



Important Notice
The Depository Trust Company

B #:	B1948-15
Date:	October 21, 2015
To:	Officers/Operations Managers/Cashiers
Category:	Operations
From:	Michael Ames
Attention:	Officers/Operations Managers/Cashiers
Subject:	Special Deposit and Withdrawal Procedures – Strongbridge Biopharma plc CUSIP: G85347 10 5

Effective October 21, 2015, Strongbridge Biopharma plc “Strongbridge”, a company incorporated in the Republic of Ireland, listed its ordinary shares in the U.S. As a result, participants and their clients that re-register physical shares (i.e. paper share certificates) of Strongbridge may be subject to Irish stamp duty taxes.

As of October 21, 2015, Strongbridge’s CUSIP has been made eligible for book-entry DTC services with the exception of physical deposits and physical withdrawals.

Special procedures have been developed to accommodate the deposit and withdrawal of physical shares into and out of a participant’s account via DTC’s Deposit and Withdrawal at Custodian (‘DWAC’) process, the details of which are outlined in the attached procedures. It is important for participants looking to deposit or withdraw shares from their DTC account to familiarize themselves with these procedures.

For additional information or questions, or to request a Stock Transfer Form, please contact Computershare at:

US Toll Free: 866 490 6058
US Local number: 781 575 2784

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Non-Confidential

ISSUER: Strongbridge Biopharma plc
CUSIP: G85347 10 5
ISSUER DESCRIPTION: ORDINARY SHARES

SPECIAL INSTRUCTIONS FOR DEPOSITS AND WITHDRAWALS OF STRONGBRIDGE BIOPHARMA PLC SHARES

NOTE: The DTC Deposit and Withdrawal function has been turned off, the below steps must be followed in order to successfully deposit or withdraw Strongbridge shares.

DTC SHALL NOT BE LIABLE FOR: (1) ANY LOSS RESULTING DIRECTLY OR INDIRECTLY FROM INTERRUPTIONS, DELAYS, OR DEFECTS ARISING FROM OR RELATED TO ITS SERVICES; AND (2) ANY SPECIAL, CONSEQUENTIAL, EXEMPLARY, INCIDENTAL, OR PUNITIVE DAMAGES.

Further, DTC shall not be liable for any tax with respect to the Irish Shares, including, without limitation, with respect to the registration of Irish Shares in the name of Cede & Co. "Cede", the transfer of the Irish Shares to or from Cede, the deposit and withdrawal of the Irish Shares to or from DTC, transfers of interest in the Irish Shares on the books of DTC.

Step 1: Shareholder to complete Strongbridge Biopharma plc Stock Transfer Form

Completion of the Strongbridge Stock Transfer Form:

Section 1 - Consideration Value: Is the amount of money that was paid for the transfer.

Please ensure that the Consideration Value has been calculated by reference to the higher of i) the consideration or ii) the market value of the shares being transferred.

Consideration Nil: If the consideration money paid for the transfer is Nil or is under the equivalent value of €1,000: there will be no Stamp Duty payable; however **Section 8** on the Stock Transfer Form **does** need to be completed.

Section 8 - Contract for Sale: You must indicate if there is or is not a contract in place for the sale of the securities. If there is a contract in place for the sale of the securities and the equivalent value is over €1,000, this amount must be entered in Section 1 – Consideration Value.

Section 8 - If "NIL" was entered in the Consideration Money field, the exemptions under Section 8 **MUST** be completed.

Section 8 – Sign and Date: Please sign and date. In the case of DTC Deposits, the shareholder should sign. In the case of DTC Withdrawals, the DTC participant should sign.

Consideration paid, if any, over the equivalent value of €1,000; If the consideration money paid for the transfer (ensure that the Consideration Value has been calculated by reference to the higher of i) the consideration or ii) the market value of the shares being transferred) is above the equivalent value of €1,000, then stamp duty needs to be paid. Please write the Consideration value of the transfer in US\$ if any, in **Section 1**.

If Stamp Duty is payable, Stamp Duty is calculated as follows:

- Multiply 1% by the consideration value (the amount which was entered in Section 1)
- Round down to the nearest US\$
- Remit a check for the stamp duty payable in US\$ to "Computershare" with the original share certificate (for DTC Deposits) and the completed Stock Transfer Form. Computershare will remit this payment to the Irish tax authorities on your behalf.

Section 7 – Authorized Signature: In the case of **DTC Deposits**, section **7A** on the Stock Transfer Form must be signed by the registered holder. In the case of **DTC Withdrawals**, section **7B** on the Stock Transfer Form must be signed by the DTC Participant.

This form must also be Medallion-Guaranteed and must contain the depositing/withdrawing DTC participant firm name, DTC participant number, the account number with the depositing DTC participant as well as the DTC participant's contact name and telephone number.

Step 2: Send the original share certificate (for DTC Deposits), the check payable to Computershare (if stamp duty is payable) and the completed Strongbridge Stock Transfer Form to:

Regular Mail:
Computershare
P.O. Box 43001
Providence, RI 02940

Overnight/certified/registered delivery:
Computershare
250 Royall Street
Canton, MA 02021

Step 3: Once Computershare receives the original share certificate (for DTC Deposits), the completed Stock Transfer Form and, if applicable, the stamp duty payment, a representative from Computershare will contact the DTC participant noted on the Stock Transfer Form and will advise the DTC participant to initiate a DWAC; for DWAC Deposits, the DWAC must contain the registration name that appears on the share certificate as well as the share certificate number(s) in the comments section.

It is important that you follow the steps above to ensure that your transfer can be completed. Provided your documentation is in good order and that we have received proper stamp duty payment (if applicable) we will aim to complete your transfer within five business days from the time we receive it. If your transfer cannot be processed due to missing or incomplete documentation, we will contact you for more information.

Stamp Duty

What is Stamp Duty?

Stamp Duty is a tax applied by the Irish Tax Authorities to share transfers. Stamp Duty is usually payable by the transferee i.e. the recipient of shares from a transfer.

How is Stamp Duty Calculated?

Unless a transfer is exempt, Stamp Duty is calculated at the rate of 1% of the consideration money (equivalent of €1,000, or higher) paid for the transfer, rounded down to the nearest US\$.

How do I arrange to pay Stamp Duty?

Please send a check payable to Computershare for your Stamp Duty payment with your completed Stock Transfer Form and share certificate (if applicable). Computershare will then arrange for the payment of Stamp Duty on your behalf.

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Telephone:

US Toll Free: 866 490 6058

US Local number: 781 575 2784