## **Press Release**



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# Shire waives OFT condition relating to the acquisition of ViroPharma Inc.

**Dublin, Ireland – January 15, 2014** – Shire plc (LSE: SHP, NASDAQ: SHPG) announces that it has waived the Office of Fair Trading (OFT) approval condition to the announced tender offer for all of the outstanding shares of ViroPharma Incorporated (NASDAQ: VPHM).

As a result of the waiver, the transaction is no longer conditional on OFT approval, and Shire expects to complete the tender offer on January 24, 2014 following the currently scheduled expiration time, subject to the satisfaction of all of the remaining conditions to the tender offer. The waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR) expired on December 10, 2013.

The tender offer is scheduled to expire at midnight, New York City time, on Thursday, January 23, 2014 (one minute after 11:59 p.m., New York City time, on January 23, 2014).

## For further information please contact:

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### **NOTES TO EDITORS**

Shire enables people with life-altering conditions to lead better lives.

Our strategy is to focus on developing and marketing innovative specialty medicines to meet significant unmet patient needs.

We provide treatments in Neuroscience, Rare Diseases, Gastrointestinal, Internal Medicine and Regenerative Medicine and we are developing treatments for symptomatic conditions treated by specialist physicians in other targeted therapeutic areas.

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#### ADDITIONAL INFORMATION AND WHERE TO FIND IT

This announcement is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell ViroPharma common stock. The offer to buy ViroPharma common stock is being made pursuant to a tender offer statement (including the offer to purchase, letter of transmittal and other related tender offer materials) filed by Shire Pharmaceutical Holdings Ireland Limited (SPHIL) and a subsidiary of SPHIL with the U.S. Securities and Exchange Commission (SEC) on November 25, 2013. In addition, on November 25, 2013, ViroPharma filed with the SEC a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Investors and security holders are urged to read both the tender offer statement and the solicitation/recommendation statement as they contain important information, including the terms and conditions of the tender offer, that should be read carefully before any decision is made with respect to the tender offer. Investors and security holders may obtain a free copy of these materials and other documents filed by SPHIL and ViroPharma with the SEC at the website maintained by the SEC at http://www.sec.gov/. The tender offer statement and related materials, and the solicitation/recommendation statement, may also be obtained for free by contacting the information agent for the offer, MacKenzie Partners, Inc., at (212) 929-5500 or toll-free at (800) 322-2885.

Copies of these materials and any documentation relating to the tender offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would be unlawful.

#### **FORWARD - LOOKING STATEMENTS**

Statements included in this announcement that are not historical facts are forward-looking statements. Forward-looking statements involve a number of risks and uncertainties and are subject to change at any time. In the event such risks or uncertainties materialize, Shire's results could be materially adversely affected. The risks and uncertainties include, but are not limited to, that:

- Shire's proposed acquisition of ViroPharma may not be consummated due to the occurrence of an event, change or other circumstances that gives rise to the termination of the merger agreement;
- a governmental or regulatory approval required for the proposed acquisition of ViroPharma may not obtained, or may be obtained subject to conditions that are not anticipated, or another condition to the closing of the proposed acquisition may not be satisfied;
- ViroPharma may be unable to retain and hire key personnel and/or maintain its relationships with customers, suppliers and other business partners pending the consummation of the proposed acquisition by Shire, or ViroPharma's business may be disrupted by the proposed acquisition, including increased costs and diversion of management time and resources; and
- difficulties in integrating ViroPharma into Shire may lead to the combined company not being able to realize the expected operating efficiencies, cost savings, revenue enhancements, synergies or other benefits at the time anticipated or at all;

and other risks and uncertainties detailed from time to time in Shire's or ViroPharma's filings with the U.S. Securities and Exchange Commission, including their respective most recent Annual Reports on Form 10-K.