

May 29, 2014

Press release:

Mitsubishi Tanabe Pharma Corporation

Announcement of Merger (Simplified Merger and Short form Merger) of Consolidated Subsidiary

At a Board of Directors meeting held today, Mitsubishi Tanabe Pharma Corporation (hereinafter the “Company”) resolved to merger of a consolidated subsidiary Benesis Corporation (hereinafter “Benesis”) into the Company, effective October 1, 2014, as outlined below. Since this merger is a simplified merger of a 100% consolidated subsidiary, the disclosure of certain items and details has been omitted.

1. Purpose of Merger

On October 1, 2012, the plasma fractionation operations of Benesis were transferred to the Japan Blood Products Organization. The operational activities of Benesis have declined, and on April 1, 2014, employees of Benesis were reassigned to the Japan Blood Products Organization. As a result of these factors, the Company determined that the role of Benesis has come to an end and decided to implement this merger with the objective of achieving rationalized, more-efficient Group management.

2. Summary of Merger

(1) Schedule

Merger resolution by Board of Directors	May 29, 2014
Merger contract date	May 29, 2014
Expected merger date (effective date)	October 1, 2014 (planned)

(Note) Since this is a simplified merger provided in Company Law article 796 clause 3 for the Company and a short form merger provided in Corporate Law article 784 clause 1 for Benesis, the Company and Benesis are proceeding the merger without receiving approval at the shareholder’s meeting.

(2) Merger Method

The Company shall be the surviving company under absorption-type merger, and Benesis shall be dissolved.

(3) Description of Allotments Resulting from Merger

New shares will not be issued and funds will not be delivered, due to the merger.

(4) Handling of Subscription Rights to Shares and Bonds with the Dissolved Company
Not applicable

(5) Overview of Companies in Merger (As of March 31, 2014)

	Surviving company	Dissolved company
Company name	Mitsubishi Tanabe Pharma Corporation	Benesis Corporation
Business description	Manufacture and sales of pharmaceuticals	Manufacture and sales of pharmaceuticals
Establishment date	December 15, 1933	October 1, 2002
Head office location	2-6-18, Kitahama, Chuo-ku, Osaka, Japan	2-6-18, Kitahama, Chuo-ku, Osaka, Japan
Representative officer	Michihiro Tsuchiya, President and CEO	Kouji Noborihayashi, President and CEO
Capital	JPY 50 billion	JPY 100 million
Number of outstanding shares	561,417,916 shares	60,000 shares
Settling day	March 31	March 31
Major shareholders and shareholding ratios	Mitsubishi Chemical Holdings Corporation, 56.34% The Master Trust of Japan, Ltd., 3.97% Noppon Life Insurance Company, 2.42% Japan Trustee Service Bank, Ltd., 1.68% The Bank of Tokyo-Mitsubishi UFL, Ltd., 1.29%	Mitsubishi Tanabe Pharma Corporation, 100%
Operation results and financial status of FY2013		
	Mitsubishi Tanabe Pharma Corporation (consolidated)	Benesis Corporation (non-consolidated)
Net assets	JPY 777,837million	JPY 22,703million
Total assets	JPY 886,476 million	JPY 23,517million
Net assets per share	JPY 1,365.52	JPY 378,383.87
Net sales	JPY 412,675 million	JPY 0
Operating income	JPY 59,119 million	JPY 0
Ordinary income	JPY 61,873million	(JPY 299million)
Net income	JPY 45,393million	(JPY 784million)
Net income per share	JPY 80.92	(JPY 13,067.84)

3. Situation following Merger

The corporate name, address, as well as names and titles of the representative officers or business description, capital and settling day will not change due to the merger.

4. Future Prospects

Since this is a merger of a wholly-owned subsidiary, there is no impact on the consolidated business results of the Company due to the merger.

<Reference>

Financial results for FY2013 and forecasts for FY2014 announced on May 8, 2014

[million yen]

	Net sales	Operating income	Ordinary income	Net income
Forecasts for FY2014	409,000	60,000	61,500	40,500
Actual for FY2013	412,675	59,119	61,873	45,393

End