

Shire plc Notice of Annual General Meeting

(Incorporated and registered in Jersey No. 99854)



This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should consult an independent advisor authorized under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorized independent advisor if you are in a territory outside the United Kingdom.

If you have transferred or sold all of your shares in the Company, please forward this document, together with any accompanying documents, to the transferee or purchaser or to the agent through whom you acted for forwarding to the transferee or purchaser.

Dear Shareholder,

Annual General Meeting 2017

The Annual General Meeting of Shire plc (the "AGM" or the "Meeting") will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on April 25, 2017, at 2.45pm.

The Notice of Meeting ("Notice") is set out on pages 4 and 5 of this document.

Voting

If you would like to vote on the resolutions but are unable to attend and vote in person, you may appoint a proxy (further details can be found on page 9 of this document):

- (i) by completing and returning the enclosed Form of Proxy;
- (ii) electronically via www.shareview.co.uk or www.sharevote.co.uk; or
- (iii) via the CREST electronic proxy appointment service if you hold your shares through CREST.

Submitting a Form of Proxy will ensure that your vote is recorded but will not prevent you from attending the AGM.

Explanation of the AGM Resolutions

The following paragraphs provide background to the resolutions to be proposed at the Meeting.

Resolution 1: Annual Report and Accounts

The Directors are required to lay before the AGM the Annual Report and Accounts of the Company for the year ended December 31, 2016.

Resolution 2: Directors' Remuneration Report

Shareholders are requested to approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) set out on pages 82 to 114 of the 2016 Annual Report and Accounts. The vote upon this resolution will be advisory and not specific to individual levels of remuneration. The Directors' Remuneration Policy (set out on pages 78 to 86 of the 2014 Annual Report and Accounts) was approved by shareholders at the Annual General Meeting held on April 28, 2015, and remains in effect.

Resolutions 3 to 15: Election and re-election of Directors

Under the Company's Articles of Association, any Director who has been appointed by the Board since the last AGM is required to stand for election by shareholders. Gail Fosler and Albert Stroucken were appointed to the Board on June 3, 2016, and Ian Clark on January 3, 2017. The Board considers that Ms. Fosler's commercial, public policy and economics experience, Mr. Stroucken's manufacturing, commercial and international experience and Mr. Clark's extensive leadership and biotechnology sector experience contribute to the Board's ongoing effectiveness and therefore recommends each Director for election.

In accordance with the provisions of the UK Corporate Governance Code (the "Governance Code"), all other Directors of the Company will stand for re-election to the Board. Following an internally-facilitated Board performance evaluation, it was concluded that each of the Directors seeking re-election evidenced continued effective performance and commitment to their role. The Board has reviewed the independence of the Non-Executive Directors, other than the Chairman, in accordance with the factors set forth for consideration in the Governance Code and determined that each continues to be independent. The Board regards each of its members as possessing the skills, knowledge and experience necessary for it to function effectively. The Board recommends each of these Directors for re-election.

Biographical details of each Director standing for election or re-election can be found on pages 6 to 8 of this document.

Resolution 16: Re-appointment of Auditor

The Company is required to appoint an Auditor at each general meeting at which accounts are presented to shareholders, to hold office until the conclusion of the next such meeting. Accordingly, it is proposed that Deloitte LLP be re-appointed as the Company's Auditor.

Resolution 17: Remuneration of Auditor

The Board has delegated responsibility for fixing the Auditor's remuneration to the Audit, Compliance & Risk Committee. The purpose of this resolution is to authorize the Audit, Compliance & Risk Committee to determine the remuneration of the Auditor.

Resolution 18: Authority to allot shares

Paragraph (a) of this resolution proposes that authority be given to the Directors to allot Relevant Securities (as defined in the Company's Articles of Association) within the limits of the authorized share capital up to a maximum aggregate nominal amount of £15,104,181.75 (representing 302,083,635 Ordinary Shares), representing one-third of the total Ordinary Share capital of the Company in issue (excluding Ordinary Shares held in treasury) on March 7, 2017; the latest practicable date before publication of this document.

Paragraph (b) of this resolution proposes that authority be given to the Directors to allot Relevant Securities in connection with a rights issue in favor of Ordinary shareholders up to a maximum aggregate nominal amount equal to £30,208,363.50 (representing 604,167,270 Ordinary Shares), as reduced by the aggregate nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents two-thirds of the total Ordinary Share capital of the Company in issue (excluding Ordinary Shares held in treasury) on March 7, 2017; the latest practicable date before publication of this document.

The Investment Association ("IA") guidelines on Directors' authority to allot shares permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital (excluding shares held in treasury), provided that the authority under paragraph (b) can only be used to allot shares pursuant to a fully pre-emptive rights issue. In the event that the authority in paragraph (b) is exercised, the IA's recommendation is that Directors should all seek re-election at the following AGM. As all Directors stand for annual re-election or election, this would occur as a matter of course.

As at March 7, 2017, the latest practicable date before publication of this document, 7,357,283 Ordinary Shares were held by the Company in treasury, representing 0.81% of the Company's issued Ordinary Share capital (excluding Ordinary Shares held in treasury).

The Board has no present intention of exercising such authority, which is a standard authority taken by many UK listed companies each year and which will expire on the earlier of the close of business on July 24, 2018, and the conclusion of the next AGM of the Company.

Resolution 19: General authority to disapply pre-emption rights

Under Article 11 of the Company's Articles of Association, if the Directors wish to allot any unissued shares of the Company wholly for cash (other than in connection with an employee share scheme) they must offer them in the first instance to existing shareholders in proportion to their shareholdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities, such as acquisitions or capital investments, by issuing equity securities for cash without a pre-emptive offer to existing shareholders.

Resolution 19, which is proposed as a special resolution and is conditional on the passing of Resolution 18, proposes that the Directors be authorized to allot equity securities wholly for cash other than by way of a pro rata issue limited to the maximum aggregate nominal amount of £2,265,627.25 (representing 45,312,545 Ordinary Shares), representing 5% of the total issued Ordinary Share capital of the Company (excluding Ordinary Shares held in treasury) as at March 7, 2017; the latest practicable date before publication of this document. This maximum aggregate nominal amount will constitute the "Non Pre-emptive Amount" for the purposes of the Articles of Association if only Resolution 19 is passed and Resolution 20 is not passed.

The Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles, issued in March, 2015 (the "Statement of Principles"), regarding cumulative usage of authorities, which provide that (except in relation to an issue pursuant to the additional 5% referred to in Resolution 20 below) no more than 7.5% of the issued Ordinary Share capital (excluding Ordinary Shares held in treasury) should be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders. While the Directors have no present intention of exercising this general authority to disapply pre-emption rights, the Board considers that it will benefit the Company and its shareholders generally since there may be occasions in the future where the Directors need the flexibility to finance business opportunities, such as acquisitions or capital investments, by issuing equity securities for cash without a pre-emptive offer to existing shareholders.

The authority sought under Resolution 19 will expire on the earlier of the close of business on July 24, 2018, and the conclusion of the next AGM of the Company. It should be noted that the Company's Articles of Association empower the Directors to allot equity securities wholly for cash in connection with a Rights Issue (as defined in the Articles of Association).

Resolution 20: Specific authority to disapply pre-emption rights in connection with an acquisition or specified capital investment

The Statement of Principles states that, in addition to the general disapplication of pre-emption rights up to a maximum aggregate nominal amount equal to 5% of total issued Ordinary Share capital, as proposed in Resolution 19, the Pre-Emption Group is supportive of extending the general disapplication authority for certain purposes.

In line with the Statement of Principles, Resolution 20, which is proposed as a special resolution and is conditional on the passing of Resolutions 18 and 19, proposes that the limit on the Directors' authority to allot equity securities wholly for cash other than by way of a pro rata issue be increased by an additional maximum aggregate nominal amount of £2,265,627.25 (representing 45,312,545 Ordinary Shares), which represents 5% of the total issued Ordinary Share capital of the Company (excluding Ordinary Shares held in treasury) as at March 7, 2017; the latest practicable date before publication of this document. The maximum aggregate nominal value of equity securities which could be allotted, if authorities under both Resolution 19 and Resolution 20 were used, would be £4,531,254.50 (representing 90,625,090 Ordinary Shares), which represents 10% of the total issued Ordinary Share capital of the Company (excluding Ordinary Shares held in treasury) as at March 7, 2017, the latest practicable date before publication of this document, and will constitute the "Non Pre-emptive Amount" for the purposes of the Articles of Association if Resolutions 19 and 20 are both passed.

The additional authority (which represents 5% of the total issued Ordinary Share capital of the Company (excluding Ordinary Shares held in treasury)) sought under Resolution 20 will only be used to fund one or more acquisitions or specified capital investments which are announced contemporaneously with the relevant issue (or which have taken place in the preceding six-month period and are disclosed in the announcement of the issue), as referred to in the Statement of Principles. While the Directors have no present intention of exercising this specific authority to disapply pre-emption rights, the Board considers that it will benefit the Company and its shareholders generally since there may be occasions in the future where the Directors need the flexibility to finance acquisitions or capital investments by issuing equity securities for cash without a pre-emptive offer to existing shareholders.

The authority sought under Resolution 20 will expire on the earlier of the close of business on July 24, 2018, and the conclusion of the next AGM of the Company. It should be noted that the Company's Articles of Association empower the Directors to allot equity securities wholly for cash in connection with a Rights Issue (as defined in the Articles of Association).

Resolution 21: Authority to purchase own shares

This resolution, which is proposed as a special resolution, authorizes the Company to purchase up to a maximum of 90,625,090 Ordinary Shares, which represents 10% of the Company's issued Ordinary Share capital (excluding Ordinary Shares held in treasury) on March 7, 2017, and sets minimum and maximum limits on the price payable. This authority will expire on the earlier of the close of business on July 24, 2018, and the conclusion of the next AGM.

There are several reasons why the Directors may, in the future, consider a buy-back of shares to be in the best interests of the Company and its shareholders generally. These may include where the Directors (i) expect that such a buy-back would result in an increase in earnings per share, (ii) consider that the Company has excess cash, and/or (iii) determine that it is appropriate to increase the Company's gearing or its share liquidity. The Directors therefore consider it prudent for the Company to have the flexibility to effect market purchases of its own Ordinary Shares, despite having no present intention of using the authority sought in this resolution. Moreover, the Directors confirm their intention to exercise this authority only if, having due regard to the interests of long-term shareholders, they consider that to do so would be in the best interests of the Company and its shareholders generally, and expect such purchase to result in an increase in earnings per share. In addition, the Directors confirm that the decision to seek approval for this authority has been taken by the Board of Directors as a whole; a majority of whom are independent Non-Executive Directors.

Any Ordinary Shares purchased by the Company will either be held in treasury or canceled immediately and the number of Ordinary Shares in issue reduced accordingly. Shares held in treasury may be canceled, sold for cash or used for the purposes of employee share plans. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of those shares. Furthermore, no dividend or other distribution of the Company's assets may be made to the Company in respect of the shares held in treasury.

As at March 7, 2017, the latest practicable date prior to the publication of this document, the total number of options (excluding, for the avoidance of doubt, stock appreciation rights) and share awards to subscribe for shares outstanding was in respect of approximately 24,529,529 Ordinary Shares, which represents 2.71% of the Company's issued Ordinary Share capital (excluding Ordinary Shares held in treasury) as at that date. If the authority to purchase Ordinary Shares in accordance with this resolution and the existing authority to purchase Ordinary Shares taken at last year's General Meeting held on May 27, 2016, is ever used in full, the proportion of the issued Ordinary Share capital (excluding Ordinary Shares held in treasury) represented by this figure, based on the share capital as at March 7, 2017, would be 3.38%.

Resolution 22: Adoption of new Articles of Association

This resolution, which is proposed as a special resolution, proposes that the Company's existing Articles of Association (the "Old Articles") be amended and those articles produced to the meeting and initiated by the Chairman (the "New Articles") be adopted as the Company's Articles of Association, in substitution for, and to the exclusion of, the Old Articles.

The New Articles would, amongst other things, update the Old Articles: (i) to provide more clarity regarding shareholder appointments of proxy, (ii) to reflect the borrowing limit of the Company set by ordinary resolution on May 27, 2016, (iii) to provide for more flexibility regarding Board activity, (iv) to remove references to the "Executive Committee" as a committee of the Board, which will instead be reconstituted as a management committee, (v) to update the scrip dividend provisions in line with amendments to the UK Listing Rules, and (vi) to reflect that the Company will provide, to electing shareholders, copies of its strategic report and supplementary materials, consistent with the UK Companies Act 2006 (as amended). A summary of the principal changes that would be introduced by the New Articles, and their effect, can be found in the Appendix to this document. Other changes which are minor, technical or clarifying in nature, or do not have a material impact, have not been noted.

Resolution 23: Notice of general meetings

The Directors wish to retain the flexibility and benefit from the ability to call general meetings on 14 clear days' notice and this resolution, which is proposed as a special resolution, seeks to renew the authority granted by shareholders at last year's AGM.

The Company confirms that it will give as much notice as practicable when calling a general meeting. It is intended that this flexibility will only be used for non-routine business and where merited in the interests of shareholders as a whole. Shareholders should note that if the Company does call a general meeting on less than 21 clear days' notice, the Company undertakes to provide a means for all shareholders to vote electronically for that meeting (such as a facility to appoint a proxy by means of a website). If given, the approval will be effective until the Company's next AGM.

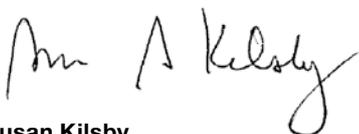
Announcement of results

Following the Meeting, the results of the voting on all proposed resolutions will be announced on a regulatory information service and will also be available on the Company's website www.shire.com.

Voting recommendation

The Board and I consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favor of them, as the Directors intend to do in respect of their own beneficial holdings.

Yours sincerely,



Susan Kilsby
Chairman
March 23, 2017

Notice is hereby given that the Annual General Meeting of Shire plc (the "Company") will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on April 25, 2017, at 2.45pm to consider and, if thought fit, pass Resolutions numbered 1 to 18 (inclusive) as ordinary resolutions and Resolutions numbered 19 to 23 as special resolutions.

1. Annual Report and Accounts

To receive the Company's Annual Report and Accounts for the year ended December 31, 2016.

2. Directors' Remuneration Report

To approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, set out on pages 82 to 114 of the Annual Report and Accounts for the year ended December 31, 2016.

Election and re-election of Directors

3. To re-elect Dominic Blakemore as a Director.

4. To re-elect Olivier Bohuon as a Director.

5. To re-elect William Burns as a Director.

6. To elect Ian Clark as a Director.

7. To elect Gail Fosler as a Director.

8. To re-elect Steven Gillis as a Director.

9. To re-elect David Ginsburg as a Director.

10. To re-elect Susan Kilsby as a Director.

11. To re-elect Sara Mathew as a Director.

12. To re-elect Anne Minto as a Director.

13. To re-elect Flemming Ornskov as a Director.

14. To re-elect Jeffrey Poulton as a Director.

15. To elect Albert Stroucken as a Director.

Auditor

16. To re-appoint Deloitte LLP as the Company's Auditor until the conclusion of the next Annual General Meeting of the Company.

17. To authorize the Audit, Compliance & Risk Committee to determine the remuneration of the Auditor.

18. Authority to allot shares

That the authority to allot Relevant Securities (as defined in the Company's Articles of Association (the "Articles")) conferred on the Directors by Article 10 paragraph (B) of the Articles be renewed and for this purpose the Authorised Allotment Amount shall be:

(a) £15,104,181.75 of Relevant Securities; and

(b) solely in connection with an allotment pursuant to an offer by way of a Rights Issue (as defined in the Articles, but only if and to the extent that such offer is implemented by way of rights), £30,208,363.50 of Relevant Securities (after deducting from such limit any Relevant Securities allotted under paragraph (a) above),

and the Allotment Period (as defined in the Articles) shall be the period commencing on April 25, 2017, and ending on the earlier of the close of business on July 24, 2018, and the conclusion of the Annual General Meeting of the Company to be held in 2018, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

19. General authority to disapply pre-emption rights

That, subject to the passing of Resolution 18, the authority to allot equity securities (as defined in the Company's Articles of Association (the "Articles")) wholly for cash conferred on the Directors by Article 10 paragraph (D) of the Articles be renewed and for this purpose the Non Pre-emptive Amount (as defined in the Articles) shall be £2,265,627.25 and the Allotment Period shall be the period commencing on April 25, 2017, and ending on the earlier of the close of business on July 24, 2018, and the conclusion of the Annual General Meeting of the Company to be held in 2018, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

20. Specific authority to disapply pre-emption rights in connection with an acquisition or specified capital investment

That, subject to the passing of Resolutions 18 and 19 and for the purpose of the authority to allot equity securities (as defined in the Company's Articles of Association (the "Articles")) wholly for cash conferred on the Directors by Article 10 paragraph (D) of the Articles and renewed by Resolution 19, the Non Pre-emptive Amount (as defined in the Articles) shall be increased from £2,265,627.25 to £4,531,254.50 and the Allotment Period shall be the period commencing on April 25, 2017, and ending on the earlier of the close of business on July 24, 2018, and the conclusion of the Annual General Meeting of the Company to be held in 2018, provided that (a) the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired, and (b) only up to £2,265,627.25 of such increased Non Pre-emptive Amount may be used other than for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

21. Authority to purchase own shares

That the Company be and is hereby generally and unconditionally authorized:

- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Ordinary Shares in the capital of the Company, provided that:
- (1) the maximum number of Ordinary Shares hereby authorized to be purchased is 90,625,090;
 - (2) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is five pence;
 - (3) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for the Company's Ordinary Shares as taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and

- (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out;
- (4) the authority hereby conferred shall expire on the earlier of the close of business on July 24, 2018, and the conclusion of the Annual General Meeting of the Company to be held in 2018, save that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired; and
- (b) pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by paragraph (a) of this resolution.

22. Adoption of new Articles of Association

That, with effect from the conclusion of the Annual General Meeting, the Company's Articles of Association be amended and those articles produced to the meeting and initialed by the Chairman be adopted as the Company's Articles of Association, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

23. Notice of general meetings

To approve that a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board,



Bill Mordan
General Counsel and Company Secretary

Registered office:
22 Grenville Street
St Helier
Jersey JE4 8PX
March 23, 2017

Directors' biographies

Dominic Blakemore (47) Non-Executive Director

Appointed: January 1, 2014

Committee Chairmanship: Audit, Compliance & Risk Committee

Committee membership: Remuneration Committee

Skills & experience: Dominic brings to the Board his strategic and financial experience. He holds the position of Executive Director and Group Chief Operating Officer, Europe at Compass Group PLC, having previously served as Chief Financial Officer. He has also held the positions of Chief Financial Officer at Iglo Foods Group and European Finance & Strategy Director, Corporate Finance Director, and Group Financial Controller at Cadbury plc. Earlier in his career, Dominic worked at PricewaterhouseCoopers where he advised pharmaceutical sector clients.

Key appointments: Compass Group PLC (Executive Director and Group Chief Operating Officer, Europe), Academic Council of University College London (Member).

Olivier Bohuon (58) Non-Executive Director

Appointed: July 1, 2015

Committee membership: Remuneration Committee and Nomination & Governance Committee

Skills & experience: Olivier brings to the Board his extensive international business and leadership experience gained through roles held in pharmaceutical and healthcare companies across Europe, the Middle East and the US. He currently holds the position of Chief Executive Officer at Smith & Nephew plc, having previously served as Chief Executive Officer and President of Pierre Fabre Group and as President of Abbott Pharmaceuticals, a division of US-based Abbott Laboratories. Olivier also held diverse commercial leadership positions at GlaxoSmithKline and its predecessor companies in France. He holds an MBA from HEC Paris School of Management and a doctorate in Pharmacy from the University of Paris.

Key appointments: Smith & Nephew plc (Chief Executive Officer) Biotech Promise (Non-Executive Director), Virbac SA (Non-Executive Director).

William Burns (69) Senior Independent Director

Appointed: March 15, 2010

Committee membership: Remuneration Committee, Nomination & Governance Committee and Science & Technology Committee

William "Bill" served as a Non-Executive Director prior to his appointment as Senior Independent Director on April 28, 2016.

Skills & experience: Bill brings to the Board extensive international R&D, commercial, business development and operational experience in the pharmaceutical sector. He worked for Roche from 1986 until 2009; most recently holding the position of CEO of its pharmaceuticals division and serving as a member of the Roche Group Corporate Executive Committee. Bill is a former Non-Executive Director of Roche Holding AG and Chugai Pharmaceutical Co. Ltd, and former Chairman of Biotie Therapies Corp. Bill holds a BA (Hons) in Business Economics from the University of Strathclyde.

Key appointments: Mesoblast Limited (Vice Chairman), Vestergaard Frandsen (Vice Chairman), Wellcome Trust (Governor and Trustee), Institute of Cancer Research (Trustee), University of Cologne/Bonn Center for Integrated Oncology (Scientific Advisory Board Member).

Ian Clark (56) Non-Executive Director

Appointed: January 3, 2017

Committee membership: Remuneration Committee and Science & Technology Committee

Skills & experience: Ian brings to the Board his extensive leadership and biotechnology sector experience. Ian served as Chief Executive Officer and Director of Genentech Inc. (part of the Roche Group) and Head of North American Commercial Operations for Roche until 2016. From 2003 to 2010 he held the positions of Head of Global Product Strategy and Chief Marketing Officer, Executive Vice President — Commercial Operations and Senior Vice President and General Manager — BioOncology at Genentech. Prior to this Ian was appointed President of Novartis Canada, having previously served as Chief Operating Officer for Novartis United Kingdom. He also held various sales and marketing roles at Sanofi and Ivax. Ian holds a Bachelor's degree in Biological Sciences from the University of Southampton.

Key appointments: TerraVia Holdings Inc. (Non-Executive Director), Agios Pharmaceuticals, Inc. (Non-Executive Director), Corvus Pharmaceuticals, Inc. (Non-Executive Director), Kite Pharma, Inc. (Non-Executive Director), Gladstone Institute (Member).

Gail Fosler (69)
Non-Executive Director

Appointed: June 3, 2016

Committee membership: Audit, Compliance & Risk Committee

Skills & experience: Gail brings to the Board her commercial, public policy and economics experience. She is President of The GailFosler Group LLC, a strategic advisory service for global business leaders and public policy makers, which she has led since 2010. Prior to this, Gail spent over 20 years at The Conference Board where she served as President and Trustee, Executive Vice President and Chief Economist. Gail is a former Director of Baxter International, Inc., Baxalta, Inc., Swiss Reinsurance America Corporation and Caterpillar, Inc. She holds a Master of Business Administration degree in Finance from New York University and a Bachelor of Arts Degree in Economics from the University of Southern California.

Key appointments: The GailFosler Group LLC (President), Deschner Corporation (Non-Executive Director and Chair).

Steven Gillis, PhD (63)
Non-Executive Director

Appointed: October 1, 2012

Committee membership: Audit, Compliance & Risk Committee, Remuneration Committee and Science & Technology Committee

Skills & experience: Steven brings to the Board his extensive technical and scientific knowledge and commercial experience. He is currently a Managing Director at ARCH Venture Partners; a provider of venture capital for technology firms. Prior to this Steven was a founder and Director of Corixa Corporation, acquired by GlaxoSmithKline in 2005, and before that a founder and Director of Immunex Corporation. An immunologist by training, Steven has authored more than 300 peer-reviewed publications in the areas of molecular and tumor immunology. He is credited as being a pioneer in the field of cytokines and cytokine receptors, directing the development of multiple marketed products including Leukine, (GM-CSF), Prokine (IL-2) and Enbrel (soluble TNF receptor-Fc fusion protein) as well as the regulatory approval of Bexxar (radiolabeled anti-CD20) and the novel vaccine adjuvant, MPL. Steven received his BA from Williams College and his PhD from Dartmouth College.

Key appointments: ARCH Venture Partners (Managing Director), Pulmatrix Inc. (Non-Executive Director), PhaseRx Inc. (Chairman and Non-Executive Director), VBI Vaccines Inc. (Chairman and Non-Executive Director).

David Ginsburg, MD (64)
Non-Executive Director

Appointed: June 16, 2010

Committee Chairmanship: Science & Technology Committee

Committee membership: Nomination & Governance Committee

Skills & experience: David brings to the Board his clinical medical experience in internal medicine, hematology-oncology and medical genetics, as well as his extensive basic biomedical laboratory research expertise. David received his BA at Yale University, MD at Duke University and completed his medical and research training at Harvard Medical School. David is the recipient of numerous honors and awards, including election to membership at the National Academy of Sciences, the National Academy of Medicine and the American Academy of Arts and Sciences.

Key appointments: University of Michigan (James V. Neel Distinguished University Professor of Internal Medicine, Human Genetics and Pediatrics), Howard Hughes Medical Institute (Investigator).

Susan Kilsby (58)
Chairman

Appointed: September 1, 2011

Committee Chairmanship: Nomination & Governance Committee

Susan served as an independent Non-Executive Director prior to her appointment as Chairman on April 29, 2014.

Skills & experience: Susan brings to her role extensive M&A and finance experience having enjoyed a distinguished global career in investment banking. She held senior positions with The First Boston Corporation, Bankers Trust, Barclays de Zoete Wedd and most recently Credit Suisse where she was Chairman of the EMEA Mergers & Acquisitions team until 2009 and a part-time senior advisor until 2014. Susan is also a former Director of Keurig Green Mountain, Inc., L'Occitane International S.A. and Coca-Cola HBC AG. She holds a BA in Economics and an MBA.

Key appointments: BBA Aviation plc (Non-Executive Director), Goldman Sachs International (Non-Executive Director), Fortune Brands Home & Security, Inc (Non-Executive Director).

Sara Mathew (61)
Non-Executive Director

Appointed: September 1, 2015

Committee membership: Audit, Compliance & Risk Committee and Nomination & Governance Committee

Skills & experience: Sara brings to the Board her financial, strategic and technological experience having held various corporate leadership roles. She served as Chairman, President and Chief Executive Officer of Dun & Bradstreet, Inc. until 2013, having spent 12 years at the company. Prior to this, Sara worked for 18 years at Procter & Gamble where she held a variety of global finance and management positions including Vice President, Finance — Australia, Asia and India. She is also a former Non-Executive Director of Avon Products, Inc. Sara received her MBA from Xavier University, her Accounting degree from the Institute of Cost & Works Accountants and her Bachelor's degree in Physics, Mathematics and Chemistry from the University of Madras.

Key appointments: Campbell Soup Company (Non-Executive Director), Freddie Mac (Non-Executive Director).

Anne Minto OBE (63)
Non-Executive Director

Appointed: June 16, 2010

Committee Chairmanship: Remuneration Committee

Committee membership: Nomination & Governance Committee

Skills & experience: Anne brings to the Board her extensive legal, commercial and remuneration experience. She held the position of Group Director, Human Resources at Centrica plc from 2002 to 2011 and was a member of the Centrica Executive Committee. Her extensive business career includes senior management roles at Shell UK, the position of Deputy Director-General of the Engineering Employers' Federation and the position of Group Director Human Resources at Smiths Group plc. She is also a former Director of Northumbrian Water plc and SITA UK. Anne holds a Law degree, a postgraduate diploma in Human Resources and is a qualified lawyer. She is also a Fellow of the Chartered Institute of Personnel & Development, the Royal Society of Arts and the London City and Guilds, and is a member of the Law Society of Scotland.

Key appointments: Tate & Lyle PLC (Non-Executive Director), ExiService Holdings, Inc. (Non-Executive Director), University of Aberdeen Court (Non-Executive Director), University of Aberdeen Development Trust (Vice Chairman and Trustee).

Flemming Ornskov, MD (59)
Chief Executive Officer

Appointed: January 2, 2013

Committee Chairmanship: Executive Committee

Flemming served as Chief Executive Officer Designate prior to his appointment as Chief Executive Officer on April 30, 2013.

Skills & experience: Flemming brings to his role his operational and medical knowledge and his extensive international, strategic and operational experience in the pharmaceutical sector. He formerly held the positions of Non-Executive Chairman of Evotec AG and Non-Executive Director of PCI Biotech Holding ASA. From 2010 to 2012 he was Chief Marketing Officer and Global Head, Strategic Marketing for General and Speciality Medicine at Bayer. From 2008 to 2010 Flemming served as Global President, Pharmaceuticals and OTC at Bausch & Lomb, Inc. He also served as Chairman, and later as President and Chief Executive Officer, of Life-Cycle Pharma A/S from 2006 to 2008, and as President and Chief Executive Officer of Ikaria, Inc. from 2005 to 2006. Earlier in his pharmaceutical career Flemming held roles of increasing responsibility at Merck & Co., Inc. and Novartis AG, following a distinguished period spent in hospitals and academic medicine. Flemming received his MD from the University of Copenhagen, his MBA from INSEAD and his Master of Public Health from Harvard University.

Key appointments: Swiss-American Chamber of Commerce (Non-Executive Director).

Jeffrey Poulton (49)
Chief Financial Officer

Appointed: April 29, 2015

Committee membership: Executive Committee

Jeffrey "Jeff" served as Interim Chief Financial Officer from January 1, 2015, prior to his appointment as Chief Financial Officer.

Skills & experience: Jeff brings to the Board his financial, commercial and strategic acumen. Since joining Shire in 2003 he has held leadership positions in finance supporting the Neuroscience, Gastrointestinal and Rare Diseases business units as well as the positions of Interim Chief Financial Officer and Head of Investor Relations. In addition, Jeff oversaw the operations of the Rare Diseases business unit in North America, Latin America and Asia Pacific, as well as leading the integration of the legacy-Viropharma rare disease products into the Shire portfolio. Prior to joining Shire, Jeff worked at Cinergy Corp. and PPG Industries in a variety of corporate finance and business development roles, in addition to serving as a commissioned officer in the U.S. Navy. He received a Bachelor of Arts in Economics from Duke University and a Master of Business Administration in Finance from the Kelly School of Business at Indiana University.

Albert Stroucken (69)
Non-Executive Director

Appointed: June 3, 2016

Committee membership: Audit, Compliance & Risk Committee and Remuneration Committee

Skills & experience: Albert "Al" brings to the Board his manufacturing, commercial and international experience. He served as Executive Chairman of Owens-Illinois, Inc. until 2016, having served as Chairman, President and Chief Executive Officer from 2006 until 2015. From 1998 to 2006 Al held the position of President and Chief Executive Officer of H.B. Fuller Company, adding the role of Chairman in 1999. He served as General Manager of the Inorganics division of Bayer AG from 1997 to 1998, serving as Executive Vice President and President of the Industrial Chemicals division of Bayer Corporation from 1992 to 1997. Al served as a Non-Executive Director of Baxalta Incorporated until 2016.

Key appointments: Baxter International, Inc. (Non-Executive Director).

Notes

1. Poll voting

All resolutions at the AGM will be decided by a poll. The Board believes that this is a more transparent and equitable method of voting as shareholder votes are counted according to the number of shares held, ensuring an exact and definitive result. In accordance with Article 73 of the Company's Articles of Association, the Chairman of the AGM will demand a poll on each of the resolutions at the beginning of the Meeting.

2. Record date for voting

Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, shareholders must be included on the register of members of the Company as at 2.45pm on April 23, 2017, or in the event that this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM. Shareholders shall be entitled to vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 2.45pm on April 23, 2017, or in the event that this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the AGM or the adjourned AGM, as the case may be.

3. Return date for proxies

To be effective, the appointment of a proxy pursuant to the methods set out in note 4(a) below must be received by the Company's Registrar, Equiniti (Jersey) Limited, no later than 2.45pm on April 23, 2017 (or 48 hours preceding the date and time of any adjourned Meeting). The appointment of a proxy (electronically or otherwise) will not prevent a shareholder from attending and voting in person at the AGM.

4. Proxy voting

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. Proxies may be appointed by any one of the following methods:

(a) Ordinary Shares

- (i) Completing the enclosed Form of Proxy and returning to Equiniti (Jersey) Limited, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
- (ii) Electronically by logging onto the website of our Registrar www.sharevote.co.uk and following the instructions provided. You will need your Reference Number, Card ID and Account Number, all of which are printed on your Form of Proxy;
- (iii) if you have a shareview portfolio you can appoint your proxy electronically by logging onto your portfolio at www.shareview.co.uk and following the instructions provided; and
- (iv) if you are a member of CREST, by using the CREST electronic appointment service. For further details see note 5.

(b) American Depositary Shares

If you want the Depositary to vote your American Depositary Shares at the AGM, you may provide your voting instructions to the Depositary via the internet, by telephone or by sending in a completed voting instruction card, as described on such card. In each case, voting instructions must be received by the Depositary by 10.00am New York City time on April 18, 2017. Such holders wishing to attend the AGM should obtain prior authority by being nominated an "Appointed Proxy" by the Depositary, who can be contacted at:

Citibank Shareholder Services
P.O. Box 43077
Providence, Rhode Island 02940-3077

Toll free: 1-866-395-6421
International: 1-781-575-4555

In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer, attorney or other person authorized to sign it.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

In the case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

When two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its signature) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

5. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID 7RA01) by 2.45pm on April 23, 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time no message received through the CREST network will be accepted and any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

6. Corporate representatives

A shareholder which is a body corporate and which wishes to be represented at the Meeting by a person with authority to speak and vote (a "corporate representative") must appoint such a person by resolution of its directors or other governing body. A corporate representative has the same powers on behalf of the body corporate he/she represents as that body corporate could exercise if it was an individual member of the Company.

7. Nominated Persons

Any person to whom this document is sent who is a person nominated in accordance with Article 59 of the Company's Articles of Association to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note 4 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

8. Total voting rights

As at March 7, 2017, (being the latest practicable date before publication of this document) the Company's issued share capital (excluding Ordinary Shares held in treasury) consisted of 906,250,906 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at March 7, 2017, was 906,250,906.

9. Shareholders' power to require website publication of audit concerns

It is possible that, pursuant to requests made by shareholders of the Company under the Company's Articles of Association, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Meeting of the Company at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with such publication requirements. Where the Company is required to place a statement on a website under the Company's Articles of Association, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under the Company's Articles of Association, to publish on a website.

10. Shareholders' right to ask questions

Any shareholder attending the Meeting has the right to ask questions. Please follow instruction from the Chairman during the Meeting. A question may not be responded to if it is not considered to be in the interests of the Company or the good order of the Meeting or if it would involve the disclosure of confidential information.

11. Information available on website

A copy of this document, and other information required by s311A of the UK Companies Act 2006, can be found on the Company's website www.shire.com.

12. Emails

You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

13. Documents available for inspection

The following documents are available for inspection during normal business hours at 22 Grenville Street, St Helier, Jersey, JE4 8PX, from the date of this Notice until the close of the AGM, and at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland, 15 minutes prior to, and during, the AGM:

- (a) copies of the contracts of service of the Chief Executive Officer and the Chief Financial Officer;
- (b) copies of the letters of appointment of the Non-Executive Directors; and
- (c) copies of the New Articles and the Old Articles.

Copies of the New Articles and the Old Articles will also be available for inspection during normal business hours at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY, and on the Company's website www.shire.com, from the date of this Notice until the close of the AGM.

Shareholder information

Substantial shareholdings

As at March 7, 2017, the Company had not been notified of any changes to the substantial shareholdings in the Company since February 22, 2017, being the date of the Directors' Report for the year ended December 31, 2016.

Directors' shareholdings and scheme interests

As at March 7, 2017, with the exception of those Directors set out below, there had been no changes to the Directors' interests since February 22, 2017, being the date of the Directors' Remuneration Report for the year ended December 31, 2016.

	Security type ¹	Shareholding	Scheme interests				Total interests
			Total RS/RSUs awarded under the EAI ²	Total PSUs/RSUs unvested ³	Total SARs unvested ³	Total SARs vested but unexercised ⁴	
As at February 22, 2017							
Flemming Ornskov	ADSs	42,502	9,449	77,927	103,901	64,585	298,364
	Ordinary Shares	37,500	–	–	–	–	37,500
Jeffrey Poulton ⁵	ADSs	3,746	560	18,318	23,816	13,773	60,213
Albert Stroucken ⁶	ADSs	5,872	–	–	–	–	5,872
As at March 7, 2017							
Flemming Ornskov	ADSs	54,428	9,449	75,198	100,263	98,759	338,097
	Ordinary Shares	37,500	–	–	–	–	37,500
Jeffrey Poulton ⁵	ADSs	4,696	560	24,939	33,252	15,046	78,493
Albert Stroucken ⁶	ADSs	19,872	–	–	–	–	19,872

SAR = Stock Appreciation Right; PSU = Performance Stock Unit; RSU = Restricted Stock Unit; RS = Restricted Stock

¹ One ADS is equal to three Ordinary Shares.

² Unvested RS and RSUs awarded under the Executive Annual Incentive are not subject to performance conditions and are forfeited in the case of termination for cause.

³ All unvested awards are subject to the achievement of performance conditions, adjusted at the date of vesting, with the exception of (i) RS and RSUs awarded under the Executive Annual Incentive and (ii) 669 RSUs and 1,273 SARs awarded to Mr. Poulton, prior to his appointment as Chief Financial Officer, which vested on February 28, 2017.

⁴ Vested but unexercised SARs are no longer subject to the achievement of performance conditions.

⁵ Mr. Poulton's shareholding has been rounded up to the nearest whole ADS, with his precise shareholding including a fractional entitlement to an ADS resultant of the operation of a dividend reinvestment plan.

⁶ Mr. Stroucken's shareholding as at March 7, 2017, includes 14,000 ADSs held in a grantor retained annuity trust, in respect of which he is the sole trustee. As a Non-Executive Director, Mr. Stroucken is not eligible to participate in the Company's share plans or bonus arrangements. For further details on these plans and arrangements, please refer to the Directors' Remuneration Report for the year ended December 31, 2016.

Appendix

Explanatory notes of principal changes to the Company's Articles of Association

The principal changes between the Company's existing Articles of Association (the "Old Articles") and those proposed to be adopted as the Company's new Articles of Association (the "New Articles") are set out below.

1. Appointments of proxy

The New Articles clarify that where a shareholder appoints more than one proxy and the applicable appointments of proxy give the apparent right to exercise votes on behalf of the shareholder in a general meeting over more shares than are held by that shareholder, then each of those appointments of proxy will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.

2. Borrowing powers

On May 27, 2016, the limit on the aggregate principal amount outstanding in respect of monies borrowed by the Group was increased by ordinary resolution from US\$12,000,000,000 to US\$30,000,000,000. The New Articles reflect this historical amendment.

3. Board activity

The Company's Old Articles require all Board meetings of the Company to be held outside the United Kingdom and prevent a Director from attending such Board meetings via telephone or other communication equipment, and from signing a resolution in writing of the Board, if the Director in question is located in the United Kingdom. The New Articles remove these restrictions in order to allow for greater flexibility. The Company intends that it will continue to be managed and controlled in Ireland.

4. Executive Committee

The New Articles remove references to the "Executive Committee". The role and responsibilities of the Executive Committee, which is currently a committee of the Board, are considered by the Board to be managerial in nature. It is therefore proposed that the Executive Committee be re-established as a management committee, similar to other management committees of the Company and comparable committees of other companies with shares admitted to trading on the London Stock Exchange.

5. Scrip dividends

The New Articles have been updated to reflect that when calculating a shareholder's entitlement to scrip dividends, the relevant value of the entitlement shall be calculated by reference to the average of the middle market quotations for the Company's Ordinary Shares on the London Stock Exchange as derived from the Daily Official List (or any other publication of a recognized investment exchange showing quotations for the Company's Ordinary Shares, as determined by the Board) rather than by reference to the "market value" as defined by the UK Listing Rules. This is because the UK Listing Rules no longer define "market value".

6. Strategic report and supplementary material

The New Articles have been updated to reflect that the Company provides, to electing shareholders, copies of its strategic report and supplementary material, consistent with the UK Companies Act 2006 (as amended), rather than summary financial statements.