19-D-0191
Initial Release: May 31, 2019
Correction: July 19, 2019

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

Takeda Pharmaceutical Company Limited (security code: 4502)

<Assignment>
Bonds (Dated subordinated bonds): A-

Rationale

<Issuer's Profile>

Takeda Pharmaceutical Company Limited (the "Company") is Japan's leading pharmaceutical company. It acquired in January 2019 Shire plc ("Shire") and expanded its revenue to more than 3 trillion yen and adjusted EBITDA on a pro-forma basis to approximately 1 trillion yen.

Although it will incur a net loss for the fiscal year ending March 2020 (FY2019), primary reason for the loss is a recording of temporary expenses related to the acquisition of Shire. JCR sees that the Company will be able to secure a certain level of revenue for the time being thanks to factors including growth of the mainstay therapeutic agents for ulcerative colitis. JCR assumes that it will keep a high cash flow generating ability over a medium term, given the expected creation of cost synergy and improvement of cost efficiency. Its interest-bearing debt reached 5.7 trillion yen as of March 31, 2019. Its net debt/adjusted EBITDA was 4.7x. The Company plans to reduce the net debt/adjusted EBITDA to 2x or less in the medium term. JCR assumes that the Company will reduce this ratio in a stepwise manner against the backdrop of the high and stable cash flow. Proceeds from sales related to the agreements on divestitures of the 2 products entered into in May in part will be appropriated for reduction of the interest-bearing debt.

<Rationale for Rating on Securities >

JCR rated the Subordinated Bonds at a level two notches below the long-term issuer rating for the Company.

In rating hybrid securities including subordinated bonds, JCR sees: (i) the probability of deferral of interest or dividend payments in accordance with the deferral clause (probability of deferral) is usually higher than the probability of the Company's falling into default (probability of default); and (ii) ranking of claims to those securities at the time of bankruptcy is subordinated to the ranking of claims to the ordinary debts, and as a result, the probability of recovery is low (subordination property).

Ranking of claims to the Subordinated Bonds at the time of the Company's bankruptcy ranks pari passu with the first preferred stock and is subordinated to all other debts (excluding subordinated debts ranking pari passu with the Subordinated Bonds). Furthermore, an optional interest suspension clause is stipulated for the interest payments. JCR views that the probability of the actual suspension of the interest payments is low at the moment, taking into account, among others, the Company's financial conditions. JCR decided the notching from the long-term issuer rating in light of such subordination property and the deferral clause.

<Assessment of Equity Content of Securities and Rationale>

JCR determined the equity content of the Subordinated Bonds at "medium" or "50" (against 100 of a stock).

JCR takes into account that "there is no obligation to redeem principal or no maturity," "there is no obligation to pay dividends" and "ranking of claims at the time of bankruptcy is subordinated" when assessing equity content of hybrid securities.

While the period to maturity is extremely long 60 years for the Subordinated Bonds, early redemption is possible after a lapse of 5 years from the bond issuance. In addition, early redemption or purchase upon occurrence of Tax Events or Rating Events owing to changes in assessment of equity content by a credit rating agency is possible. As for the interest rate step-up, which gives incentives for early redemption, the rate is set to step up by 25 bps after a lapse of 10 years from the bond issuance and 75 bps after 25 years (100 bps in total). Given such structure, discretion regarding redemption will not be materially constrained until as long as 25 years have passed. JCR incorporates this into the assessment of permanence of the principal.

While the shelf registration supplements indicate the Company's intention to replace the Subordinated Bonds by issuing replacement securities, etc. at the time of early redemption, they also include the statements to enable the Company to forgo the replacement in cases where major indicators of financial soundness will not weaken from the time of reference. Given the requirements set forth in such statements, effectiveness of the replacement language is hardly sufficient. However, the Company has clearly expressed its intention to improve its financials and has also explained to JCR that it assumes that, when it needs to ensure financial soundness, the Subordinated Bonds will be replaced with the instruments that are deemed to have the same or higher level of equity content. JCR therefore considers it is unlikely that the Company will make early redemption without replacement when its creditworthiness declines and incorporated this view into the assessment of the effective redemption obligation and maturity for the Subordinated Bonds. This judgment reflects, along with other factors, that: (i) JCR, based on hearing from the Company, was able to ascertain the Company's future financial management policy including the position of the Subordinated Bonds; (ii) the Company has been winning confidence of investors and creditors to date by maintaining good relations with them in the financial market; and (iii) it will probably put extra efforts in gaining confidence of a wide group of investors and creditors at home and abroad from whom it raised funds for the recent large-scale acquisition.

As for the interest, the fact that there is no clause for mandatory interest suspension weakens the similarity of the Subordinated Bonds to common stock. However, the optional interest suspension clause provides a mechanism whereby the interest payments can be suspended in a stressful situation. JCR took into consideration the mechanisms for maturity and interest suspension, as well as other factors including the ranking of claims to the Subordinated Bonds at the time of bankruptcy being subordinated to the ranking of claims to the senior obligations of the Company.

After a lapse of 5 years from the bond issuance, JCR will consider lowering the assessment of the equity content to "low" or "25" (against 100 of a stock) in relation to the assessment of the step-up structure for the interest rate.

Akihisa Motonishi, Yosuke Sato for Issuer
Kiichi Sugiura, Kenji Sumitani for Hybrid Securities

Rating

Issuer: Takeda Pharmaceutical Company Limited

<Assignment>

Issue	Amount	Issue Date	Due Date	Coupon	Rating
1st Series Deferrable Interest and Callable Unsecured Subordinated Bonds					
	JPY 500 bn	June 6, 2019	June 6, 2079	(Note)	A-

(Note): 1.72% per annum from the Issue Date to the interest payment date in October 2024. 6M Euro Yen LIBOR + 1.75% from the next day of the interest payment date in October 2024 to the interest payment date in October 2029, and 6M Euro Yen LIBOR + 2.00% from the next day of the interest payment date in October 2029 to the interest payment date in October 2044. 6M (2M from the next day of the interest payment date in April 2079 to the maturity date) Euro Yen LIBOR + 2.75% on and after the next day of the interest payment date in October 2044.

Early Redemption/Purchase:	Redemption after a lapse of 5 years from the bond issuance Redemption upon occurrence of Tax Events or Rating Events Purchase
Replacement:	There has been representation of intention for replacement at the time of the early redemption.
Optional Interest Suspension:	The Issuer may suspend interest payments at its discretion.
Mandatory Interest Suspension:	No provisions
Accumulation/Non-Accumulation:	Accumulation
Ranking of Claims:	The Subordinated Bonds are subordinated to all other debts (excluding the subordinated debts ranking pari passu with the Subordinated Bonds) and rank pari passu with the first preferred stock.

<Reference>

Long-term Issuer Rating: A+ Outlook: Stable

Rating Assignment Date: May 31, 2019

The criteria used for identifying matters which serve as assumptions for the assessment of the credit status, and the criteria used for setting of grades indicating the results of the assessments of the credit status are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (https://www.jcr.co.jp/en/).

Outline of methodology for determination of the credit rating is shown as "JCR's Rating Methodology" (November 7, 2014), "Pharmaceuticals" (December 7, 2011), "Ratings of Hybrid Securities" (September 10, 2012) and "Rating Methodology for Assessment of Hybrid Securities' Equity Content" (July 27, 2017) in Information about JCR Ratings on JCR's website (https://www.jcr.co.jp/en/).

This press release is a corrected release dated July 19, 2019 because there was a mistake as shown below in the initial release on May 31, 2019.

<Assessment of Equity Content of Securities and Rationale>: in the third paragraph

Wrong sentence: Given such structure, constraint regarding discretion on the redemption will continue till as long as 25 years have passed.

Correct sentence: Given such structure, discretion regarding redemption will not be materially constrained until as long as 25 years have passed.

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INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	Takeda Pharmaceutical Company Limited
Rating Publication Date:	May 31, 2019

1 The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7

- Please see the news release.

2 The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7

- Please see the news release.

3 The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

- The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and business environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees.
- The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.

A) Business Bases
The likelihood of a given debt payment is highly conditional to its issuer's business bases - how they can be maintained/ expanded into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

B) Financial Grounds and Asset Quality
The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a financial institution might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

C) Liquidity Positions
The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions).

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as parent company, subsidiary, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

E) Order of Seniority in Debt Payment

The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

4 The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.

5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

- The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

- There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.

7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

- There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.

8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule17g-7

- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.

  A) Audited financial statements presented by the rating stakeholders

  B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

  C) Documentation of the rated financial product presented by the rating stakeholders

9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

- JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the publication by the issuer or some independent media or, otherwise, JCR analyst's scrutiny, etc.
- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.

10 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR received in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of credit rating, such as one in the ancillary business.

11 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

A) Business Bases

The credit rating is subject to alteration if there is improvement or deterioration of the issuer's business bases, since its revenue, etc. may improve or deteriorate by the change in its business management policies, clients' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the business bases is large.

B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's parent company or subsidiary, guarantor or other provider of credit enhancement, or the government of the issuer's business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its business bases, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

F) Rise and Fall in General Economy and Markets

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

G) Various Events

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's major shareholders, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

12 Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

https://www.jcr.co.jp/en/service/company/regu/nrsro/

13 Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

A) Business Bases

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's business bases and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's business bases on some drastic change in the operational environments, etc.

B) Financial Grounds and Asset Quality

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its business bases.

C) Liquidity Risks

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

D) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the order of seniority in repayment of interests and principal. JCR assumes the resultant change of the credit rating is most likely by a notch. The change could be as much as a few notches if the issuer's financial structure differs so much and thereby the balance between debts shifted so greatly. Rating change is also possible in case of the financial products for which non-payment of interest/ principal is contractually permissible, if and when the assumptions made at the time of its determination turns out to be inaccurate. The change of the credit rating is assumed to be by a notch but often as much as a few notches.

E) Rise and Fall in General Economy and Markets

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

14 Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

- The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

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Attachment

Attestation Required by Paragraph (a)(1)(iii) of Rule 17g-7

I, Mikiya Kubota, have responsibility to this Rating Action and to the best of my knowledge:

A) No part of the credit rating was influenced by any other business activities.

B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.

C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

窪田幹也

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General Manager of Corporate Rating Department I

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