This document comprises a supplementary prospectus relating to New Shire for the purpose of Prospectus Rule 3.4 and has been prepared in accordance with the Prospectus Rules made under section 73A of the Financial Services and Markets Act 2000, as amended (**"FSMA"**). This document has been approved as a supplementary prospectus under section 87A of FSMA. A copy of this document has been filed with the Financial Services Authority and made available to the public as required by Prospectus Rule 3.2.

This document is supplemental to and must be read in conjunction with the Prospectus. Save as disclosed in this document, since the publication of the Prospectus there have been no other significant new factors, material mistakes or inaccuracies relating to the information included in the Prospectus. YOU SHOULD READ THIS DOCUMENT AND THE PROSPECTUS IN THEIR ENTIRETY, AND IN PARTICULAR THE SECTION OF THE PROSPECTUS HEADED "RISK FACTORS".

Except where the context otherwise requires, capitalised terms used in this document have the meanings ascribed to them in the "Definitions" and "Glossary of Scientific Terms and Abbreviations" sections of the Prospectus found on pages 311 to 317 of the Prospectus.

To the extent that there is any inconsistency between a statement in this document and a statement in the Prospectus, the statement in this document will prevail.

The Directors, whose names appear on page 6 of this document, and New Shire, whose registered office is 22 Grenville Street, St Helier, Jersey JE4 8PX, are responsible for the information contained herein. The Directors and New Shire declare that, having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Application will be made to the UK Listing Authority for the New Shire Ordinary Shares to be admitted to the Official List and to the London Stock Exchange for the New Shire Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities, which together, under the Listing Rules of the UK Listing Authority, will constitute official listing on a stock exchange. If the Scheme proceeds as presently envisaged, it is expected that admission to the Official List of the New Shire Ordinary Shares will become effective, and that dealings in New Shire Ordinary Shares on the London Stock Exchange's main market for listed securities will commence, on May 23, 2008.

No New Shire Ordinary Shares have been marketed to, nor are any available for purchase or exchange, in whole or in part, by, the public in the United Kingdom or elsewhere in connection with the admission to the Official List. This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in New Shire.

Shire

Shire Limited

(Incorporated in Jersey with registered number 99854)

Supplement to the Prospectus in respect of Introduction of up to 700,000,000 Ordinary Shares of 5 pence each to the Official List

Sponsored by Morgan Stanley & Co. International plc

Morgan Stanley & Co. International plc is acting exclusively for Old Shire and New Shire and no-one else in connection with the listing of the New Shire Ordinary Shares and is not, and will not be, responsible to anyone other than Old Shire and New Shire for providing the protections afforded to clients of Morgan Stanley & Co. International plc or for providing advice in connection with the listing of the New Shire Ordinary Shares.

The date of this document is April 29, 2008.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore this document may not be distributed or published in any jurisdiction except under circumstances which result in compliance with any applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

THIS DOCUMENT DOES NOT CONSTITUTE AN INVITATION OR OFFER TO SELL OR THE SOLICITATION OF AN INVITATION OR OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED, EXCHANGED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

Securities may not be offered or sold in the United States unless they are registered under the US Securities Act of 1933, as amended, or are exempt from such registration. The New Shire Ordinary Shares will not be, and are not required to be, registered with the US Securities and Exchange Commission under the US Securities Act of 1933, as amended, in reliance on the exemption from registration provided by Section 3(a)(10) thereof. **Neither the SEC nor any other US federal or state securities commission or regulatory authority has approved or disapproved the New Shire Ordinary Shares or passed on the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.**

INFORMATION FOR UNITED STATES SHAREHOLDERS

In the United States, this document is being furnished to Old Shire Shareholders and registered holders of Old Shire ADSs solely to explain the Proposals and describe the action recommended to be taken by Old Shire Shareholders in relation to the Court Meeting and EGM. This document is personal to each Old Shire Shareholder and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire New Shire Ordinary Shares. This document is not an offer of securities for sale in the United States. The New Shire Ordinary Shares to be issued to Old Shire Ordinary Shareholders in connection with the Scheme will not be, and are not required to be, registered with the SEC under the US Securities Act in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of that act. For the purpose of qualifying for the Section 3(a)(10) exemption with respect to the New Shire Ordinary Shares issued pursuant to the Scheme, Old Shire will advise the High Court that it will rely on the Section 3(a)(10) exemption based on the High Court's sanctioning of the Scheme, which will be relied upon by Old Shire as an approval of the Scheme following a hearing on its fairness to Old Shire Ordinary Shareholders at which hearing all such Old Shire Ordinary Shareholders will be entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been or will be given to all such shareholders.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT, ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

Cautionary statement regarding forward-looking statements

Statements included herein that are not historical facts are forward-looking statements. Such forward-looking statements involve a number of risks and uncertainties and are subject to change at any time. In the event such risks or uncertainties materialize, Shire Group's results could be materially affected. The risks and uncertainties include, but are not limited to, risks associated with: the inherent uncertainty of pharmaceutical research; product development including, but not limited to, the successful development of JUVISTA® (Human TGFβ3) and velaglucerase alfa (GA-GCB); manufacturing and commercialization including, but not limited to, the launch and establishment in the market of VYVANSE™ (lisdexamfetamine dimesylate) (Attention Deficit and Hyperactivity Disorder ("ADHD")); the impact of competitive products including, but not limited to, the impact of those on the Shire Group's ADHD franchise; patents including, but not limited to, legal challenges relating to Shire Group's ADHD franchise; government regulation and approval including, but not limited to, the expected product approval date of INTUNIV™ (guanfacine extended release) (ADHD); Old Shire's ability to secure new products for commercialization and/or development; and other risks and uncertainties detailed from time to time in Old Shire's filings with the Securities and Exchange Commission, including

Old Shire's Annual Report on Form 10-K for the year to December 31, 2007. Except as required by the Listing Rules, the Disclosure and Transparency Rules, the Prospectus Rules, the London Stock Exchange or otherwise required by law, New Shire expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in New Shire's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Enforceability of judgments

Old Shire is a public limited company incorporated under the laws of England and Wales and New Shire is a public company limited by shares incorporated under the laws of Jersey. Certain of the Directors of New Shire and Old Shire are citizens or residents of countries other than the United States. Substantially all or a significant portion of the assets of such persons and a significant proportion of the assets of Shire Group are located outside the United States. As a result, it may not be possible to effect service of process within the United States upon such persons or New Shire and/or Old Shire, or to enforce against them judgments of US courts, including judgments predicated upon civil liabilities under the securities laws of the United States or any state or territory within the United States. There is substantial doubt as to the enforceability in the United Kingdom in original actions or in actions for enforcement of judgments of US courts, based on the civil liability provisions of US federal securities laws.

Notice to US Investors

Certain of the financial information included in this document and the Prospectus has been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to the financial statements of US companies. US generally accepted accounting principles (US GAAP) differ in certain significant respects from International Financial Reporting Standards (IFRS). Certain of the financial information in this document and the Prospectus has not been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

This document is supplemental to, and should be read in conjunction with, the Prospectus dated 16 April 2008 which is available on Shire Group's website at www.shire.com.

PART 1 – DECISION ON APPROVAL OF THE VYVANSE ADULT INDICATION, ACQUISITION OF METAZYME™ AND FINANCIAL RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2008

Following the publication of the Prospectus:

(a) on April 23, 2008, Old Shire announced the FDA approval of Old Shire's sNDA for the use of VYVANSE in the treatment of ADHD in adults;

(b) on April 24, 2008, Old Shire announced the acquisition of arylsufatase–A ("ASA"), an enzyme replacement therapy ("ERT") in Phase 1-2 clinical trials, being investigated for the treatment of Metachromatic Leukodystrophy ("MLD"), from Zymenex A/S ("Zymenex"); and

(c) on April 25, 2008, Old Shire announced the unaudited financial results of Shire Group for the three months ended March 31, 2008.

The Directors regard this information as comprising significant new factors relating to information contained in the Prospectus and accordingly have prepared and published this document in accordance with section 87G of FSMA, the Prospectus Rules and Listing Rules. Save as disclosed in this Part 1, there is no further information that is required to be disclosed in this supplementary prospectus pursuant to section 87G of FSMA.

1. Decision with respect to approval of the VYVANSE adult indication

The full text of the announcement dated April 23, 2008, relating to the FDA approval of Old Shire's sNDA for the use of VYVANSE in the treatment of ADHD in adults is hereby incorporated by reference into, and forms part of, this document. A copy of the full text of the announcement has been filed with the UK Listing Authority and is available on Shire Group's website at www.shire.com.

2. Acquisition of clinical candidate ASA, currently known as METAZYME™, a Phase 1-2 product, being investigated for the treatment of MLD

The full text of the announcement dated April 24, 2008, relating to the acquisition by Old Shire of ASA (an ERT in Phase 1-2 clinical trials for MLD) from Zymenex is hereby incorporated by reference into, and forms part of, this document. A copy of the full text of the announcement has been filed with the UK Listing Authority and is available on Shire Group's website at www.shire.com.

3. Financial results of Shire Group for the three months ended March 31, 2008

The full text of the announcement dated April 25, 2008, containing the unaudited US GAAP financial results of Shire Group for the three months to March 31, 2008, is hereby incorporated by reference into, and forms part of, this document. A copy of the full text of the announcement has been filed with the UK Listing Authority and is available on Shire Group's website at www.shire.com.

The following list is intended to enable investors to easily identify specific items of information which have been incorporated by reference into this document and the Prospectus:

FDA decision with respect to approval of the VYVANSE adult indication	Public announcement to a RIS made by Old Shire on April 23, 2008
Acquisition of clinical candidate ASA (currently known as METAZYME™)	Public announcement to a RIS made by Old Shire on April 24, 2008
Financial results for Shire Group for the three months ended March 31, 2008	Public announcement to a RIS made by Old Shire on April 25, 2008

Any information that is incorporated by reference into documents which are incorporated into this document is not incorporated by reference into this document.

PART 2 – ADDITIONAL INFORMATION

1. Responsibility Statement

The Directors, whose names and principal functions are set out in paragraph 2 below, and New Shire accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and New Shire (who have each taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omissions likely to affect its import.

2. Directors

The names and principal functions of the Directors are as set out below:

Director	Position
Dr James Cavanaugh	Chairman
Mr Matthew Emmens	Chief Executive
Mr Angus Russell	Finance Director
Dr Barry Price	Non-Executive Director
Mr Robin Buchanan	Non-Executive Director
Mr David Kappler	Non-Executive Director
Mr Patrick Langlois	Non-Executive Director
Dr Jeffrey Leiden	Non-Executive Director
Ms Kate Nealon	Non-Executive Director
Mr David Mott	Non-Executive Director
Dr Michael Rosenblatt	Non-Executive Director

Dr Michael Rosenblatt became a director of New Shire on April 28, 2008.

The business address of each of the Directors is 22 Grenville Street, St Helier, Jersey JE4 8PX.

3. Documents available for inspection

In addition to those documents set out in paragraph 21 of Part 5 of the Prospectus, copies of this document and all the information incorporated by reference herein may be inspected at the offices of New Shire's solicitors, Slaughter and May, at One Bunhill Row, London EC1Y 8YY and the registered office of New Shire at 22 Grenville Street, St Helier, Jersey JE4 8PX during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until close of business on the day of the Court Meeting and the EGM and will also be available for inspection for 15 minutes before and during the Court Meeting and the EGM.