



# Notice of the 2009 Annual General Meeting and accompanying notes

**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 adviser authorized under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorized independent adviser if you are in a territory outside the United Kingdom.**

**If you have transferred or sold all of your shares in the Company, please send this document and the accompanying proxy appointment form to the transferee or to the agent through whom you acted for forwarding to the transferee.**

**A personalised proxy appointment form for use by holders of ordinary shares in the Company has been despatched with this Notice. A separate instruction card for holders of American Depositary Receipts to give instructions to the Depository for the American Depositary Shares in the Company is being provided to such holders. So that effective use may be made of the proxy form, your attention is drawn to the notes to the Notice contained in this document and to the instructions on the proxy form.**

# Shire plc

(Incorporated and registered in Jersey No. 99854)

March 27, 2009

Dear Shareholder,

## Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ('AGM') which we are holding at the Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on April 28, 2009 at 2:00 pm. The formal Notice of AGM is set out on pages 3 and 4 of this document. Explanatory notes on each resolution to be considered at the AGM appear on pages 7 and 8 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this Notice and return it to our Registrars as soon as possible. They must receive it by 2:00 pm on April 26, 2009. CREST members may also choose to utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice convening the AGM. Holders of American Depositary Receipts may give instructions to the Depositary for the American Depositary Shares in the Company by completion of a separate voting instruction card sent to such holders, or by voting via the internet or by telephone. Voting instructions must be received by the Depositary by 11:59 pm EST on April 20, 2009 for internet or telephone instructions and by 12:00 pm EST on April 21, 2009 for paper voting forms.

The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,



Matthew Emmens  
Chairman

# Notice of Annual General Meeting

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 28, 2009 at 2:00 pm for the purpose of considering and, if thought fit, passing the resolutions listed below, of which the resolutions numbered 1 to 6 (inclusive) will be proposed as ordinary resolutions and the resolutions numbered 7 and 8 will be proposed as special resolutions:

## ORDINARY RESOLUTIONS

### Reports and accounts

- 1 To receive the Company's accounts for the year ended December 31, 2008 together with the Directors' report and the Auditors' report on those accounts.

### Directors' remuneration report

- 2 To approve the Directors' remuneration report for the year ended December 31, 2008.

### Re-election of Director

- 3 To re-elect Dr Barry Price as a Director of the Company.

### Auditors

- 4 To re-appoint Deloitte LLP as Auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the Annual General Meeting of the Company to be held in 2010.
- 5 To authorize the Audit, Compliance & Risk Committee of the Board to determine the remuneration of the Auditors.

### Authority to allot shares

- 6 To resolve that the authority to allot Relevant Securities (as defined in the Company's Articles of Association) conferred on the Directors by Article 10 paragraph (B) of the Company's Articles of Association be renewed and for this purpose the Authorized Allotment Amount shall be:

(a) £9,337,043 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 Company's Articles of Association, but only if and to the extent that such offer is implemented by way of rights), £18,674,086 of Relevant Securities comprising equity securities (as defined in the Company's Articles of Association) (after deducting from such limit any Relevant Securities allotted under paragraph (a) above),

and the Allotment Period shall be the period commencing on April 28, 2009 and ending on the earlier of July 27, 2010 or the conclusion of the Annual General Meeting of the Company to be held in 2010, 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.

## SPECIAL RESOLUTIONS

### Authority to disapply pre-emption rights

- 7 To resolve that, subject to the passing of the previous resolution, the authority to allot equity securities (as defined in the Company's Articles of Association) wholly for cash, conferred on the Directors by Article 10 paragraph (D) of the Company's Articles of Association be renewed and for this purpose the Non Pre-emptive Amount (as defined in the Company's Articles of Association) shall be £1,400,556 of equity securities and the Allotment Period shall be the period commencing on April 28, 2009 and ending on the earlier of July 27, 2010 or the conclusion of the Annual General Meeting of the Company to be held in 2010, 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.

### **Market purchases**

**8** To resolve 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 56,022,258;
  - (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; and
  - (4) the authority hereby conferred shall expire on the earlier of July 27, 2010 or the conclusion of the Annual General Meeting of the Company to be held in 2010 (except 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.

### **By order of the Board**

Tatjana May  
Company Secretary  
Shire plc

Registered office:  
22 Grenville Street  
St Helier  
Jersey JE4 8PX

March 27, 2009

## NOTES

- 1 All resolutions at the AGM will be decided by a poll. The Company believes that this is a more transparent and equitable method of voting as shareholder votes are to be counted according to the number of shares held ensuring an exact and definitive result. In accordance with Article 74 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 The Company, pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those persons entered on the register of members of the Company as at 2:00 pm on April 26, 2009 (the 'Specified Time') shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the Specified Time applicable to the original meeting, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. If however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members as at the time which is 48 hours before the time fixed for the adjourned meeting, or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- 3 Members 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. The proxy form, which must be used to make such appointment and give proxy instructions, accompanies this Notice. To be valid the proxy form must be received by post or (during normal business hours only) by hand by the Registrar, Equiniti (Jersey) Limited, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 2:00 pm on April 26, 2009 (or 48 hours preceding the date and time for any adjourned meeting). Separate voting instruction cards for holders of American Depositary Receipts to give instructions to the Depository for the American Depositary Shares are being provided to such holders. Holders of American Depositary Receipts may give instructions to the Depository for the American Depositary Shares in the Company by completion of the voting instruction card sent to such holders or voting via the internet or by telephone. Voting instructions must be received by the Depository by 11:59 pm EST on April 20, 2009 for internet and telephone instructions and by 12:00 pm EST on April 21, 2009 for paper voting forms.
- 4 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer, attorney or other person authorized to sign it.
- 5 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 6 The return of a completed proxy form, or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
- 7 Any person to whom this Notice is sent who is a person nominated in accordance with Article 60 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.
- 8 The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
- 9 As at March 6, 2009 the Company's issued voting share capital consists of 560,222,583 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at March 6, 2009 is 560,222,583.
- 10 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.

- 11 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.
- 12 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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 (ID 7RA01) by 6:00 pm on April 24, 2009 (or 48 hours preceding the date and time for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.
- 13 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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.
- 14 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.
- 15 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.
- 16 A shareholder which is a corporation 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 corporation he/she represents as that corporation could exercise if it was an individual member of the Company. Under Jersey law it is not possible for a body corporate to appoint more than one corporate representative.
- 17 Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under the 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 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 Articles of Association to publish on a website.

#### **Inspection of documents**

The following documents will be available for inspection at the Company's registered office at 22 Grenville Street, St Helier, Jersey JE4 8PX from the date of this Notice until the time of the AGM and at the Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland from 15 minutes before the AGM until it ends:

- (a) Copies of the Executive Directors' service contracts
- (b) Copies of the letters of appointment of the Non-Executive Directors

## **COMMENTARY ON THE BUSINESS OF THE AGM**

The background to the business of the AGM set out above is as follows:

### **Resolution 1 – Reports and accounts**

The first item of business is the requirement for the Company's accounts for the year ended December 31, 2008 together with the Directors' report and the Auditors' report on those accounts to be laid before the Company in general meeting.

### **Resolution 2 – Remuneration report**

The vote upon this resolution will be advisory in respect to the overall policy and not specific to individual levels of remuneration.

### **Resolution 3 – Re-election of Director**

In accordance with the Company's Articles of Association Dr Barry Price, who has been a serving member of the Board for thirteen years, retires and offers himself for re-election. In the Board's opinion Dr Price remains independent in judgement and character, his commitment to the Group is undiminished and his performance continues to be effective.

Dr Barry Price has been a member of the Company's Board since January 16, 1996 and is a member of the Company's Nomination Committee. He also serves as Chairman of Antisoma plc and Summit Corporation plc. Dr Price worked for Glaxo for 28 years, where he held positions of increasing responsibility with the company's research group.

### **Resolutions 4 and 5 – Auditors**

Resolution 4 is to approve the re-appointment of Deloitte LLP as Auditors of the Company until the conclusion of the next AGM of the Company. Resolution 5 is to authorize the Audit, Compliance & Risk Committee of the Board to determine the remuneration of the Auditors.

### **Resolution 6 – 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 nominal amount of £9,337,043, representing one third of the total ordinary share capital of the Company in issue on March 6, 2009, the latest practicable date before publication of this Notice.

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of this resolution would give the Directors authority to allot equity securities in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £18,674,086 (representing 373,481,722 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the total ordinary share capital of the Company in issue on March 6, 2009, the latest practicable date before publication of this Notice.

The Directors have no present intention of exercising this authority, except, under paragraph (a), to satisfy options under the Company's share option schemes. It should be noted that the allotment of ordinary shares pursuant to the conditions of the Company's \$1.1 billion 2.75% convertible bonds due 2014 (the 'Bonds') is not subject to the restriction upon the Directors' authority to allot Relevant Securities in the Company's Articles of Association.

The Company does not currently hold any treasury shares.

This authority will expire on the earlier of July 27, 2010 or the conclusion of the next AGM of the Company.

### **Resolution 7 – Disapplication of 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. This restriction does not apply to the allotment of ordinary shares pursuant to the conditions of the Bonds. There may be occasions when the Directors will need the flexibility to issue ordinary shares without a pre-emptive offer to existing shareholders. This resolution, which is conditional on the previous resolution having been passed and will be proposed as a special resolution, proposes that the Directors be authorized to allot equity securities wholly for cash other than by way of a pro rata issue limited to a maximum aggregate nominal amount of £1,400,556, being the equivalent of 5% of the issued ordinary share capital of the Company on March 6, 2009 the latest practicable date before publication of this Notice. The disapplication will expire on the earlier of July 27, 2010 or the conclusion of the next AGM of the Company. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

It should be noted that the Articles of Association of the Company empower the Directors to allot equity securities wholly for cash in connection with a Rights Issue (as defined in the Company's Articles of Association).

### **Resolution 8 – Authority to make market purchases**

This resolution, which will be proposed as a special resolution, is intended to confer authority on the Company to make market purchases of up to a maximum of 56,022,258 ordinary shares, which represents just less than 10% of the Company's issued share capital. The authority will give the Company flexibility in managing its balance sheet. The intention of the Board is that purchases will only be made if it believes that they would result in an expected increase in earnings per share and will be in the best interests of shareholders generally. The maximum price which may be paid by the Company for its shares under this authority is the higher of:

- (i) an amount equal to 105% of the average of the middle market quotations for the Company's 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.

The minimum price is five pence, being the nominal value of an ordinary share. This authority will expire on the earlier of July 27, 2010 or the conclusion of the next AGM of the Company. Warrants and options, excluding for the avoidance of doubt, stock appreciation rights, were outstanding as at March 6, 2009 to subscribe for a total number of 14,840,345 ordinary shares, or 2.65% of the Company's issued share capital. If the authority to purchase shares is ever used in full, the proportion of issued share capital, based on the share capital as at March 6, 2009, represented by this figure would be 2.94%.

If any ordinary shares are purchased pursuant to this authority, the Directors will decide whether to cancel shares purchased pursuant to this authority or hold them as treasury shares based on the interests of the Company and shareholders as a whole at the relevant time. If any ordinary shares are not held by the Company as treasury shares then such shares would be immediately cancelled, thereby reducing the number of ordinary shares in issue.

## **SHAREHOLDER INFORMATION**

### **Substantial shareholdings**

As at March 12, 2009 the Company had been notified of the following interests amounting to 3% or more of the voting rights in the issued ordinary share capital of the Company:

- (a) Fidelity International Limited has a holding of 4.99%;
- (b) Legal and General Group plc has a holding of 4.08%;
- (c) Capital Group International Inc. has a holding of 3.14%; and
- (d) ExcellerateHRO Share Plan Services (Guernsey) Limited has a holding of 3.02%\*.

\*Shares held on behalf of the Shire Employee Benefit Trust.

### **Directors' shareholdings**

As at March 12, 2009 there had been no changes to the Directors' interests since February 17, 2009, being the date of the Directors' report for the year ended December 31, 2008.