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## News Release

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### **Merck KGaA, Darmstadt, Germany, Proposes Dividend Increase to AGM After a Year of Key Strategic Moves – Foundation Set for Further Organic Growth**

- **Major highlights of 2014 include offer for Sigma-Aldrich, alliance with Pfizer and integration of AZ Electronic Materials**
- **Merck KGaA, Darmstadt, Germany, proposes a dividend increase of € 0.05 to € 1.00**

Darmstadt, Germany, April 17, 2015 – Merck KGaA, Darmstadt, Germany, a leading company for innovative and top-quality high-tech products in healthcare, life science and performance materials, completed strategically important moves in 2014 to secure the future growth of the company. At the 20<sup>th</sup> Annual General Meeting (AGM) being held today in Frankfurt am Main, the company will propose to its shareholders a dividend increase of € 0.05 or 5.3% to € 1.00 per share.

“We made a promise and we delivered on that promise,” Karl-Ludwig Kley, Chairman of the Executive Board of Merck KGaA, Darmstadt, Germany, told shareholders. “Today we are strongly positioned in our three business sectors Healthcare, Life Science and Performance Materials. And we are poised for further organic growth after having established not only strong business sectors, but also innovation and growth platforms.”

Merck KGaA, Darmstadt, Germany, completed its efficiency program and achieved savings of € 360 million in 2014. At the same time, through its “Fit for 2018” transformation and growth program, the company achieved three important milestones in order to secure sustainable, profitable growth in the future. In 2014, Merck KGaA,

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#### Merck KGaA

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Darmstadt, Germany, completed the acquisition of the high-tech material manufacturer AZ Electronic Materials and agreed on the acquisition of the U.S. life science company Sigma-Aldrich. In November 2014, the company formed a strategic immuno-oncology alliance with Pfizer in order to develop anti-PD-L1 antibody avelumab of Merck KGaA, Darmstadt, Germany.

Over the course of the year, the share price of Merck KGaA, Darmstadt, Germany, rose by around 20%, thus achieving the highest increase in value in the DAX 30, the German blue chip index. The share price high of € 80.40 in 2014 was reached at the end of November. The upward trend has continued in 2015, during which the share price has clearly exceeded the € 100 mark.

In March, Merck KGaA, Darmstadt, Germany, reported on the results of 2014, which saw sales growth of 5.5% to € 11.3 billion (2013: € 10.7 billion) driven by good organic growth. EBITDA pre one-time items increased by 4.1% to € 3.4 billion (2013: € 3.3 billion), likewise due to good operational performance and the acquisition of AZ Electronic Materials.

The proposed increase in the dividend to € 1.00 per share reflects the successful development of Merck KGaA, Darmstadt, Germany. The total dividend payment takes into account the 1:2 share split in 2014 as well as the capital resources required for the company's further transformation steps.

For 2015, Merck KGaA, Darmstadt, Germany, expects a slight increase in organic sales over the previous year amid moderately positive foreign exchange effects. Due to the inclusion of AZ for a full fiscal year, a slight positive portfolio effect is also expected. Owing to the expected operating development and positive foreign exchange effects, Merck KGaA, Darmstadt, Germany, also forecasts a slight increase in EBITDA pre one-time items and business free cash flow in 2015. "If the acquisition of Sigma-Aldrich is completed by mid-2015 as planned, growth will be higher," said Kley. "In this case, we



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expect double-digit growth rates in net sales. EBITDA pre one-time items and business free cash flow would also increase sharply compared with 2014.”

Merck KGaA, Darmstadt, Germany, will publish a detailed forecast with the announcement of the results of the first quarter on May 19. This report will also for the first time reflect the new structure of the company comprising the three business sectors Healthcare, Life Science and Performance Materials.

All Merck KGaA, Darmstadt, Germany, press releases are distributed by e-mail at the same time they become available on the EMD Group Website. In case you are a resident of the USA or Canada please go to [www.emdgroup.com/subscribe](http://www.emdgroup.com/subscribe) to register again for your online subscription of this service as our newly introduced geo-targeting requires new links in the email. You may later change your selection or discontinue this service.

Merck KGaA of Darmstadt, Germany, is a leading company for innovative and top-quality high-tech products in healthcare, life science and performance materials. The company has six businesses – Biopharmaceuticals, Consumer Health, Allergopharma, Biosimilars, Life Science and Performance Materials – and generated sales of € 11.3 billion in 2014. Around 39,000 employees work in 66 countries to improve the quality of life for patients, to foster the success of customers and to help meet global challenges. Merck KGaA, Darmstadt, Germany, is the world's oldest pharmaceutical and chemical company – since 1668, the company has stood for innovation, business success and responsible entrepreneurship. Holding an approximately 70% interest, the founding family remains the majority owner of the company to this day. Merck KGaA, Darmstadt, Germany holds the global rights to the Merck name and brand. The only exceptions are Canada and the United States, where the company operates as EMD Serono, EMD Millipore and EMD Performance Materials.



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### Cautionary Note Regarding Forward-Looking Statements

This communication may include “forward-looking statements.” Statements that include words such as “anticipate,” “expect,” “should,” “would,” “intend,” “plan,” “project,” “seek,” “believe,” “will,” and other words of similar meaning in connection with future events or future operating or financial performance are often used to identify forward-looking statements. All statements in this communication, other than those relating to historical information or current conditions, are forward-looking statements. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond control of Merck KGaA, Darmstadt, Germany, which could cause actual results to differ materially from such statements.

Risks and uncertainties relating to the proposed transaction with Sigma-Aldrich Corporation (“Sigma-Aldrich”) include, but are not limited to: the risk that regulatory or other approvals required for the transaction are not obtained or are obtained subject to conditions that are not anticipated; competitive responses to the transaction; litigation relating to the transaction; uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; the ability of Merck KGaA, Darmstadt, Germany, to achieve the cost-savings and synergies contemplated by the proposed transaction within the expected time frame; the ability of Merck KGaA, Darmstadt, Germany, to promptly and effectively integrate the businesses of Sigma-Aldrich and Merck KGaA, Darmstadt, Germany; the effects of the business combination of Merck KGaA, Darmstadt, Germany, and Sigma-Aldrich, including the combined company’s future financial condition, operating results, strategy and plans; the implications of the proposed transaction on certain employee benefit plans of Merck KGaA, Darmstadt, Germany, and Sigma-Aldrich; and disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers.

Additional risks and uncertainties include, but are not limited to: the risks of more restrictive regulatory requirements regarding drug pricing, reimbursement and approval; the risk of stricter regulations for the manufacture, testing and marketing of products; the risk of destabilization of political systems and the establishment of trade barriers; the risk of a changing marketing environment for multiple sclerosis products in the European Union; the risk of greater competitive pressure due to biosimilars; the risks of research and development; the risks of discontinuing development projects and regulatory approval of developed medicines; the risk of a temporary ban on products/production facilities or of non-registration of products due to non-compliance with quality standards; the risk of an import ban on products to the United States due to an FDA warning letter; the risks of dependency on suppliers; risks due to product-related crime and espionage; risks in relation to the use of financial instruments; liquidity risks;

counterparty risks; market risks; risks of impairment on balance sheet items; risks from pension obligations; risks from product-related and patent law disputes; risks from antitrust law proceedings; risks from drug pricing by the divested Generics Group; risks in human resources; risks from e-crime and cyber attacks; risks due to failure of businesscritical information technology applications or to failure of data center capacity; environmental and safety risks;

unanticipated contract or regulatory issues; a potential downgrade in the rating of the indebtedness of Merck KGaA, Darmstadt, Germany, or Sigma-Aldrich; downward pressure on the common stock price of Merck KGaA, Darmstadt, Germany, or Sigma-Aldrich and its impact on goodwill impairment evaluations; the impact of future regulatory or legislative actions; and the risks and uncertainties detailed by Sigma-Aldrich with respect to its business as described in its reports and documents filed with the U.S. Securities and Exchange Commission (the “SEC”).

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included elsewhere, including the Report on Risks and Opportunities Section of the most recent annual report and quarterly report of Merck KGaA, Darmstadt, Germany, and the Risk Factors section of Sigma-Aldrich’s most recent reports on Form 10-K and Form 10-Q. Any forward-looking statements made in this communication are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by applicable law, we undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.