JAZZ PHARMACEUTICALS PLC
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "***Board***") of Jazz Pharmaceuticals plc (the "***Company***") has developed and adopted this set of corporate governance guidelines (the "***Guidelines***") to provide the framework for the governance of the Company and to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board's commitment to monitoring the effectiveness of the Company's policies and decision making both at the Board and management level, with a view to enhancing shareholder value over the long term. These Guidelines are in addition to, and are not intended to change or interpret, any charter of any committee designated by the Board as amended from time to time, any resolution adopted by the Board, applicable law or regulation or the Company's Constitution. The Board may amend these Guidelines from time to time in its sole discretion and consistent with its duties and responsibilities to the Company and its shareholders. These Guidelines will be posted on the Company's website.

A. BOARD COMPOSITION

1. Chairperson of the Board

The members of the Board select the Chairperson. The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairperson should be separate and, if they are to be separate, whether the Chairperson should be selected from the independent directors. The Board, in its sole discretion, may make this choice as it determines is best for the Company and its shareholders from time to time.

2. Lead Independent Director

When the role of Chief Executive Officer and Chairperson are held by the same person or two non-independent directors, the independent directors shall elect a Lead Independent Director upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the "***Nominating and Corporate Governance Committee***"). The Board believes that having a Lead Independent Director helps ensure the effective independent functioning of the Board in its oversight responsibilities. The Lead Independent Director shall be responsible for: presiding at all meetings of the Board at which the Chairperson is not present; serving as the principal liaison between the independent directors and the CEO and/or Chairperson; coordinating the activities of the independent directors, including developing agendas for and presiding at executive sessions of the independent directors; advising the CEO and/or Chairperson on Board and committee agendas, meeting schedules and information provided to other Board members (including the quality, quantity and timeliness of such information) that is necessary or appropriate for the directors to effectively and responsibly perform their duties; discussing the results of the Chief Executive Officer's performance evaluation with the chairperson of the Compensation and Management Development Committee of the Board (the "***Compensation Committee***"); calling meetings of the independent directors; and performing such other responsibilities as may be adopted by the Board or designated by a majority of the independent directors from time to time. The Lead Independent Director is also available for consultation and communication with major shareholders, as the Lead Independent Director may deem appropriate.

3. Size and Classes of the Board

The size of the Board may vary as provided by resolution of the Board adopted in accordance with the Company's Constitution. The Board, along with the Nominating and Corporate Governance Committee periodically reviews the appropriate size of the Board. The Board is divided into three classes that serve staggered three-year terms.

4. Mix of Inside and Independent Directors

The Board believes that there should be a substantial majority of independent directors on the Board. However, the Board believes that it may be useful and appropriate to have members of management, in addition to the Chief Executive Officer, serve as directors as the Board may determine from time to time.

5. Director Independence

Each director designated as an independent director shall be independent under the criteria set forth in The Nasdaq Stock Market LLC listing standards (the "***Nasdaq Listing Standards***").

6. Nominees; New Director Candidates

All nominees for election to the Board, including new candidates and nominees for re-election, shall be approved by a majority of the Board upon recommendation of the Nominating and Corporate Governance Committee. The Board delegates the responsibility for identifying, reviewing and evaluating new directors and nominees for re-election and related activities to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board and management will take part in the process as appropriate. The Nominating and Corporate Governance Committee maintains a board refreshment and succession planning program, will consider recommendations from other board members, management and shareholders as to potential new director candidates and may retain search firms to assist in identifying candidates. An invitation to join the Board should be extended by the Chairperson or Lead Independent Director on behalf of the entire Board.

7. Director Qualifications; Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and criteria required of directors and nominees for director in the context of the then current composition of the Board, the strategy, business and operations of the Company and the long-term interests of shareholders. In assessing the qualifications of a director or a nominee for director, the Nominating and Corporate Governance Committee shall consider: (i) the Company's current strategic plan and needs with respect to particular competencies; (ii) the knowledge, skills and background of the individual, including experience in relevant industries upon which to be able to offer advice and guidance to management and the individual's demonstrated excellence in his or her field; (iii) the individual's financial expertise and corporate governance experience; (iv) the individual having sufficient time to devote to the Company's affairs; (v) the individual having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's shareholders; and (vii) any other criteria it deems relevant to the goals and corporate strategy of the Company. In addition, given the global and complex nature of the Company's business, the Board believes it is important to consider diversity of skills, experience, background and perspective. The Nominating and Corporate Governance Committee evaluates the foregoing factors, among others, and does not assign any particular weighting or priority to any of these factors. 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 the Company's long-term growth; and (iv) sufficient time to carry out his or her duties. The Board does not believe that a director who retires from or changes any professional position that he or she held when the director joined the Board should necessarily leave the Board. However, the Board, acting alone or through the Nominating and Corporate Governance Committee, intends to review whether the director continues to have sufficient time and attention to meet the responsibilities of Board membership, which shall include 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 presented by the retirement or change.

8. Term Limits; Mandatory Retirement Age

The Board does not believe that establishing term limits or a mandatory retirement age would be in the best interests of the 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 the Company and its operations and provide a valuable contribution to the Company and the Board. As an alternative to term limits and a mandatory retirement age, the Board will, in connection with the periodic Board self-assessment process, strive to ensure that the composition of the Board reflects an appropriate diversity of viewpoints, financial expertise, industry experience, background and skills in accordance with the criteria and qualifications described in Section 7 above.

9. Multiple Board Seats

In order to ensure directors have sufficient time and attention to meet the responsibilities of Board membership, directors are required to seek prior approval from the Chairperson, the Lead Independent Director (to the extent one has been appointed) and the chairperson of the Nominating and Corporate Governance 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 the Company's conflict of interest policies.

Directors may not serve on more than five public company boards of directors (including the Company). If a director is also the chief executive officer of a public company, that director may not serve on more than three public company boards of directors (including the Company). Service on the boards of subsidiary companies, private companies and non-profit organizations is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

B. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Primary Responsibilities

The primary responsibilities of the Board are to provide counseling and oversight of the business and affairs of the Company, direction to the management of the Company in the interests, and for the benefit, of the 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 the Company in accordance with applicable law.

The Board's responsibilities include:

(a) Selecting, and annually evaluating the performance of, the Chief Executive Officer, and, upon the recommendation of the Compensation Committee, approving the compensation and other terms of employment of the Chief Executive Officer;

(b) Acting through the authority delegated to the Compensation Committee, conferring with the Chief Executive Officer regarding the performance of all other executive officers of the Company (other than the Chief Executive Officer), determining the compensation arrangements for all such other executive officers (other than for the Chief Executive Officer);

(c) Acting through the authority delegated to the Compensation Committee, planning for succession with respect to the offices of the Company's executive officers and, together with the Chief Executive Officer, annually reviewing succession planning and management development;

(d) Reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions;

(e) Overseeing the conduct of the Company's business to monitor whether the business is being appropriately managed, including specifically with respect to enterprise risk management;

(f) Acting through authority delegated to the Audit Committee of the Board (the "***Audit Committee***"), overseeing the processes for maintaining the integrity of the Company with regard to its financial statements and other public disclosures, including its Corporate Sustainability and Social Impact ("***CSSI***") statutory related disclosures (but excluding CSSI strategy which shall be overseen by the Nominating and Corporate Governance Committee), and compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Conduct, as it relates to the 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 (the "***Auditors***"); and

(g) Acting through authority delegated to the Nominating and Corporate Governance Committee, overseeing the Company's adherence to the corporate governance standards of the Company, these Guidelines and compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules,

as well as to its Code of Conduct, in each case other than as related to the Company's financial statements, accounting practices and Auditors, as well as overseeing the Company's CSSI program and strategy and the Company's compliance, ethics and privacy programs.

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

2. Code of Conduct

Members of the Board shall act at all times in accordance with the requirements of the Company's Code of Conduct, which is applicable to each director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings, trading in the Company's securities and respect for and compliance with applicable law. Any waiver of the requirements of the Code of Conduct with respect to any individual director shall be reported to, and be subject to the approval of, the Board, acting upon such recommendation as may be made by the Audit Committee when appropriate.

3. Periodic Board Performance Evaluation

The Nominating and Corporate Governance Committee shall recommend a process for the periodic review of the effectiveness and performance of the Board, the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Any such recommended processes will be implemented at the direction of the Nominating and Corporate Governance Committee.

4. Board Compensation

The Compensation Committee of the Board shall consider, and make recommendations to the Board for approval of, the amount and form of compensation and benefits for directors who are not employees of the Company or its subsidiaries. No compensation shall be paid to employees of the Company or its subsidiaries for their service on the Board.

5. Share Ownership Guidelines

The Board has adopted share ownership guidelines applicable to the directors, the Chief Executive Officer and certain other employees who serve on the Company's executive committee, and the Compensation Committee will monitor compliance with and review and revise such guidelines from time to time as it deems appropriate.

C. BOARD MEETINGS

1. Meeting Attendance

Each Board member is expected to (i) prepare for, attend, and participate in all Board and meetings of committees of which he or she is a member and (ii) ensure that other existing and planned future commitments do not materially interfere with his or her service as a director. It is the Company's policy to invite Board members and nominees for director to attend the Company's annual general meetings of shareholders, and each Board member is encouraged to attend the Company's annual general meeting of shareholders in person.

2. Schedule; Agenda Items

Regular Board meetings are scheduled in advance and typically occur four times per year. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company.

The Chairperson and the Lead Independent Director (to the extent one has been appointed), in consultation with the other members of the Board as appropriate, shall prepare the agenda for each meeting and distribute it in advance to the Board. Each director may propose the inclusion of items on the agenda and request the presence of or a report by any executive officer or other employee of the Company or its subsidiaries or any outside advisor to the Company or its subsidiaries or the Board. Each director is also free to raise topics for discussion at a Board meeting that are not on the agenda for that meeting.

3. Distribution of Board Materials

Information and data that is important to the Board's understanding of the Company's business and the Board and committee agendas should, to the extent practicable, be distributed to the Board and committees sufficiently in advance of the relevant meetings to provide adequate review time prior to the Board and committee meetings, as applicable. The Company has a secure Board portal for distribution of materials to the Board.

4. Access to Employees and Outside Advisors

The members of the Board and each committee shall have full access to the Company's books, records, facilities, executive officers and other employees of the Company or its subsidiaries for purposes of fulfilling their duties as directors. The directors should use their judgment to ensure that any contact or communication with employees is not disruptive to the business operations of the Company or its subsidiaries.

The Board and each of its committees has the right to retain, at the Company's expense, outside financial, legal, compensation and other advisors of its choice with respect to any issues relating to its role or responsibilities.

5. Executive Sessions

The Board's policy is to have an executive session for the independent directors at each regularly scheduled meeting of the Board to the extent practicable.

6. Director Orientation; Continuing Education

The Company will provide orientation for new directors. This orientation should be designed to familiarize new directors with the Company's business, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The Nominating and Corporate Governance Committee is responsible for evaluating from time to time the need for continuing education of Board members and encourages all directors to attend or participate in ongoing education programs for Board members. The Company also encourages Board members to attend appropriate Company and health care industry meetings and events.

In furtherance of the Company's ongoing commitment to the continuing education of directors, the Company has established a policy with respect to the reimbursement of directors for the fees and out-of-pocket expenses for attending and participating in director and healthcare industry continuing education programs.

D. BOARD COMMITTEES

1. Board Committees

The committee structure of the Board will consist of at least: (i) the Audit Committee; (ii) the Compensation Committee; and (iii) the Nominating and Corporate Governance Committee. The specific delegations of authority made by the Board to each of the foregoing committees are set forth in the relevant committee charters as adopted by the Board and as amended from time to time. In addition, the Board maintains a Science and Medicine Committee of the Board, which advisory committee purpose is to review research, development, and technology initiatives and a Transaction Committee of the Board, which committee has delegated authority and responsibilities as fixed or amended by resolutions of the full Board from time to time. The Board may also form one or more additional *ad hoc* committees and delegate authority to any such committee, which delegation may be amended from time to time. Subject to the requirements of The Nasdaq Stock Market LLC and applicable law, the Board may also disband any current committee as it deems appropriate under the circumstances.

2. Assignment of Committee Members

The Board is responsible for the appointment of committee members and chairs upon recommendation of the Nominating and Corporate Governance Committee. Committee assignments are reviewed from time to time as deemed appropriate by the Nominating and Corporate Governance Committee. The membership of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall consist solely of independent directors, as defined under the Nasdaq Listing Standards (except to the extent allowable under applicable Nasdaq Listing Standards). In addition, the members of the Audit Committee and the Compensation Committee shall also meet, subject to any permitted exceptions, all other applicable criteria for independence under the Nasdaq Listing Standards and U.S. Securities and Exchange Commission rules and regulations applicable to such committees.

3. Scheduling; Agenda Items

The Chairperson and the Lead Independent Director (to the extent one has been appointed), in consultation with the committee chairs and appropriate members of management, will determine the scheduling of the committee meetings and develop the committee agendas. All Board members are welcome to attend all committee meetings, will have access to all committee materials (except as otherwise prohibited by law, regulation or Company policy), may suggest additional agenda items for committee meetings and may raise topics for discussion that are not on the agenda at any meeting.

E. OUTSIDE COMMUNICATIONS

The Board believes that management speaks for the Company. Because management appoints persons to interact with institutional investors, analysts, the press, and members of the public, individual directors ordinarily should not communicate directly with these constituencies about Company matters, unless requested to do so by the Board or management. However, the Board also believes that shareholders should have an opportunity to communicate with the Board. Shareholders interested in communicating with the Board or a particular director (including the Chairperson or the Lead Independent Director, to the extent one has been appointed) should send correspondence to the attention of the Company Secretary. Each communication should set forth: (i) the name and address of the shareholder as it appears on the Company's records and, if the shares are held by a nominee, the name and address of the beneficial owner of the shares, and (ii) the number of the Company's ordinary shares that are owned of record by the record holder or beneficially by the beneficial owner, as applicable. The Company Secretary will, in his or her discretion, screen out communications from shareholders that are not related to the duties and responsibilities of the Board. If deemed an appropriate communication, the Company Secretary will forward the communication, depending on the subject matter, to the Chairperson, the Lead Independent Director (to the extent one has been appointed) or the chairperson of the appropriate committee of the Board.

F. PERIODIC REVIEW

The Nominating and Corporate Governance Committee shall review these Guidelines annually and report to the Board any recommendations it may have in connection therewith.

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Amended and Restated by the Board of Directors of Jazz Pharmaceuticals plc on 22 October 2026.