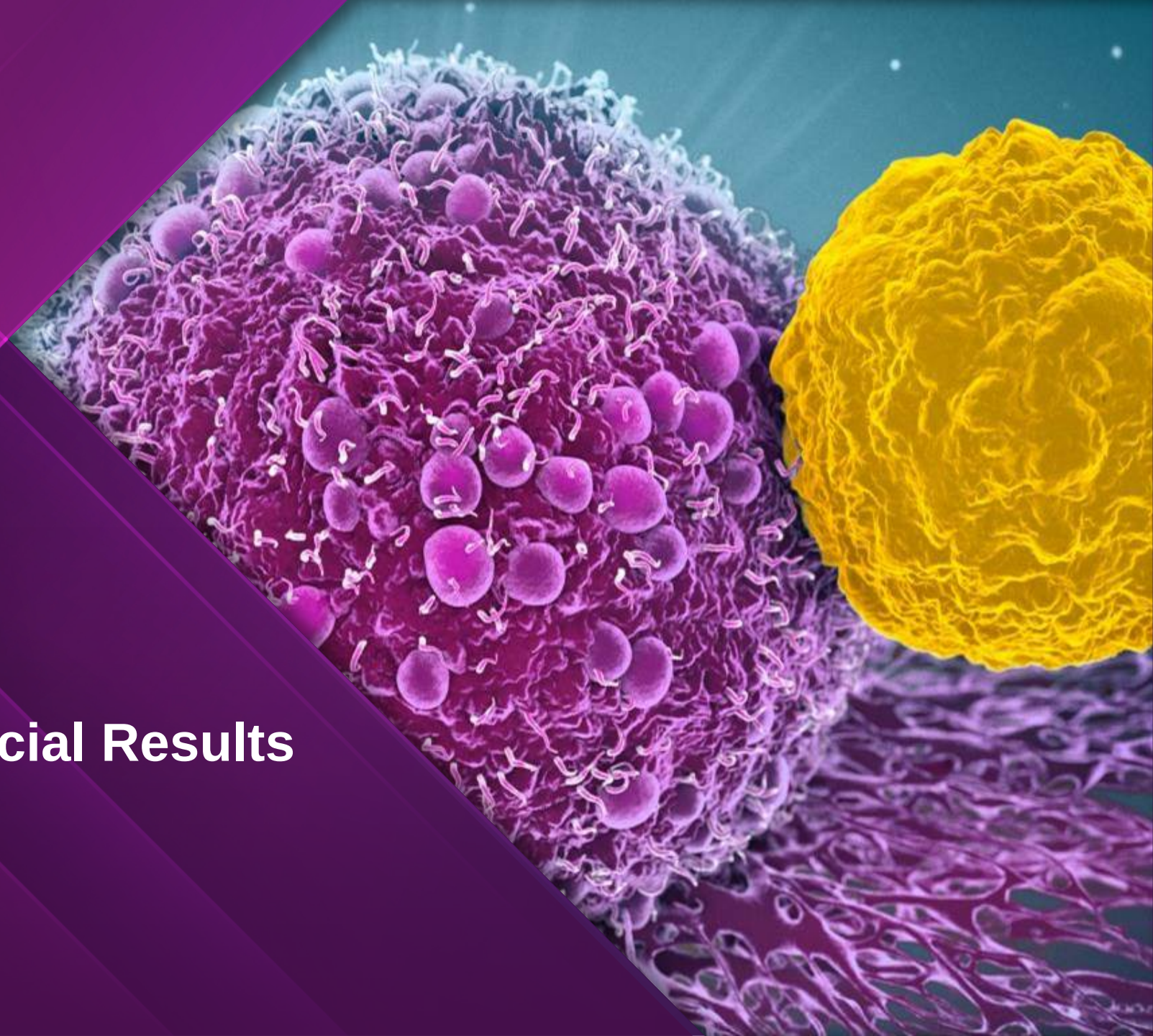
Jazz Pharmaceuticals



Third Quarter 2019 Financial Results

November 5, 2019

Forward-Looking Statements

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

This slide deck and the accompanying oral presentation contain forward-looking statements, including, but not limited to, statements related to Jazz Pharmaceuticals' future financial and operating results, including 2019 financial guidance and goals; the company's corporate development efforts; the company's growth strategy and expectations for growth; future product sales and volume; planned sales and marketing and related efforts; future inventory and supply challenges; planned, ongoing and future clinical trials and other product development activities, including clinical trial data read-outs, regulatory events such as the potential positive CHMP opinion and EMA approval of the company's MAA for Sunosi, and additional planned regulatory submissions such as the company's NDA for JZP-258 (with the redemption of a priority review voucher in connection the submission); ongoing and future product launches, including the recent launch of Sunosi in the U.S. and its anticipated potential launch in the EU; the timing of such events and activities; and other statements that are not historical facts. These forward-looking statements are based on the company's 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 Xyrem; effectively commercializing the company's other products and product candidates; the time-consuming and uncertain regulatory approval process, including the risk that the company's current and planned regulatory submissions, including the Sunosi MAA and planned JZP-258 NDA, may not be submitted, accepted or approved by applicable regulatory authorities in a timely manner or at all; costly and time-consuming pharmaceutical product development and the uncertainty of clinical success, including risks related to failure or delays in initiating or completing clinical trials; protecting and enhancing the company's intellectual property rights; delays or problems in the supply or manufacture of the company's products and product candidates; the company's ability to maintain rights to its products and product candidates, including Erwinaze; complying with applicable U.S. and non-U.S. regulatory requirements; government investigations and other actions; obtaining and maintaining adequate coverage and reimbursement for the company's products; identifying and acquiring, in-licensing or developing additional products or product candidates, financing these transactions and successfully integrating acquired businesses; the company's ability to realize the anticipated benefits of its collaborations with third parties for the development of product candidates; the ability to achieve expected future financial performance and results and the uncertainty of future tax and other provisions and estimates; and other risks and uncertainties affecting the company, including those described from time to time under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals plc's Securities and Exchange Commission filings and reports (Commission File No. 001-33500), including the company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and future filings and reports by the company, including the company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019. Other risks and uncertainties of which the company is not currently aware may also affect the company's forward-looking statements and may cause actual results and the timing of events to differ materially from those anticipated. The forward-looking statements made in this slide deck and the accompanying oral presentation are made only as of the date hereof or as of the dates indicated in the forward-looking statements, even if they are subsequently made available by the company on its website or otherwise. The company undertakes no obligation to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

Jazz Pharmaceuticals

3Q19 Conference Call

Bruce Cozadd Chairman and Chief Executive Officer	Sleep/Neuroscience Commercial Performance/ Financial Update
Dan Swisher President and Chief Operating Officer	Hematology/Oncology Commercial Performance
Rob Iannone, M.D., M.S.C.E. Executive Vice President, Research & Development	Research & Development
Mike Miller Executive Vice President, U.S. Commercial	Q&A
Allen Yang, M.D., PhD Senior Vice President, Clinical Development	Q&A
Jed Black, M.D. Senior Vice President, Sleep and CNS Medicine	Q&A

Jazz Pharmaceuticals

Growing R&D Pipeline

PRE-CLINICAL	PHASE 1	PHASE 2	PHASE 3	REGULATORY
Oxybate Once Nightly Formulation	Vyxeos + gemtuzumab[3] R/R AML or HMA Failure MDS	JZP-385[4] Essential tremor (Phase 2b)	JZP-258 Cataplexy & EDS in narcolepsy	Sunosi EU EDS in OSA and Narcolepsy
CombiPlex Solid tumors candidate	Vyxeos + venetoclax Low Intensity Therapy for first-line, unfit AML (Phase 1b)	Defitelio Prevention of aGvHD	JZP-258 Idiopathic hypersomnia	
CombiPlex Hem/Onc exploratory activities	Vyxeos + various targeted agents[4] First-line, fit AML (Phase 1b)	Defitelio Prevention of CAR-T associated neurotoxicity	Defitelio Prevention of VOD	
JZP-341 (Long-acting *Erwinia* asparaginase)[2] ALL/other hematological malignancies	Vyxeos[3] Low Intensity Dosing for higher risk MDS	Vyxeos + venetoclax[3] *de novo* or R/R AML	Vyxeos[5] AML or HR-MDS (AML19 & AML18)	
Recombinant Pegaspargase[1] Hematological malignancies	IMGN632[1] CD123+ Hematological malignancies	Vyxeos[5] HR-MDS (EMSCO)	Vyxeos[5] Newly diagnosed adults with standard- and HR-AML (AMLSG)	
Defitelio Exploratory activities	IMGN632 +/- venetoclax/azacitidine[1] CD123+ AML (Phase 1b/2)	Vyxeos[5] R/R AML (COG)	Vyxeos[4,5] Newly diagnosed pediatric patients (COG)	
Exosome NRAS candidate[2] Hematological malignancies		Vyxeos[4,5] Newly diagnosed older adults with HR-AML		
Exosome STAT3 candidate[2] Hematological malignancies		Vyxeos + venetoclax[4,5] HR-AML		
Exosome-based candidates[2] Solid tumors/Hematological malignancies		JZP-458 (recombinant *Erwinia* asparaginase)[4] ALL/LBL (pivotal Phase 2/3)		
Pan-RAF Inhibitor Program RAF & RAS mutant tumors				

SLEEP/NEUROSCIENCE

HEMATOLOGY/ONCOLOGY

[1] Opt-in opportunity, [2] Partnered collaboration, [3] Jazz & MD Anderson Cancer Center collaboration study, [4] Planned, [5] Cooperative group study

3Q19, Recent & Upcoming Events

Sleep/Neuroscience

Xyrem

- Volume growth of 6.5% in 3Q19 compared to 3Q18
- Average number of active patients increased to 14,800 in 3Q19, up 5% compared to 3Q18

JZP-258

- Presented positive Phase 3 data in cataplexy and EDS in narcolepsy at World Sleep Congress in September 2019
- Expect to redeem our PRV and submit NDA in January 2020

Sunosi

- Commenced U.S. launch early July
- More than 1,000 unique prescribers and 3,300 scripts written in 3Q19
- Added to the Express Scripts National Preferred Formulary, Tier 2 status
- Expect positive CHMP opinion 4Q19 & EMA decision in early 2020
- Preparing to initiate rolling launch in major EU countries, following anticipated EU approval in 2020

JZP-385

- Acquired Cavion in 3Q19
- Phase 2 product candidate (formerly CX-8998) for the treatment of patients with essential tremor
- Cavion conducted Phase 2 proof-of-concept study
- Commercial formulation optimization work underway to enhance target profile of JZP-385
- Expect to initiate Phase 2b study in 2020

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3Q19, Recent & Upcoming Events

Hematology/Oncology

Vyxeos

- Additional 15 sales representatives fully trained beginning of 4Q19
- NCCN guidelines updated for fit, ≥ 60 year old AML[1] patients, leaving Vyxeos as the only recommended treatment option
- First patients enrolled in 3Q19:
  - Phase 2 cooperative group study in high-risk MDS
  - Phase 3 cooperative group study in adults with newly diagnosed standard- and high-risk AML
- FPI for Phase 1b study evaluating low-dose Vyxeos in combination with venetoclax in first-line, unfit AML in 4Q19
- 9 abstracts accepted for presentation at annual ASH meeting in 4Q19

Defitelio

- FPI for Phase 2 prevention of CAR-T associated neurotoxicity study in 4Q19
- Completed enrollment in Phase 2 prevention of aGvHD study in 4Q19
- Phase 3 pVOD study
  - Expect to conduct IA of first 280 patients in 1H20
  - Reach enrollment of 400 patients in 1H20
- 4 abstracts accepted for presentation at annual ASH meeting in 4Q19

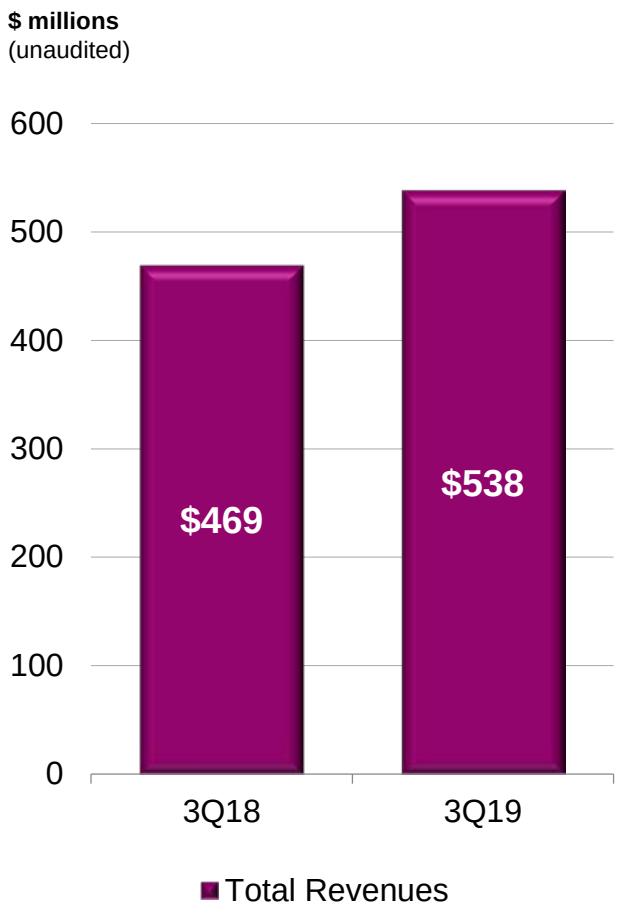
JZP-458

- Protocol finalized; expect to activate sites for pivotal Phase 2/3 study and begin enrolling patients in 4Q19
- FDA granted Fast Track designation to JZP-458 for the treatment of ALL/LBL in 4Q19
- 2 abstracts accepted for presentation at annual ASH meeting in 4Q19

[1] With therapy-related AML, AML-MRC or antecedent MDS/CMML

Jazz Pharmaceuticals

3Q19 Revenue Summary

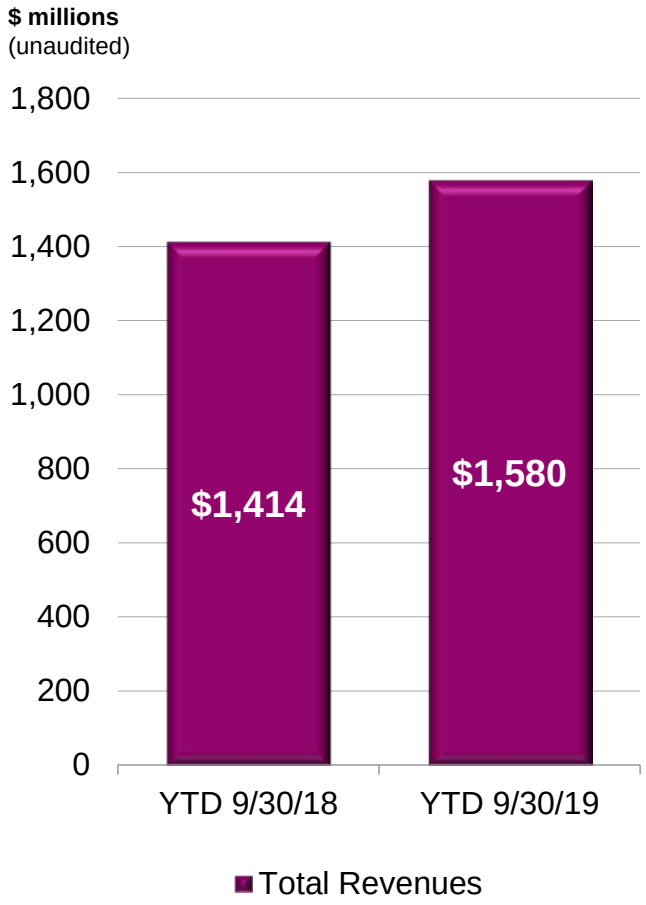


In millions, except % (unaudited)	3Q18	2Q19	3Q19	Δ 3Q19 vs 2Q19	Δ 3Q19 vs 3Q18
Xyrem® (sodium oxybate) oral solution	$357	$413	$426	3%	19%
Erwinaze®/Erwinase® (asparaginase *Erwinia chrysanthemi*)	41	28	34	23%	(17)%
Defitelio® (defibrotide sodium)/defibrotide	36	46	38	(18)%	4%
Vyxeos® (daunorubicin and cytarabine) liposome for injection	21	31	30	(6)%	41%
Sunosi® (solriamfetol)	--	--	1	N/A	N/A
Other	10	5	4	(13)%	(53)%
Total Net Product Sales	**465**	**523**	**532**	**2%**	**14%**
Royalties and contract revenues	4	11	5	(50)%	29%
Total Revenues	**$469**	**$534**	**$538**	**1%**	**15%**

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands.
N/A - Prior period comparison not meaningful.

Jazz Pharmaceuticals

2019 YTD Revenue Summary



In millions, except % (unaudited)	Nine Months Ended		Δ
	Sept. 30, 2018	Sept. 30, 2019	
Xyrem	$1,030	$1,207	17%
Erwinaze/Erwinase	150	123	(19)%
Defitelio	112	125	12%
Vyxeos	75	90	20%
Sunosi	--	1	N/A
Other	35	13	(62)%
Total Net Product Sales	**1,402**	**1,559**	**11%**
Royalties and contract revenues	12	21	70%
Total Revenues	**$1,414**	**$1,580**	**12%**

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands.
N/A - Prior period comparison not meaningful.

Jazz Pharmaceuticals

3Q19 Key Adjusted Line Items and Other Information[1]

Adjusted **In millions, except %** (unaudited)	**3Q18**	**2Q19**	**3Q19**	**Δ** **3Q19 vs 2Q19**	**Δ** **3Q19 vs 3Q18**
Gross Margin	94.6%	95.0%	94.5%	(0.5) pp	(0.1) pp
SG&A Expense % of Total Revenues	$137 29.2%	$155 29.1%	$158 29.5%	2.0% 0.4 pp	16% 0.3 pp
R&D Expense % of Total Revenues	$47 9.9%	$56 10.6%	$73 13.6%	30% 3.0 pp	58% 3.7 pp
Acquired in-process research and development	--	$2	$4	59%	N/A
Operating Income Margin	55.6%	55.1%	50.8%	(4.3) pp	(4.8) pp
Effective Tax Rate	12.0%	18.2%	11.2%	(7.0) pp	(0.8) pp

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands.
N/A - Prior period comparison not meaningful.
[1] These financial measures are presented entirely on a non-GAAP adjusted basis. Refer to the Appendix for more details on these non-GAAP adjusted financial measures, the most directly comparable GAAP reported financial measures and the related reconciliations between these financial measures.

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2019 YTD Key Adjusted Line Items and Other Information[1]

Adjusted In millions, except % (unaudited)	Nine Months Ended Sept. 30, 2018	Nine Months Ended Sept. 30, 2019	Δ
Gross Margin	93.6%	94.4%	0.8 pp
SG&A Expense % of Total Revenues	$407 28.7%	$461 29.2%	13% 0.5 pp
R&D Expense % of Total Revenues	$145 10.3%	$184 11.7%	27% 1.4 pp
Acquired in-process research and development	--	$6	N/A
Operating Income Margin	54.6%	53.2%	(1.4) pp
Effective Tax Rate	16.1%	16.4%	0.3 pp

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands.
N/A - Prior period comparison not meaningful.
[1] These financial measures are presented entirely on a non-GAAP adjusted basis. Refer to the Appendix for more details on these non-GAAP adjusted financial measures, the most directly comparable GAAP reported financial measures and the related reconciliations between these financial measures.

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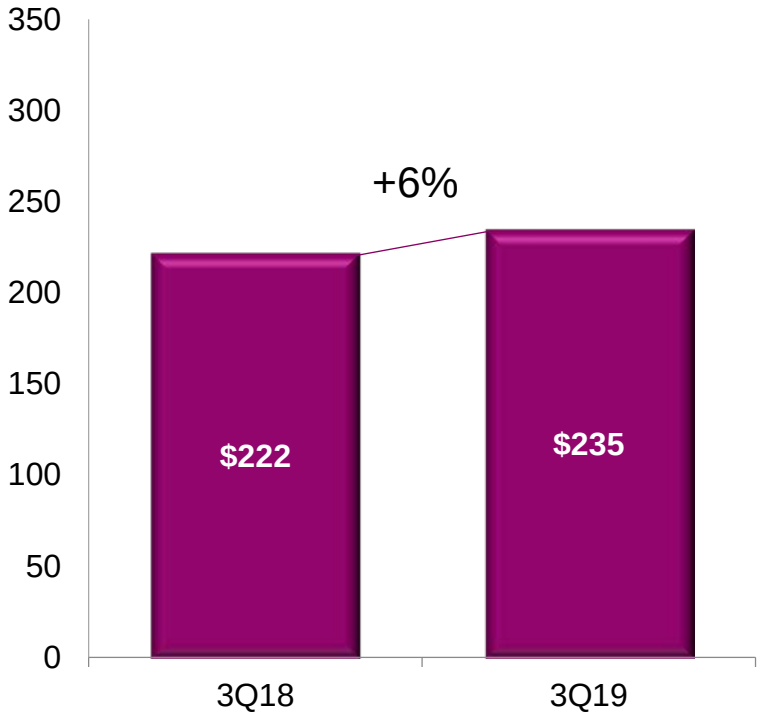
3Q19 Financial Performance

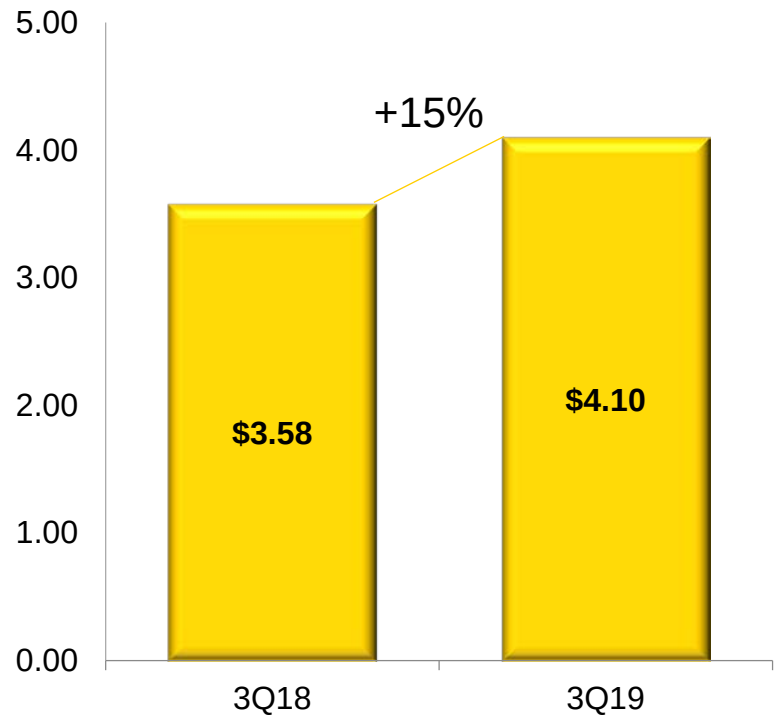
Adjusted Net Income

$ millions
(unaudited)



Adjusted Net Income Per Diluted Share

$ per share
(unaudited)



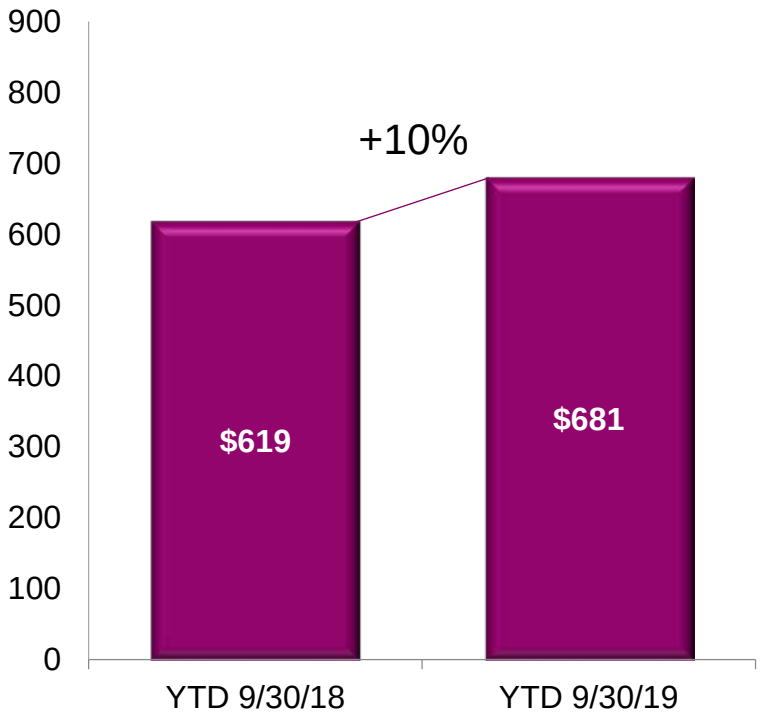
Refer to the Appendix for reconciliations of GAAP reported to non-GAAP adjusted financial measures.

Jazz Pharmaceuticals

2019 YTD Financial Performance

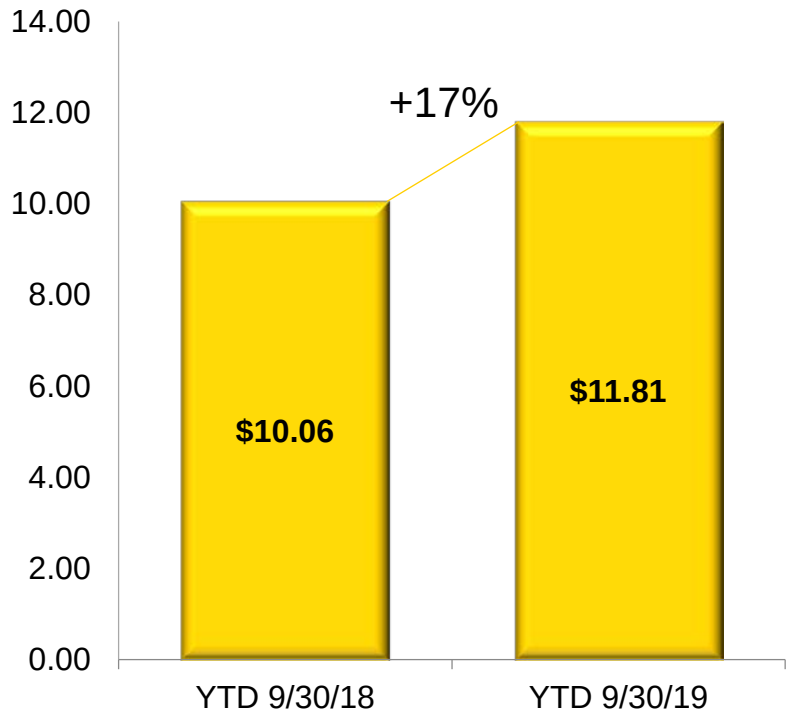
Adjusted Net Income

$ millions
(unaudited)



Adjusted Net Income Per Diluted Share

$ per share
(unaudited)



Refer to the Appendix for reconciliations of GAAP reported to non-GAAP adjusted financial measures.

Jazz Pharmaceuticals

Cash and Debt

In millions (unaudited)	**December 31, 2018**	**September 30, 2019**
Cash, cash equivalents and investments	$825	$1,070
Total long-term debt (principal)[1]	$1,801	$1,776
Undrawn revolving credit	$1,600	$1,600

In millions (unaudited)	**Nine Months Ended September 30,**	
	2018	**2019**
Cash flow from operations	$581	$689

[1] The carrying value of the company's total debt, as of December 31, 2018 and September 30, 2019 was $1,596M and $1,604M, respectively. The difference between principal and carrying values, at both dates, related to unamortized debt discount and debt issuance costs.

Jazz Pharmaceuticals

Share Repurchase Program[1]

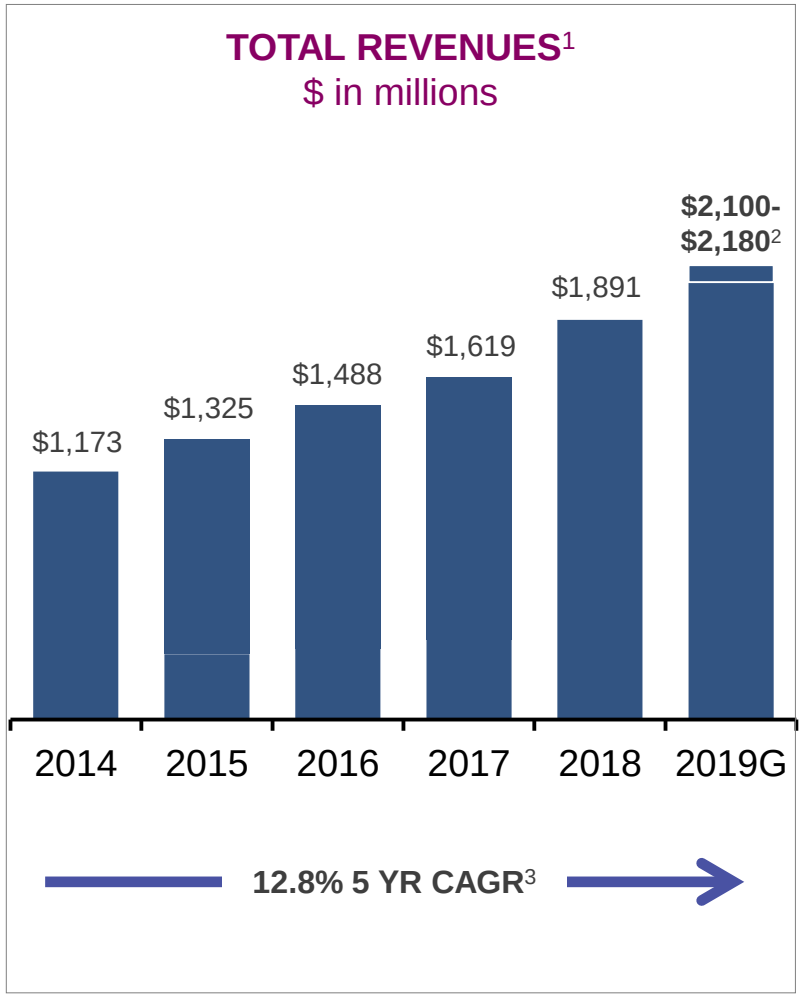
Share Repurchases	Dollar Amount Repurchased (in millions)	Shares Repurchased	Average Purchase Price Per Share
3Q19	$20.0	149,070	$134.14
2Q19	$59.9	446,563	$134.07
1Q19	$111.2	857,988	$129.66
2018	$523.7	3,530,409	$148.33
2017	$98.8	704,014	$140.34
4Q16	$18.5	174,800	$105.71
Program Total	**$832.1**	**5,862,844**	**$141.92**

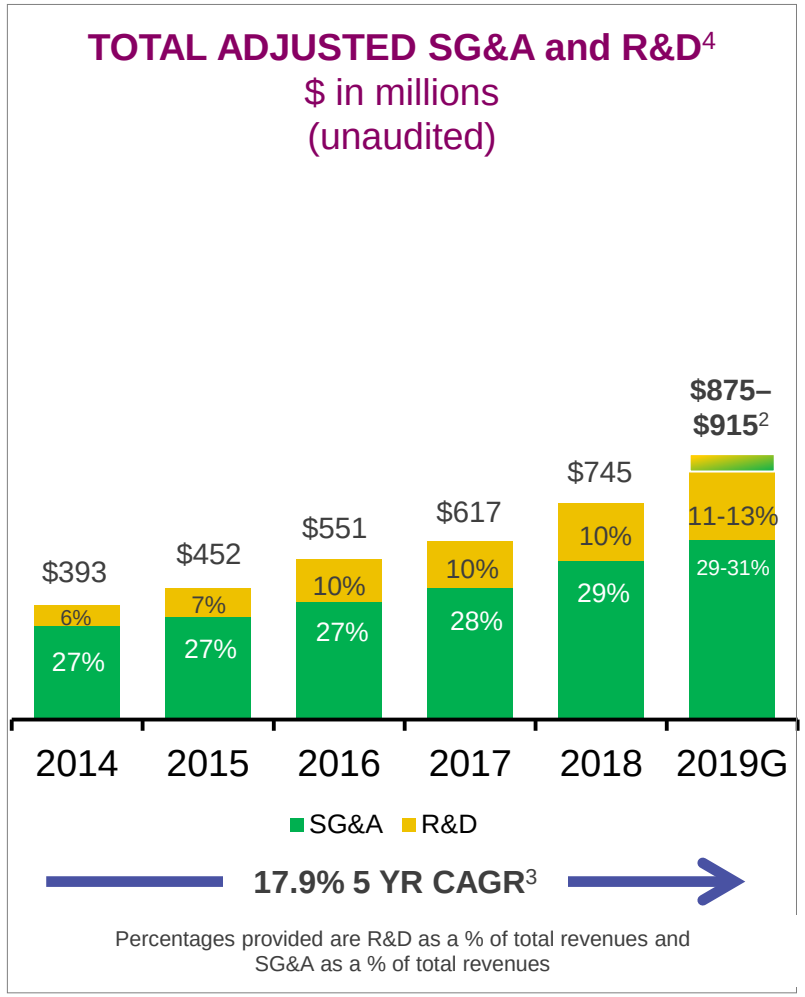
Note: Amounts may not total due to rounding.

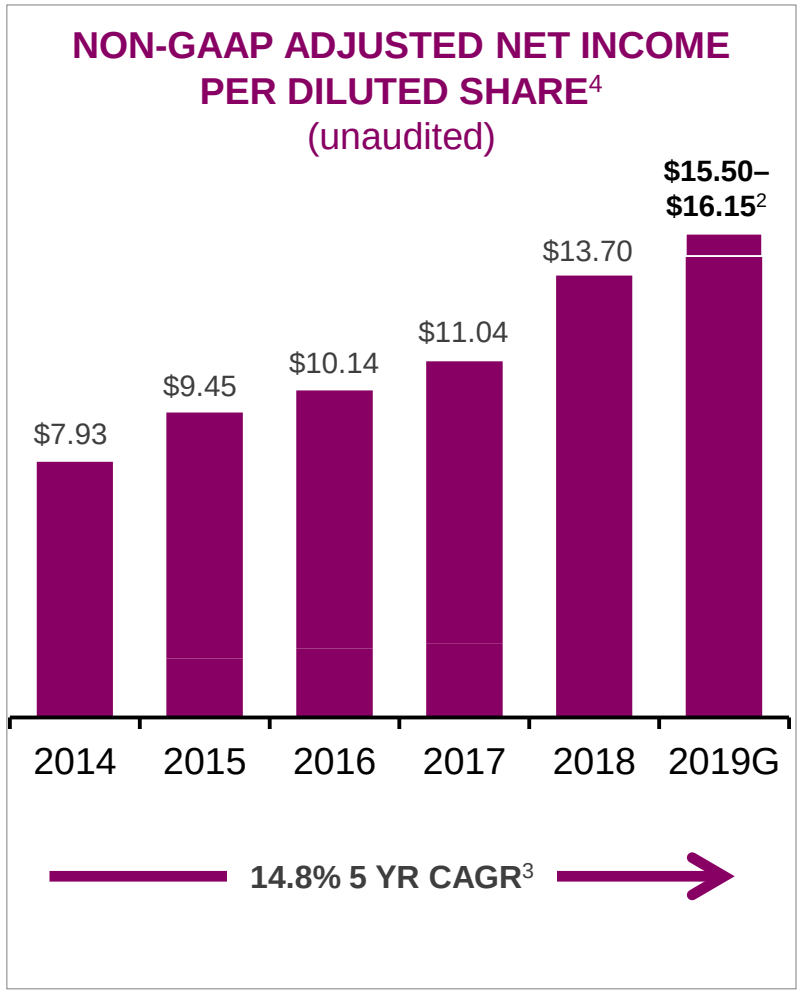
[1] Since November 2016, the company's board of directors authorized a new share repurchase program under which the company is authorized to repurchase a number of ordinary shares having an aggregate purchase price of up to $1.02B, exclusive of any brokerage commissions. As of September 30, 2019, the remaining amount authorized under the share repurchase program was $188.1M. In October 2019, the company's board of directors increased the share repurchase program by $500M, exclusive of any brokerage commissions.

Jazz Pharmaceuticals

Strong Top and Bottom Line Growth While Investing for the Future







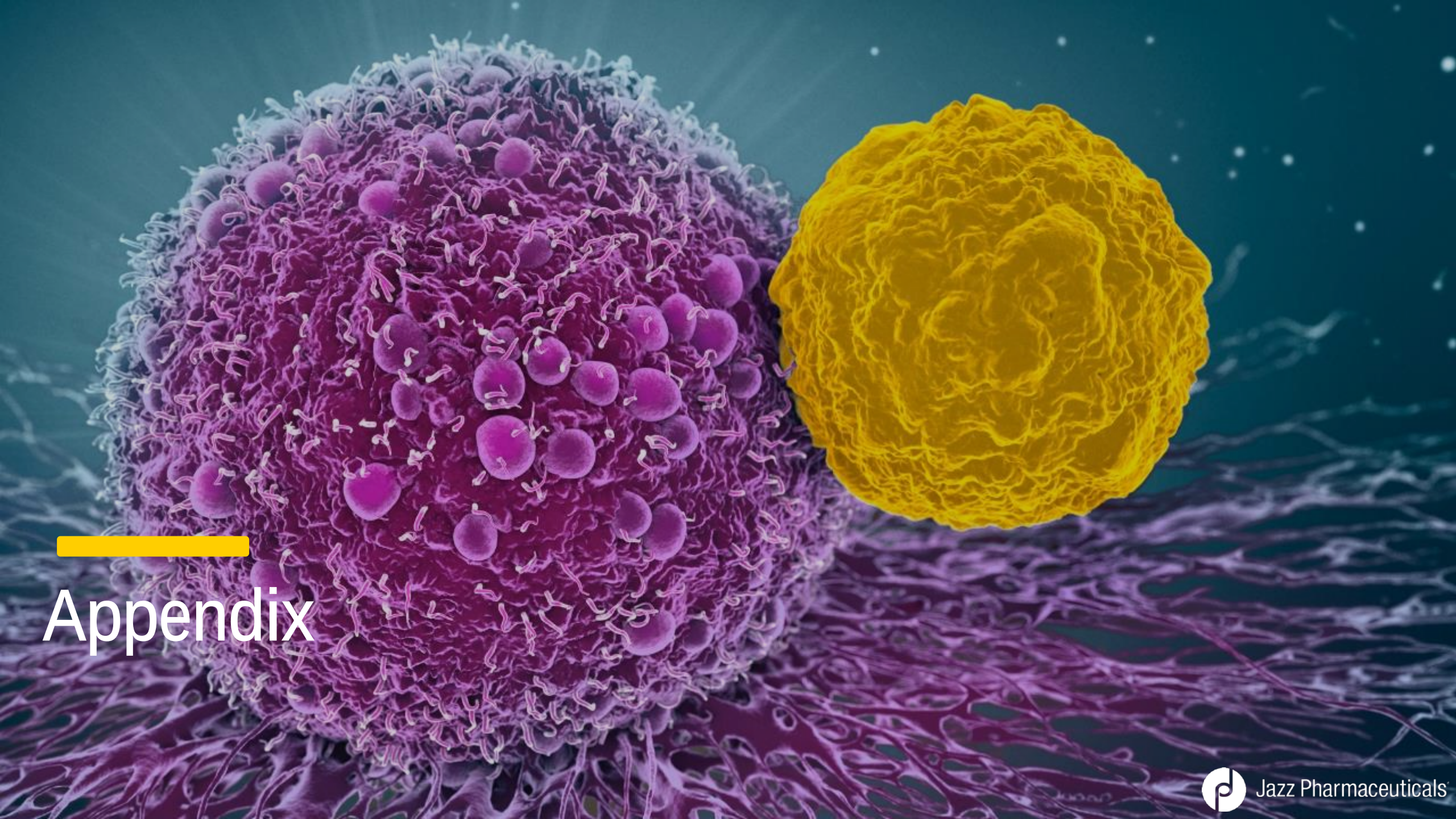
[1] 2014 to 2018 audited. [2] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2019. [3] CAGR calculations based on mid-point of guidance. [4] Reconciliations of GAAP net income to non-GAAP adjusted net income can be found in the Appendix at the end of this presentation.

Jazz Pharmaceuticals

2019 Full-Year Financial Guidance

In millions, except per share amounts and %	2019 Current Guidance[1]	2019 Previous Guidance[2]
Revenues	$2,100 – $2,180[3]	$2,070 – $2,150
Total Net Product Sales	$2,080 – $2,155[3]	$2,055 – $2,125
Xyrem Net Sales	$1,600 – $1,640	$1,550 – $1,590
Erwinaze/Erwinase Net Sales	$160 – $195	$160 – $195
Defitelio/defibrotide Net Sales	$160 – $180	$155 – $180
Vyxeos Net Sales	$120 – $135	$120 – $150
GAAP Gross Margin	94%	94%
Non-GAAP Adjusted Gross Margin	94%[4,10]	94%
GAAP SG&A Expense	$712 – $740	$702 – $740
Non-GAAP Adjusted SG&A Expense	$630 – $650[5,10]	$620 – $650
GAAP R&D Expense	$267 – $292	$257 – $303
GAAP Acquired In-Process Research and Development Expense	$110	$62
Non-GAAP Adjusted R&D Expense	$245 – $265[6,10]	$235 – $265
GAAP Effective Tax Rate	(9)% – (6)%[7]	0% – 3%
Non-GAAP Adjusted Effective Tax Rate	14% – 16%[8,10]	17% – 19%
GAAP Net Income	$460 – $520[9]	$540 – $620
Non-GAAP Adjusted Net Income	$900 – $930[10]	$835 – $875
GAAP Net Income per Diluted Share	$8.00 – $9.00[9]	$9.40 – $10.75
Non-GAAP Adjusted Net Income per Diluted Share	$15.50 – $16.15[10]	$14.30 – $15.00
Weighted-Average Ordinary Shares Used in Per Share Calculations	58	58

[1] Guidance provided by Jazz Pharmaceuticals plc as of November 5, 2019. [2] Guidance provided by Jazz Pharmaceuticals plc as of August 6, 2019. [3] Includes minimal net sales contribution from Sunosi in the U.S. [4] Excludes $6-$8M of share-based compensation expense from estimated GAAP gross margin. [5] Excludes $82-$90M of share-based compensation expense from estimated GAAP SG&A expenses. [6] Excludes $22-$27M of share-based compensation expense from estimated GAAP R&D expenses. [7] Includes an income tax benefit of $112M related to an intra-entity intellectual property asset transfer. [8] Excludes the income tax effect of adjustments between GAAP reported and non-GAAP adjusted net income and the income tax benefit related to an intra-entity intellectual property asset transfer. [9] Includes expected intangible asset amortization of $111 million in the fourth quarter of 2019 as a result of the Company's notification to the FDA of its intention to redeem its priority review voucher for the planned NDA submission for JZP-258. [10] Refer to the Appendix for reconciliations of these non-GAAP adjusted guidance measures to the most directly comparable GAAP measures.



Appendix

Jazz Pharmaceuticals

Non-GAAP Financial Measures

To supplement Jazz Pharmaceuticals' financial results and guidance presented in accordance with GAAP, the company uses certain non-GAAP (also referred to as adjusted or non-GAAP adjusted) financial measures in this presentation and the accompanying tables. In particular, the company presents non-GAAP adjusted net income (and the related per share measure) and its line item components, as well as certain non-GAAP adjusted financial measures derived therefrom, including non-GAAP adjusted gross margin percentage, non-GAAP adjusted operating income margin percentage and non-GAAP adjusted effective tax rate. Non-GAAP adjusted net income (and the related per share measure) and its line item components exclude from reported GAAP net income (and the related per share measure) and its line item components certain items, as detailed in the reconciliation tables that follow, and in the case of non-GAAP adjusted net income (and the related per share measure), adjust for the income tax effect of non-GAAP adjustments and, as applicable, the income tax benefit related to an intra-entity intellectual property asset transfer and the impact of the U.S. Tax Cuts and Job Act (U.S. Tax Act). In this regard, the components of non-GAAP adjusted net income, including non-GAAP cost of product sales, non-GAAP selling, general and administrative expenses and non-GAAP research and development expenses, are income statement line items prepared on the same basis as, and therefore components of, the overall non-GAAP adjusted net income measure.

The company believes that each of these non-GAAP financial measures provides useful supplementary information to, and facilitates additional analysis by, investors and analysts. In particular, the company believes that each of these non-GAAP financial measures, when considered together with the company's financial information prepared in accordance with GAAP, can enhance investors' and analysts' ability to meaningfully compare the company's results from period to period and to its forward-looking guidance, and to identify operating trends in the company's business. In addition, these non-GAAP financial measures are regularly used by investors and analysts to model and track the company's financial performance. Jazz Pharmaceuticals' management also regularly uses these non-GAAP financial measures internally to understand, manage and evaluate the company's business and to make operating decisions, and compensation of executives is based in part on certain of these non-GAAP financial measures. Because these non-GAAP financial measures are important internal measurements for Jazz Pharmaceuticals' management, the company also believes that these non-GAAP financial measures are useful to investors and analysts since these measures allow for greater transparency with respect to key financial metrics the company uses in assessing its own operating performance and making operating decisions.

These non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures; should be read in conjunction with the company's condensed consolidated financial statements prepared in accordance with GAAP; have no standardized meaning prescribed by GAAP; and are not prepared under any comprehensive set of accounting rules or principles. In addition, from time to time in the future there may be other items that the company may exclude for purposes of its non-GAAP financial measures; and the company has ceased, and may in the future cease, to exclude items that it has historically excluded for purposes of its non-GAAP financial measures. Likewise, the company may determine to modify the nature of its adjustments to arrive at its non-GAAP financial measures. Because of the non-standardized definitions of non-GAAP financial measures, the non-GAAP financial measures as used by Jazz Pharmaceuticals in this presentation and the accompanying tables have limits in their usefulness to investors and may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures used by other companies.

Jazz Pharmaceuticals

Reconciliation of GAAP Reported to Non-GAAP Adjusted Net Income

In millions, except per share amounts (unaudited)	**3Q18**	**2Q19**	**3Q19**
GAAP reported net income	$ 149.3	$ 261.9	$ 102.3
Intangible asset amortization	47.0	61.6	62.9
Share-based compensation expense	25.1	28.3	28.8
Upfront and milestone payments	--	--	48.3
Non-cash interest expense	11.2	11.5	11.8
Income tax effect of above adjustments	(13.8)	(18.4)	(18.8)
Income tax benefit related to intra-entity intellectual property asset transfer	--	(112.3)	--
U.S. Tax Act impact	2.9	--	--
Non-GAAP adjusted net income	$ 221.7	$ 232.5	$ 235.3
GAAP reported net income per diluted share	$ 2.41	$ 4.56	$ 1.78
Non-GAAP adjusted net income per diluted share	$ 3.58	$ 4.05	$ 4.10
Weighted-average ordinary shares used in diluted per share calculations	61.9	57.4	57.4

Note: Amounts may not total due to rounding.

Jazz Pharmaceuticals

Reconciliations of GAAP Reported to Non-GAAP Adjusted Information Certain Line Items and Other Information

In millions, except per share amounts and % (unaudited)	3Q18 GAAP Reported	3Q18 Adjustments	3Q18 Non-GAAP Adjusted*	2Q19 GAAP Reported	2Q19 Adjustments	2Q19 Non-GAAP Adjusted*	3Q19 GAAP Reported	3Q19 Adjustments	3Q19 Non-GAAP Adjusted*
Product sales, net	**$ 465.2**	$ --	$ 465.2	**$ 523.4**	$ --	$ 523.4	**$ 532.3**	$ --	$ 532.3
Total revenues	**469.4**	--	469.4	**534.1**	--	534.1	**537.7**	--	537.7
Cost of product sales	**26.6**	(1.5)[a]	25.0	**27.7**	(1.7)[a]	26.0	**31.4**	(2.0)[a]	29.4
% of Product sales, net	***5.7%***		*5.4%*	***5.3%***		*5.0%*	***5.9%***		*5.5%*
Gross margin[b]	***94.3%***		*94.6%*	***94.7%***		*95.0%*	***94.1%***		*94.5%*
Selling, general and administrative	**155.9**	(19.0)[c]	136.9	**176.0**	(20.7)[c]	155.3	**178.7**	(20.3)[c]	158.4
% of Total revenues	***33.2%***		*29.2%*	***33.0%***		*29.1%*	***33.2%***		*29.5%*
Research and development	**51.2**	(4.6)[d]	46.6	**62.4**	(5.9)[d]	56.5	**79.9**	(6.5)[d]	73.4
% of Total revenues	***10.9%***		*9.9%*	***11.7%***		*10.6%*	***14.9%***		*13.6%*
Intangible asset amortization	**47.0**	(47.0)	--	**61.6**	(61.6)	--	**62.9**	(62.9)	--
Acquired in-process research and development	**--**	--	--	**2.2**	--	2.2	**51.8**	(48.3)[e]	3.5
Operating income margin[f]	***40.2%***		*55.6%*	***38.2%***		*55.1%*	***24.8%***		*50.8%*
Interest expense, net	**18.9**	(11.2)[g]	7.8	**18.2**	(11.5)[g]	6.8	**17.9**	(11.8)[g]	6.0
Foreign exchange loss	**0.8**	--	0.8	**1.9**	--	1.9	**1.0**	--	1.0
Income before income tax provision (benefit) and equity in loss of investees	**169.1**	83.3[h]	252.4	**184.1**	101.3[h]	285.4	**114.2**	151.8[h]	266.0
Income tax provision (benefit)	**19.3**	10.9[i]	30.3	**(78.7)**	130.7[i]	52.0	**10.9**	18.8[i]	29.7
Effective tax rate[j]	***11.4%***		*12.0%*	***(42.7)%***		*18.2%*	***9.5%***		*11.2%*
Equity in loss of investees	**0.4**	--	0.4	**0.9**	--	0.9	**1.0**	--	1.0
Net income	**$ 149.3**	$ 72.3[k]	$ 221.7	**$ 261.9**	$ (29.4)[k]	$ 232.5	**$ 102.3**	$ 133.0[k]	$ 235.3
Net income per diluted share	**$ 2.41**		$ 3.58	**$ 4.56**		$ 4.05	**$ 1.78**		$ 4.10

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands. *See “Non-GAAP Financial Measures” on slide 18 and next page for explanation of adjustments.

Explanation of Adjustments to Above Reconciliation Table

Explanation of Adjustments and Certain Line Items (In millions):

(a) Share-based compensation expense of $1.5, $1.7 and $2.0 for 3Q18, 2Q19 and 3Q19, respectively.
(b) Net of product sales, net and cost of product sales divided by product sales, net.
(c) Share-based compensation expense of $19.0, $20.7 and $20.3 for 3Q18, 2Q19 and 3Q19, respectively.
(d) Share-based compensation expense of $4.6, $5.9 and $6.5 for 3Q18, 2Q19 and 3Q19, respectively.
(e) Acquired in-process research and development expense of $48.3 arising from the acquisition of Cavion, Inc. in 3Q19.
(f) Income from operations divided by total revenues.
(g) Non-cash interest expense associated with debt discount and debt issuance costs.
(h) Sum of adjustments (a), (c), (d), (e) and (g), plus the adjustment for intangible asset amortization for the respective quarter.
(i) Income tax adjustments include an income tax benefit of $0, $112.3 and $0 related to an intra-entity intellectual property asset transfer; the income tax effect of adjustments between GAAP reported and non-GAAP adjusted net income of $13.8, $18.4 and $18.8 and the impact of the U.S. Tax Act of $2.9, $0 and $0 for 3Q18, 2Q19 and 3Q19, respectively.
(j) Income tax provision (benefit) divided by income before income tax provision (benefit) and equity in loss of investees.
(k) Net of adjustments (h) and (i).

Jazz Pharmaceuticals

Reconciliation of GAAP Reported to Non-GAAP Adjusted Net Income

In millions, except per share amounts (unaudited)	**Nine Months Ended September 30,**	
	2018	**2019**
GAAP reported net income	$ 287.6	$ 449.4
Intangible asset amortization	155.0	181.3
Share-based compensation expense	75.7	84.6
Loss contingency	57.0	--
Impairment charges and disposal costs	44.0	--
Upfront and milestone payments	11.0	104.3
Non-cash interest expense	32.7	34.4
Income tax effect of above adjustments	(47.1)	(60.8)
Income tax benefit related to intra-entity intellectual property asset transfer	--	(112.3)
U.S. Tax Act impact	2.9	--
Non-GAAP adjusted net income	$ 618.7	$ 681.0
GAAP reported net income per diluted share	$ 4.68	$ 7.80
Non-GAAP adjusted net income per diluted share	$ 10.06	$ 11.81
Weighted-average ordinary shares used in diluted per share calculations	61.5	57.6

Note: Amounts may not total due to rounding.

Reconciliations of GAAP Reported to Non-GAAP Adjusted Information Certain Line Items and Other Information

In millions, except per share amounts and % (unaudited)	Nine Months Ended September 30, 2018 GAAP Reported	Adjustments	Non-GAAP Adjusted*	Nine Months Ended September 30, 2019 GAAP Reported	Adjustments	Non-GAAP Adjusted*
Product sales, net	**$ 1,402.1**	$ --	$ 1,402.1	**$1,559.1**	$ --	$1,559.1
Total revenues	**1,414.5**	--	1,414.5	**1,580.0**	--	1,580.0
Cost of product sales	**95.2**	(5.0)[a]	90.2	**92.6**	(5.4)[a]	87.2
% of Product sales, net	***6.8%***		*6.4%*	***5.9%***		*5.6%*
Gross margin[b]	***93.2%***		*93.6%*	***94.1%***		*94.4%*
Selling, general and administrative	**521.7**	(115.1)[c]	406.6	**522.7**	(61.4)[c]	461.3
% of Total revenues	***36.9%***		*28.7%*	***33.1%***		*29.2%*
Research and development	**170.0**	(24.7)[d]	145.3	**202.3**	(17.9)[d]	184.4
% of Total revenues	***12.0%***		*10.3%*	***12.8%***		*11.7%*
Intangible asset amortization	**155.0**	(155.0)	--	**181.3**	(181.3)	--
Impairment charges	**42.9**	(42.9)	--	**--**	--	--
Acquired in-process research and development	**--**	--	--	**110.0**	(104.3)[e]	5.7
Operating income margin[f]	***30.4%***		*54.6%*	***29.8%***		*53.2%*
Interest expense, net	**59.2**	(32.7)[g]	26.5	**54.0**	(34.4)[g]	19.6
Foreign exchange loss	**5.2**	--	5.2	**3.6**	--	3.6
Loss on extinguishment and modification of debt	**1.4**	--	1.4	**--**	--	--
Income before income tax provision (benefit) and equity in loss of investee	**364.0**	375.3[h]	739.3	**413.5**	404.6[h]	818.2
Income tax provision (benefit)	**75.0**	44.3[i]	119.3	**(38.6)**	173.0[i]	134.4
Effective tax rate[j]	***20.6%***		*16.1%*	***(9.3)%***		*16.4%*
Equity in loss of investees	**1.4**	--	1.4	**2.8**	--	2.8
Net income	**$ 287.6**	$ 331.0[k]	$ 618.7	**$ 449.4**	$ 231.6[k]	$ 681.0
Net income per diluted share	**$ 4.68**		$ 10.06	**$ 7.80**		$ 11.81

Note: Amounts may not total due to rounding. Percentages calculated from amounts in thousands. *See “Non-GAAP Financial Measures” on slide 18 and next page for explanation of adjustments.

Jazz Pharmaceuticals

Explanation of Adjustments to Above Reconciliation Table

Explanation of Adjustments and Certain Line Items (In millions):

(a) Share-based compensation expense of $5.0 and $5.4 for the nine months ended September 30, 2018 and 2019, respectively.
(b) Net of product sales, net and cost of product sales divided by product sales, net.
(c) Share-based compensation expense of $57.0 and $61.4, loss contingency of $57.0 and $0 and disposal costs of $1.1 and $0 for the nine months ended September 30, 2018 and 2019, respectively.
(d) Share-based compensation expense of $13.7 and $17.9 and upfront and milestone payments of $11.0 and $0 for the nine months ended September 30, 2018 and 2019, respectively.
(e) Acquired in-process research and development expense for the nine months ended September 30, 2019 included $48.3 related to the acquisition of Cavion, Inc. and $56.0 for an upfront payment to Codiak BioSciences, Inc. under a collaboration agreement.
(f) Income from operations divided by total revenues.
(g) Non-cash interest expense associated with debt discount and debt issuance costs.
(h) Sum of adjustments (a), (c), (d), (e) and (g), plus the adjustments for intangible asset amortization and impairment charges, as applicable, for the respective nine-month period.
(i) Income tax adjustments include an income tax benefit of $0 and $112.3 related to an intra-entity intellectual property asset transfer and the income tax effect of adjustments between GAAP reported and non-GAAP adjusted net income of $47.1 and $60.8, partially offset by the impact of the U.S. Tax Act of $2.9 and $0 for the nine months ended September 30, 2018 and 2019, respectively.
(j) Income tax provision (benefit) divided by income before income tax provision (benefit) and equity in loss of investees.
(k) Net of adjustments (h) and (i).

Jazz Pharmaceuticals

Reconciliation of GAAP Reported to Non-GAAP Adjusted Net Income

In millions, except per share amounts (unaudited)	2014	2015	2016	2017	2018
GAAP net income[1]	$ 58.4	$ 329.5	$ 396.8	$ 487.8	$ 447.1
Intangible asset amortization	126.6	98.2	102.0	152.1	201.5
Share-based compensation expense	69.6	91.6	98.8	106.9	102.4
Loss contingency	--	--	--	--	57.0
Impairment charges and disposal costs	39.4	31.5	--	--	44.0
Upfront and milestone payments	202.6	25.0	23.8	101.5	11.0
Transaction and integration related costs	28.8	18.2	13.6	--	--
Acquisition accounting inventory fair value step-up adjustments	10.5	--	--	--	--
Expenses related to certain legal proceedings and restructuring	1.9	1.6	6.1	6.0	--
Non-cash interest expense	13.7	22.7	22.1	30.0	44.0
Loss on extinguishment and modification of debt	--	16.8	0.6	--	--
Income tax effect of above adjustments	(53.8)	(39.6)	(36.7)	(58.8)	(60.9)
U.S. Tax Act impact	--	--	--	(148.8)	(7.5)
Amount attributable to noncontrolling interests	(1.5)	--	--	--	--
Non-GAAP adjusted net income	$ 496.3	$ 595.5	$ 627.2	$ 676.7	$ 838.6
GAAP net income per diluted share[1]	$ 0.93	$ 5.23	$ 6.41	$ 7.96	$ 7.30
Non-GAAP adjusted net income per diluted share	$ 7.93	$ 9.45	$ 10.14	$ 11.04	$ 13.70
Weighted-average ordinary shares used in diluted per share calculation[1]	62.6	63.0	61.9	61.3	61.2

Note: Amounts may not total due to rounding.
[1] 2014 to 2018 audited.

Jazz Pharmaceuticals

Reconciliation of GAAP SG&A and R&D to Non-GAAP Adjusted SG&A and R&D

In millions, except per share amounts (unaudited)	2014	2015	2016	2017	2018	2019G
GAAP SG&A and R&D expense[1]	$ 491.3	$ 584.4	$ 665.2	$ 742.6	$ 910.1	$ 979 – $1,032
Share-based compensation expense	(67.3)	(88.0)	(94.3)	(101.1)	(95.8)	(104) – (117)
Loss contingency	--	--	--	--	(57.0)	--
Disposal costs	--	--	--	--	(1.1)	--
Upfront and milestone payments	--	(25.0)	--	(18.5)	(11.0)	--
Expenses related to certain legal proceedings and restructuring	(1.9)	(1.1)	(6.0)	(6.0)	--	--
Transaction and integration related costs	(28.8)	(18.2)	(13.6)	--	--	--
Non-GAAP adjusted SG&A and R&D expense	$ 393.3	$ 452.1	$ 551.3	$ 617.0	$ 745.3	$ 875 - $915

Note: Amounts may not total due to rounding.
[1] 2014 to 2018 audited.
G=Guidance.

Jazz Pharmaceuticals

Reconciliation of GAAP to Non-GAAP Adjusted 2019 Financial Guidance

In millions, except per share amounts (unaudited)	**2019 Current Guidance[1]**	**2019 Previous Guidance[2]**
GAAP net income	$460 – $520[3]	$540 – $620
Intangible asset amortization	350 – 370[3]	240 – 260
Share-based compensation expense	110 – 125	110 – 125
Upfront and milestone payments	104	56 – 67
Non-cash interest expense	40 – 50	40 – 50
Income tax effect of above adjustments	(80) – (100)	(75) – (95)
Income tax benefit related to intra-entity intellectual property asset transfer	(112)	(112)
Non-GAAP adjusted net income	$900 – $930	$835 – $875
GAAP net income per diluted share	$8.00 – $9.00[3]	$9.40 – $10.75
Non-GAAP adjusted net income per diluted share	$15.50 – $16.15	$14.30 – $15.00
Weighted-average ordinary shares used in per share calculations	58	58

[1] Guidance provided by Jazz Pharmaceuticals plc as of November 5, 2019.
[2] Guidance provided by Jazz Pharmaceuticals plc as of August 6, 2019.
[3] Includes expected intangible asset amortization of $111 million in the fourth quarter of 2019 as a result of the Company's notification to the FDA of its intention to redeem its priority review voucher for the planned NDA submission for JZP-258.

Jazz Pharmaceuticals

Glossary of Abbreviations

aGvHD = Acute Graft-vs-Host Disease
ALL = Acute Lymphoblastic Leukemia
AML = Acute Myeloid Leukemia
AML-MRC = AML with Myelodysplasia-Related Changes
AMLSG = AML Study Group
ASH = American Society of Hematology
CAGR = Compound Annual Growth Rate
CAR-T = Chimeric Antigen Receptor T-cell Therapy
CHMP = Committee for Medicinal Products for Human Use
CNS = Central Nervous System
COG = Children's Oncology Group
EDS = Excessive Daytime Sleepiness
EMA = European Medicines Agency
EMSCO = European Myelodysplastic Syndromes Cooperative Group
EU = European Union
FDA = U.S. Food and Drug Administration
FPI = First Patient In
GAAP = U.S. Generally Accepted Accounting Principles
HMA = Hypomethylating Agent
HR-AML = High-Risk AML
HR-MDS = High-Risk MDS
IA = Interim Analysis
IMGN = ImmunoGen
LBL = Lymphoblastic Lymphoma
MAA = Marketing Authorization Application
MDS = Myelodysplastic Syndrome
MDS/CMML = MDS/Chronic Myelomonocytic Leukemia
NDA = New Drug Application
NCCN = National Comprehensive Cancer Network
OSA = Obstructive Sleep Apnea
PRV = Priority Review Voucher
pVOD = Prevention of Hepatic Veno-occlusive Disease
R&D = Research & Development
R/R = Relapsed/Refractory
SG&A = Selling, General & Administrative
VOD = Hepatic Veno-occlusive Disease

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