

Miraca Holdings to Acquire Caris Life Sciences' Anatomic Pathology Business

October 6, 2011 | Tokyo, Japan & Irving, Texas – Miraca Holdings Inc. (“Miraca”), Japan’s largest clinical diagnostics and laboratory testing service provider, and Caris Life Sciences, Inc. (“CLS”), a privately-held company headquartered in Texas and specializing in the development and commercialization of the highest quality anatomic pathology, molecular profiling, and blood-based diagnostic technologies, today announced that the two companies have reached a definitive agreement under which Miraca will acquire the anatomic pathology business operated by Caris Diagnostics, Inc. (“CDx,” a 100% subsidiary of CLS) and its subsidiaries and affiliates. The total purchase price shall be \$725 million, including the repayment of the existing debt, subject to customary post-closing price adjustments. The transaction does not include CLS’ Caris Target Now™ molecular profiling service or Carisome™ circulating microvesicle technology, currently under development.

CDx is a leading pathology company specializing in gastrointestinal pathology, dermatopathology, hematopathology and urologic pathology services. Providing nationwide laboratory testing services out of three state-of-the-art laboratories in Irving, Texas, Newton, Massachusetts, and Phoenix, Arizona, CDx provides diagnosis and prognosis services for more than 3,500 patients daily. With cutting-edge technology and more than 70 industry-leading pathologists, CDx consistently provides the highest level of quality and service, and has earned the trust of medical practitioners in the U.S., growing revenue by a 40% CAGR over the past six years.

Miraca supplies diagnostic products to over 100 countries worldwide through its subsidiary Fujirebio Inc., and provides comprehensive support for laboratory testing with advanced technologies and an extensive nationwide network in Japan through its subsidiary SRL, Inc. As part of Miraca’s strategy to expand its business globally, the acquisition of CDx will substantially expand Miraca’s footprint in the U.S. laboratory testing market, which is larger and

faster growing as compared to Japan. Miraca will leverage this platform to further expand its presence in the U.S. through both internal and external opportunities.

Dr. Hiromasa Suzuki, President and CEO of Miraca, said, “David and his team have successfully built a company with a strong commitment to service and quality and a focus on providing the best patient care possible. We, at Miraca, believe in the same vision and are excited to pursue it together with our new colleagues at CDx.”

Since 2005, Caris Life Sciences has been committed to creating a unique, academic-caliber pathology practice and improving patient care through better diagnostics. The company also provides Caris Target Now, an evidence-based molecular profiling service that matches molecular data generated from a patient’s tumor with biomarker/drug associations derived from clinical literature. The result is a report that lists which therapeutic options are more likely to elicit a response, as well as those that are likely to be ineffective. In addition, Caris is currently developing a series of blood tests utilizing the patented Carisome™ platform — a proprietary, blood-based testing technology for diagnosis, prognosis, and theranosis of cancer and other complex diseases.

“I am pleased to have found such a likeminded partner to acquire the pathology services business. Miraca shares our vision for changing healthcare globally through better diagnostics and has demonstrated a dedication to high quality, which is a passion at Caris,” said David D. Halbert, Caris’ Chairman and CEO. “This agreement also serves as a springboard for potential partnership opportunities related to the Caris Target Now and Carisome platforms in the important Japanese market. I look forward to seeing the growth of the pathology business under Miraca’s leadership, as well as the growth and success we will experience in molecular diagnostics, prognostics and theranostics, as a direct result of this transaction.”

The closing of Miraca’s acquisition is subject to completing a spin-off of CLS’ Caris Target Now and Carisome businesses into a single entity under the Caris Life Sciences name, as well as the satisfaction of customary closing conditions.

About Miraca Holdings

With group net sales of ¥165.7 billion (FYE 3/2010), Miraca Holdings, a Japan-based holding company in the healthcare sector, is engaged in the business consisting of three segments: (i) development, manufacture, and commercialization of in vitro diagnostics, (ii) clinical laboratory testing, and (iii) other healthcare related businesses, which are conducted by its subsidiaries and affiliates including Fujirebio Inc., a leading supplier of in vitro diagnostics in Japan, and SRL, Inc. ("SRL"), Japan's largest commercial laboratory. SRL offers comprehensive clinical laboratory testing services to medical institutes throughout the nation, ranging from general testing to esoteric testing, including gene-based tests.

About Caris Life Sciences

Caris Life Sciences, a leading biosciences company, specializes in the development and commercialization of the highest quality anatomic pathology, molecular profiling and blood-based diagnostic technologies, in the fields of oncology, dermatopathology, hematopathology, gastrointestinal pathology and urologic pathology. The company provides academic-caliber consultations for thousands of patients a day, through its industry-leading team of expert, subspecialty pathologists. Caris also offers advanced molecular analyses of patient samples through prognostic testing services and genomic, transcriptomic, and proteomic profiling to assist physicians in their treatment of cancer. Currently, Caris is developing a series of blood tests utilizing the patented Carisome™ platform — a proprietary, blood-based testing technology for diagnosis, prognosis, and theranosis of cancer and other complex diseases. The company is headquartered in the Dallas metroplex, and operates laboratories at the headquarters, as well as in the Phoenix and Boston metro areas.

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