



September 19, 2013

Mitsubishi Chemical Holdings Corporation

**Notice Regarding Completion of Acquisition of Shares of Medicago, Inc.,  
a Pharmaceutical Company Based in Canada,  
Which Has Become a Subsidiary of Mitsubishi Tanabe Pharma**

Mitsubishi Chemical Holdings Corporation (Head office: Chiyoda-ku, Tokyo; President: Yoshimitsu Kobayashi) announces that its subsidiary, Mitsubishi Tanabe Pharma Corporation (Head office: Chuo-ku, Osaka; President: Michihiro Tsuchiya) completed all of the procedures for the acquisition of Medicago, Inc., a pharmaceutical company based in Canada, on September 18, 2013 (Canada time). Please refer to the attached press release for details.

For further information, please contact:  
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September 19, 2013

Press release:

Mitsubishi Tanabe Pharma Corporation

**Notice Regarding Completion of Acquisition of Shares of Medicago, Inc.,  
a Pharmaceutical Company Based in Canada, Which Has Become  
a Subsidiary of Mitsubishi Tanabe Pharma**

On September 18, 2013 (Canada time), Mitsubishi Tanabe Pharma (head office: Osaka, Japan, President and Representative Director: Michihiro Tsuchiya) completed all of the procedures for the acquisition of Medicago, Inc., a pharmaceutical company based in Canada, which was announced on July 12, 2013. As a result of this acquisition, Medicago has become a subsidiary of Mitsubishi Tanabe Pharma. Going forward, Medicago will be operated as a joint venture owned 60% by Mitsubishi Tanabe Pharma and 40% by Philip Morris Investments B.V. (Head office: Bergen op Zoom, the Netherlands).

1. Number of shares acquired, acquisition price, and percentage of ownership before and after acquisition

(1) Number of shares held before transfer

15,385,000 shares      (Number of voting rights: 15,385,000)  
(Percentage of voting rights: 5.8%\*)

(2) Number of shares acquired

149,550,599 shares      (Number of voting rights: 149,550,599)

(3) Acquisition price

Medicago common stock: CAD173 million

(4) Number of shares held after transfer

164,935,599 shares      (Number of voting rights: 164,935,599)  
(Percentage of voting rights: 60.0%)

\* Mitsubishi Tanabe Pharma announced the percentage of voting rights as 6.0% on July 12, 2013. The latest percentage was changed into 5.8% because of the exercise of warrants and stock options.

2. Future outlook

The influence of this acquisition on the consolidated results of Mitsubishi Tanabe Pharma is currently being determined, and notice will be provided promptly if it is determined that the Company's results forecast needs to be revised.

### 3. Others

Mitsubishi Tanabe Pharma and Medicago made a joint release on September 18, 2013 (Canada time) as per attached sheet.

End

**PRESS RELEASE**  
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**Mitsubishi Tanabe Pharma Completes Acquisition of Medicago.**

**Osaka, Japan and Quebec City, Canada – September 18, 2013** – Mitsubishi Tanabe Pharma Corporation (TSE: 4508) (“**Mitsubishi Tanabe Pharma**” or “**MTPC**”) and Medicago Inc. (TSX: MDG) announced today the completion of the previously announced acquisition of Medicago Inc. by MTPC.

On September 18, 2013, 9284-9686 Québec Inc., a subsidiary of MTPC, acquired all of the outstanding common shares of Medicago, other than the common shares currently held by MTPC and Philip Morris Investments B.V. (“**PMI**”) an affiliate of Philip Morris International Inc., pursuant to the terms of an arrangement agreement made as of July 12, 2013. As a result, Medicago has become jointly owned by MTPC (60%) and PMI (40%). Shareholders of Medicago, as of the effective date of the arrangement, will be entitled to receive \$1.16 per common share in cash, and holders of warrants and stock options will be entitled to receive a cash payment equal to the difference between \$1.16 and the exercise price of any warrant or stock option they hold.

The common shares of Medicago will be delisted from trading on the Toronto Stock Exchange, at the end of trading on September 19, 2013.

“We are very pleased with the completion of this transaction and welcome Medicago to our group. We look forward to working with Medicago’s management and employees as well as all the stakeholders to develop highly effective and competitive vaccines based on Medicago’s proprietary technologies to contribute to the healthier lives of people around the world,” said Dr. Michihiro Tsuchiya, President and Chief Executive Officer of MTPC.

“I would like to sincerely thank our employees, investors, partners and board members for their important contribution leading to Medicago’s success, said Andy Sheldon, President and Chief Executive Officer of Medicago. I would also like to thank our corporate partners MTPC and PMI for their confidence in Medicago. We look forward to working closely with them to ensure our innovative, effective and cost efficient technology and products are brought to market”.

The acquisition of Medicago will be entirely satisfied with cash and sufficient funds have been deposited with Computershare Investor Services Inc. to enable it to make payments to Medicago shareholders, warrant holders and option holders pursuant to the terms of the arrangement agreement. Letters of Transmittal have been mailed to registered shareholders of Medicago and are also available on SEDAR at [www.sedar.com](http://www.sedar.com). The Letters of Transmittal explain how registered Medicago shareholders can deposit and obtain payment for their shares. Registered Medicago shareholders must return duly completed Letters of Transmittal to Computershare Investor Services Inc. in order to receive the consideration to which they are entitled for their shares. Non-registered shareholders should carefully follow the instructions from the broker or other financial intermediary that holds shares on their behalf.

**About Medicago**

Medicago is a clinical-stage biopharmaceutical company developing novel vaccines and therapeutic proteins to address a broad range of infectious diseases worldwide. Medicago is committed to providing highly effective and competitive vaccines and therapeutic proteins based on its proprietary VLP and manufacturing technologies. Medicago is a worldwide leader in the development of VLP vaccines using a transient expression system which produces recombinant vaccine antigens in plants. This technology has potential to offer more potent vaccines with speed and cost advantages over competitive technologies, enabling the development of a vaccine for testing in approximately one month after the identification and reception of genetic sequences from

a pandemic strain. This production time frame has the potential to allow vaccination of the population before the first wave of a pandemic, and supply large volumes of vaccine antigens to the world market. Medicago also intends to expand development into other areas such as biosimilars and biodefense products where the benefits of our technologies can make a significant difference. Additional information about Medicago is available at [www.medicago.com](http://www.medicago.com).

#### **About Mitsubishi Tanabe Pharma**

Mitsubishi Tanabe Pharma is a research-driven pharmaceutical company based in Japan, specializing in research, development and marketing of globally competitive pharmaceutical products focused on the field of autoimmune disease, diabetes and kidney disease, and CNS disease. Mitsubishi Tanabe Pharma contributes to the healthier lives of people around the world through the creation of pharmaceuticals that respond to unmet medical needs. Additional information about MTPC is available at <http://www.mt-pharma.co.jp/e>.

#### **Forward Looking Statements**

*This news release includes certain forward-looking statements or forward-looking information for the purposes of applicable securities laws and such statements and information are based upon current expectations, which involve risks and uncertainties associated with Medicago's business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", and similar expressions to the extent they relate to Medicago or its management. The forward-looking statements are not historical facts, but reflect Medicago's current expectations regarding future results or events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including the matters discussed under "Risk Factors and Uncertainties" in Medicago's Annual Information Form filed on March 28, 2013, with the regulatory authorities. Medicago assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements.*

#### **For further information:**

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