



## Current Agreements

**Dealdoc**

### **Acquisition agreement for Movetis**

Shire Pharmaceuticals  
Movetis

Aug 03 2010

# Acquisition agreement for Movetis

<b>Companies:</b>	<a href="#">Shire Pharmaceuticals</a> <a href="#">Movetis</a>
<b>Announcement date:</b>	Aug 03 2010
<b>Deal value, US\$m:</b>	552.5 : sum of acquisition

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## Details

<b>Announcement date:</b>	Aug 03 2010 Bigbiotech Bigpharma
<b>Industry sectors:</b>	Biotech Pharmaceutical Specialty pharma
<b>Therapy areas:</b>	Gastrointestinal

## Financials

<b>Deal value, US\$m:</b>	552.5 : sum of acquisition
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## Termsheet

3 August 2010

A wholly-owned subsidiary of Shire will launch a voluntary public takeover offer for all the shares in Movetis NV.

Shire will offer EUR19 per share in cash for all of the issued shares of Movetis, valuing the company's fully diluted equity at EUR428 million.

## Press Release

Shire plc Agrees To Acquire Belgium's Movetis For EUR428M (\$559 Million)

3 August 2010

PR Newswire -- Shire plc (LSE: SHP, NASDAQ: SHPGY), the global specialty biopharmaceutical company, announces that a Luxembourg incorporated wholly-owned subsidiary of Shire plc will launch a voluntary public takeover offer for all the shares in Movetis NV, the Belgium-based European specialty gastrointestinal (GI) company. Movetis is listed on Euronext and focuses on discovering, developing and commercializing innovative treatments for GI conditions with a high unmet medical need.

Movetis' board unanimously supports the transaction and will recommend acceptance of the offer to its shareholders. Institutional shareholders holding 38.9% of Movetis' issued share capital, have unconditionally agreed to accept the offer in respect of their own shares.

This proposed acquisition will significantly broaden Shire's GI portfolio and immediately add growing revenues, further expanding Shire's GI market presence in Europe with the recently launched RESOLOR(R) (prucalopride), a new chemical entity. RESOLOR is approved in the 27 countries of the European Union as well as Iceland, Lichtenstein and Norway and is indicated for the symptomatic treatment of chronic constipation in women in whom laxatives fail to provide adequate relief. Movetis has the rights to RESOLOR in the EU, Iceland, Lichtenstein, Norway and Switzerland and is entitled to royalties on sales of RESOLOR outside of Europe from Johnson & Johnson.

Mike Cola, President of Shire's Specialty Pharmaceuticals business, comments: "This proposed acquisition of Movetis provides a highly complementary fit for our GI business unit and supports our strategy of expanding our specialty product portfolio into international markets. This is aligned with our strategy of developing and commercializing medicines to address symptomatic diseases treated by specialist physicians, in this case gastroenterologists. The acquisition of Movetis will provide immediate revenue from a newly-launched product that has strong patent protection, as well as a promising GI pipeline."

#### Terms of the Offer

Shire will offer EUR19 per share in cash for all of the issued shares of Movetis, valuing the company's fully diluted equity at EUR428 million (as at March 31, 2010, their last reporting date, Movetis held EUR100 million in cash; based on this the enterprise value (less cash) of Movetis would be EUR328 million). The acquisition will be funded out of Shire's current cash resources.

It is anticipated that the offer to Movetis' shareholders will open for acceptance in September. The offer is contingent upon the fulfillment of certain conditions, including receipt of acceptances in respect of at least 90% of the shares that are the subject of the offer and that Movetis does not suffer a material adverse change before the results of the offer are published.

Shire has entered into agreements with institutional shareholders in which they have unconditionally committed 38.9% of Movetis' existing ordinary share capital to the offer.

Once finalized, the prospectus will be published and circulated to Movetis' shareholders, and details will be available on [www.shire.com](http://www.shire.com) and [www.movetis.com](http://www.movetis.com). No action will be taken to permit a public tender offer in any other jurisdiction than Belgium. This press release does not constitute an invitation to sell or the solicitation of an offer to buy any security.

Deutsche Bank AG is acting as financial adviser to Shire.

#### Strategic Rationale for the Transaction

The acquisition adds to Shire's portfolio of treatments for GI conditions with high unmet need and prescribed by specialist physicians. Shire's stated strategic focus on GI led to the establishment several years ago of a dedicated GI business unit. Shire's proposed acquisition of Movetis brings rights to the recently approved RESOLOR in Europe as well as world-class research and development talent and a promising GI pipeline, offering additional opportunities for Shire. The acquisition will expand the growth of Shire's marketed GI product portfolio internationally.

RESOLOR is a selective, high-affinity 5-HT<sub>4</sub> receptor agonist specifically developed to target impaired motility associated with chronic constipation. It has composition of matter patent protection extending through 2020 and Shire estimates potential peak sales of over EUR300 million. The patients in this category are generally served by specialist gastroenterologists. Other marketed treatments for this condition are limited or have associated serious adverse effects. In addition to RESOLOR, Movetis has two projects in early clinical development and several pre-clinical leads as well as the rights to a large library of qualified lead compounds with potential for development and commercialization by Movetis in global markets in different GI indications.

#### About Movetis

Movetis is a European specialty GI company that is focused on improving the lives of millions of patients - both adults and children - by discovering, developing and commercialising innovative treatments targeting GI conditions with a high unmet medical need. Movetis NV was founded in Belgium in November 2006 as a spin-off of Johnson & Johnson. Movetis has a broad portfolio of GI products: Beside Resolor(R) (prucalopride), Movetis has two products in Phase 2 development and two prioritised compounds in preclinical development, all addressing important GI areas including ascites, paediatric reflux, refractory GORD (gastroesophageal reflux disease) and severe forms of irritable bowel syndrome. In addition, Movetis has rights to a large library of qualified lead compounds with potential for development in different GI indications and access to know how for compounds in secretory diarrhoea. The current portfolio is licensed from Janssen Pharmaceutica NV, Belgium and Ortho-McNeil Pharmaceutical Inc., two Johnson & Johnson companies. Movetis shares are listed on Euronext Brussels under the ticker MOVE.

#### About RESOLOR(R) (prucalopride)

RESOLOR (prucalopride) is a selective, high-affinity 5-HT<sub>4</sub> receptor agonist specifically developed to target impaired motility associated with chronic constipation, thereby restoring normal bowel movement. Resolor (prucalopride) is currently approved in thirty European countries (EU27, Norway, Iceland and Lichtenstein) for the symptomatic treatment of chronic constipation in women in whom laxatives fail to provide adequate relief. The marketing authorisation application is currently under review in Switzerland.

#### About chronic constipation

Chronic constipation is characterised by infrequent and difficult passage of stools over a prolonged period and a range of bothersome symptoms. Traditional treatment options for chronic constipation consist mainly of dietary and lifestyle changes in combination with laxatives.(i) However, traditional therapies such as fibre or osmotic and stimulant laxatives do not address the underlying cause(s) of chronic constipation(ii). This explains why there is an important subgroup of patients who are not fully satisfied with their current constipation relief therapy.(iii)

SHIRE PLC

Shire's strategic goal is to become the leading specialty biopharmaceutical company that focuses on meeting the needs of the specialist physician. Shire focuses its business on attention deficit hyperactivity disorder (ADHD), human genetic therapies (HGT) and gastrointestinal (GI) diseases as well as opportunities in other therapeutic areas to the extent they arise through acquisitions. Shire's in-licensing, merger and acquisition efforts are focused on products in specialist markets with strong intellectual property protection and global rights. Shire believes that a carefully selected and balanced portfolio of products with strategically aligned and relatively small-scale sales forces will deliver strong results.

For further information on Shire, please visit the Company's website: <http://www.shire.com>.

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22 September 2010

Shire's Movetis bid nears success, J&J accepts

BRUSSELS/LONDON, Sept 22 (Reuters) - Shire's (SHP.L) 428 million-euro (\$569 million) takeover of Belgian drugmaker Movetis (MOVET.BR) moved a step closer on Wednesday after founding shareholder Johnson & Johnson (JNJ.N) accepted the UK firm's cash offer for its 13 percent stake.

Shire now has public acceptances from all of the major shareholders in Movetis, a Johnson & Johnson spin-off, leaving owners of only about 20 percent of the shares still uncommitted.

"We have been informed that they (J&J) have tendered their entire participation," said a Movetis spokesman on Wednesday.

All of the shareholders with stakes of more than 5 percent have now publicly confirmed that they have tendered their shares to Shire, the Movetis spokesman said.

This means shareholders speaking for around 80 percent of the share capital of Movetis, a specialist in drugs for stomach problems, have now accepted the takeover bid.

Shire needs to get 90 percent acceptances by 1600 CET (1400 GMT) on Monday next week for its offer to succeed.

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9 November 2010

Shire Finalises its Acquisition of Movetis NV Following Completion of the Squeeze-Out Process

DUBLIN, November 9, 2010 /PRNewswire-FirstCall/ -- Shire plc (LSE: SHP, NASDAQ: SHPGY), the global specialty biopharmaceutical company, announces that its wholly owned subsidiary Shire Holdings Luxembourg S.a.r.l. has now acquired all of the issued shares and warrants of Movetis NV.

Shares in Movetis NV have now been delisted from Euronext Brussels. The last trading day was November 2, 2010.

Notes to editors

SHIRE PLC

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## **Filing Data**

*Not available.*

## **Contract**

*Not available.*