

## Results of the Exercise of Voting Rights of the Extraordinary General Meeting of Shareholders

The results of the exercise of voting rights of the Extraordinary General Meeting of Shareholders of the Company held on December 5, 2018 (Wednesday) are as follows.

### [1] Details of matters to be resolved

**First Proposal:** Delegation to the Board of Directors of the decision regarding offering terms for share issuance to implement the proposed acquisition of Shire

Delegate to the Board of Directors of the Company the authority to determine the offering terms for the issuance of the ordinary shares of the Company, in order for the Company to deliver the non-cash portion of the consideration for the acquisition of Shire plc (“Shire”).

**Second Proposal:** Election of Three (3) Directors who are not Audit and Supervisory Committee Members

To elect Ian Clark, Olivier Bohuon and Steven Gillis as Directors who are not Audit and Supervisory Committee Members. The election of these three (3) Directors is conditional upon the Scheme of Arrangement in relation to the Acquisition (the “Scheme”) becoming effective and will come into effect upon the date which the Scheme becomes effective. The effective date of the Scheme is expected to be January 8, 2019.

### [2] Numbers of voting rights for approval of, against and abstaining from each of the matters to be resolved, requirements for each of the matters to be resolved to be approved and the results for each resolution

Matter to be resolved	Approval (No. of voting rights)	Against (No. of voting rights)	Abstention (No. of voting rights)	Total No. of voting rights exercised	Result (Proportion of approval)	Approval requirements
First Proposal	5,333,046	401,986	184,696	5,983,231	Approval (89.13%)	(Note) 1
Second Proposal						(Note) 2
Ian Clark	5,307,485	607,808	4,365	5,983,161	Approval (88.71%)	
Olivier Bohuon	5,330,960	584,334	4,364	5,983,161	Approval (89.10%)	
Steven Gillis	5,325,664	589,629	4,364	5,983,160	Approval (89.01%)	

(Note) 1. Approval requires the attendance of shareholders possessing at least one third of the voting rights of shareholders who are able to exercise voting rights and two-thirds or more of the voting rights of shareholders in attendance.

2. Approval requires the attendance of shareholders possessing at least one third of the voting rights of shareholders who are able to exercise voting rights and a majority of the voting rights of shareholders in attendance.

[3] Reason for not adding some of the voting rights of shareholders who attended the Extraordinary General Meeting of Shareholders to the number of voting rights for approval of, against or abstaining from each of the matters to be resolved

The requirements for approval of the resolutions were met by the advance voting by the day prior to the date of this Extraordinary General Meeting of Shareholders and the tallying of votes received from some of the shareholders who attended on the day of the meeting for which the approval or otherwise of the resolutions could be confirmed, and the resolutions were thus passed legally in accordance with the Companies Act. Therefore, the remaining votes of shareholders who attended on the day of this Extraordinary General Meeting of Shareholders were not added to the number of voting rights for approval of, against or abstaining from each of the matters to be resolved.

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