

News Release

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Merck KGaA, Darmstadt, Germany, Announces Sigma-Aldrich Business Sale to Honeywell to Fulfill EU Commitments

- **Asset sale includes Sigma-Aldrich's solvents and inorganics business in Europe**
- **Sale part of commitments Merck KGaA, Darmstadt, Germany, has made to receive European Union antitrust approval for \$17 billion acquisition of Sigma-Aldrich**
- **Transaction is a final step towards winning of EU antitrust approval for acquisition of Sigma-Aldrich**

Darmstadt, Germany, October 20, 2015 – Merck KGaA, Darmstadt, Germany, today announced that Sigma-Aldrich, the U.S. life science company it plans to acquire, agreed to sell parts of its solvents and inorganics business in Europe to Honeywell in fulfilment of commitments made to the European Union in order to win antitrust approval for its \$17 billion acquisition of Sigma-Aldrich.

Merck KGaA, Darmstadt, Germany, has submitted the agreement with Honeywell to the European Commission, which has to approve the transaction in order for Merck KGaA, Darmstadt, Germany, to complete the acquisition of Sigma-Aldrich. The European Commission previously provided conditional approval for the acquisition of Sigma-Aldrich on June 15, 2015. Merck KGaA, Darmstadt, Germany, continues to expect closing until the end of November 2015 as announced on September 28, 2015.

"This is another key step towards completing the acquisition of Sigma-Aldrich. Teams at both Merck KGaA, Darmstadt, Germany, and Sigma-Aldrich have been

Page 1 of 3



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News Release

working intensely on planning the integration of our two businesses and we are all excited about what this combination will bring for customers and employees,” said Bernd Reckmann, Member of the Executive Board of Merck KGaA, Darmstadt, Germany. “Together we offer life science customers across the world a broader portfolio of products, greater geographic reach and an unmatched combination of industry-leading capabilities.”

Merck KGaA, Darmstadt, Germany, and Sigma-Aldrich have agreed to sell parts of Sigma-Aldrich’s solvents and inorganics business in Europe to Honeywell. These include its manufacturing and all related assets in Seelze, Germany, where most of the solvents and inorganics sold by Sigma-Aldrich in Europe are manufactured. In addition, Honeywell will acquire the solvents and inorganics sold by Sigma-Aldrich in Europe under the Sigma-Aldrich brand, worldwide under the Fluka brand and associated trademarks such as Hydranal and Chromasolv as well as a temporary license to the Sigma-Aldrich brand for the supply of solvents and inorganics in the European Economic Area. Further, transitional services to ensure a competitive business and enable Honeywell to build up its own channel to the market have been agreed upon. While the agreement with Honeywell is subject to customary closing conditions, including regulatory review, these approvals do not constitute a precondition for the European Union approval and completion of the Sigma-Aldrich transaction.

Merck KGaA, Darmstadt, Germany, and Sigma-Aldrich announced on September 22, 2014 that they had entered into a definitive agreement under which Merck KGaA, Darmstadt, Germany, would acquire all outstanding shares of Sigma-Aldrich for \$140 per share in cash. In addition to the approval from the European Commission, the closing follows the approval of the acquisition by Sigma-Aldrich’s shareholders at a special meeting held on December 5, 2014 and the satisfaction of other customary conditions, including antitrust clearance in the United States, China, Japan and several other regions.

News Release

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Merck KGaA, Darmstadt, Germany, is a leading science and technology company in healthcare, life science and performance materials. Around 40,000 employees work to further develop technologies that improve and enhance life – from biopharmaceutical therapies to treat cancer or multiple sclerosis, cutting-edge systems for scientific research and production, to liquid crystals for smartphones and LCD televisions. In 2014, Merck KGaA, Darmstadt, Germany, generated sales of € 11.3 billion in 66 countries. Founded in 1668, Merck KGaA, Darmstadt, Germany, is the world's oldest pharmaceutical and chemical company. The founding family remains the majority owner of the publicly listed corporate group. Merck KGaA, Darmstadt, Germany, holds the global rights to the Merck KGaA, Darmstadt, Germany, name and brand. The only exceptions are the United States and Canada, where the company operates as EMD Serono, EMD Millipore and EMD Performance Materials.