

Q1 2015 Results Conference Call

A solid quarter in a challenging year 2015

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Agenda

Executive summary

Financial review

Outlook and guidance

	Healthcare stable despite Rebif decline		
Operations	First avelumab* Phase III in NSCLC initiated		
	Continued success with innovative UB-FFS technology		
	Sales growth of 15.7% driven by AZ, organic performance and FX tailwinds		
Financials	EBITDA pre increases by 5.7% to €853 m		
	Guidance 2015: Sales €12.3 – 12.5 bn EBITDA pre €3.45 – 3.55 bn		

*Avelumab = proposed International Non-proprietary Name (INN), formerly referred to as Anti-PD-L1 mAb (MSB0010718C)

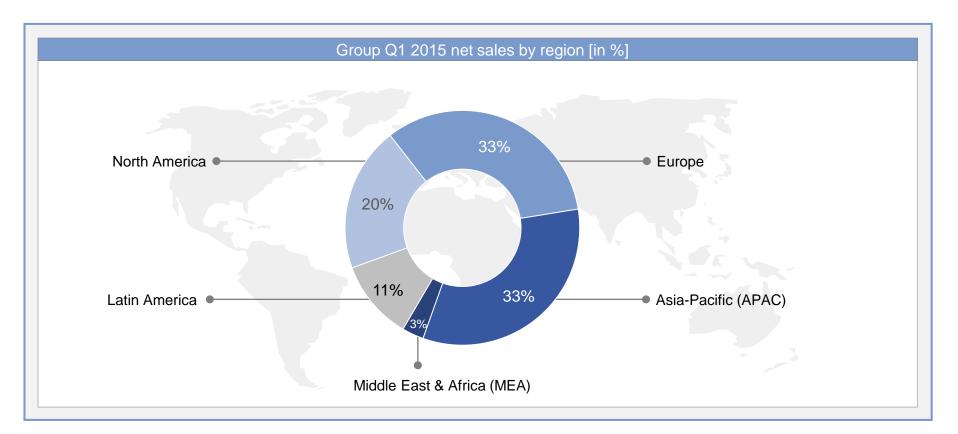
Top-line growth supported by FX



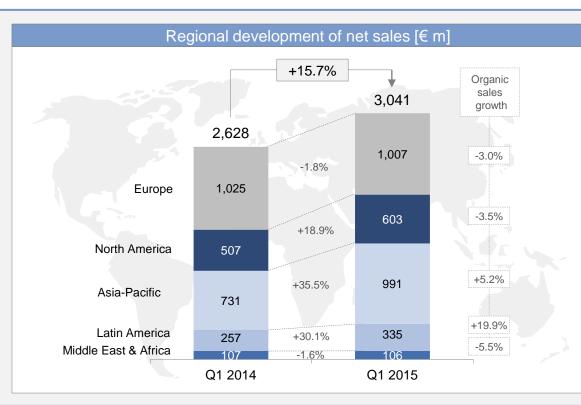
Q1 2	015 YoY ne	t sales	Organic	Currenc	y Portfo	olio To ⁻	tal
Healt	hcare		0.3%	7.1%	0.0%	% 7.	4%
Life S	Science		3.4%	9.8%	-0.89	% 12	4%
Perfo	ormance Mate	erials	1.6%	14.8%	37.09	% 53	.4%
Grou	p		1.3%	8.9%	5.5%	% 15	.7%
		FY YoY	' EBITDA pro	e contributo	rs [€ m]		
	807	-18	+14	+90	-40	853	
	EBITDA pre Q1 2014	Healthcare	Life Science	Performance Materials	Corporate & Other	EBITDA pre Q1 2015	.

- Healthcare stable; Rebif declines, but offset by growth of other franchises
- Life Science benefits from ongoing biopharma demand
- Performance Materials driven by AZ, LC volume growth (incl. UB-FFS) and FX tailwinds
- Healthcare affected by Humira royalty loss, Rebif decline and higher R&D costs
- Increase in Life Science dampened by significant USD cost base
- Performance Materials contains AZ and FX benefits
- Hedging losses reduce Corporate EBITDA pre

New regional split: APAC and Europe largest regions Merck KGaA



Europe and North America influenced by Rebif decline, offset by APAC and Latin America



Regional details

- Reported sales growth includes AZ contribution especially in Asia-Pacific and North America
- Europe mainly impacted by increasing competition for Rebif
- Organic decline in North America due to Rebif erosion mitigated by biopharma demand for purification products
- China main organic driver in APAC with fertility products as key contributor
- Organic growth in Latin America driven by General Medicine and Consumer Health products



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Q1 2015 overview

[€ m]	Q1 2014	Q1 2015	Δ
Net sales	2,628	3,041	15.7%
EBITDA pre Margin (% of sales)	807 30.7%	853 28.0%	5.7%
EPS pre [€]	1.15	1.12	-2.6%
Operating cash flow	409	279	-31.8%
[€ m]	Dec 31, 2014	March 31, 2015	Δ
Net financial debt	559	78	-86.0%
Working capital	2,356	2,700	14.6%
Employees	39,639	39,842	0.5%

Q1 2015

- EBITDA pre increases, while margin softens due to royalty loss, Rebif decline, higher R&D and LTIP*
- EPS pre decrease mainly driven by financial result
- Operating cash flow burdened by higher tax and interest payments
- Reduced net financial debt due to operating cash flow and net cash position in USD (FX)
- Working capital increase mainly attributable to FX

Totals may not add up due to rounding; *Long Term Incentive Plan

Reported EPS reflects Sigma financing costs



[€ m]	Q1 2014	Q1 2015	Δ	Reported results
EBIT	468	480	2.5%	 EBIT reflects D&A from AZ and cos for acquisitions
Financial result	-35	-101	>100%	 Financial result impacted by higher interest expenses (hybrid & USD bot and USD)
Profit before tax	434	379	-12.5%	and LTIP [*] Tax rate in line with guidance range 23-25%
Income tax	-106	-94	-11.4%	23-23%
Tax rate (%)	24.5%	24.8%		
Net income	325	282	-13.4%	
EPS (€)	0.75	0.65	-13.3%	

Totals may not add up due to rounding; *Long Term Incentive Plan

Healthcare: The start of an investment year

[€ m]	[€ m]			Q1 2015
Net sales			1,569	1,686
Marketing a	Marketing and selling			-660
Admin			-58	-66
R&D			-303	-348
EBIT			273	268
EBITDA	EBITDA			449
EBITDA pre	EBITDA pre			461
Margin (% d	of sales)		30.5%	27.3%
	Ne	et sales br	idge	
€1,569	m 0.3%	7.1%	0.0%	€1,686 m
Q1 201	4 Organic	Currency	Portfolio	Q1 2015

Comments

- Expected decline of Rebif driven by volume losses in EU & U.S.
- Erbitux negative, mainly affected by tender phasing and EU pricing
- Fertility and General Medicine portfolio remain growth drivers
- Consumer Health organically strong, driven by new marketing concept and ongoing demand for Neurobion in Latin America
- Higher M&S due to investments in growth markets and FX
- R&D reflects ramp-up of avelumab^{*} development; first PhIII trial started

Q1 2015 share of group net sales

 EBITDA pre and margin lower, as loss of Humira royalties, Rebif decline and investments outweigh currency tailwinds



Healthcare includes Biopharmaceuticals, Consumer Health, Biosimilars and Allergopharma;

Avelumab = proposed International Non-proprietary Name (INN), formerly referred to as Anti-PD-L1 mAb (MSB0010718C)

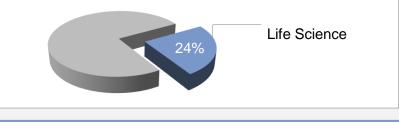
Life Science: A solid quarter

[€ m	[€ m]			Q1 2014	Q1 2015
Net	Net sales			657	738
Marketing and selling			-210	-233	
Adm	nin			-29	-31
R&D)			-38	-45
EBI	Г			87	83
EBI	EBITDA			164	164
EBI	EBITDA pre			170	184
Mar	Margin (% of sales)			25.8%	25.0%
		Ne	et sales br	idge	
	€657 m	3.4%	9.8%	-0.8%	€738 m
	Q1 2014	Organic	Currency	Portfolio	Q1 2015

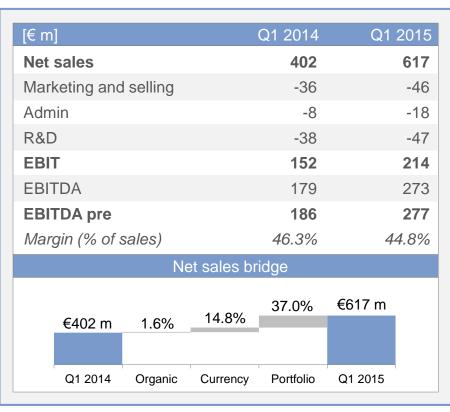
Comments

- Process Solutions drives divisional growth mainly due to strong demand from biopharma for single-use and purification products
- Lab Solutions with moderate growth especially in lab water consumables and biomonitoring
- Bioscience flat as good development of protein detection products is offset by low demand for antibodies
- EBIT decline due to double-digit acquisition costs
- EBITDA pre benefits from organic growth and FX tailwinds, partially offset by investments in marketing and selling

Q1 2015 share of group net sales



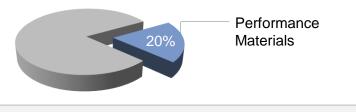
Performance Materials: Healthy market trends amid significant currency tailwinds



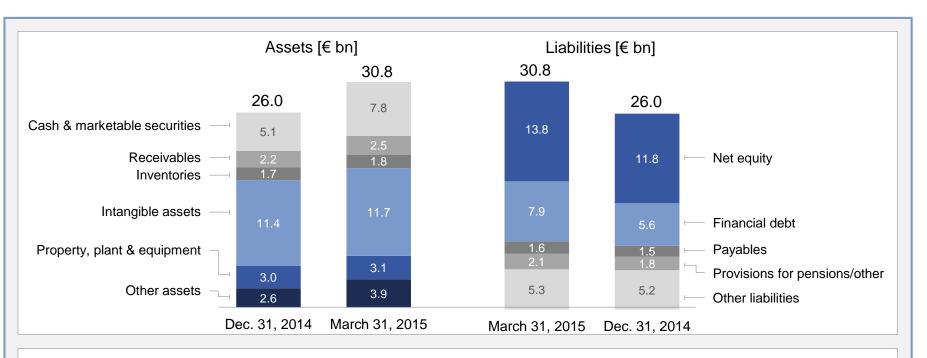
Comments

- Strong sales reflect portfolio effect, organic growth and FX tailwinds
- Liquid Crystals volume trends remain largest organic contributor
- New UB-FFS mode main driver in LC; ongoing demand for highend TVs benefits flagship technologies (PS-VA & IPS)
- Pigments supported by coating industry demand for Xirallic products
- Significant EBITDA pre increase driven by AZ and FX
- EBITDA pre margin reflects mix effect from AZ

Q1 2015 share of group net sales



Balance sheet reflects Sigma financing measures



Issuance of USD bonds impacts cash and debt

■ FX development accounts for ~€1.5 bn total balance sheet increase

Operating cash flow burdened by one-time tax payment relating to Pfizer upfront



[€ m]	Q1 2014	Q1 2015	Δ
Profit after tax	327	285	-42
D&A	302	325	23
Changes in provisions	-47	90	137
Changes in other assets/liabilities	-32	-231	-199
Other operating activities	5	-20	-25
Changes in working capital	-147	-172	-25
Operating cash flow	409	279	-130
Investing cash flow	1,100	392	-708
thereof Capex on PPE	-57	-75	-18
Financing cash flow	7	2,288	2,281

Cash flow drivers

- D&A increase attributable to AZ
- Higher LTIP^{*} and currency adjustments in litigation provisions drive increase in changes in provisions
- Changes in other assets & liabilities reflect higher tax and interest payments
- LY's investing cash flow contains sale of current financial assets for AZ
- Financing cash flow reflects USD bond issuance and repayment of eurobond

Totals may not add up due to rounding; *Long Term Incentive Plan



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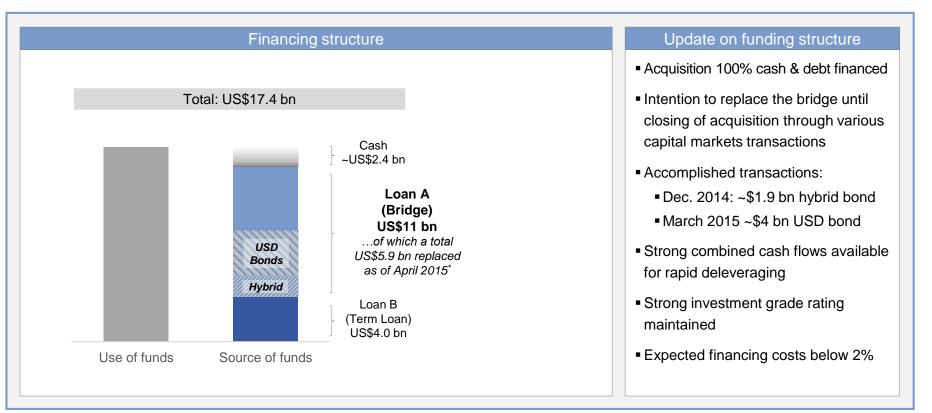
Outlook and guidance

Sigma-Aldrich – Update



*Russia, Serbia, Ukraine, Taiwan and South Africa

Solid structure to finance Sigma-Aldrich transaction Merck KGaA



*FX rate for hybrid bond EUR/USD 1.30 according to financing concept at signing

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



Healthcare



Sales

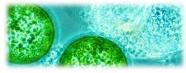
- Global presence
- ~40% of sales in Europe

Costs

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

FX impact

Life Science



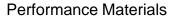
Sales

 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

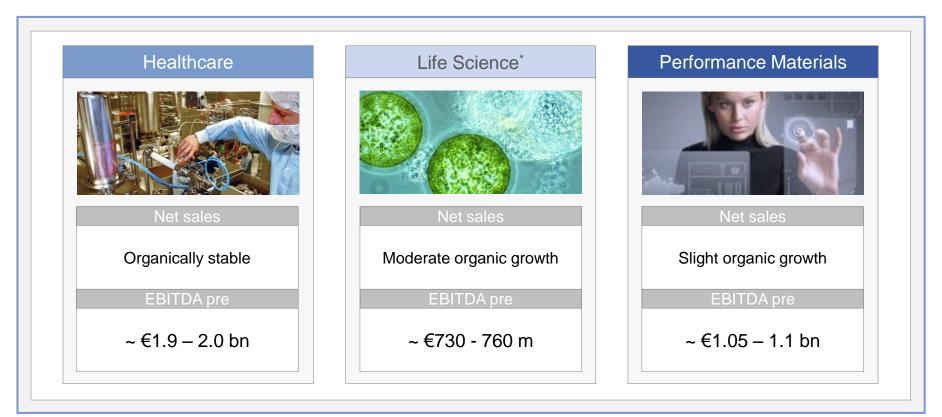
Full year 2015 guidance





*Without Sigma-Aldrich contribution

2015 business sector guidance



*Without Sigma-Aldrich contribution

Merck KGaA Darmstadt · Germany



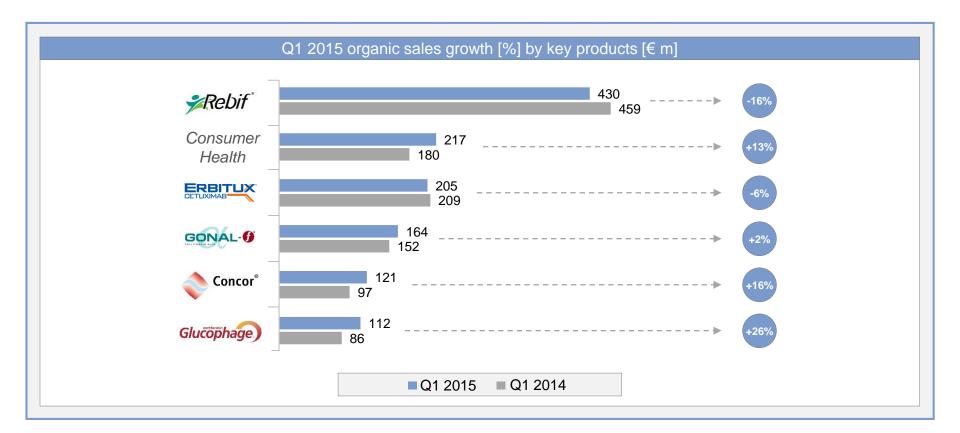
Appendix

Additional financial guidance 2015



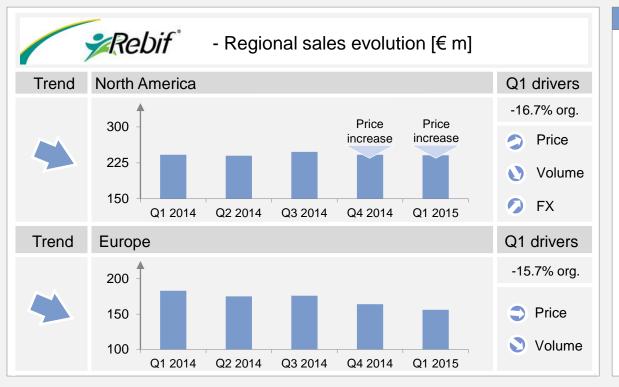
Further finar	icial details
Group royalty, license and commission income in 2015	~€300 m
Corporate & Other EBITDA pre	~ -€280 – -330 m
Underlying tax rate	~23% to 25%
Capex on PPE	~€550 m
Hedging / USD assumption	2015 & 2016 hedge rate ~30% at EUR/USD ~1.24 to 1.26
2015 Ø EUR/USD assumption	~1.10 – 1.15

Healthcare organic growth by franchise/product



Merck KGaA Darmstadt · Germany

Rebif: Defending the franchise – competitive pressure in the U.S. and Europe

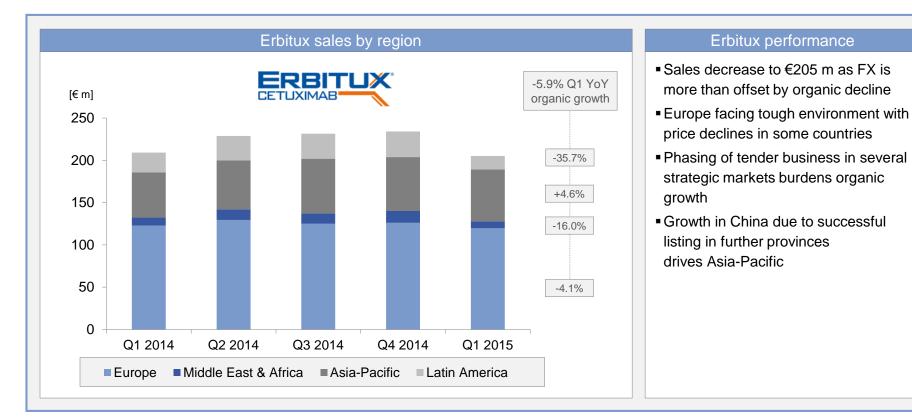


Rebif performance

- Rebif sales of €430 m in Q1
- Organic decline of -15.9% is driven by lower volumes slightly mitigated by U.S. pricing
- U.S. influenced by some destocking; last year included positive wholesaler restocking effect in U.S.
- Competition from orals main factor of U.S. and European volume decline
- Recent price increases support the U.S.

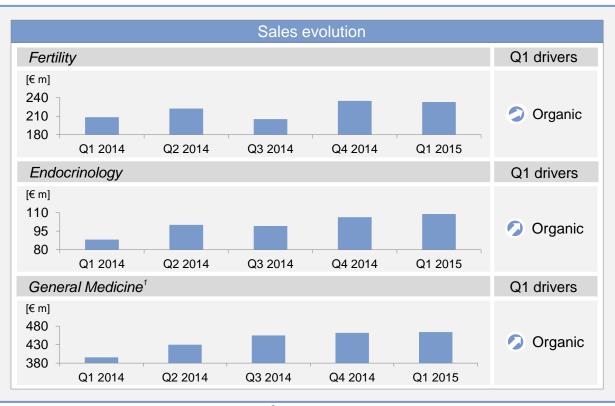
Erbitux: A challenging quarter





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Strong growth in General Medicine, Fertility and Endocrinology



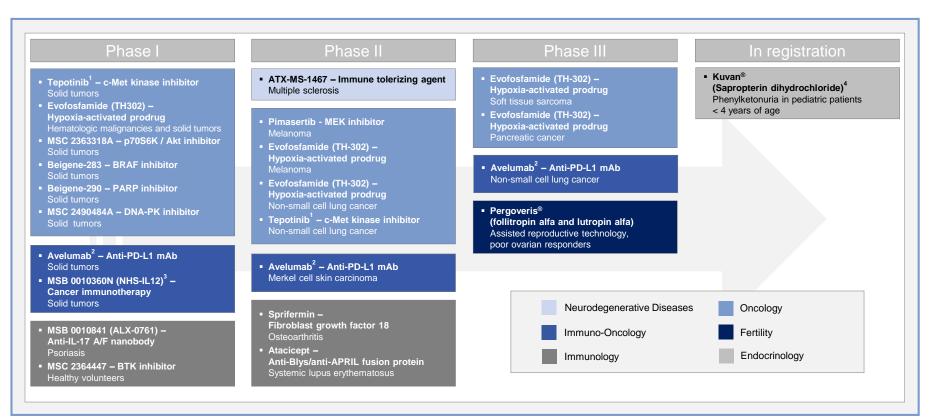
Q1 drivers

Merck KGaA

- Fertility franchise with 5.8% organic growth mainly driven by high demand from fast-growing Chinese market
- Solid volumes in Europe support solid organic growth in Endocrinology
- Concor and Thyroid products see ongoing good demand from LatAm², driving growth of General Medicine¹
- Glucophage growing organically especially in LatAm², supported by low base due supply chain issues LY
- Successful repatriation in Russia Glucophage and Euthyrox picking up

¹includes "Cardiometabolic Care & General Medicine and Others"; ²Latin America

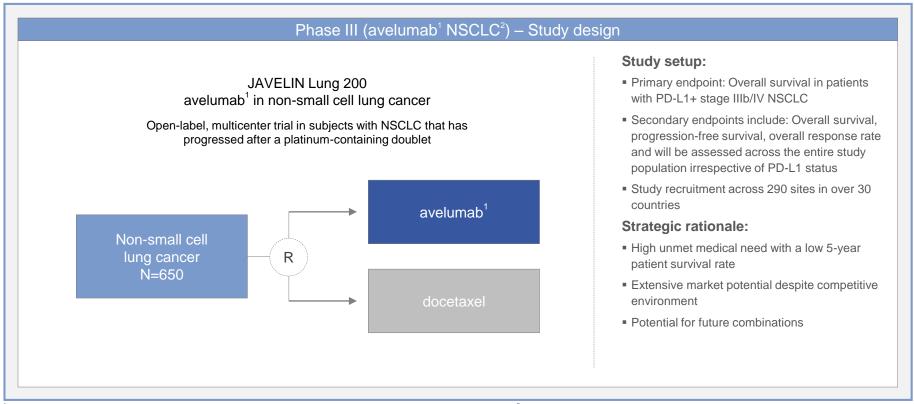
Clinical pipeline



Pipeline as of 30 April, 2015; ¹Tepotinib is the proposed International Nonproprietary Name (INN) for the c-Met kinase inhibitor (MSC 2156119J); ²Avelumab = proposed International Non-proprietary Name (INN), formerly referred to as Anti-PD-L1 mAb (MSB0010718C); ³Sponsored by the National Cancer Institute (USA); ⁴Post-approval request by the European Medicines Agency

First avelumab Phase III initiated





¹Avelumab = proposed International Non-proprietary Name (INN), formerly referred to as Anti-PD-L1 mAb (MSB0010718C); ²Non Small Cell Lung Cancer

ASCO: Key avelumab abstracts

Avelumab^{*}

- Ovarian cancer
- Avelumab*, an anti-PD-L1 antibody, in patients with previously treated, recurrent or refractory ovarian cancer: a phase lb, open-label expansion trial
- Lung cancer
- Avelumab*, an anti-PD-L1 antibody, in advanced NSCLC patients: a phase 1b, open-label expansion trial in patients progressing after platinum-based chemotherapy
- Gastric cancer
- A phase I dose expansion trial of avelumab* (MSB0010718C), an anti-PD-L1 antibody, in Japanese patients with advanced gastric cancer
- Metastatic Merkel cell carcinoma
- A phase II, open-label, multicenter trial to investigate the clinical activity and safety of avelumab* (MSB0010718C) in patients with metastatic Merkel cell carcinoma
- Safety and efficacy update
- Phase I expansion cohort trial to investigate the safety and clinical activity of avelumab^{*} (MSB0010718C) in patients with metastatic or locally advanced solid tumors



Avelumab = proposed International Non-proprietary Name (INN), formerly referred to as Anti-PD-L1 mAb (MSB0010718C)

Exceptional items in Q1 2015



Exceptional items in EBIT					
Q1 20	014	Q1 2015			
Exceptional items thereof D&A I		Exceptional items	thereof D&A		
13	1	12	0		
6	0	20	0		
8	0	4	0		
11	0	12	0		
38	1	48	0		
	Q1 20 Exceptional items 13 6 8 11	Q1 2014Exceptional itemsthereof D&A1316080110	Q1 2014Q1Exceptional itemsthereof D&AExceptional items13112602080411012		

Totals may not add up due to rounding



Date	Event	16
August 06, 2015	Q2 2015 Earnings release	
November 12, 2015	Q3 2015 Earnings release	24 17
March 08, 2016	Q4 2015 Earnings release	
April 29, 2016	Annual General Meeting	Sol Sol Sol
Αρτί 23, 2010		In a data da

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