

## News Release

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### **Merck KGaA, Darmstadt, Germany, Files Preliminary Proxy Statement Urging Versum Shareholders to Vote Against Entegris Acquisition**

- Merck KGaA, Darmstadt, Germany, is convinced that the proposed Entegris acquisition is not the best option available for Versum shareholders
- Merck KGaA, Darmstadt, Germany's all-cash \$48 per share proposal clearly superior to Entegris acquisition

Darmstadt, Germany, March 12, 2019 – Merck KGaA, Darmstadt, Germany, a leading science and technology company, today filed a [preliminary proxy statement](#) with the U.S. Securities and Exchange Commission (SEC), urging all Versum shareholders to vote “Against” the Entegris acquisition and related proposals at the Versum special meeting of shareholders. Merck KGaA, Darmstadt, Germany, is convinced that the proposed Entegris transaction is not the best option available to the Versum shareholders, and that its proposal – \$48 per share, all cash – is superior to the Entegris acquisition.

In addition to the immediate certainty of cash, Merck KGaA, Darmstadt, Germany's proposal represents a premium of 51.7% to the undisturbed trading price per Versum share on the trading day prior to the announcement of the proposed Entegris transaction (January 25, 2019), and a premium of 15.9% to the value per Versum share at the time of the proposal (February 27, 2019). Furthermore, the market reaction following the announcement of Merck KGaA, Darmstadt, Germany's proposal clearly indicates that the investment community views it as superior.



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In the preliminary proxy statement, Merck KGaA, Darmstadt, Germany, noted that a vote against the proposed Entegris transaction will send a clear message to Versum's Board that a transaction with Entegris for a lower premium than that reflected in Merck KGaA, Darmstadt, Germany's proposal is not the desired outcome. Accordingly, the Versum Board should engage in good faith with Merck KGaA, Darmstadt, Germany, to share confidential data, negotiate and determine that it is prepared to execute a definitive agreement.

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 for your online subscription of this service as our geo-targeting requires new links in the email. You may later change your selection or discontinue this service.

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

Merck KGaA, Darmstadt, Germany, a leading science and technology company, operates across healthcare, life science and performance materials. Around 52,000 employees work to make a positive difference to millions of people's lives every day by creating more joyful and sustainable ways to live. From advancing gene editing technologies and discovering unique ways to treat the most challenging diseases to enabling the intelligence of devices – the company is everywhere. In 2018, Merck KGaA, Darmstadt, Germany, generated sales of € 14.8 billion in 66 countries.

The company holds the global rights to the name and trademark "Merck" internationally. The only exceptions are the United States and Canada, where the business sectors of Merck KGaA, Darmstadt, Germany, operate as EMD Serono in healthcare, MilliporeSigma in life science, and EMD Performance Materials. Since its founding 1668, scientific exploration and responsible entrepreneurship have been key to the company's technological and scientific advances. To this day, the founding family remains the majority owner of the publicly listed company.

### **Cautionary Statement Regarding Forward-Looking Statements**

This communication may contain forward-looking statements based on current assumptions and forecasts made by Merck KGaA, Darmstadt, Germany, management. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Merck KGaA, Darmstadt, Germany's public reports which are available on the Merck KGaA, Darmstadt, Germany, website at [www.emdgroup.com](http://www.emdgroup.com), and those discussed in the preliminary proxy statement on Schedule 14A filed by Merck KGaA, Darmstadt, Germany, with the Securities and Exchange Commission (the "SEC") on March 12, 2019 (the "Preliminary Proxy Statement") in opposition to the proposed business combination transaction between Versum Materials, Inc. ("Versum") and Entegris, Inc. Merck KGaA, Darmstadt, Germany, assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.

### **Additional Important Information and Where to Find It**

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to the proposal which Merck KGaA, Darmstadt, Germany, has made for a business combination transaction with Versum. Merck KGaA, Darmstadt, Germany, filed the Preliminary Proxy Statement and the accompanying GREEN proxy card with the SEC on March 12, 2019 to be used to solicit proxies in opposition to the proposed business combination transaction between Versum and Entegris, Inc., and intends to file other relevant materials with the SEC, including a proxy statement in definitive form (the "Proxy Statement"). This communication is not a substitute for the Proxy Statement or any other document Merck KGaA, Darmstadt, Germany, Versum or Entegris, Inc. may file with the SEC in connection with the proposed transaction. **STOCKHOLDERS OF VERSUM ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT, THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE AND ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING ALL PROXY MATERIALS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The Proxy Statement will be delivered to the stockholders of Versum. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Merck KGaA, Darmstadt, Germany, through the

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website maintained by the SEC at <http://www.sec.gov>, or by contacting the proxy solicitor of Merck KGaA, Darmstadt, Germany, D.F. King & Co., Inc., at (212) 269-5550 for banks and brokers or at (800) 714-3312 for stockholders.

### **Participants in Solicitation**

Merck KGaA, Darmstadt, Germany, and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Versum common stock. Additional information regarding the participants in the proxy solicitation is contained in the Preliminary Proxy Statement.