

Merck KGaA, Darmstadt, Germany

Commerzbank German Investment Seminar 2013

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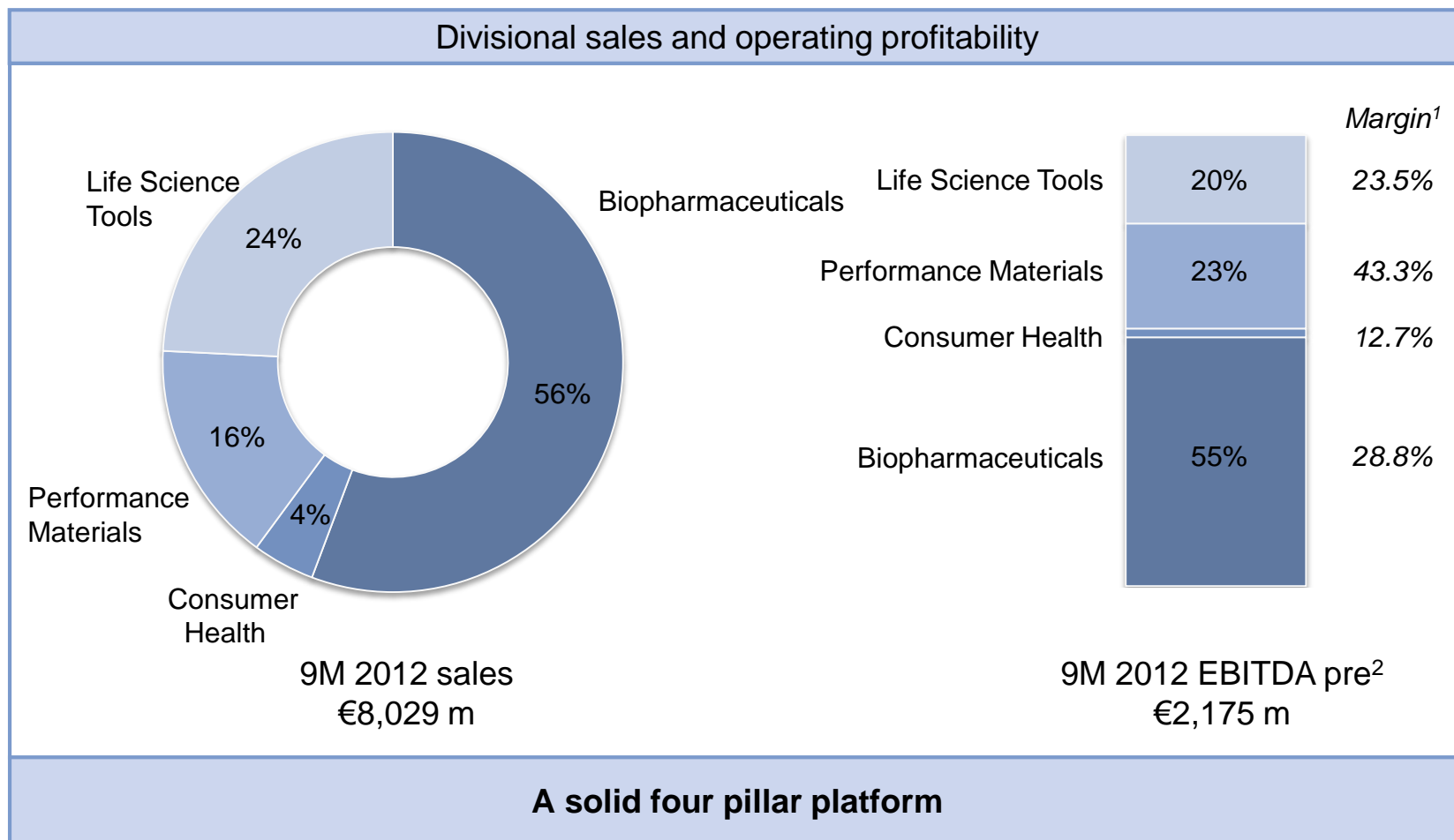
Agenda

- **Business overview and strategy recap**
- Financial overview
- Guidance

Balanced portfolio of four divisions

The Group			
Biopharmaceuticals	Consumer Health	Performance Materials	Life Science Tools
 <p>Leading in certain specialty pharma markets</p>	 <p>Present in OTC niche markets</p>	 <p>No. 1 in display materials</p>	 <p>Top 3 in life science tools</p>
<ul style="list-style-type: none"> ▪ Life cycle management ▪ Biologics ▪ Emerging markets 	<ul style="list-style-type: none"> ▪ Vitamins ▪ Supplements ▪ Strong presence in Latin America and Europe 	<ul style="list-style-type: none"> ▪ Customer intimacy ▪ Innovation power ▪ Cost and technology leadership 	<ul style="list-style-type: none"> ▪ Global presence ▪ Innovation ▪ End-to-end solutions for pharma industry

Strong businesses with attractive margins

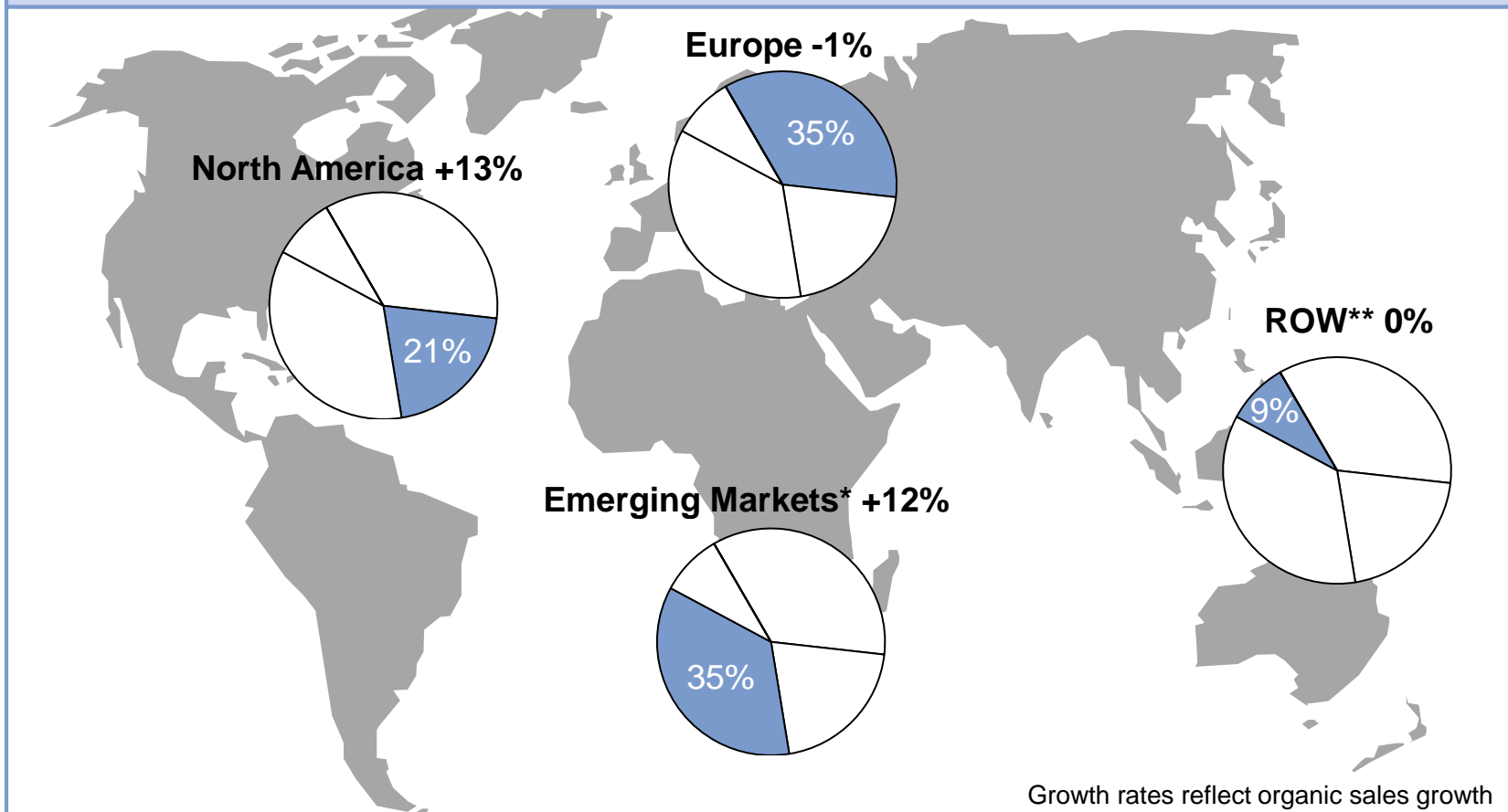


¹ EBITDA pre one-time items as % of sales

² Including Corporate and Others (- € 161 million)

Q3: North America strong, Emerging Markets now surpasses Europe in absolute sales

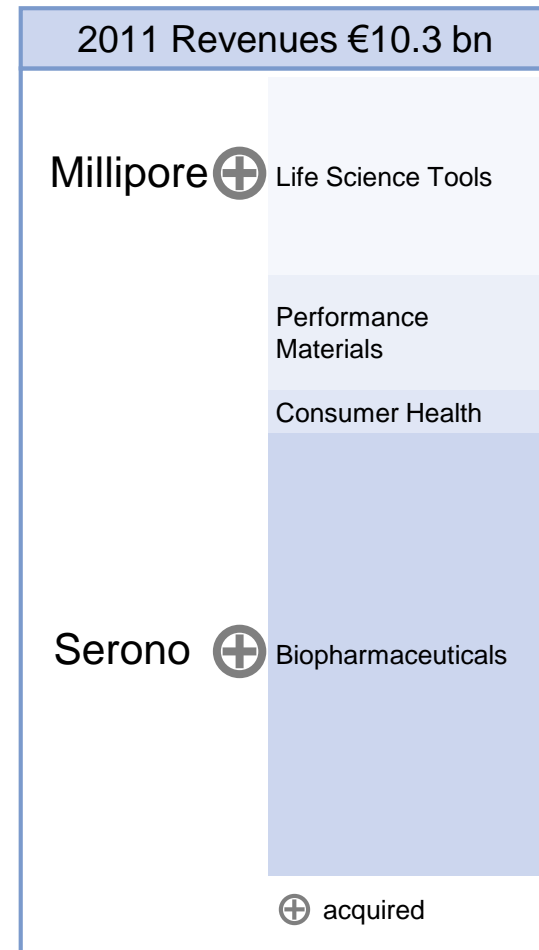
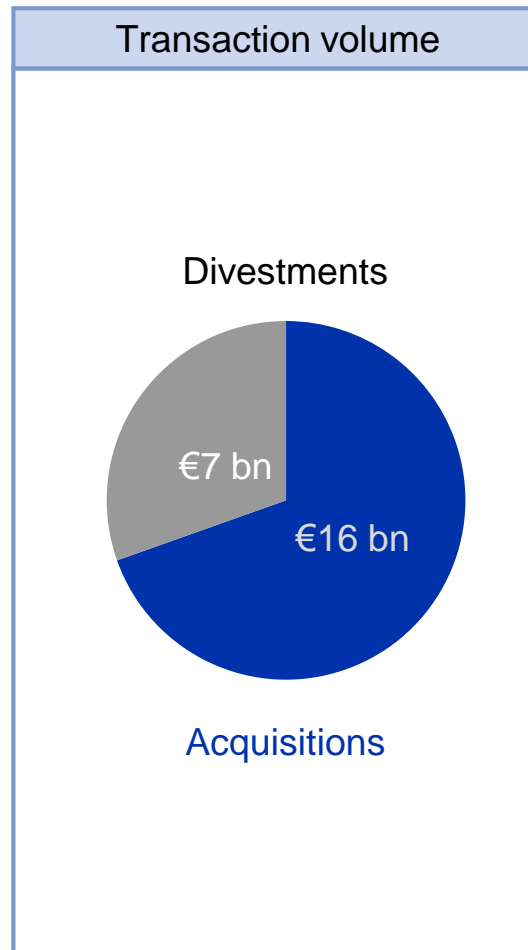
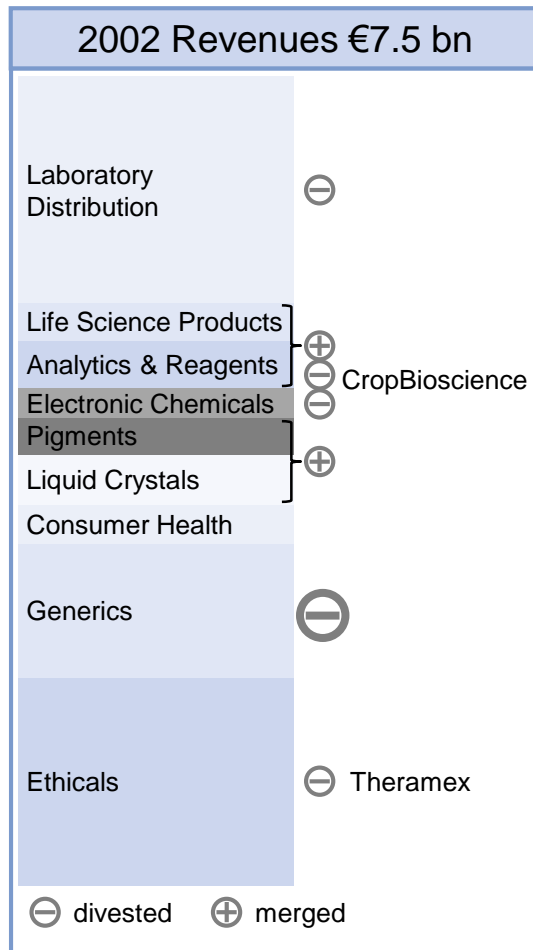
Q3 2012 sales by region



* Emerging Markets = Latin America + Asia (w/o Japan)

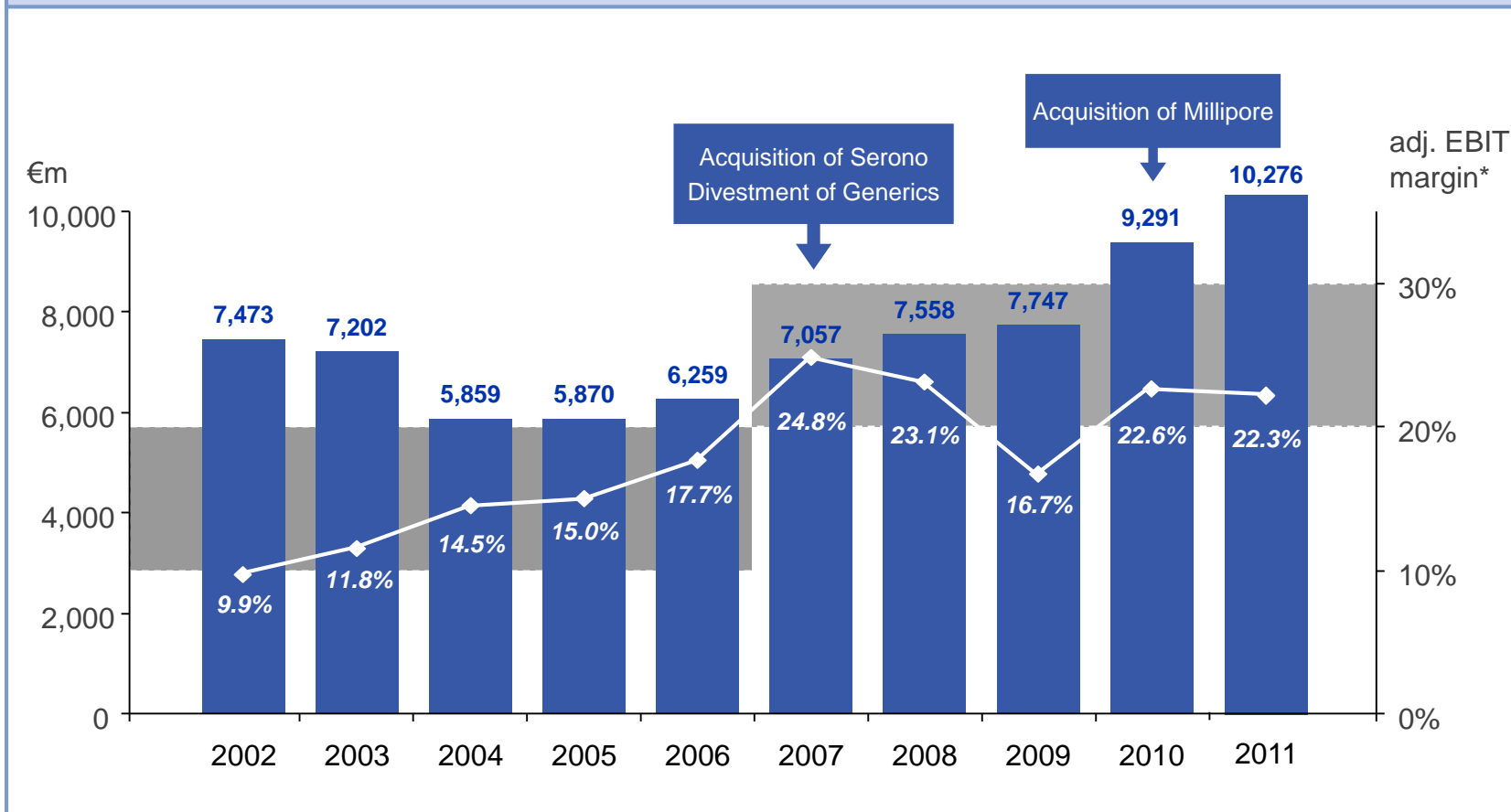
** ROW = Japan, Oceania, Australia, Africa

We have added scale while strengthening the attractiveness of assets in our portfolio



Our stronger portfolio has enabled us to fundamentally improve our profitability

Group total revenues and adjusted EBIT margin* 2002-2011



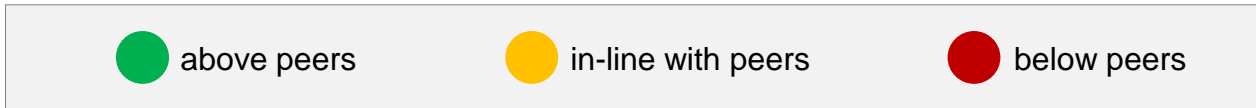
* adjusted EBIT** divided by total revenues

** adjusted EBIT is EBIT less costs related to acquisitions (amortization and impairments of intangible assets, and integration costs) and less exceptionals

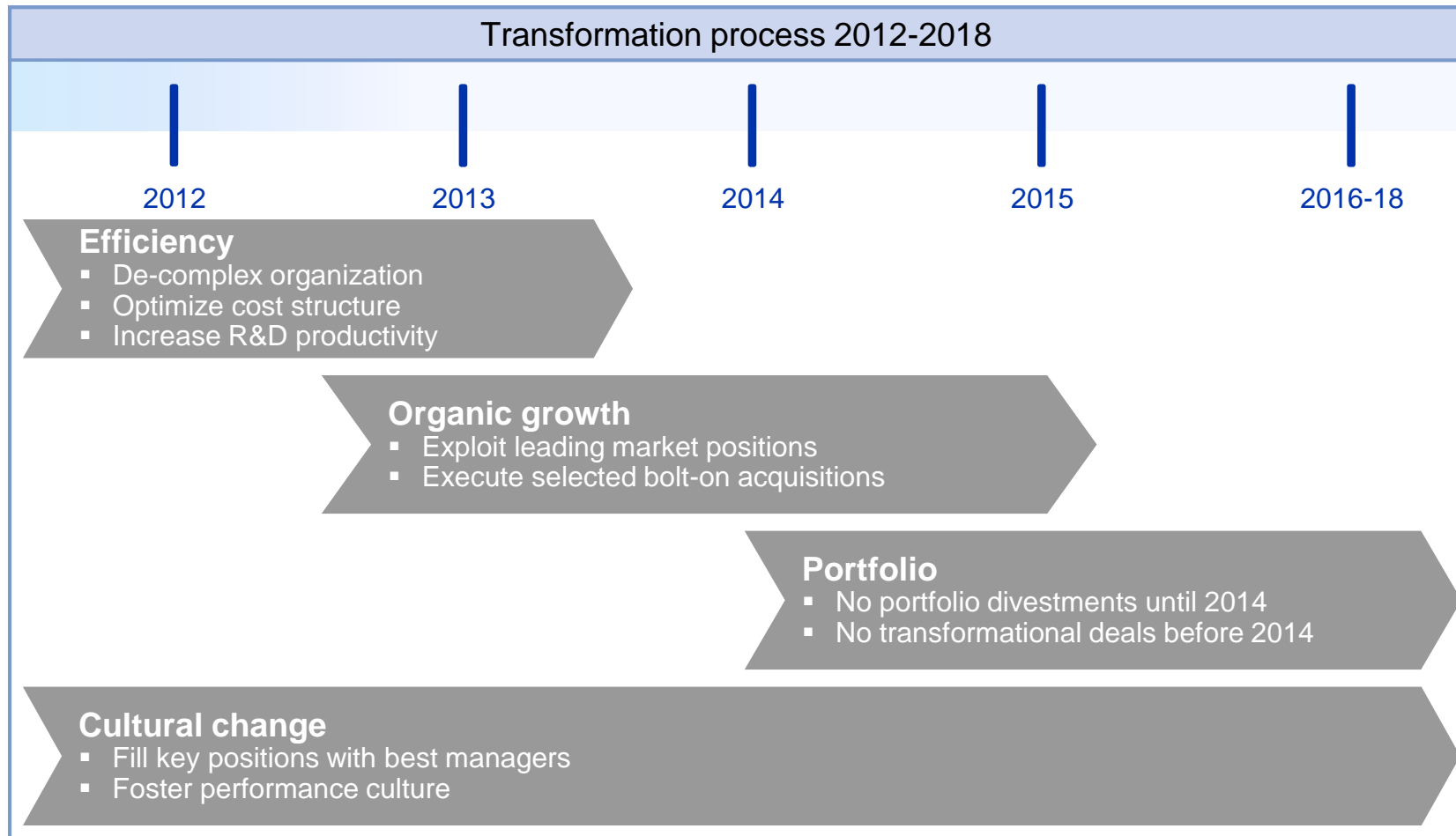
Portfolio evolution improved our profitability structure, but further potential remains

Assessment of long-term financial performance relative to peers

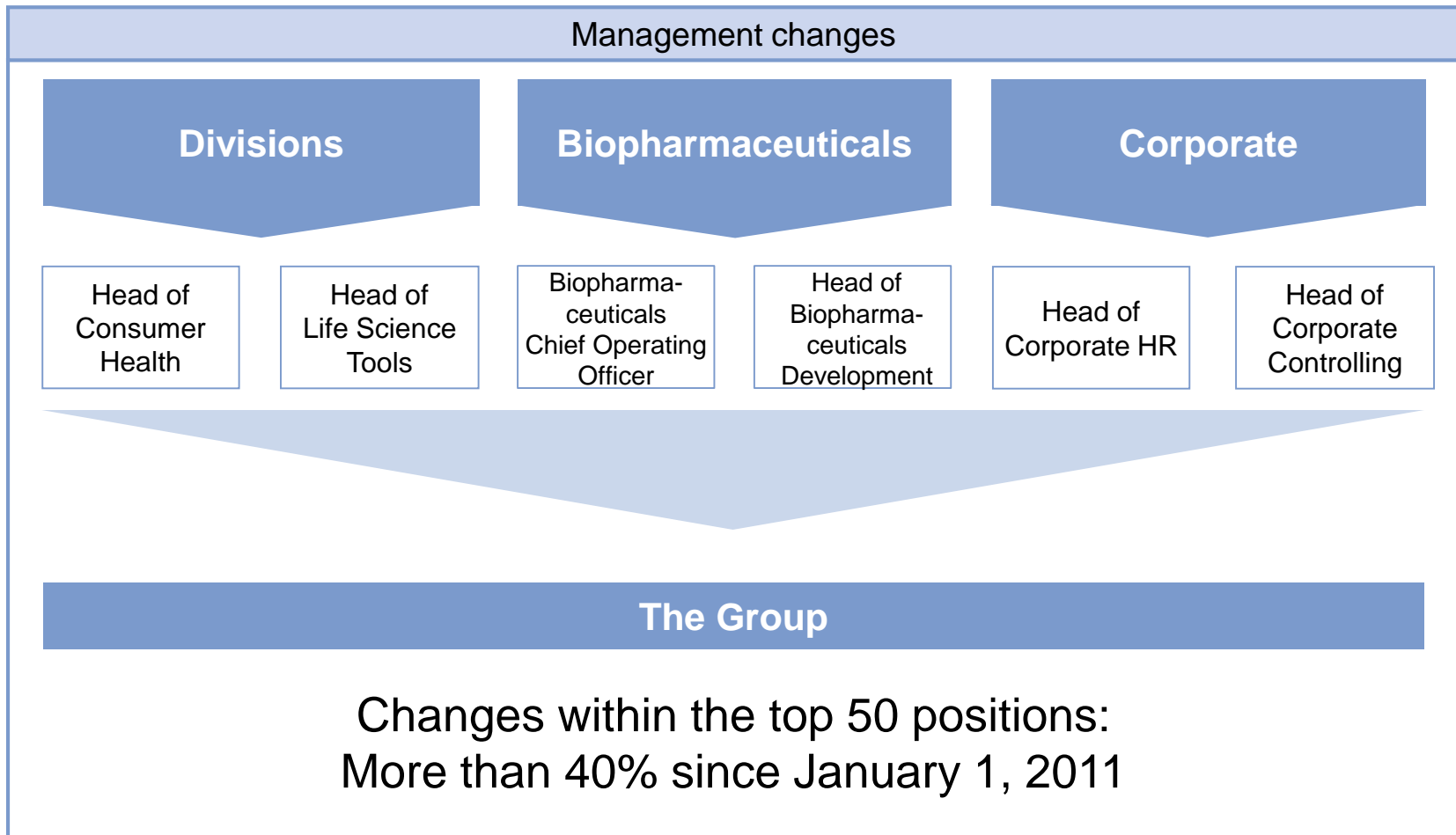
	Sales growth	Gross margin	SG&A	R&D productivity
Biopharmaceuticals	●	●	●	●
Consumer Health	●	●	●	●
Performance Materials	●	●	●	●
Life Science Tools	●	●	●	●



We now focus on efficiency



New management in key positions and across the entire organization



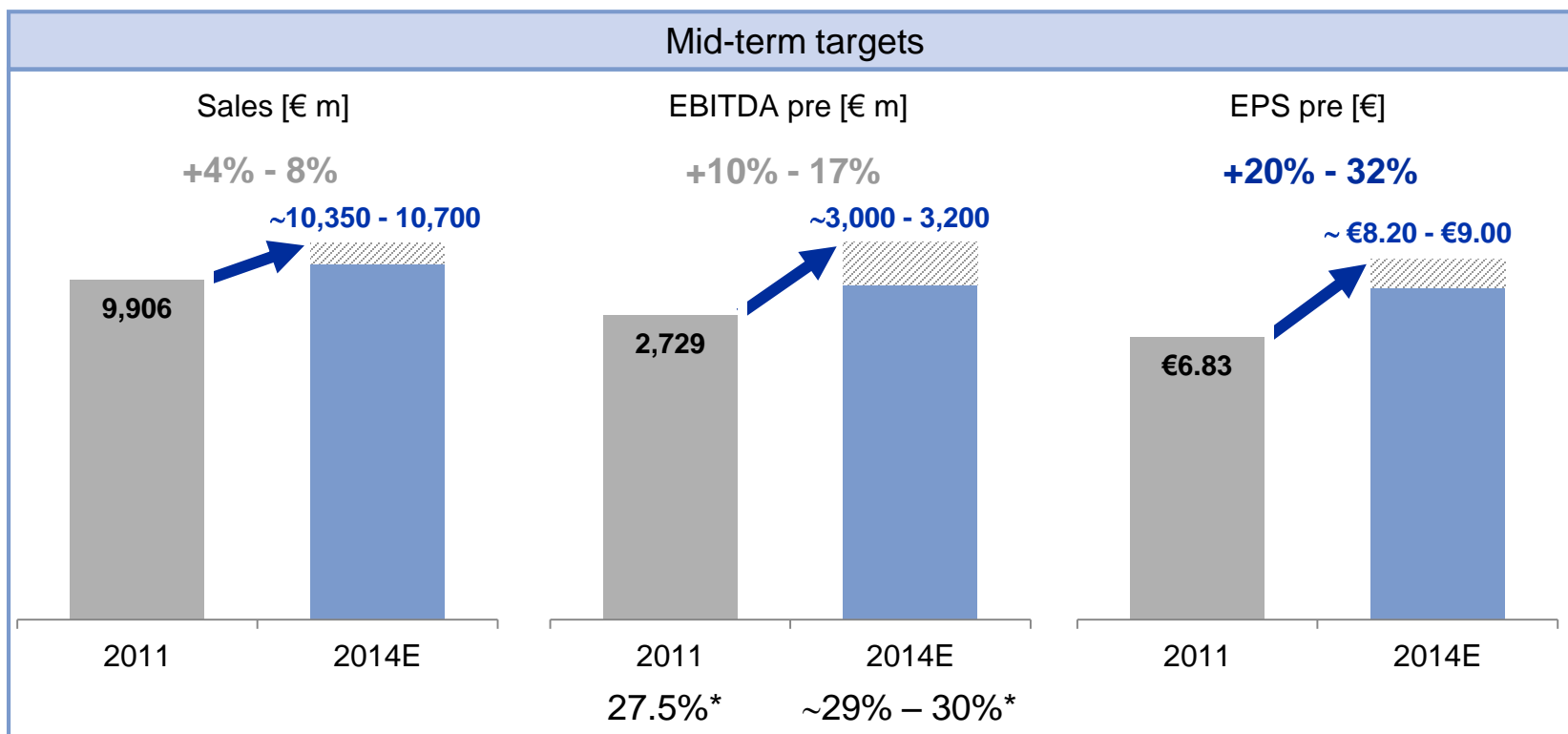
Restructuring costs and net savings targets

Net annual savings [€m]							Total savings
2012	2013	2014	2015	2016	2017		
Biopharmaceuticals	50	200	300				300
Consumer Health	5	15	25				25
Life Science Tools				10	30	40	40

One-time costs [€m]			
2012	2013	2014	2015
Biopharmaceuticals	400	150	50
Consumer Health	30	10	
Life Science Tools		70	70
Total	430	230	20

Total savings of
€365 million
lead to a
structurally
improved Group
profitability

Striving for realistic Group targets



Assumptions

- FX: EUR/USD = 1.35; EUR/CHF = 1.20
- Unchanged economic environment

* as % of sales

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9M 2012: Execution drives solid numbers

[€ m]	9M 2012	9M 2011	Δ
Sales	8,029	7,381	9%
EBITDA pre <i>Margin (% of sales)</i>	2,175 27.1%	2,043 27.7%	6%
EPS pre [€]	5.56	5.12	9%
Operating cash flow	2,074	1,217	70%

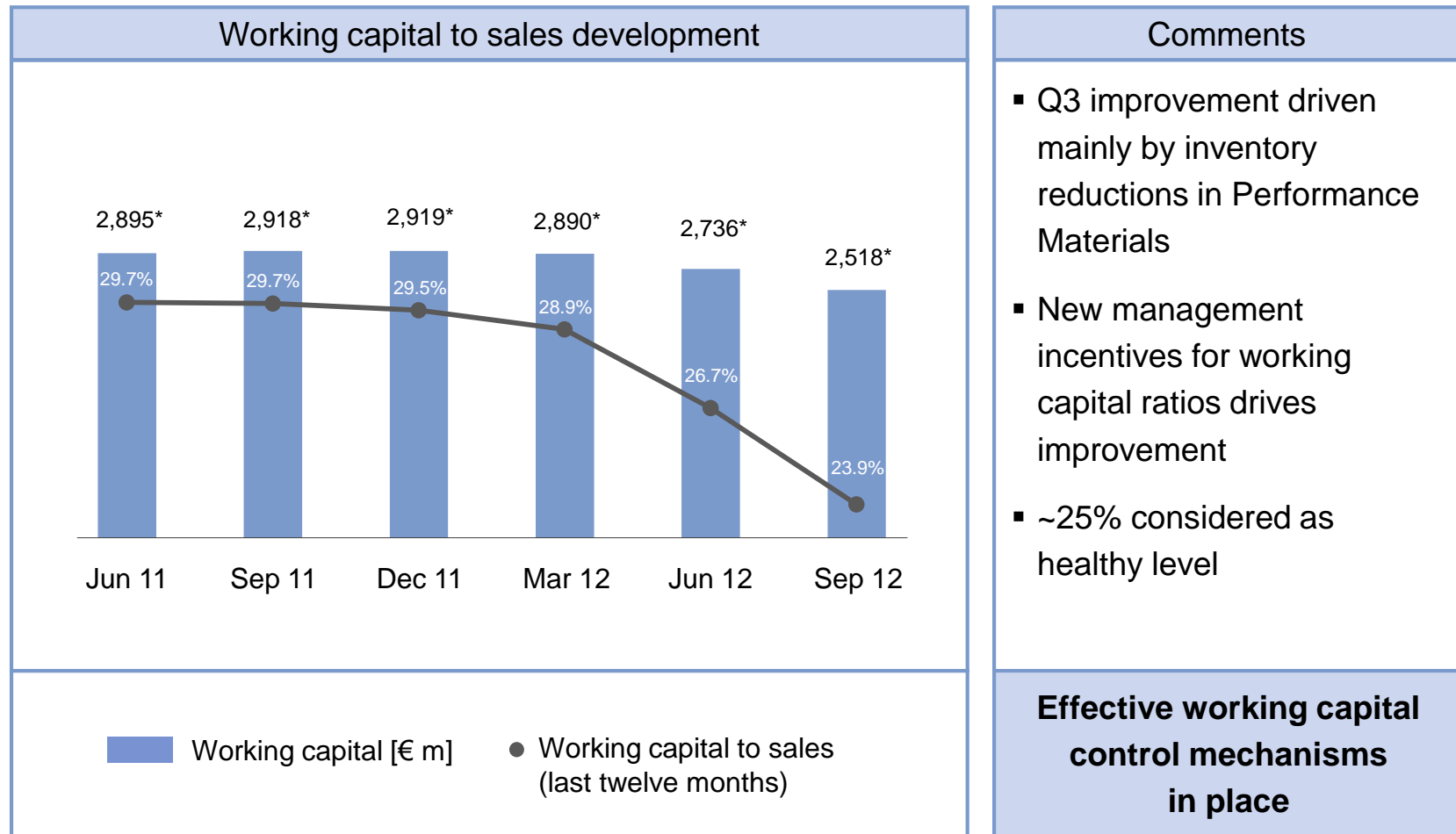
[€ m]	Sep 2012	Dec 2011	Δ
Net financial debt	2,127	3,484	-39%
Working capital	2,518	2,919	-14%
Employees	39,545	40,676	-3%

Comments
<ul style="list-style-type: none"> ▪ 9.0% sales growth reflects 4.1% organic growth, 4.3% FX benefit and 0.4% growth from acquisitions ▪ EBITDA pre increase driven by strong top-line result and tight cost management ▪ Good operational performance and improvements in working capital management drive higher free cash flow

De-leveraging continues

[€ m]	Sep 30 2012	Dec 31 2011	Δ	Comments
Total Assets	22,273	22,122	1%	<ul style="list-style-type: none"> ▪ Strong operating business leads to increased cash & other liquid funds ▪ Financial debt down due to bond repayment of €500 m in March 2012 ▪ Ongoing debt de-leveraging
Equity	10,566	10,494	1%	
Cash & other liquid funds	2,928	2,055	42%	
Intangible Assets	11,178	11,764	-5%	
Financial Debt	5,055	5,539	-9%	
Pension Provisions	1,280	1,140	12%	
Net Financial Debt	2,127	3,484	-39%	

We are effectively balancing profitability increase with improvements in working capital



* Total working capital

Delivering strong free cash flow through working capital management, despite lower profit

[€ m]	9M 2012	9M 2011	Δ	Comments
Profit after tax	303	482	-179	<ul style="list-style-type: none"> ▪ Working capital improvement coming from inventory and receivables reduction ▪ Increased provisions due to restructuring program and litigation ▪ 2012 YTD free cash flow grows 35% despite difficult comparison <ul style="list-style-type: none"> ▪ Free cash flow 9M 2011 benefitted from €471 m divestment gains from Théramex and Crop BioScience
Depreciation & Amortization	1,037	1,254	-216	
Changes in working capital	425	-237	661	
Changes in provisions	551	23	528	
Changes in other assets / liab.	-217	-122	-95	
Other operating activities	-26	-183	157	
Net cash flow operating	2,074	1,217	857	
Capital expenditures	-181	-246	65	
Others	-33	409	-442	
Free cash flow	1,860	1,380	480	

Sum of items may not foot due to rounding

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Guidance FY 2012

2012 Divisional EBITDA pre Guidance [€ m]		Group Guidance [€ bn]	
Biopharmaceuticals	1,750 – 1,800	Total revenues	10.9-11.0
Consumer Health	~ 60	EBITDA pre	2.90 – 2.95
Performance Materials	~ 700	(including €55 m efficiency savings)	
Life Science Tools	590 – 600		
Corporate	-200		

Assumptions

- Current economic environment unchanged
- Reported numbers will still be burdened by one-time costs, while the majority of costs have been taken in Q2
- Underlying tax rate around 25-26%
- Q4 2012: €/US\$ = 1.29; €/CHF = 1.20

Appendix

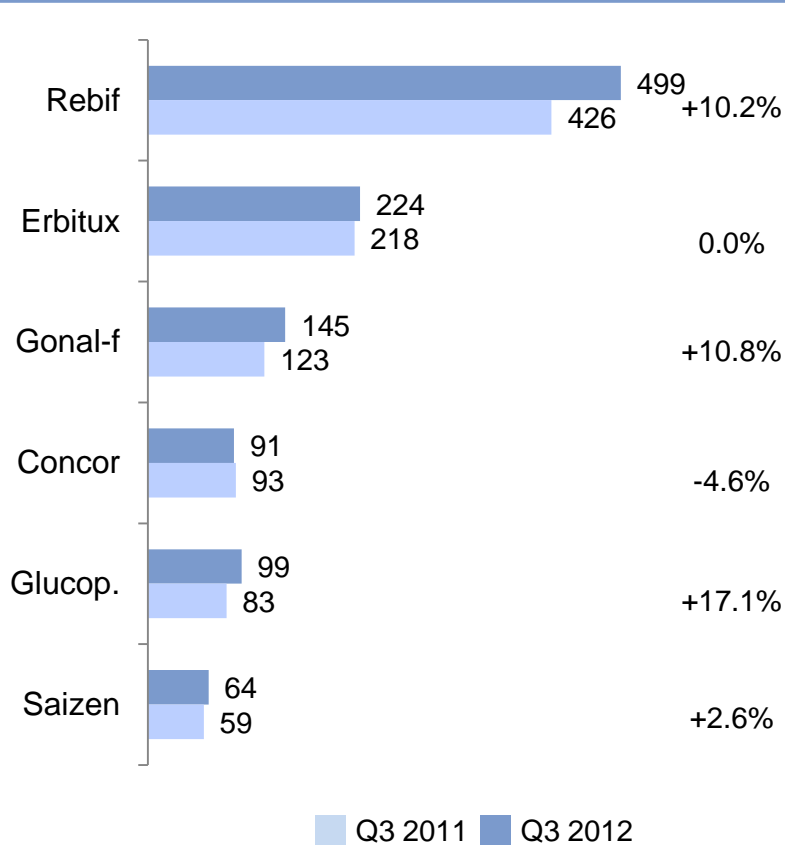
Solid YTD results driven by good business performance and tight cost controls

[€ m]	9M 2012	9M 2011	Δ	Comments
Total Revenues	4,767	4,376	9%	<ul style="list-style-type: none"> ▪ Sales grow 9%, organic sales growth of 5%; and a 3% benefit from changes in foreign exchange rates ▪ Main organic sales drivers are North America (Rebif), and Emerging Markets (notably Glucophage, Gonal-f, Concor) ▪ Gross profit impacted by higher production costs and start-up costs (LSB) ▪ Other operating result includes €280 m restructuring costs
Sales	4,474	4,115	9%	
Royalty income	293	261	12%	
Gross Profit	3,891	3,636	7%	
<i>Margin (% of sales)</i>	<i>87.0%</i>	<i>88.4%</i>		
Marketing & Selling	-1,030	-1,061	-3%	
Royalty and Comm. Exp.	-420	-347	21%	
Administration	-191	-190	1%	
Other Expenses / Income	-541	-317	71%	
R&D	-916	-903	1%	
Amortization	-494	-626	-21%	
EBIT	298	192	55%	
Depreciation & Amortization	706	942	-25%	
One-time items	284	26	>100%	
EBITDA pre	1,289	1,161	11%	
<i>Margin (% of sales)</i>	<i>28.8%</i>	<i>28.2%</i>		

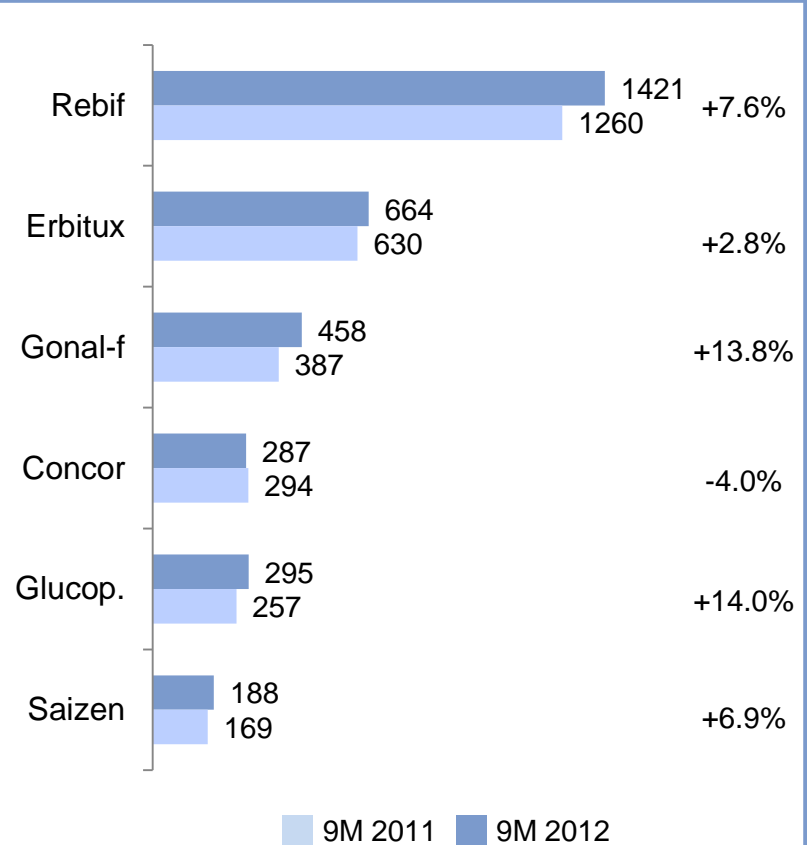
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Rebif drives growth

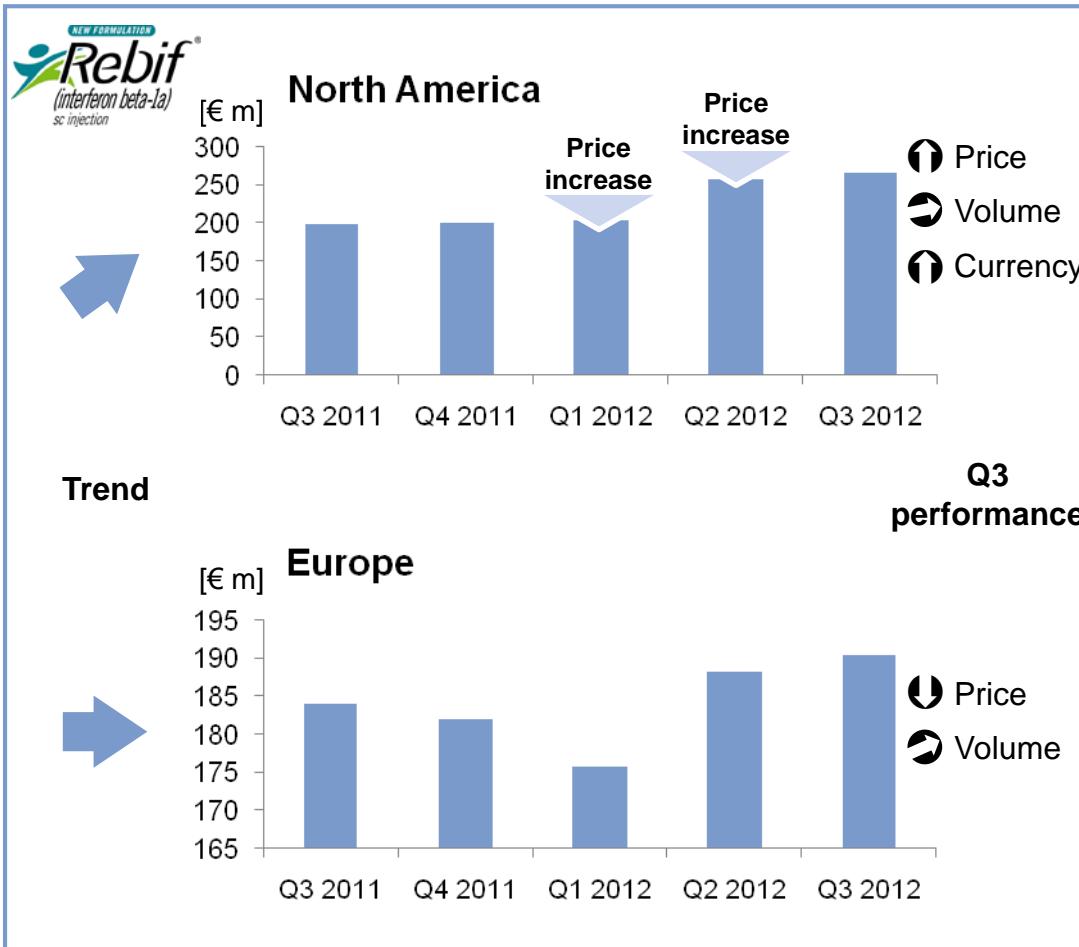
Organic sales growth by key products [€ m]



Organic sales growth by key products [€ m]

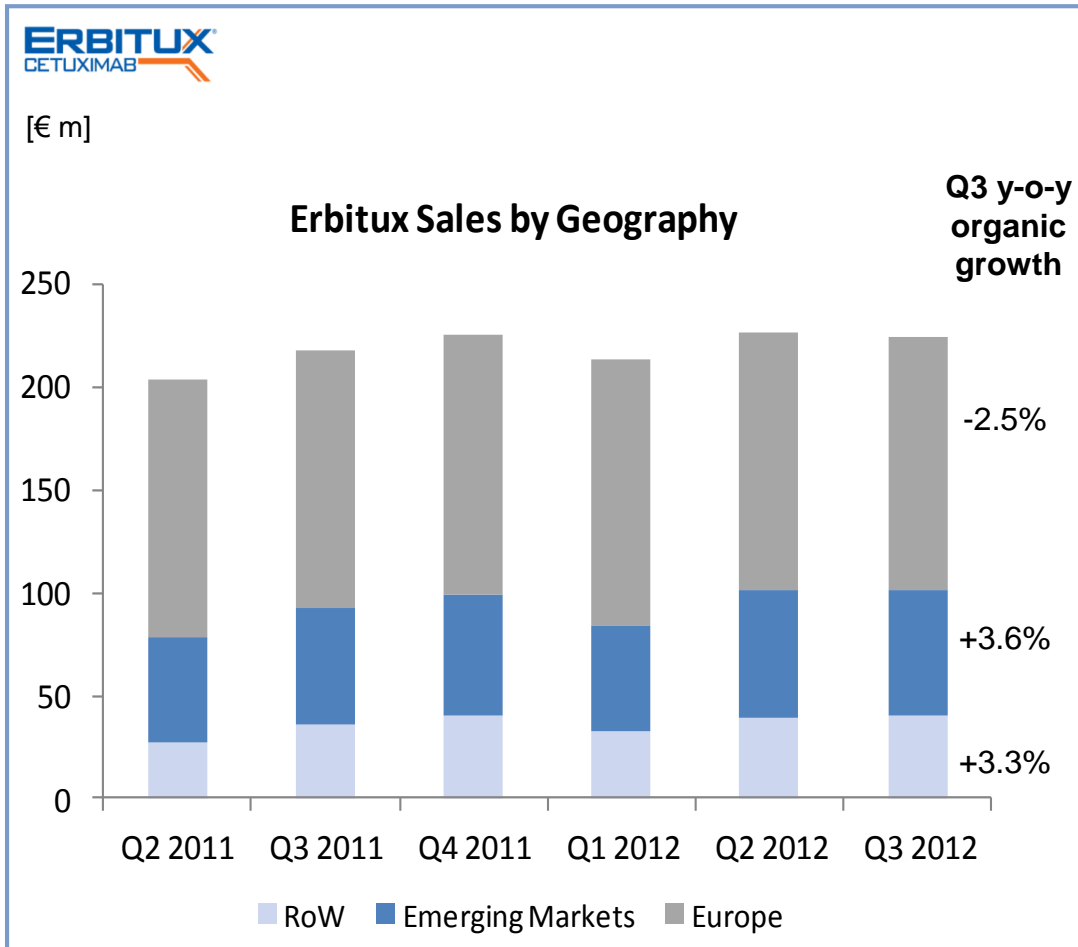


US price increases remain major growth driver



Comments
<ul style="list-style-type: none"> ~ €500 m global sales in Q3 2012 Small volume growth in North America (organic growth 20.1%) and Europe (organic growth 2.1%) Performance in North America benefitting from two price increases passed earlier in 2012 Growth 2012E: ~5% organic sales growth

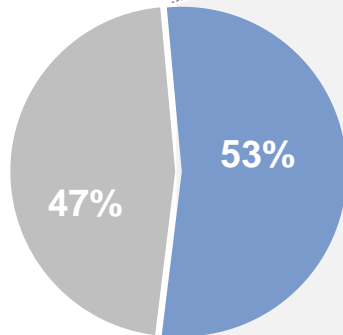
Emerging Markets and Australia drive growth, ongoing weakness in Europe






Comments
<ul style="list-style-type: none"> ▪ €224 m global sales in Q3 2012 ▪ Organic sales growth in Emerging Markets ▪ Europe softer due to increasing competition and pricing pressure ▪ Growth 2012E: 1-4% organic growth ▪ Voluntary withdrawal of NSCLC filing in Europe

Despite patent expiry many of our products continue to grow

9M 2012 global sales by franchise



- Rebif & Erbitux
- All other Biopharmaceuticals products

<p>Fertility</p> 	<p>+15%*</p>
<p>Endocrinology</p> 	<p>+12%*</p>
<p>General Medicine</p> 	<p>flat*</p>

Good franchises that continue to support the business

* Organic sales growth YTD Sept 12

Upcoming pipeline newsflow

Project	Indication	Current phase	Timing	Event
Cilengitide	Glioblastoma	Phase III	H1 2013	Head-line result (CENTRIC)
TH-302	Soft tissue sarcoma	Phase III	H1 2013	Futility analysis
ONO-4641	Multiple sclerosis	Phase II	2013	Phase III 'go/no go' decision
Atacicept	Systemic lupus erythematosus	Phase II	H1 2013	Publication of results (APRIL SLE)



L-BLP25 (Stimuvax): phase III START trial

L-BLP25: mode of action

- MUC1 antigen-specific cancer immunotherapy
- Designed to stimulate the body's immune system to identify and target cells expressing the cell surface glycoprotein MUC1
- MUC1 is expressed in many cancers, such as non-small cell lung cancer (NSCLC)

Head-line results START

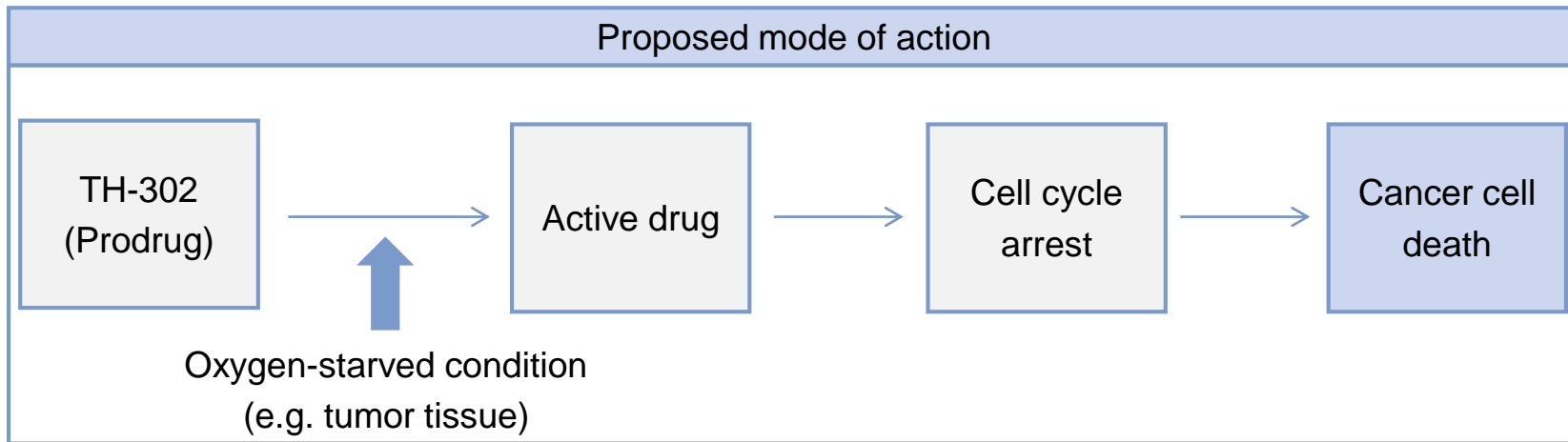
- START trial did not meet primary endpoint of prolongation of overall survival in patients with unresectable, locally-advanced stage IIIA or IIIB NSCLC
- Notable treatment effect was observed in certain subgroups

Next steps

- Analyse the full data
- Discuss data with scientific experts and regulatory authorities
- Decide on potential next steps, including new trials
- Present data at scientific conferences

Primary endpoint of START not met, notable treatment effect in some subgroups

TH-302: first-in-class potential in oncology



Phase III in soft tissue sarcoma (STS)

- Global trial, 450 patients (study 406)
- Recruiting patients since late 2011
- SPA¹ and orphan drug designation²
- Niche indication, approximately 26,000 patients diagnosed annually²

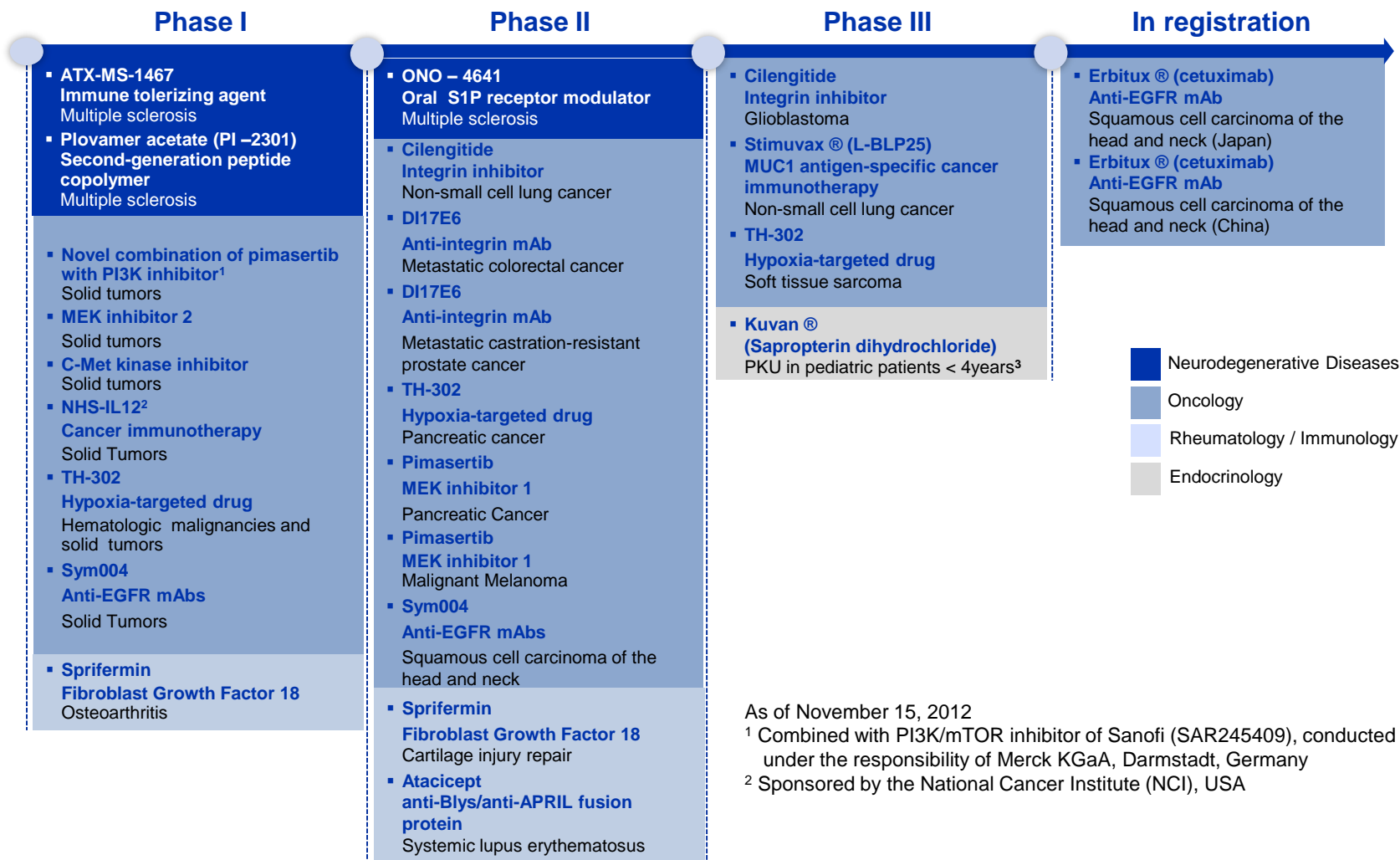
Phase III in pancreatic cancer

- Global trial, 660 patients (MAESTRO)
- About to start recruitment
- SPA¹ in place
- Approximately 277,000 patients diagnosed worldwide every year

¹ Special protocol assessment: written agreement with the US Food and Drug Agency that the design and planned analysis of a study can adequately address objectives in support of a regulatory submission. However, FDA's determinations for marketing application approval are made after a complete review of a marketing application and are based on the entire data in the application

² US + EU

Pipeline



Profitability increase despite weak top-line - driven by strong cost containment

[€ m]	9M 2012	9M 2011	Δ	Comments
Total Revenues	353	368	-4%	<ul style="list-style-type: none"> Organic sales decline 6%, FX benefit of 2% Sales decline primarily due to weak performance in Europe Other operating result includes €14 m restructuring costs EBITDA pre margin improvement due primarily to lower sales promotion costs
Sales	351	366	-4%	
Royalty income	2	1	22%	
Gross Profit	237	253	-6%	
<i>Margin (% of sales)</i>	<i>67.5%</i>	<i>69.0%</i>		
Marketing & Selling	-159	-174	-9%	
Royalty and Comm. Exp.	0	-2	-80%	
Administration	-17	-17	0%	
Other Expenses / Income	-21	-5	>100%	
R&D	-14	-16	-15%	
Amortization	-3	-3	9%	
EBIT	22	34	-36%	
Depreciation & Amortization	9	8	10%	
One-time items	14	0	>100%	
EBITDA pre	45	42	6%	
<i>Margin (% of sales)</i>	<i>12.7%</i>	<i>11.6%</i>		

Sum of items may not foot due to rounding

Favorable FX and strong performance of Liquid Crystals drive top-line performance

[€ m]	9M 2012	9M 2011	Δ	Comments
Total Revenues	1,260	1,124	12%	<ul style="list-style-type: none"> 4% organic sales growth driven by Liquid Crystals, FX benefit of 8% Gross profit impacted by lower prices and increased production costs due to volume growth M&S rise below sales growth Other operating result 9M 2011 benefits from €157 m gain of Crop BioScience divestment
Sales	1,259	1,122	12%	
Royalty income	1	2	-60%	
Gross Profit	715	660	8%	
<i>Margin (% of sales)</i>	<i>56.8%</i>	<i>58.8%</i>		
Marketing & Selling	-106	-99	7%	
Royalty and Comm. Exp.	-2	-3	-47%	
Administration	-27	-25	9%	
Other Expenses / Income	-9	128	n.m.	
R&D	-102	-100	3%	
Amortization	-1	-11	-89%	
EBIT	468	550	-15%	
Depreciation & Amortization	88	87	2%	
One-time items	-11	-119	-91%	
EBITDA pre	545	518	5%	
<i>Margin (% of sales)</i>	<i>43.3%</i>	<i>46.2%</i>		

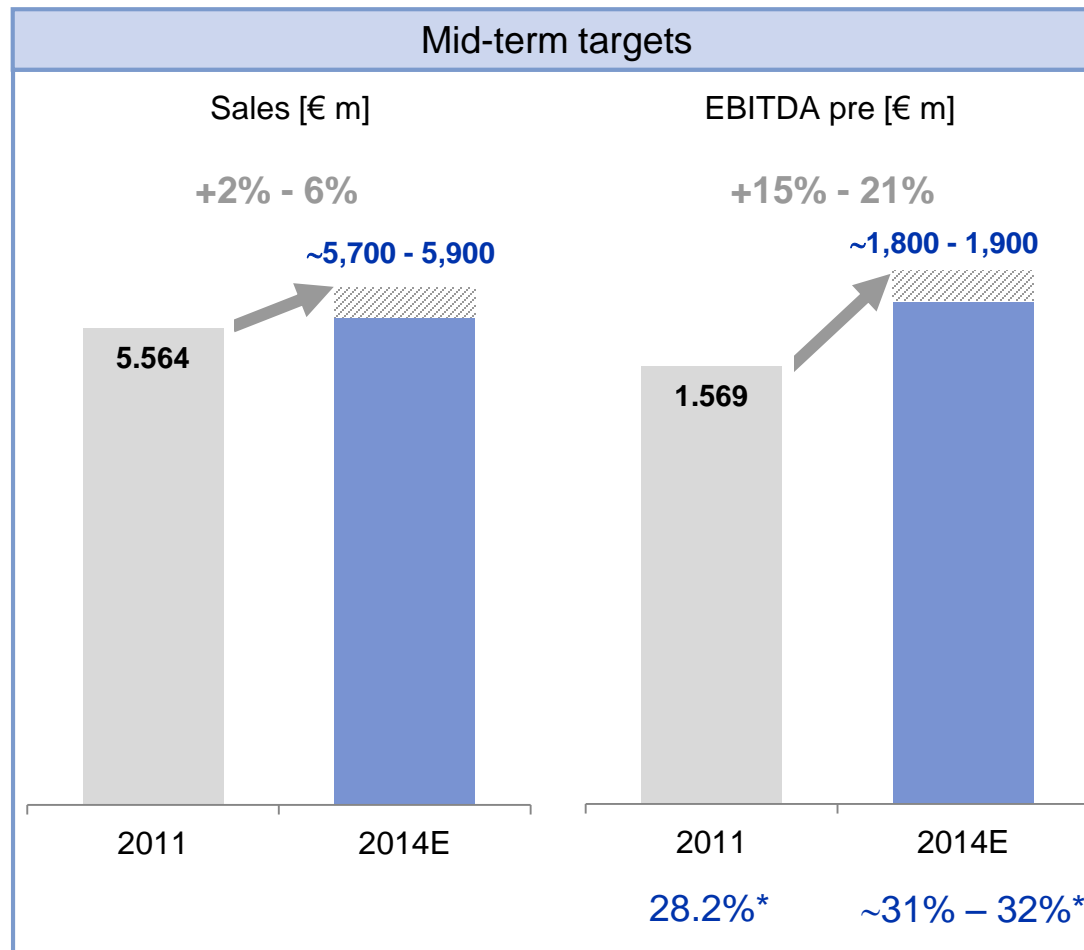
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Solid organic sales performance delivers profitable growth

[€ m]	9M 2012	9M 2011	Δ	Comments
Total Revenues	1,959	1,783	10%	<ul style="list-style-type: none"> ▪ Sales grow 9%; organic sales growth of 3%, acquisition benefit of 2%, and a 5% favorable benefit from changes in foreign exchange rates ▪ All business units contribute to organic sales growth, lead by Process Solutions ▪ Gross margin increase of 150 basis points supported by FX changes and improved operational efficiency ▪ EBITDA pre grows, but down as a % of sales due primarily to R&D investments
Sales	1,945	1,778	9%	
Royalty income	14	5	>100%	
Gross Profit	1,154	1,028	12%	
<i>Margin (% of sales)</i>	<i>59.3%</i>	<i>57.8%</i>		
Marketing & Selling	-502	-443	13%	
Royalty and Comm. Exp.	-11	-11	5%	
Administration	-87	-79	10%	
Other Expenses / Income	-71	-80	-11%	
R&D	-122	-97	25%	
Amortization	-153	-141	9%	
EBIT	207	178	16%	
Depreciation & Amortization	228	214	7%	
One-time items	22	28	-21%	
EBITDA pre	457	419	9%	
<i>Margin (% of sales)</i>	<i>23.5%</i>	<i>23.6%</i>		

Sum of items may not foot due to rounding

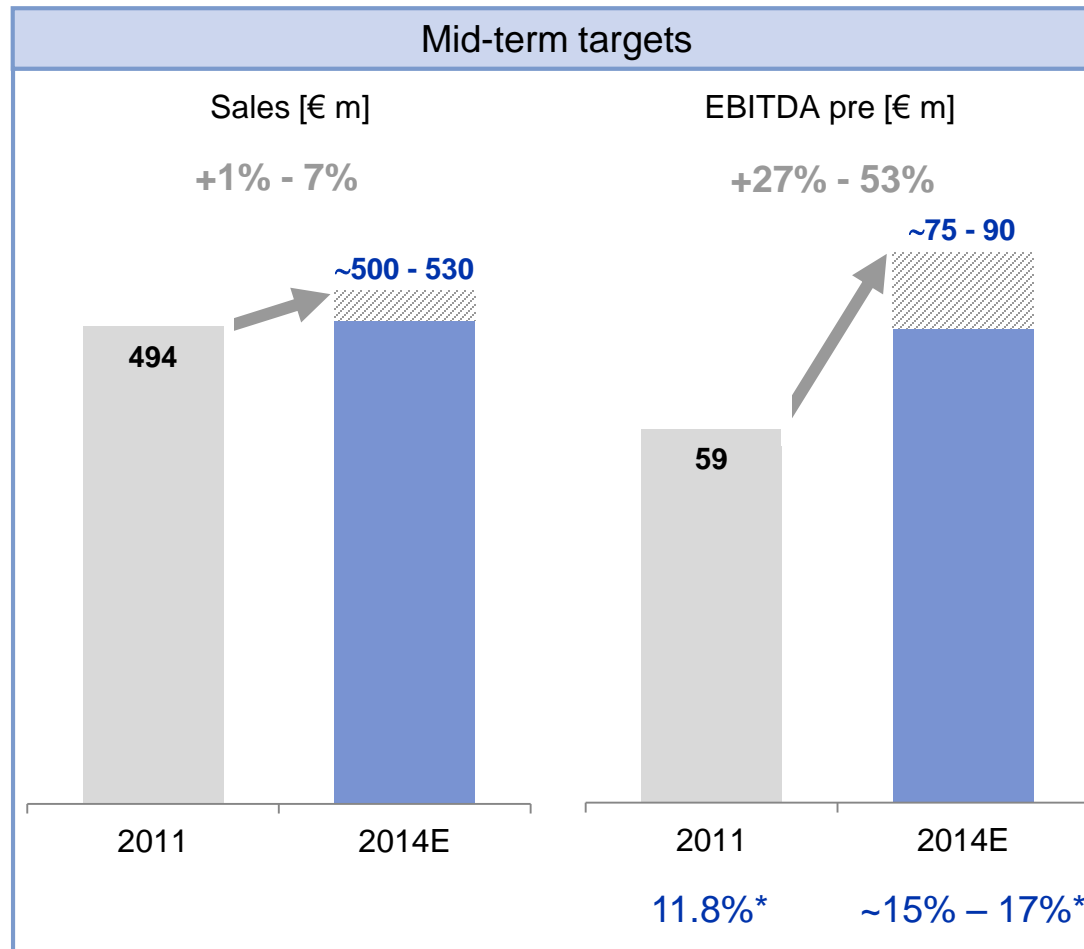
Biopharmaceuticals mid-term financial targets



Assumptions
<ul style="list-style-type: none"> ▪ No new product launches ▪ Austerity measures will continue to put pressure on developed markets ▪ Emerging Markets will continue to fuel growth ▪ Royalty income to be expected to decrease to €180 m – €200 m in 2014
<p>Cost savings will fundamentally improve profitability</p>

* % of sales

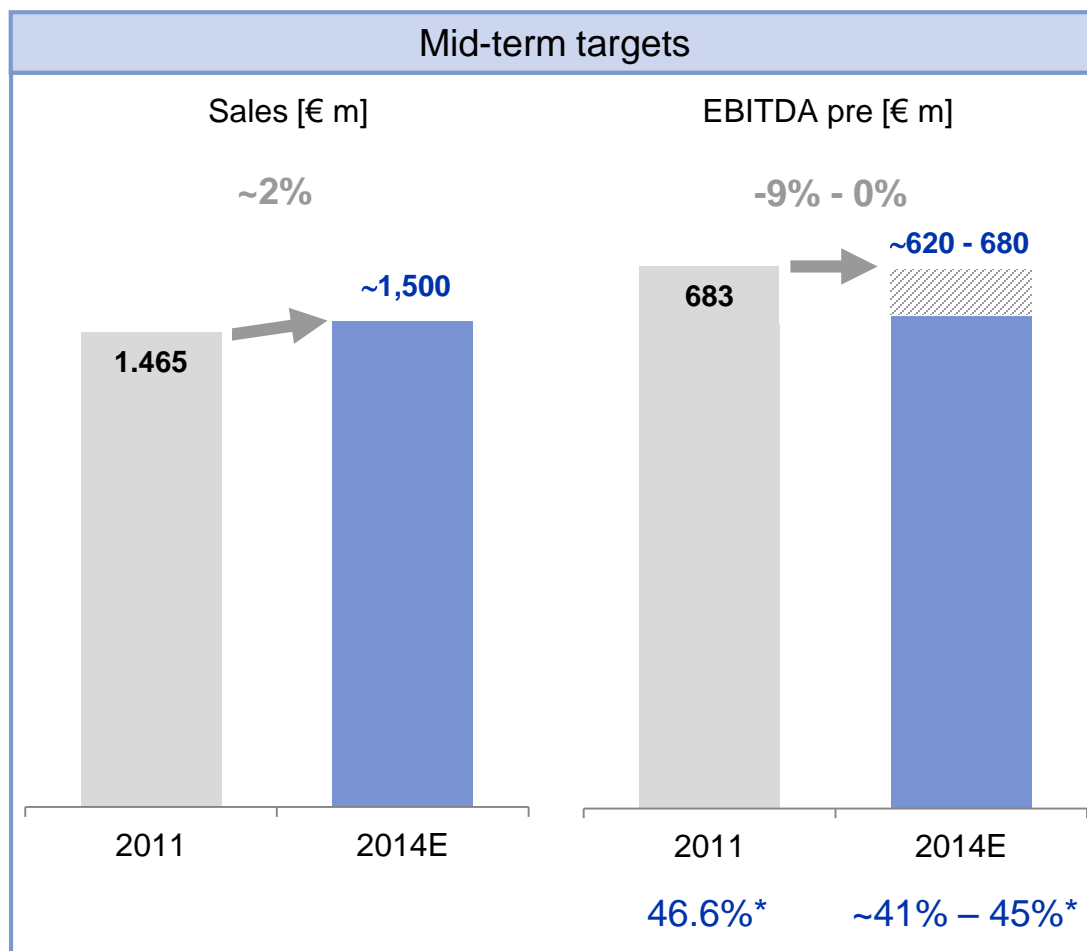
Consumer Health mid-term financial targets



Assumptions
<ul style="list-style-type: none"> Cost Containment, notably: <ul style="list-style-type: none"> Efficiencies on fixed cost structure Improvement on sales promotion activities Exit unprofitable products
<p>Marketing & selling savings drive profitability improvement</p>

* % of sales

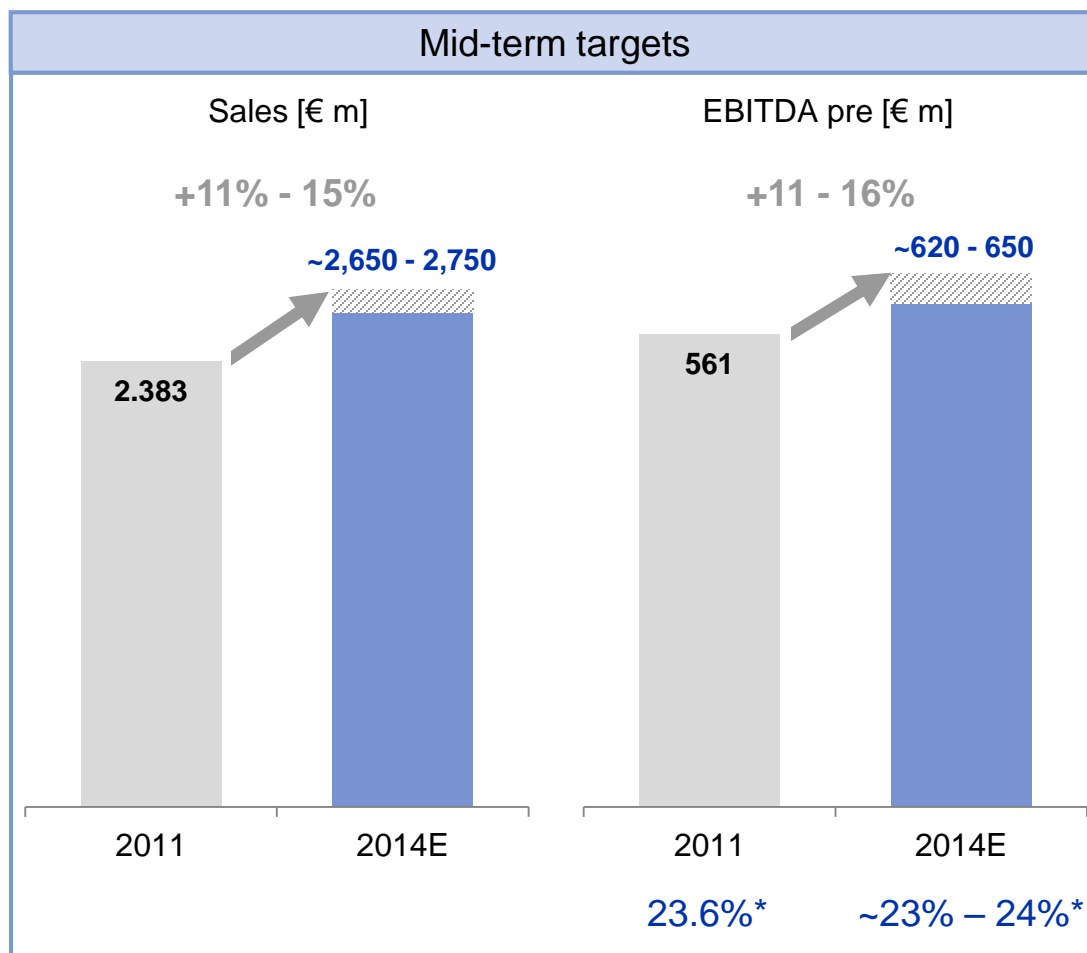
Performance Materials mid-term financial targets



Assumptions
<ul style="list-style-type: none"> ▪ Slight margin erosion (volume up, price down) ▪ No new liquid crystal technologies launched
Performance Materials remains an attractive business

* % of sales

Life Science Tools mid-term financial targets



Assumptions
<ul style="list-style-type: none"> ▪ Growth drivers predominantly: <ul style="list-style-type: none"> ▪ Asia ▪ Higher production of biologic drugs ▪ New products ▪ Bolt-on acquisitions ▪ High R&D maintained
Solid growth business

* % of sales

Ensure effective cash allocation 2012/2013

Cash allocation

Deleveraging

- 12/2012: €500m bond (interest rate = 3.75%)
- 09/2013: €750m bond (interest rate = 4.875%)

Restructuring

- One-time costs* 2012-2014: ~€780 m

External Growth

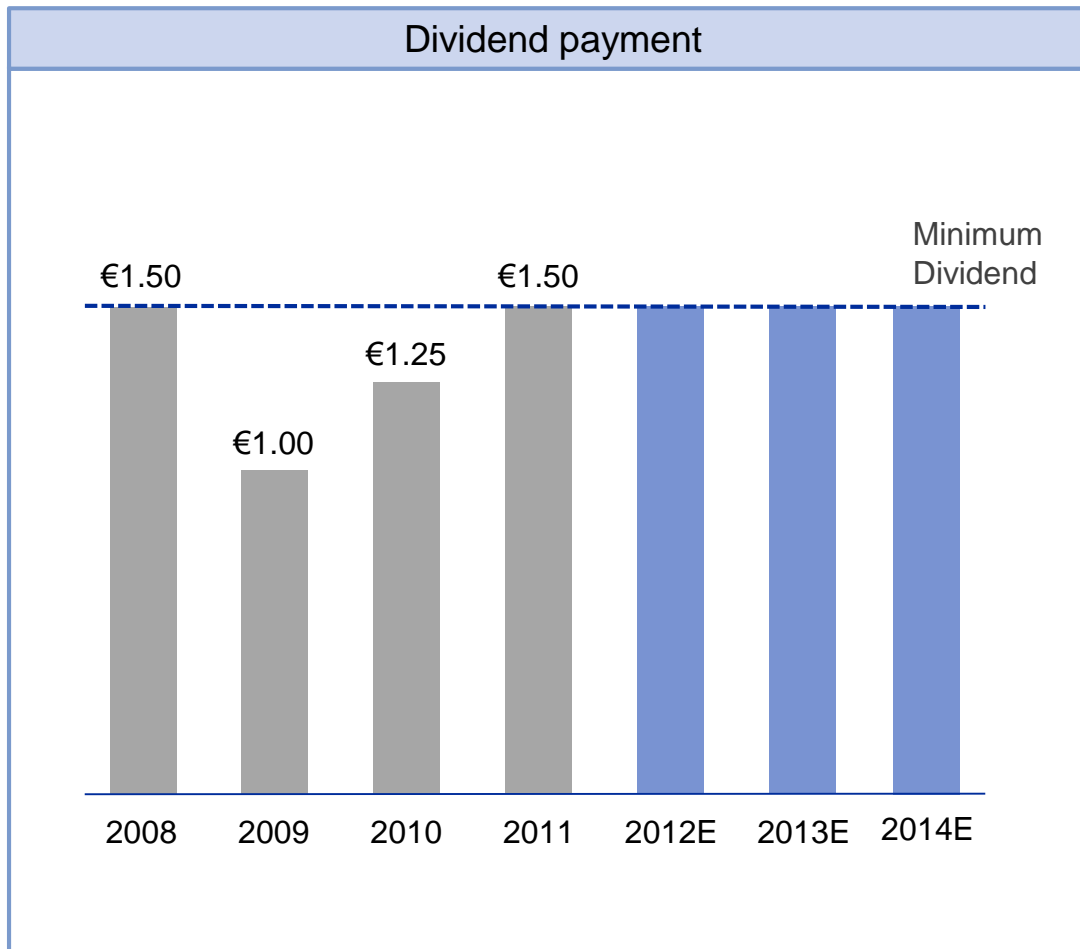
- Bolt-on acquisitions 2012/2013
- In-licensing deals in pharma
- No large, transformational transactions

Dividend

- Stable dividend payment: 35-40% payout ratio (on adjusted net income, i.e. before one-time costs)

*Includes Life Science Tools one-time-costs disclosed at the 2012 Information Day

Reliable dividend policy



- Dividend policy
- 2012 - 2014: Target payout ratio: 35-40% of net income adjusted for one-time items (i.e. transformation costs)
 - Stable dividend will be assured over next three years despite one-time costs

2012 Q3 Reconciliation to adjusted results

[€ m]	Q3 2012	Q3 2011
EBIT	318	332
Depreciation & Amortization	343	314
Regular depreciation & amortization	115	102
Amortization of purchased intangible assets	217	212
Impairments	11	0
EBITDA	661	646
One-time items	93	6
M&A costs	0	0
Restructuring costs	43	0
Integration/IT related costs	7	6
Costs from discontinuing businesses	43	0
Other one-time costs	0	0
EBITDA pre	754	652
Regular depreciation & amortization	-115	-102
Financial result	-58	-72
Profit before tax pre	581	478
EPS pre [in€]	1.98	1.62

Sum of items may not foot due to rounding

2012 YTD Reconciliation to adjusted results

[€ m]	9M 2012	9M 2011
EBIT	652	836
Depreciation & Amortization	1,037	1,254
Regular depreciation & amortization	348	318
Amortization of purchased intangible assets	647	618
Impairments	42	319
EBITDA	1,689	2,091
One-time items	486	-48
M&A costs	0	0
Restructuring costs	409	0
Integration/IT related costs	23	27
Costs from discontinuing businesses	54	-147
Other one-time costs	0	72
EBITDA pre	2,175	2,043
Regular depreciation & amortization	-348	-318
Financial result	-194	-219
Profit before tax pre	1,633	1,506
EPS pre [in€]	5.56	5.12

Sum of items may not foot due to rounding

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