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AbbVie Inc.

20 September, 2019

AbbVie Inc. -

Despatch of Option Holder Proposal Letters

In accordance with Rule 15(c) of the Irish Takeover Panel Act, 1997, Takeover Rules 2013, AbbVie Inc. (“**AbbVie**”) and Allergan plc (“**Allergan**”) announce that letters dated 20 September 2019 containing details of the proposal (the “**Proposal**”) to holders of outstanding Allergan options and/or other equity based awards under the Allergan share plans (“**Allergan Equity Award Holders**”) have been despatched to such holders in connection with the proposed acquisition of Allergan by AbbVie (the “**Acquisition**”).

Electronic copies of the Proposal are available on AbbVie’s website at www.abbvie.com.

Request for Proposal

If you are an Allergan Equity Award Holder and you have not received the Proposal please contact Allergan immediately at the following address, email or telephone number:

Allergan plc
5 Giralda Farms
Madison, New Jersey 07940
Attn: Investor Relations
(862) 261-7000
investor.relations@allergan.com

Conversion to take effect automatically and no action is required by you

You are not required to take any action to ensure that your outstanding Allergan options (“**Allergan Options**”) are substituted by AbbVie with AbbVie options and your outstanding Allergan share awards (an “**Allergan Share Award**”, which consists of Allergan restricted stock unit awards and Allergan performance stock unit awards) are substituted by AbbVie with AbbVie share awards.

It should also be noted that in the event that, for whatever reason, the Acquisition is not completed, there will be no change to the rights you currently enjoy under the Allergan share plans and you will continue to hold your Allergan Options and Allergan Share Awards subject to their existing terms and conditions.

Statement Required by the Irish Takeover Rules

The J.P. Morgan Securities LLC (“**J.P. Morgan**”) opinion which is annexed to the proxy statement sent to Allergan shareholders and dated 16 September 2019 (the “**Proxy Statement**”) does not constitute a recommendation as to how Allergan Equity Award Holders may decide to act with respect to the Allergan Options and/or Allergan Share Awards held by them nor does it express an opinion as to what the value of AbbVie Inc. (“**AbbVie**”) shares will be when issued or the price at which AbbVie shares will trade at any time.

The directors of AbbVie accept responsibility for the information contained in this announcement other than that relating to Allergan plc (“**Allergan**”) and its subsidiaries (taken as a whole, the “**Allergan Group**”) and/or the directors of Allergan and members of their immediate families, related trusts, and persons connected with them. To the best of the knowledge and belief of the directors of AbbVie (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of Allergan accept responsibility for the information contained in this announcement relating to Allergan and the Allergan Group and/or the directors of Allergan and members of their immediate families, related trusts, and persons connected with them. To the best of the knowledge and belief of the directors of Allergan (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

This announcement is for information purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. In particular, this announcement is not an offer of securities for sale into the United States. No offer of securities shall be made in the United States absent registration under the U.S. Securities Act of 1933, as amended, or pursuant to an exemption from, or in a transaction not subject to, such registration requirements. Any securities issued in the Acquisition are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act of 1933, as amended.

The release, publication or distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any such restricted jurisdictions. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, AbbVie and Allergan disclaim any responsibility or liability for the violations of any such restrictions by any person.

J.P. Morgan is acting as financial adviser to Allergan and no one else in connection with the Acquisition and will not be responsible to anyone other than Allergan for providing the protections afforded to clients of J.P. Morgan or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction or arrangement referred to herein. J.P. Morgan accepts no duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of J.P. Morgan in connection with this announcement, any statement contained herein or otherwise.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013 (the "Irish Takeover Rules"), if any person is, or becomes, 'interested' (directly or indirectly) in, 1% or more of any class of 'relevant securities' of Allergan or AbbVie, all 'dealings' in any 'relevant securities' of Allergan or AbbVie (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by not later than 3:30 pm (New York time) on the 'business' day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme (as defined in the Proxy Statement) becomes effective or on which the 'offer period' otherwise ends. If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of Allergan or AbbVie, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

Under the provisions of Rule 8.1 of the Irish Takeover Rules, all 'dealings' in 'relevant securities' of Allergan by AbbVie or 'relevant securities' of AbbVie by Allergan, or by any party acting in concert with either of them, must also be disclosed by no later than 12 noon (New York time) on the 'business' day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at www.irishtakeoverpanel.ie.

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Irish Takeover Panel's website at www.irishtakeoverpanel.ie or contact the Irish Takeover Panel on telephone number +353 1 678 9020 or fax number +353 1 678 9289.

IMPORTANT ADDITIONAL INFORMATION HAS BEEN AND WILL BE FILED WITH THE SEC

In connection with the proposed Acquisition, Allergan has filed with the Securities and Exchange Commission (the "SEC") a Proxy Statement. BEFORE MAKING ANY VOTING DECISION, ALLERGAN'S SHAREHOLDERS (INCLUDING HOLDERS OF ALLERGAN RESTRICTED STOCK AWARDS) ARE URGED TO READ THE PROXY STATEMENT, AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED ACQUISITION OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED ACQUISITION AND THE PARTIES TO THE PROPOSED ACQUISITION. Allergan's shareholders and investors may obtain, without charge, a copy of the Proxy Statement, and other relevant documents filed with the SEC from the SEC's website at <http://www.sec.gov/edgar.shtml>. Allergan's shareholders and investors may also obtain, without charge, a copy of the Proxy Statement, including the Scheme Document, and other relevant documents by requesting them in writing or by telephone from Allergan at the following address, email or telephone number: Allergan plc, 5 Giralda Farms, Madison, New Jersey 07940, Attn: Investor Relations; (862) 261-7000; or investor.relations@allergan.com, or from Allergan's website, www.allergan.com.