

JAZZ PHARMACEUTICALS

CODE OF CONDUCT



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Introduction — General Statement of Company Policy

Jazz Pharmaceuticals plc and its subsidiaries worldwide (“Jazz Pharmaceuticals” or the “Company”) is committed to developing and commercializing high quality pharmaceutical products that meet the needs of patients and health care providers, as well as providing value to our stockholders and employees. We are also committed to integrity and the pursuit of excellence in all that we do. We will fulfill these commitments while upholding a high level of ethical conduct and meeting our responsibilities as good corporate citizens at all times.

This Code of Conduct (the “Code”) is one element of Jazz Pharmaceuticals’ efforts to ensure lawful and ethical conduct by the Company and its employees, officers and directors. It is part of a larger process that includes compliance by all employees, officers and directors with all corporate policies and procedures, open communication throughout the Company, and the use and expectation of the highest integrity and good judgment. Although laws and customs will vary in different locations where we may operate, our basic ethical responsibilities are global. At all times, the Company’s interpretation and application of the Code will be in compliance with all applicable legal requirements, including applicable local laws.

Overview of the Code of Conduct

The Code of Conduct applies to all employees, officers and directors of Jazz Pharmaceuticals and references herein to “employees” are intended to cover all employees and officers of the Company.

Under the Code, each employee and director individually must:

- Act with honesty and integrity at all times as a representative of the Company;
- Become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations;
- Understand and comply with the Company’s standards of business conduct and underlying policies and procedures;
- Adhere to Company standards for protecting the safety and health of our employees, our customers, physicians prescribing our products and their patients, as well as our communities;
- Treat patients, customers, partners and suppliers in an honest and fair manner, with integrity;
- Be able to identify and appropriately handle actual or apparent conflicts of interest and avoid situations where personal interests are, or appear to be, in conflict with Company interests;
- Safeguard and properly use Company proprietary information, assets and resources, as well as those of our customers, vendors and collaboration partners, which are entrusted to us;
- Maintain confidentiality of the Company’s non-public information;
- Protect the Company’s assets and ensure their efficient use; and
- Take the initiative to promptly report in good faith any violation or possible violation of this Code in accordance with the reporting procedures set forth in this Code.

This Code provides general principles and information to employees and directors on their basic ethical and legal responsibilities. This Code is not intended to address every situation or set forth every rule, procedure or policy of Jazz Pharmaceuticals, and it is not a substitute for the responsibility of each employee and director to exercise good judgment and common sense. If employees have questions about how to apply the Company's business standards, policies or procedures, they should seek clarification from their supervisors or, if necessary, from the Company's Human Resources Department. If a director has a question about the Company's standards, policies or procedures, he/she should contact the General Counsel or, if the question concerns the Company's compliance policies, the Chief Compliance Officer.

This Code is posted in an English version on the Corporate Responsibility & Compliance page of the Company's public website: <http://www.jazzpharma.com/>

1 Honest and Ethical Conduct

Employees and directors should endeavor to deal honestly, ethically and fairly with Jazz Pharmaceuticals' employees, partners, customers, suppliers and competitors in compliance with all applicable laws, rules and regulations. Jazz Pharmaceuticals' employees and directors must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

2 Compliance with the Law

Compliance with applicable laws, rules and regulations is an overriding principle of Jazz Pharmaceuticals' standards of conduct. It is the Company's policy that the Company and each employee and director conduct business in accordance with applicable laws, rules and regulations in the countries in which the Company does business. Employees and directors should understand the laws that apply to the performance of their jobs, and ensure that Company operations with which they are involved are conducted in conformity with those laws. Violations of the law can seriously damage the Company's reputation, subject the Company to liability and/or adverse governmental proceedings, and in some cases, subject individual employees and directors to personal liability. Employees and directors may not instruct or request, either directly or indirectly, other employees or directors to violate the law or applicable Company policy.

Each employee and director must be alert and sensitive to situations that could result in illegal, unethical or improper action. Employee questions concerning any legal responsibility or interpretation of legal requirements should be referred to a member of the Legal & Compliance Department. Directors should refer questions to the General Counsel or Chief Compliance Officer.

3 Conflicts of Interest

Each employee's primary employment obligation is to Jazz Pharmaceuticals. Any outside activity, such as a second job or self-employment, must not be in conflict with and be kept totally separate from employment activities with Jazz Pharmaceuticals. An employee may not use Company time, name, influence, assets, facilities, materials or services of other employees for outside activities, unless specifically authorized by the Company.

Each employee and director must put the best interests of the Company at the forefront of any work-related activity or decision, and must be able to identify and appropriately handle conflicts of interest. A "conflict of interest" occurs when an employee's or director's personal interest interferes, or appears to interfere, with the best interests of Jazz Pharmaceuticals and/or the employee or director's ability to perform their job responsibilities. A conflict of interest can arise whenever an employee or director takes action or has an interest that influences his or her judgment, loyalty, honesty, effectiveness or objectivity in a manner that is contrary to the best interests of Jazz Pharmaceuticals.

While it is not possible to identify every particular activity that might give rise to a conflict of interest, a conflict of interest may exist because of a relationship of an employee or director, or an employee's or director's family member, that could cause a conflict with the employee's or director's ability to perform his/her job responsibilities.

Potential conflict of interest situations could include, but are not limited to:

- A significant ownership or financial interest in a Company supplier, customer or competitor (other than ownership of nominal amounts of stock in publicly traded companies);
- A consulting or employment-related relationship with a Company customer, supplier or competitor;
- Activity that harms a relationship between the Company and any of its customers or potential customers, or that interferes with a current or potential contract relationship;
- Business activity that is competitive with any of the Company's businesses;
- Service on the board of directors or advisory board of a Company customer, supplier or competitor;
- A direct supervisory, review or other influential position on the performance evaluation, pay or benefits of a family member or significant other;
- Receipt of a loan or a loan guarantee from the Company;
- Sales or purchases of goods or services to or from the Company (unless it is pursuant to a routine program of disposal of surplus property that is offered to all employees in general);
and
- Any situation in which, without proper authorization, employees or directors are required or tempted to disclose, or do disclose, any trade secret, confidential or proprietary information or intellectual property of the Company or its customers, vendors or collaboration partners.

Questions regarding activity which may create a conflict of interest should be discussed immediately with the employee's supervisor, an officer of the Company, or a member of the Legal & Compliance Department, in accordance with the directions set forth in this Code.

Disclosure. It is the responsibility of each employee and director to disclose any transaction, relationship or other situation that reasonably could be expected to give rise to a conflict of interest to their local supervisor, or otherwise in accordance with the reporting channels set forth in this Code, or, if the employee is an executive officer, to the Board of Directors of Jazz Pharmaceuticals plc (the “Board of Directors”), who will be responsible for determining whether the transaction or relationship constitutes a conflict of interest.

In addition, annual disclosures of affiliations and potential conflicts of interest are to be furnished in writing by executive officers, directors and other designated employees of the Company. This disclosure regarding potential conflicts of senior management personnel will be submitted for review by the Audit Committee of the Board of Directors (the “Audit Committee”).

4 Related Party Transactions

A transaction involving both Jazz Pharmaceuticals and one of its directors, officers or significant stockholders which presents an actual or potential conflict of interest with the person’s duties to Jazz Pharmaceuticals is considered a “related party transaction.” The Board of Directors has adopted a policy with respect to the disclosure to and review of related party transactions by the Audit Committee. A copy of the Company’s related party transaction policy is provided to each director and officer and is available upon request from the Company.

Questions regarding any related party transaction should be addressed to a member of the Legal & Compliance Department, in advance of the Company entering into the transaction whenever possible.

5 Company Property and Corporate Opportunities

Proper protection and use of Company property, including proprietary information, is a fundamental responsibility of each employee and director. Employees and directors must comply with Company security programs to safeguard physical property, intellectual property, Company information, electronic information and other assets of the Company against unauthorized use or removal, as well as against loss by criminal act or breach of trust. Employees and directors are to use Company property for legitimate business purposes. Employees and directors may not remove Company property from Company premises unless such removal is within the proper scope of the employee's or director's duties, or is otherwise authorized by the Company, or use Company property for any personal benefit or the personal benefit of anyone else. If an employee has a question in this regard, he/she should consult his or her supervisor or a member of the Legal & Compliance Department. If a director has a question in this regard, he/she should consult with the General Counsel or Chief Compliance Officer.

All employees of the Company are obligated to protect the Company's confidential information and intellectual property assets. Under their employment agreements or separate confidentiality and invention assignment agreements, employees generally are prohibited from disclosing or using the Company's confidential information unless such disclosure or use is within the scope of their authorized duties, or is otherwise authorized by the Company. Additionally, under such agreements, employees generally assign inventions made within the course of employment to the Company. Generally, employees must promptly disclose all such inventions to the Company, record them as instructed by the Legal & Compliance Department and execute such documents as may be requested by the Company in order to assign the inventions to the Company, consistent with applicable local policies, agreements and laws.

Employees also have a responsibility to act in the Company's best interests and advance those interests whenever the opportunity to do so arises. Consistent with applicable laws, employees and directors must not (a) take for themselves personally or for family members or other businesses any opportunities that are discovered through the use of Jazz Pharmaceuticals property, information or position; (b) use any Jazz Pharmaceuticals property, information or position for personal gain; or (c) compete with the Company. Each employee and director owes a duty to the Company to advance its legitimate interests whenever the opportunity to do so arises. If an employee or director comes across an opportunity in which the Company may reasonably be expected to have an interest, the Company must be notified of the opportunity, and have ample time to determine whether it will pursue the opportunity. If, after this period of time, the Company passes on the opportunity, with the Company's permission the employee or director may act on it for his or her own personal gain.

6 Accurate Retention of Business Records; Public Reporting Obligations

Each employee and director must record information completely, accurately, honestly and in a timely manner. Employees and directors should use good judgment and common sense when preparing any Company document and ensure that the document objectively and accurately reflects the facts of the situation it addresses. Accurate information is essential to Jazz Pharmaceuticals' ability to meet its legal and regulatory obligations.

Documents that require signatures, such as production or quality assurance documents or expenditure authorizations, must be actually signed by the person whose name appears on the document. This requirement applies to electronic as well as handwritten signatures.

All Company books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Financial records must accurately reflect transactions and conform to generally accepted accounting principles. In line with applicable U.S. and international laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), no entry may be made on the Company’s books or records that intentionally hides or disguises the true nature of any transaction. No accounts, assets or funds may be established that are not disclosed or recorded in the Company’s accounting records.

Laboratory notebooks must be used and maintained by employees in accordance with the Company’s laboratory notebook policies and procedures implemented by the Legal & Compliance Department. Keeping lab records properly is essential for the preservation of Jazz Pharmaceuticals’ proprietary assets.

It is very important that employees and directors do not create, or participate in the creation or perpetuation of, any records that are intended to mislead anyone or conceal any improper act or conduct.

Our accounting records are relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic, current and other reports that we may file from time to time with the U.S. Securities and Exchange Commission (“SEC”), the Irish Companies Registration Office (the “CRO”) and other similar regulatory bodies (“Financial Reports”). Securities laws require that these reports provide full, fair, accurate, timely and understandable

disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these Financial Reports should strive to ensure that our financial disclosure is accurate and transparent. In addition:

- no employee or director may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, CRO and other regulatory bodies, or other applicable laws, rules and regulations;
- all employees and directors must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information;
- no employee or director will, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements; and
- no employee or director should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our Financial Reports filed with the SEC, CRO and other regulatory bodies or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards should report his or her knowledge promptly to a supervisor, a member of the Legal & Compliance Department, or the Audit Committee as described herein or in accordance with the reporting channels set forth in this Code. Any director who becomes aware of a departure from these standards should report his or her knowledge promptly to the General Counsel or Chief Compliance Officer.

7. Confidential Information

Employees must maintain the confidentiality of information entrusted to them by Jazz Pharmaceuticals or other companies with which we have business relationships, including our suppliers, customers and collaborative partners, except when disclosure is legally mandated or specifically authorized by the Company. Unauthorized disclosure of confidential information is prohibited.

Jazz Pharmaceuticals' training programs, and each employee's applicable agreement addressing confidentiality obligations, cover in detail the obligations of employees regarding confidential information. Generally, an employee must not disclose confidential information to persons or companies outside of Jazz Pharmaceuticals unless (a) there is a legitimate business need for the information in order to work with Jazz Pharmaceuticals; (b) the employee has been properly authorized by management to provide such information; and (c) an appropriate confidentiality agreement is in place. Each employee's confidentiality obligations to Jazz Pharmaceuticals continue after the individual's employment with Jazz Pharmaceuticals has ended to the greatest extent provided by applicable agreements and laws.

Obligations of confidentiality also apply to employee and director communications with the press or other media. Revealing confidential information to the press or other media could impair the Company's business and potentially expose the Company to legal liability. All requests from the press or other media for information should be referred to the Chief Financial Officer or head of Investor Relations or Corporate Communications.

In addition, to protect confidential information and prevent its accidental disclosure, employees must take proper precautions. Employees should follow all security measures and internal control procedures for Company information systems including but not limited to Company-owned or licensed software systems, computer systems, data storage systems, email systems, calendar systems, office phones, voicemail, internet access, online services, laptops, cell phones, tablets, and facsimile, copy, and scanning systems. Employees are responsible for safeguarding their login account names, usernames, and passwords and should not share these or allow others to use their accounts.

Employees should be cautious when discussing sensitive information where others may overhear.

Innovations and ideas concerning products, product concepts, technologies and manufacturing processes may be eligible for patent, copyright, trademark or other legal protection. Jazz

Pharmaceuticals has procedures and training programs in place to protect these rights. Employees should become familiar with the applicable programs and seek advice from the Company's Legal & Compliance Department if they have questions.

Employees must also abide by any lawful obligations that they have to their former employers.

These obligations may include restrictions on the use and disclosure of confidential information and restrictions on the solicitation of former colleagues to work at Jazz Pharmaceuticals. Any employee who has a question about whether he or she has obligations to former employers in addition to general ongoing confidentiality obligations should discuss the matter with a member of the Legal & Compliance Department, and should provide that department with a copy of any agreements the employee has signed with former employers covering matters such as intellectual property, noncompetition and nonsolicitation.

8 *Social Media*

Employees are expected to use good judgment when using social media and to ensure that their activities are consistent with Jazz Pharmaceuticals' policies, including the policies on protection of confidential information and intellectual property. Jazz Pharmaceuticals respects employees' rights to use social media as a form of self-expression. It is important, however, that employee communications and activities in social media be conducted in a manner that is appropriate, transparent and responsible, and consistent with applicable legal and regulatory requirements and the Company's social media policy. Any questions concerning the use of social media should be directed to the Legal & Compliance Department.

9 *Insider Trading*

From time to time employees and directors may have or receive material information about Jazz Pharmaceuticals or other companies that has not been disclosed publicly ("inside information"). Information is likely to be considered material if a reasonable investor would consider the information important in deciding whether to buy, sell or hold a stock or other security. Regardless of where they are located, employees or directors who have inside information about the Company must refrain from trading in the Company's stock, advising anyone else to do so or communicating the information to anyone outside the Company (i.e., "tipping") until the information is disseminated to and absorbed by the public. The prohibition on insider trading also applies to the securities of companies with which Jazz Pharmaceuticals does business and as to which employees and directors may have important information that has not been publicly disclosed. Regardless of whether they have material inside information, employees and directors are not permitted to engage

in speculative transactions in the Company's securities, including short sales, transactions in put or call options, hedging transactions and other inherently speculative transactions.

All employees and directors should be familiar with the Company's insider trading policy. Violation of Jazz Pharmaceuticals' insider trading policy may result in civil liability and criminal penalties, as well as disciplinary action up to and including termination of employment under local laws.

Employee questions about the Company's policy should be directed to a member of the Legal & Compliance Department. Director questions should be referred to the General Counsel or Chief Compliance Officer.

10. Employment Practices

Health and Safety. Jazz Pharmaceuticals is committed to providing its employees with a safe and healthy work environment. To support that commitment, employees must abide by all applicable safety rules and practices and assume responsibility for taking the necessary precautions to protect themselves and their co-workers. Employees are also responsible for immediately reporting accidents, injuries and unsafe practices or conditions in accordance with the reporting channels set forth in this Code or in other applicable employment policies or guidelines, and for taking appropriate, timely action to correct unsafe conditions.

To help ensure a safe work environment, Jazz Pharmaceuticals generally prohibits threatening, reckless or violent behavior by employees, possession of weapons on Company property or while conducting Company business, and willful destruction of property.

Jazz Pharmaceuticals is also committed to a drug-free workplace. The misuse of drugs or alcohol, both legal and illegal, while on Company premises or conducting Company business interferes with

a safe, healthy and productive work environment and is prohibited. Specifically, for our safety and the safety of those around us, Jazz Pharmaceuticals prohibits the use, sale, purchase, transfer or possession of illegal drugs (or any offer to do so), or the misuse of legal drugs or alcohol, on its premises, in its vehicles and while conducting Company business. Management will consider disciplinary actions, up to and including termination of employment, for violations of this policy. As a general matter, responsible and moderate consumption of alcohol served at Company-sponsored events will not be considered a violation of this policy.

Treatment of People. The diversity and talent of Jazz Pharmaceuticals' employees represents a highly valuable Company asset. Consistent with our respect for individual employees, Jazz Pharmaceuticals is committed to providing a work environment that promotes mutual respect and dignity. This means that we comply with all applicable employment and equal treatment laws, including laws against discrimination, in all aspects of employment, including recruiting, hiring, compensation, promotion and termination. It also means that Jazz Pharmaceuticals does not permit conduct that creates an intimidating, hostile or offensive work environment as defined under local law. Such conduct may include, but is not limited to, racist, sexist, or ethnic comments or jokes; sexual advances or inappropriate physical contact; or sexually-oriented gestures, pictures, jokes or statements. Additional information on Jazz Pharmaceuticals' anti-discrimination and anti-harassment policies can be found in the applicable local Employee Handbook or in other applicable guidelines addressing this subject.

If an employee believes that he/she is a victim of unlawful discriminatory or harassing conduct, it is generally recommended for the employee to ask the person offending him/her to stop and let the person know the action is unwelcome. If an employee is not comfortable with a direct approach, or

if it fails to solve the problem, the conduct may be reported to his/her supervisor, the local Human Resources Department, in accordance with the reporting channels set forth in this Code, or in accordance with the reporting process set forth in the applicable employment policy or guideline.

11 Product Quality

The safety and quality of Jazz Pharmaceuticals' products and services are essential to physicians and their patients and are key to our mission and values.

The Company maintains quality and regulatory compliance systems that conform to our internal requirements and comply with applicable laws. These systems are and will be described in quality policies, standard operating procedures and training programs adopted from time to time by the Company. They incorporate a management review process that includes quality audits and system effectiveness reviews. Employees should become familiar with these systems and work with their supervisors to obtain all necessary training. Management will consider disciplinary actions, up to and including termination of employment, for violations of the Company's quality system policies and procedures.

Each employee is responsible for the quality of his or her work, for implementing the relevant provisions of the quality system and for complying with Jazz Pharmaceuticals' policies and procedures. Jazz Pharmaceuticals' quality practices encompass preclinical and clinical research, regulatory submissions, manufacturing, advertising, labeling, promotional materials and activities, and other product and service requirements. The practices, policies and procedures are designed to ensure compliance with applicable laws and regulations. The Company also establishes: (a) design

control procedures to ensure that products and manufacturing processes conform to applicable regulations; (b) a supplier quality assurance program to ensure that purchased products and services conform to specifications and regulatory requirements; and (c) procedures to isolate and control nonconforming products, to investigate the causes of nonconformance, and to implement corrective action to prevent a recurrence.

An employee who violates Jazz Pharmaceuticals' quality policies, practices and procedures may be personally liable for intentional violations of regulatory and legal requirements. Deliberate deception or fraud is not tolerated by the Company. Supervisors are responsible for employees under their supervision. Employees are expected to be diligent in ensuring that the Company complies with its legal and regulatory obligations and to take appropriate actions to avoid violations of laws and regulations.

As a pharmaceutical company, the Company is required to follow applicable laws and regulations governing the manufacture, marketing and distribution of its products and product candidates. In particular, the Company's product development and manufacturing activities are subject to the requirements of the U.S. Food and Drug Administration ("FDA"), the European Medicines Agency ("EMA") and other regulatory authorities. The Company's compliance with applicable regulations and standards regarding clinical research, good clinical and laboratory practices and current Good Manufacturing Practices are critically important to the health and safety of the patients who will use our products, as well as our reputation and our relationships with customers, vendors and collaborative partners. Therefore, involved employees should understand the rules, policies and procedures the Company follows to ensure compliance with applicable laws and regulations and related clinical and manufacturing standards. If an employee has any questions concerning any

regulatory requirements, he or she should contact his/her supervisor or a member of Regulatory Affairs or the Legal & Compliance departments.

12 Sales and Marketing Practices

Jazz Pharmaceuticals' products must be marketed and sold fairly and honestly, solely on the basis of their quality, capabilities, price, service level and other legitimate attributes. The Company intends to succeed in the marketplace through superior performance, not by unethical or manipulative practices. Each employee and director must treat customers and vendors honestly and fairly. Employees should not make false or misleading remarks to customers or suppliers about other customers or suppliers or about competitors of the Company, their products or their services. Each employee and director must avoid deprecation and criticism of competitors, their products or services when representing the Company or engaging in Company business, but employees and directors may state truthful descriptions of specifications and shortcomings of such products or services.

Advertising, Sales and Packaging. Each employee, in performing his or her duties, is responsible for truthfully conveying product attributes. An employee must not misstate facts or create misleading impressions in any labeling, advertising, packaging, literature or public statements. Employees also must not promote a product for a use other than that specified in the official product label. Omissions of important facts or wrongful emphasis of material may be misleading; the total impression of the message must be balanced. Many laws, regulations, guidelines, policies and procedures are applicable to the sale and marketing of our products. In the U.S., these include regulations of the FDA, the PhRMA Code and the OIG (Office of the Inspector General)

guidelines, among others. Internationally, national codes of practice will apply and regional and local laws dictate. Jazz Pharmaceuticals provides specific training in these matters to the sales and marketing organization and others in the Company involved in these activities. Management will consider disciplinary actions, up to and including termination of employment, for violations of these laws, regulations, policies and procedures.

In the case of products made available under named patient programs (or special access programs such as treatment INDs, L648 programs, etc.), applicable laws and rules in the relevant jurisdiction must be followed. Relevant healthcare professionals and payers may be made aware of the availability of a product under these programs and medical teams may provide medical resources to institutions that comply with the program, but product promotion is prohibited.

Vendors, consultants and third party service suppliers of services in connection with our sales and marketing activities must comply with all applicable laws, regulations, guidelines, policies and procedures. Employees may not turn a blind eye to evidence of misconduct by third parties. Employees also may not use a third-party to do indirectly what they are prohibited from doing themselves. Each employee who engages a third party to perform these activities is responsible to ensure awareness of and compliance by the third parties with applicable legal and regulatory requirements and Company policies.

13. Gifts, Gratuities, Bribes and Kickbacks

Jazz Employees and Directors: In general, the solicitation or acceptance by employees or directors or their family members of gifts, loans or other special preferences from a person or

organization that does or wants to do business with Jazz Pharmaceuticals, or is in competition with Jazz Pharmaceuticals, is not acceptable and may be in violation of applicable anti-corruption laws, such as the Bribery Act 2010 (“U.K. Bribery Act”). In his or her activities with Jazz Pharmaceuticals, an employee or director may not realize any profit apart from his or her compensation from the Company. As an exception, an employee or director may accept unsolicited gifts of modest value extended as a business courtesy, if the gift will not compromise the employee’s or director’s ability to act in the best interests of Jazz Pharmaceuticals and will not be construed as a bribe or payoff. This might include modest sales promotion items or occasional meals, and should not include cash or a cash equivalent. Any gifts that are not of modest value should be reported to the employee’s supervisor or, in the case of a director, to the General Counsel or Chief Compliance Officer so that the gift can be returned or disposed of in a manner deemed appropriate by Jazz Pharmaceuticals in its sole discretion. If an employee is in doubt as to the propriety of any gift, the employee should consult with his/her supervisor or the Human Resources Department. Directors should consult with the Company’s General Counsel or Chief Compliance Officer.

Non-Government Customers: Giving, offering or promising to give gifts, gratuities or entertainment that are not reasonable complements to a business relationship, but that are intended to obtain sales or otherwise win favor or influence, must be avoided with all parties with whom the Company does business. Inexpensive non-cash gifts, gratuities and entertainment of modest value may be permissible business courtesies when dealing with non-government customers. Such business courtesies should be related to a legitimate purpose and otherwise in compliance with Jazz Pharmaceuticals’ policies and procedures. Gifts or entertainment should not be used to unduly influence judgment or create a feeling of obligation.

Government Officials: Special requirements apply when interacting with a government official (which is broadly defined and includes any employee of a government agency or department, employee of an enterprise that is government-owned, operated or controlled, political party representative or official, candidate for political office, or employee of a public international organization such as the World Health Organization or World Bank). Paying, offering, or promising to pay bribes or kickbacks to government officials to secure business is not only unacceptable, it may result in criminal prosecution for all parties involved. In particular, in the United States, the FCPA prohibits the offering, promising, giving, or authorizing others to give anything of value, either directly or indirectly, to a non-U.S government official in order to influence official action, or otherwise obtain or retain business. In the United Kingdom, the U.K. Bribery Act prohibits companies which do business with the United Kingdom and their employees and representatives from giving, offering, or promising bribes to any person, including non-UK government officials, as well as requesting, agreeing to receive, or accepting bribes from any person. To ensure compliance with these and similar anti-corruption laws, Jazz Pharmaceuticals has adopted an anti-corruption policy, which can be found on the Company's website. All employees must review the policy annually and certify to their understanding of and agreement to comply with this policy.

Healthcare Professionals: Payments or any advantages or benefits in kind (including charitable donations) to induce healthcare professionals to agree to purchase or prescribe products, or to recommend the purchase or prescription of our products, may also constitute violations of the Anti-Kickback statutes, Medicare Fraud and Abuse regulations, the EU Medicinal Products Directive and implementing national legislation, and national legislation and codes of practice in Europe; as such, these practices are strictly prohibited.

If permitted by local regulations and industry codes, inexpensive non-cash gifts, gratuities and entertainment of modest value may be permissible business courtesies when dealing with healthcare professionals; however, under no circumstances may such items be used to influence medical decisions made by healthcare professionals. As noted above, business courtesies should have a legitimate purpose and otherwise comply with Jazz Pharmaceuticals' policies and procedures.

Gifts and payments to physicians and teaching hospitals must be reported in the manner prescribed by the Finance and Legal & Compliance departments in accordance with applicable laws, including the U.S. Physician Payments Sunshine Act or equivalent laws in other jurisdictions. If you have questions concerning the reportability of a gift or payment, you should contact the Legal & Compliance Department.

14. Grants and Sponsored Trips

In the normal course of conducting business in our industry, we may have opportunities to foster knowledge of the Company, its products and facilities, or to enhance the level of medical practice, by: (a) awarding grants; (b) sponsoring medical seminars; (c) sponsoring trips for professionals to medical meetings or Jazz Pharmaceuticals' facilities; (d) paying speakers' fees; or (e) paying similar expenses to or for the benefit of persons other than employees and consultants. Such payments must be carefully reviewed to determine whether they are permitted under the laws, regulations and industry codes of the country or countries involved. If such payments are permitted, they must be made in accordance with the Company's policies and financial control procedures.

The Company's Finance Department will establish control procedures for such payments to ensure

compliance with applicable laws, and the Company's financial policies on accounting for grants and sponsored trips. The Legal & Compliance Department will prepare appropriate agreements documenting the activities. Employees should seek advice from the Company's Finance or Legal & Compliance departments if they have any questions concerning these types of payments. Special training is provided to employees involved in the marketing and sale of the Company's products and related activities to help ensure compliance with rules, regulations and reporting requirements applicable to applicable grants and sponsored trips.

15. Government Procurement

It is Jazz Pharmaceuticals' policy to sell to all customers, including government-related entities, in an ethical, honest and fair manner. Some of the key requirements for employees working on business with government entities are:

- providing high-quality products at appropriate prices;
- not giving, offering, promising, authorizing or accepting kickbacks or bribes;
- only providing gifts or other gratuities to the extent permitted by applicable laws, regulations, policies and procedures (see Section 13, "Gifts, Gratuities, Bribes and Kickbacks");
- not soliciting or obtaining proprietary or source-selection information from government officials prior to the award of a contract;
- hiring present and former government personnel only in compliance with applicable laws and regulations and Company policy;
- complying with laws and regulations ensuring the ethical conduct of participants in procurement set forth by federal, state and municipal agencies; and

- accurately reporting required pricing information to government agencies and paying required rebates.

Government procurement regulations can be highly complex. Employees closely involved with government transactions are responsible for understanding these requirements and should work closely with the Legal & Compliance and Finance departments.

16. Competitive Information; Competition and Antitrust Laws

Competitive Information. Gathering information about competitors, when done legally and ethically, is a legitimate business activity that can increase our understanding of the marketplace. However, while competitive intelligence is important, employees and directors must observe accepted standards of fair conduct and legality when obtaining this information. No information should be sought, obtained or used in a manner that would violate applicable antitrust laws, laws protecting proprietary information or confidential relationships between employees and current or former employers. For example, as set forth in applicable laws, Jazz Pharmaceuticals employees must not reveal, or use in their employment with the Company, any trade secrets of their former employers.

Competition and Antitrust Laws. It is Jazz Pharmaceuticals' policy to comply fully with the antitrust and competition laws that apply to all of our operations. Antitrust and competition laws are very technical and vary from country to country. The underlying principle behind these laws is clear: a person who purchases goods in the marketplace should be able to select from a variety of products at competitive prices unrestricted by artificial restraints, such as price fixing, illegal

monopolies and cartels, boycotts and tie-ins. Jazz Pharmaceuticals is committed to these principles of free and competitive enterprise.

The brief summary of the law below is intended to help employees and directors recognize situations that have antitrust aspects so that they can avoid problems and consult with the Legal & Compliance Department if they have any concerns.

- Discussion of any of the following subjects with competitors, whether relating to Jazz Pharmaceuticals' or a competitor's products, is prohibited: past, present or future prices of competing products, pricing policies, bids, discounts, promotions, profits, costs, terms or conditions of sale, royalties, warranties, territorial markets, production capacities or plans, and inventories.
- Competitive prices should be obtained only from sources other than competitors, such as published lists and our customers.
- If an employee becomes aware of any formal or informal discussions amongst competitors regarding prices, discounts, exclusion of members, terms and conditions of sale, refusal to deal with a customer or customers, standardization among members of sales terms, warranties or product specifications, the employee should immediately leave the meeting and bring the matter to the attention of a member of the Legal & Compliance Department.
- Employees should consult with appropriate senior management in sales and marketing, and a member of the Legal & Compliance Department, before terminating a relationship with or refusing to sell to a dealer, distributor, customer or prospective customer. While Jazz Pharmaceuticals is free to select its own customers, terminations and refusals to sell can lead to claims of antitrust violations.
- Distributors and dealers may resell the Company's products at prices they independently establish. Employees may not come to any understanding or agreement with a distributor or

dealer concerning resale prices. Limits on a distributor's territory, classes of customers to which the distributor may resell, or other products which a distributor may sell, must be reviewed with the Legal & Compliance Department prior to implementation.

- It is against Jazz Pharmaceuticals' policy to make our purchases from a supplier in exchange for the supplier's agreement to buy from us.
- Employees and directors may not use unfair or misleading statements to disparage or undermine the products or services of a competitor, whether by advertisement, demonstration, disparaging comments or innuendo.

Other activities, such as certain exclusive dealing arrangements, significant differences in prices or terms offered to similar customers and charging below-cost prices may also violate applicable antitrust laws. If employees have any questions, please consult the Legal & Compliance Department.

17. Copyrighted Works

Copyright laws protect the original expression in, among other things, written materials, works of art and music, and prohibit their unauthorized duplication, distribution, display and performance. This means that we may not reproduce, distribute or alter copyrighted materials from books, trade journals, computers, software or magazines, or play discs or videotapes, without permission of the copyright owner or its authorized agents such as the Copyright Clearance Center.

Software used in connection with Jazz Pharmaceuticals' business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright

infringement. If employees have questions about copyright laws, they should contact the Legal & Compliance Department.

18 Environment

All employees are responsible for Jazz Pharmaceuticals' compliance with environmental laws and regulations. Each employee has a duty to act in a responsible manner toward the environment. This means that each employee must, to the best of his or her ability, minimize the impact Jazz Pharmaceuticals' products, processes and services have on the environment and act in accordance with applicable environmental rules and regulations.

19 Political Contributions and Activities

Jazz Pharmaceuticals encourages its employees to participate in the political process. In doing so, however, employees must act with integrity and obey all applicable laws. Specifically, in promoting the Company's position to government authorities and in making individual and personal political contributions, employees must adhere to applicable laws, regulations and Company policies.

Political contributions, including donations of money, time, resources or other Company material, by the Company to (or at the request of) any political candidates may be prohibited or regulated under applicable election and anti-bribery laws, such as the FCPA and the U.K. Bribery Act.

Corporate funds may not be used to contribute to a political party, committee, organization or candidate in connection with a political campaign. Any contribution of Company funds, facilities, supplies or other assets for political purposes must be reviewed and approved by the Chief Financial Officer and the Chief Executive Officer and must be in accordance with Jazz Pharmaceuticals' policies.

20 Responding to Government Requests

It is Jazz Pharmaceuticals' policy to cooperate with all reasonable requests concerning Company operations from government agencies, such as the FDA, the Drug Enforcement Administration, the EMA and national European drug agencies, the SEC and the Department of Justice. However, employees should consult with the Legal & Compliance Department or Regulatory Affairs, as appropriate, before responding to these requests, submitting to an interview, or allowing government officials to have access to Company facilities and documents or to take photographs or conduct interviews. If an employee is unclear about his or her area's procedures for responding to such requests, he or she should notify Regulatory Affairs or the Company's Legal & Compliance Department and wait for instructions before proceeding.

Good communications and relationships with elected and appointed government officials are important to Jazz Pharmaceuticals. If an employee plans to interact with a government official as a representative of Jazz Pharmaceuticals, he or she must notify and coordinate with a member of the Company's Legal & Compliance Department before proceeding.

21 Waivers under the Code of Conduct

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be permissible. Any request by an executive officer or director for a waiver of any provision of this Code must be in writing and addressed to the Chair of the Audit Committee, with a copy to the Company's General Counsel. Any request by any

employee who is not an executive officer or director for a waiver of any provision of this Code must be in writing and addressed to the Company's General Counsel or Chief Compliance Officer. With regard to executive officers and directors, the Board of Directors will have the sole and absolute discretionary authority, acting upon such recommendation as may be made by the Audit Committee, to approve any waiver from this Code. Any such waiver will be disclosed to the Company's stockholders as required by applicable laws, rules and regulations. With regard to an employee who is not an executive officer or a director, the Company's General Counsel and Chief Compliance Officer will each have the authority, acting in consultation with the Chief Executive Officer and the Chair of the Audit Committee when appropriate, to approve any waiver from this Code.

22 Responsibility to Ask Questions

Every employee has the responsibility to conduct all business legally and ethically. This means that from time to time employees may have a question about the law, this Code or the Company's policies. Employees should always ask questions and seek guidance if they are unsure about the right course of action. If an employee encounters a situation or is considering a course of action and its appropriateness is unclear, the employee's most immediate resource for any matter related to the Code is his or her supervisor or a member of local management. He or she may have the information the employee needs or may be able to refer the question to another appropriate source. There may, however, be times when the employee prefers not to go to his or her supervisor or he or she cannot sufficiently address the employee's question. In these instances, employees should feel free to discuss the question with a member of the local executive management team or a member of the local Human Resources Department. Employees may always contact the Chief Compliance Officer, the General Counsel or another member of the Legal & Compliance Department directly with questions. If a question relates to a specific issue discussed in this Code, employees may direct the

question to the individuals or departments identified in the applicable provision of the Code.

Finally, employees may also submit questions via the Company's Compliance Hotline, provided by an independent third party, which is available at www.jazzpharma.com, as described in more detail below.

23 Procedures for Reporting Possible Violations

In addition to simply having a question, we recognize that there are times when employees may become aware of, or in good faith suspect that, a violation of the law, Company policy or the Code has occurred. In this case, employees should report their concerns using the appropriate channel listed below. Because the manner in which reports may be made varies depending on the employee's location and the topic of the report, employees should consider the appropriate method by which to report, according to the following options:

- (1) Bring it to the attention of a supervisor or a member of the local executive management team. The most immediate resource for reporting good faith concerns of suspected violations is usually a local supervisor or any member of local management. If an employee prefers not to go to his or her supervisor, or the concern was not adequately addressed by the local supervisor, other options may be available, including reporting to a member of the local Human Resources Department.
- (2) Good faith reports relating to banking, accounting, finance, internal accounting controls, bribery or anti-corruption, or antitrust/competition violations may be made directly, by phone, email or mail, to the General Counsel, the Chief Compliance Officer or the Chair of the Audit Committee.
- (3) Additional reporting options include the Company's Compliance Hotline, the Company's Compliance Internet Reporting System (CIRS) at www.jazzpharma.ethicspoint.com, or the dedicated compliance mailbox, compliance@jazzpharma.com. Local country numbers and other information about the Compliance Hotline and CIRS are available on the corporate website (www.jazzpharma.com) or on JazzNet. The Compliance Hotline and CIRS are operated by an independent third party and are available 24 hours a day, 7 days a week. If an employee is calling about a matter that should be handled locally in accordance with local legal requirements, the Compliance Hotline and CIRS will direct the employee back to local management.

Supervisors' Responsibility. Supervisors have a special responsibility to promptly report any complaints or observations of Code violations in accordance with the reporting channels discussed above.

Confidentiality and Self-Identification. Information provided by employees will be treated as confidential to the extent reasonably possible. Employees are encouraged to identify themselves when making a report as that will help the Company conduct the most thorough investigation. It may be more difficult or impossible for the Company to thoroughly investigate anonymous reports. If, however, employees are uncomfortable identifying themselves, they may report anonymously.

No Retaliation and Duty to Cooperate. Regardless of the method by which an employee makes a good faith report, he or she should do so without fear of any form of retaliation. The Company will take prompt disciplinary action against any employee who retaliates against another employee, including potential termination of employment. Of course, false and malicious reports will not be tolerated and will be subject to appropriate disciplinary action.

It is the Company's policy to employ a fair process by which to determine violations of the Code, applicable law or Company policies. When making a report, employees are expected to promptly provide a specific description of the violation that they believe has occurred, including any information they have about the persons involved and the time of the violation. The appropriate personnel will carefully investigate (or cause to be investigated) all reported possible violations promptly and the relevant Jazz Pharmaceuticals employing company will take appropriate and necessary actions in compliance with local law.

An employee's cooperation in the investigation will be expected. Because it is important that the investigation be conducted in accordance with the law, neither the employee nor his or her supervisor should conduct any preliminary investigation, unless authorized to do so by the General Counsel, or for compliance violations, the Chief Compliance Officer. If any investigation indicates that a violation of applicable law, the Code, the anti-corruption policy or any other Company policies has occurred, the Company will take such action as it believes to be appropriate under the circumstances and local law. If the Company determines that an employee is responsible for a violation of the Code, Company policy or the law, the employee may be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future violations of applicable law, the Code, the anti-corruption policy or other Company policies.

24. Dissemination and Amendment

Jazz Pharmaceuticals reserves the right to amend, alter or terminate this Code at any time for any reason. This document is not an employment contract between Jazz Pharmaceuticals and any of its employees and does not alter Jazz Pharmaceuticals' at-will employment policy.

25. Approval and Adoption

This version of the Jazz Pharmaceuticals plc Code of Conduct is effective on 01 October 2016.