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## News Release

February 14, 2014

### **Merck KGaA, Darmstadt, Germany, extends timeline for its offer for AZ Electronic Materials**

- **Offer timeline extended with a view to allowing Chinese antitrust authority to complete review period in ordinary course**
- **Antitrust clearance granted for Japan**

Darmstadt, Germany, February 14 – Merck KGaA, Darmstadt, Germany, a leading company for innovative and top-quality high-tech products in the pharmaceutical and chemical sectors, today announced that in light of the timetable of the regulatory process in China for review of antitrust filings, the timeline of its recommended cash offer for AZ Electronic Materials (AZ) has been extended.

Accordingly, the offer has been extended until 1.00 p.m. (GMT) on February 28, 2014.

While discussions with the Ministry of Commerce of the People's Republic of China (MOFCOM) have proceeded constructively, Merck KGaA, Darmstadt, Germany, and AZ have agreed, with the consent of the Panel in accordance with the UK Code on Takeovers and Mergers, that the latest date by which the offer can become or be declared unconditional as to acceptances will be extended from February 18, 2014, to the date 14 days after the earliest of either the granting of Chinese antitrust clearance by MOFCOM, or February 28, 2014 (which is the last day of Phase 1 of MOFCOM's review period).

The decision to extend the timetable has been made with a view to allowing MOFCOM to complete its review period in the ordinary course.

#### Merck KGaA

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Separately, Merck KGaA, Darmstadt, Germany, today announced that antitrust clearance in Japan was granted with effect from February 10, 2014. As previously announced by Merck KGaA, Darmstadt, Germany, the antitrust authorities in Germany, Taiwan and the United States have already granted early clearance.

As at 1:00 p.m. (GMT) on February 14, 2014, Merck KGaA, Darmstadt, Germany, had received valid acceptances of the offer in respect of 203,310,984 AZ shares, representing approximately 53.37 per cent of the existing issued share capital of AZ.

On December 5, 2013, Merck KGaA, Darmstadt, Germany, announced that it had reached an agreement with the AZ board regarding a recommended cash offer for AZ, the strategic rationale of which is to further expand Merck KGaA, Darmstadt, Germany's materials and specialty chemicals business by adding a globally leading premium supplier of high-tech materials for the electronics industry.

Please see [offer website](#) for full RNS statement.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer is made solely by means of the offer document and the accompanying form of acceptance, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any response to the Offer should be made only on the basis of information contained in the offer document.

The distribution of this announcement in jurisdictions other than the United Kingdom or the United States and the availability of the Offer to AZ Shareholders who are not resident in the United Kingdom or the United States may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or the United States or AZ Shareholders who are not resident in the United Kingdom or the United States will need to inform themselves about, and observe any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas shareholders are contained in the Offer Document.

The Offer is not being, and will not be, made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality of interstate or foreign commerce of, or any



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facility of a national state or other securities exchange of any jurisdiction (including but not limited to, Canada, Australia and Japan) where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to AZ Shareholders in such jurisdiction (a Restricted Jurisdiction), and will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

Accordingly, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement (including, without limitation, agents, nominees, custodians and trustees) must not distribute, send or mail it in, into or from such jurisdiction. Any person (including, without limitation, any agent, nominee or trustee) who has a contractual or legal obligation, or may otherwise intend, to forward this announcement and/or the Offer Document and/or any other related document to a jurisdiction outside the United Kingdom or the United States should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

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.

### **About Merck KGaA, Darmstadt, Germany**

Merck KGaA, Darmstadt, Germany, is a global pharmaceutical, chemical and life science company with total revenues of € 11.2 billion in 2012, a history that began in 1668, and a future shaped by approx. 38,000 employees in 66 countries. Its success is characterized by innovations from entrepreneurial employees. The company's operating activities come under the umbrella of Merck KGaA, Darmstadt, Germany, in which the Merck family holds an approximately 70% interest and shareholders own the remaining approximately 30%. In 1917 the U.S. subsidiary Merck & Co. was expropriated and has been an independent company ever since.

Worldwide there are two separate companies that bear the name "Merck", the original Merck KGaA from Darmstadt, Germany, the oldest pharmaceutical and chemical company in the world, and the pharmaceutical company Merck & Co. in the United States. The rights to the name and trademark MERCK in North America (USA and Canada) lie with Merck & Co., the former U.S. subsidiary of Merck, whereas Merck KGaA, Darmstadt, Germany, operates in North America under the umbrella brand EMD. In the rest of the world, Merck KGaA, Darmstadt, Germany, owns the rights to the Merck name and trademark. This press release was distributed by Merck KGaA, Darmstadt, Germany.