
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 8, 2019

Nightstar Therapeutics plc

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction of Incorporation)

001-38217
(Commission
File Number)

98-1413750
(IRS Employer
Identification No.)

10 Midford Place, 2nd Floor
London W1T 5BJ United Kingdom
(Address of Principal Executive Offices)

(Zip Code)

+44 (0)20 7062 2777
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing one Ordinary share, nominal value £0.01 per share	NITE	The Nasdaq Global Market

Item 5.07 – Submission of Matters to a Vote of Security Holders.

As previously announced, on March 4, 2019, Nightstar Therapeutics plc, a public limited company incorporated in England and Wales (“Nightstar”), entered into an Implementation Agreement by and among Nightstar, Biogen Switzerland Holdings GmbH, a limited liability company incorporated in Switzerland (“Bidder”), and Tungsten Bidco Limited, a private limited company incorporated in England and Wales (“Bidco”), pursuant to which Bidco has agreed to acquire the entire issued and to be issued share capital of Nightstar by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “Acquisition”).

On May 8, 2019, Nightstar held a general meeting of shareholders (the “General Meeting”) and a meeting of certain of its shareholders convened by the High Court of Justice in England and Wales (the “Court”, and such meeting, the “Court Meeting”), in respect of, among other things, the Acquisition.

The final results of voting on each of the proposals submitted to a vote of Nightstar’s shareholders at the General Meeting and the Court Meeting, each of which is described in greater detail in Nightstar’s definitive proxy statement filed with the Securities and Exchange Commission on April 9, 2019, are set forth below.

The total number of Nightstar shares in issue at May 3, 2019 (the “Scheme Voting Record Time”), was 33,536,215. At the Scheme Voting Record Time, Nightstar held no shares in treasury. Therefore, the total voting rights in Nightstar at the Scheme Voting Record Time were 33,536,215.

The Acquisition remains subject to sanction by the Court at a court hearing, which is to take place on June 6, 2019, and the delivery of a copy of the court order to the Registrar of Companies. Nightstar expects that the Acquisition will become effective on June 7, 2019.

General Meeting

Re-designation Special Resolution: notwithstanding anything contained in Nightstar’s articles of association, the board of directors of Nightstar (the “Board”) be authorised to re-designate any ordinary share of GBP 0.01 in the capital of Nightstar (each, an “Ordinary Share”) that is subject to a vesting agreement dated on or about 27 September 2017, entered into between Nightstar and certain then employee-holders of Ordinary Shares in the capital of Nightstar, as a Deferred Share in the capital of Nightstar, and that the Board may do and take all such action as it may consider necessary or appropriate for ensuring that such re-designation is effected.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
26,352,023 (99.98%)	4,845 (0.02%)	30,711

Ordinary Resolution: conditional upon passing of the Re-designation Special Resolution and the Board so authorising, the terms of each of the buy-back agreements to acquire any Deferred Shares in the forms available for inspection on Nightstar’s website and at its registered office be and are hereby approved.

For	Against	Abstain
26,341,802 (99.98%)	4,865 (0.02%)	30,591

Scheme Special Resolution:

- (i) the directors of Nightstar be authorised to take all such action as they may consider necessary or appropriate for carrying the scheme of arrangement dated 9 April 2019 (the “Scheme”) between Nightstar and the holders of the Nightstar Scheme Shares (as defined in the Scheme) into effect; and
- (ii) with effect from the passing of this resolution, the articles of association of Nightstar be amended by the adoption and inclusion of the new article 141 after existing article 140 (the full text of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference).

For	Against	Abstain
26,371,902 (99.98%)	4,665 (0.02%)	691

Court Meeting

Scheme Resolution: to approve the Scheme, with or subject to any modification, addition or condition which Nightstar and Bidder may agree and which the Court may approve or impose, pursuant to which the Nightstar Scheme Shares will be acquired by Bidco.

For	Against
26,371,982 (100%)	0 (0%)

In addition, of the 6 Nightstar Scheme Shareholders (as defined in the Scheme) voting on the proposal, 6 Nightstar Scheme Shareholders, or 100 percent of those voting, voted in favor of the Scheme and 0 Nightstar Scheme Shareholders, or 0 percent of those voting, voted against the Scheme.

Item 8.01 – Other Events:

On May 8, 2019, Nightstar issued an announcement of the results of the General Meeting and the Court Meeting. A copy of the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits:

- 3.1 [Amendment to the Articles of Association of Nightstar Therapeutics plc.](#)
- 99.1 [Announcement, dated May 8, 2019.](#)

Overseas shareholders

The release, publication or distribution of this Current Report on Form 8-K in jurisdictions other than the United Kingdom and the United States may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or the United States (including Restricted Jurisdictions, as defined below) should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction.

Copies of this Current Report on Form 8-K and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Nightstar shareholders in that jurisdiction ("Restricted Jurisdiction"), or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of acceptance of the Acquisition.

If the Acquisition is implemented by way of a takeover offer (as that term is defined in section 974 of the UK Companies Act 2006) ("Offer"), the Offer may not (unless otherwise permitted by applicable law and regulation) be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Acquisition will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

Further details in relation to Nightstar shareholders in overseas jurisdictions is contained in the joint shareholder circular and proxy statement.

Notice to U.S. investors in Nightstar

The Acquisition relates to the shares of a company incorporated in England and Wales and is being made by means of a scheme of arrangement provided for under Part 26 of the UK Companies Act 2006 and subject to the proxy solicitation rules under the Securities Exchange Act of 1934 (the "U.S. Exchange Act"). The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules under the U.S. Exchange Act. If, in the future, Bidder exercises its right to implement the Acquisition by way of an Offer, subject to the terms of the implementation agreement, the Acquisition will be made in compliance with applicable United States laws and regulations.

It may be difficult for U.S. Nightstar shareholders and Nightstar ADS Holders to enforce their rights and any claim arising out of the U.S. federal securities laws, because Nightstar is located in a non-U.S. country, and some or all of its officers and directors are residents of a non-U.S. country. U.S. Nightstar shareholders and Nightstar ADS Holders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Warning Concerning Forward-Looking Statements

All statements included in this communication, other than statements or characterisations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including Section 21E of the U.S. Exchange Act, and other securities laws. Whenever Nightstar uses words such as "believe", "expect", "anticipate", "intend", "plan", "estimate", "will", "may", "predict", "could", "seek", "forecast" and negatives or derivatives of these or similar expressions, they are making forward-looking statements. Examples of such forward-looking statements include, but are not limited to, references to the anticipated benefits of the Acquisition and the expected time of effectiveness of the Acquisition. These forward-looking statements are based upon Nightstar's present intent, beliefs or expectations, but forward-looking statements are not guaranteed to occur and may not occur.

Nightstar shareholders are cautioned that any forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements. Important risk factors that may cause Nightstar's actual results to differ materially from their forward-looking statements include, but are not limited to: (1) the Acquisition is subject to the satisfaction or waiver of certain conditions, including the sanction of the Scheme by the Court, which conditions may not be satisfied or waived; (2) uncertainties as to the timing of the consummation of the Acquisition and the ability of each party to consummate the Acquisition; (3) the risk that the Acquisition disrupts the parties' current operations or affects their ability to retain or recruit key employees; (4) the possible diversion of management time on Acquisition-related issues; (5) litigation relating to the Acquisition; (6) unexpected costs, charges or expenses resulting from the Acquisition; and (7) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Acquisition.

The information contained in Nightstar's filings with the Securities and Exchange Commission (the "SEC"), including in Nightstar's Form 10-K, as amended by Form 10-K/A, for the year ended 31 December 2018, identifies other important factors that could cause actual results to differ materially from those stated in or implied by the forward-looking statements in this communication. Nightstar's filings with the SEC are available on the SEC's website at www.sec.gov. You should not place undue reliance upon forward-looking statements. Except as required by law, Nightstar does not intend to update or change any forward-looking statements as a result of new information, future events or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 8, 2019

NIGHTSTAR THERAPEUTICS PLC

By: /s/ Bryan Yoon

Name: Bryan Yoon

Title: General Counsel and Secretary

May 8, 2019 Amendment to the Articles of Association of Nightstar Therapeutics plc

The Articles of Association of Nightstar Therapeutics plc are amended by the adoption and inclusion of the following new article 141 after existing article 140:

141. SCHEME OF ARRANGEMENT

- 141.1 In this Article, references to the “**Scheme**” are to the scheme of arrangement dated 9 April 2019 between the Company and the holders of Nightstar Scheme Shares (as defined in the Scheme) under Part 26 of the Act in its original form or with or subject to any modification, addition or condition agreed by the Company and Biogen Switzerland Holdings GmbH (“**Bidder**”) (which expression includes any other name which Bidder may adopt from time to time) and which the Court may approve and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- 141.2 Notwithstanding any other provision of these Articles or the terms of any resolution, whether ordinary or special, passed by the Company in general meeting, if the Company issues any ordinary shares (other than to Bidder or Tungsten Bidco Limited, a wholly-owned subsidiary of Bidder (“**Bidco**”) or any parent undertaking or subsidiary undertaking or nominee of Bidder or Bidco) on or after the adoption of this Article and on or prior to the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Nightstar Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such ordinary shares shall be bound by the Scheme accordingly.
- 141.3 Subject to the Scheme becoming Effective, if the Company issues or is obliged to issue any ordinary shares in the Company to any person (a “**New Member**”) after the Scheme Record Time (other than under the Scheme or to Bidder, Bidco or any parent undertaking or subsidiary undertaking or nominee of Bidder or Bidco) (the “**Post-Scheme Shares**”), such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) will, provided the Scheme has become Effective, be obliged to transfer all the ordinary shares in the Company held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to Bidco (or as Bidco may direct) who shall be obliged to acquire all of the Post-Scheme Shares. In consideration for the transfer of the Post-Scheme Shares, the purchaser shall pay to the New Member the Consideration for each Post-Scheme Share transferred to it (or such lesser or greater amount as may be payable for Nightstar Scheme Shares under the Scheme if each Post-Scheme Share were a Nightstar Scheme Share), provided that any New Member may, prior to the issue of any Post-Scheme Shares to such New Member pursuant to the exercise of an option or satisfaction of an award under any of the Nightstar Share Schemes, give not less than five Business Days’ written notice to the Company in such manner as the board shall prescribe of their intention to transfer some or all of such Post-Scheme Shares to their spouse or civil partner. Any such New Member

may, if such notice has been validly given, on such Post-Scheme Shares being issued to such New Member, immediately transfer to their spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares shall then be immediately transferred from that spouse or civil partner to Bidco (or as Bidco may direct) pursuant to this Article as if the spouse or civil partner were a New Member. Where a transfer of Post-Scheme Shares to a New Member's spouse or civil partner takes place in accordance with this Article, references to "New Member" in this Article shall be taken as referring to the spouse or civil partner of the New Member. If notice has been validly given pursuant to this Article but the New Member does not immediately transfer to their spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such shares shall be transferred directly to Bidco (or as Bidco may direct) pursuant to this Article.

For the purposes of this Article, "**Nightstar Share Schemes**" means:

- (i) the Nightstar Therapeutics plc 2017 Equity Incentive Plan; and
- (ii) the terms governing the Pre-IPO Equity Awards,

each as amended from time to time.

- 141.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the amount of Consideration due to a New Member for each Post-Scheme Share pursuant to Article 141.3 above may be adjusted by the board of the Company and the directors of Bidco in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to ordinary shares shall, following such adjustment, be construed accordingly.
- 141.5 To give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney and agent for the New Member (the "**agent**") to transfer the Post-Scheme Shares to Bidco (or as Bidco may direct) and do all such other things and execute and deliver all such documents as may in the opinion of the agent be necessary or desirable to vest the Post-Scheme Shares in Bidco (or another person as directed by Bidco), and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as Bidco may direct. If an agent is so appointed, the New Member shall not thereafter (except to the extent that the agent fails to act in accordance with the directions of Bidco) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by Bidco. The agent shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of Bidco and/or another person as directed by Bidco and the Company may give a good receipt for the Consideration for the Post-Scheme Shares and may register Bidco and/or another person as directed by Bidco as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. Bidco shall, subject to Article 141.3 above, settle the Consideration due to the New Member within 14 days of the issue of the Post-Scheme Shares to the New Member.

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- 141.6 Notwithstanding any other provision of these Articles, neither the Company nor the board shall register the transfer of any Nightstar Scheme Shares effected between the Scheme Record Time and the Effective Date.
- 141.7 If the Scheme shall not have become Effective by the date referred to in Clause 5 of the Scheme, this Article 141 shall be of no effect.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY RESTRICTED JURISDICTION OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

FOR IMMEDIATE RELEASE

8 May 2019

NIGHTSTAR THERAPEUTICS PLC SHAREHOLDERS APPROVE SCHEME OF ARRANGEMENT FOR ACQUISITION BY BIOGEN AT GENERAL MEETING AND COURT MEETING HELD ON 8 MAY 2019

Nightstar Therapeutics plc (“**Nightstar**”) is pleased to announce that, at the General Meeting and the Court Meeting held earlier today in connection with the recommended acquisition of the entire issued and to be issued share capital of Nightstar by Tungsten Bidco Limited, a newly-incorporated company and wholly-owned indirect subsidiary of Biogen Inc., all resolutions proposed were passed by the requisite majorities and accordingly the Scheme was approved. Details of the resolutions passed are set out in the notices of General Meeting and Court Meeting at pages ix to xiii and vi to viii respectively of the combined circular and proxy statement dated 9 April 2019 (the “**Scheme Document**”).

The detailed voting results in relation to the General Meeting and Court Meeting are set out below.

Unless otherwise defined herein, capitalised terms and expressions used in this announcement shall have the meanings given to them in the Scheme Document.

Effective Date and Timetable

The outcome of the General Meeting and Court Meeting means that Conditions A(i) and (ii) (as set out in Part III of the Scheme Document) have been satisfied. The Scheme remains subject to sanction by the Court at the Court Hearing, which is to take place on 6 June 2019, and the delivery of a copy of the Court Order to the Registrar of Companies. Nightstar expects that the Scheme will become effective on 7 June 2019.

Voting Results of the General Meeting

The table below sets out the results of the poll at the General Meeting. Each Nightstar Shareholder, present in person or by proxy, was entitled to one vote per Nightstar Share held at the Scheme Voting Record Time, provided that holders of the Nightstar Shares proposed to be re-designated as Deferred Shares were not entitled to vote on the Ordinary Resolution or the Scheme Special Resolution.

Resolution	FOR		AGAINST		TOTAL	WITHHELD*
	No. of votes	% of Votes	No. of Votes	% of Votes	No. of Votes	No. of Votes
To authorise the Nightstar Board to re-designate certain Nightstar Shares as Deferred Shares	26,352,023	99.98%	4,845	0.02%	26,356,868	30,711
To approve the terms of each of the Buy-Back Agreements (“ Ordinary Resolution ”)	26,341,802	99.98%	4,865	0.02%	26,346,667	30,591
To authorise the Nightstar Board to take all such action as they consider appropriate to carry the Scheme into the effect, including by amending Nightstar’s articles of association (“ Scheme Special Resolution ”)	26,371,902	99.98%	4,665	0.02%	26,376,567	691

* A vote withheld is not a vote in law and, accordingly, is not counted in the calculation of the proportion of votes “For” nor “Against” the Resolutions.

The total number of Nightstar Shares in issue at the Scheme Voting Record time was 33,536,215. As at the Scheme Voting Record Time, Nightstar held no Shares in treasury. Therefore, the total voting rights in Nightstar as at the Scheme Voting Record Time were 33,536,215.

Voting Results of the Court Meeting

The table below sets out the results of the poll at the Court Meeting. Each Nightstar Scheme Shareholder, present in person or by proxy, was entitled to one vote per Nightstar Scheme Share held at the Scheme Voting Record Time.

	Number of Nightstar Scheme Shares voted	Percentage of Nightstar Scheme Shares voted	Number of Nightstar Scheme Shareholders who voted	Percentage of Nightstar Scheme Shareholders who voted	Number of Nightstar Scheme Shares voted as a percentage of issued ordinary share capital entitled to vote on the Scheme
FOR	26,371,982	100%	6	100%	78.8%
AGAINST	0	0%	0	0%	0%
TOTAL	26,371,982	100%	6	100%	78.8%

Enquiries:**Nightstar**

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Important notices relating to financial advisers

Centerview Partners UK LLP (“Centerview Partners”), which is authorised and regulated by the FCA, is acting exclusively for Nightstar and no one else in connection with the matters referred to in this announcement. Centerview Partners is not and will not be responsible to anyone other than Nightstar for providing the protections afforded to its clients or for providing advice in connection with the contents of this announcement or any matter referred to in this announcement.

The City Code on Takeovers and Mergers

The City Code on Takeovers and Mergers does not apply to the Acquisition.

Overseas shareholders

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the United States may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or the United States (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. This announcement has been prepared for the purpose of complying with English law and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.

Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of acceptance of the Acquisition.

If the Acquisition is implemented by way of an Offer, the Offer may not (unless otherwise permitted by applicable law and regulation) be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce or, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Acquisition will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

Further details in relation to Nightstar Shareholders in overseas jurisdictions are contained in the Scheme Document.

Notice to U.S. investors in Nightstar

The Acquisition relates to the shares of a U.K. company and is being made by means of a scheme of arrangement provided for under Part 26 of the Companies Act 2006 and subject to the proxy solicitation rules under the U.S. Exchange Act. The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules under the U.S. Exchange Act. If, in the future, Bidder exercises its right to implement the Acquisition by way of an Offer, subject to the terms of the Implementation Agreement, the Acquisition will be made in compliance with applicable U.S. laws and regulations.

It may be difficult for U.S. Nightstar Shareholders and Nightstar ADS Holders to enforce their rights and any claim arising out of the U.S. federal securities laws, because Nightstar is located in a non-U.S. country, and some or all of its officers and directors are residents of a non-U.S. country. U.S. Nightstar Shareholders and Nightstar ADS Holders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

U.S. Nightstar Shareholders and Nightstar ADS Holders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

Warning Concerning Forward-Looking Statements

All statements included in this announcement, other than statements or characterisations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including Section 21E of the U.S. Exchange Act, and other securities laws. Whenever Nightstar uses words such as "believe", "expect", "anticipate", "intend", "plan", "estimate", "will", "may", "predict", "could", "seek", "forecast" and negatives or derivatives of these or similar expressions, they are making forward-looking statements. Examples of such forward-looking statements include, but are not limited to, references to the anticipated benefits of the Acquisition and the expected time of effectiveness of the Acquisition. These forward-looking statements are based upon Nightstar's present intent, beliefs or expectations, but forward-looking statements are not guaranteed to occur and may not occur.

Nightstar Shareholders are cautioned that any forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements. Important risk factors that may cause Nightstar's actual results to differ materially from their forward-looking statements include, but are

not limited to: (1) the Acquisition is subject to the satisfaction or waiver of certain conditions, including the sanction of the Scheme by the Court, which conditions may not be satisfied or waived; (2) uncertainties as to the timing of the consummation of the Acquisition and the ability of each party to consummate the Acquisition; (3) the risk that the Acquisition disrupts the parties' current operations or affects their ability to retain or recruit key employees; (4) the possible diversion of management time on Acquisition-related issues; (5) litigation relating to the Acquisition; (6) unexpected costs, charges or expenses resulting from the Acquisition; and (7) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Acquisition.

The information contained in Nightstar's filings with SEC, including in Nightstar's Form 10-K, as amended by Form 10-K/A, for the year ended 31 December 2018, identifies other important factors that could cause actual results to differ materially from those stated in or implied by the forward-looking statements in this announcement. Nightstar's filings with the SEC are available on the SEC's website at www.sec.gov. You should not place undue reliance upon forward-looking statements. Except as required by law, Nightstar does not intend to update or change any forward-looking statements as a result of new information, future events or otherwise.