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## News Release

April 30, 2014

### **Merck KGaA, Darmstadt, Germany, Receives Final Antitrust Clearance for AZ Takeover**

- **Chinese antitrust authority MOFCOM grants clearance**
- **AZ shareholders have time until May 7 to tender their shares**
- **Acceptance threshold lowered to 75 percent as planned**

Darmstadt, Germany, April 30 – Merck KGaA, Darmstadt, Germany, a leading company for innovative and top-quality high-tech products in the pharmaceutical and chemical sectors, announced today that it has received Chinese antitrust clearance from the Ministry of Commerce of the People’s Republic of China (MOFCOM), meaning that the last condition relating to antitrust clearances has now been satisfied.

AZ shareholders now have until May 7 to tender their shares. With the Chinese antitrust clearance, the acceptance threshold was lowered to 75 percent as planned. According to the U.K. Takeover Code, Merck KGaA, Darmstadt, Germany, can complete the transaction as soon as all conditions have been satisfied and the acceptance threshold has been reached. Apart from China, the necessary antitrust clearances in Germany, Japan, Taiwan and the United States had already been granted.

“We are pleased that our constructive negotiations with MOFCOM have led to a clearance in China and that we can now swiftly complete the acquisition of AZ Electronic Materials”, said Karl-Ludwig Kley, Chairman of the Executive Board of Merck KGaA, Darmstadt, Germany.

#### Merck KGaA

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At 1:00 p.m. (London time) on April 30, 2014, Merck KGaA, Darmstadt, Germany, had received valid acceptances of the offer in respect of 241,969,338 AZ shares, representing approximately 63.52 percent of the existing issued share capital of AZ Electronic Materials.

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

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

All Merck KGaA, Darmstadt, Germany, press releases are distributed by e-mail at the same time they become available on the EMD Group Website. In case you are a resident of the USA or Canada please go to [www.emdgroup.com/subscribe](http://www.emdgroup.com/subscribe) to register again for your online subscription of this service as our newly introduced geo-targeting requires new links in the email. You may later change your selection or discontinue this service.

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

Merck KGaA of Darmstadt, Germany, is a leading company for innovative and top-quality high-tech products in the pharmaceutical and chemical sectors. Its subsidiaries in Canada and the United States operate under the umbrella brand EMD. Around 38,000 employees work in 66 countries to improve the quality of life for patients, to further the success of customers and to help meet global challenges. The company generated total revenues of € 11.1 billion in 2013 with its four divisions: Biopharmaceuticals, Consumer Health, Performance Materials and Life Science Tools. Merck KGaA of Darmstadt, Germany, is the world's oldest pharmaceutical and chemical company – since 1668, the name has stood for innovation, business success and responsible entrepreneurship. Holding an approximately 70 percent interest, the founding family remains the majority owner of the company to this day.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer is made solely by means of the offer document and the accompanying form



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of acceptance, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any response to the Offer should be made only on the basis of information contained in the offer document.

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

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

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