



## News Release

### **Takeda Establishes Record Date for the Extraordinary General Meeting of Shareholders**

*Company Announces Record Date and Highlights Significant Progress To-Date*

**Osaka, Japan - September 28, 2018** – Further to the announcement of the recommended acquisition of Shire plc (“Shire”) on May 8, 2018 (“the Acquisition”), Takeda Pharmaceutical Company Limited ([TSE: 4502](#)) (“Takeda” or the “Company”) today announced that the Company has established the record date for the Extraordinary General Meeting of Shareholders, to vote on the necessary matters relating to the proposed Acquisition as follows.

#### **Record Date Regarding the Extraordinary General Meeting of Shareholders**

Takeda has set October 19, 2018 as the record date. Shareholders recorded in the final shareholder registry on that date shall be entitled to exercise voting rights at the Extraordinary General Meeting of Shareholders. Establishment of an October 19, 2018 record date gives the company the discretion to hold the Extraordinary General Meeting of Shareholders within the three month period ending January 18, 2019. If the company does not decide to hold the Extraordinary General Meeting of Shareholders on any date falling within the three month period ending January 18, 2019, a new record date will be established and announced.

1. Record date: October 19, 2018
2. Date of public notice: October 1, 2018
3. Method of public notice: The relevant information will be posted on the Takeda website by an electronic public notice (Japanese only).

#### **Significant Progress To-Date**

Since the announcement of the recommended offer on May 8, 2018, Takeda has successfully completed several significant milestones in the Acquisition process, including:

- Entering into a USD 7.5 billion term loan credit agreement with leading global financial institutions.
- Confirming a post-closing focus on key therapeutic areas including gastroenterology, oncology, neuroscience and rare diseases as well as vaccines and plasma-derived therapies.
- Developing a future operating model as part of planning efforts to facilitate the successful integration of Takeda and Shire following completion of the Acquisition. Takeda is planning to implement a lean post-closing organizational structure with clearly-defined accountabilities and ownership. The future operating model is intended to further strengthen Takeda’s patient- and customer-centric organization.
- Receipt of unconditional clearance from regulatory agencies in a number of key jurisdictions, including the United States Federal Trade Commission, the Brazilian Administrative Council for

Economic Defense and the State Administration for Market Regulation in China, among other regulatory authorities.

The Acquisition will create a global, values-based, R&D-driven biopharmaceutical leader headquartered in Japan. It will strengthen Takeda's presence in the United States, an important and growing market, will reinforce our pipeline, and provide cash flow to continue to invest in our R&D engine while creating a more competitive, agile and highly profitable company.

The significantly strengthened cash flow generation which the Acquisition is expected to provide will support the maintenance of Takeda's well-established dividend policy and facilitate rapid de-leveraging to a net debt to EBITDA ratio of 2.0x or less within three to five years following closing of the Acquisition. To help accelerate the de-leveraging process and ensure an optimal business mix, Takeda may consider selected divestitures of non-core businesses.

### **About Takeda Pharmaceutical Company Limited**

Takeda Pharmaceutical Company Limited ([TSE: 4502](#)) is a global, research and development-driven pharmaceutical company committed to bringing better health and a brighter future to patients by translating science into life-changing medicines. Takeda focuses its R&D efforts on oncology, gastroenterology and neuroscience therapeutic areas plus vaccines. Takeda conducts R&D both internally and with partners to stay at the leading edge of innovation. Innovative products, especially in oncology and gastroenterology, as well as Takeda's presence in emerging markets, are currently fueling the growth of Takeda. Approximately 30,000 Takeda employees are committed to improving quality of life for patients, working with Takeda's partners in health care in more than 70 countries.

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

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