



September 19, 2014

Horizon Pharma Completes Acquisition of Vidara Therapeutics International plc

Accretive Transaction Boosts Horizon's Transformation Into a Profitable Specialty Pharma Company Revised Corporate Structure Enhances Horizon's Organic Growth and Acquisition Strategy The Company Reaffirms 2014 and 2015 Guidance

DUBLIN, IRELAND -- (Marketwired) -- 09/19/14 -- Horizon Pharma (NASDAQ: HZNP) announced today it has completed the acquisition of Vidara Therapeutics International plc. In connection with the acquisition, Horizon and Vidara have combined with the resulting parent company incorporated in Ireland and named Horizon Pharma Public Limited Company, or plc. The acquisition further accelerates Horizon's transformation into a profitable specialty biopharmaceutical company and provides a strong operating and financial platform for future growth. The Company has over 500 employees globally, including a U.S. commercial organization focused on primary care, specialty and rare diseases. In addition to its headquarters in Dublin, Ireland, the Company also has offices in Deerfield, Illinois; Roswell, Georgia; Reinach, Switzerland and Mannheim, Germany.

Under the terms of the transaction, stockholders of Horizon Pharma, Inc. received one ordinary share of Horizon Pharma plc in exchange for each share of Horizon Pharma, Inc. common stock they owned at closing. Following the closing, Horizon Pharma plc has approximately 106.1 million ordinary shares outstanding and approximately 122.4 million ordinary shares on a fully diluted basis, excluding shares issuable upon conversion of \$150 million in principal amount of convertible senior notes. Shares of Horizon Pharma plc will trade on NASDAQ under the ticker symbol HZNP, which is the same ticker symbol that Horizon Pharma, Inc.'s common stock traded under prior to the merger. In connection with the closing, the Company also completed the funding of its previously announced \$300 million senior secured credit facility. After the payment of cash to Vidara's shareholder as part of the acquisition price and other transaction related expenses, the Company estimates that borrowings under the credit facility along with net cash remaining at Vidara will result in a net increase to cash and cash equivalents of \$81.8 million.

"The closing of the Vidara transaction and the addition of ACTIMMUNE[®] to our growing portfolio of products further strengthens and accelerates our commercial business model," said Timothy P. Walbert, chairman, president and chief executive officer, Horizon Pharma plc. "We intend to continue to drive growth of our existing products and are well positioned to aggressively execute additional acquisitions that will enhance long-term shareholder value."

The Company also reaffirmed its guidance for calendar 2014 and 2015 as follows:

	2014 Guidance	2015 Guidance
Net sales	\$270 to \$280 million	\$380 to \$405 million
Adjusted EBITDA ⁽¹⁾	\$80 to \$90 million	\$150 to \$170 million

(1) Adjusted EBITDA excludes transaction related expenses and certain other items such as stock-based compensation, derivative revaluation and change in estimate of royalty liability.

Note Regarding Use of Non-GAAP Financial Measures

Horizon provides certain financial measures such as adjusted non-GAAP net income (loss), adjusted non-GAAP net income (loss) per share, non-GAAP gross profit margins and non-GAAP cash from operations that include adjustments to GAAP figures. These adjustments to GAAP exclude acquisition transaction related expenses as well as non-cash items such as stock compensation, depreciation and amortization, accretion, non-cash interest expense, and other non-cash adjustments such as the increase or decrease in the fair value of the embedded derivative associated with the Company's convertible senior notes. Certain other special items or substantive events may also be included in the non-GAAP adjustments periodically when their magnitude is significant within the periods incurred. EBITDA, or earnings before interest, taxes, depreciation and amortization, and adjusted EBITDA are also used and provided by Horizon as non-GAAP financial measures. Horizon believes that these non-GAAP financial measures, when considered together with the GAAP figures, can enhance an overall understanding of Horizon's financial performance. The non-GAAP financial measures are included with the intent of providing investors with a more complete understanding of the Company's operational results, trends and expectations. In addition, these non-GAAP financial measures are among the indicators Horizon's management uses for planning and forecasting purposes and measuring the Company's performance. These non-GAAP financial measures should be considered in addition to, and not as

a substitute for, or superior to, financial measures calculated in accordance with GAAP. The non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, non-GAAP financial measures used by other companies. The Company has not provided a reconciliation of full year 2014 or 2015 adjusted EBITDA outlook to a net income (loss) outlook because certain items that are a component of net income (loss) but not part of adjusted EBITDA, such as the gain (loss) on derivative revaluation associated with the convertible senior notes, stock compensation, acquisition related expenses and certain purchase accounting items such as intangibles and step-up inventory, cannot be reasonably projected, either due to the significant impact of changes in Horizon's stock price on derivative revaluation and stock compensation, or the variability associated with acquisition related expenses and purchase accounting items due to timing and other factors.

About Horizon Pharma plc

Horizon Pharma plc is a specialty biopharmaceutical company focused on improving patients' lives by identifying, developing, acquiring and commercializing differentiated products that address unmet medical needs. The company markets a portfolio of products in arthritis, inflammation and orphan diseases. The company's U.S. marketed products are ACTIMMUNE[®] (interferon gamma-1b), DUEXIS[®] (ibuprofen/famotidine), RAYOS[®] (prednisone) delayed-release tablets and VIMOVO[®] (naproxen/esomeprazole). Horizon's global headquarters are in Dublin, Ireland. For more information, please visit www.horizonpharma.com.

Forward-Looking Statements

This press release contains forward-looking statements, including statements regarding expected 2014 and 2015 net revenue and adjusted EBITDA, the potential results of the closing of the Vidara acquisition, the Company's growth strategy and prospects and the expected impact of borrowings under the Company's credit facility. These forward-looking statements are based on management's expectations and assumptions as of the date of this press release, and actual results may differ materially from those in these forward-looking statements as a result of various factors. These factors include, but are not limited to, risks regarding Horizon's ability to commercialize products successfully, including risks relating to availability of coverage and adequate reimbursement and pricing from government and third party payers, Horizon's ability to enforce its intellectual property rights to its products, whether Horizon will be able to realize the anticipated benefits of the acquisition of Vidara and manage the integration of the companies successfully and Horizon's ability to execute on its growth strategy. For a further description of these and other risks facing the Company, please see the risk factors described in the Company's filings with the United States Securities and Exchange Commission, including those factors discussed under the caption "Risk Factors" in those filings. Forward-looking statements speak only as of the date of this press release and the Company undertakes no obligation to update or revise these statements, except as may be required by law.

Contacts:

Company:
Elizabeth M. Higashi, CFA
Vice President, Investor Relations
[Email Contact](#)

Investors:
Ami Bavishi
[Email Contact](#)
212-213-0006 ext. 344

Media:
E. Blair Clark-Schoeb
[Email Contact](#)
917-432-9275

Source: Horizon Pharma

News Provided by Acquire Media