensation grant, our Compensation Committee and our Board approved total target direct compensation reflecting a 0.7% increase for Mr. Cozadd. Certain other NEOs received a larger increase to ensure that the NEO’s target equity opportunity was positioned competitively with the market.

#### Long-Term Incentive Program

Our long-term incentive program is designed to align the interests of management with our shareholders and focus management’s attention on long-term, sustained growth. For our NEOs and other executive officers, long-term incentives are delivered in an equal mix of PSUs that vest based on achievement of pre-established multi-year performance goals and RSUs. Our Compensation Committee believes this mix strikes the right balance between the variable nature of PSUs and the retentive nature of RSUs. The vesting terms and structure of our PSUs granted in 2024 are discussed in *“Goals for and Achievement of 2024 Performance-Based Compensation—2024–2026 PSU Program”* above.

The share amounts underlying the PSUs and RSUs granted to each executive officer in 2024 were determined by dividing the target fair value of the award that our Compensation Committee and, in the case of Mr. Cozadd, our Board, approved, by our Company’s 30-day average share price immediately preceding the grant date. We used a 30-day average share price, rather than a single day share price, to provide a more stabilized share value less susceptible to possible swings in the market. The grant date fair value of the RSUs and PSUs, as reported in the Summary Compensation Table and Grants of Plan-Based Awards Table in accordance with SEC rules and FASB ASC 718, is based on the closing price of our ordinary shares on the grant date (with respect to RSUs) and also based on a Monte Carlo simulation model (with respect to PSUs). The values for the RSUs and PSUs shown in the Summary Compensation Table and Grants of Plan-Based Awards Table differ from the intended target values and do not fully reflect the considerations of, and decisions made by, our Compensation Committee and our Board in its respective determination of the equity grants in this respect.

## Conclusion of Performance Period for 2022 PSUs

In 2022, members of the management team, including NEOs who were part of the management team at the time, were granted PSUs. The performance period for these PSUs concluded on December 31, 2024. The awards were subject to vesting based upon achievement of commercial and development goals, modified by a TSR ranking versus peers, measured during the same period.

As shown in the table and accompanying footnotes below, the commercial and development objectives were achieved at 71% of target. However, our TSR ranked in the 43rd percentile against peers, which reduced the payout by 5% based on the schedule that was established by our Compensation Committee at the time of grant. As a result, the final payout of the 2022-2024 PSU award cycle was 66% of target.

Metric	Weighting (%)	Goals			Actual Performance Result <sup>(1)</sup>	Vesting Percentage (%)
		Threshold (50% payout)	Target (100% payout)	Stretch (160% payout)		
Three Year Revenue CAGR	40%	8%	11%	≥13%	9.5%	76%
Enhanced Pipeline Value <sup>(2)</sup>	30%	20 points	25 points	≥30 points	28 points	136%
Non-GAAP Adjusted Operating Margin <sup>(3)</sup>	30%	—	47%	—	43%	0%
<b>Total Preliminary Results (Weighted)</b>						<b>71%</b>
<b>ACTUAL PERFORMANCE RESULT</b>						
Relative TSR Modifier	Peer Group Percentile Rank	≤ 25th	50th	≥ 75th	43rd	
	Payout Modifier <sup>(4)</sup>	75%	100%	125%	93%	
<b>Final Results (93% x 71%)</b>						<b>66%</b>

- The performance result is calculated by linear interpolation between payout goals.
- One point awarded for each successful Investigational New Drug Application; four points awarded for each successful proof of concept study; and six points awarded for each successful pivotal study and/or regulatory approval of a marketing application occurring during the performance period. During the performance period, we achieved the following: six INDs (JZP815 (Pan-RAF inhibitor), long-acting Erwinia asparaginase (JZP341), JZP541 (cannabinoid), JZP505 (cannabinoid), JZP898 (conditionally activated IFN $\alpha$ 2b cytokine pro-drug), and JZP441(orexin-2 receptor agonist)); one proof of concept Epidiolex/Epidyolex (JZP926); one successful pivotal study Zepzelca (JZP712) and two product approvals (Rylaze (JZP458) and zanidatamab (JZP598)).
- Non-GAAP adjusted operating margin is a non-GAAP financial measure that is calculated as (a) total revenues for 2024 less non-GAAP adjusted cost of product sales, SG&A Expenses and R&D expenses for 2024 divided by (b) total revenues for 2024. Non-GAAP adjusted cost of product sales, SG&A Expenses and R&D expenses exclude from GAAP cost of product sales, SG&A Expenses and R&D expenses, as applicable, share-based compensation expense, transaction and integration related expenses, acquisition accounting inventory fair value step-up expense, and other expenses deducted in arriving at non-GAAP adjusted net income. The threshold and stretch Non-GAAP Adjusted Operating Margin values set by our Compensation Committee in 2022 are not being disclosed as they represent confidential commercial and financial information, the disclosure of which would result in competitive harm to our Company. Our Compensation Committee believed that it set performance goals at rigorous and challenging levels that would require significant effort and achievement by our executives to be attained. Such goals were established in light of our internal forecast at the time as well as macroeconomic and industry environments.
- For every percentile rank between 50th and 25th the payout modifier is decreased by 1% to a minimum of 75%; for every percentile rank between 50th and 75th the payout modifier is increased by 1% up to a maximum of 125%.

The table below sets forth the target number of PSUs granted and the total number of 2022 PSUs that were earned based on performance and subsequently vested for each of the NEOs.

Name	Target Number of PSUs Granted (#)	Actual Number of PSUs Vested <sup>(1)</sup> (#)
<b>Bruce C. Cozadd</b>	44,788	29,559
<b>Renée Galá</b>	11,730	7,741
<b>Philip L. Johnson</b>	—	—
<b>Patricia Carr</b>	2,488	1,641
<b>Robert Iannone</b>	11,374	7,506
<b>Samantha Pearce</b>	3,839	2,533

(1) The PSUs vested on January 17, 2025.

## Individual NEO Compensation Decisions

Below are summaries, for each NEO individually, of our Compensation Committee's (and, as applicable, our Board's) decisions about 2024 target total direct compensation and the changes from each NEO's 2023 target total direct compensation (where applicable). As described above, when making the 2024 compensation decisions, our Compensation Committee (or our Board, as applicable) focused primarily on the target total direct compensation for each NEO while considering the factors set forth in the section titled "How We Determine Executive Compensation—Factors Used in Determining Executive Compensation" and our Compensation Committee's specific compensation objectives for 2024. The footnotes to the tables also include the actual performance bonus paid to each of the NEOs for 2024 and how that actual bonus compared to each NEO's target bonus. Additionally, for each NEO, the target equity compensation presented in the charts below reflect the target dollar value approved by our Compensation Committee (and, with respect to Mr. Cozadd, our Board), which is different from the grant date fair value as reported in the Summary Compensation Table and Grants of Plan-Based Awards Table, as further described under "Summary of 2024 Compensation Decisions—Long-Term Incentive Program" above.

### Bruce C. Cozadd, Chairperson and CEO

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation</b>	<b>2,446,080</b>	<b>2,543,940</b>	<b>4.0 %</b>
Base Salary <sup>(1)</sup>	1,164,800	1,211,400	
Target Performance Bonus <sup>(2)</sup>	1,281,280	1,332,540	
<b>Target Equity Compensation<sup>(3)</sup></b>	<b>12,600,000</b>	<b>12,600,000</b>	<b>0.0 %</b>
<b>Target Total Direct Compensation<sup>(4)</sup></b>	<b>15,046,080</b>	<b>15,143,940</b>	<b>0.7 %</b>

(1) Represents annual base salary rate for the applicable year. Mr. Cozadd's 2024 base salary became effective in March 2024.

(2) There was no change to the target bonus as a percentage of base salary for 2024. The 2024 amount reflects a target performance bonus of 110% of base salary rate as of December 31, 2024. The actual 2024 performance bonus paid was \$1,492,445, reflecting 112% of the target performance bonus, based entirely on the 112% overall achievement of the 2024 corporate performance objectives. Our Compensation Committee (with approval from our Board) determined that the overall 2024 corporate achievement percentage of 112% was applicable to Mr. Cozadd, because, as CEO, Mr. Cozadd is responsible for our Company meeting its objectives.

(3) The target equity compensation presented in the chart above reflects the target dollar value recommended by our Compensation Committee and approved by our Board; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2023 and 2024, as applicable as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."

(4) Our Compensation Committee and our Board designed Mr. Cozadd's target total direct compensation to be competitive as compared to the market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. Our Compensation Committee believed it was appropriate to provide an increase to his base salary in 2024 in recognition of his individual performance, the performance of our Company under his leadership and to remain in line with general market increases. Based on our Compensation Committee's and our Board's professional experience and judgment, our Compensation Committee and our Board determined Mr. Cozadd's target total direct compensation to be competitive and appropriate.

Renée Galá, President and COO<sup>(1)</sup>

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation</b>	<b>1,400,000</b>	<b>1,452,500</b>	<b>3.8 %</b>
Base Salary <sup>(2)</sup>	800,000	830,000	
Target Performance Bonus <sup>(3)</sup>	600,000	622,500	
<b>Target Equity Compensation<sup>(4)</sup></b>	<b>4,000,000</b>	<b>5,000,000</b>	<b>25.0 %</b>
<b>Target Total Direct Compensation<sup>(5)</sup></b>	<b>5,400,000</b>	<b>6,452,500</b>	<b>19.5 %</b>

- (1) Our Board appointed Renée Galá as our Company's President and COO, effective as of October 1, 2023. Ms. Galá was previously our Company's Executive Vice President and Chief Financial Officer. The amounts listed in the 2023 Pay column reflect Ms. Galá's pay effective as of her appointment to President and COO.
- (2) Represents annual base salary rate for the applicable year. Ms. Galá's initial 2023 base salary of \$735,000 became effective March 2023. In connection with her appointment as President and COO, our Board increased Ms. Galá's annual base salary to \$800,000, effective October 1, 2023. Ms. Galá's 2024 base salary became effective March 2024.
- (3) In connection with her appointment as President and COO, our Compensation Committee increased Ms. Galá's target bonus opportunity for 2023 from 60% of her base salary to 75% of her base salary, effective as of October 1, 2023. The 2024 target bonus amount reflects a target performance bonus of 75% of base salary rate as of December 31, 2024, unchanged from 2023. The actual 2024 performance bonus paid was \$697,000, reflecting 112% of target performance bonus, based on the 112% overall achievement of the 2024 corporate performance objectives.
- (4) Ms. Galá received an annual equity grant in March 2023 with a target value of \$3,800,000. In connection with her appointment as President and Chief Operating Officer, she also received an additional one-time promotion grant in November 2023, incremental to her 2023 annual equity grant, with an approximate grant date value of \$200,000. The target equity compensation presented in the chart above reflects the target dollar value approved by our Compensation Committee; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2023 and 2024, as applicable as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."
- (5) Our Compensation Committee designed Ms. Galá's target total direct compensation to be competitive as compared to the market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. Our Compensation Committee determined it was appropriate to increase Ms. Galá's base salary and target equity compensation in an amount necessary to reflect her scope of responsibility and oversight of significant functions within the organization, as well as to maintain competitive positioning relative to the market data and the other NEOs. Based on our Compensation Committee's professional experience and judgment, our Compensation Committee determined Ms. Galá's target total direct compensation to be competitive and appropriate.

Philip L. Johnson, Executive Vice President and CFO<sup>(1)</sup>

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation</b>	—	<b>1,305,000</b>	—
Base Salary <sup>(2)</sup>	—	700,000	
Target Performance Bonus <sup>(3)</sup>	—	455,000	
Signing Bonus <sup>(4)</sup>	—	150,000	
<b>Target Equity Compensation<sup>(5)</sup></b>	—	<b>4,000,000</b>	—
<b>Target Total Direct Compensation<sup>(6)</sup></b>	—	<b>5,305,000</b>	—

- (1) In January 2024, we entered into an employment offer letter with Mr. Johnson pursuant to which he agreed to serve as our Executive Vice President and CFO. Mr. Johnson was appointed Executive Vice President and CFO effective March 1, 2024.
- (2) Represents annual base salary rate for 2024. Mr. Johnson's actual salary earned was lower due to his joining our Company in March 2024.
- (3) Reflects the target percentage of 65% of base salary rate as of December 31, 2024. Mr. Johnson's actual target bonus, taking into account that Mr. Johnson was not employed the entire year was \$381,000. The actual 2024 performance bonus paid was \$427,000, reflecting 112% overall achievement of the 2024 corporate performance objectives.
- (4) Represents the cash signing bonus received by Mr. Johnson in 2024 in connection with his appointment as Executive Vice President and CFO. In determining the amount of the bonus, our Compensation Committee considered the inducement value in recruiting Mr. Johnson from his prior employer and compensatory value of cash and equity forfeited by Mr. Johnson in leaving his prior employer. In February 2024, we entered into a sign-on bonus repayment agreement with Mr. Johnson which provides that to the extent Mr. Johnson voluntarily resigns or is terminated for cause by our Company within twenty-four months of his employment start date, he would be required to repay the full amount of the signing bonus if the end date is prior to his first anniversary and 50% of the bonus amount if the end date is between his first and second anniversary.
- (5) The target equity compensation presented in the chart above reflects the target dollar value approved by our Compensation Committee; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2024, as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."
- (6) Our Compensation Committee designed Mr. Johnson's target total direct compensation to be competitive as compared to market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. In determining his compensation package, our Compensation Committee received advice from Aon to design a competitive, market-based compensation package appropriate for a senior executive with Mr. Johnson's skills and experience and his overall expected contribution to our business.

Patricia Carr, Senior Vice President, CAO (Former Interim Principal Financial Officer)<sup>(1)</sup>

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation<sup>(2)</sup></b>	<b>587,060</b>	<b>630,044</b>	<b>7.3 %</b>
Base Salary <sup>(3)</sup>	404,869	434,513	
Target Performance Bonus <sup>(4)</sup>	182,191	195,531	
<b>Target Equity Compensation<sup>(5)</sup></b>	<b>750,000</b>	<b>750,000</b>	<b>0.0 %</b>
<b>Target Total Direct Compensation<sup>(6)</sup></b>	<b>1,337,060</b>	<b>1,380,044</b>	<b>3.2 %</b>

(1) Ms. Carr served as our Interim Principal Financial Officer from October 1, 2023 to March 1, 2024.

(2) Ms. Carr's base salary is paid in Euros. The amounts have been converted to U.S. dollars using the conversion rates described below.

(3) Represents annual base salary rate for the applicable year. Ms. Carr's 2024 base salary became effective in March 2024. Ms. Carr's base salary for 2024 was €400,000 which has been converted to USD using a conversion rate of 1.08628 which is the average foreign exchange rate from January 1, 2024 to December 31, 2024.

(4) There was no change to the target bonus as a percentage of base salary for 2024. The 2024 amount reflects a target performance bonus of 45% of base salary rate as of December 31, 2024, which was equal to €180,000; the amount has been converted to USD using a conversion rate of 1.08628, which is the average foreign exchange rate from January 1, 2024 to December 31, 2024. The actual 2024 performance bonus paid was €212,000, reflecting 118% of target performance bonus, based on the 112% overall achievement of the 2024 corporate performance objectives and Ms. Carr's individual contributions and leadership during the transition to a new Chief Financial Officer. In USD, Ms. Carr's actual 2024 performance bonus was \$220,713, which was determined using a conversion rate of 1.04110, the average foreign exchange rate for March 2025 when the bonus was paid.

(5) The target equity compensation presented in the chart above reflects the target dollar value approved by our Compensation Committee; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2023 and 2024, as applicable as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."

(6) Our Compensation Committee designed Ms. Carr's target total direct compensation to be competitive as compared to market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. Our Compensation Committee determined it was appropriate to increase Ms. Carr's base salary in an amount necessary to reflect her scope of responsibility and oversight of significant functions within the organization, as well as to maintain competitive positioning relative to the market data and the other NEOs. Based on our Compensation Committee's professional experience and judgment and advice from Aon, our Compensation Committee determined Ms. Carr's target total direct compensation to be competitive and appropriate.

**Robert Iannone, Executive Vice President, Global Head of R&D and Chief Medical Officer**

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation</b>	<b>1,128,000</b>	<b>1,254,000</b>	<b>11.2 %</b>
Base Salary <sup>(1)</sup>	705,000	760,000	
Target Performance Bonus <sup>(2)</sup>	423,000	494,000	
<b>Target Equity Compensation<sup>(3)</sup></b>	<b>3,700,000</b>	<b>4,250,000</b>	<b>14.9 %</b>
<b>Target Total Direct Compensation<sup>(4)</sup></b>	<b>4,828,000</b>	<b>5,504,000</b>	<b>14.0 %</b>

- (1) Represents annual base salary rate for the applicable year. Dr. Iannone's 2024 base salary became effective March 2024.
- (2) The 2024 amount reflects a target performance bonus of 65% of base salary rate as of December 31, 2024, an increase from 60% in 2023. The actual 2024 performance bonus paid was \$598,000 reflecting 121% of target performance bonus, based on the 112% overall achievement of the 2024 corporate performance objectives and Dr. Iannone's individual contributions and leadership of the R&D organization during 2024.
- (3) The target equity compensation presented in the chart above reflects the target dollar value approved by our Compensation Committee; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2023 and 2024, as applicable as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."
- (4) Our Compensation Committee designed Dr. Iannone's target total direct compensation to be competitive as compared to market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. Our Compensation Committee determined it was appropriate to increase Dr. Iannone's target total direct compensation in an amount necessary to reflect his scope of responsibility and oversight of significant functions within the organization, as well as to maintain competitive positioning relative to the market data and the other NEOs. Based on our Compensation Committee's professional experience and judgment, our Compensation Committee determined Dr. Iannone's target total direct compensation to be competitive and appropriate.

Samantha Pearce, Executive Vice President, CCO<sup>(1)</sup>

	2023 Pay (\$)	2024 Pay (\$)	Change (%)
<b>Target Total Cash Compensation</b>	<b>818,915</b>	<b>1,413,750</b>	<b>72.6 %</b>
Base Salary <sup>(2)</sup>	545,943	675,000	
Target Performance Bonus <sup>(3)</sup>	272,972	438,750	
Promotion Bonus <sup>(4)</sup>	—	300,000	
<b>Target Equity Compensation<sup>(5)</sup></b>	<b>1,150,270</b>	<b>2,771,500</b>	<b>140.9 %</b>
<b>Target Total Direct Compensation<sup>(6)</sup></b>	<b>1,969,185</b>	<b>4,185,250</b>	<b>112.5 %</b>

- (1) Ms. Pearce was promoted to Executive Vice President, CCO effective August 1, 2024. Ms. Pearce was previously our Senior Vice President, Europe and International. The amounts listed in the 2024 Pay column reflect Ms. Pearce's pay effective as of her appointment to Executive Vice President, CCO and the amounts listed in the 2023 Pay column reflect Ms. Pearce's pay in her previous capacity.
- (2) Represents annual base salary rate for the applicable year. Ms. Pearce's initial 2024 annual base salary rate was effective March 2024. Ms. Pearce's initial base salary rate for 2024 was £465,000, or \$595,516, converted to USD using a conversion rate of 1.2807 which is the average foreign exchange rate from January 1, 2024 to December 31, 2024. In connection with her appointment as Executive Vice President, CCO, our Board increased Ms. Pearce's annual base salary to \$675,000, effective August 1, 2024. Ms. Pearce's initial base salary rate for 2023 was in pounds, specifically £440,000 converted to USD using a conversion rate of 1.24078 which is the average foreign exchange rate from January 1, 2023 to December 31, 2023.
- (3) In connection with her appointment as Executive Vice President, CCO, our Compensation Committee increased Ms. Pearce's target bonus opportunity for 2024 from 50% of her base salary to 65% of her base salary, effective as of August 1, 2024. As such, the 2024 amount reflects a target performance bonus of 65% as of December 31, 2024, an increase from 50% in 2023. The actual 2024 performance bonus paid was \$491,000, reflecting 112% of Ms. Pearce's target performance bonus, based on the 112% overall achievement of the 2024 corporate performance objectives.
- (4) Represents the cash bonus Ms. Pearce received in 2024 in connection with her appointment as Executive Vice President, CCO and relocation to the U.S. This bonus was payable upon such relocation, and is subject to recoupment if Ms. Pearce terminates her employment within 24 months after she received the payment.
- (5) Ms. Pearce received an annual equity grant in March 2024 with a target value of £1,000,000, or \$1,271,500, converted to USD using a conversion rate of 1.2715 which is the average foreign exchange rate for January 2024. In connection with her appointment as Executive Vice President, CCO, she also received an additional one-time promotion grant in August 2024, incremental to her 2024 annual equity grant, with an approximate grant date value of \$1,500,000. Ms. Pearce received an annual equity grant in March 2023 with a target value of £950,000, or \$1,150,270, converted to USD using a conversion rate of 1.21081 which is the average foreign exchange rate for March 2023. The target equity compensation presented in the chart above reflects the target dollar value approved by our Compensation Committee; this value differs from the values required to be shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for 2024, as applicable as further described above in "Summary of 2024 Compensation Decisions—Long-Term Incentive Program."
- (6) Our Compensation Committee designed Ms. Pearce's target total direct compensation to be competitive as compared to the market data, as described in more detail above in "How We Determine Executive Compensation—Competitive Assessment of Compensation – Peer Companies and Market Data," appropriate from an internal equity perspective and more heavily weighted towards equity compensation, in line with our pay-for-performance philosophy. Our Compensation Committee determined it was appropriate to increase Ms. Pearce's base salary and target equity compensation in an amount necessary to reflect her scope of responsibility and oversight of significant functions within the organization, as well as to maintain competitive positioning relative to the market data and the other NEOs. Based on our Compensation Committee's professional experience and judgment, our Compensation Committee determined Ms. Pearce's target total direct compensation to be competitive and appropriate.

## Additional Compensation Information

### Ownership Guidelines for Executive Officers

We maintain share ownership guidelines for our CEO and certain other employees who serve on our EC, including certain of our NEOs. Under the guidelines, these individuals are expected to own a number of our Company's ordinary shares with a value equal to

- six times base salary for our Company's CEO,
- two times base salary for each other member of our EC who is an officer for purposes of Section 16 of the Exchange Act, and
- one times base salary for each other member of our EC.

The guidelines provide that the officers are expected to establish the minimum ownership levels within five years of first becoming subject to the guidelines. As of March 1, 2025, all the NEOs other than Ms. Pearce were in compliance with their 2025 ownership requirements. Ms. Pearce has five years from the date of her appointment to comply with the guidelines. Ms. Carr is not a member of our EC and, therefore, is not subject to the ownership guidelines.

Shares that count toward satisfaction of these guidelines include: shares owned outright by the individual (including RSUs and/or PSUs that have vested or were earned but not yet settled, net of taxes); shares retained after an option exercise or issuance under another type of equity award granted under our Company's equity incentive plans; shares retained after purchase under the ESPP; and shares held in trust for the benefit of the individual. Our Compensation Committee has discretion to develop an alternative individual guideline or an alternative method of complying with the applicable individual guideline for an individual covered by the guidelines if compliance would place a significant hardship on such individual.

### Clawback Policy

In November 2023, our Compensation Committee adopted the Clawback Policy, that complies with the new listing standards adopted by Nasdaq that implement the new SEC rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act and applies to our executive officers (as defined in applicable SEC rules). The Clawback Policy, which replaces and supersedes our prior clawback policy adopted in April 2021, requires our Company to recover from covered executive officers the amount of erroneously awarded compensation resulting from an accounting restatement due to the material noncompliance of our Company with any financial reporting requirement under the securities laws. The Clawback Policy applies to incentive compensation that is received by a covered officer on or after October 2, 2023.

In addition, as a public company, if we are required to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws as a result of misconduct, our CEO and CFO may be legally required to reimburse our Company for any bonus or other incentive-based or equity-based compensation they receive in accordance with the provisions of Section 304 of the Sarbanes-Oxley Act of 2002.

### Change in Control Plan and Severance Plan

Our Compensation Committee periodically reviews the terms of our Change in Control Plan, including its "double-trigger" structure and benefits, against market data to ensure that the benefits we offer remain appropriate.

Our executive officers are eligible to participate in the Change in Control Plan, which includes all of our NEOs. Our Compensation Committee believes that the change in control benefits we provide are representative of market practice, both in terms of design and cost, and are sufficient to retain our current executive team and to recruit talented executive officers in the future. In addition, beginning in April 2025, eligible employees who serve on our EC, other than our CEO, are eligible to participate in the Severance Plan. All of our NEOs for 2024 except Mr. Cozadd and Ms. Carr are eligible to participate in the Severance Plan. The Severance Plan provides for benefits upon an involuntary termination that does not occur upon or within twelve months following a change in control. As a result, there is no overlap where an executive officer would receive benefits under both the Change in Control Plan and the Severance Plan.

## Equity Grant Timing and Equity Plan Information

Our equity incentive grant policy generally provides that grants to our executive officers occur on the second trading day following the filing date of our next quarterly or annual report filed under the Exchange Act that occurs after the date on which such grants are approved by our Board or our Compensation Committee, as applicable. Accordingly, our equity incentive grant policy generally requires that grants to our executive officers are made shortly after we have released information about our financial performance to the public for the applicable period. Grants to new hires who are not executive officers generally occur on the third business day of the month following the employee's date of hire. In 2024, we did not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. Our Company does not grant stock options, stock appreciation rights, or similar instruments with option-like features and has no policies or practices to disclose pursuant to Item 402(x)(1) of Regulation S-K.

We currently grant equity awards to the NEOs, including PSUs and RSUs, under the 2011 Plan. The 2011 Plan was adopted by Jazz Pharmaceuticals, Inc.'s board of directors and approved by Jazz Pharmaceuticals, Inc.'s stockholders in connection with their approval of the Azur Merger in December 2011 and was assumed by us upon the completion of the Azur Merger. Before the 2011 Plan was adopted, we granted stock options under our 2007 Equity Incentive Plan, or the 2007 Plan, which was adopted by Jazz Pharmaceuticals, Inc.'s board of directors and approved by Jazz Pharmaceuticals, Inc.'s stockholders in connection with Jazz Pharmaceuticals, Inc.'s initial public offering. The 2011 Plan affords our Compensation Committee the flexibility to utilize a broad array of equity incentives and performance cash incentives in order to secure and retain the services of employees of our Company and its subsidiaries and to provide long-term incentives that align the interests of employees with the interests of our shareholders.

Additional long-term equity incentives are provided through the ESPP. Pursuant to the ESPP, all eligible employees, including the NEOs (if eligible), may allocate up to 15% of their base salary to purchase our stock at a 15% discount to the market price, subject to specified limits.

## Accounting and Tax Considerations

Under FASB ASC 718, our Company is required to estimate and record an expense for each award of equity compensation over the vesting period of the award. We record share-based compensation expense on an ongoing basis according to FASB ASC 718.

Under Section 162(m) of the Internal Revenue Code, or Section 162(m), compensation paid to each of our Company's "covered employees" that exceeds \$1 million per taxable year is generally non-deductible for tax purposes unless the compensation qualifies for certain grandfathered exceptions (including the "performance-based compensation" exception) for certain compensation paid pursuant to a written binding contract in effect on November 2, 2017, and not materially modified on or after such date.

Although our Compensation Committee will continue to consider tax implications as one factor in determining executive compensation, our Compensation Committee also looks at other factors in making its decisions and retains the flexibility to provide compensation for our Company's NEOs in a manner consistent with the goals of our Company's executive compensation program and the best interests of our Company and its stockholders, which may include providing for compensation that is not deductible by our Company due to the deduction limit under Section 162(m).

## Risk Assessment Concerning Compensation Practices and Policies

Our Compensation Committee periodically reviews our Company's compensation policies and practices to assess whether they encourage employees to take inappropriate risks. Our Compensation Committee has determined that any risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on our Company. Our Compensation Committee continues to believe that the mix and design of the elements of executive compensation do not encourage management to assume excessive risks, and significant compensation decisions, as well as decisions concerning the compensation of our Company's executive officers, include subjective considerations by our Compensation Committee or our Board, which restrain the influence of formulae or objective factors on excessive risk-taking. Additionally, significant weighting of long-term compensation (in the form of PSUs and RSUs) in each NEO's total compensation opportunity ensures greater focus on driving sustainable growth and shareholder value creation over the longer term, and the mix of short-term compensation (in the form of salary and annual bonus, if any), and long-term compensation (in the form of PSUs and RSUs) also minimizes undue focus on short-term results and helps align the interests of our Company's executive officers with the interests of our shareholders. Finally, we maintain robust share ownership requirements, a formal incentive compensation clawback policy and a strict anti-hedging and pledging policy, which individually and collectively, act to minimize risk and ensure a long-term focus on our business.

## Compensation Committee Report<sup>(1)</sup>

Our Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained herein. Based on this review and discussion, our Compensation Committee has recommended to our Board that the Compensation Discussion and Analysis be included in our proxy statement for the 2025 AGM and be included in the Annual Report on Form 10-K we filed with the SEC for the fiscal year ended December 31, 2024.

Respectfully submitted,  
**Our Compensation Committee**

Ms. Jennifer E. Cook  
 Mr. Patrick G. Enright  
 Ms. Laura J. Hamill  
 Ms. Anne O'Riordan

(1) The material in this report is not "soliciting material," is not deemed "filed" with the Commission and is not to be incorporated by reference in any filing of the registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## Executive Compensation Summary

### Summary Compensation Table

The following table sets forth certain summary information for the years indicated with respect to the compensation earned by the NEOs during fiscal year 2024, 2023 and 2022, as applicable.

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
<b>Bruce C. Cozadd</b> Chairperson and CEO	2024	1,203,514	—	12,799,687	1,492,445	31,818	15,527,464
	2023	1,196,621	—	12,896,545	1,217,216	30,853	15,341,235
	2022	1,199,169	—	14,873,643	1,232,000	20,806	17,325,618
<b>Renée Galá</b> President and COO	2024	824,923	—	5,079,392	697,000	27,573	6,628,888
	2023	767,719	—	4,077,397	570,000	19,272	5,434,388
	2022	690,357	—	3,895,415	430,000	13,664	5,029,436
<b>Philip L. Johnson<sup>(6)</sup></b> Executive Vice President and CFO	2024	581,539	150,000	4,063,313	427,000	21,593	5,243,445
<b>Patricia Carr<sup>(7)</sup></b> Senior Vice President and CAO (Former Interim Principal Financial Officer)	2024	429,954	—	761,822	220,713	39,722	1,452,210
	2023	402,181	—	767,623	194,868	36,356	1,401,028
<b>Robert Iannone, M.D., M.S.C.E</b> Executive Vice President, Global Head of R&D	2024	750,692	—	4,317,333	598,000	23,352	5,689,377
	2023	720,526	—	3,786,999	450,000	21,552	4,979,077
	2022	663,672	—	3,777,191	400,000	14,791	4,855,654
<b>Samantha Pearce<sup>(8)</sup></b> Executive Vice President, CCO	2024	619,794	300,000	2,975,603	491,000	77,857	4,464,254

Note: Amounts may not total due to rounding.

- The dollar amounts in this column represent base salary earned during the indicated fiscal year 2024 base salary rates were effective March 2024. For more information on salaries in 2024, see "Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs—Individual NEO Compensation Decisions" above.
- The dollar amounts in this column represent a cash signing bonus paid to Mr. Johnson in connection with his appointment as Executive Vice President and CFO and a cash bonus paid to Ms. Pearce in connection with her appointment as Executive Vice President, CCO.
- The dollar amounts in this column reflect the aggregate grant date fair value of all RSUs and PSUs granted during the indicated fiscal year computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. The grant date fair value for RSUs is measured in accordance with FASB ASC 718 and based on the closing price of our ordinary shares on the date of grant. The grant date fair value for the 2024 PSUs is calculated using a Monte Carlo simulation model for the value of 1/3 of the number of PSUs and the closing price of our ordinary shares on the date of the grant for the value of 2/3 of the number of PSUs. The grant date fair value for the 2022 and 2023 PSUs was calculated in accordance with FASB ASC 718 using a Monte-Carlo simulation model since the PSUs are subject to a market condition. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the NEOs. Assuming that maximum performance is achieved, the value of the PSUs granted to Mr. Cozadd, Ms. Galá, Mr. Johnson, Ms. Carr, Dr. Iannone, and Ms. Pearce in 2024 at the date of grant under FASB ASC 718 would have been \$13,669,935, \$5,424,755, \$4,339,593, \$813,634, \$4,610,883, and \$3,162,524, respectively. For additional information on the RSUs and PSUs granted to our NEOs in 2024, see "Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs—Long-Term Incentive Program" and "Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024–2026 PSU Program" above and footnote 2 to the table entitled "Grants of Plan-Based Awards in Fiscal 2024."

- (4) The dollar amounts in this column represent the cash bonus awarded under the performance bonus plan for the indicated fiscal year. For more information on the cash bonus awards for 2024, see “*Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024 Performance Bonus Program*” and “*Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs*” above.
- (5) The dollar amounts in this column for 2024 consisted of group term life insurance premiums paid, matching contributions under our 401(k) Plan, work from home expenses, healthcare contributions, well-being-reimbursements, pension contributions for Ms. Carr and Ms. Pearce, note of appreciation award for Ms. Carr, relocation benefits and car allowance for Ms. Pearce, and expenses associated with an annual conference for Mr. Cozadd and Ms. Galá of \$5,844 and \$5,900, respectively. Matching contributions under our 401(k) Plan consisted of \$17,250 for Mr. Cozadd, Dr. Iannone, and Ms. Galá, and \$13,462 for Mr. Johnson. Ms. Carr received employer pension contributions into the Jazz Retirement Plan of \$34,396 for 2024. The actual amount of the benefit for Ms. Carr was paid in Euros, specifically €31,667 converted to USD using the average foreign exchange rate for 2024 of 1.08628. Ms. Pearce received employer pension contributions into the Jazz Retirement Plan in the amount of \$42,943, relocation assistance \$18,888 and \$11,587 for car allowance. Ms. Pearce was paid in pounds, specifically, £33,361 for employer pension contributions converted to USD using the average monthly exchange rate from January 2024 to October 2024 of 1.2799, £14,719 for relocation benefits converted to USD using the average foreign exchange rate for August 2024 of 1.2832 and £9,100 for car allowance converted to USD using the average monthly exchange rate from January 2024 to September 2024 of 1.2733, converted to USD, using the average foreign exchange rate for 2024 of 1.2807.
- (6) Mr. Johnson was appointed our Executive Vice President and CFO effective March 1, 2024.
- (7) Ms. Carr served as our Interim Principal Financial Officer from October 2023 to March 2024. The actual salary paid to Ms. Carr for 2024 was €395,833 which was converted to USD using the average foreign exchange rate for 2024 of 1.08628. The actual amount of “*Non-Equity Incentive Plan Compensation*” paid to Ms. Carr was €212,000 which was converted to USD using the average foreign exchange rate for March 2025 of 1.04110. The actual amount of “*All Other Compensation*” paid to Ms. Carr was €36,590 which was converted to USD using the relevant average foreign exchange for 2024.
- (8) Ms. Pearce was promoted to Executive Vice President, CCO effective August 1, 2024; prior to that, she served as our Senior Vice President, Europe and International. Ms. Pearce was paid her annual salary in pounds from January 2024 to September 2024 until her relocation to the U.S. Her actual salary paid before relocation consisted of £356,026 converted to USD using the monthly average exchange rate from January 2024 to September 2024 of 1.2733. As part of her promotion, she agreed to relocate to the U.S.

## Grants of Plan-Based Awards in Fiscal 2024

The following table shows, for the fiscal year ended December 31, 2024, certain information regarding grants of plan-based awards to the NEOs.

Name	Award Type	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(3)</sup>	Grant Date Fair Value of Stock Awards (\$) <sup>(4)</sup>
				Threshold (\$)	Target (\$)	Maximum (\$)	Threshold(#)	Target (#)	Maximum (#)		
Bruce C. Cozadd	Annual Cash	—	—	—	1,332,540	2,665,080	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	8,365	50,187	100,374	—	6,834,968
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	50,187	5,964,720
Renée Galá	Annual Cash	—	—	—	622,500	1,867,500	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	3,319	19,916	39,832	—	2,712,377
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	19,916	2,367,015
Philip L. Johnson	Annual Cash	—	—	—	381,000	1,143,000	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	2,655	15,932	31,864	—	2,169,796
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	15,932	1,893,517
Patricia Carr	Annual Cash	—	—	—	195,531	586,593	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	498	2,987	5,974	—	406,817
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	2,987	355,005
Robert Iannone, M.D., M.S.C.E	Annual Cash	—	—	—	494,000	1,482,000	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	2,821	16,928	33,856	—	2,305,442
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	16,928	2,011,891
Samantha Pearce	Annual Cash	—	—	—	438,750	1,316,250	—	—	—	—	—
	PSU	3/1/2024	2/7/2024	—	—	—	844	5,065	10,130	—	689,785
		8/2/2024 <sup>(5)</sup>	7/24/2024	—	—	—	1,166	6,996	13,992	—	891,477
	RSU	3/1/2024	2/7/2024	—	—	—	—	—	—	5,065	601,975
		8/2/2024	7/24/2024	—	—	—	—	—	—	6,996	792,366

(1) This column sets forth the target and maximum bonus amount for each NEO for the year ended December 31, 2024 under our performance bonus plan. There are no threshold amounts for each individual officer established under our performance bonus plan. The amounts shown under "Target" reflect the applicable target payment under the performance bonus plan if (i) we achieved 100% of the pre-determined 2024 corporate goals established by our Compensation Committee, and (ii) as applicable, each NEO's individual performance percentage was assessed at 100% by our Compensation Committee with respect to his or her contributions toward the achievement of our corporate goals. The amounts shown under "Maximum" reflect the applicable maximum payment under our performance bonus plan if (i) we achieved maximum pre-determined 2024 corporate goals established by our compensation committee, and (ii) as applicable, each NEO achieved maximum individual performance as assessed by our Compensation Committee with respect to his or her contributions toward the achievement of our corporate goals; provided, however, that the 2024 bonus payable under the performance bonus plan may not exceed 200% of the officer's target bonus in the case of the CEO (whose bonus is determined solely based on corporate objective achievement) and 300% for each other NEO. Target bonuses were set as a percentage of each NEO's base salary rate as of December 31, 2024 and originally were 110% for Mr. Cozadd, 75% for Ms. Galá, 65% for Mr. Johnson, 65% for Dr. Iannone, 50% for Ms. Pearce and 45% for Ms. Carr. Mr. Johnson's target bonus took into account Mr. Johnson was not employed for the entire year. Ms. Pearce's target bonus percentage increased to 65% as of August 1, 2024 in connection with Ms. Pearce's appointment as Executive Vice President, CCO. The dollar value of the actual bonus award earned for the year ended December 31, 2024 for each NEO is set forth in the Summary Compensation Table above. As such, the amounts set forth in this column do not represent either additional or actual compensation earned by the NEOs for the year ended December 31, 2024. For a description of the performance bonus plan, see "Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024 Performance Bonus Program" above.

- (2) PSU awards were granted to our NEOs on March 1, 2024 pursuant to the 2011 Plan, with the exception of the additional PSUs granted to Ms. Pearce on August 2, 2024 in connection with her appointment as Executive Vice President, CCO. Each of the PSU awards vests depending on the achievement of three objective performance metrics to be assessed over a performance period of January 1, 2024 to December 31, 2026, including our Company's relative TSR for the three-year period. The peer group used for purposes of calculating relative TSR (weighted at 33.34%) is the Nasdaq Biotechnology Index. The other two performance metrics (Epidiolex and oncology product revenues and pipeline value) are weighted at 33.33% each. The amounts shown reflect the number of shares that may be earned for threshold performance at 50% of target for one of these metrics, the number of shares that may be earned for target performance at 100% of target and the number of shares that may be earned for maximum performance at 200% of target. For additional information on performance-based PSUs granted to our NEOs in 2024, see "Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs—Long-Term Incentive Program" and "Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024 – 2026 PSU Program" above. The PSU awards are subject to potential vesting acceleration as described below under the heading "Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs" and "Description of Compensation Arrangements—Equity Compensation Arrangements—2011 Equity Incentive Plan." See also "Description of Compensation Arrangements—Equity Compensation Arrangements—2011 Equity Incentive Plan" below for a general description of the material terms of the 2011 Plan.
- (3) Each of the annual RSU awards vests in four equal annual installments on the anniversary of the vesting commencement date of March 5, 2024, with the exception of the RSUs granted to Ms. Pearce in connection with her appointment as Executive Vice President, CCO. This annual RSU award granted to Ms. Pearce vests in four equal annual installments on the anniversary of the vesting commencement date of August 5, 2024. As a general matter, time-based RSUs will cease vesting upon each NEO's last day of service. RSU awards are subject to potential vesting acceleration as described below under the headings "Description of Compensation Arrangements—Equity Compensation Arrangements—2011 Equity Incentive Plan" and "Potential Payments upon Termination or Change in Control—Change in Control Plan."
- (4) The dollar amounts in this column represent the grant date fair value of each PSU and RSU award, as applicable, granted to the NEOs in 2024. These amounts have been calculated in accordance with FASB ASC 718. The grant date fair value for RSUs is based on the closing price of our ordinary shares on the date of grant. The grant date fair value for PSUs is calculated using a Monte Carlo simulation model for the value of 1/3 of the number of PSUs and the closing price of our ordinary shares on the date of the grant for the value of 2/3 of the number of PSUs. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the NEOs. The fair value for each award may differ based on the applicable data, assumptions, and estimates used in the model.
- (5) In connection with her appointment as Executive Vice President, CCO as of August 1, 2024, Ms. Pearce received additional one-time promotion PSU and RSU awards, incremental to her 2024 annual equity grant.

## Description of Compensation Arrangements

### Executive Employment and Severance Agreements

We do not have employment agreements currently in effect with any of our NEOs based in the United States. Like other employees, such executive officers are eligible for annual salary increases, participation in the performance bonus plan and discretionary equity grants. From time to time, we have provided an offer letter in connection with the commencement of employment of an executive officer based in the United States, which describes such executive officer's initial terms of employment. In 2024, we entered into offer letters with each of Ms. Pearce and Mr. Johnson. In connection with Mr. Johnson's offer letter, we also entered into a sign-on bonus repayment agreement with him that describes the terms of his signing bonus; for more information, see "Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs—Individual NEO Compensation Decisions" above.

We have employment or service agreements in effect with certain employees based outside of the United States, including Ms. Carr. In May 2012, Ms. Carr entered into an employment agreement with us, which includes her initial base salary, a signing bonus, a discretionary target cash bonus and equity grant.

### Change in Control and Severance Benefits

Each of our NEOs is a participant in the Change in Control Plan, a description of which is included below under the heading "Potential Payments upon Termination or Change in Control—Change in Control Plan." Beginning in April 2025, each of our NEOs for 2024 other than Mr. Cozadd and Ms. Carr is a participant in our Severance Plan, a description of which is included below under the heading "Potential Payments upon Termination or Change in Control—Severance Plan."

## Equity Compensation Arrangements

Since the Azur Merger, we have granted equity awards to employees, including the NEOs, under the 2011 Plan. From the initial public offering of Jazz Pharmaceuticals, Inc. until the Azur Merger, we granted equity awards to our employees, including some of the NEOs, under the 2007 Plan. As a result of the acquisition in May 2021 of GW Pharmaceuticals plc by Jazz Pharmaceuticals, plc, we assumed the GW Pharmaceuticals plc 2020 Long-Term Incentive Plan, as amended from time to time. For more information on our current equity compensation program and decisions regarding the grants of equity awards in 2024 for our NEOs, see “*Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs*” above. The following is a brief summary of the material terms of each of our equity compensation plans.

### 2011 Equity Incentive Plan

The following is a brief summary of the material terms of the 2011 Plan, as amended and restated.

**Types of Awards:** The 2011 Plan provides for the grant of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards, RSU awards, other stock awards, and performance awards (including PSU awards) that may be settled in cash, shares, or other property, which may be granted to employees, including officers.

**Corporate Transactions:** In the event of certain significant corporate transactions (as defined in the 2011 Plan and described below), our Board will have the discretion to take one or more of the following actions with respect to outstanding stock awards (contingent upon the closing or completion of such corporate transaction), unless otherwise provided in the stock award agreement or other written agreement with the participant or unless otherwise provided by our Board at the time of grant:

- arrange for assumption, continuation, or substitution of a stock award by a surviving or acquiring corporation (or its parent company);
- arrange for the assignment of any reacquisition or repurchase rights applicable to any shares issued pursuant to a stock award to the surviving or acquiring corporation (or its parent company);
- accelerate the vesting, in whole or in part, and exercisability of a stock award and provide for its termination if it is not exercised at or prior to the corporate transaction;
- arrange for the lapse of any reacquisition or repurchase rights applicable to any shares issued pursuant to a stock award;
- cancel or arrange for the cancellation of a stock award, to the extent not vested or exercised prior to the effective time of the corporate transaction, in exchange for such cash consideration, if any, as our Board may consider appropriate; or
- make a payment equal to the excess, if any, of (a) the value of the property that the participant would have received upon the exercise of the stock award over (b) any exercise price payable in connection with such exercise.

Our Board need not take the same action for each stock award or with regard to all participants.

For purposes of the 2011 Plan, a “corporate transaction” generally means (i) a sale or disposition of all or substantially all our assets or a sale or disposition of at least 90% of our outstanding securities; (ii) a merger, consolidation or similar transaction after which we are not the surviving corporation; or (iii) a merger, consolidation or similar transaction after which we are the surviving corporation but our ordinary shares are converted or exchanged into other property.

**Change in Control:** Our Board has the discretion to provide additional acceleration of vesting and exercisability upon or after a change in control (as defined in the 2011 Plan and described below) as may be provided in a stock award agreement or any other written agreement between us or any of our affiliates and a participant. The forms of stock option agreement and RSU award agreement adopted by our Board under the 2011 Plan provide that in the event a participant’s service relationship with us or a successor entity is terminated due to an involuntary termination without cause (as defined in the stock award agreement and as described below) within 12 months following, or one month prior to, the effective date of a change in control, the vesting (and in the case of stock options, exercisability) of the stock award will accelerate in full. The treatment of the 2024 PSUs in the event of a change in control is described below under the heading, “*Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs.*”

For purposes of the 2011 Plan and the forms of award agreements issued thereunder, a “change in control” generally means (i) a person or group acquires ownership of more than 30% of the combined voting power of our outstanding securities (other than directly from our Company); (ii) certain compromises or arrangements sanctioned by the Irish courts, certain schemes, contracts or offers that have become binding on all of our shareholders, certain takeover bids, certain offers or reverse

takeover transactions or a reorganization, merger, statutory share exchange, consolidation or similar transaction involving us, and (A) after which our shareholders do not own more than 50% of the combined voting power of the surviving entity or its parent in substantially the same proportion as their ownership of our outstanding voting securities immediately before the transaction, (B) a person or group acquires ownership of more than 30% of the combined voting power of the surviving entity or its parent, or (C) at least a majority of the members of the board of directors of the parent (or the surviving entity, if there is no parent) following such transaction are not incumbent Board members (as defined in (v) below) at the time our Board approves the transaction; (iii) our shareholders or our Board approves a complete dissolution or liquidation of our Company, or a complete dissolution or liquidation of our Company otherwise occurs (except for a liquidation into a parent company); (iv) a sale, lease, exclusive license or other disposition of all or substantially all of our assets, other than to certain entities; or (v) individuals who were members of our Board on the date of adoption of the 2011 Plan (or members of our Board approved or recommended by a majority vote of such members still in office), referred to as “incumbent board members,” cease to constitute at least a majority of our Board.

An “involuntary termination without cause” generally means that a participant’s service relationship with us is terminated for any reason other than for the following reasons (and not upon a participant’s death or disability): (i) participant’s commission of any felony or crime involving fraud, dishonesty or moral turpitude under the laws of the United States or any state thereof (with respect to Irish participants, the participant’s conviction for any criminal offense (other than an offense under any road traffic legislation in Ireland, the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed) or any offense under any regulation or legislation relating to insider dealing, fraud or dishonesty); (ii) participant’s attempted commission of or participation in a fraud or act of dishonesty against us; (iii) participant’s intentional, material violation of any contract or agreement with us or of any statutory duty owed to us; (iv) participant’s unauthorized use or disclosure of our confidential information or trade secrets; or (v) participant’s gross misconduct.

### 2007 Employee Stock Purchase Plan

Additional long-term equity incentives are provided through the ESPP. The ESPP is intended to qualify as an “employee stock purchase plan” within the meaning of Section 423 of the Code. Under the ESPP, all of our regular employees and employees of any of our parent or subsidiary companies designated by our Board as eligible to participate may participate and may contribute, normally through payroll deductions, up to 15% of their earnings up to a total of \$15,000 per purchase period for the purchase of our ordinary shares under the ESPP. The ESPP is currently offered to our regular employees in Ireland, Canada and the United States, including the NEOs. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, we may specify offerings with a duration of not more than 27 months and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which our ordinary shares will be purchased for employees participating in the offering. Unless otherwise determined by our Board, ordinary shares are purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of an ordinary share on the first date of an offering or (b) 85% of the fair market value of an ordinary share on the date of purchase.

### Performance Bonus Plan

We maintain a performance bonus plan to reward executive officers and other employees for successful achievement of company-wide performance objectives and individual contributions toward those objectives on an annual basis. More information regarding the performance bonus plan is provided above under the headings “*Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024 Performance Bonus Program*” and “*Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs*.”

### 401(k) Plan

Our employees based in the United States are eligible to participate in the 401(k) Plan. The 401(k) Plan is intended to qualify as a tax-qualified plan under Section 401 of the Code. Employee contributions are held and invested by the 401(k) Plan’s trustee. The 401(k) Plan provides that each participant may contribute a portion of his or her pre-tax compensation, up to a statutory annual limit, which was \$23,000 for employees under age 50, and \$30,500 for employees age 50 and over in 2024. The 401(k) Plan also permits us to make discretionary contributions and matching contributions, subject to established limits and a vesting schedule. In 2013, we began making discretionary matching contributions, which for 2024, consisted of a match of 100% of up to the first 5% of eligible compensation contributed by each employee toward his or her 401(k) plan.

## Additional Benefits

The NEOs are eligible to participate in our benefit plans generally available to all employees, as described in “*Compensation Discussion and Analysis—Key Components and Design of the Executive Compensation Program.*”

## Pension Benefits

Other than with respect to tax-qualified defined contribution plans such as the 401(k) Plan, in the United States, the NEOs do not participate in any plan that provides for retirement payments and benefits, or payments and benefits that will be provided primarily following retirement. For NEOs based outside the United States, we offer pension or other retirement benefits that are consistent with local regulations and on the same basis as other employees in such jurisdictions.

## Nonqualified Deferred Compensation

During the year ended December 31, 2024, the NEOs did not contribute to, or earn any amounts with respect to, any defined contribution or other plan sponsored by us that provides for the deferral of compensation on a basis that is not tax-qualified.

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth, for the fiscal year ended December 31, 2024, certain information regarding outstanding equity awards held at fiscal year-end for the NEOs.

### Outstanding Equity Awards at 2024 Fiscal Year-End Table

Name	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date <sup>(2)</sup>	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(3)</sup>	Equity Incentive Plan Awards: Number of Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(4)</sup>
Bruce C. Cozadd	130,000	—	113.10	2/26/2030	50,187 <sup>(5)</sup>	6,180,529	100,374 <sup>(10)</sup>	12,361,058
	125,000	—	140.03	2/27/2029	31,791 <sup>(6)</sup>	3,915,062	42,388 <sup>(11)</sup>	5,220,082
	92,500	—	140.67	2/29/2028	29,559 <sup>(7)</sup>	3,640,191	—	—
	86,500	—	136.18	3/1/2027	22,394 <sup>(8)</sup>	2,757,821	—	—
	77,500	—	123.36	2/24/2026	9,481 <sup>(9)</sup>	1,167,585	—	—
	72,500	—	175.19	2/25/2025	—	—	—	—
Renée Galá	41,500	—	109.45	5/6/2030	19,916 <sup>(5)</sup>	2,452,655	39,832 <sup>(10)</sup>	4,905,311
	—	—	—	—	579 <sup>(12)</sup>	71,304	13,556 <sup>(11)</sup>	1,669,421
	—	—	—	—	9,588 <sup>(6)</sup>	1,180,762	—	—
	—	—	—	—	7,741 <sup>(7)</sup>	953,304	—	—
	—	—	—	—	5,864 <sup>(8)</sup>	722,152	—	—
Philip L. Johnson	—	—	—	—	2,528 <sup>(9)</sup>	311,323	—	—
	—	—	—	—	15,932 <sup>(5)</sup>	1,962,026	31,864 <sup>(10)</sup>	3,924,052
Patricia Carr	4,500	—	113.10	2/26/2030	2,987 <sup>(5)</sup>	367,849	5,974 <sup>(10)</sup>	735,698
	4,250	—	140.03	2/27/2029	1,892 <sup>(6)</sup>	233,000	2,523 <sup>(11)</sup>	310,707
	4,500	—	140.67	2/29/2028	1,641 <sup>(7)</sup>	202,089	—	—
	5,250	—	136.18	3/1/2027	1,244 <sup>(8)</sup>	153,199	—	—
	313	—	123.36	2/24/2026	473 <sup>(9)</sup>	58,250	—	—
	4,500	—	175.19	2/25/2025	—	—	—	—

Name	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date <sup>(2)</sup>	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(3)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(4)</sup>
Robert Iannone, M.D., M.S.C.E.	27,000	—	113.10	2/26/2030	16,928 <sup>(5)</sup>	2,084,683	33,856 <sup>(10)</sup>	4,169,366
	30,500	—	137.12	8/7/2029	9,335 <sup>(6)</sup>	1,149,605	12,447 <sup>(11)</sup>	1,532,848
	—	—	—	—	7,506 <sup>(7)</sup>	924,364	—	—
	—	—	—	—	5,686 <sup>(8)</sup>	700,231	—	—
	—	—	—	—	2,133 <sup>(9)</sup>	262,679	—	—
Samantha Pearce	6,907	—	109.45	5/6/2030	6,996 <sup>(13)</sup>	861,557	24,122 <sup>(10)</sup>	2,970,624
	—	—	—	—	5,065 <sup>(5)</sup>	623,755	3,870 <sup>(11)</sup>	476,591
	—	—	—	—	2,902 <sup>(6)</sup>	357,381	—	—
	—	—	—	—	2,533 <sup>(7)</sup>	311,939	—	—
	—	—	—	—	1,919 <sup>(8)</sup>	236,325	—	—
—	—	—	—	790 <sup>(9)</sup>	97,289	—	—	

- (1) In addition to the specific vesting schedule for each stock award, each invested stock award is subject to the general terms of the 2011 Plan, as applicable, including the potential for future vesting acceleration described above under the heading “Description of Compensation Arrangements—Equity Compensation Arrangements” as well as the potential vesting acceleration (i) under the terms of the Change in Control Plan described below under the heading “Potential Payments upon Termination or Change in Control—Change in Control Plan” and (ii) pursuant to the 2022, 2023 and 2024 RSU and PSU award agreements described under, “Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 RSUs” and “Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs.”
- (2) As a general matter, stock options granted to NEOs expire on the day before the tenth anniversary of their grant date, or earlier in the event of an NEO’s termination of service. In the event of an NEO’s termination of service, stock options generally expire three months after such termination of service, subject to extension under limited circumstances such as if the sale of shares during such time was prohibited by our insider trading policy or if exercise would result in violation of securities registration requirements. For more information, see description under the heading “Potential Payments upon Termination or Change in Control—Equity Compensation Plans.”
- (3) The market values of the time-based RSU awards and PSU awards that have not vested are calculated by multiplying the number of shares underlying the RSU awards and PSU awards shown in the table by \$123.15, the closing price of our ordinary shares on December 31, 2024.
- (4) The market values of the PSU awards that have not vested are calculated by multiplying the number of shares underlying the PSU awards shown in the table by \$123.15, the closing price of our ordinary shares on December 31, 2024.
- (5) RSUs awarded on March 1, 2024, vesting in equal annual installments over four years measured from the vesting commencement date of March 5, 2024.
- (6) RSUs awarded on March 3, 2023, vesting in equal annual installments over four years measured from the vesting commencement date of March 5, 2023.
- (7) This reflects the actual number of shares earned under PSUs granted in 2022 based on the performance period ended December 31, 2024. The PSUs vested on January 17, 2025.
- (8) RSUs awarded on March 3, 2022, vesting in equal annual installments over four years measured from the vesting commencement date of March 5, 2022.
- (9) RSUs awarded on February 25, 2021, vesting in equal annual installments over four years measured from the vesting commencement date of March 5, 2021.
- (10) For the PSUs granted in 2024, the maximum number of PSUs is shown in each case assuming maximum performance of 200%. The actual number of PSUs that will be earned is not yet determinable. For additional information on the 2024 PSUs, see “Compensation Discussion and Analysis—2024 Compensation Decisions for Our NEOs—Long-Term Incentive Program” and “Compensation Discussion and Analysis—Goals for and Achievement of 2024 Performance-Based Compensation—2024 – 2026 PSU Program” above.
- (11) For the PSUs granted in 2023, the target number of PSUs is shown in each case assuming target performance of 100% and a TSR modifier of 100%. The actual number of PSUs that could be earned is between 0% and 200% of the target number of PSUs, which vest depending on our Company’s achievement with respect to certain performance criteria and our relative TSR compared to the constituents of the Russell 1000 pharmaceutical component companies over the three-year performance period. The actual number of PSUs that will be earned is not yet determinable.

(12) RSUs awarded on November 10, 2023, vesting in equal annual installments over four years measured from the vesting commencement date of December 5, 2023.

(13) RSUs awarded on August 2, 2024, vesting in equal annual installments over four years measured from the vesting commencement date of August 5, 2024.

## Option Exercises and Stock Vested in Fiscal 2024

The following table provides information on stock awards vested and stock options exercised, including the number of shares acquired upon exercise and the value realized, determined as described below, for the NEOs in the year ended December 31, 2024.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Bruce C. Cozadd	—	—	70,820	8,365,940
Renée Galá	—	—	20,080	2,362,841
Philip L. Johnson	—	—	—	—
Patricia Carr	—	—	3,704	437,149
Robert Iannone, M.D., M.S.C.E	—	—	16,760	1,979,353
Samantha Pearce	—	—	7,478	882,425

(1) The value realized on vesting is based on the number of shares underlying the RSUs that vested and the closing price of our ordinary shares on the vesting date.

## Potential Payments upon Termination or Change in Control

### Change in Control Plan

All of our NEOs are eligible for certain severance and change in control benefits under our Change in Control Plan. The Change in Control Plan applies to eligible executive employees of our Company and provides that, in the event that an executive's employment terminates due to an involuntary termination without cause or a constructive termination, in each case upon or within 12 months following a change in control (as such terms are defined in the Change in Control Plan and described generally below), and assuming all of the other conditions of the Change in Control Plan are met, each executive who is a participant in the Change in Control Plan (including each of our NEOs) would be entitled to the following benefits under the Change in Control Plan:

- A single, lump sum cash severance payment equal to the sum of: (i) the applicable base salary described below, multiplied by the applicable percentage set forth below; plus (ii) the product of (A) the applicable base salary, (B) the applicable bonus percentage described below and (C) the applicable percentage set forth below; plus (iii) the product of (A) the applicable base salary, (B) the applicable bonus percentage and the quotient obtained by dividing the number of full months that an executive is employed in the year of the termination by 12.
- The "applicable base salary" is the higher of the executive's base salary in effect (i) on the date of termination (without giving effect to any reduction in base salary that would constitute grounds for a constructive termination) or (ii) immediately prior to the change in control, without giving effect to any voluntary pay reduction taken by the executive during the 12 months preceding the date of termination or the change in control.
- The "applicable percentage" is 200% for our CEO, executive chairperson or president, 150% for senior vice presidents and above and 100% for vice presidents.

- The “applicable bonus percentage” is the greater of (i) the highest amount of any annual bonus paid to the executive for either of the last two calendar years prior to (A) the date of termination or (B) the change in control, in each case expressed as a percentage of the executive’s base salary for the applicable year, and (ii) the higher of the executive’s target bonus for the calendar year in which (A) the termination occurs or (B) the change in control occurs, in each case expressed as a percentage of the executive’s base salary for such year.
- Full payment of all of the applicable COBRA premiums for any health, dental or vision plan sponsored by us for a period of up to (i) 24 months for our CEO, executive chairperson or president, (ii) 18 months for executive vice presidents and senior vice presidents, and (iii) 12 months for vice presidents, provided that the executive timely elects continued coverage.
- Acceleration in full of the vesting and exercisability, as applicable, of outstanding stock options and other equity awards held by the executive.

The following key terms are defined in the Change in Control Plan:

- A “change in control” or “CIC” generally means: (i) a person or group acquires ownership of more than 30% of the combined voting power of our outstanding securities (other than directly from our Company); (ii) certain compromises or arrangements sanctioned by the Irish courts, certain schemes, contracts or offers that have become binding on all of our shareholders, certain takeover bids, certain offers or reverse takeover transactions, or a reorganization, merger, statutory share exchange, consolidation or similar transaction involving us, after which our shareholders do not own more than 50% of the combined voting power of the surviving entity or its parent in substantially the same proportion as their ownership of our outstanding voting securities immediately before the transaction, or a person or group acquires ownership of more than 30% of the combined voting power of the surviving entity or its parent, or at least a majority of the members of the board of directors of the parent (or the surviving entity, if there is no parent) following such transaction are not incumbent Board members (as defined in (v) below) at the time our Board approves the transaction; (iii) our shareholders or our Board approves a complete dissolution or liquidation of our Company, or a complete dissolution or liquidation of our Company otherwise occurs (except for a liquidation into a parent company); (iv) a sale, lease, exclusive license or other disposition of all or substantially all of our assets, other than to certain entities; or (v) individuals who were members of our Board as of February 10, 2016 (or members of our Board approved or recommended by a majority vote of such members still in office), referred to as “incumbent board members,” cease to constitute at least a majority of the board of directors.
- An “involuntary termination without cause” generally means an executive’s employment is terminated for any reason other than for the following reasons: (i) the executive’s unauthorized use or disclosure of confidential information or trade secrets which causes material harm to us; (ii) the executive’s material breach of any agreement with us (or the executive’s material violation of any statutory duty owed to us) after an opportunity to cure; (iii) the executive’s material failure to comply with our written policies or rules after an opportunity to cure; (iv) the executive’s conviction or plea of guilty or no contest to any crime involving fraud, dishonesty or moral turpitude; (v) the executive’s gross misconduct; (vi) the executive’s continued failure to perform his or her assigned duties after notification; or (vii) the executive’s failure to reasonably cooperate in good faith with any governmental or internal investigation of us or our directors, officers or employees. An “involuntary termination without cause” also includes an executive’s termination of employment due to death or disability.
- A “constructive termination” generally means an executive resigns employment after any of the following actions are taken or events occur without the executive’s written consent: (i) one or more reductions in the executive’s base salary that results in a total reduction in the executive’s base salary, as in effect immediately prior to the change in control or any higher base salary in effect following the change in control, by more than 10%; (ii) a relocation of the executive’s principal place of employment that increases the executive’s one-way commute by more than 35 miles; (iii) a substantial reduction in the executive’s authority, duties or responsibilities that are in effect immediately prior to the change in control, provided that if the executive holds the same position but the size of the executive’s employing entity or business unit has decreased significantly or our Company or the executive’s employing entity ceases to be a publicly-traded corporation, the executive’s authority, duties and responsibilities will be considered to be substantially reduced; (iv) a reduction in the executive’s title; or (v) a substantial increase in executive’s required business travel as compared with the executive’s required business travel prior to the change in control.

We benefit by requiring the executive to execute an effective general waiver and release of claims in order to be eligible to receive benefits under the Change in Control Plan. All other benefits (such as life insurance, disability coverage and 401(k) Plan eligibility) will terminate as of the executive’s termination date.

The Change in Control Plan does not provide for the gross up of any excise taxes imposed by Section 4999 of the Code. If any of the severance benefits payable under the Change in Control Plan would constitute a "parachute payment" within the meaning of Section 280G of the Code, subject to the excise tax imposed by Section 4999 of the Code, the Change in Control Plan provides for a best after-tax analysis with respect to such payments, under which the executive will receive whichever of the following two alternative forms of payment would result in executive's receipt, on an after-tax basis, of the greater amount of the transaction payment notwithstanding that all or some portion of the transaction payment may be subject to the excise tax (i) payment in full of the entire amount of the transaction payment, or (ii) payment of only a part of the transaction payment so that the executive receives the largest payment possible without the imposition of the excise tax.

The executive would not receive benefits under the Change in Control Plan in certain circumstances, including if (i) the executive voluntarily terminates employment with us to accept employment with another entity that is controlled, directly or indirectly, by us or is otherwise affiliated with us, (ii) the executive does not confirm in writing that he or she is subject to agreements with us relating to proprietary and confidential information and our Code of Conduct and Ethics, or (iii) the executive does not return all company property. In addition, benefits would be terminated under the Change in Control Plan if the executive willfully breaches his or her agreements with us relating to proprietary and confidential information or our Code of Conduct and Ethics.

The structure and amount of benefits provided under the Change in Control Plan are intended to balance our goals of attracting and retaining highly qualified individuals, providing the appropriate incentive for such individuals to perform in the best interests of our shareholders and maintaining responsible pay practices. Our Compensation Committee periodically reviews market data to gain a general understanding of the change in control benefits offered by our competitors and reviews the benefits offered under the Change in Control Plan against such market data to ensure that the benefits under the Change in Control Plan remain appropriate.

## Severance Plan

Effective April 23, 2025 we adopted a Severance Plan. All of our NEOs for 2024 other than Mr. Cozadd and Ms. Carr are eligible for certain severance benefits under our severance plan. The Severance Plan applies to eligible executive employees of our Company who serve on our EC, other than our CEO, and provides that, in the event that an executive's employment terminates due to an involuntary termination without cause that does not occur upon or within 12 months following a change in control (as such terms are defined in the Severance Plan and described generally below), and assuming all of the other conditions of the Severance Plan are met, each executive who is a participant in the Severance Plan (including each of our NEOs for 2024 other than Mr. Cozadd and Ms. Carr) would be entitled to the following benefits under the Severance Plan:

- A single, lump sum cash severance payment equal to the sum of: (i) 100% of the executive's annual base salary in effect on the date of the executive's termination; plus (ii) if the executive has been employed by us through at least January 31 of the calendar year in which the involuntary termination occurs, an amount equal to (A) the executive's target bonus for such calendar year multiplied by (B) a ratio, the numerator of which is the number of calendar days that the executive is employed by us during such calendar year and denominator of which is the total number of calendar days in such calendar year. If the date of the involuntary termination occurs in the first quarter of the calendar year and such date is prior to the scheduled payment date for previous year annual bonuses, the executive will receive payment of the previous year annual bonus at the target amount prorated by the number of days the executive was employed by us during the previous calendar year if the executive was not employed for the full previous calendar year.
- Full payment of all of the applicable COBRA premiums for any health, dental or vision plan sponsored by us for a period of up to 12 months following the involuntary termination, provided that the executive timely elects continued coverage.
- Continued vesting of outstanding time-based RSUs and PSUs that were granted to the executive at least 12 months prior to the date of the involuntary termination as follows: (i) unvested time-based RSUs will continue to vest on each vesting date scheduled that occurs during the 12 month period following the involuntary termination pursuant to the original vesting schedule under which such time-based RSUs were granted and (ii) PSUs that are subject to vesting based on the achievement of performance goals during a performance period that is scheduled to end during the 12 month period following the involuntary termination will vest on the date our Compensation Committee certifies the number of such PSUs, if any, that are eligible to vest in an amount equal to (a) the number of such PSUs, if any, that our Compensation Committee certifies are eligible to vest based on the actual performance measured against the performance goals for the applicable performance period multiplied by (b) a ratio, the numerator of which is the number of calendar days during the performance period for such PSUs that had elapsed prior to the involuntary termination and the denominator of which is the total number of calendar days in such performance period (or, if granted to the executive after the standard grant date

for such PSUs, the period commencing on the date such PSUs were granted to the executive and ending on the last day of the performance period), rounded up to the next whole PSU.

- Outplacement services for a period of up to 12 months following the involuntary termination.

We benefit by requiring the executive to execute an effective general waiver and release of claims in order to be eligible to receive benefits under the Severance Plan. In addition, payments and benefits under the Severance Plan are subject to our Clawback Policy and may, at our discretion, be recouped upon certain other specified recoupment events, including certain financial misconduct, compliance violations, ethical breaches and quality control failures, irrespective of whether accompanied by an accounting restatement.

A “change in control” and “involuntary termination without cause” generally have the same meanings under the Severance Plan as under our Change in Control Plan described above, except that a participant’s death or disability will not constitute an “involuntary termination without cause” for purposes of the Severance Plan. Because benefits under the Severance Plan are only payable upon an involuntary termination without cause that does not occur upon or within 12 months following a change in control, there is no overlap where an executive officer who is subject to an involuntary termination would receive benefits under both the Change in Control Plan and the Severance Plan.

The Severance Plan does not provide for the gross up of any excise taxes imposed by section 4999 of the Code. If any of the severance benefits payable under the Severance Plan would constitute a “parachute payment” within the meaning of section 280G of the Code, subject to the excise tax imposed by section 4999 of the Code, the Severance Plan provides for the same best after-tax analysis with respect to such payments as described above for the Change in Control Plan.

The executive would not receive benefits under the Severance Plan in certain circumstances, including if (i) the executive voluntarily terminates employment with us to accept employment with another entity that is controlled, directly or indirectly, by us or is otherwise affiliated with us, (ii) the executive does not confirm in writing that he or she is subject to agreements with us relating to proprietary and confidential information and our Code of Conduct and Ethics, or (iii) the executive does not return all company property. In addition, benefits would be terminated under the Severance Plan if the executive willfully breaches his or her agreements with us relating to proprietary and confidential information or our Code of Conduct and Ethics.

The structure and amount of benefits provided under the Severance Plan are intended to balance our goals of attracting and retaining highly qualified individuals, providing the appropriate incentive for such individuals to perform in the best interests of our shareholders and maintaining responsible pay practices.

## Equity Compensation Plans

The 2011 Plan and award agreements thereunder provide for potential vesting acceleration upon an executive’s termination in connection with a change in control and, at the discretion of our Board, upon certain change in control events, as further described above under the heading “*Description of Compensation Arrangements—Equity Compensation Arrangements.*” In addition, under the terms of the 2011 Plan and the option award agreements thereunder, the vested portion of stock options granted to the NEOs will generally expire three months after the applicable NEO’s termination of service, subject to extension under limited circumstances such as if the sale of shares during such time was prohibited by our insider trading policy or if exercise would result in violation of securities registration requirements. We refer to the period following the NEO’s termination during which he or she can continue to exercise his or her vested stock options as the post-termination exercise period. However, in termination situations involving the death or disability of an NEO, the post-termination exercise period is generally extended up to 12 months in connection with a termination due to disability and up to 18 months in connection with a termination due to death. As the value of such extended post-termination exercise periods is not quantifiable, such value is not included in the table below.

## Treatment of 2022, 2023 and 2024 RSUs

The RSU award agreements applicable to the RSUs granted in 2022, 2023 and 2024 provide for vesting continuation or potential vesting acceleration upon an executive’s death, disability or retirement. If an NEO’s continuous service terminates due to death, such vesting of the RSUs will be accelerated in full, effective as of the date of such termination. If an NEO’s continuous service terminates due to disability, the NEO’s unvested RSUs will continue to vest pursuant to the original vesting schedule as provided in the RSU award grant notice. If, on or after the first anniversary of the date of grant of such RSUs, the NEO’s continuous service terminates due to the NEO’s Regular Retirement or NEO’s Long-Service Retirement (each as defined below), then provided that (i) the NEO has given our Company at least four months advance written notice of the

NEO's intention to terminate her/his continuous service and (ii) the NEO executes and delivers a non-solicitation agreement satisfactory to our Company that will apply for a period of 12 months after the termination date, then the RSUs will be treated as follows:

- (1) In the case of an NEO's Regular Retirement, a pro-rata portion of each unvested tranche of RSUs will continue to vest pursuant to the original vesting schedule as provided in the grant notice. For each such unvested tranche of the RSUs, such pro-rata portion will be determined by reference to the number of RSUs in such unvested tranche of the award multiplied by the ratio of (x) the number of calendar days that have elapsed from the vesting commencement date through the date of an NEO's termination of continuous service divided by (y) the total number of calendar days in such vesting tranche (which, for clarity, will be equal to the number of calendar days that have elapsed from the vesting commencement date through the vesting date for such tranche), and rounded down to the nearest whole RSU. For purposes of the foregoing, "Regular Retirement" means an NEO's voluntary termination of continuous service, unless circumstances exist at the time of such termination that would constitute cause, following (a) the NEO's completion of five years of continuous service and (b) the NEO's attainment of age 55.
- (2) In the case of the NEO's Long-Service Retirement, all of the NEO's unvested RSUs will continue to vest pursuant to the original vesting schedule as provided in the grant notice. For purposes of the Award, "Long-Service Retirement" means an NEO's voluntary termination of continuous service, unless circumstances exist at the time of such termination that would constitute cause, following (a) the NEO's completion of 10 years of continuous service and (b) the NEO's attainment of age 55.

### Treatment of 2022, 2023 and 2024 PSUs

The PSU award agreements applicable to the PSUs granted in 2022, 2023 and 2024 provide for vesting schedule adjustments or vesting acceleration benefits upon certain termination and change in control events. If a change in control occurs prior to the last day of the performance period and if the award is assumed or continued or substituted with a similar stock award in connection with such change in control, then the vesting schedule of the award will be revised in a manner as though the greater of (i) the number of target PSUs and (ii) the number of certified PSUs (as determined in accordance with the award agreement) had been subject solely to a vesting schedule pursuant to which the CIC PSUs would have vested on the last day of the performance period, subject to the NEO's continuous service through such date. In the event an NEO's service relationship with us or a successor entity is terminated due to an involuntary termination without cause (and other than due to death or disability) within 12 months following, or one month prior to, the effective date of a change in control (and in each case prior to the last day of the performance period), the CIC PSUs will become vested. If the NEO experiences an involuntary termination without cause or a constructive termination pursuant to the Change in Control Plan prior to the last day of the performance period, the CIC PSUs will become vested.

In addition, if the NEO's continuous service terminates prior to the last day of the performance period due to death, then a number of PSUs will become vested in an amount equal to (i) the number of target PSUs, multiplied by (ii) a ratio, the numerator of which is the number of calendar days during the performance period that the NEO was in continuous service and the denominator of which is the total number of calendar days in the performance period, with the resulting number rounded up to the nearest whole PSU. If the NEO's continuous service terminates prior to the last day of the performance period due to the NEO's disability or retirement (as defined in the PSU award agreement), then effective as of the vesting date, a number of PSUs will become vested in an amount equal to (i) the number of certified PSUs determined in accordance with the award agreement, multiplied by (ii) a ratio, the numerator of which is the number of calendar days during the performance period that the NEO was in continuous service and the denominator of which is the total number of calendar days in the performance period, with the resulting number rounded up to the nearest whole PSU. With respect to the 2024 PSUs, the performance period for purposes of determining the prorated number of PSUs that will vest upon death, disability or retirement as described in this paragraph means the period commencing on (and including) the date of grant and ending on (and including) December 31, 2026.

## Potential Payments upon Termination or Change in Control Table

The following table estimates the potential severance payments and benefits under the Change in Control Plan to which the NEOs would have been entitled in connection with specified termination events, calculated as if each NEO's employment had terminated as of December 31, 2024, which was the last business day of 2024. In addition, the table sets forth the amounts to which the NEOs would have been entitled under the 2011 Plan, if, upon a corporate transaction or change in control transaction, our Board had exercised its discretion to accelerate the vesting and exercisability of stock options and the vesting of PSU awards and RSU awards, and such event had occurred on December 31, 2024. The table also reflects amounts relating to potential vesting acceleration of the 2022, 2023 and 2024 PSU awards and RSU awards, as described above.

There are no other agreements, arrangements or plans that entitle any NEOs to severance, perquisites or other benefits upon termination of employment or a change in control as of December 31, 2024. For purposes of the table below, we have assumed that none of the potential severance benefits payable under the Change in Control Plan would be subject to the excise tax imposed by Section 4999 of the Code and therefore would not be reduced in accordance with the terms of the Change in Control Plan. As described above, in April 2025, we adopted a Severance Plan under which the NEOs for 2024 other than Mr. Cozadd and Ms. Carr are eligible to receive certain severance benefits upon an involuntary termination without cause that occurs on or after April 23, 2025 and that does not occur upon or within 12 months following a change in control; because the Severance Plan was not in place as of December 31, 2024, such benefits are not provided in the table below. However, a description of the benefits under the Severance Plan is provided above under "Severance Plan." The benefits each NEO for 2024, other than Mr. Cozadd and Ms. Carr is eligible for under the Severance Plan are less than those under the Change in Control Plan.

## Potential Payments Upon Termination or Change in Control as of December 31, 2024

Name	Benefit	Involuntary Termination Without Cause or Constructive Termination in Connection with a Change of Control (\$) <sup>(1)</sup>	Certain Corporate Transactions (\$) <sup>(2)</sup>	Death (No Change of Control) (\$) <sup>(3)</sup>	Disability (No Change of Control) (\$) <sup>(4)</sup>	Retirement (No Change of Control) (\$) <sup>(5)</sup>
Bruce C. Cozadd	Lump Sum Cash Severance Payment	6,900,135	—	—	—	—
	COBRA Payments	95,086	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	30,937,225	30,937,225	24,735,358	14,020,997	7,840,468
	<b>Benefit Total</b>	<b>37,932,446</b>	<b>30,937,225</b>	<b>24,735,358</b>	<b>14,020,997</b>	<b>7,840,468</b>
Renée Galá	Lump Sum Cash Severance Payment	3,751,000	—	—	—	—
	COBRA Payments	95,086	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	10,304,814	10,304,814	7,974,813	4,738,196	—
	<b>Benefit Total</b>	<b>14,150,900</b>	<b>10,304,814</b>	<b>7,974,813</b>	<b>4,738,196</b>	<b>—</b>
Philip L. Johnson	Lump Sum Cash Severance Payment	2,046,333	—	—	—	—
	Health Continuation Coverage	43,901	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	3,924,048	3,924,048	2,540,207	1,962,026	—
	<b>Benefit Total</b>	<b>6,014,282</b>	<b>3,924,048</b>	<b>2,540,207</b>	<b>1,962,026</b>	<b>—</b>
Patricia Carr	Lump Sum Cash Severance Payment	1,203,553	—	—	—	—
	COBRA Payments	2,962	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	1,797,250	1,797,250	1,428,123	812,297	—
	<b>Benefit Total</b>	<b>3,003,765</b>	<b>1,797,250</b>	<b>1,428,123</b>	<b>812,297</b>	<b>—</b>

Name	Benefit	Involuntary Termination Without Cause or Constructive Termination in Connection with a Change of Control (\$) <sup>(1)</sup>	Certain Corporate Transactions (\$) <sup>(2)</sup>	Death (No Change of Control) (\$) <sup>(3)</sup>	Disability (No Change of Control) (\$) <sup>(4)</sup>	Retirement (No Change of Control) (\$) <sup>(5)</sup>
<b>Rob Iannone, M.D. M.S.C.E.</b>	Lump Sum Cash Severance Payment	2,635,000	—	—	—	—
	COBRA Payments	62,437	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	9,215,430	9,215,430	7,203,989	4,197,198	1,275,218
	<b>Benefit Total</b>	<b>11,912,867</b>	<b>9,215,430</b>	<b>7,203,989</b>	<b>4,197,198</b>	<b>1,275,218</b>
<b>Samantha Pearce</b>	Lump Sum Cash Severance Payment	2,240,000	—	—	—	—
	COBRA Payments	50,159	—	—	—	—
	Vesting Acceleration <sup>(6)</sup>	4,610,979	4,610,979	3,288,914	2,176,307	—
	<b>Benefit Total</b>	<b>6,901,138</b>	<b>4,610,979</b>	<b>3,288,914</b>	<b>2,176,307</b>	—

- (1) These benefits would be payable under the Change in Control Plan if the involuntary termination without cause or constructive termination occurred upon or within 12 months following a change in control and assuming such termination took place on December 31, 2024. The forms of equity grant agreements under the 2011 Plan provide for the same vesting acceleration benefit as shown here under the Change in Control Plan (except as otherwise described above under the heading, "Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs"), therefore no separate vesting acceleration benefit is listed. Pursuant to the Change in Control Plan, an involuntary termination without cause also includes an individual's death or disability.
- (2) These benefits would be payable under the 2011 Plan, if, upon a corporate transaction event, including a change of control, our Board exercised its discretion to accelerate the vesting and exercisability of outstanding equity grant agreements, assuming the vesting acceleration took place on December 31, 2024. For a description of the potential vesting acceleration provisions in the 2011 Plan, see "Description of Compensation Arrangements—Equity Compensation Arrangements" above. As described above under "Potential Payments upon Termination or Change in Control—Treatment of 2022, 2023 and 2024 PSUs," the terms of the 2022, 2023 and 2024 PSUs provide for a vesting schedule adjustment if a change in control occurs prior to the last day of the performance period and if the award is assumed or continued or substituted with a similar stock award in connection with such change in control. Since the value of this vesting schedule adjustment is based on future events, including with respect to PSU award certification, no separate quantification of this benefit is shown. However, the value of the 2022, 2023 and 2024 PSU full vesting acceleration is included in the table.
- (3) Represents the value of the 2022, 2023 and 2024 RSU vesting acceleration and pro-rated portion of 2022, 2023 and 2024 PSU vesting benefit upon death. Since the value of the extended post-termination option exercise period in this termination scenario is not quantifiable, such value is not included in the table.
- (4) Represents the value of 2022, 2023 and 2024 RSU vesting continuation upon a termination due to disability. The value of the 2022, 2023 and 2024 PSU vesting benefit upon a termination due to disability is not included because no PSUs were earned as of December 31, 2024; with respect to the 2022 PSUs, the performance period ended on December 31, 2024, so the awards were no longer subject to vesting benefits relating to termination due to disability. In addition, since the value of the extended post-termination option exercise period in this termination scenario is not quantifiable, such value is not included in the table.
- (5) Represents the value of 2022 and 2023 RSU vesting continuation upon retirement. The value of 2024 RSU vesting continuation upon retirement is not included because the vesting continuation benefit in this termination scenario under the 2022, 2023 and 2024 RSUs does not arise until one year from the date of grant. The value of the 2022, 2023 and 2024 PSU vesting benefit upon retirement is not included because no PSUs were earned as of December 31, 2024; with respect to the 2022 PSUs, the performance period ended on December 31, 2024, so the awards were no longer subject to vesting benefits relating to retirement. In addition, since the value of the extended post-termination option exercise period in this termination scenario is not quantifiable, such value is not included in the table. Having satisfied the age and minimum years of continuous service requirements, Mr. Cozadd was eligible for Long-Service Retirement and Dr. Iannone was eligible for Regular Retirement as of December 31, 2024.
- (6) The value of equity grants vesting acceleration or continuation, as applicable, is based on the closing price of \$123.15 per ordinary share on December 31, 2024, minus, in the case of stock options, the exercise price of the unvested stock option shares subject to acceleration.

## Pay Ratio Disclosure

Under SEC rules, we are required to calculate and disclose the annual total compensation of our median employee, as well as the ratio of the annual total compensation of our median employee as compared to the annual total compensation of our CEO, or our CEO pay ratio. For 2024, to identify our median employee, we used the following methodology:

- To determine our total population of employees, we included all full-time, part-time, regular and temporary employees as of October 1, 2024.
- To identify our median employee from our employee population, we calculated the annual target amount of each employee's 2024 base salary (using a reasonable estimate of the hours worked and no overtime for hourly employees) and bonus or commission, as applicable, and added the estimated value of all equity awards granted during 2024. For purposes of base salaries, bonuses and commissions, we used an estimate based on the rates in effect on October 1, 2024. The value of equity awards was not included in the calculation of the median of the annual total compensation of our employees for 2024.
- In making this determination, we annualized the base salaries, bonuses and commissions of employees who were employed by us for less than the entire calendar year.
- Compensation paid in foreign currencies was converted to U.S. dollars based on the average daily exchange rates for the year-to-date period ending on October 1, 2024.

Using this approach, we determined our median employee and then calculated the annual total compensation of this employee for 2024 in accordance with the requirements of the Summary Compensation Table.

For 2024, the median of the annual total compensation of our employees (other than our CEO) was \$281,421 and the annual total compensation of our CEO, as reported in the Summary Compensation Table, was \$15,527,464. Based on this information, the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees was 55 to 1.

The CEO pay ratio above represents our reasonable estimate calculated in a manner consistent with SEC rules and applicable guidance. SEC rules and guidance provide significant flexibility in how companies identify the median employee, and each company may use a different methodology and make different assumptions particular to that company. As a result, and as explained by the SEC when it adopted these rules, in considering the pay ratio disclosure, shareholders should keep in mind that the rule was not designed to facilitate comparisons of pay ratios among different companies, even companies within the same industry, but rather to allow shareholders to better understand and assess each company's compensation practices and pay ratio disclosures.

Neither our Compensation Committee nor our management used our CEO pay ratio measure in making compensation decisions.

## Item 402(v) Pay versus Performance

The disclosure included in this section is prescribed by SEC rules and does not necessarily align with how we or our Compensation Committee view the link between our performance and NEO pay. For additional information about our pay-for-performance philosophy and how we align executive compensation our Company performance, refer to the "Executive Compensation—Compensation Discussion and Analysis" section above.

### Required Tabular Disclosure of Pay Versus Performance

The table below reflects information regarding the compensation of our NEOs for fiscal years 2024, 2023, 2022, 2021 and 2020, as well as our financial performance for each of these FYs in accordance with SEC rules. The amounts set forth below under the headings "Compensation Actually Paid to PEO" and "Average Compensation Actually Paid to Non-PEO NEOs" have been calculated in a manner consistent with Item 402(v) of Regulation S-K. Use of the term "compensation actually paid" is required by the SEC's rules and as a result of the calculation methodology required by the SEC, such amounts differ from compensation actually received by the individuals and the compensation decisions described in the "Executive Compensation—Compensation Discussion and Analysis" section above.

Year	Summary Compensation Table Total for PEO (\$) <sup>(1)</sup>	Compensation Actually Paid to PEO (\$) <sup>(2)</sup>	Average Summary Compensation Table Total for Non-PEO NEOs (\$) <sup>(1)</sup>	Average Compensation Actually Paid to Non-PEO NEOs (\$) <sup>(2)</sup>	Value of Initial Fixed \$100 Investment Based On:		Net Income (Loss) (\$ in thousands) <sup>(4)</sup>	Total Revenues (\$ in thousands) <sup>(5)</sup>
					TSR Peer Group (\$) <sup>(3)</sup>	TSR (\$) <sup>(3)</sup>		
2024	15,527,464	17,262,015	4,695,635	5,200,146	82.50	118.20	560,120	4,068,950
2023	15,341,235	(2,503,427)	4,231,034	208,193	82.40	118.87	414,832	3,834,204
2022	17,325,618	26,315,005	5,035,509	7,254,180	106.72	113.65	(224,060)	3,659,374
2021	15,679,311	4,921,238	4,544,613	2,655,063	85.34	126.45	(329,668)	3,094,238
2020	12,573,300	19,597,659	4,091,303	6,154,655	110.56	126.42	238,616	2,363,567

- (1) For each FY, represents amount reported for our PEO and average amount reported for our non-PEO NEOs, in each case in the Total column of the Summary Compensation Table. Our PEO and our non-PEO NEOs for each of the applicable years were as follows:

Year	PEO	Non-PEO NEOs
2024	Bruce C. Cozadd	Renee Gala, Patricia Carr, Robert Iannone, Philip Johnson and Samantha Pearce
2023	Bruce C. Cozadd	Renee Gala, Patricia Carr, Robert Iannone, Neena Patil, Daniel N. Swisher, Jr. and Kim Sablich
2022	Bruce C. Cozadd	Daniel N. Swisher, Jr., Renee Gala, Robert Iannone and Kim Sablich
2021	Bruce C. Cozadd	Daniel N. Swisher, Jr., Renee Gala, Robert Iannone and Chris Tovey
2020	Bruce C. Cozadd	Daniel N. Swisher, Jr., Renee Gala, Robert Iannone and Kim Sablich

- (2) Amounts represent Compensation Actually Paid to our PEO and the average Compensation Actually Paid to our non-PEO NEOs for the relevant fiscal year. Compensation Actually Paid represents the amount reported in the Total column of the Summary Compensation Table for the applicable FY, adjusted as shown below. For the purposes of the below adjustments, the fair value of equity awards on the applicable date were determined in accordance with FASB ASC 718, using valuation methodologies that are generally consistent with those used to determine the grant-date fair value for accounting purposes. Fair value or change in fair value, as applicable, of equity awards in the Compensation Actually Paid columns was determined as follows: (i) for RSUs, the closing price of our ordinary shares on the applicable fiscal year-end date, or, in the case of vesting RSUs, the closing price of our ordinary shares on the applicable vesting date; (ii) for PSUs, the closing fair value of the awards using a Monte-Carlo simulation method, multiplied by a factor reflecting achievement of the probable outcome of the cumulative performance objective as of the measurement date; and (iii) for stock options, the closing fair value of the stock options based on a Black-Scholes option pricing model on the applicable fiscal year-end date, or, in the case of vesting stock options, the closing fair value on the applicable vesting date. Details of the adjustments made to the Summary Compensation Table are as follows:

Adjustments	2024	
	PEO (\$)	Average Non-PEO NEOs (\$)
Total compensation as reported in the Summary Compensation Table	15,527,464	4,695,635
(Deduct): Grant date fair value of awards as reported in the Stock Awards column in the Summary Compensation Table for current FY	(12,799,687)	(3,439,493)
Add: ASC 718 fair value of awards granted during applicable fiscal year that remain unvested as of current fiscal year-end, determined as of applicable fiscal year-end	14,526,756	3,926,373
Add: Change in ASC 718 fair value from prior fiscal year-end to current fiscal year-end of awards granted during prior FYs that were outstanding and unvested as of applicable fiscal year-end	331,883	64,690
Add: Change in ASC 718 fair value from prior fiscal year-end to vesting date of awards granted during prior fiscal years that vested during current fiscal year	(324,401)	(47,059)
<b>Total Adjustments</b>	<b>1,734,551</b>	<b>504,511</b>
<b>Compensation Actually Paid</b>	<b>17,262,015</b>	<b>5,200,146</b>

- (3) For the relevant fiscal year, represents the cumulative TSR of our ordinary shares and the NASDAQ Biotechnology Index at the end of each fiscal year. In each case, assume an initial investment of \$100 on December 31, 2019, and reinvestment of dividends, if any.

- (4) The amounts represent the net income (loss) as reported in our audited financial statements for the applicable fiscal year.
- (5) As required by Item 402(v) of Regulation S-K, we have determined that the Company-Selected Measure is total revenues as reported in our audited financial statements for the applicable fiscal year.

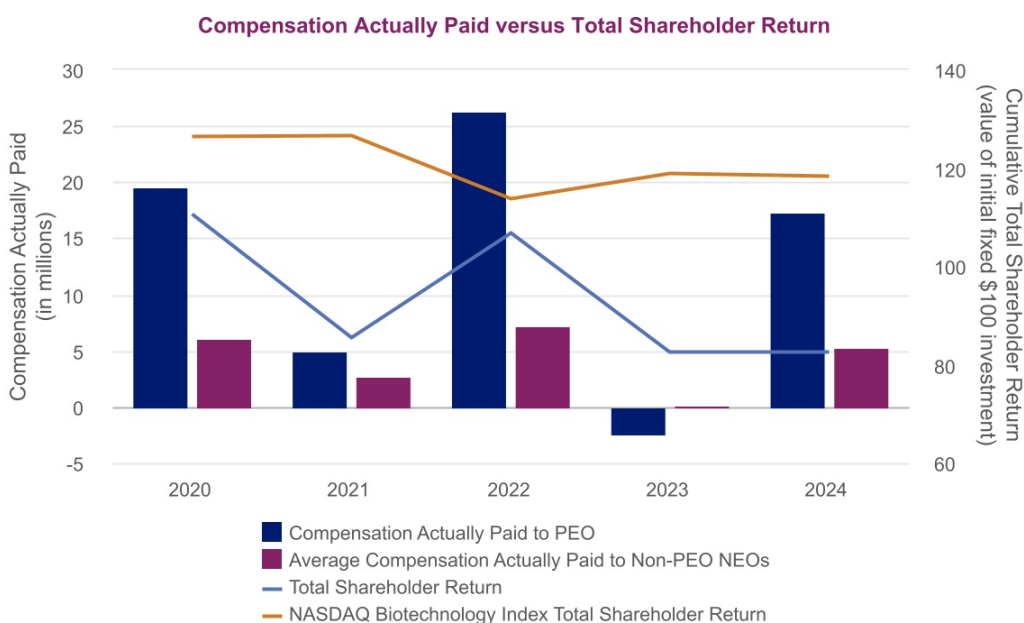
### Required Tabular Disclosure of Most Important Measures

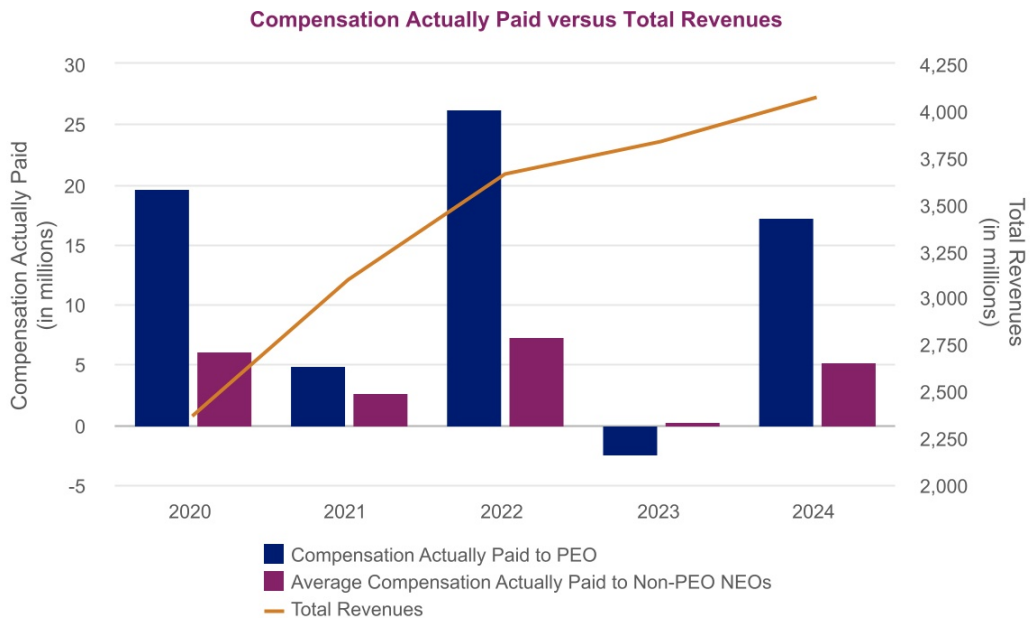
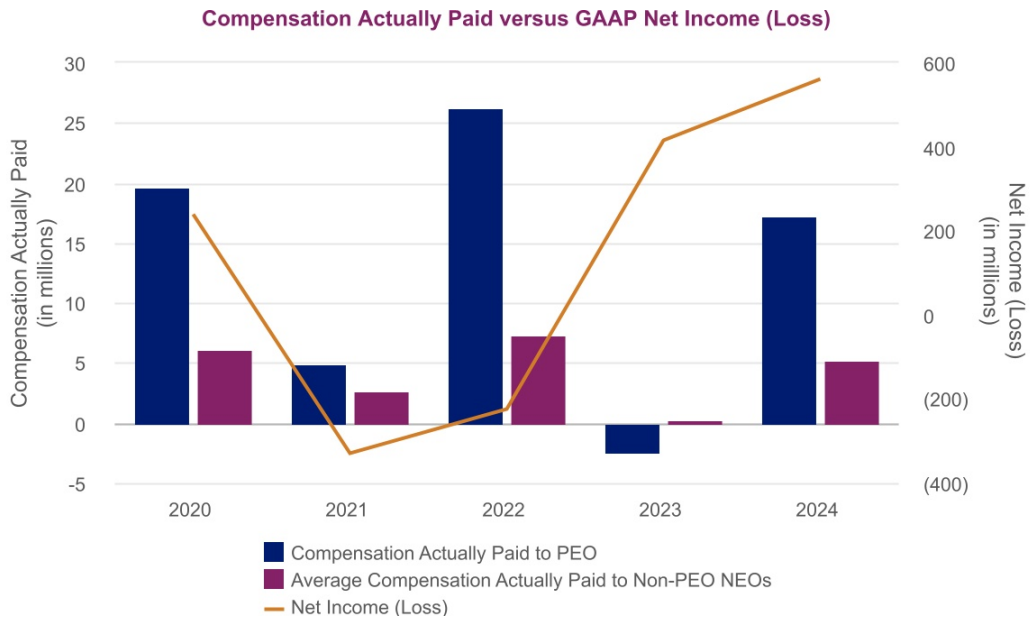
The most important financial and non-financial performance measures used by us to link compensation actually paid to our NEOs for the most recently completed fiscal year to our performance are set forth below. For further information regarding these performance metrics and their function in our executive compensation program, please see “Executive Compensation—Compensation Discussion and Analysis” above.

- Total Revenues
- Revenue (product- / therapeutic area-specific)
- Non-GAAP Adjusted Operating Margin
- Relative TSR
- Pipeline Progression
- Regulatory Advancement

### Disclosure of the Relationship between Compensation Actually Paid and Financial Performance Measures

As required by Item 402(v) of Regulation S-K, we are providing the following graphs to illustrate the relationship between the pay and performance figures that are included in the pay versus performance tabular disclosure above. In addition, the first graph below further illustrates the relationship between company TSR and that of the NASDAQ Biotechnology Index. As noted above, compensation actually paid for purposes of the tabular disclosure and the following graphs were calculated in accordance with SEC rules and do not fully represent the actual final amount of compensation earned by or actually paid to our NEOs during the applicable years.





All information provided above under the “Item 402(v) Pay Versus Performance” heading will not be deemed to be incorporated by reference into any filing by us under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent we specifically incorporate such information by reference.

## Compensation Consultant Fees

Since 2010, Aon has been engaged by our Compensation Committee each year to provide peer company and industry compensation data and provide our Compensation Committee with advice regarding executive officers' compensation, including base salaries, performance-based bonuses and long-term equity incentives, advice regarding directors' compensation as well as other matters under our Compensation Committee's charter. In 2024, the cost of Aon's consulting services directly related to our Compensation Committee support was approximately \$330,000.

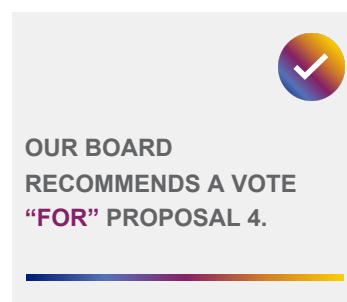
Management also engaged with Aon for various insurance-related products and services, covering director and officer liability insurance, health and benefits, pension-related services, other insurance brokerage services and risk services to the business. The aggregate Aon revenue from these additional services in 2024 (not related to Aon's compensation committee consulting services) was approximately \$5,600,000. Although our Compensation Committee was aware of the nature of the services performed by Aon affiliates and the non-executive employee compensation survey data provided by Aon, our Compensation Committee did not review and approve such services, surveys and insurance premiums and policies, as those were reviewed and approved by management in the ordinary course of business.

Aon maintains certain policies and practices to protect the independence of the executive compensation consultants engaged by our Compensation Committee. In particular, Aon provides an annual update to our Compensation Committee on the financial relationship between Aon and our Company, and provides written assurances that, within Aon, the Aon consultants who perform executive compensation services for our Compensation Committee have compensation determined separately from Aon's other lines of business and from the other services it provides to our Company. These safeguards were designed to help ensure that our Compensation Committee's executive compensation consultants continued to fulfill their role in providing independent, objective advice.

# Board Authority to Issue Shares for Cash Without First Offering Shares to Existing Shareholders

## Renewal Request

Under Irish law, when an Irish public limited company issues shares for cash (including rights to subscribe for, convert into or otherwise acquire any shares), unless otherwise authorized by shareholders, it is required first to offer those shares on the same or more favorable terms to our existing shareholders on a pro-rata basis (commonly referred to as the pre-emption right). The statutory pre-emption rights do not apply where shares are issued for non-cash consideration or pursuant to employee equity plans. Under Irish law, the authority to opt-out of the pre-emption right, which we call the pre-emption opt-out authority, can be granted by shareholders covering up to the maximum of a company's authorized but unissued ordinary share capital for a maximum period of five years, at which point it lapses unless renewed by shareholders.



At our 2024 AGM, our shareholders approved our Board's authority to opt out of the pre-emption rights provision in the event of an issuance of ordinary shares for cash, up to the amount of 20% of our issued ordinary share capital in the aggregate, for a period of 18 months from the date of the 2024 AGM. Pursuant to this Proposal 4, we are seeking a renewal of our existing authority to opt out of the pre-emption rights provision in the event of an issuance of ordinary shares for cash, if the issuances are limited to up to 20% of our issued ordinary share capital in the aggregate, for a period expiring on the date being 18 months from the passing of the below resolution, unless otherwise varied, renewed or revoked.

Accordingly, Proposal 4 is much more limited than Irish law maximally allows for in terms of both amount and duration as it relates to pre-emption opt-out authorities. We expect to next propose renewal of our Board's pre-emption opt-out authority at our 2026 AGM.

We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Rather, approval of this Proposal 4 will simply provide our Board with certain continued flexibility to issue shares (subject to our Board's authority to allot and issue such shares approved by shareholders at our 2021 AGM of shareholders) that are already within our authorized share capital for cash on a non-pre-emptive basis, in accordance with the terms described herein.

If Proposal 4 is approved, our current pre-emption opt-out authority approved at the 2024 AGM will be revoked effective upon the passing of the resolution set out below. If Proposal 4 is not approved, our current pre-emption opt-out authority approved at the 2024 AGM will continue to apply until January 25, 2026 unless otherwise varied, renewed or revoked following our 2025 AGM.

## Why Our Shareholders Should Approve this Proposal 4

Granting our Board the pre-emption opt-out authority on the terms set forth in this Proposal 4 is vital to advancing our business and driving shareholder value, including, if applicable, in connection with potential capital raising and corporate development transactions. Our strategy for growth is rooted in executing commercial launches and ongoing commercialization initiatives; advancing robust R&D programs and delivering impactful clinical results; effectively deploying capital to strengthen the prospects of achieving our short- and long-term goals through strategic corporate development; and delivering strong financial performance.

Our strategy for growth depends in part on our ability to quickly take advantage of strategic opportunities, including potential acquisitions and other capital-intensive transactions that we believe would increase shareholder value. Many of these opportunities are highly competitive, with multiple parties often offering comparable or even the same economics.

If Proposal 4 is not approved, in each case where we propose to issue shares for cash consideration after January 25, 2026 and/or beyond the limits of our current pre-emption opt-out authority, we would first have to offer those shares on the same or more favorable terms to our existing shareholders pro-rata to their existing shareholdings following a specific Irish statutory procedure and timeline in the absence of a new shareholder approval to dis-apply the pre-emption rights provision to the issuance of those shares. This could put us at a distinct disadvantage vis-à-vis many of our peers in competing for acquisitions and similar transactions (particularly since many of the companies with which we compete strategically are listed and incorporated in the U.S. and are not subject to similar pre-emption right restrictions), and might make it difficult for us to complete such transactions in a timely manner or at all, thus potentially limiting our ability to further our strategy for growth by deploying capital to meet strategic goals that are in the best interests of our shareholders. Furthermore, we note that this pre-emption opt-out authorization is required as a matter of Irish law and is not otherwise required for U.S.-incorporated companies listed on Nasdaq or NYSE. Importantly, our Company remains, like all U.S.-incorporated companies listed on Nasdaq, subject to compliance with Nasdaq listing rules, including the Nasdaq shareholder approval requirements related to equity issuances.

## Supermajority Vote Standard; Special Resolution

As required under Irish law, Proposal 4 is a special resolution that requires the affirmative vote of at least 75% of the votes cast in person or by proxy at our 2025 AGM (including any adjournment thereof) in order to be approved.

Our Board is asking our shareholders to vote “FOR” the following special resolution:

**“RESOLVED**, that the directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 of Ireland (the 2014 Act) to allot equity securities (as defined in section 1023 of the 2014 Act) for cash, pursuant to the authority conferred by shareholders at Jazz Pharmaceuticals’ annual general meeting on 29 July 2021 in accordance with section 1021 of the 2014 Act, as if sub-section (1) of section 1022 of the 2014 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of US\$1,233.05 (12,330,494 shares) (being equivalent to approximately 20% of the aggregate nominal value of Jazz Pharmaceuticals’ issued ordinary share capital as at the last practicable date prior to the issue of the notice of this meeting), and the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that Jazz Pharmaceuticals may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”



OUR BOARD RECOMMENDS A VOTE **“FOR”** PROPOSAL 4.

# Security Ownership of Certain Beneficial Owners & Management

The following table sets forth certain information regarding the ownership of our ordinary shares as of May 12, 2025 (except as noted) by: (i) each director and director nominee; (ii) each of our NEOs; (iii) all of our current executive officers, directors and director nominees as a group; and (iv) all those known by us to be beneficial owners of more than five percent of our ordinary shares.

Name and Address of Beneficial Owner <sup>(1)</sup>	Beneficial Ownership <sup>(2)</sup>	
	Number of Shares (#)	Percentage of Total (%)
<b>5% SHAREHOLDERS</b>		
The Vanguard Group <sup>(3)</sup> 100 Vanguard Blvd. Malvern, PA 19355	6,363,748	10.3 %
BlackRock, Inc. <sup>(4)</sup> 50 Hudson Yards New York, NY 10001	5,872,123	9.5 %
<b>NEOs AND DIRECTORS</b>		
Bruce C. Cozadd <sup>(5)</sup>	849,462	1.4 %
Renée Galá <sup>(6)</sup>	70,889	*
Philip L. Johnson	15,000	*
Patricia Carr <sup>(7)</sup>	14,000	*
Robert Iannone, M.D., M.S.C.E. <sup>(8)</sup>	88,782	*
Samantha Pearce <sup>(9)</sup>	16,727	*
Jennifer E. Cook <sup>(10)</sup>	11,879	*
Patrick G. Enright <sup>(11)</sup>	36,251	*
Laura J. Hamill	1,500	*
Patrick Kennedy	1,423	*
Heather Ann McSharry <sup>(12)</sup>	40,720	*
Seamus Mulligan <sup>(13)</sup>	1,299,546	2.1 %
Kenneth W. O'Keefe <sup>(14)</sup>	53,234	*
Anne O'Riordan <sup>(15)</sup>	29,737	*
Norbert G. Riedel, Ph.D. <sup>(16)</sup>	37,771	*
Mark D. Smith, M.D. <sup>(17)</sup>	11,879	*
Rick E. Winningham <sup>(18)</sup>	34,510	*
<b>All current directors and executive officers as a group (19 persons)<sup>(19)</sup></b>	<b>2,679,227</b>	<b>4.3 %</b>

\* Less than 1%.

- (1) Unless otherwise provided in the table above or in the notes below, the address for each of the beneficial owners listed is c/o Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland.
- (2) This table is based upon information supplied by officers and directors as well as Schedules 13G or 13G/A filed with the SEC by beneficial owners of more than five percent of our ordinary shares. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the shareholders named in this table has sole voting and investment power with respect to the ordinary shares indicated as beneficially owned. Applicable percentages are based on 61,652,471 ordinary shares outstanding on May 12, 2025, adjusted as required by rules promulgated by the SEC. The number of shares beneficially owned includes ordinary shares issuable pursuant to the exercise of stock options that are exercisable and RSUs that will vest within 60 days of May 12, 2025. Shares issuable pursuant to the exercise of stock options that are exercisable and RSUs that will vest within 60 days of May 12, 2025 are deemed to be outstanding and beneficially owned by the person to whom such shares are issuable for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person.
- (3) This information is based on a Schedule 13G/A filed with the SEC on February 13, 2024 by The Vanguard Group. According to the Schedule 13G/A, as of December 29, 2023, The Vanguard Group has shared power to vote or direct the vote of 54,434 ordinary shares, sole power to dispose or direct the disposition of 6,211,844 ordinary shares, and shared power to dispose or direct the disposition of 151,904 shares. The Schedule 13G/A provides information only as of December 29, 2023 and, consequently, the beneficial ownership of the above-mentioned entity may have changed between December 29, 2023 and May 12, 2025.
- (4) This information is based on a Schedule 13G/A filed with the SEC on November 12, 2024 by BlackRock, Inc. According to the Schedule 13G/A, as of September 30, 2024, BlackRock, Inc. has sole power to vote or direct the vote of 5,748,437 ordinary shares and sole power to dispose or direct the disposition of 5,872,123 ordinary shares. The Schedule 13G/A also indicates that BlackRock, Inc. is acting as a parent holding company for a number of entities that beneficially owned the ordinary shares being reported. The Schedule 13G/A provides information only as of September 30, 2024 and, consequently, the beneficial ownership of the above-mentioned entity may have changed between September 30, 2024 and May 12, 2025.
- (5) Includes 511,500 ordinary shares Mr. Cozadd has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (6) Includes 41,500 ordinary shares Ms. Galá has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (7) Includes 14,000 ordinary shares Ms. Carr has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (8) Includes 57,500 ordinary shares Dr. Iannone has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (9) Includes 6,907 ordinary shares Ms. Pearce has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (10) Includes 6,475 ordinary shares Ms. Cook has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (11) Includes 15,305 ordinary shares Mr. Enright has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (12) Includes 25,550 ordinary shares Ms. McSharry has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (13) Includes 25,550 ordinary shares Mr. Mulligan has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (14) Includes 25,550 ordinary shares Mr. O'Keefe has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (15) Includes 18,670 ordinary shares Ms. O'Riordan has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (16) Includes 25,550 ordinary shares Dr. Riedel has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (17) Includes 6,475 ordinary shares Dr. Smith has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (18) Includes 25,550 ordinary shares Mr. Winningham has the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.
- (19) Includes 857,082 ordinary shares that our executive officers and non-employee directors have the right to acquire pursuant to options exercisable within 60 days of May 12, 2025.

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# Additional Information

## Special Note Regarding Forward-Looking Statements

Our proxy statement contains forward-looking statements, including, but not limited to, statements related to our growth prospects and future financial and operating performance; our strategy to create sustainable and enhanced growth and value, including statements related to the potential ways in which we intend to advance our business, grow and diversify our portfolio and revenues, and increase shareholder value; the goals of our CSSI strategy, efforts and initiatives; our anticipated needs with respect to the issuance of our share capital and our ability to execute on our growth strategy; any potential future strategic opportunities, including potential acquisitions or other business development transactions; the anticipated benefits to us of our corporate development transactions and R&D efforts; the goals of I-CARE, our compliance and ethics program; the goals of our executive compensation programs; and other statements that are not historical facts. These forward-looking statements are based on our current plans, objectives, estimates, expectations and intentions 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 and uncertainties associated with: maintaining or increasing sales of and revenue from Xywav, Rylaze, Epidiolex/Epidyolex and other key marketed products; the introduction of new products into the U.S. market that compete with, or otherwise disrupt the market for our products and product candidates; compliance with regulatory restrictions, including the requirements of risk evaluation and mitigation strategy for oxybate products and safety reporting requirements; effectively launching and commercializing our other products and product candidates; the successful completion of development and regulatory activities with respect to our product candidates; obtaining and maintaining adequate coverage and reimbursement for our products; increasing scrutiny with respect to pricing and global trends towards healthcare cost containment; market acceptance of our products by physicians, patients, third party payors and the medical community; the time-consuming and uncertain regulatory approval process, including the risk that our current and/or planned regulatory submissions may not be submitted, accepted or approved by applicable regulatory authorities in a timely manner or at all; the costly and time-consuming pharmaceutical product development and the uncertainty of clinical success, including risks related to failure or delays in successfully initiating or completing clinical trials and assessing patients; global economic, financial, and healthcare system disruptions and the current and potential future negative impacts to our business operations and financial results; geopolitical events, including the conflict between Russia and Ukraine and related sanctions; macroeconomic conditions, including global financial markets, international tariffs and trade restrictions, fluctuations in interest rates, inflation and recent and potential banking disruptions; regulatory initiatives and changes in tax laws; market volatility; protecting and enhancing our intellectual property rights and our commercial success being dependent upon obtaining, maintaining and defending intellectual property protection for our products and product candidates; delays or problems in the supply or manufacture of our products and product candidates; significant disruptions of information technology systems or data security incidents; complying with applicable U.S. and non-U.S. regulatory requirements, including those governing the research, development, manufacturing and distribution of controlled substances; government investigations, legal proceedings and other actions; identifying and consummating corporate development transactions, financing these transactions and successfully integrating acquired product candidates, products and businesses; our ability to realize the anticipated benefits of our business development transactions and collaborations and license agreements with third parties; the sufficiency of our cash flows and capital resources; challenges inherent in efficiently managing employees in diverse geographies and creating and maintaining a positive workplace culture; the aspirational nature of our CSSI strategies, efforts and initiatives, which are not guarantees or promises that such goals, initiatives and objectives will be met; our ability to meet our projected long-term goals and objectives, in the time periods that we anticipate, or at all, and the inherent uncertainty and significant judgments and assumptions underlying our long-term goals and objectives; our ability to identify, compete with others for, and successfully complete any potential future business development transactions; and other risks and uncertainties affecting us, including those described from time to time under the caption "Risk Factors" and elsewhere in our SEC filings and reports, including Jazz Pharmaceuticals plc's Annual Report on Form 10-K for the year ended December 31, 2024, as supplemented by our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, and subsequent filings and reports by Jazz Pharmaceuticals plc. Other risks and uncertainties of which we are not currently aware may also affect our forward-looking statements and may cause actual results and timing of events

to differ materially from those anticipated. The forward-looking statements herein are made only as of the date of our proxy statement or as of the dates indicated in the forward-looking statements, even if they are subsequently made available by us on our Website or otherwise. We undertake no obligation to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in our expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

## Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to satisfy the delivery requirements for Notices and proxy materials with respect to two or more shareholders sharing the same address by delivering a single Notice or a single set of proxy materials, as applicable, addressed to those shareholders. This process, which is commonly referred to as “householding” potentially means extra convenience for shareholders and cost savings for companies.

A number of brokers with account holders who are our shareholders will be “householding” Notices and our proxy materials. A single Notice or a single set of proxy materials, as applicable, may be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Notice or set of proxy materials, as applicable, in the future you may: (1) notify your broker, (2) direct your written request to Jazz Pharmaceuticals plc, Attention: Investor Relations, Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland or (3) contact our Investor Relations department at +353.1.634.3211 (Ireland) or +1.650.496.2717 (United States) or by email at [investorinfo@jazzpharmaceuticals.com](mailto:investorinfo@jazzpharmaceuticals.com). Shareholders who currently receive multiple copies of Notices or proxy materials at their address and would like to request “householding” of their communications should contact their broker. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of a Notice or set of proxy materials to a shareholder at a shared address to which a single Notice or set of proxy materials, as applicable, was delivered.

## Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who beneficially own more than 10% of the outstanding shares of our ordinary shares to file reports of their stock ownership and changes in their ownership of our ordinary shares with the SEC. Based solely on a review of the reports filed for fiscal year 2024 and related written representations, we believe that all Section 16(a) reports were filed on a timely basis, except for a late filing due to an inadvertent administrative error of one Form 4 to report the sale of 1,410 shares in September 2024 by Liz Henderson.

## General

Your proxy is solicited on behalf of our Board. Unless otherwise directed at our 2025 AGM (or any adjournment thereof), proxies will be voted “FOR” all of the nominees listed in Proposal 1 and “FOR” Proposals 2, 3 and 4. If any matter other than those described in our proxy statement is properly tabled to our 2025 AGM (or any adjournment thereof), it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By order of our Board,

/s/ Aislinn Doody

**Aislinn Doody**, Company Secretary

Dublin, Ireland

June 6, 2025

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# Questions and Answers

## Q: Why did I receive these materials?

A: Our Board is soliciting your proxy to vote at our 2025 AGM. Our proxy statement contains important information regarding our 2025 AGM, the proposals on which you are being asked to vote, information you may find useful in determining how to vote and voting procedures.

## Q: Why did I receive a notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

A: We are pleased to take advantage of SEC rules that allow companies to furnish their proxy materials over the internet. Most of our shareholders will not receive paper copies of our proxy materials (unless requested), and will instead be sent a Notice. All shareholders receiving a Notice will have the ability to access our proxy materials on the website referred to in the Notice and to request a printed set of our proxy materials. Instructions on how to access our proxy materials via the internet or to request a printed set of our proxy materials may be found in the Notice.

## Q: Why did I receive a full set of proxy materials in the mail instead of a notice regarding the internet availability of proxy materials?

A: We are providing shareholders who have previously requested a printed set of our proxy materials with paper copies of our proxy materials instead of a Notice.

## Q: What is the annual report included in the proxy materials?

A: Under applicable U.S. securities laws, we are required to provide an annual report to security holders along with our proxy statement. We intend to satisfy this annual report requirement by providing the 2024 Annual Report on Form 10-K together with our proxy statement.

## Q: How do I attend the 2025 AGM?

A: Our 2025 AGM will be held on Thursday, July 24, 2025, at 9:45 a.m. local time at our corporate headquarters located at Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland. For directions to attend our 2025 AGM in person, please contact our Investor Relations department at +353.1.634.3211 (Ireland) or +1.650.496.2717 (United States) or by email at [investorinfo@jazzpharmaceuticals.com](mailto:investorinfo@jazzpharmaceuticals.com). Information on how to vote in person at our 2025 AGM is discussed below. However, you do not need to attend our 2025 AGM to vote your shares and, as noted in the next question, we strongly recommend that you vote your shares in advance of the meeting as instructed below.

## Q: Who can vote at the 2025 AGM?

A: Only shareholders of record at the close of business on May 29, 2025, the record date for our 2025 AGM, will be entitled to vote at our 2025 AGM.

### **Shareholders of Record: Shares Registered in your Name**

If, at the close of business on May 29, 2025, your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a shareholder of record. As a shareholder of record, you may vote in person at our 2025 AGM or vote by proxy. Whether or not you plan to attend our 2025 AGM, we urge you to vote by proxy over the telephone or via the internet as instructed below, or, for those shareholders who receive a paper proxy card in the mail, by mailing a completed proxy card.

## Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Agent

If, at the close of business on May 29, 2025, your shares were held not in your name, but rather in an account at a brokerage firm, bank or other agent, then you are the beneficial owner of shares held in “street name” and a Notice is being sent to you by that broker, bank or other agent. The broker, bank or other agent holding your account is considered to be the shareholder of record for purposes of voting at our 2025 AGM. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account as set forth in the voting instructions in the Notice from your broker, bank or other agent. You are also invited to attend our 2025 AGM. However, since you are not the shareholder of record, you may not vote your shares in person at our 2025 AGM unless you request and obtain a valid proxy from your broker, bank or other agent.

### Q: What am I voting on?

A: There are four matters scheduled for a vote at our 2025 AGM:

- Election by separate resolutions of the four named nominees for director to hold office until our 2028 AGM (Proposal 1).
- Ratification, on a non-binding advisory basis, of the appointment of KPMG as our independent auditors for the fiscal year ending December 31, 2025 and the authorization, in a binding vote, of our Board, acting through our Audit Committee, to determine the independent auditors’ remuneration (Proposal 2).
- Approval, on a non-binding advisory basis, of the compensation of our NEOs as disclosed in our proxy statement (Proposal 3).
- Granting our Board authority under Irish law 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 (Proposal 4).

### Q: What are our Board’s voting recommendations?

A: Our Board recommends that you vote your shares “FOR” each of the director nominees named in our proxy statement to hold office until the 2028 AGM and “FOR” the other three proposals.

### Q: What if another matter is properly brought before the 2025 AGM?

A: Our Board knows of no other matters that will be presented for consideration at our 2025 AGM. If any other matters are properly brought before our 2025 AGM, it is the intention of the persons named in the accompanying proxy card, referred to in our proxy statement as the “proxy holders,” to vote on those matters in accordance with their best judgment.

### Q: How do I vote?

A: For the election of directors (Proposal 1), you may vote “FOR” or “AGAINST”, or you may abstain from voting in respect of each nominee. For each of the other three proposals, you may vote “FOR” or “AGAINST” or you may abstain from voting.

## Shareholders of Record: Shares Registered in your Name

If you are a shareholder of record, you may vote in person at our 2025 AGM, you may vote by electronic proxy over the telephone or via the internet as instructed below, or, for those shareholders who receive a paper proxy card in the mail, by mailing a completed proxy card. Whether or not you plan to attend our 2025 AGM, we urge you to vote by proxy to ensure your vote is counted. You may still attend our 2025 AGM and vote in person even if you have already voted by proxy. **However, as noted above, we recommend that you vote your shares by proxy in advance of our 2025 AGM.**

- To vote in person, come to our 2025 AGM and we will give you a ballot when you arrive. Please bring your admission ticket or proof of ownership, as further discussed under “Do I need a ticket to attend the 2025 AGM?” below.

- To vote using a proxy card, simply complete, sign and date the proxy card that was mailed to you and return it promptly in the envelope provided. Proxy cards must be received by July 23, 2025. If you return your signed proxy card before this time, we will forward it to our registered office electronically in accordance with Irish law and we will vote your shares as you direct.
- To vote by 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 to submit an electronic proxy card. You will be asked to provide our Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m., U.S. Eastern Time, on July 23, 2025 to be counted.
- To vote via the internet, go to [www.proxyvote.com](http://www.proxyvote.com) to complete an electronic proxy card. You will be asked to provide our Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m., U.S. Eastern Time, on July 23, 2025 to be counted.

### **Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Agent**

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice or the full set of proxy materials containing voting instructions from that broker, bank or other agent rather than from us. Simply follow the voting instructions in the Notice or the full set of proxy materials to ensure that your vote is counted. Alternatively, you may vote by telephone or via the internet as instructed by your broker, bank or other agent. To vote in person at our 2025 AGM, you must request and obtain a valid proxy from your broker, bank, or other agent. Follow the voting instructions from your broker, bank or other agent, or contact your broker, bank or other agent to request a proxy form.

**We provide internet proxy voting 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.**

### **Q: How many votes do I have?**

**A:** On each matter to be voted upon, you have one vote for each ordinary share you owned as of the close of business on May 29, 2025.

### **Q: If I am a shareholder of record and I do not vote, or if I return a proxy card or otherwise vote without giving specific voting instructions, what happens?**

**A:** If you are a shareholder of record and you do not vote by completing your proxy card, vote by proxy via the internet or by telephone, or vote in person at our 2025 AGM, your shares will not be voted.

If you are a shareholder of record and you do not specify your vote on each proposal individually when voting by proxy via the internet or by telephone, or if you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by our Board on all matters presented in our proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at our 2025 AGM. The voting recommendations of our Board are set forth under *"What are our Board's voting recommendations?"* above.

**Q: If I am a beneficial owner of shares held in street name and I do not provide my broker or bank with voting instructions, what happens?**

**A:** If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank or other agent how to vote your shares, your broker, bank or other agent may still be able to vote your shares in its discretion. In this regard, under the rules of the NYSE, brokers, banks and other securities intermediaries that are subject to NYSE rules may use their discretion to vote your “uninstructed” shares with respect to matters considered to be “routine” under NYSE rules, but not with respect to “non-routine” matters. In this regard, Proposals 1 and 3 are considered to be “non-routine” under NYSE rules meaning that your broker may not vote your shares on those proposals in the absence of your voting instructions. Proposals 2 and 4 are considered to be “routine” matters under NYSE rules meaning that if you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker in its discretion on Proposals 2 and 4.

**If you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.**

**Q: What does it mean if I receive more than one set of proxy materials, more than one Notice, or a combination thereof?**

**A:** If you receive more than one set of proxy materials, more than one Notice, or a combination thereof, your shares may be registered in more than one name or are registered in different accounts. Please follow the voting instructions on each set of proxy materials or Notices to ensure that all of your shares are voted.

**Q: Can I change my vote after submitting my proxy?**

**A:** Yes. You can revoke your proxy at any time before the commencement of our 2025 AGM. 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 via the internet.
- You may send a timely written notice that you are revoking your proxy to our Company Secretary at Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland.
- You may attend our 2025 AGM and vote in person. Simply attending our 2025 AGM will not, by itself, revoke your proxy.

Your most recent proxy card or telephone or internet proxy is the one that is counted. If your shares are held by your broker, bank or other agent as a nominee or agent, you should follow the instructions provided by your broker, bank or other agent.

**Q: Do I need a ticket to attend the 2025 AGM?**

**A:** Yes, you will need an admission ticket or proof of ownership of ordinary shares to enter our 2025 AGM. If you are a shareholder of record and you received a full set of proxy materials in the mail, your admission ticket is attached to the proxy card sent to you. If you plan to attend our 2025 AGM, please so indicate when you vote and bring the ticket and valid photo identification with you to our 2025 AGM. If you are a shareholder of record and you received a Notice in the mail, your admission ticket is your Notice. Please bring your Notice and valid photo identification with you to our 2025 AGM. If your shares are held in the name of a bank, broker or other holder of record, your admission ticket is on your voting instruction form. If you do not bring your admission ticket, you will need proof of ownership to be admitted to our 2025 AGM. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you arrive at our 2025 AGM without an admission ticket, we will admit you only if we are able to verify that you are a shareholder. For directions to attend our 2025 AGM in person, please contact our Investor Relations department at +353.1.634.3211 (Ireland) or +1.650.496.2717 (United States) or by email at [investorinfo@jazzpharmaceuticals.com](mailto:investorinfo@jazzpharmaceuticals.com).

**Q: How are votes counted?**

**A:** Votes will be counted by the inspector of elections appointed for our 2025 AGM. The inspector of elections will separately count, with respect to the proposal to elect directors (Proposal 1), votes “FOR,” “AGAINST,” abstentions and broker non-votes; and, with respect to each of the other proposals, votes “FOR,” “AGAINST,” abstentions, and, as applicable, broker non-votes.

**Q: What are “broker non-votes”?**

**A:** As discussed above, when a beneficial owner of shares held in street name does not give voting instructions to his or her broker, bank or other agent holding his or her shares as to how to vote on matters deemed to be “non-routine” under NYSE rules, the broker, bank or other such agent cannot vote the shares. When there is at least one “routine” matter that the broker, bank or other agent votes on, the shares that are un-voted on “non-routine” matters are counted as “broker non-votes.” Proposals 1 and 3 are considered to be “non-routine” under NYSE rules and we therefore expect broker non-votes in connection with those proposals.

***As a reminder, if you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.***

**Q: How many votes are needed to approve each proposal?**

**A:** Assuming that a quorum is present at our 2025 AGM, the following votes will be required for approval:

Proposal	Vote Required for Approval
Proposal 1	Each director nominee must receive the affirmative vote of a majority of the votes cast on his or her election to hold office until the 2028 AGM
Proposal 2	Affirmative vote of a majority of the votes cast
Proposal 3	Affirmative vote of a majority of the votes cast
Proposal 4	Affirmative vote of 75% of the votes cast

**Q: What are the treatment and effect of abstentions and broker non-votes?**

**A:** Abstentions and broker non-votes will be treated as shares present for purposes of determining the presence of a quorum for the transaction of business at our 2025 AGM. Abstentions and broker non-votes will not, however, be considered votes cast at our 2025 AGM. Because the approval of all of the proposals is based on the votes cast at our 2025 AGM, abstentions and, as applicable, broker non-votes will not have any effect on the outcome of voting on the proposals.

**Q: What is the quorum requirement?**

**A:** A quorum of shareholders is necessary to hold a valid AGM. A quorum will be present if shareholders holding a majority of the issued and outstanding ordinary shares entitled to vote as of the record date are present at our 2025 AGM or represented by proxy. On the record date, there were 60,511,021 ordinary shares outstanding and entitled to vote. Your shares will be counted towards the quorum only if you submit a valid proxy (or if one is submitted on your behalf by your broker, bank or other agent) or, provided that you are a shareholder of record, if you vote in person at our 2025 AGM. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum within one hour of the time scheduled for our 2025 AGM, our 2025 AGM will stand adjourned to August 31, 2025 at 9:45 a.m. local time at the same location, or such other time or place as our Board may determine.

**Q: How can I find out the results of the voting at the 2025 AGM?**

**A:** Preliminary voting results will be announced at our 2025 AGM. In addition, final voting results will be published in a quarterly report on Form 10-Q or a current report on Form 8-K that we expect to file with the SEC within four business days after our 2025 AGM. If final voting results are not available to us in time to file a Form 10-Q or a Form 8-K within four business days after our 2025 AGM, 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.

**Q: What are the Irish statutory financial statements and where can I access them?**

**A:** We are presenting for consideration our Irish statutory financial statements, and the respective reports of our directors and our auditors thereon, at our 2025 AGM. Since we are an Irish company, we are required to prepare Irish statutory financial statements under applicable Irish company law and to deliver those financial statements together with the respective reports of the directors and the auditors thereon to shareholders of record in connection with our 2025 AGM. The Irish statutory financial statements cover the results of operations and financial position of our Company for the year ended December 31, 2024. The Irish statutory financial statements were prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and as applied in accordance with the 2014 Act. There is no requirement under Irish law that the Irish statutory financial statements be approved by the shareholders, and no such approval will be sought at our 2025 AGM.

Our Irish statutory financial statements, and the respective reports of the directors and the auditors thereon, will be delivered to shareholders of record in accordance with our obligations under Irish law. We will mail without charge, upon written request, a copy of the Irish statutory financial statements, together with the respective reports of our directors and our auditors thereon, to beneficial "street name" owners of our shares. Requests should be sent to: Jazz Pharmaceuticals plc, Attention: Company Secretary, Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland.

**Q: What proxy materials are available on the internet?**

**A:** Our proxy statement, our letter to shareholders and the 2024 Annual Report and our Irish financial statements for the FY ended December 31, 2024 are available at <https://materials.proxyvote.com/G50871>. **In addition, we will mail without charge, upon written request, a copy of our 2024 Annual Report on Form 10-K, including the consolidated financial statements, schedules and list of exhibits, and any particular exhibit specifically requested. Requests should be sent to: Jazz Pharmaceuticals plc, Attention: Aislinn Doody, Company Secretary, Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland.**

JAZZ PHARMACEUTICALS PLC  
 3170 PORTER DRIVE  
 PALO ALTO, CA 94304  
 ATTN: COMPANY SECRETARY



**SCAN TO**  
**VIEW MATERIALS & VOTE**



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)** or scan the QR Barcode above  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M., U.S. Eastern Time on July 23, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
 If you would like to reduce the costs incurred by our company in mailing proxy materials while minimizing environmental impact, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M., U.S. Eastern Time on July 23, 2025. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy card must be received no later than July 23, 2025.

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

V73340-P25745

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

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**JAZZ PHARMACEUTICALS PLC**

The Board of Directors recommends you vote FOR each of the nominees for director named in Proposal 1 below:

- To elect four nominees for director named below to hold office until the 2028 Annual General Meeting of Shareholders.

Nominees:	For	Against	Abstain
1a. Jennifer E. Cook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Patrick G. Enright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Seamus Mulligan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Norbert G. Riedel, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR Proposal 4:

- |   |  |                          |                          |                          |
|---|--|--------------------------|--------------------------|--------------------------|
| <ol style="list-style-type: none"> <li>To grant the Board of Directors authority under Irish law 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.</li> </ol> | <table border="0"> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/>  | <input type="checkbox"/>   | <input type="checkbox"/> |                          |                          |

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends you vote FOR Proposals 2 and 3:

- |  |   |                          |                          |                          |                          |                          |                          |
|--|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <ol style="list-style-type: none"> <li>To ratify, on a non-binding advisory basis, the appointment of KPMG as the independent auditors of Jazz Pharmaceuticals plc for the fiscal year ending December 31, 2025 and to authorize, in a binding vote, the Board of Directors, acting through the audit committee, to determine KPMG's remuneration.</li> <li>To approve, on a non-binding advisory basis, the compensation of Jazz Pharmaceuticals plc's named executive officers as disclosed in the proxy statement.</li> </ol> | <table border="0"> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/>   | <input type="checkbox"/>  | <input type="checkbox"/> |                          |                          |                          |                          |                          |
| <input type="checkbox"/>   | <input type="checkbox"/>  | <input type="checkbox"/> |                          |                          |                          |                          |                          |

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date

**2025 Annual General Meeting of Shareholders**

**Thursday, July 24, 2025  
9:45 AM Local Time  
Jazz Pharmaceuticals plc  
Fifth Floor, Waterloo Exchange  
Waterloo Road  
Dublin 4, Ireland**

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

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting  
to be held on July 24, 2025:**

Our Proxy Statement, our Letter to Shareholders, our 2024 Annual Report on Form 10-K and our Irish Statutory Financial Statements are available at [www.proxyvote.com](http://www.proxyvote.com).

V73341-P25745

**JAZZ PHARMACEUTICALS PLC  
Annual General Meeting of Shareholders  
July 24, 2025 9:45 AM Local Time  
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Bruce C. Cozadd and Philip L. Johnson, and either of them, as attorneys and proxies of the undersigned, with full power of substitution, to vote all of the ordinary shares of Jazz Pharmaceuticals plc (the "Company") which the undersigned may be entitled to vote at the Company's Annual General Meeting to be held at Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland on Thursday, July 24, 2025, at 9:45 AM Local Time, and at any and all postponements, continuations and adjournments thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions (with discretionary authority under Proposal 1 to vote for a substitute nominee proposed by the nominating committee if any nominee is unable to serve or for good cause will not serve), with discretionary authority as to any and all other matters that may properly come before the meeting.

**UNLESS A CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR ALL NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSALS 2, 3, AND 4. IF SPECIFIC INSTRUCTIONS ARE INDICATED, THIS PROXY WILL BE VOTED IN ACCORDANCE THEREWITH.**

**Continued and to be signed on reverse side**