

Notice of the 2013 Annual General Meeting and accompanying notes



To be as brave as the people we help.

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 send this document and the accompanying proxy form to the transferee or to the agent through whom you acted for forwarding to the transferee.

Shire plc

(Incorporated and registered in Jersey No. 99854)

March 28, 2013

Dear Shareholder,

Annual General Meeting 2013

I am pleased to invite you to Shire plc's sixth Annual General Meeting ("AGM") which will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on April 30, 2013 at 1.30 pm.

The Notice of AGM is set out on pages 4 and 5 of this document. Explanatory notes on each resolution to be considered at the AGM can be found on pages 8 and 9 of this document.

The Board considers 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 recommends that you vote in favour of them, as the Directors intend to do in respect of their own beneficial holdings.

If you would like to vote on the resolutions but are unable to attend and vote in person, you may appoint a proxy: (i) by completing and returning the enclosed proxy form; (ii) electronically via www.shareview.co.uk/myportfolio or www.sharevote.co.uk; or (iii) via the CREST electronic proxy appointment service if you hold your shares through CREST. Submitting a proxy form will ensure that your vote is recorded but will not prevent you from attending the AGM.

The procedures for your participation and voting are set out on pages 6 and 7 of the Notice of AGM and in the notes on the enclosed form of proxy.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Matthew Emmens", written in a cursive style.

Matthew Emmens
Chairman

Notice of Annual General Meeting

Notice is hereby given that the sixth Annual General Meeting of Shire plc (the "Company") will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on April 30, 2013 at 1.30 pm to consider and, if thought fit, pass Resolutions numbered 1 to 15 (inclusive) as ordinary resolutions and Resolutions numbered 16 to 18 as special resolutions.

Report and accounts

1 To receive the Company's accounts and the reports of the Directors and Auditor for the year ended December 31, 2012.

Directors' remuneration report

2 To approve the Directors' remuneration report for the year ended December 31, 2012.

Re-election of Directors

To re-elect the following as Directors:

- 3 William Burns
- 4 Matthew Emmens
- 5 Dr. David Ginsburg
- 6 Graham Hetherington
- 7 David Kappler
- 8 Susan Kilsby
- 9 Anne Minto
- 10 David Stout

Directors appointed since the last Annual General Meeting

To elect the following as Directors:

- 11 Dr. Steven Gillis
- 12 Dr. Flemming Ornskov

Auditor

13 To re-appoint Deloitte LLP as the Company's Auditor until the conclusion of the Annual General Meeting of the Company to be held in 2014.

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

Authority to allot shares

15 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 Authorised Allotment Amount shall be:

- (a) £9,290,264 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), £18,580,529 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 (as defined in the Company's Articles of Association) shall be the period commencing on April 30, 2013 and ending on the earlier of July 29, 2014 or the conclusion of the Annual General Meeting of the Company to be held in 2014, 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.

Notice of Annual General Meeting

Authority to disapply pre-emption rights

16 To resolve that, subject to the passing of Resolution 15, 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 £1,407,012 and the Allotment Period shall be the period commencing on April 30, 2013 and ending on the earlier of July 29, 2014 or the conclusion of the Annual General Meeting of the Company to be held in 2014, 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.

Authority to purchase own shares

17 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 55,741,587;
 - (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 July 29, 2014 or the conclusion of the Annual General Meeting of the Company to be held in 2014 (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.

Notice of general meetings

18 To resolve 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

Tatjana May
Company Secretary

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

March 28, 2013

Notice of Annual General Meeting

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 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 To be entitled to attend and vote at the AGM, shareholders must be included in the register of members of the Company as at 1.30 pm on April 28, 2013, 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 to the number of shares registered in their name at that time. Changes to entries on the register of members after 1.30 pm on April 28, 2013, 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 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. Proxies may be appointed by any one of the following methods:

Ordinary Shares

- (a) Completing and returning the enclosed proxy form;
- (b) Electronic proxy appointment by logging onto the website of our Registrars at www.sharevote.co.uk and follow the instructions provided. You will need your Reference Number, Card ID and Account Number all of which are printed on your proxy form;
- (c) If you have a shareview portfolio you can appoint your proxy electronically by logging onto your portfolio at www.shareview.co.uk/myportfolio and following the instructions provided; and
- (d) If you are a member of CREST, by using the CREST electronic appointment service. For further details see paragraphs 11 to 14.

To be valid, your proxy form must be delivered, by post or (during normal business hours) by hand, to the Registrars, Equiniti (Jersey) Limited, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 1.30 pm on April 28, 2013 (or 48 hours preceding the date and time for any adjourned meeting).

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 am New York City time on April 24, 2013. 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: 1-877-CITI-ADR (1-877- 248-4237)
International: 1-781-575-4555

- 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), or the electronic appointment of a proxy, 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 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.
- 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 11, 2013, the Company's issued voting share capital consists of 557,415,871 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at March 11, 2013 is 557,415,871.

Notice of Annual General Meeting

- 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's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 6.00 pm on April 26, 2013. 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.
- 13 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.
- 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 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. 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.
- 18 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 19 A copy of this Notice, and other information required by s311A of the UK Companies Act 2006, can be found at www.shire.com.
- 20 You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.

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; and
- (b) Copies of the letters of appointment of the Non-Executive Directors.

Notice of Annual General Meeting

Explanatory notes on the business of the AGM

Resolution 1 – Report and accounts

The Directors are required to lay before the AGM the accounts of the Company for the year ended December 31, 2012, together with the reports of the Directors and the Auditor.

Resolution 2 – Directors' remuneration report

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

Resolutions 3 to 12 – Re-election and election of Directors

In accordance with the provisions in the UK Corporate Governance Code published in June 2010, all Directors of the Company will be standing for re-election, with the exception of Dr. Steven Gillis and Dr. Flemming Ornskov, who will be standing for election under the Company's Articles of Association.

Resolutions 3 to 10 relate to the re-election of William Burns, Matthew Emmens, Dr. David Ginsburg, Graham Hetherington, David Kappler, Susan Kilsby, Anne Minto and David Stout. Each Director has indicated their willingness to offer themselves for re-election. The Board, having considered the mix of skills, knowledge and experience of those Directors proposed for re-election confirms each Director continues to perform effectively and demonstrate commitment to the role. The Board is pleased to recommend each Director for re-election.

Resolutions 11 and 12 deal with the requirement under the Company's Articles of Association whereby any Director appointed by the Board since the date of the last AGM shall stand for election to the Board by shareholders at the following AGM. Dr. Steven Gillis was appointed to the Board as a Non-Executive Director on October 1, 2012 and Dr. Flemming Ornskov was appointed to the Board as CEO Designate on January 2, 2013. The Board considers that Dr. Gillis' and Dr. Ornskov's broad-ranging skills and experiences will complement the existing skills and experiences on the Board. The Board therefore recommends that Dr. Gillis and Dr. Ornskov are elected as Directors.

Biographies of all Directors standing for re-election or election appear on pages 10 and 11 of this Notice.

Resolutions 13 and 14 – Auditor

Resolution 13 is to approve the re-appointment of Deloitte LLP as the Company's Auditor until the conclusion of the next AGM of the Company.

Resolution 14 is to authorize the Audit, Compliance & Risk Committee of the Board to determine the remuneration of the Auditor.

Resolution 15 – 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 £9,290,264 representing one third of the total Ordinary Share capital of the Company in issue on March 11, 2013 (excluding Ordinary Shares held in treasury), the latest practicable date before publication of this Notice.

Paragraph (b) of this resolution proposes that authority be given to the Directors to allot equity securities in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £18,580,529 (representing 371,610,581 Ordinary Shares), as reduced by the 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 on March 11, 2013 (excluding Ordinary Shares held in treasury), the latest practicable date before publication of this Notice.

The Association of British Insurers' ("ABI") 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, provided that the authority under paragraph (b) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

The Directors have no present intention of exercising this authority. 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.

In the event that the authority in paragraph (b) is exercised, the ABI's recommendation is that directors should all seek re-election at the next following AGM. As all directors stand for annual re-election, this would occur as a matter of course.

As at March 11, 2013, the latest practicable date before publication of this Notice, 5,389,170 Ordinary Shares are held by the Company in treasury, representing 0.97% of the Company's issued share capital (excluding treasury shares).

This authority, which is a standard authority taken by many UK listed companies each year, will expire on the earlier of July 29, 2014 or the conclusion of the next AGM of the Company.

Notice of Annual General Meeting

Resolution 16 – 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. This restriction does not apply to the allotment of Ordinary Shares pursuant to the conditions of the Bonds. There may be occasions however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. This resolution, which is proposed as a special resolution, and is conditional on the passing of Resolution 15, 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 £1,407,012 being the equivalent of 5% of the issued Ordinary Share capital of the Company on March 11, 2013 the latest practicable date before publication of this Notice. The disapplication will expire on the earlier of July 29, 2014 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 three 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 17 – Authority to purchase own shares

On October 25, 2012, the Company announced that it would be initiating a share buyback program of up to \$500 million, which commenced on October 26, 2012. The program was conducted under the authority granted to the Company at the AGM on April 24, 2012 to purchase up to 56,253,208 of its Ordinary Shares. A total of 3,631,571 Ordinary Shares were repurchased during 2012.

This resolution, which is proposed as a special resolution, renews the authority granted at last year's AGM which expires on the date of the forthcoming AGM. This resolution authorizes the Company to make market purchases of up to a maximum of 55,741,587 Ordinary Shares, which represents 10% of the Company's issued Ordinary Share capital (excluding treasury shares) on March 11, 2013 and sets minimum and maximum prices. This authority will expire on the earlier of July 29, 2014 or the conclusion of the next AGM of the Company. The intention of the Board is that market 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 Company will have the option either of holding in treasury or canceling the shares purchased pursuant to this authority. The Company has placed all the Ordinary Shares it has repurchased since initiating its buyback program on October 26, 2012 in treasury and this policy is expected to continue for any shares purchased under this new authority. Shares held in treasury may be canceled, sold for cash or used for the purposes of employee share schemes. 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.

The total number of options (excluding for the avoidance of doubt, stock appreciation rights) to subscribe for shares outstanding at March 11, 2013 was 3,748,115 Ordinary Shares, which represents 0.67% of the Company's issued share capital (excluding treasury shares) as at that date. If the authority to purchase shares in accordance with this resolution and the existing authority to purchase taken at last year's AGM is ever used in full, the proportion of issued Ordinary Share capital (excluding treasury shares), based on the share capital as at March 11, 2013, represented by this figure would be 0.83%.

Resolution 18 – 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. If given, the approval will be effective until the Company's next AGM.

Notice of Annual General Meeting

Biographies of those directors seeking re-election and election

William Burns

Non-Executive Director

William was appointed to the Board on March 15, 2010 and is a member of the Remuneration Committee, the Nomination Committee and of the Science & Technology Committee. William brings to the Board extensive experience in international sales, marketing, integration and operational experience in the pharmaceutical sector. He is a Director of Biotie Therapies Corp., Roche Holdings Ltd, Chugai Pharmaceutical Co., Ltd and Genentech, Inc. and is a former Director of Crucell N.V. William worked for many years for Roche, holding the position of CEO of their pharmaceuticals division from 2005 to 2009 and was a member of the Roche Group Corporate Executive Committee. William holds a BA (Hons).

Matthew Emmens

Chairman

Matthew was appointed Chairman on June 18, 2008 and has been a member of the Board since March 12, 2003. He is also a member of the Nomination Committee. He was the Company's Chief Executive Officer from March 2003 to June 2008. Matthew brings to the Board his operational knowledge of Shire and his wealth of international sales, marketing, integration and operational experience in the pharmaceutical sector. Matthew is a Director of Vertex Pharmaceuticals Inc. He served as Chairman, CEO and President of Vertex Pharmaceuticals Inc. from 2009 until early 2012 and is a former Director of Incyte Corporation. Matthew began his career in international pharmaceuticals with Merck & Co, Inc. in 1974, where he held a wide range of sales, marketing and administrative positions. In 1992, he helped to establish Astra Merck Inc., a joint venture between Merck and Astra AB of Sweden, becoming President and Chief Executive Officer. In 1999, he joined Merck KGaA and established EMD Pharmaceuticals, the company's US prescription pharmaceutical business. He later served as President of Merck KGaA's global prescription pharmaceuticals business in Germany. Matthew holds a degree in Business Management.

Dr. David Ginsburg

Non-Executive Director

David was appointed to the Board on June 16, 2010 and is a member of the Science & Technology Committee. David brings to the Board his clinical medical background in Internal Medicine, Hematology-Oncology, and Medical Genetics, as well as his extensive basic biomedical laboratory research expertise. He is currently James V. Neel Distinguished University Professor of Internal Medicine Human Genetics, and Pediatrics at the University of Michigan and a Howard Hughes Medical Institute Investigator. David obtained his BA at Yale University, MD at Duke University and completed his medical and research training at Harvard Medical School, before joining the faculty at the University of Michigan. David is the recipient of numerous honors and awards, including election to membership in the National Academy of Sciences, the Institute of Medicine and the American Academy of Arts and Sciences.

Graham Hetherington

Chief Financial Officer

Graham has been the Chief Financial Officer and a member of the Board since July 1, 2008. He is also a member of the Leadership Team. Graham brings to his position a broad range of international finance management and planning, audit, risk management and M&A experience. He was Chief Financial Officer of Bacardi in 2007 and Chief Financial Officer of Allied Domecq plc from 1999 to 2005. Graham is a Fellow of the Chartered Institute of Management Accountants.

David Kappler

Deputy Chairman and Senior Independent Non-Executive Director

David has been a member of the Board since April 5, 2004. He was appointed Senior Independent Non-Executive Director in July 2007 and Deputy Chairman in June 2008. He is also Chairman of the Nomination Committee and of the Audit, Compliance & Risk Committee. David brings to the Board his extensive knowledge and experience in financial reporting, risk management and internal financial controls. He is a Non-Executive Director of InterContinental Hotels Group plc. He was Chairman of Premier Foods plc until September 2010 and held directorships at Camelot Group plc and HMV Group plc. David retired from Cadbury Schweppes plc in April 2004 after serving as Chief Financial Officer since 1995. He worked for the Cadbury Schweppes Group between 1965 and 1984 and rejoined the company in 1989 following its acquisition of the Trebor Group, where he was Financial Director. David is a Fellow of the Chartered Institute of Management Accountants.

Susan Kilsby

Non-Executive Director

Susan was appointed to the Board on September 1, 2011 and is a member of the Audit, Compliance & Risk Committee. Susan brings to the Board extensive M&A and finance experience. She is a Non-Executive Director of BBA Aviation plc and was a Director of Hong Kong listed global skin care company, L'Occitane International S.A until December 2012. Susan has had a distinguished global career in investment banking having 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 continues in a part-time senior advisory capacity. Susan holds a BA in Economics and a MBA.

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Anne Minto OBE **Non-Executive Director**

Anne was appointed to the Board on June 16, 2010 and is Chairman of the Remuneration Committee and a member of the Nomination Committee. Anne brings to the Board her extensive legal, commercial and remuneration experience. She is a Non-Executive Director of Tate & Lyle PLC and is a former Director of Northumbrian Water plc and SITA UK. Anne held the position of Group Director, Human Resources at Centrica plc from October 2002 to June 30, 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. Following her law degree at Aberdeen University and a postgraduate diploma in Human Resources she qualified as a lawyer. Anne is a Fellow of the Chartered Institute of Personnel & Development, the Royal Society of Arts and the London City and Guilds and a Member of Law Society of Scotland. She is a trustee of the University of Aberdeen Development Trust and is Patron of the University of Aberdeen Alumni Fund.

David Stout **Non-Executive Director**

David was appointed to the Board on October 31, 2009 and is a member of the Audit, Compliance & Risk Committee and of the Remuneration Committee. David brings to the Board extensive international sales, marketing, operational and supply chain experience gained in the pharmaceutical sector. He is a Director of Jabil Circuit, Inc. and Airgas Inc. and is a former Director of Allos Therapeutics, Inc. David was President, Pharmaceutical Operations at GlaxoSmithKline, where he was responsible for the company's global pharmaceutical operations, from January 2003 to February 2008. Prior to that, he was President of GlaxoSmithKline's US Pharmaceuticals Business and before that SmithKline Beecham's North American Pharmaceuticals Business. Before joining SmithKline Beecham, David worked for many years at Schering-Plough. David holds a BA in biology.

Dr. Steven Gillis **Non-Executive Director**

Steven was appointed to the Board on October 1, 2012 and is a member of the Science & Technology Committee and the Remuneration Committee. He brings to the Board his extensive technical and scientific knowledge and commercial experience. Steven is currently a Managing Director at ARCH Venture Partners, a provider of venture capital for technology firms, where he is focused on the evaluation of new life science technologies and the development and growth of ARCH's biotechnology portfolio companies. Prior to this, Steven was a founder and director of Corixa Corporation, acquired by GlaxoSmithKline in 2005. Prior to starting Corixa, he was 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 Ph.D. from Dartmouth College.

Dr. Flemming Ornskov **Chief Executive Officer Designate**

Flemming was appointed Chief Executive Officer Designate and a member of the Board on January 2, 2013. He is also a member of the Company's Leadership Team and will assume the role of Chief Executive Officer from April 30, 2013. Flemming brings to his position his operational and medical knowledge and his extensive international, strategic and operational experience in the pharmaceutical sector. He is Non-Executive Chairman of Evotec AG and is a former Non-Executive Director of PCI Biotech Holding ASA. Flemming held the position of Chief Marketing Officer and Global Head, Strategic Marketing for General and Specialty Medicine at Bayer from 2010 to 2012. Prior to joining Bayer, Flemming served as Global President, Pharmaceuticals and OTC at Bausch & Lomb, Inc., from 2008 to 2010. He also served as Chairman and later as President and Chief Executive Officer of Life-Cycle Pharma A/S from 2006 to 2008, and President and Chief Executive Officer of Ikaria, Inc., from 2005 to 2006. Earlier in his pharmaceutical career he had roles of increasing responsibility at Merck & Co. Inc. and Novartis AG, following a distinguished period in hospital and academic medicine. Flemming received his MD from the University of Copenhagen, MBA from INSEAD, and Master of Public Health from Harvard University.

Shareholder information

Substantial shareholdings

As at March 11, 2013, there had been no changes to the substantial shareholdings in the Company since February 25, 2013, being the date of the Directors' report for the year ended December 31, 2012.

Directors' shareholdings

As at March 11, 2013, with the exception of Mr. Angus Russell and Mr. Graham Hetherington, there had been no changes to the Directors' beneficial interests since December 31, 2012.

	Security type	At March 11, 2013 Number of shares	At December 31, 2012 Number of shares
Angus Russell	ADSs ¹	44,691	–
	Ordinary Shares	261,991	261,991
Graham Hetherington	Ordinary Shares	86,072	38,352

1. One ADS is equal to three Ordinary Shares.

