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THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE UK CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE, OR AS TO THE TERMS ON WHICH ANY OFFER WILL BE MADE.

FOR IMMEDIATE RELEASE

### **Takeda Statement Regarding Improved Proposal for Shire plc**

**Cambridge, Mass. April 20, 2018 and Osaka, Japan, April 20, 2018** - Following the last proposal made on April 12, 2018, and after careful consideration, Takeda Pharmaceutical Company Limited ("Takeda") is today making an improved proposal to the Board of Shire plc ("Shire") to acquire the entire issued and to be issued share capital of Shire (the "Improved Proposal"). The Improved Proposal is at a price equivalent to £47.00 per share, comprised of £21.00 in cash (to be paid in U.S.\$) and £26.00 of new Takeda shares, which represents:

- an increase of approximately 7 per cent. to the original proposal of £44.00 per share made on March 29, 2018;
- an increase of £3.25 and approximately 18 per cent. in cash per Shire share to the previous proposal of £17.75 in cash (to be paid in U.S.\$) per share made on April 12, 2018; and
- a premium of approximately 58 per cent. to Shire's closing share price of £29.81 on March 23, 2018 (the last date prior to rumors of Takeda's possible interest in an offer for Shire).

Takeda believes that the Improved Proposal represents a highly compelling opportunity for Shire shareholders, which reflects a further increase in value and a material increase in the cash component of the consideration mix. On completion of the proposed acquisition, Shire shareholders would hold a very meaningful stake in a leading global biopharmaceutical company and benefit from the material synergies expected to be derived from the acquisition.

Takeda will maintain its headquarters in Japan and primary listing on the Tokyo Stock Exchange and intends to put in place a NYSE listed ADR program at the point of completion to allow current Shire shareholders to continue to hold shares in the combined company.

Takeda looks forward to engaging constructively with the Board of Shire to finalize the terms of a recommendable transaction and facilitate an extension of the PUSU deadline (currently set for 5.00 p.m. (London time) on Wednesday April 25, 2018) to allow for a customary due diligence review.

Takeda and its Board has remained disciplined with respect to the terms of the Improved Proposal and Takeda intends to maintain its well-established dividend policy and investment grade credit rating.

## **Other matters**

The making of any firm offer by Takeda would be subject to the following matters:

- satisfactory completion of a customary due diligence review by Takeda;
- unanimous and unconditional recommendation by the Board of Shire in respect of Takeda's proposal;
- the directors of Shire providing irrevocable undertakings to vote in favour of, or accept, the transaction in respect of their Shire shares on terms satisfactory to Takeda; and
- final approval by the Board of Takeda.

Takeda reserves the right to waive in whole or in part any of the pre-conditions to making an offer set out in this announcement.

Takeda's proposal does not constitute an offer or impose any obligation on Takeda to make an offer, nor does it evidence a firm intention to make an offer within the meaning of the Code. There can be no certainty that a formal offer will be made. A further statement will be made as appropriate.

Takeda reserves the following rights:

- to introduce other forms of consideration and/or to vary the mix of consideration;
- to make an offer for Shire at any time on less favourable terms:
  - with the agreement or recommendation of the Board of Shire;
  - if a third party announces a firm intention to make an offer for Shire which, at the date Takeda announces a firm intention to make an offer for Shire, is valued at a lower price than contemplated by the terms of this proposal; or
  - following the announcement by Shire of a whitewash transaction pursuant to the Code; and
- in the event that any dividend and/or other form of capital return or distribution is announced, declared, made or paid by Shire, other than the 2017 second interim dividend of £0.2146 per ordinary share and \$0.8937 per ADS payable on April 24, 2018, to reduce its offer by the amount of such dividend and/or other form of capital return or distribution.

In accordance with Rule 2.6(a) of the Code, Takeda must, by no later than 5.00 p.m. (London time) on April 25, 2018, either announce a firm intention to make an offer, subject to conditions or pre-conditions if relevant, for Shire in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for Shire, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the UK Panel on Takeovers and Mergers (the "Panel") in accordance with Rule 2.6(c) of the Code.

In accordance with Rule 26.1 of the Code, a copy of this announcement will be published on the Takeda website (<https://www.takeda.com/newsroom/>) by no later than 12 noon (London time) the day following this announcement. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

## **About Takeda**

Takeda is a global, research and development-driven pharmaceutical company committed to bringing better health and a brighter future to patients by translating science into life-changing medicines. Takeda focuses its R&D efforts on oncology, gastroenterology and neuroscience therapeutic areas plus vaccines. Takeda conducts R&D both internally and with partners to stay at the leading edge of innovation. Innovative products, especially in oncology and gastroenterology, as well as Takeda's presence in Emerging Markets, are currently fuelling the growth of Takeda. Approximately 30,000 Takeda employees are committed to improving quality of life for patients, working with Takeda's partners in health care in more than 70 countries.

For more information, visit <https://www.takeda.com/newsroom/>.

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## **IMPORTANT NOTICE**

This announcement is not intended to, and does not, constitute, represent or form part of any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside the United Kingdom or Japan may be restricted by law or regulation and therefore any person who comes into possession of this announcement should inform themselves about, and comply with, such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws or regulations of any such relevant jurisdiction.

Evercore Partners International LLP ("Evercore"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as financial adviser for Takeda and no one else in connection with the matters set out in this announcement and will not regard any other

person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Takeda for providing the protections afforded to clients of Evercore, nor for providing advice in relation to any matter referred to herein.

JPMorgan Securities Japan Co., Ltd., together with its affiliate J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove and which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the Financial Conduct Authority) ("J.P. Morgan"), is acting as financial adviser for Takeda and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than Takeda for providing the protections afforded to clients of J.P. Morgan or its affiliates, nor for providing advice in relation to any matter referred to herein.

Nomura International plc ("Nomura"), which is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom, is acting as financial adviser for Takeda and no one else in connection with the matters set out in this announcement and Nomura International plc, its affiliates and its respective officers, employees, agents, representatives and/or associates will not regard any other person as their client, nor will they be responsible to anyone other than Takeda for providing the protections afforded to clients of Nomura International plc nor for giving advice in relation to any matter or arrangement referred to in this announcement.

### **Forward-Looking Statements**

This announcement contains forward-looking statements regarding Takeda's future business, future position and results of operations, including estimates, forecasts, targets and plans. These forward-looking statements may be identified by the use of forward-looking words such as "aim," "anticipate," "assume," "believe," "continue," "endeavor," "estimate," "expect," "forecast," "initiative," "intend," "may," "outlook," "plan," "potential," "probability," "pro forma," "project," "risk," "seek," "should," "strive," "target," "will," or similar words or expressions of the negative thereof, or by discussions of strategy, plans or intentions.

Any forward-looking statements in this announcement are based on the current assumptions and beliefs of Takeda in light of the information currently available to it. Such forward-looking statements do not represent any guarantee by Takeda or its management of future performance and involve known and unknown risks, uncertainties and other factors, including but not limited to: the economic circumstances surrounding Takeda's business, including general economic conditions in Japan, the United States and worldwide; competitive pressures and developments; applicable laws and regulations; the success of or failure of product development programs; decisions of regulatory authorities and the timing thereof; changes in exchange rates; claims or concerns regarding the safety or efficacy of marketed products or products candidates; and post-merger integration with acquired companies, any of which may cause Takeda's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by such forward-looking statements. Neither Takeda nor its management gives any assurances that the expectations expressed in these forward-looking statements will turn out to be correct, and actual results, performance or achievements could materially differ from expectations.

Any forward-looking statements herein speak only as of the date of this announcement, and Takeda and its management undertake no obligation to update or revise any forward-looking statements or other information contained in this presentation, whether as a result of new information, future events or otherwise.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.