

Shire to acquire NPS Pharmaceut

Further step in building a leading biotech

Transaction valued at \$5.2 billion

Enhances growth profile

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CFAD Exhibit 1056
CFAD v. NPS
JBB2015-00000

“SAFE HARBOR” statement under the Private Securities Litigation Reform Act of 1995 and tender offer materials

Statements included in this communication that are not historical facts are forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties and are subject to change at any time. In the event such risks or uncertainties materialize, the actual results could be materially adversely affected. The risks and uncertainties include, but are not limited to, that:

- Shire’s products may not be a commercial success;
- revenues from ADDERALL XR and INTUNIV are subject to generic erosion;
- the failure to obtain and maintain reimbursement, or an adequate level of reimbursement, by third-party payors in the United States and other countries may impact future revenues, financial condition and results of operations;
- Shire conducts its own manufacturing operations for certain of its products and is reliant on third party contractors to manufacture other products and to provide goods and services. Some of Shire’s products or ingredients are only available from a single approved source for manufacture. Any disruption to the supply chain for any of Shire’s products may result in Shire’s inability to continue marketing or developing a product or may result in Shire being unable to do so on a commercially viable basis for a significant period of time;
- the development, approval and manufacturing of Shire’s products is subject to extensive oversight by various regulatory agencies. Submission of an application for regulatory approval of any of our product candidates, such as our planned submission of an NDA for Application to the FDA for Lifitegrast, may be delayed for any number of reasons and, once submitted, may be subject to regulatory review and ultimately rejected. Moreover, regulatory approvals or interventions associated with changes to manufacturing processes could lead to significant delays, increase in operating costs, lost product sales, an interruption of manufacturing activities or the delay of new product launches;
- the actions of certain customers could affect Shire’s ability to sell or market products profitably. Fluctuations in buying patterns by such customers can adversely impact Shire’s revenues, financial condition or results of operations;
- investigations or enforcement action by regulatory authorities or law enforcement agencies relating to Shire’s activities in regulated markets in which it operates may result in significant legal costs and the payment of substantial compensation;
- adverse outcomes in legal matters and other disputes, including Shire’s ability to enforce and defend patents and other intellectual property rights required for its business, could have a material adverse effect on Shire’s revenues, financial condition and results of operations;
- Shire faces intense competition for highly qualified personnel from other companies, academic institutions, government agencies and organizations. Shire is undergoing a corporate reorganization and the consequent uncertainty could adversely impact Shire’s ability to attract and/or retain the highly skilled personnel needed for Shire to meet its strategic objectives;

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- Shire’s proposed acquisition of NPS Pharma may not be consummated due to the occurrence of an event, change or condition that gives rise to the termination of the merger agreement;
- a governmental or regulatory approval required for the proposed acquisition of NPS Pharma may not be obtained, subject to conditions that are not anticipated, or another condition to the closing of the proposed acquisition may not be satisfied;
- NPS Pharma may be unable to retain and hire key personnel and/or maintain its relationships with customers, business partners pending the consummation of the proposed acquisition by Shire, or NPS Pharma’s business may be disrupted by the proposed acquisition, including increased costs and diversion of management time and resources;
- difficulties in integrating NPS Pharma into Shire may lead to the combined company not being able to realize the synergies, efficiencies, cost savings, revenue enhancements, synergies or other benefits at the time anticipated or at all;
- and other risks and uncertainties detailed from time to time in Shire’s or NPS Pharma’s filings with the U.S. Securities and Exchange Commission, including their respective most recent Annual Reports on Form 10-K.

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Shire and NPS Pharma – Leadership in rare disease

Shire is acquiring NPS Pharma, a significant step on our journey to become a leading biotechnology company

Building on NPS Pharma's success, we will use our GI market expertise, rare disease patient identification and management capabilities, and global footprint to deliver NPS Pharma's products to patients worldwide

The transaction will enhance Shire's growth profile and is expected to be accretive to Non GAAP EPS from 2016 onward

NPS Pharma is a biopharmaceutical company focused on rare diseases



History

- Founded in 1986, with an early focus on osteoporosis and thyroid
- Acquired Allelix Pharmaceuticals in 1999 to specialize in rare disease first-in or best-in-class disease therapies

Key Products

- GATTEX[®]/REVESTIVE[®] (teduglutide) for the treatment of short bowel syndrome (SBS), a rare GI condition, launched in the U.S. (Q1 2013) and Europe (Q3 2014)
- NATPARA[®]/NATPAR[®] (recombinant parathyroid hormone) for the treatment of hypoparathyroidism (HPT), a rare endocrine disease, in registration phase in the U.S. and EU

General Facts

- NASDAQ listed (NASDAQ: NPSP)
- Headquarters: Bedminster, NJ, U.S.
- Operations in the U.S., Canada, Europe, Latin America, and Japan
- More than 350 employees

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