



# SHIRE 2013 IRISH EMPLOYEE STOCK PURCHASE PLAN AND 2015 IRISH SHARESAVE MATURITY

We are writing to you as you are a member of the Shire Irish Employee Stock Purchase Plan ("ESPP") / Sharesave scheme, which are administered by Link Asset Services ("LAS"), formerly Capita Asset Services ("CAS"). The Shire ESPP / Sharesave scheme were administered by CAS from March 2011 and following their acquisition by [Link Group](#) on 6 November 2017, LAS are your new administrators.

As a follow up to the original maturity notice sent on 8 November 2018, please read the following message carefully along with the attached [exercise schedule](#), which reflect adjustments to account for the specific plan treatment as outlined within the Share Plan letter you received on 20 November 2018 regarding the acquisition of Shire by Takeda.

Your ESPP / Sharesave contract matured on 1 December 2018 and is now exercisable at the predetermined option price of £18.04 per share for the 2013 ESPP maturity or £37.69 for the 2015 Sharesave maturity. As a reminder, as detailed in the Share Plan Letter and FAQ posted to your Link Sharesave portal (which you are encouraged to read), you can either:

- Elect to exercise your option **by 24 December 2018** and purchase Shire ordinary shares. Assuming the proposed acquisition of Shire by Takeda proceeds, each Shire share acquired on exercise and not subsequently sold will be acquired by Takeda on completion of the acquisition for USD30.33 and 0.839 new Takeda shares (assuming your Shire shares are held via your Equate account) (please see the Scheme Document sent to Shire shareholders on 12 November 2018 for further detail); or
- Make a pre-election to exercise your option on the date on which the acquisition completes. Each share issued upon exercise will be automatically acquired by Takeda in exchange for a cash amount equal to the value of USD30.33 and 0.839 new Takeda shares on the date of issue (please see the Share Plan Letter for further detail). If you wish to make this pre-election you must do so by **24 December 2018** (or such later deadline as may be notified to you); or
- Elect to exercise your option on and from 14 January 2019 (or such other date as may be notified to you as the end of the blackout period). Each share issued upon exercise will be automatically acquired by Takeda in exchange for a cash amount equal to the value of USD30.33 and 0.839 new Takeda shares on the date of issue (please see the Share Plan Letter for further detail). If this is

your preferred course of action you should not take any action now, rather, you should wait to elect to exercise following the blackout period, or

- Do nothing. Your savings and any applicable bonus are available to withdraw in cash. As a reminder, if you do not exercise your options, they will lapse on 1 June 2019. However, for the 2013 5 Year ESPP only, you can leave your savings and the tax-free bonus of 1 times your monthly contribution **untouched** for a further 2 years to receive an additional tax-free bonus of 1 times your monthly contribution. However, you lose your option to purchase shares.

Elections for your ESPP / Sharesave maturity can be completed via [www.shire-shareplans.com](http://www.shire-shareplans.com) where the pre-election form, Share Plan Letter, and FAQ can also be found. Also be advised of the attached [exercise schedule](#) which sets out key dates in the weekly batch exercise process.

Please read the documents carefully before making your decision. Please read the documents carefully before making your decision. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. This document is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this presentation or otherwise. The statements contained in this document are not to be construed as legal, business, financial or tax advice.

A copy of this document can be found on the Shire website at <http://investors.shire.com/takeda> and on the Takeda website at <https://www.takeda.com/investors/offer-for-shire/offer-for-shire-details/>.

Should you wish to clarify any further points, please contact the Link Sharesave Scheme Helpline on 0371 664 0330 (*Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 9:00 am - 5:30 pm Monday to Friday, excluding public holidays in England and Wales.*), or email [ShireSharesave@linkgroup.co.uk](mailto:ShireSharesave@linkgroup.co.uk).

*The directors of Shire (who are listed below) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*The directors of Shire are as follows:*

*Susan Kilsby  
Flemming Ornskov  
Thomas Dittrich  
Olivier Bohuon  
Ian Clark  
Gail Fosler  
Steven Gillis  
David Ginsburg  
Sara Mathew  
Albert Stroucken*

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