



Jazz Pharmaceuticals®

CORPORATE OVERVIEW

INNOVATING TO TRANSFORM THE LIVES OF PATIENTS

FEBRUARY 23, 2021

Sara
JZP-258 Trial Participant



Life-Changing Medicines. Redefining Possibilities.

Forward-Looking Statements

“Safe Harbor” Statement Under The Private Securities Litigation Reform Act of 1995

This communication contain forward-looking statements, including, but not limited to, statements related to Jazz Pharmaceuticals' future financial and operating results, 2021 financial guidance, growth prospects, 2021 and future goals, objectives and milestones, revenue diversification and the anticipated timing thereof; statements related to the proposed acquisition of GW Pharmaceuticals and the anticipated timing, results and benefits thereof; potential expansion of the company's pipeline; planned, ongoing and future clinical trials, including expected initiation of studies for JZP-385, Zepzelca and JZP-150, and presentations of data; geographic expansion activities, including potential approval of Sunosi in Canada; other product development and regulatory activities, including potential U.S. regulatory approval of JZP-458 for ALL/LBL and JZP-258 for idiopathic hypersomnia; ongoing and potential future product launches, including Sunosi, Zepzelca, Xywav, JZP-458 for ALL/LBL and JZP-258 for idiopathic hypersomnia, and expectations regarding timing and achievement of payer coverage; the company's expectations regarding timing, availability and inter-quarter variability of Erwinaze net product sales; the timing of the foregoing 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: Jazz Pharmaceuticals' and GW Pharmaceuticals' ability to complete the acquisition on the proposed terms or on the anticipated timeline, or at all, including risks and uncertainties related to securing the necessary regulatory and shareholder approvals, the sanction of the High Court of Justice of England and Wales and satisfaction of other closing conditions to consummate the acquisition; the occurrence of any event, change or other circumstance that could give rise to the termination of the definitive transaction agreement relating to the proposed transaction; risks related to diverting the attention of GW Pharmaceuticals and Jazz Pharmaceuticals management from ongoing business operations; failure to realize the expected benefits of the acquisition; significant transaction costs and/or unknown or inestimable liabilities; the risk of litigation in connection with the proposed transaction, including resulting expense or delay; the risk that GW Pharmaceuticals' business will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; Jazz Pharmaceuticals' ability to obtain the expected financing to consummate the acquisition; risks related to future opportunities and plans for the combined company, including the uncertainty of expected future regulatory filings, financial performance and results of the combined company following completion of the acquisition; GW Pharmaceuticals' dependence on the successful commercialization of Epidiolex/Epidyolex and the uncertain market potential of Epidiolex; pharmaceutical product development and the uncertainty of clinical success; the regulatory approval process, including the risks that GW Pharmaceuticals may be unable to submit anticipated regulatory filings on the timeframe anticipated, or at all, or that GW Pharmaceuticals may be unable to obtain regulatory approvals of any of its product candidates, including nabiximols and Epidiolex for additional indications, in a timely manner or at all; disruption from the proposed acquisition of GW Pharmaceuticals, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; effects relating to the announcement of the acquisition or any further announcements or the consummation of the acquisition on the market price of Jazz Pharmaceuticals' ordinary shares; the possibility that, if Jazz Pharmaceuticals does not achieve the perceived benefits of the acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of Jazz Pharmaceuticals' ordinary shares could decline; regulatory initiatives and changes in tax laws; market volatility; the ultimate duration and severity of the COVID-19 pandemic and resulting global economic, financial and healthcare system disruptions and the current and potential future negative impacts to the company's business operations and financial results; maintaining or increasing sales of and revenue from the company's oxybate products and other key marketed products; effectively launching and commercializing the company's other products and product candidates; the time-consuming and uncertain regulatory approval process, including the risk that the company's planned regulatory submissions may not be submitted, accepted or approved by applicable regulatory authorities in a timely manner or at all; the costly and time-consuming pharmaceutical product development process and the uncertainty of clinical success, including risks related to failure or delays in successfully initiating or completing clinical trials and assessing patients such as those being experienced, and expected to continue to be experienced, by the company as a result of the effects of the COVID-19 pandemic; 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; complying with applicable U.S. and non-U.S. regulatory requirements; government investigations, legal proceedings and other actions; (continued on next page)

Life-Changing Medicines. Redefining Possibilities.

Forward-Looking Statements

“Safe Harbor” Statement Under The Private Securities Litigation Reform Act of 1995 (Continued from Previous Slide)

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 product candidates, products and businesses; the company’s ability to realize the anticipated benefits of its collaborations and license agreements with third parties; the company’s 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 and GW Pharmaceuticals, including those described from time to time under the caption “Risk Factors” and elsewhere in Jazz Pharmaceuticals’ and GW Pharmaceuticals’ Securities and Exchange Commission (SEC) filings and reports, including the company’s Annual Report on Form 10-K for the year ended December 31, 2020, GW Pharmaceuticals’ Annual Report on Form 10-K for the year ended December 31, 2019 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, and future filings and reports by either company, including the Jazz Pharmaceuticals’ Annual Report on Form 10-K for the year ended December 31, 2020.

In addition, while the company expects the COVID-19 pandemic to continue to adversely affect its business operations and financial results, the extent of the impact on the company’s ability to generate sales of and revenues from its approved products, execute on new product launches, its clinical development and regulatory efforts, its corporate development objectives and the value of and market for its ordinary shares, will depend on future developments that are highly uncertain and cannot be predicted with confidence at this time, such as the ultimate duration and severity of the pandemic, governmental “stay-at-home” orders and travel restrictions, quarantines, social distancing and business closure requirements in the U.S., Ireland and other countries, and the effectiveness of actions taken globally to contain and treat the disease. Moreover, 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 communication 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.

Life-Changing Medicines. Redefining Possibilities.

Non-GAAP Financial Measures

To supplement Jazz Pharmaceuticals' financial results and guidance presented in accordance with U.S. generally accepted accounting principles (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 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 GAAP reported 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 SG&A expenses and non-GAAP R&D 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 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. For example, commencing in 2020, the company no longer excludes upfront and milestone payments from the company's non-GAAP adjusted net income, its line item components and non-GAAP adjusted EPS. For purposes of comparability, non-GAAP adjusted financial measures for the three and twelve months ended December 31, 2019 and prior periods have been updated to reflect this change. 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 press release 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.

Additional Information and Where to Find It

In connection with the proposed transaction, GW Pharmaceuticals intends to file a proxy statement with the SEC. Each of Jazz Pharmaceuticals and GW Pharmaceuticals may also file other relevant documents with the SEC regarding the proposed transaction. The definitive proxy statement (if and when available) will be mailed to shareholders of GW Pharmaceuticals. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT (WHICH WILL INCLUDE AN EXPLANATORY STATEMENT IN RESPECT OF THE SCHEME OF ARRANGEMENT OF GW PHARMACEUTICALS, IN ACCORDANCE WITH THE REQUIREMENTS OF THE U.K. COMPANIES ACT 2006) AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of the proxy statement (if and when available) and other documents containing important information about Jazz Pharmaceuticals, GW Pharmaceuticals and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Jazz Pharmaceuticals will be available free of charge on Jazz Pharmaceuticals' website at <https://www.jazzpharma.com>. Copies of the documents filed with the SEC by GW Pharmaceuticals will be available free of charge on GW Pharmaceuticals' website at <https://www.gwpharm.com>.

Participants in the Solicitation

Jazz Pharmaceuticals, GW Pharmaceuticals, their respective directors and certain of their executive officers and other employees may be deemed to be participants in the solicitation of proxies from GW Pharmaceuticals' security holders in connection with the proposed transaction. Information about GW Pharmaceuticals' directors and executive officers is set forth in GW Pharmaceuticals' proxy statement on Schedule 14A for its 2020 Annual General Meeting, which was filed with the SEC on April 7, 2020, and its Current Report on Form 8-K filed with the SEC on September 10, 2020 and subsequent statements of beneficial ownership on file with the SEC. Information about Jazz Pharmaceuticals' directors and executive officers is set forth in Jazz Pharmaceuticals' proxy statement on Schedule 14A for its 2020 Annual General Meeting, which was filed with the SEC on June 12, 2020 and subsequent statements of beneficial ownership on file with the SEC. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of GW Pharmaceuticals' security holders in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement when it is filed with the SEC.

No Offer Or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made in the United States absent registration under the U.S. Securities Act of 1933, as amended (Securities Act), or pursuant to an exemption from, or in a transaction not subject to, such registration requirements. The Jazz Pharmaceuticals securities to be delivered in the proposed transaction are anticipated to be delivered in reliance upon an available exemption from such registration requirements pursuant to Section 3(a)(10) of the Securities Act.

Patient-Centric Innovation Drives our Strategy

Targeting Two Therapeutic Areas With Significant Market Opportunities



Focus on patient populations with high unmet needs



Target addressable physician audiences for efficient commercialization



Identify and develop durable, differentiated assets



Leverage our integrated capabilities and global infrastructure

**NEUROSCIENCE
&
ONCOLOGY**

Strong Foundation and Momentum

Well Positioned For Sustainable Growth as We Enter 2021



STRONG COMMERCIAL FRANCHISES

#1

Treatment for Narcolepsy

Xyrem and next generation Xywav

2

New Oncology Treatments

Since 2015
Rapidly growing presence in the treatment of hematological and solid tumor cancers

28%

Adjusted Net Income CAGR

From 2010–2020



ROBUST AND PRODUCTIVE PIPELINE

5

Potential Product Launches

Across 2020–2021

10

Clinical Development Programs

Total pipeline projects expanded 4x since 2015

9

Product Approvals and Commercial Launches

Since 2015



INVESTING TO LEVERAGE GLOBAL PLATFORM

10

Licensing/M&A Deals

Since 2015
Including Zepzelca

>90

Markets Supplied Globally

Operate in or partner to make medicines available

\$900M

Operating Cash Flow

FY2020

Focused Execution Drives Long-Term Value

Key Achievements 2020 and Early 2021



PIPELINE

**Xywav¹ for EDS and Cataplexy
in Narcolepsy**
FDA approval

JZP-458 for ALL
Initiated BLA submission
Real-Time Oncology Review

JZP-258 for IH
Compelling topline data
Completed rolling sNDA submission



TRANSACTIONS

GW Pharmaceuticals²
Company Acquisition

PharmaMar
U.S. and Canadian rights
to Zepzelca (lurbinectedin)

SpringWorks
Acquired FAAH inhibitor (JZP-150)

Redx Pharma
Collaboration on two cancer targets
Ras/Raf/MAP kinase pathway



COMMERCIAL

**Execute up to five key product
launches through 2020 and 2021**

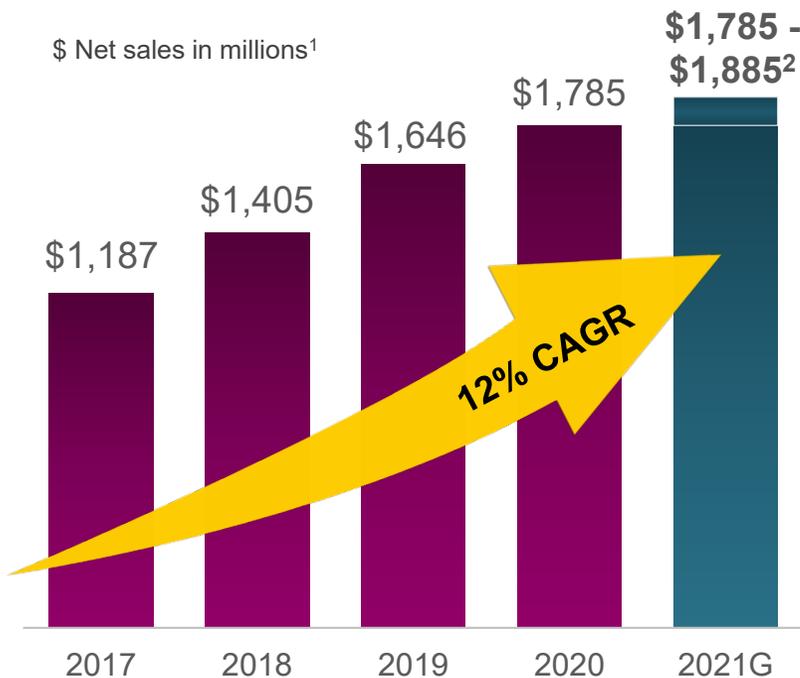
Launched in 2020
Xywav (EDS and cataplexy in
narcolepsy)
Zepzelca (2L SCLC)
Sunosi (EDS in OSA and narcolepsy;
European rolling launch)

Preparing for 2021 U.S. Launches³
JZP-458 (ALL/LBL)
JZP-258 (IH)

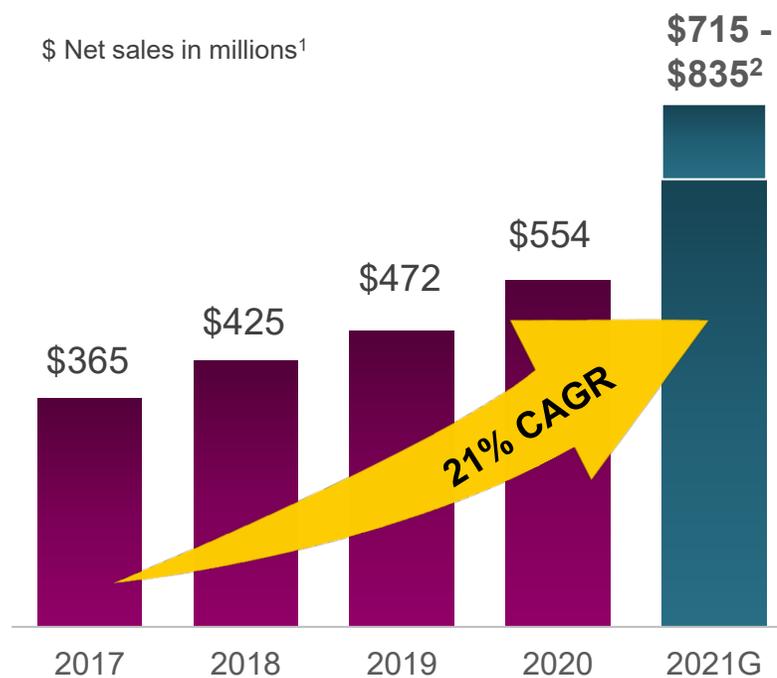
Robust Financial Performance

Investing in Growth Drivers and Delivering Value

BUILDING SUSTAINABILITY IN NEUROSCIENCE



RAPIDLY SCALING IN ONCOLOGY



STRONG FINANCIAL POSITION

Record Revenue in 2020 **\$2.36B**

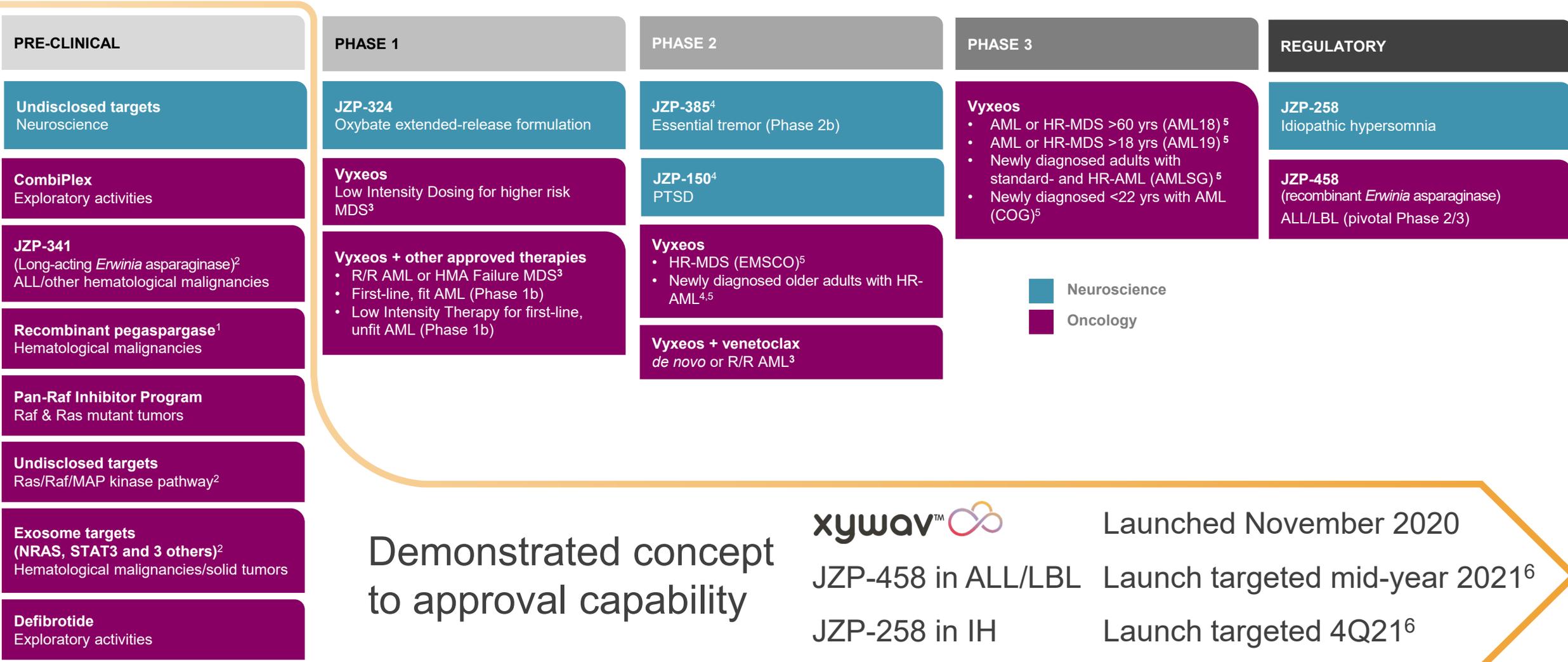
Operating Cash Flow FY2020 **\$900M**

Cash Balance YE 2020 **\$2.1B**

¹ 2017 to 2019 audited; ² G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of February 23, 2021. Jazz Pharmaceuticals' full year 2021 guidance is provided on a standalone basis and does not reflect the impact of the proposed acquisition of GW Pharmaceuticals. Jazz Pharmaceuticals plans to provide updated guidance following the close of the planned transaction.

Robust and Productive Pipeline for Sustainable Growth

Targeted Investments Designed to Fuel Growth Through 2025 and Beyond



Demonstrated concept to approval capability



JZP-458 in ALL/LBL
JZP-258 in IH

Launched November 2020

Launch targeted mid-year 2021⁶

Launch targeted 4Q21⁶

Diverse and Experienced Management Team

Expanded Capabilities and Leadership to Drive Next Phase of Growth

2003



Bruce Cozadd
Chairman and CEO

2018



Daniel N. Swisher, Jr.
President and COO



Heidi Manna
SVP and Chief Human Resources Officer

2019



Robert Iannone, MD, MSCE
EVP, R&D



Neena M. Patil
SVP and General Counsel



Finbar Larkin, Ph.D.
SVP, Technical Operations

2020



Samantha Pearce
SVP, Europe and International



Renée Galá
EVP and CFO



John Miller
SVP, Global Product Strategy



Kim Sablich
EVP and General Manager, North America



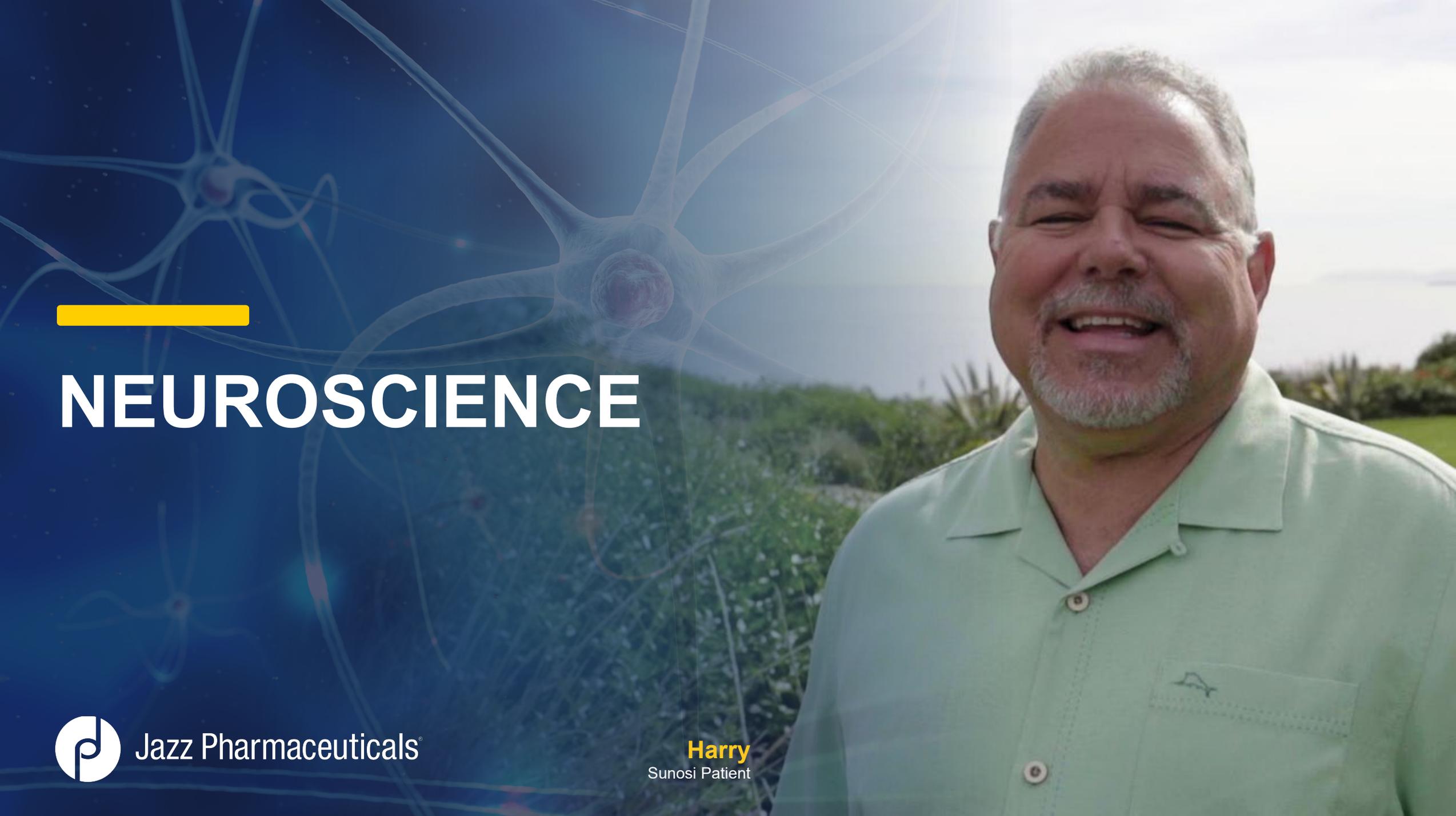
George Eliades
SVP, Corporate Development and Chief Transformation Officer

Delivering Significant Value Through 2025 and Beyond

Disciplined Allocation of Capital in Alignment With Our Strategic Priorities



¹ Represents cash and investments as of December 31, 2020.



NEUROSCIENCE

Delivering Growth, Value and Durability

Neuroscience



**Strong
Commercial
Execution**

#1

Sleep disorder
medicine by sales
since 2014 (Xyrem)

>50%

of oxybate
patients on
Xywav by 2023

\$1.785-1.885B¹

2021 Neuroscience
net sales guidance¹

3

On-market
products

xywav™ 

 sunosi.

 XYREM[®]
(sodium oxybate) oral solution TM

**Poised For
Sustainable
Growth**

- Sleep franchise — enhanced durability with first and only FDA approved lower-sodium oxybate, Xywav²
- Sleep disorders — important growth opportunity given the high unmet medical needs
- Strong growth prospects for Sunosi in the U.S. and European markets (focus on narcolepsy, OSA and potential new indications)
- Expansion into new areas of unmet need including treatment of essential tremor and post-traumatic stress disorder (PTSD)
- Investing in pipeline with early in-licensed innovative assets with new MOAs
- GW Pharmaceuticals has near-term potential blockbuster, Epidiolex, and pipeline³

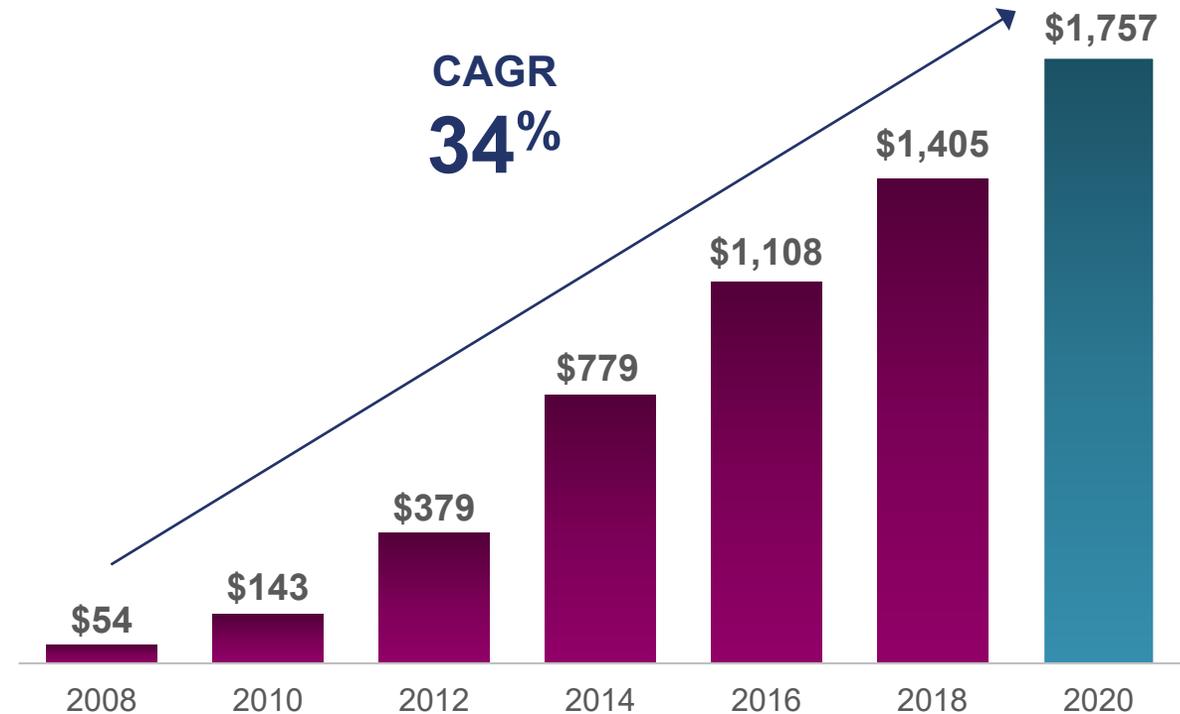
Building the #1 Sleep Disorder Franchise

Oxybate Success Factors

- High unmet need and limited treatment options
- Developed support services for patients; navigated payer barriers
- Communicated value; addressed HCP safety concerns
- Implemented marketing efforts to support improved diagnosis and treatment
- Proven expertise in navigating complex regulatory environment and distribution system
- Established oxybate as standard of care for treatment of EDS and cataplexy in narcolepsy

NET SALES SINCE 2008

\$ in millions

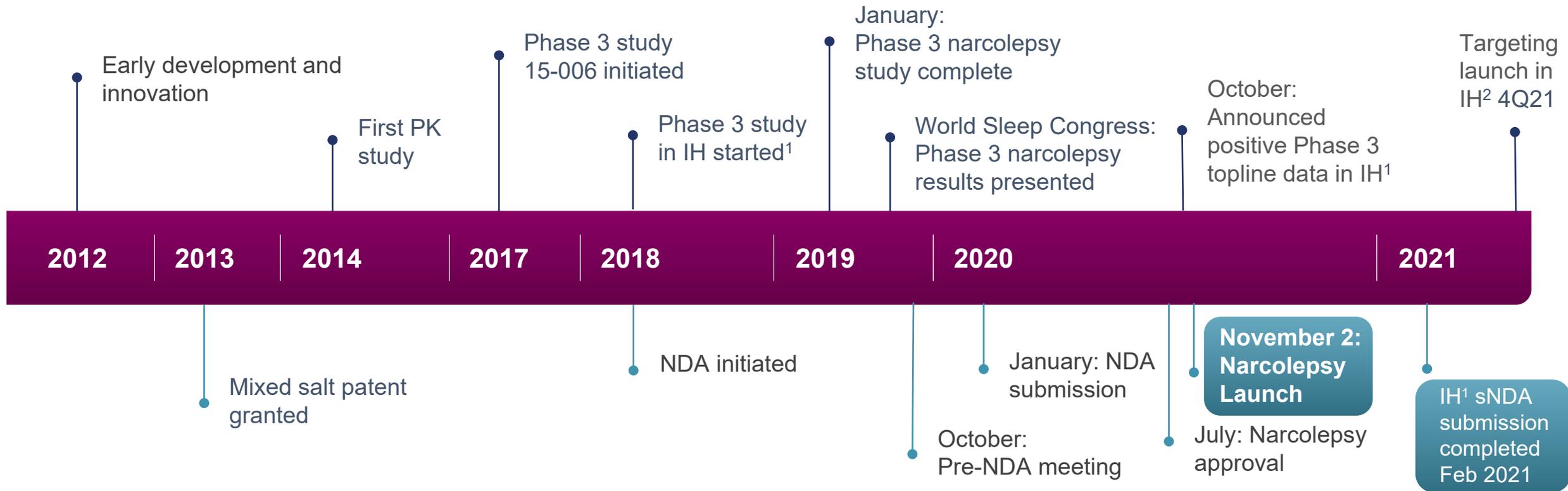


Xywav: From Concept to Launch

Tackling the lifelong burden of high sodium intake

New FDA approved treatment option for narcolepsy patients

Positive top-line data for JZP-258 in the treatment of idiopathic hypersomnia¹



Executing a Successful Xywav Launch



Launched November 2020 for the treatment of cataplexy or excessive daytime sleepiness (EDS) in narcolepsy



SODIUM MATTERS

- Xywav is the only lower-sodium oxybate approved for the treatment of cataplexy or excessive daytime sleepiness (EDS) in narcolepsy
- Unlocking the potential in narcolepsy; educating physicians and patients on the lifelong burden of narcolepsy and high sodium intake
- Goal that the majority of all oxybate patients are benefiting from Xywav therapy in 2023

LAUNCH HIGHLIGHTS

- Launch progressing well
- 4Q20 Net sales of \$15M
- ~1,900 active patients on Xywav at the end of 2020
- On track to obtaining broad payer coverage
 - Entered into agreements with 2 of the 3 largest PBMs, securing coverage for over 60% of commercial lives
 - Continue discussions with all major payers and PBMs and are on track to deliver broad coverage within the first 6 to 9 months post launch

JZP-258 Breaking New Ground in Idiopathic Hypersomnia

Completed Rolling sNDA Submission in February 2021 — Target Launch 4Q21¹

MARKET DYNAMICS²

~37,000 diagnosed IH patients in the U.S.
High likelihood of under- and mis-diagnosis

~800 physicians account for ~70% of IH diagnoses³

~90% overlap with our current call universe

No FDA Approved Therapies

IMPACTS

- Difficulty maintaining job
- Financial stress
- Difficulty focusing mid-conversation leads to poor communication
- Lack of energy to socialize resulting in strained relationships
- Limited time and energy for hobbies
- Driving — potential to fall asleep

Profoundly Impacts Quality of Life

SYMPTOMS

Consumed by sleep

Sleep inertia — difficulty waking

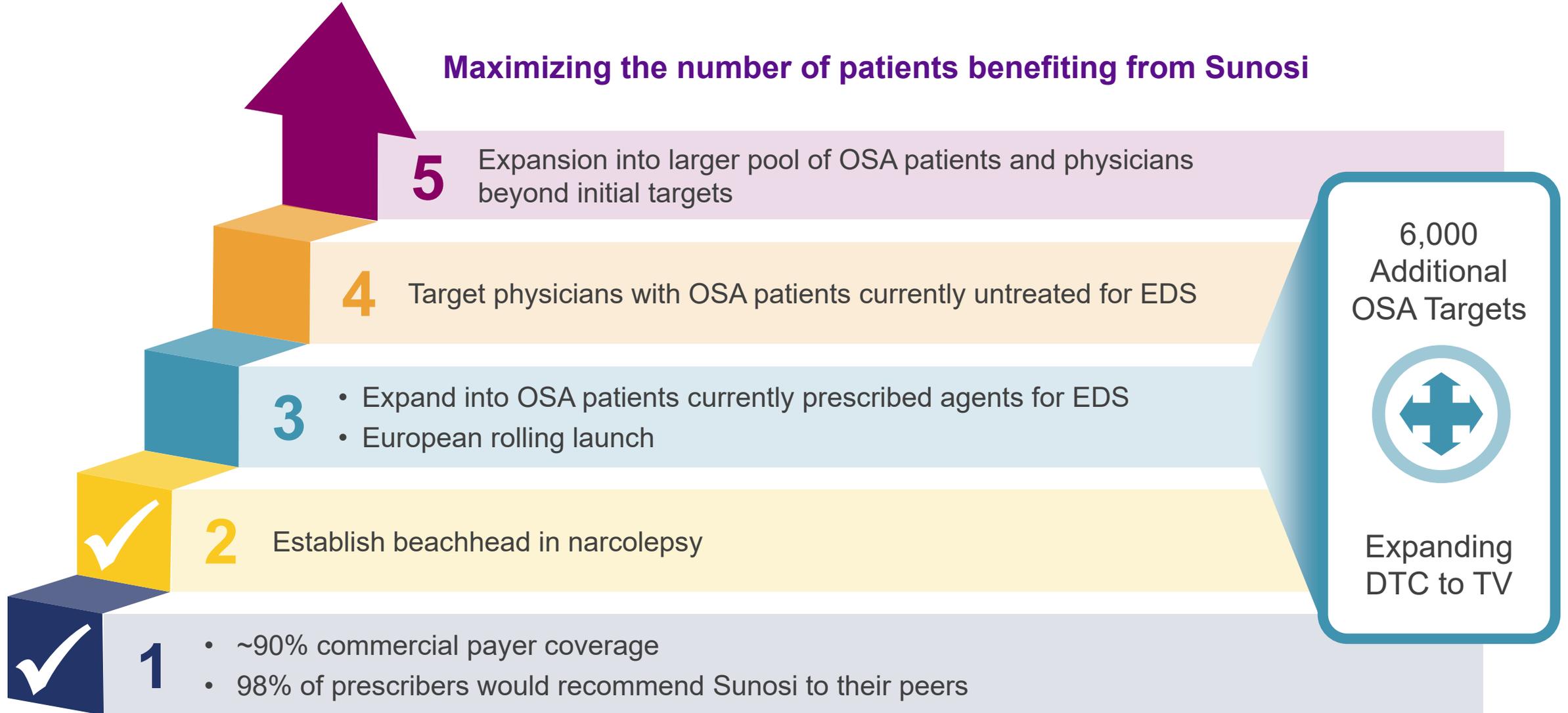
Brain fog

Memory loss

Chronic fatigue

Microsleep

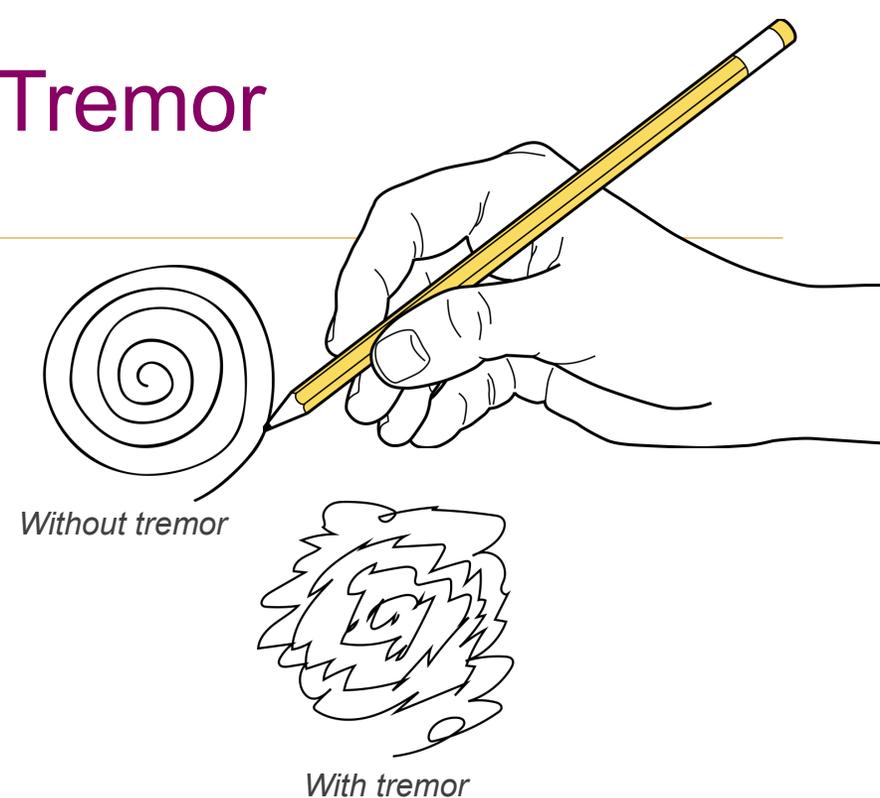
Maximizing the number of patients benefiting from Sunosi



JZP-385 — Initially Focused on Essential Tremor

Phase 2b Study Initiation Planned 1H21

- Most common pathological tremor disorder
- Progressive, irreversible and chronic debilitating disorder
- Profound impact on patients' lives and their activities of daily living
- Patients express feelings of “embarrassment,” “shame,” and “misery”
- No newly approved pharmacotherapy in over 50 years



KEY HIGHLIGHTS

JZP-385

Phase 2
Essential Tremor

- Broadens neuroscience pipeline into movement disorders
- Differentiated MOA — selective T-type calcium (Ca_v3) channel modulator
- Targeted specifically at tremor oscillation centers

GROWTH OPPORTUNITIES

- Limited treatment options
- High unmet need for a safe, effective and durable treatment option
- Development opportunities beyond Essential Tremor



ONCOLOGY

Rapidly Growing Our Oncology Business

Strong Commercial and Development Capabilities



**Revenue
Diversification
Driver**

>\$2B

Oncology sales
2015-2019

3

Products contributed
\$100M+ each in
2020

\$715-835M¹

2021 Oncology net sales
guidance¹

5

Key approvals
since 2015

**Poised For
Meaningful
Growth**

- Continued double-digit growth in portfolio
- Future revenue growth and diversification fueled by recent Zepzelca launch and planned JZP-458 launch mid-2021²
- Expansion into solid tumors with Zepzelca
- Important growth opportunities for JZP-458 through expanded treatment and globalization
- Defitelio and Vyxeos remain important therapies for patients with significant unmet medical needs
- Investing in a deep and broad pipeline of innovative targets

Innovative Oncology Business Continues to Scale Rapidly

Expect Significant Growth Momentum, Zepzelca Launch underway, JZP-458 Planned Launch in 2021

PORTFOLIO OF ATTRACTIVE PRODUCTS



First new treatment in 2L SCLC in over 20 years; expansion into solid tumors; synergistic with existing portfolio



Only therapy on the market to help adults and children who develop severe VOD, a complication from HSCT



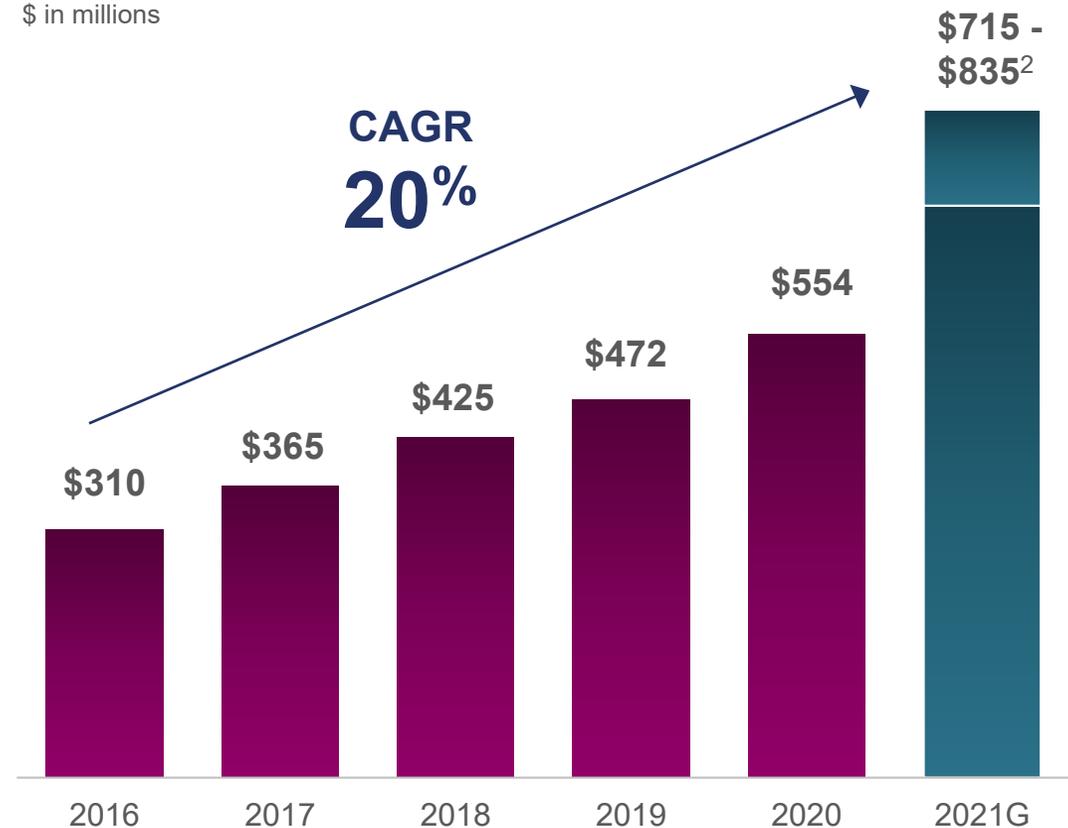
First new advancement from traditional chemotherapy in more than 40 years for adults; overall survival benefit in secondary AML with durable remission

JZP-458¹

Modern recombinant *Erwinia* asparaginase for pediatric and adult patients with ALL hypersensitive to *E. coli*-derived asparaginase – expected to provide reliable, consistent and high quality supply

STRONG GROWTH TRAJECTORY (REVENUE)

\$ in millions



Strong Start to Zepzelca Launch

Demonstrating Launch Execution Excellence



Launched July 2020 following FDA accelerated approval for the treatment of adult patients with metastatic SCLC with disease progression on or after platinum-based chemotherapy

LAUNCH HIGHLIGHTS

- Strong initial launch with 3Q and 4Q net revenues of \$37M and \$53M; >\$90M in 2020.
- Strong community uptake, patient growth and use in 2L setting in both platinum sensitive and resistant patients¹
- Included in NCCN[®] Guidelines from launch
- Positive feedback from physicians and increased awareness through education and promotion²

STRATEGIC FIT

- Further diversifies commercial portfolio; expands into solid tumors
- Provides meaningful multi-hundred million dollar opportunity with 3–5 year route to peak
- Synergistic with existing portfolio
- SCLC opportunity: Currently ~17,000 patients per year treated; ~8,000 patients do not receive 2L treatment
- Joint development plan with PharmaMar includes:
 - Evaluation of other tumor types
 - 1L SCLC in combination with I/O and other agents

JZP-458: Driven by Patient Need

Demonstrating R&D and Partnering Excellence

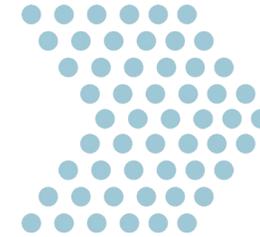
INNOVATE

Significant need for reliable, consistent, high quality supply



EXECUTE

Optimal usage;
Global expansion; R&D



TRANSFORM

Optimize treatment;
Save lives

RAPID PROGRESSION FROM PHASE 1 TO TARGETED LAUNCH IN < 2 YEARS¹

Initial discussions with
FDA on concept of a
recombinant product

2016

Phase 1
completed

2019

Real-Time Oncology Review
BLA submission initiated
December 2020

2020

OBJECTIVE:
launch mid-2021¹

2021

¹ Subject to FDA approval



TRANSACTION OVERVIEW: GW PHARMACEUTICALS PLC



GW Acquisition Expected to Drive Substantial Shareholder Value

Creates an innovative, global, high-growth biopharma leader with a robust pipeline and one patient-centric mission

Epidiolex has near-term blockbuster potential

Combined Neuroscience business has global commercial and operational footprint to maximize value of Xywav, Epidiolex and other Neuroscience products

Accelerates revenue growth and diversification

Adding a third high-growth commercial franchise for critical unmet patient needs within:
1) sleep disorders 2) oncology 3) epilepsies

Robust pro forma pipeline in Neuroscience and Oncology to drive sustainable growth:

19 clinical development programs

GW's industry **leading cannabinoid platform and scientific expertise** significantly expands Jazz's neuroscience pipeline

Anticipated to be EPS accretive in first full year of combined operations and substantially accretive thereafter

Strong cash flow generation

Commitment to rapid deleveraging; targeting net leverage of <3.5x¹ by the end of 2022

Combination Creates Global Neuroscience Leader



Global leaders
in complementary areas

#1 Sleep Disorders Franchise

Unparalleled Leader in Cannabinoid Science

Addition of third
high-growth commercial franchise
with blockbuster potential

SLEEP DISORDERS

xywav™ 

 XYREM
(sodium oxybate) oral solution

 SUNOSI®
(solriamfetol) tablets

ONCOLOGY

 ZEPZELCA
(irinotecan hydrochloride) capsules

 Vyxeos®
(daunorubicin and cytarabine) liposome for injection

 DEFITELIO
(defibrotide sodium) injection



EPILEPSIES  Epidiolex®
(cannabidiol)



Highly complementary
commercial and R&D capabilities

- Global commercial and operational footprint to commercialize, scale and maximize value
- Track record of successfully building neuroscience franchises

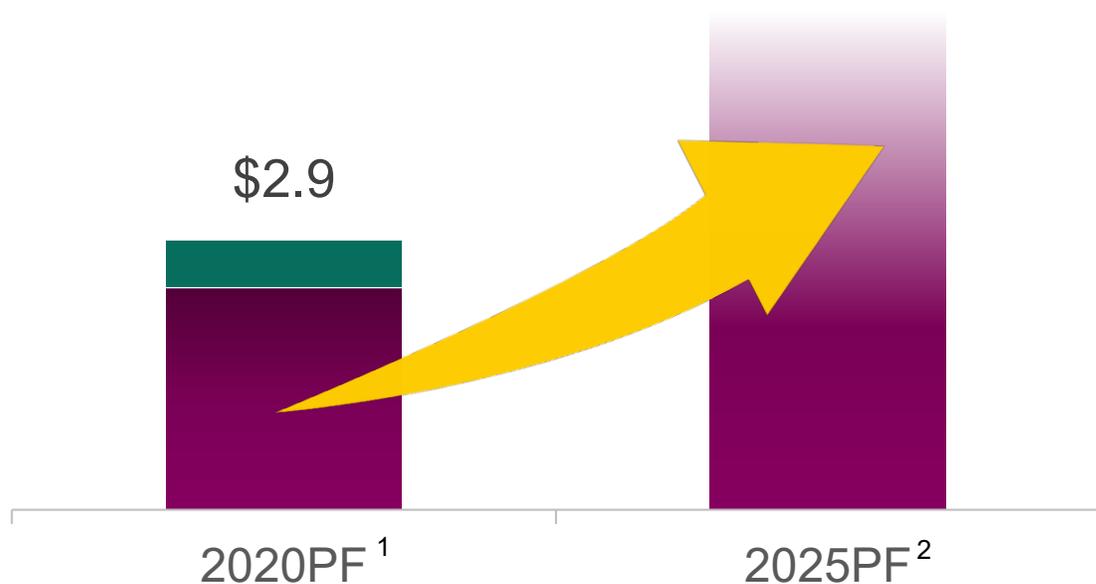
Leveraging Combined Global Platform

- Augments Jazz's growing European neuroscience footprint
- At the forefront of cannabinoid science and manufacturing expertise with robust clinical pipeline

Accelerates Growth and Enhances Diversification

INCREASED SCALE

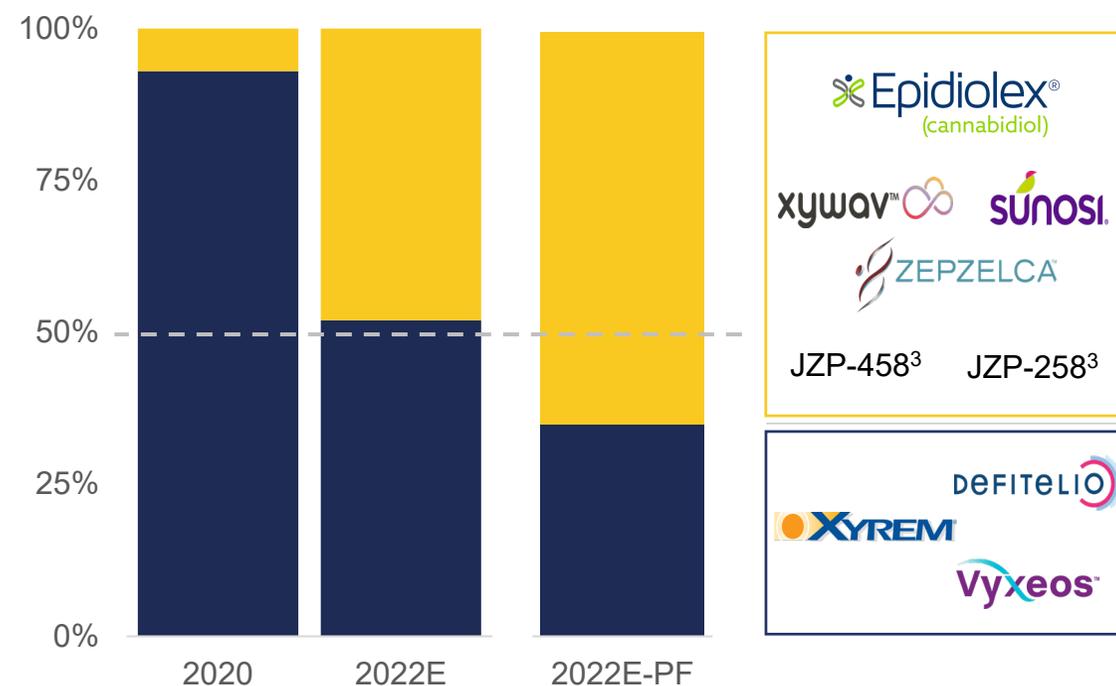
Total revenue (\$B)



Accelerated, Double-Digit Top Line Revenue Growth

IMMEDIATE, ENHANCED DIVERSIFICATION

Revenue contribution



**Products Acquired or Launched Since 2019
Contribute >65% of Revenue in 2022**

Transaction Expected to Deliver Substantial and Sustainable Value

Disciplined Allocation of Capital in Alignment With Our Strategic Priorities

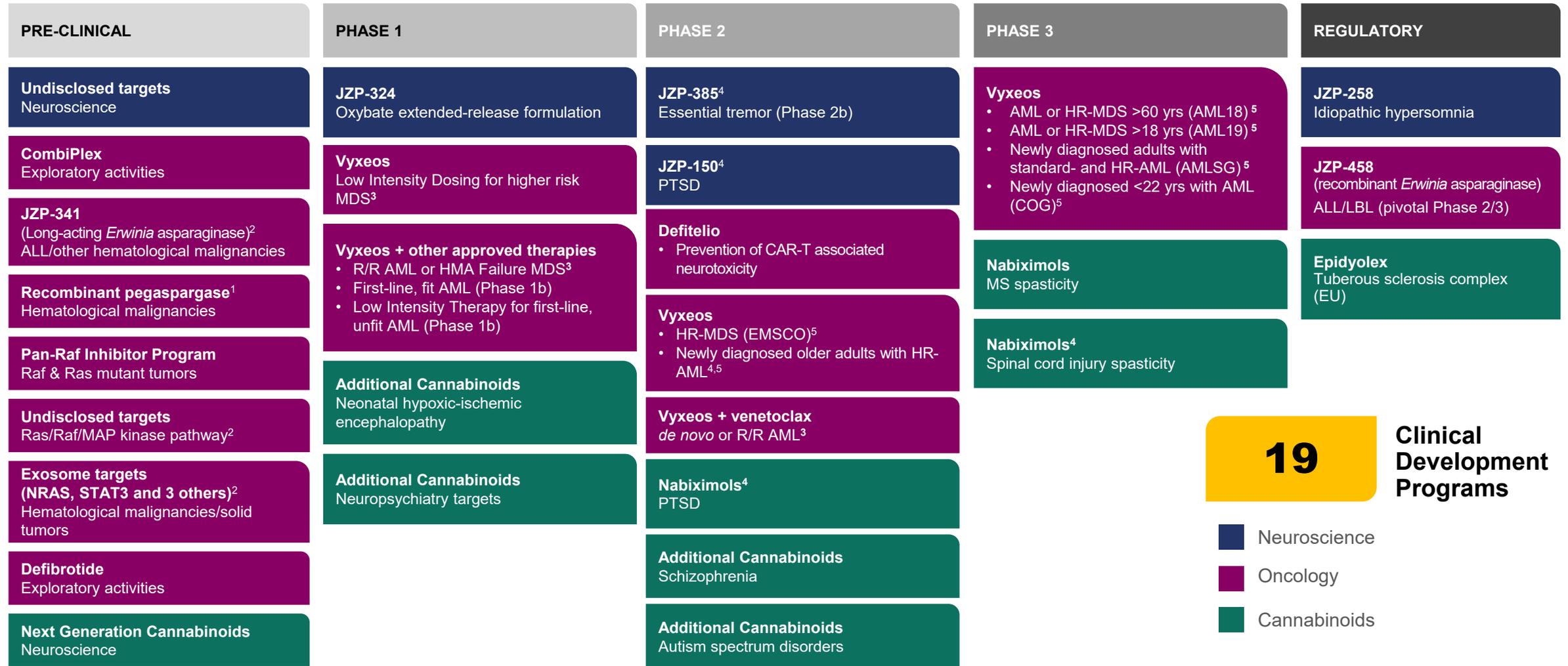
TRANSACTION ALIGNED TO CAPITAL ALLOCATION STRATEGY	LEVERAGING FINANCIAL STRENGTH	DISCIPLINED USE OF CAPITAL						
<p> Accelerates revenue growth and diversification</p> <hr/> <p> Leading cannabinoid platform significantly expands Jazz's neuroscience pipeline</p> <hr/> <p> Focused on operational excellence to maximize Total Shareholder Return</p>	<p>\$2.1B Cash¹</p> <p>\$Billions Expected cash flow through 2025</p> <p>Optimized Significant leverage capacity</p>	<p>Expect to be EPS accretive in first full year</p> <p>Commitment to de-lever; targeting <3.5x net leverage by end of 2022</p>  <table border="1"><caption>Net Leverage</caption><thead><tr><th>Point in Time</th><th>Net Leverage</th></tr></thead><tbody><tr><td>At Close²</td><td>5.4x</td></tr><tr><td>2022PF³</td><td><3.5x</td></tr></tbody></table>	Point in Time	Net Leverage	At Close ²	5.4x	2022PF ³	<3.5x
Point in Time	Net Leverage							
At Close ²	5.4x							
2022PF ³	<3.5x							

¹ Jazz unaudited cash and investments at December 31, 2020.

² Assumes aggregate transaction value of \$7.2B including \$6.5B in cash, financed by cash on hand and new debt, and \$0.7B in Jazz shares.

³ By the end of 2022

Robust, Innovative Pro Forma Research and Development Pipeline



Transaction Overview

Purchase Price

- Holders of GW ADSs, which each represent 12 GW ordinary shares, will be entitled to receive \$220 for each GW ADS
 - Representing \$200 in cash and \$20 in shares of Jazz stock, subject to a 10% collar centered on Jazz's closing share price on February 1, 2021
- Total transaction enterprise value of approximately \$6.7B, net of GW cash

Financial Impact

- Accelerated, double-digit top-line revenue growth
- Anticipated to be EPS accretive in first full year of combined operations and substantially accretive thereafter
- Enhanced revenue diversification; combined new product sales contribute >65% of revenue in 2022

Funding & Capital Impact

- Total transaction value of approximately \$7.2B
 - \$6.5B in cash, financed by cash on hand and new debt, while maintaining ample liquidity for operations
 - Approximately \$0.7B in Jazz shares
- Targeting less than 3.5x net leverage by the end of 2022

Approvals & Timing

- Transaction has been unanimously approved by both Jazz and GW Boards of Directors
- Anticipated closing in the second quarter of 2021
- Transaction subject to customary closing conditions, including regulatory approvals and approval of GW shareholders¹
- Until closing, both companies will continue to operate independently



EXECUTING FOR VALUE CREATION



Meaghan
Narcolepsy Patient



2021 Goals

Aligned to Patient-Centric Strategy and Key Objectives

PATIENT-CENTRIC INNOVATION DRIVES OUR STRATEGY

Innovate to transform the lives of patients

- Expand our pipeline and diversify revenues through acquisitions, collaborations, and internal initiatives
- Build a high value portfolio of assets through disciplined portfolio management and capital allocation

CONTINUED COMMERCIAL EXECUTION EXCELLENCE

Targeted launches:

- JZP-458 in ALL/LBL mid-year 2021¹
- JZP-258 in IH 4Q21¹

Continue to focus on:

- Rapid U.S. adoption and broad access for Xywav
- Sunosi growth globally
- Driving Zepzelca as the treatment of choice for 2L SCLC patients

ROBUST AND PRODUCTIVE PIPELINE

Key Pipeline Milestones:

- Initiate phase 2b trial for JZP-385 in ET in mid-2021
- Initiate phase 2 trial for JZP-150 in PTSD in late 2021
- Initiate phase 3 trial for Zepzelca in combination with I/O in 1L ES-SCLC



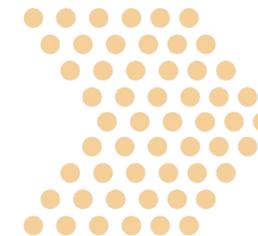
2021

5 key launches through 2020 and 2021



2022

Nearly half of revenues from products launched since 2019²



2023

Majority of oxybate patients on Xywav

¹ Subject to FDA approval.

² Refers to Jazz expectations not taking into account the potential GW Pharmaceuticals transaction. Assuming the closing of the GW Pharmaceuticals transaction, Jazz expects >65% of 2022 revenues from products acquired or launched since 2019.

Delivering Meaningful Shareholder Value



Patient-Centric
Innovation to Drive Our
Strategy



Experienced
Leadership Team to
Execute on Strategy
and Deliver Value



Strong Financial and
Operational Track
Record Generating
>\$2B in Annual Revenue



High Value Neuroscience
and Oncology Products
Poised for Continued
Growth and Diversification



Global Commercial
Footprint and
Operations to Rapidly
Advance and Scale
Products



Robust and Productive
Development Pipeline
Designed for Sustainable
Growth



Strong Balance Sheet
and Cash Flow to Enable
Strategic and Disciplined
Capital Deployment



Multiple Important
Catalysts in 2020-2021
Providing Foundation for
Transformative Growth



APPENDIX

Glossary of Terms

1L / 2L = First / Second	I/O = Immunotherapy
ADS = American Depository Share	LBL = Lymphoblastic Lymphoma
ALL = Acute Lymphoblastic Leukemia	M&A = Mergers & Acquisitions
AML = Acute Myeloid Leukemia	MAP = Mitogen-activated Protein
AMLSG = AML Study Group	MDS = Myelodysplastic Syndrome
BLA = Biologics License Application	MOA = Mechanism of Action
CAGR = Compound Annual Growth Rate	MS = Multiple sclerosis
CAR-T = Chimeric Antigen Receptor T-cell Therapy	NCCN = National Comprehensive Cancer Network
COG = Children's Oncology Group	NDA = New Drug Application
DTC = Direct-to-Consumer	OSA = Obstructive Sleep Apnea
E = Estimated	PBM = Pharmacy Benefit Manager
EDS = Excessive Daytime Sleepiness	PF = Pro-forma (company)
EMSCO = European Myelodysplastic Syndromes Cooperative Group	PharmaMar = Pharma Mar, S.A.
EPS = Earnings Per Share (adjusted unless stated)	PK = Pharmacokinetics
ES = Extensive Stage	PTSD = Post-Traumatic Stress Disorder
ET = Essential Tremor	R&D = Research & Development
FAAH (i) = Fatty Acid Amide Hydrolase (Irreversible)	Redx = Redx Pharma PLC
FDA = U.S. Food and Drug Administration	R/R = Relapsed / Refractory
GW = GW Pharmaceuticals PLC	SCLC = Small Cell Lung Cancer
HCP = Healthcare Professional	SHA = Symphony Health
HMA = Hypomethylating Agent	sNDA = Supplemental New Drug Application
HR-AML = High-Risk AML	SpringWorks = SpringWorks Therapeutics, Inc.
HR-MDS = High-Risk MDS	TSR = Total Shareholder returns
HSCT = Haematopoietic stem cell transplantation	VOD = Veno-occlusive Disease
IH = Idiopathic Hypersomnia	

Warnings

XYREM

WARNING: CENTRAL NERVOUS SYSTEM DEPRESSION and ABUSE AND MISUSE.

• Central Nervous System Depression

Xyrem (sodium oxybate) is a CNS depressant. In clinical trials at recommended doses, obtundation and clinically significant respiratory depression occurred in adult patients treated with Xyrem [see Warnings and Precautions (5.1)]. Many patients who received Xyrem during clinical trials in narcolepsy were receiving central nervous system stimulants [see Clinical Trials (14)].

• Abuse and Misuse

Xyrem® (sodium oxybate) is the sodium salt of gamma-hydroxybutyrate (GHB). Abuse or misuse of illicit GHB, either alone or in combination with other CNS depressants, is associated with CNS adverse reactions, including seizure, respiratory depression, decreases in the level of consciousness, coma, and death [see Warnings and Precautions (5.2)].

Because of the risks of CNS depression and abuse and misuse, Xyrem is available only through a restricted program under a Risk Evaluation and Mitigation Strategy (REMS) called the XYWAV and XYREM REMS [see Warnings and Precautions (5.3)].

VYXEOS

WARNING: DO NOT INTERCHANGE WITH OTHER DAUNORUBICIN AND/OR CYTARABINE-CONTAINING PRODUCTS

• VYXEOS has different dosage recommendations than daunorubicin hydrochloride injection, cytarabine injection, daunorubicin citrate liposome injection, and cytarabine liposome injection. Verify drug name and dose prior to preparation and administration to avoid dosing errors [see Warnings and Precautions (5.1)].

XYWAV

WARNING: CENTRAL NERVOUS SYSTEM DEPRESSION and ABUSE AND MISUSE.

• Central Nervous System Depression

XYWAV is a CNS depressant. Clinically significant respiratory depression and obtundation may occur in patients treated with XYWAV at recommended doses [see Warnings and Precautions (5.1, 5.4)]. Many patients who received XYWAV during clinical trials in narcolepsy were receiving central nervous system stimulants [see Clinical Trials (14.1)].

• Abuse and Misuse

The active moiety of XYWAV is oxybate or gamma-hydroxybutyrate (GHB). Abuse or misuse of illicit GHB, either alone or in combination with other CNS depressants, is associated with CNS adverse reactions, including seizure, respiratory depression, decreases in the level of consciousness, coma, and death [see Warnings and Precautions (5.2)].

Because of the risks of CNS depression and abuse and misuse, XYWAV is available only through a restricted program under a Risk Evaluation and Mitigation Strategy (REMS) called the XYWAV and XYREM REMS [see Warnings and Precautions (5.3)].