MERCK KGAA, DARMSTADT, GERMANY -Q4 2016 ROADSHOW

Investor Relations

March 2017



Disclaimer

Publication of Merck KGaA, Darmstadt, Germany. In the United States and Canada the group of companies affiliated with Merck KGaA, Darmstadt, Germany operates under individual business names (EMD Serono, Millipore Sigma, EMD Performance Materials). To reflect such fact and to avoid any misconceptions of the reader of the publication certain logos, terms and business descriptions of the publication have been substituted or additional descriptions have been added. This version of the publication, therefore, slightly deviates from the otherwise identical version of the publication provided outside the United States and Canada.

Disclaimer

Cautionary Note Regarding Forward-Looking Statements and financial indicators

This communication may include "forward-looking statements." Statements that include words such as "anticipate," "expect," "should," "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 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 business-critical 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 and its impact on goodwill impairment evaluations; the impact of future regulatory or legislative actions; and the risks and uncertainties detailed by Sigma-Aldrich Corporation ("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.

This quarterly presentation contains certain financial indicators such as EBITDA pre exceptionals, net financial debt and earnings per share pre exceptionals, which are not defined by International Financial Reporting Standards (IFRS). These financial indicators should not be taken into account in order to assess the performance of Merck KGaA, Darmstadt, Germany in isolation or used as an alternative to the financial indicators presented in the consolidated financial statements and determined in accordance with IFRS. The figures presented in this quarterly statement have been rounded. This may lead to individual values not adding up to the totals presented.

Agenda

D Business overview

02 Transforming the company



- Healthcare Funding for success
- Life Science Focusing on profitable growth
- **D5** Performance Materials Expanding leadership and innovation
- **Executive summary and guidance**







Group Portfolio of three high-tech businesses



Leading in specialty pharma markets

- Biologics and small-molecules
- Research focus: Oncology, Immunology & Immuno-Oncology
- Over-the-counter medicine



Leading life science company

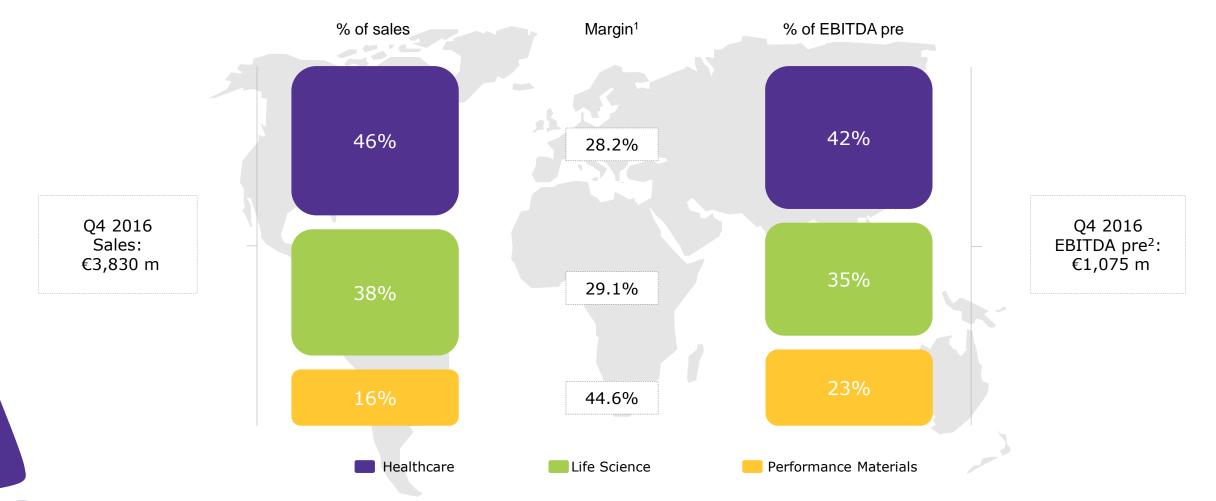
- Tools and services for biotech
 research & production
- Tools and laboratory supply for the academic research and industrial testing



Market leader in specialty materials

- Innovative display materials
- Effect pigments and functional materials
- High-tech materials for electronics

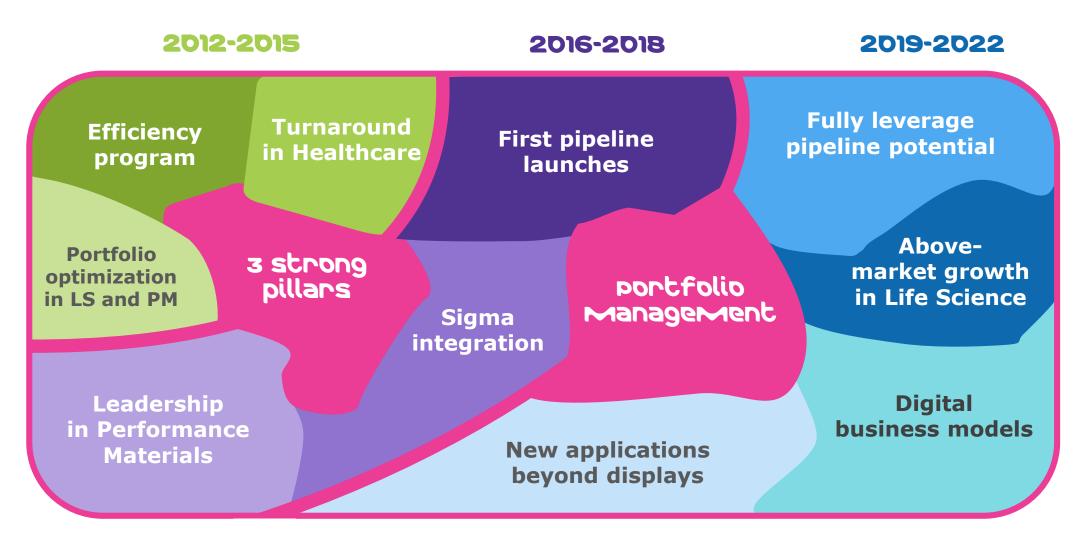
Group Strong businesses with attractive margins



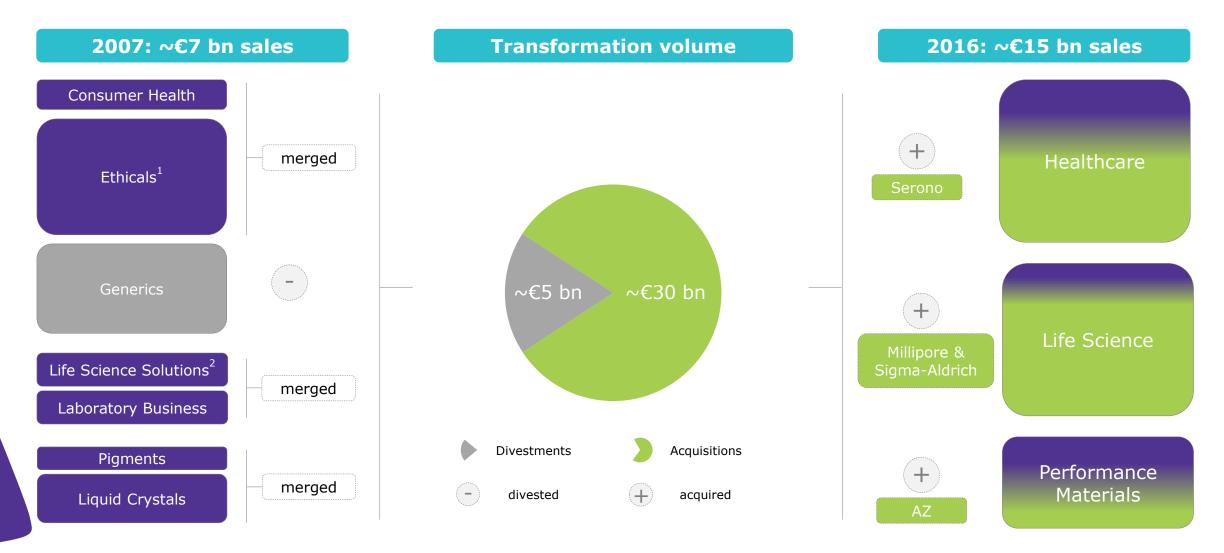




Group Strategic roadmap 2016-2022



Group We have added scale and strengthened the attractiveness of our portfolio



Group Profitability improved fundamentally



¹Included since 2 May 2014; ²2007 and 2014 EBITDA pre margin adjusted for comparability

Group We have created three leading businesses

Healthcare

+ Serono

- Leading biotech company
- Global footprint
- Strong presence in growth markets
- Solid underlying business
- Promising pipeline assets

Life science

MilliporeSigma

performance materials

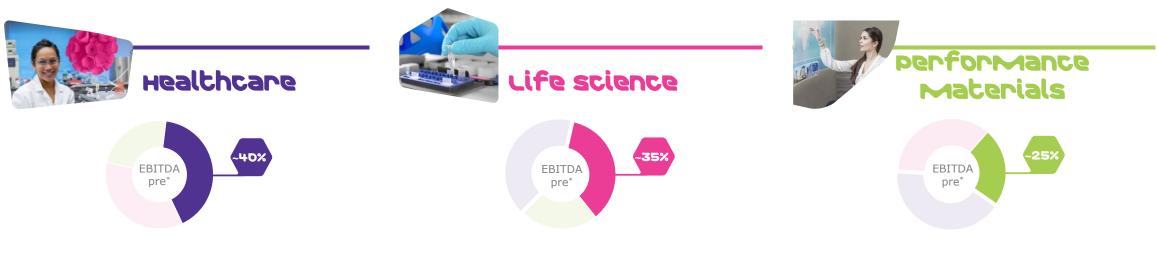
+ AZ

- No. 3 in the world market
- Broad and global product portfolio
- Leading eCommerce platform
- Best-in-class supply chain management

- World market leader
- Technology and innovation leader

Science	Technology	Innovation	Specialties	Quality	Customer focus
	57		1	C /	

Group Clear set of priority goals to be realized by 2018



- Maximize growth of existing franchises
- Deliver pipeline: one product launch or indication p.a. from 2017

- Focus on seamless integration and deliver cost synergies
- Leverage strategic capabilities for value creation
- Drive innovation and technology leadership across all businesses
- Innovate in applications also beyond displays

Merck kgan, parmstadt, germany

- Deleverage to <2x net debt / EBITDA pre in 2018
- No large acquisitions (>€500 m) for the next 2 years (unless financed by divestments)
- Dividend policy reflects sustainable earnings trend





Healthcare Healthcare is set to deliver on promising pipeline candidates

Deliver on organic growth

Focus on pipeline



Stable existing business to fuel slight organic growth



Solid pipeline of oncology, immuno-oncology and immunology molecules



Transformation of R&D operating model ongoing



Competitive R&D funding in our focus areas



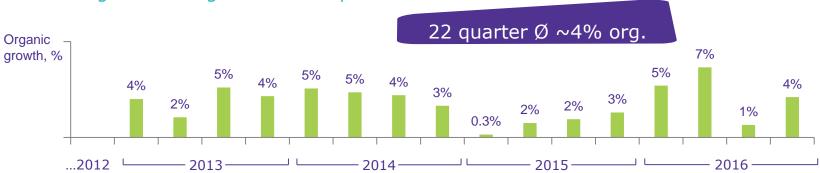
Cost discipline and efficient execution





Healthcare Operational excellence drives healthy growth of existing businesses

Organic growth for 22 consecutive quarters



Historic organic sales growth development

Commitment to at least stable organic sales until 2018 Qualitative organic sales growth guidance per product/franchise until 2018

Rebif[®]: Sales decline in line with interferon market

oncology: Stable sales

Fertility: Mid single-digit growth

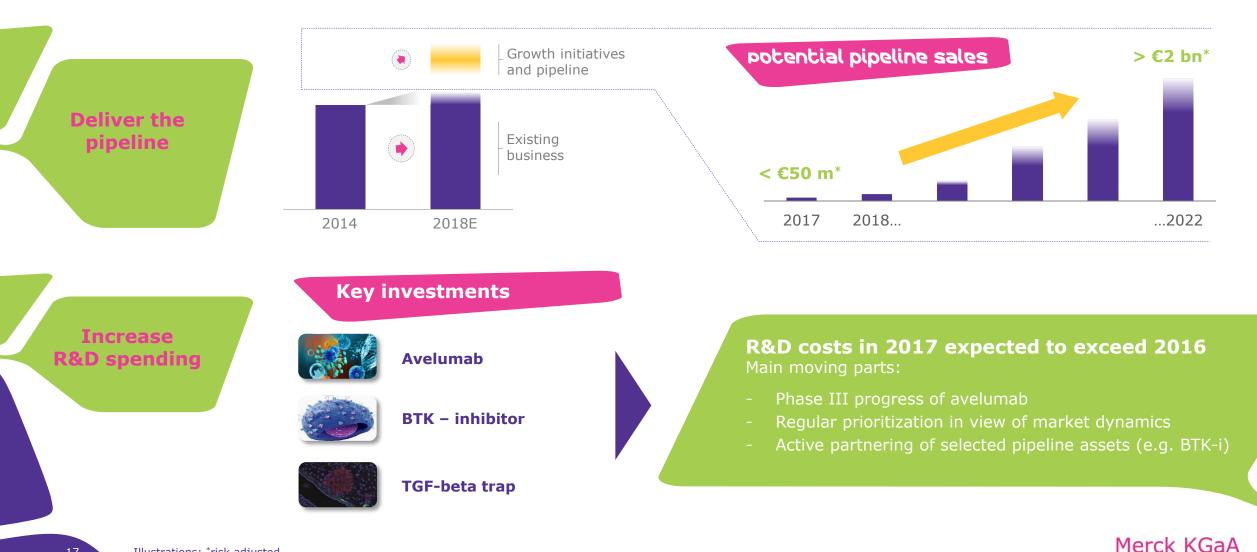
Endocrinology: Low single-digit growth

General Medicine: Mid to high single-digit growth

consumer Health: Mid single-digit growth

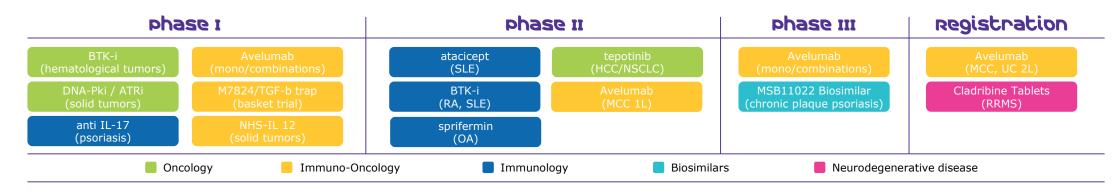


Healthcare Well on track to deliver the pipeline



Darmstadt, Germany

Healthcare Increasing R&D productivity with focus on potentially transformative assets



Avelumab	 30 clinical programs ongoing (>4,000 patients in >15 tumor types) Nine phase III trials ongoing For MCC, decision by FDA expected in H1 2017 (EMA: later in 2017) 	2017 Milestones:
TGF-b trap	 Enrolling in phase Ib cohorts (>10 indications) Interim data expected by mid 2017 	 • Two potential product launches
Cladribine Tablets	Decision by EMA expected in Q3 2017	• Major trial
BTK inhibitor	 Three immunology phase II trials initiated (RA, MS, SLE) One phase I trial in Oncology ongoing (different molecule) 	updates

Timelines may change: pharma pipeline products are under clinical investigation and there is no guarantee any product will be approved in the sought-after indication Acronyms: SLE = Systemic lupus erythematosus; RA = Rheumatoid arthritis; OA = Osteoarthritis; HCC = Hepatocellular cancer; NSCLC = Non-small cell lung cancer MCC = Merkel cell carcinoma; UC = Urothelial cancer; RRMS = Relapsing-remitting multiple sclerosis



LIFE SCIENCE -FOCUSING ON PROFITABLE GROWTH

Life Science Serving customers across the life science industry



- Academic and government institutions
- Biopharma R&D
- Industry R&D



- Pharmaceutical companies
- Small biotech
- Contract manufacturing organizations



- Diagnostic manufacturers
- Clinical testing labs
- Food & Beverage manufacturers

Life Science We create sustainable value that is based on strong strategic levers



- A combined portfolio of +300,000 products
- Integrated offerings along the life science value chain
- Complete workflow solutions



- Increased presence in North America
- Accelerating growth momentum in Asia
- Expanded geographic reach in 60+ countries

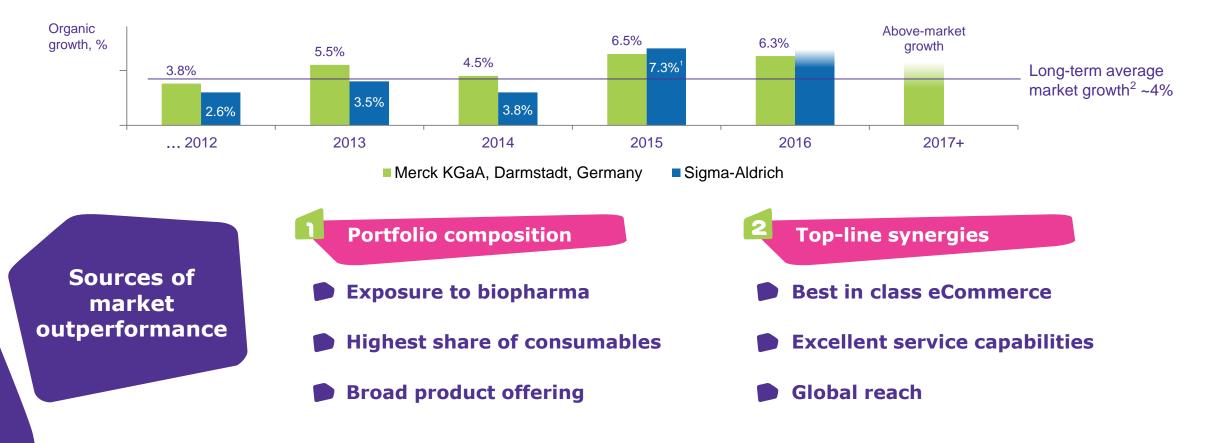


- Outstanding supply chain management (ability to deal with complexity)
- Simple e-commerce platform (customer interface with global coverage)
- Expertise to manage regulatory barriers

Our capabilities are the foundation for future topline growth in Life Science

Life Science Above-market growth to be enhanced by top-line synergies

Merck KGaA, Darmstadt, Germany and Sigma-Aldrich organic growth rates versus market growth



Life Science **Synergy upgrade driven by fast 2016 execution and top-line synergies**



EBITDA pre impact of synergy ramp-up [€m]

Net cost synergies
Accelerated cost synergies
Top-line synergies

Synergy upgrade of ~10% confirms strong integration capabilities

Sources

Cost synergy update (for 2016)

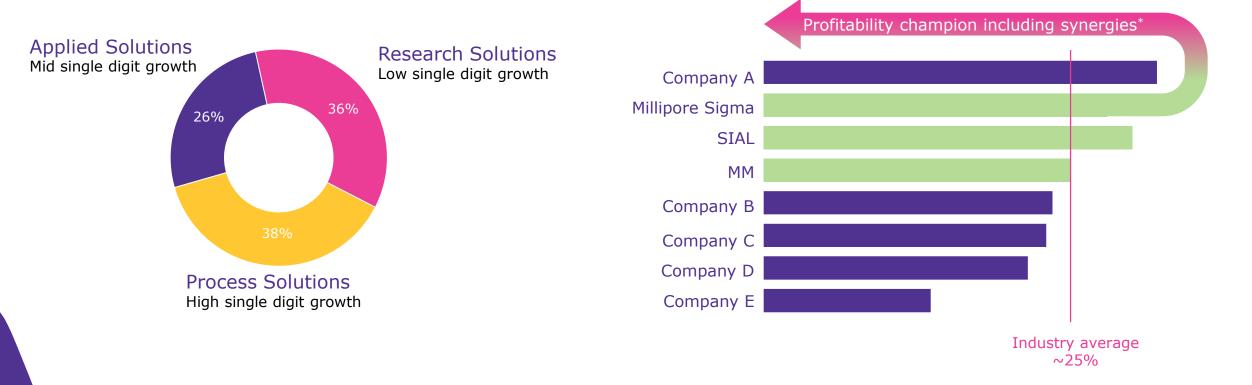
- **Faster** implementation of synergy measures in all areas
- 2016 expected total cost synergies of ~€105 M
- Integration costs remain unchanged at ~€400 m

Top-line synergies (from 2017)

- Strong eCommerce and IT capabilities applied to our products
- Extensive portfolio and customer complementarity in Process and Applied Solutions
- Leverage Regional Merck KGaA, Darmstadt, Germany - Asia and Sigma - North America footprint
- Expecting ~50-100 bps in additional sales growth with average EBITDA pre margin

Life Science We aim to be the profitability champion of the sector

Sales breakdown as of Q4 2016



Life Science is well set for sustainable growth and profitability

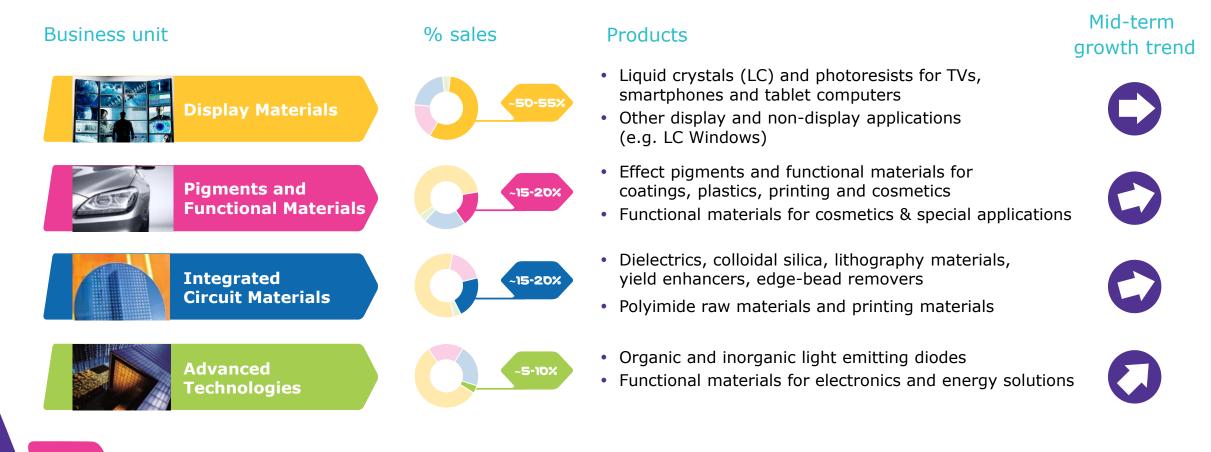


Above industry margin levels





Performance Materials The four pillars are set for future profitable growth



Well-founded medium-term low to mid single-digit growth profile



Performance Materials Four-pillar strategy and innovation power strengthen our earnings profile



Performance Materials Sound platform to deliver high earnings

Four-pillar platform diversifies earnings stream

- Liquid Crystals remain key earnings contributor
- AZ* expertise is being leveraged to develop innovative value-added solutions for customers
- OLED is becoming a visible growth driver
- Pigments continue to grow with high-end products



Continuous innovation as key profitability driver

- New products contribute high growth and profitability
- LC* technology mode UB-FFS* launched in 2014 is the most recent example

Balanced sales and consistently high earnings



We are the innovation leader "Improved picture quality" 1996 IDS* First to commercializ 2000 "Large TVs" VA* PS-"Display cost reduction & 2008 advanced performance" VD* "Superior image resolution and 2014 lower energy consumption"

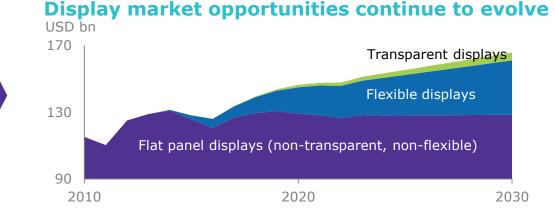
Diversification of portfolio and ongoing innovation lead to strong profitability

Performance Materials Long-term growth and profitability drivers are intact



Macroeconomics and electronics remain buoyant

- Global consumer electronics market expected to grow above GDP*
- Mobile data, Internet of Things and Big Data are key growth drivers for LC and IC
- Display market continues to grow

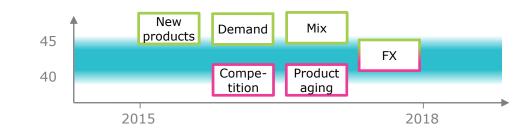


High value-added products yield superior profitability

- High market share in liquid crystals expected to prevail
- Strong differentiation by innovation inherent mature of business

Sustainable profitability drivers





Unique differentiation and market position will continue to lead to strong profitability and maintain low single-digit growth trajectory

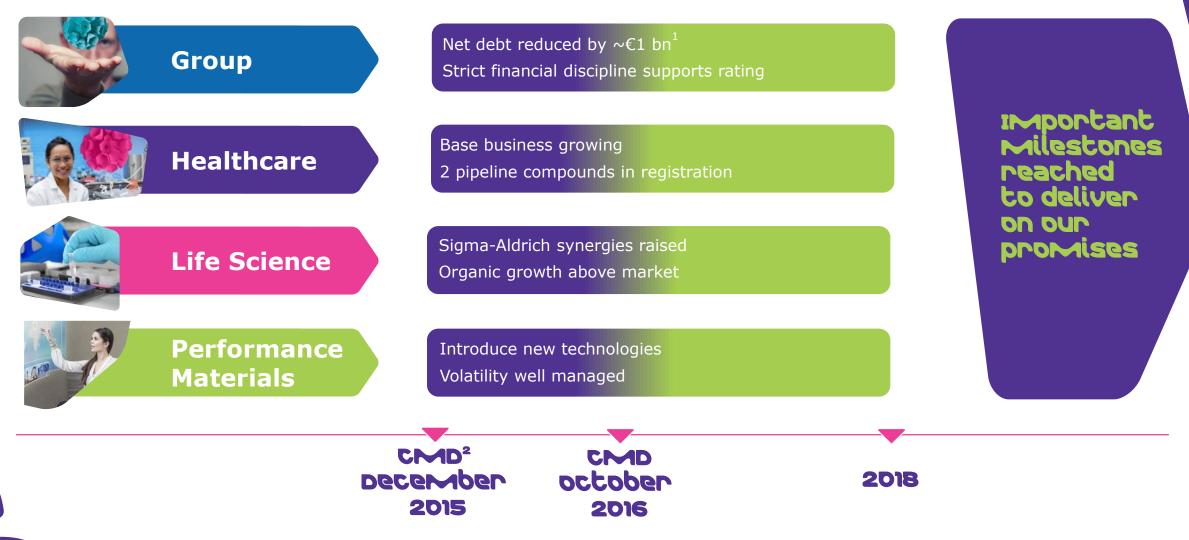
Performance Materials Unique selling proposition of SA-VA for manufacturers and consumers







Group We are well on track to deliver on our promises



Illustration; ¹Net financial debt ex pension provisions as of September 30, 2016 versus December 31, 2015; ²Capital Markets Day

Group We have clear financial priorities for the next two years



- **Strong cash flow** will be used to drive down gearing to <2x net debt / EBITDA pre in 2018
- Larger acquisitions (>€500m) ruled out for the next two years (or financed by divestments)
- **Dividend policy** reflects sustainable earnings trend
- Synergy generation is utmost priority
- Cost discipline continues in all business sectors
- Further efficiency gains from ongoing improvement and harmonization of processes and systems
- All our businesses have growth potential
- **Decisions on growth investments** are based on sound business cases and robust clinical data

Near-term financial priorities will secure our profitable growth path

Group Qualitative Group full-year 2017 guidance

Net sales:	Slight to moderate	Slight to moderate organic growth		
EBITDA pre:	About stable*			
EBITDA pre growth drivers		EBITDA pre growth burdens		
 Organic net sales growth with all 3 businesses contributing 		 R&D costs increase 2017 in Healthcare: ongoing progree of pipeline and Vertex in-licensing 		
Sigma-Aldrich incremental co of ~+€80m YoY	st and revenue synergies	 HC margins negatively impacted by product mix 		
Rebif U.S. price increase as of January 2017		 Fertility growth less fueled by favorable competitive situation in U.S. Elimination of 2016 one-time effects (disposal gain Q2) 		
Avonex royalty income for additional 6 months in 2017				
Swap of royalty & license inconsection of not benefit of mid to high do		reversal R&D termination provisions) ~-€90m YoY		



Appendix









Performance Materials









2017 business sector guidance



Net sales

- Slight organic growth
- Ongoing organic Rebif decline
- Other franchises growing; Glucophage repatriation in China supportive

EBITDA pre

- YoY % decline in the high single digits
- Higher R&D investments, mix effects and 2016 positive one-time effects mitigated by higher royalty income



Net sales

- Organic growth slightly above market; driven by Process Solutions
- First contribution from top-line synergies

EBITDA pre

- % YoY growth in the high single digits to low teens
- Sigma synergies and organic growth contributing



Net sales

- Slight organic growth
- Volume increases in all businesses
- Continuation of slight LC market share normalization cannot be ruled out

EBITDA pre

Slight increase YoY

38

Additional financial guidance 2017

Further financial details

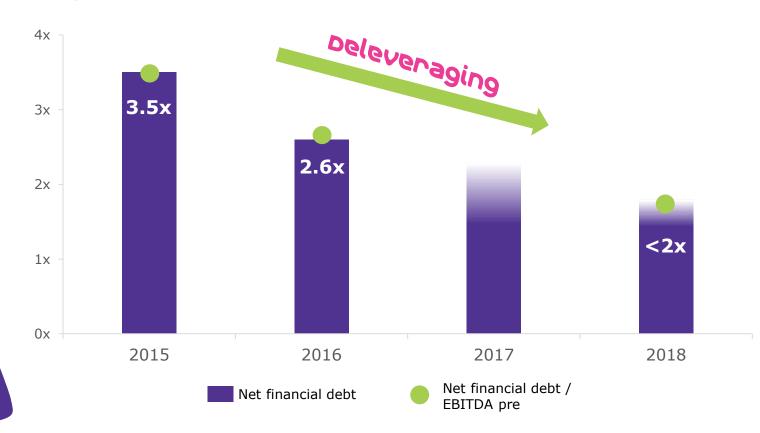
Corporate & Other EBITDA pre	~ -€350 – -380m	
Interest result	~ -€250 – -260 m	
Effective tax rate	~ 23% to 25%	
Capex on PPE	~ €850 – 900 m	
Hedging/USD assumption	2017 hedge ratio ~50% at EUR/USD ~ 1.11 to 1.12	
2017 Ø EUR/USD assumption	~ 1.06 - 1.10	



Strong focus on cash generation to ensure swift deleveraging

Net financial debt^{*} and leverage development

[Net financial debt/ EBITDA pre]



Focus on deleveraging

- Commitment to swift deleveraging to ensure a strong investment grade credit rating and financial flexibility
- •Strong cash flow will be used to drive down leverage to expected <2x net debt/EBITDA pre in 2018
- Larger acquisitions (>€500 m) ruled out for the next two years (or financed by divestments)

High cost base in strong currencies and hedging losses partially offset FX tailwinds



Sales

- Global presence
- ~40% of sales in Europe

Costs

- High Swiss franc cost base due to manufacturing sites
- R&D hub and notable sales force in U.S.

FX Impact

41





Sales

• Balanced regional sales split between EU, NA and RoW

Costs

- Extensive manufacturing and research footprint in the U.S.
- Global customer proximity requires broad-based sales force

FX Impact

Sales

- ~80% of sales in Asia-Pacific
- Industry is USD-driven

Costs

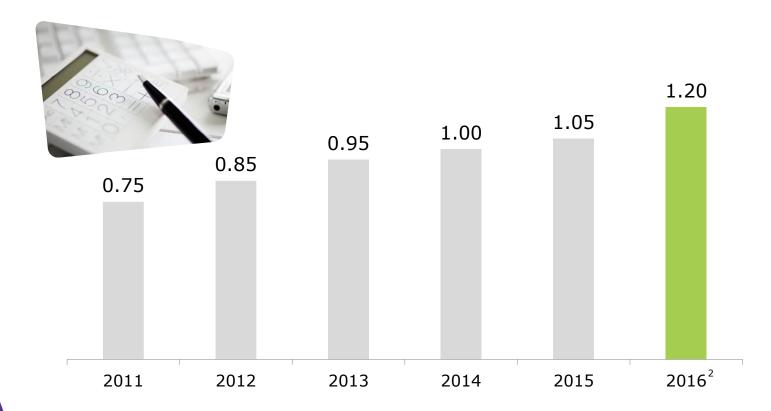
- Main production sites in Germany
- Several R&D and mixing facilities in Asia

FX Impact



Sustainable dividend development

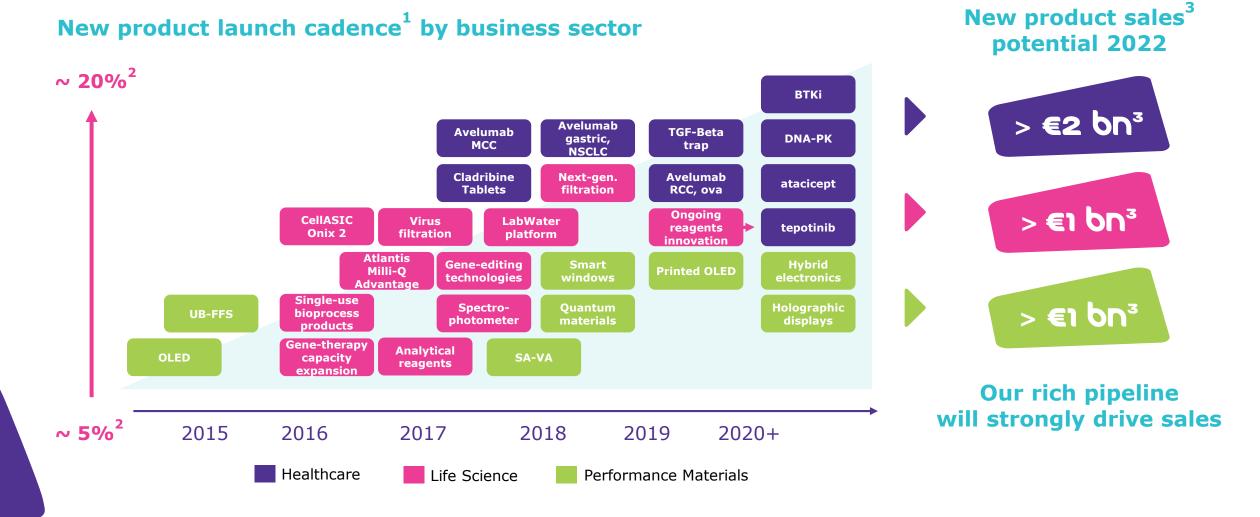
Dividend¹ development 2011-2016



2016 dividend

- Dividend of €1.20 per share proposed² for 2016, reflecting 19.3% of EPS pre
- Dividend development in line with business performance and earnings progression
- Dividend yield³ of 1.21%

Our strong innovation capabilities will drive growth



¹Illustration: timelines may change as product introductions are subject to customer adoption and implementation; pharma pipeline products are under clinical investigation and there is no guarantee any product will be approved in the sought-after indication; ²Share of total Group net sales from new products launched over the past 5 years, risk-adjusted; ³risk-adjusted

Merck KGaA Darmstadt, Germany

43





Portfolio management: Differentiating across diverse business models

General Medicine portfolio



- •Limited risk with high cash generation
- Sustainable steady growth fueled by Emerging Markets

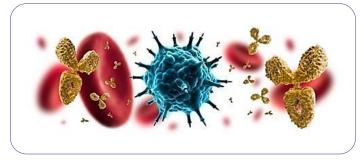
Biologicals portfolio



- Moderate risk and reward profile
- Economies of scale due to stateof-the-art production capabilities
- Emerging Markets gain importance



Oncology & Immunology innovation portfolio



- •High reward at high risk
- Innovation key success factor high R&D spend
- Promising pipeline projects



Mid-term, all parts of the portfolio need to earn their cost of capital

The road to maximizing Healthcare's existing franchises is clear



Continue to drive mCRC^{*} share by increasing patient testing and expanding head and neck coverage

consumer нealth



Capitalize on strong efficacy and new smart devices to maximize differentiation and defend franchise

sales and marketing activities delivering above-market



Build on No.1 position and ART^{*} channel access with embryo diagnostics and other innovative technologies



Glucophage

Saizen[®]

Concor[®]

Harness strengths of existing business and build a new focus area driven by innovative devices and services for patients

Build on existing track record in emerging markets, drive brand and lifecycle management and expand business including asset repatriation





organic sales growth

Healthcare Clinical pipeline

Phase I

Tepotinib – c-Met kinase inhibitor Solid tumors

M2698 – p70S6K & Akt inhibitor Solid tumors

M3814 – DNA-PK inhibitor Solid tumors

M9831 (VX-984) – DNA-PK inhibitor Solid tumors

Beigene-283 – BRAF inhibitor Solid tumors

M7583 – BTK inhibitor Hematological malignancies

M66207⁷ (VX-970) – ATR inhibitor Solid tumors

M4344 (VX-803) – ATR inhibitor Solid tumors

Avelumab – Anti-PD-L1 mAb Solid tumors

Avelumab – Anti-PD-L1 mAb Hematological malignancies

M9241 (NHS-IL12) Cancer immunotherapy Solid tumors

M7824 - Bifunctional immunotherapy Solid tumors

M1095 (ALX-0761) Anti-IL-17 A/F nanobody Psoriasis

Phase II

Tepotinib c-Met kinase inhibitor Non-small cell lung cancer Tepotinib c-Met kinase inhibitor Hepatocellular cancer

Avelumab – Anti-PD-L1 mAb Merkel cell carcinoma 1L¹

Sprifermin Fibroblast growth factor 18 Osteoarthritis Atacicept Anti-Blys/anti-APRIL fusion protein Systemic lupus erythematosus M2951 BTK inhibitor Rheumatoid arthritis

M2951 BTK inhibitor Systemic lupus erythematosus Abituzumab

anti-CD 51 mAb Systemic sclerosis with interstitial lung disease

Phase III

Avelumab – Anti-PD-L1 mAb Non-small cell lung cancer 1L¹ Avelumab – Anti-PD-L1 mAb Non-small cell lung cancer 2L² Avelumab – Anti-PD-L1 mAb Gastric cancer 1L¹ Avelumab – Anti-PD-L1 mAb Gastric cancer 3L³ Avelumab – Anti-PD-L1 mAb Urothelial cancer 1L¹ Avelumab – Anti-PD-L1 mAb Ovarian cancer platinum resistant/refractory Avelumab – Anti-PD-L1 mAb Ovarian cancer 1L¹ Avelumab - Anti-PD-L1 mAb Renal cell cancer 1L¹ Avelumab - Anti-PD-L1 mAb Locally advanced head and neck cancer

MSB11022 Proposed biosimilar of Adalimumab Chronic plaque psoriasis

Registration

Cladribine⁴ **Tablets** – **Lymphocyte targeting agent** Relapsing-remitting multiple sclerosis

Avelumab⁵ – Anti-PD-L1 mAb Merkel cell carcinoma

Avelumab⁶ – **Anti-PD-L1 mAb** Urothelial cancer 2L²

- Neurodegenerative Diseases
 Oncology
 Immunology
 Immuno-Oncology
- Biosimilars

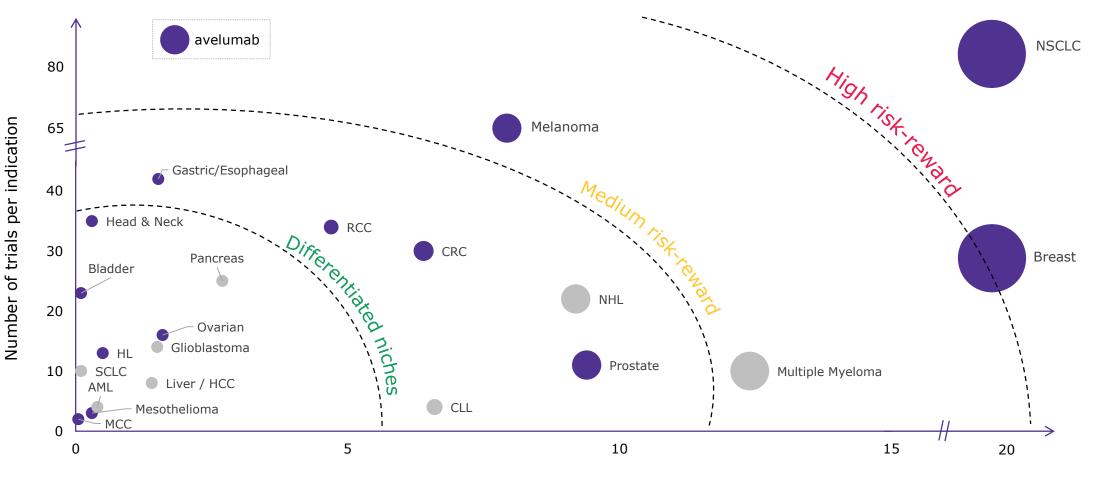
Pipeline as of March 1st, 2017 Pipeline products are under clinical investigation and have not been proven to be safe and effective. There is no guarantee any product will be approved in the sought-after indication.

¹ 1st line treatment; ² 2nd line treatment; ³ 3rd line treatment; ⁴ European Medicines Agency (EMA) accepted Marketing Authorization Application (MAA) from Merck KGaA, Darmstadt, Germany in July 2016; ⁵ EMA accepted MMA from Merck KGaA, Darmstadt, Germany in July 2016 and the US Food and Drug Administration (FDA) has accepted for Priority Review the Biologics License Application (BLA);

⁶ FDA accepted for Priority Review the BLA;⁷ Includes expansion cohorts in non small cell lung cancer, small cell lung cancer and triple negative breast cancer



Avelumab plays predominantly in attractive and differentiated niches



Market size in 2020 per indication [€bn]

Sources: Trialtrove and Cortellis as of September 2015, Boston Consulting Group, Evaluate Pharma forecast 2020 Acronyms: SCLC = Small Cell Lung Cancer; HL = Hodgkins Lymphoma; NHL = Non Hodgkins Lymphoma; AML = Acute Myeloid Leukaemia

Merck KGaA Darmstadt, Germany

48

Avelumab – differentiation strategy varies according to chosen target indication and market



- Ambition to lead in niche indications (e.g. Merkel cell) or markets (e.g. Asia for gastric)
- Quick to market strategy (e.g. BTD designation for MCC)
- Small, but less crowded markets and sales potential with notable impact for us
- Strategic strength of Healthcare in niche markets



49

- Learn from experience of incumbents/early movers in major indications (e.g. NSCLC, Bladder)
- Potential for combinations given breadth of combined development pipelines
- Differentiate in trial design and explore application of further biomarkers



Merck KGaA Darmstadt, Germany

•

The alliance initiated nine Phase III studies

	Indication	Treatment line	Estimated patient enrollment	Comparator	Estimated primary completion
٦	Ovarian	Platinum res./ref.	550	Pegylated liposomal doxorubicin	H1 2018
2	Ovarian	1 st line	951	Platinum-based chemotherapy	H2 2019
3	NSCLC	1 st line	1095	Physician's choice of platinum containing chemotherapy	H1 2019
4	NSCLC	2 nd line	792	Docetaxel/chemotherapy	H1 2018
5	Gastric	1 st line maint.	666	Best supportive care (BSC)	H2 2018
6	Gastric	3 rd line	330	Physician's choice of chemotherapy/BSC	H2 2017
7	Bladder	1 st line	668	Best supportive care	H2 2018
8	Renal cell	1 st line	583	Sunitinib	H1 2018
9	SCCHN	Front-line	640	Standard of care chemoradiation therapy	H1 2021

50

Clinical results support avelumab as potential therapeutic option for metastatic Merkel cell carcinoma

Encouraging response rates¹

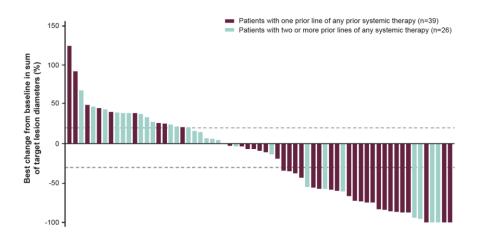
- ORR: 31.8%
 - 9.1% complete response
 - 22.7% partial response
 - Rapid (78.6% responding within 7 weeks of treatment)
 - Durable (82.1% still responding at time of analysis)
- 6-mo OS: 69% (median OS: 11.3 months)
- 6-mo PFS rate: 40%
- Manageable safety profile; no unexpected safety signals





Potential for differentiation

- Largest international multicenter, open-label study of anti-PD-L1/PD-1 reported in this patient population (88 patients) – Responses observed in large number of patients
- Improved response rates observed when used earlier, i.e. fewer lines of prior chemotherapy appeared to be associated with better response to avelumab in MCC 2L and beyond
 - ORR of 40.4% for patients with one prior systematic treatment
 - ORR of 19.4% for patients with two and more prior treatments



Note: timelines are event-driven and may change

¹Avelumab (MSB0010718C; anti-PD-L1) in patients with metastatic Merkel cell carcinoma previously treated with chemotherapy: results of the phase 2 JAVELIN Merkel 200 trial / Oral Presentation at the 52nd ASCO Annual Meeting, June 3-7, 2016; Chicago, Illinois. Abstract No. 9508; Howard Kaufman et al.

For Avelumab, combinations will drive differentiation strategy





- In registration: metastatic Merkel Cell
- In registration: metastatic Urothelial (2L)
- Phase III: Ovarian (1L & Plat. Res. Ref.)¹
- Phase III: Gastric (1L MN & 3L)
- Phase III: NSCLC (1L & 2L)
- Phase III: Urothelial (1L MN)
- Phase I: Merkel Cell (1L)

52

• Multiple other tumor types



- Phase III: Renal 1L (Avelumab + Inlyta)
- Phase III: L/A Head and Neck (Avelumab + Chemoradiation)
- Phase I: DLBCL² (Avelumab + various agents)
- **Phase I/II: Advanced malignancies** (Avelumab + 4-1BB / + OX40)
- Phase Ib/II: Ovarian (Avelumab + Entinostat; Syndax)
- Phase I/Ib: Ovarian (Avelumab + VS-6063; Verastem)
- Phase I/II: SCCHN (Avelumab + TG4001; Transgene)
- Phase Ib/II: NSCLC (Avelumab + VX15/2503; Vaccinex)
- Phase I/Ib: NSCLC (Avelumab + Debio1143; Debiopharm)

Cladribine tablets – MAA submission accepted by EMA in July 2016

Background

- Targets lymphocytes (both B and T cells), integral to MS pathogenesis
- Two Phase III and one Phase IIIb extension studies conducted in RRMS and early MS^{1,2,3}; Phase II study in patients failing IFN beta therapy⁵
- Substantial new efficacy & safety characterization including data from long-term follow up (>10,000 patient-years)
- Most recent analyses provide relevant information on benefit/risk profile of cladribine tablets in RRMS:
 - ARR reduction (58%)
 - Risk of disability progression (33% reduction)
 - Relative reduction in mean number of lesion (86% reduction in T1 gadolinium-enhanced lesions)
 - 47% of patients experience NEDA over 2 years⁴

Potential for differentiation

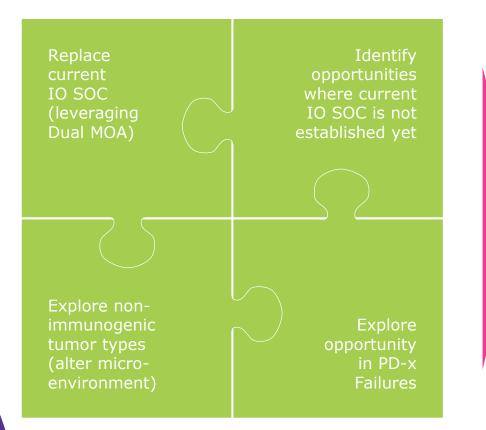
- Merck KGaA, Darmstadt, Germany aims to address significant unmet needs for agents delivering high efficacy with favorable safety profile in a convenient dosing regimen
- Administered orally (tablet formulation)
- Extremely short treatment courses (8–10 days per year) leading to long-term efficacy¹

Note: timelines are event-driven and may change

EMA = European Medicines Agency; ARR = Annualized Relapse Rate; MAA = Marketing Authorization Application; MS = multiple sclerosis; NEDA = no evidence of disease activity; RRMS = relapsing-remitting multiple sclerosis. ¹ Giovannoni G et al. New Engl J Med 2010;362:416–26; ² Giovannoni G et al. 65th annual meeting of the American Academy of Neurology 2013. P07.119. ³ Leist TP et al. Lancet Neurol 2014;13:257–67. ⁴ Giovannoni G et al. Lancet Neurol. 2011;10:329–37. ⁵ Montalban X et al. 65th annual meeting of the American Academy of Neurology 2013. P07.099.

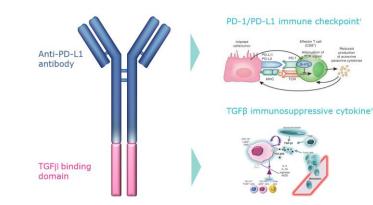
PD-L1–TGF-beta indicates potential to move beyond checkpoint inhibitors

Four focus areas for exploration

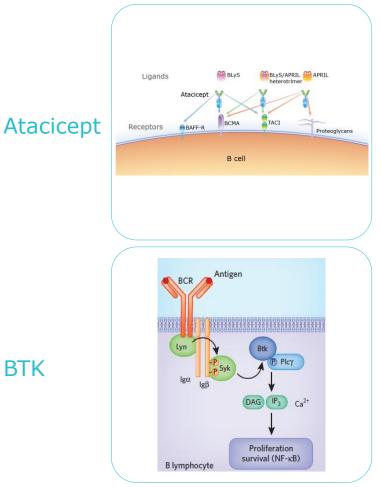


Status and next steps

- Novel, first-in-class bifunctional immunotherapy
- Bifunctional mode should result in broader application vs. respective mono-functional agents
- Great potential when combined with Standard of Care, immunotherapy and internal pipeline drug candidates
- Dose level finding of Phase I completed
- Recruiting into Ib expansion cohorts started in Q3 2016



Update on selected assets (1/2)



- Binds to receptors of two cytokines regulating maturation, function, and survival of B cells (B-lymphocyte stimulator (BLyS) & a proliferation-inducing ligand (APRIL))
- ADDRESS II (Phase IIb) in SLE patients (n=306):
- Primary endpoint not met, but analyses of predefined subpopulation with high disease activity (HDA; n=158) demonstrated statistically significant treatment effects (e.g. SRI-6 response at week 24 significantly greater with atacicept 150 mg vs. placebo); both doses led to significant reductions in BILAG A and SFI flares

Phase III decision subject to interactions with authorities

Suppress autoantibody-producing cells

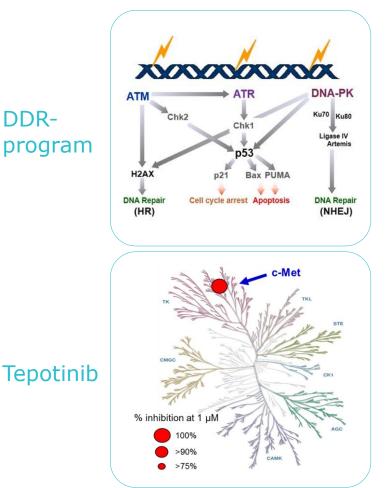
- High and differentiated efficacy in preclinical models; promising kinase selectivity profile
- Aim to achieve best in class through minimization of off-target effects
- Three immunology phase II trials initiated (RA, MS, SLE)
- Phase I trial in Oncology ongoing (different molecule)
- Partnering opportunities under consideration

Phase II data readout in Q2 2017 (RA)

Note: timelines are event-driven and may change

55

Update on selected assets (2/2)



- M3814 is a selective and potent inhibitor of DNA-PK, a kinase mediating DNA double strand break repair
- Preclinical models showing complete responses and/or increased PFS in combination with radiotherapy in several xenograft models (SCCHN, NSCLC, CRC, PaCa) and strong pre-clinical combination data with SoC chemotherapies
- Two DDR programs licensed-in, incl. two ATR compounds VX-970¹/VX-803², and one DNA-PK compound VX-984³, which will be combined with existing DNA-PK assets (M3814) into a single development program

Analysis of M3814 Phase I data for RT combination expected in H2 2017

- Highly selective small molecule c-Met inhibitor
- Active in ligand-dependent and ligand-independent tumor models
- Biomarker-driven approach for patient selection
- Preliminary data show encouraging signs of anti-tumor activity in c-Met positive patients in NSCLC and HCC^{2,3}
- Phase II trials in progress in NSCLC and HCC

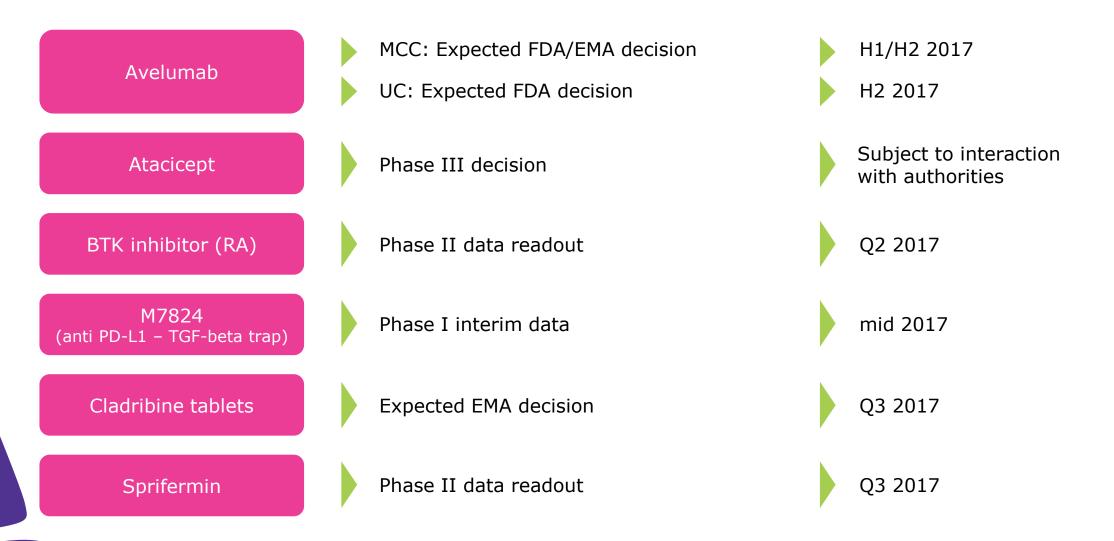
Analysis of Phase II data for HCC and NSCLC expected in H1 2018

Note: timelines are event-driven and may change and graphics are only illustrative

¹Includes expansion cohorts in non small cell lung cancer, triple negative breast cancer and small cell lung cancer; ²VX-803 is an orally dosed ATR inhibitor currently in Phase 1 trials evaluating escalating doses of VX-803 alone and in combination with chemotherapy; ³A Phase 1 trial is now evaluating escalating doses of VX-984 alone and in combination with advanced solid tumors

Merck KGaA Darmstadt, Germany

Newsflow: Upcoming pipeline catalysts



Healthcare is well set for future growth

Stable existing business

Business and market specific initiatives in place to maximize existing business franchises

Strong R&D pipeline Diversified but focused pipeline with high quality assets in the areas Immuno-Oncology, Oncology and Immunology healthily spread across all clinical phases

Successful collaborations

Proven success in partnering through joint investments and collaborations – maximizing potential of assets in competitive space

Promising late stage progress Three submissions in 2016 may potentially result in two product launches in 2017

Disciplined execution

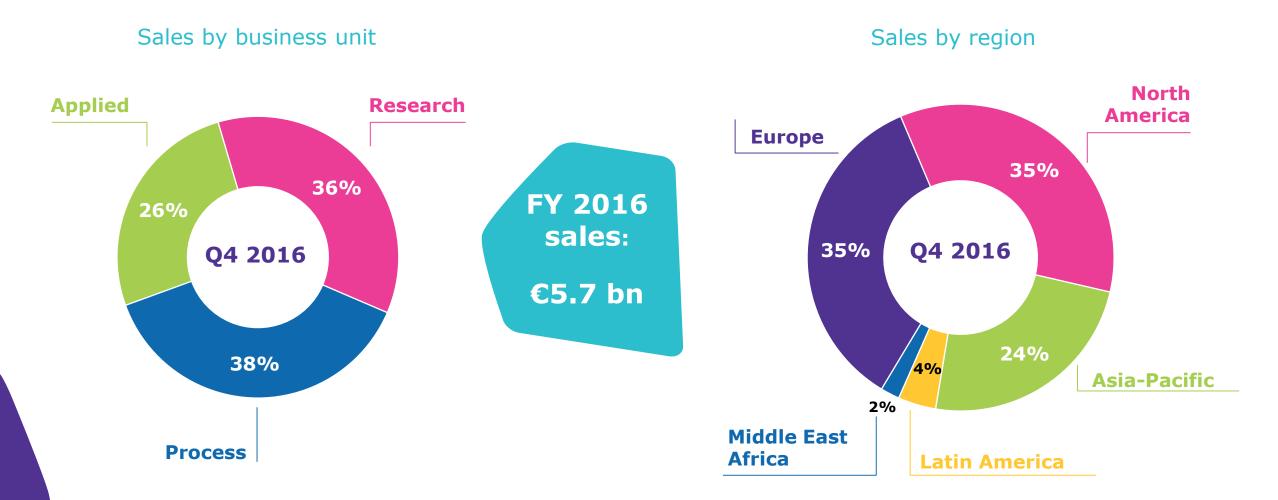
Systematic pipeline review and timely decision making allow efficient resource and budget allocation







A balanced portfolio and geographic presence



Merck KGaA Darmstadt, Germany

Life Science is an attractive market



- Growth in volume of experiments
- Mild growth in academic funding
- Investment in industry R&D

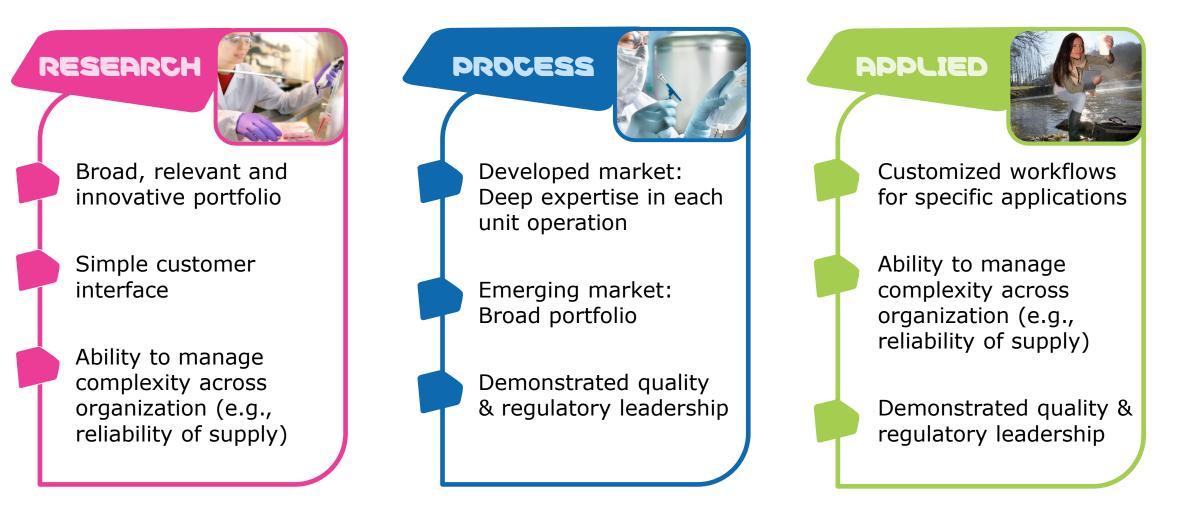


- Drug volume growth
 - from biologics
 - from emerging modalities
- Continued shift to single-use



- Volume growth from
 - Population growth
 - Increased testing needs

Success driven by portfolio breadth and differentiation, a customer-centric approach and world-class capabilities



Process Solutions Our end-to-end portfolio for manufacturing mAbs



MAKE Produce antibodies



Advanced™ CHO Fed-batch Medium Cell culture media to enhance cell growth

2000L CellReady bioreactor Tank for cultivating cells Clarisolve ®

clarification filters Removing cell debris

Provantage [®]

PURIFY Remove cell debris, virus, etc.



FlexReady ® chromatography **Purifying mAbs**



Viresolve[®] Pro solution Removing viruses from protein solutions

EMP<u>ROV</u>E[®]

Pellicon®

cassette filters

Washing and

removing cells,

lipids, particles

FORMULATE Final drug product

> Opticap[®] capsules Sterile filtration



BioReliance [®]

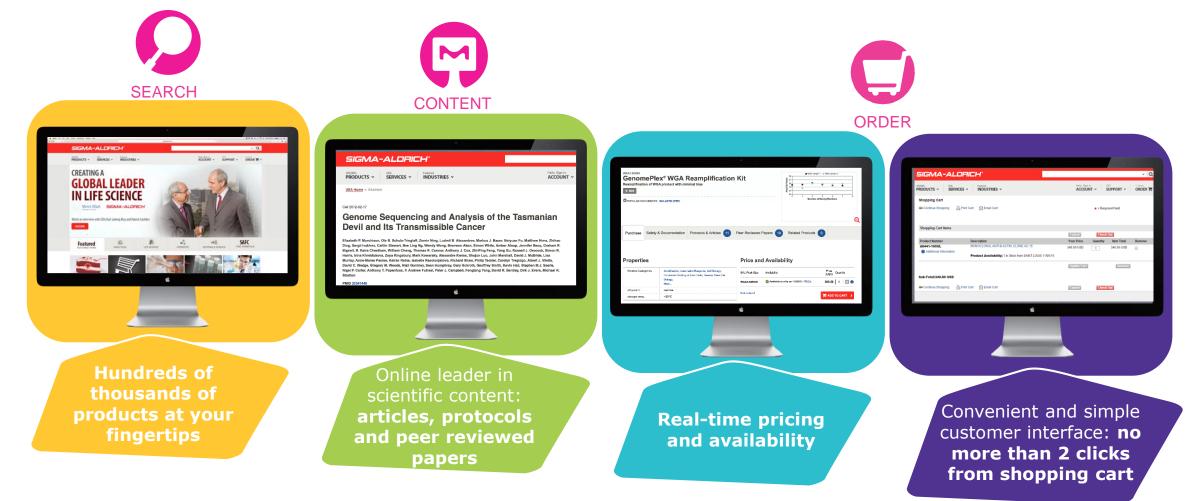
Merck KGaA Darmstadt, Germany



63

#1 website in research life science industry

Industry leading e-commerce platform and supply chain capability



Merck KGaA Darmstadt, Germany

Life Science delivers synergies and integrates as planned

synergies

Delivery of 2016 synergy target of €105 m:

- HQ measures complete
- >50% of headcount targets met
- 4 site closures in progress
- Procurement actions moving
- Preparing distribution consolidation



Integration

Smooth integration ongoing with early achievements:

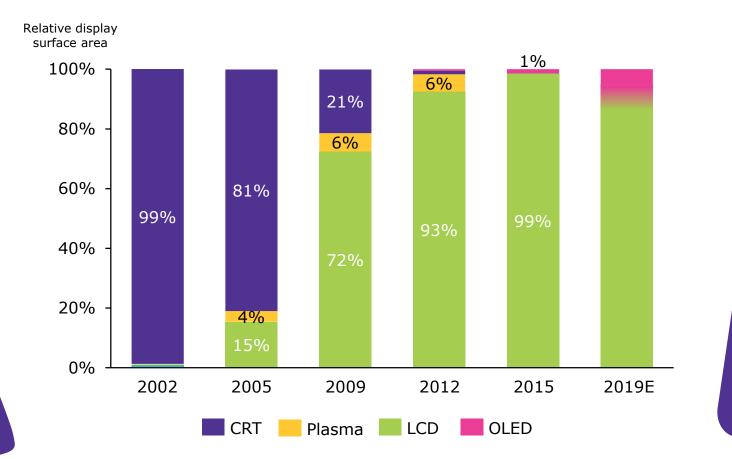
- Organization structure implemented
- High engagement from organization
- Common definition and implementation of processes well underway, e.g. pricing, customer excellence

No disruption of growth momentum during integration





Liquid crystals are clearly the dominant display technology



Market share by display technology

Rationale for LCD leadership For consumers:

- Price
- Thinner frames
- Higher resolution in all sizes
- Proven track record of extreme reliability

For manufacturers:

- Price and scalability
- Production costs and capacities

LCD progress creates higher technological and commercial entry barriers

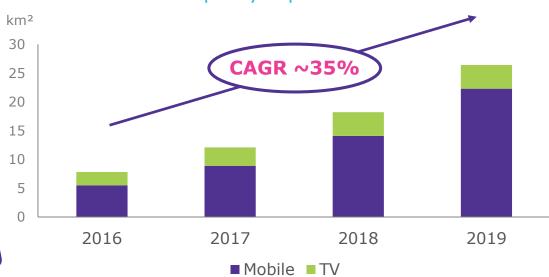
OLED share will increases in mobile applications



Our leading OLED business is well set to exploit display market opportunities

Market position

- Among top 3 OLED material provider
- Unrivaled experience and expertise in displays
- Long & intimate relationships with all display producers
- Recent capacity expansion to serve growing demand



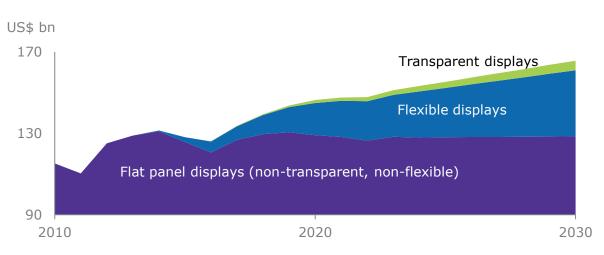
Announced OLED capacity expansion¹



solution provider

- Supplier of all OLED stack layers
- Excellence in vapor & printable materials
- In-house testing of materials
- Tailor-made solutions for customers

Display market development¹



Merck KGaA Darmstadt, Germany

¹Source: IHS, Merck KGaA, Darmstadt, Germany, VLSI

Liquid crystals of FER a variety of opportunities

3

Л

5

1. Adaptive lighting for automotive

6

- 2. Adaptive lighting for architecture
- 3. Smart antenna
- 4. Liquid crystal windows for architecture
- 5. Holography

2

6. Free form LCD

We have a strong position and will benefit further from complex technological advances and underlying market trends

Market drivers and technological trends

Miniaturization: Devices are becoming smaller with better performance

Need for enabling materials to reduce size (Moore's law)

Mobility: Everyone is continuously connected without direct power supply

- More chips needed for local energy production
- Energy storage \rightarrow smaller batteries with higher density

Internet of Things: Everything is continuously connected

- More gadgets and devices that include chips
- Increasing amount of communication and sensor chips

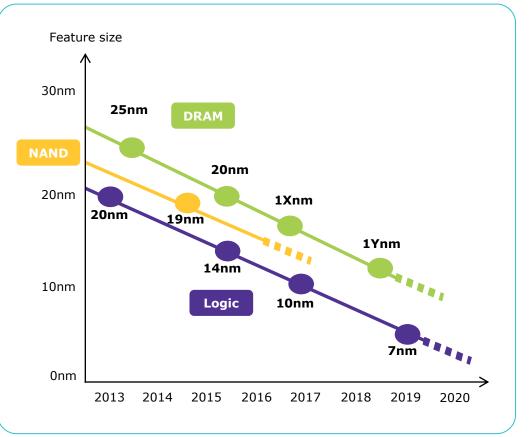
Big Data: Increasing need for intelligent data storage

• Switch from hard disk drives (HDD) to solid state drives (SSD)

Selected competitors

- Tokyo Ohka Kogyo
- Dow Electronic Materials
- Nissan Chemicals
- JSR

Feature sizes develop as predicted by Moore's law



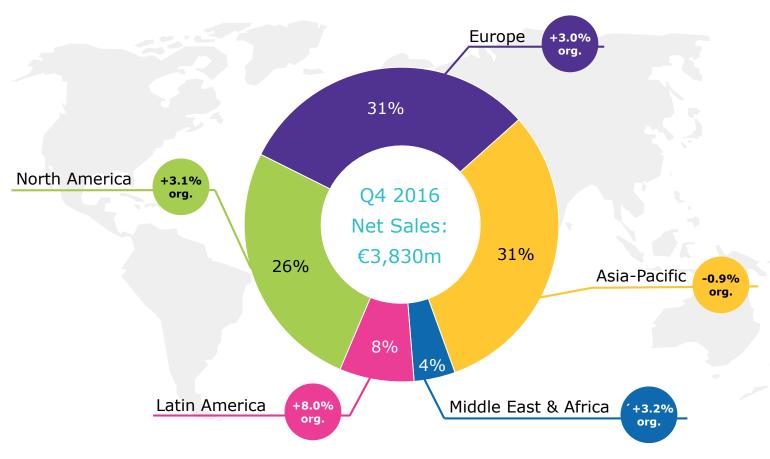
Merck KGaA Darmstadt, Germany





Organic growth in all regions

Regional breakdown of net sales [€ m]



Regional organic development

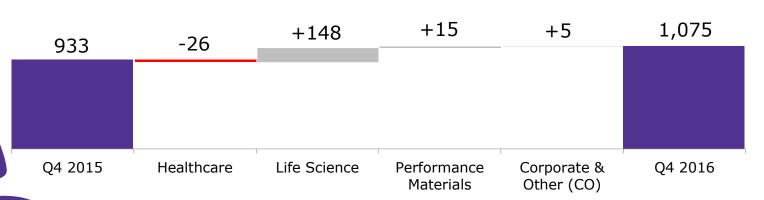
- Europe moderately growing as strong performance of Life Science outweighs competitive pressure on Rebif
- North America continues to benefit from competitive situation for Fertility as well as Rebif pricing
- Slightly lower Asia-Pacific reflects solid growth of Life Science, offset by Liquid Crystals decline in tough environment
- Strong growth in LatAm mainly driven by General Medicine and Consumer Health products

Seamless Sigma integration and organic growth drive EBITDA pre

Q4 2016 YoY net sales

	Organic	Currency	Portfolio	Total
Healthcare	4.2%	-1.0%	-1.5%	1.7%
Life Science	3.7%	0.3%	28.8%	32.8%
Performance Materials	-5.9%	1.4%	1.5%	-3.0%
Group	2.2%	-0.1%	8.5%	10.6%

Q4 YoY EBITDA pre contributors [€ m]



• Solid organic growth of Healthcare driven by strong Fertility, Xalkori commissions and stable Rebif sales, offsetting softer Erbitux

- Life Science organic growth reflects phasing of larger orders in Process Solutions
- LC market share normalization impacts PM
- Portfolio reflects Sigma and Kuvan

- Healthcare reflects higher R&D and M&S costs offsetting end of Rebif commissions, organic growth and higher royalty income
- •LS driven by Sigma portfolio effect, moderate organic growth and synergies
- Performance Materials slightly higher, but versus weak comparables

Q4 2016: Overview

Key figures

[€m]	Q4 2015	Q4 2016	Δ
Net sales	3,464	3,830	10.6%
EBITDA pre Margin (in % of net sales)	933 <i>26.9%</i>	1,075 28.1%	15.1%
EPS pre	1.13	1.43	26.5%
Operating cash flow	718	787	9.6%
[€m]	Dec. 31, 2015	Dec. 31, 2016	Δ
Net financial debt	12,654	11,513	-9.0%
Working capital	3,438	3,486	1.4%

49,613

50,414

1.6%

Comments

- EBITDA pre increase driven by Sigma, end of Rebif commission expenses and higher royalties, offsetting higher R&D
- EPS pre up due to EBITDA pre increase and improved financial result
- Strong operating cash flow from EBITDA pre progression and improved working capital management in Q4
- Net financial debt reduction reflects strong focus on deleveraging
- Working capital increase due to higher business activity and FX

Employees

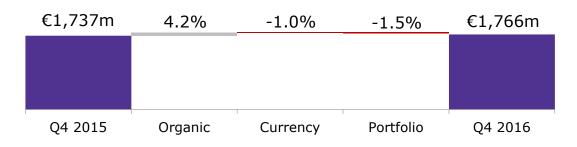
Healthcare: Solid organic growth and pick-up of pipeline investments

Healthcare P&L

[€m]	Q4 2015	Q4 2016
Net sales	1,737	1,766
Marketing and selling	-728	-709
Administration	-64	-68
Research and development	-283	-418
EBIT	213	279
EBITDA	522	478
EBITDA pre	524	497
Margin (in % of net sales)	30.2%	28.2%

Net sales bridge

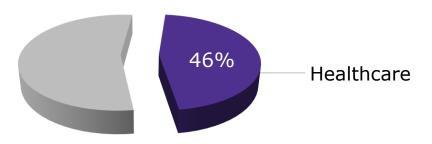
75



Comments

- Rebif stable, volume erosion in EU due to competition is outweighed by U.S. pricing and higher U.S. year-end demand due to pharmacy stocking
- Moderate organic decline of Erbitux driven by mandatory EU price cuts and competition offsetting volume growth in China and Brazil
- Fertility portfolio remains strong, especially in U.S. and China, despite softer Gonal-f sales
- Marketing & selling reflect end of commission expenses for Rebif (U.S.) partially offset by year-end investments in launch preparations
- R&D spend pick-up reflects progress of key pipeline projects (avelumab, TGF-beta, BTK-i); low base last year
- Lower EBITDA pre and margin due to higher R&D costs

Q4 2016 share of group net sales



Totals may not add up due to rounding

Merck KGaA Darmstadt, Germany

Healthcare organic growth by franchise/product

Q4 2016 organic sales growth [%] by key product [€ m]

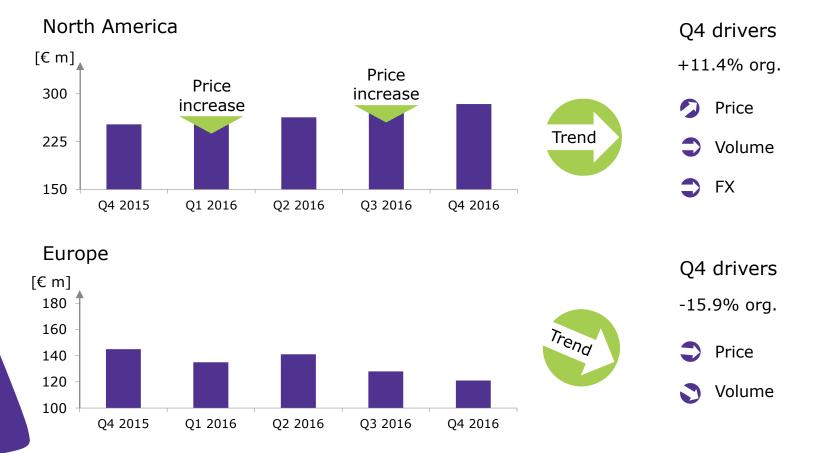
Organic Organic 441 **%**Rebif *Rebif* 1,741 +1% -2% _ _ _ -- - -440 1,798 222 880 **ERBITUX** CETUXIMAB -5% +1% 237 899 Consumer Consumer 214 860 +6% +3% 207 Health Health 905 175 753 GONAL--1% GONAL-+12% 177 685 111 431 Concor +8% Concor[®] +4% 105 463 102 388 / Glucophage -5% Glucophage -2% 108 437 Q4 2016 Q4 2015 FY 2016 FY 2015

FY 2016 organic sales growth [%] by key product [€ m]

Merck KGaA Darmstadt, Germany

Rebif: Relief in the U.S. – competitive ramp-up in Europe ongoing

Rebif sales evolution

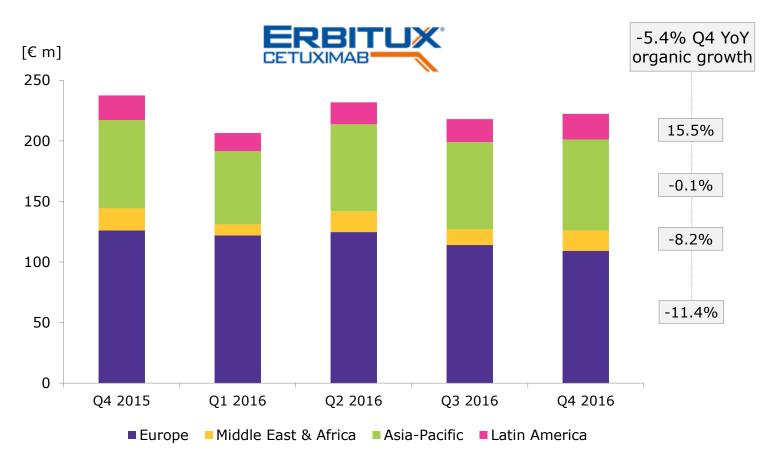


Rebif performance

- Rebif sales of €441 m in Q4 2016 reflect stable organic sales amid slight negative FX effects mainly from LatAm
- •U.S. performance was positively influenced by year-end demand due to pharmacy inventory stocking
- Market share within interferons stable due to high retention rates and longterm safety track record
- •U.S. pricing & market share stabilization partially offset decline of interferon class
- Ongoing volume decline in Europe due to phased market entry of orals

Erbitux: A challenging market environment

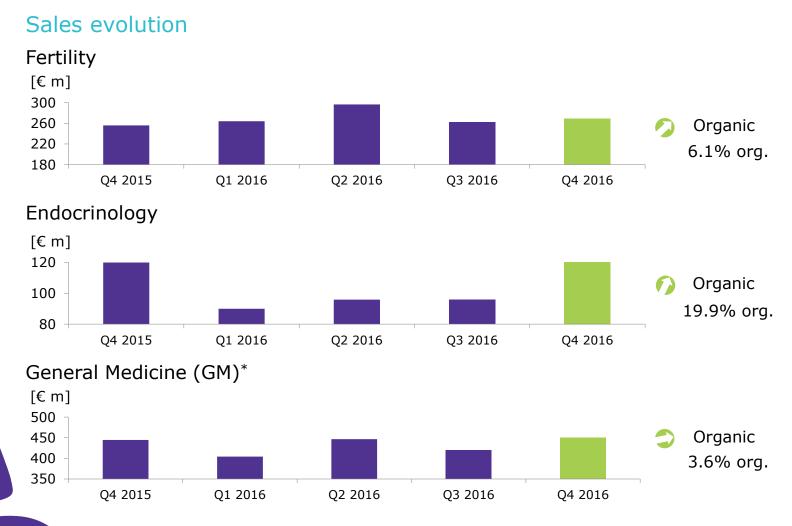
Erbitux sales by region



Erbitux performance

- Sales decrease to €222m due to moderate organic decline and FX headwinds mainly from LatAm
- Europe organically lower in ongoing tough environment (price & competition)
- •Asia-Pacific shows strong volume growth in China offset by softness in Japan
- •Organic growth in LatAm reflects growing demand especially in Brazil

Solid organic growth in Fertility, General Medicine and Endocrinology



Q4 drivers

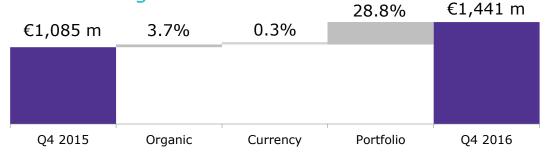
- Fertility shows ongoing growth especially in the U.S. and China
- Gonal-f flat as growth in the U.S. is offset by slight uptake of biosimilars in Europe and softer demand in MEA
- Sales jump in Endocrinology reflects slight volume growth and larger release of accruals for rebates
- •GM organic sales growth driven by solid developments in all growth markets; neg. FX from LatAM and China
- Glucophage still impacted by phasing of tenders especially in MEA

Life Science: Record sales quarter amid tough comparables

Life Science P&L

[€m]	Q4 2015	Q4 2016
Net sales	1,085	1,441
Marketing and selling	-324	-458
Administration	-63	-71
Research and development	-59	-70
EBIT	34	70
EBITDA	161	352
EBITDA pre	271	419
Margin (in % of net sales)	25.0%	29.1%

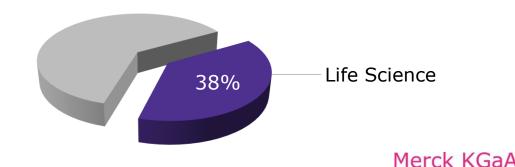
Net sales bridge



Comments

- Process Solutions growth driven by single-use products and services business, however some customer orders delayed
- Good demand from EU and U.S. pharma for biomonitoring yields solid organic growth of Applied Solutions
- Research Solutions shows slight organic growth growth in Europe and Asia is almost offset by lower demand in the U.S.
- Absolute costs higher due to Sigma and investments in Process Solutions field force
- Strong profitability reflects Sigma, business mix & synergy ramp-up

Q4 2016 share of group net sales



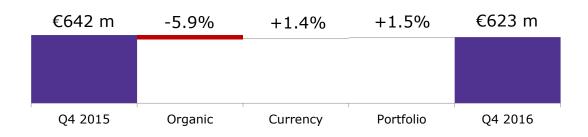
Darmstadt, Germany

Performance Materials: Resilient profitability despite tougher LC environment

Performance Materials P&L

[€m]	Q4 2015	Q4 2016
Net sales	642	623
Marketing and selling	-54	-57
Administration	-15	-16
Research and development	-52	-56
EBIT	193	210
EBITDA	257	269
EBITDA pre	263	278
Margin (in % of net sales)	40.9%	44.6%

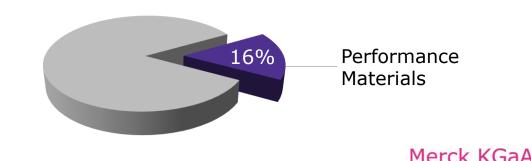
Net sales bridge



Comments

- 2016 display industry destocking still muting Liquid Crystals amid first signs of a normalization of market shares
- Innovative UB-FFS technology with record quarter, SA-VA launch in H2 2017
- Strong growth of Integrated Circuit Materials driven by all major material classes, esp. strong dielectrics demand for complex structures
- Solid growth of Pigments & Functionals due to demand for automotive coating pigments and highly differentiated functional materials
- Resiliently strong profitability reflects leading market position in four high-margin businesses

Q4 2016 share of group net sales



Darmstadt, Germany

Reported figures reflect Sigma acquisition

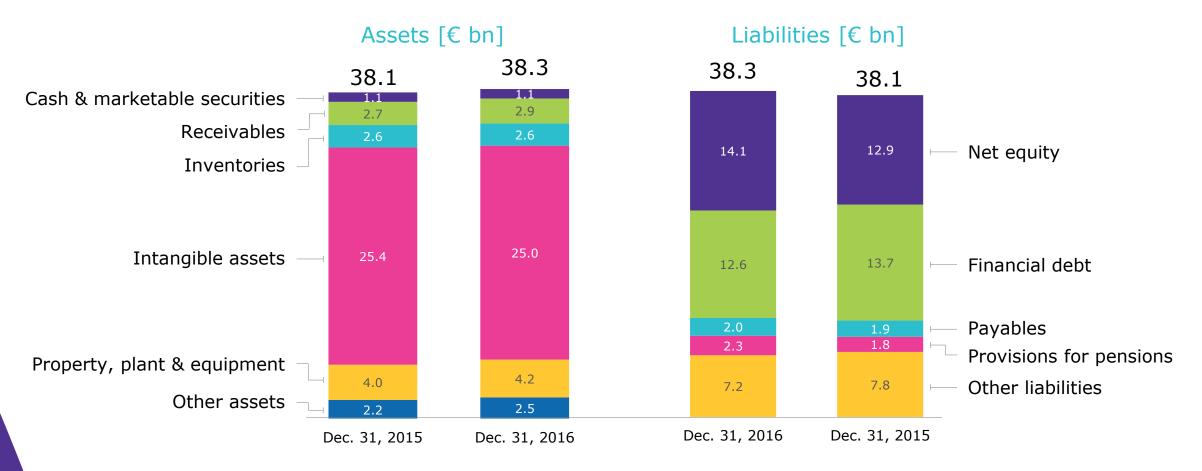
Reported results

[€m]	Q4 2015	Q4 2016	Δ
EBIT	298	405	36.0%
Financial result	-134	-70	-47.8%
Profit before tax	164	335	104.3%
Income tax	-42	-70	65.6%
<i>Effective tax rate (%)</i>	25.9%	21.0%	
Net income	126	269	113.8%
EPS (€)	0.29	0.62	113.8%

Comments

- •EBIT reflects increased EBITDA pre amid integration costs and Sigma D&A
- Financial result contains lower Sigma financing costs; LY included charges for Sigma bond repayment and LTIP
- Improved effective tax rate due to higher profits in low tax jurisdictions
- Guidance range of ~23% to 25% confirmed for 2017

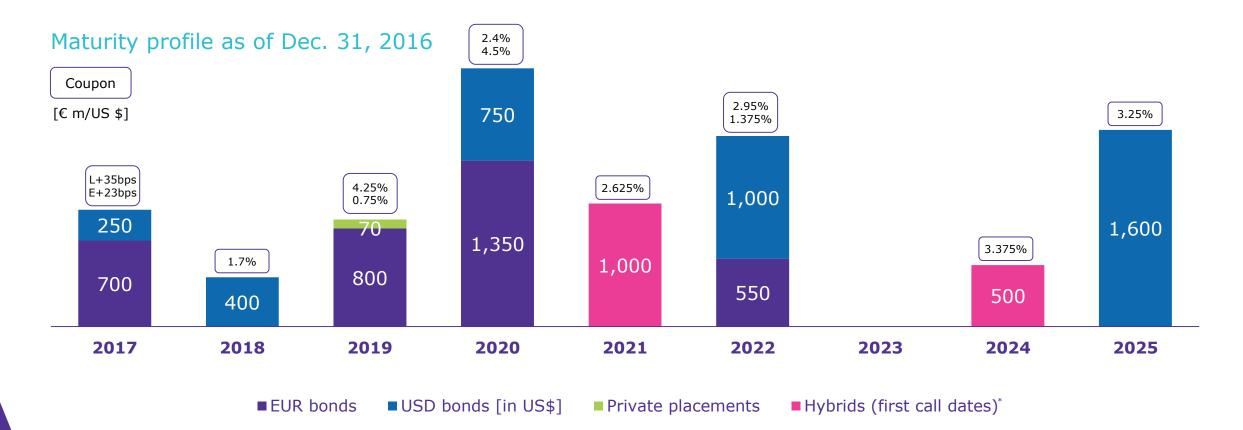
Balance sheet – focus on rapid deleveraging



- Ongoing amortization of Sigma-related intangible assets
- Significant reduction of financial debt

- Decline in interest rates drives increase in pension provisions
- Net equity increase reflects net income and FX

Well-balanced maturity profile reflects capital market transactions related to Sigma-Aldrich



Financing structure enables flexible and swift deleveraging



High EBITDA pre drives strong operating cash flow

Q4 2016 – cash flow statement

[€m]	Q4 2015	Q4 2016	Δ
Profit after tax	127	265	138
D&A	505	548	43
Changes in provisions	183	-9	-192
Changes in other assets/liabilities	-289	-191	98
Other operating activities	-5	-17	-12
Changes in net working capital	196	191	-5
Operating cash flow	718	787	69
Investing cash flow	-14,606	-450	-14,156
thereof Capex on PPE	-217	-260	-43
Financing cash flow	2,833	-277	-3,110

Cash flow drivers

- D&A increases due to Sigma, LY contains evofosfamide impairment
- Changes in provisions last year mainly reflect provision build-up for evofosfamide
- Investing cash flow reflects capex and Biocontrol; LY contains Sigma purchase
- Capex higher due to HQ, Sigma and investments in China
- Financing cash flow reflects repayment of debt; commercial paper issuance LY

Exceptionals in Q4 2016

Exceptionals in EBIT

[€m]	Q4 2015		Q4 20	016
	Exceptionals	thereof D&A	Exceptionals	thereof D&A
Healthcare	90	89	20	0
Life Science	111	1	93	27
Performance Materials	6	0	25	16
Corporate & Other	13	0	27	1
Total	220	89	165	44



Financial calendar

Date	Event
April 28, 2017	Annual General Meeting
May 18, 2017	Q1 2017 Earnings release
August 3, 2017	Q2 2017 Earnings release
November 9, 2017	Q3 2017 Earnings release



CONSTANTIN FEST



Head of Investor Relations +49 6151 72-5271 constantin.fest@emdgroup.com

ANNETT WEBER



Institutional Investors / Analysts +49 6151 72-63723 annett.weber@emdgroup.com

EVA STERZEL



Private Investors / AGM / CMDs / IR Media +49 6151 72-5355 eva.sterzel@emdgroup.com

SVENJA BUNDSCHUH



Assistant Investor Relations +49 6151 72-3744 svenja.bundschuh@emdgroup.com

NILS VON BOTH



Institutional Investors / Analysts +49 6151 72-7434 nils.von.both@emdgroup.com

OLLIVER LETTAU



Institutional Investors / Analysts +49 6151 72-34409 olliver.lettau@emdgroup.com

ALESSANDRA HEINZ



Assistant Investor Relations +49 6151 72-3321 alessandra.heinz@emdgroup.com

EMAIL: <u>investor.relations@emdgroup.com</u> **WEB:** <u>www.emdgroup.com/investors</u> **FAX:** +49 6151 72-913321

