

# Merck Half-Year Financial Report 2012

*The road to tomorrow*



# Contents

## Half-Year Management Report as of June 30, 2012

- 03 → The Merck Group
- 03 → Highlights
- 07 → Divisions
- 08 → Merck Serono
- 12 → Consumer Health
- 14 → Performance Materials
- 16 → Merck Millipore
- 18 → Corporate and Other
- 19 → Risk Report
- 20 → Report on Expected Developments

## Half-Year Consolidated Financial Statements as of June 30, 2012

- 21 → Consolidated Income Statement
- 22 → Consolidated Statement of Comprehensive Income
- 23 → Consolidated Balance Sheet
- 24 → Consolidated Cash Flow Statement
- 25 → Consolidated Statement of Changes in Net Equity
- 26 → Notes to the Half-Year Consolidated Financial Statements

## More Information

- 38 → Responsibility Statement
- 39 → Review Report
- 40 → Executive Board of Merck KGaA
- 40 → Supervisory Board of Merck KGaA
- 41 → Financial calendar 2012/2013
- 41 → Publication contributors

# The Merck Group

## Highlights – 2<sup>nd</sup> Quarter 2012

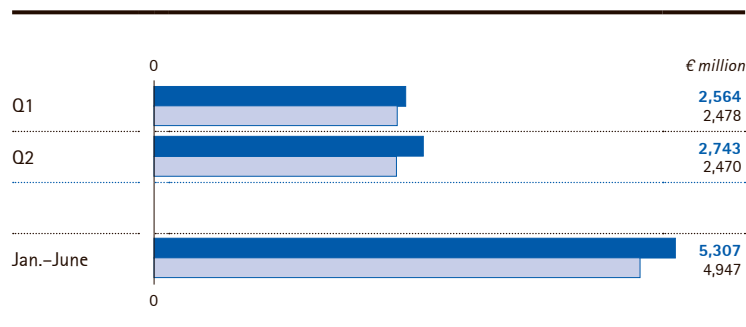
- Sales grew by 11.1% to € 2,743 million (Q2 2011: € 2,470 million), reflecting 5.1% organic growth, a 5.4% benefit from changes in foreign exchange rates and 0.5% increase from acquisitions
- Strong organic sales growth includes contributions from all four divisions, led by Merck Serono
- EBITDA pre one-time items increased by 13.9% to € 747 million (Q2 2011: € 655 million) as a result of operational leverage from higher sales, lower discretionary spending and fast implementation of cost efficiencies
- Reported results negatively impacted by € 394 million in one-time items, including € 376 million in charges related to the Group's "Fit for 2018" efficiency program
- Strong free cash flow of € 626 million reflects operational performance and better management of working capital

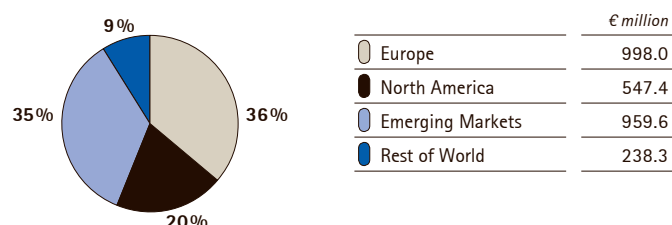
### Merck Group | Key figures

| € million                  | Q2 2012 | Q2 2011 | Change | Jan.–June 2012 | Jan.–June 2011 | Change |
|----------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues             | 2,852.1 | 2,555.4 | 11.6%  | 5,497.1        | 5,119.1        | 7.4%   |
| Sales                      | 2,743.1 | 2,469.6 | 11.1%  | 5,307.0        | 4,947.1        | 7.3%   |
| Operating result (EBIT)    | 23.2    | –23.7   | n.m.   | 333.8          | 504.6          | –33.9% |
| Margin (% of sales)        | 0.8%    | –1.0%   |        | 6.3%           | 10.2%          |        |
| EBITDA                     | 375.0   | 563.3   | –33.4% | 1,028.3        | 1,444.5        | –28.8% |
| Margin (% of sales)        | 13.7%   | 22.8%   |        | 19.4%          | 29.2%          |        |
| EBITDA pre one-time items  | 746.6   | 655.2   | 13.9%  | 1,420.9        | 1,390.7        | 2.2%   |
| Margin (% of sales)        | 27.2%   | 26.5%   |        | 26.8%          | 28.1%          |        |
| EPS pre one-time items (€) | 1.92    | 1.60    | 20.0%  | 3.58           | 3.50           | 2.3%   |
| Free cash flow             | 625.7   | 253.2   | 147.1% | 1,045.4        | 898.5          | 16.3%  |

The second quarter of 2012 was a strong quarter for the Merck Group with total revenues growing 11.6% to € 2,852 million (Q2 2011: € 2,555 million). Reported revenue growth reflected 5.7% organic growth, a 5.4% benefit from changes in foreign exchange rates, and a 0.5% impact from acquisitions. Royalty, license and commission income, which is a part of total revenues, increased 27.1% to € 109 million (Q2 2011: € 86 million). Nearly all of the Group's royalty income stems from the Merck Serono division, which receives royalties on sales of major products such as Avonex®, Enbrel® and Humira®. Adjusted for a one-time milestone payment of € 10 million received for vilazodone in Q2 2011, the Group reported an absolute increase of € 33 million in the second quarter of 2012 compared to the year-ago-quarter. Nearly half of the increase was related to positive effects of changes in foreign exchange rates, while the remaining increase related primarily to higher royalty income from Humira®.

### Merck Group | Sales by quarter/half year



→ [Merck Group](#)**Merck Group | Sales by region – Q2 2012**

Sales, which are total revenues excluding royalty, license and commission income, grew by 11.1% to € 2,743 million (Q2 2011: € 2,470 million) and reflected 5.1% organic growth, a 5.4% benefit from changes in foreign exchange rates and an 0.5% increase from acquisitions. Solid performance in all four divisions contributed to the growth, led by Merck Serono, which posted organic sales growth of 6.6% in the quarter.

From a regional perspective, Europe represented 36% of Group sales in the second quarter of 2012 (Q2 2011: 41%) and reported a 2.2% decline in organic sales triggered by flat to declining organic sales in all divisions. Soft economic conditions, pricing pressure and uncertainty over the future of the Eurozone all contributed to this weakness. North America contributed 20% of Group sales for the first time (Q2 2011: 18%), with the region generating organic sales growth of 12.0% in the second quarter of 2012. The strong performance in North America was led by the Merck Serono division, which generated a solid performance in all therapeutic areas and especially from higher sales of the multiple sclerosis drug, Rebif®. Emerging Markets, which consists of Latin America and Asia excluding Japan, produced 35% of Group sales in the second quarter of 2012 (Q2 2011: 33%), a 9.8% organic increase. Strong growth in Latin America more than offset a softer performance in China. Finally, Rest of World, which is Japan, Africa, and Australia/Oceania, generated 9% of Group sales (Q2 2011: 8%), growing 7.4% organically.

**Merck Group | Growth components by region – Q2 2012**

| € million/change in % | Sales          | Organic growth | Exchange rate effects | Acquisitions/divestments | Reported sales growth |
|-----------------------|----------------|----------------|-----------------------|--------------------------|-----------------------|
| Europe                | 998.0          | -2.2%          | 0.4%                  | 0.9%                     | -0.9%                 |
| North America         | 547.4          | 12.0%          | 13.3%                 | 0.5%                     | 25.8%                 |
| Emerging Markets      | 959.6          | 9.8%           | 6.2%                  | –                        | 16.1%                 |
| Rest of World         | 238.3          | 7.4%           | 10.4%                 | 0.6%                     | 18.4%                 |
| <b>Group</b>          | <b>2,743.1</b> | <b>5.1%</b>    | <b>5.4%</b>           | <b>0.5%</b>              | <b>11.1%</b>          |

Gross profit increased by 13.9% to € 2,044 million (Q2 2011: € 1,796 million) or 74.5% as percentage of sales (Q2 2011: 72.7%). This improvement is the result of higher sales as well as comparatively lower manufacturing costs and favorable capacity utilization rates. These lower costs more than offset increased start-up costs for Merck Serono's biopharmaceutical production in Vevey, Switzerland. Additionally, the majority of Merck's manufacturing sites are located in Europe but nearly two-thirds of sales are generated outside of Europe. Consequently, changes in foreign exchange rates – primarily the strengthening of the US\$ – resulted in sales increasing disproportionately higher than manufacturing costs. This foreign exchange rate effect also positively impacted the gross margin.

Conversely, Group marketing and selling expenses in the second quarter of 2012 were adversely affected by changes in foreign exchange rates, but this was partly offset by tight cost controls and lower discretionary spending. Marketing and selling increased by 2.2% to € 617 million (Q2 2011: € 604 million), an increase significantly less than the growth in sales. Royalty, license and commission expenses increased by 28.0% to € 152 million (Q2 2011: € 118 million) due to higher sales of Rebif® and Erbitux®. These expenses were also higher due to changes in foreign exchange rates since all of the Rebif® commissions are related to US\$ denominated sales.

## → Merck Group

On May 15, 2012, Merck announced that it expected to incur one-time costs related to its "Fit for 2018" efficiency program of approximately € 600 million between 2012 and 2014. This announcement included guidance that approximately € 400 million in costs would be incurred in 2012. During the second quarter of 2012, Merck reported € 394 million in total one-time costs, including restructuring expenses (impairments and restructuring costs) of € 376 million for its "Fit for 2018" efficiency program. These costs are primarily related to the Merck Serono division and its planned closure of its headquarters in Geneva, Switzerland. This resulted in other operating expenses totaling € 489 million, up 75.7% compared to the year-ago quarter (Q2 2011: € 278 million).

Research & development (R&D) spending rose 9.7% in the second quarter to € 404 million (Q2 2011: € 368 million), representing 14.7% of sales (Q2 2011: 14.9%). Key drivers of this increase were costs relating to the discontinuation of two Merck Serono pipeline projects, additional investment for recently licensed compounds and significantly higher R&D spending by Merck Millipore, particularly in its Process Solutions business unit.

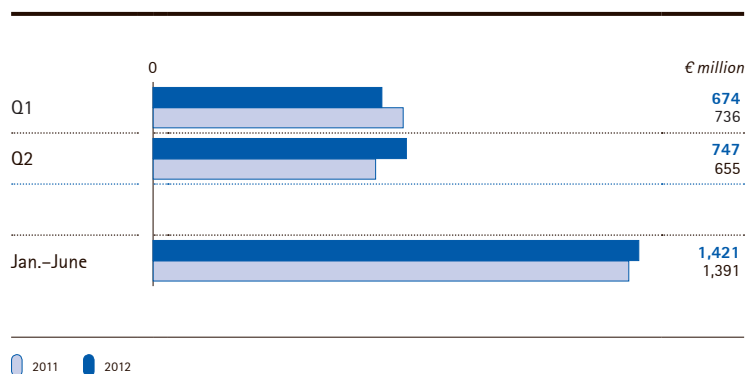
Amortization of intangible assets in the second quarter of 2012 declined 31.9% to € 217 million (Q2 2011: € 319 million), while impairments of € 107 million weighed down last year's second quarter.

The Group reported an operating result (EBIT) of € 23 million (Q2 2011: € -24 million) in the second quarter of 2012 while the operating result excluding depreciation and amortization (EBITDA) amounted to € 375 million (Q2 2011: € 563 million), down 33.4%. However, adjusted for one-time costs totaling € 372 million (Q2 2011: € 92 million), EBITDA pre one-time items increased 13.9% to € 747 million (Q2 2011: € 655 million).

In the second quarter of 2012, the Group's financial result improved by 8.9% to € -70 million (Q2 2011: € -76 million). This improvement was driven by lower debt balances and lower interest costs on pension provisions as a result of the transfer of plan assets into a contractual trust arrangement (CTA) in the fourth quarter of 2011 that covers parts of Merck's pension obligations.

Income tax amounted to € -14 million in the quarter under review (Q2 2011: € 13 million). Of note, the reported tax rate was substantially distorted by the one-time charges described above. However, on an adjusted basis, the income tax rate of 25.5% continues to be at the midpoint of the company's underlying tax rate of 25% to 26%. Turning to the bottom-line, net income (profit after tax attributable to Merck KGaA shareholders) totaled € -63 million (Q2 2011: € -89 million) and earnings per share (EPS) were € -0.29 (Q2 2011: € -0.41) in the second quarter of 2012. Adjusted for one-time costs, EPS pre one-time items increased 20.0% to € 1.92 (Q2 2011: € 1.60).

#### Merck Group | EBITDA pre one-time items by quarter/half year



Merck's strong operational performance in the second quarter of 2012 combined with improved working capital management generated a substantial increase in free cash flow (net cash flow from operating activities less acquisitions/divestments, purchase/disposals of intangible assets, property, plant and equipment, non-current financial assets and marketable securities). Free cash flow totaled € 626 million in the second quarter of 2012 (Q2 2011: € 253 million), up 147.1%. Working capital as a percentage of sales for the last twelve months declined to 26.7%, as of June 30, 2012 (29.5%, as of December 31, 2011).

→ Merck Group**Half-Year 2012 Performance**

In the first half of 2012, total revenues of the Merck Group increased 7.4% to € 5,497 million (H1 2011: € 5,119 million), driven by similar contributions from both organic growth (+3.3%) and positive benefits from changes in foreign exchange rates (+3.5%) and supported by growth from acquisitions (+0.5%). Sales were up 7.3% to € 5,307 million (H1 2011: € 4,947 million). Organic sales growth of 3.2% was helped by a favorable impact of 3.6% from foreign exchange rates and 0.5% in additional sales from acquired businesses. After a moderate start to 2012, business trends strengthened in the second quarter. The strongest driver of organic growth was Merck Serono, which benefited from higher volumes and positive pricing trends in most of its therapeutic areas. From a regional perspective, the share of Group sales in Emerging Markets and North America increased to 34% and 19%, respectively (H1 2011: 33% and 18%, respectively), reflecting softer economic conditions in Europe.

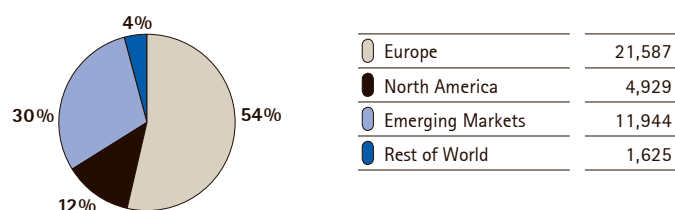
EBITDA pre one-time items was € 1,421 million, or 26.8% of sales, in the first half of 2012 (H1 2011: € 1,391 million, or 28.1% of sales), up 2.2% but down as a percentage of sales, reflecting a tough year-on-year comparison due to an exceptionally strong first quarter 2011 in all divisions. On a reported basis, the first six months of 2012 included one-time items totaling € 424 million, including € 387 million relating to the Group's "Fit for 2018" efficiency program. Factoring in these higher one-time items as well as a net € 54 million one-time gain in the first six months of 2011 which included the disposal of the CropBioscience business, reported EBITDA declined by 28.8% to € 1,028 million (H1 2011: € 1,445 million). EPS pre one-time items for the current year's first half amounted to € 3.58 (H1 2011: € 3.50), representing growth of 2.3%.

Free cash flow totaled € 1,045 million in the first half of 2012 (H1 2011: € 899 million), up 16.3%, and was primarily used for the dividend payment as well as further debt reduction, leading to net financial debt of € 2,942 million by June 30, 2012 (Dec. 31, 2011: € 3,484 million).

During the second quarter, Merck held a Capital Market Day on May 15, 2012 at its headquarters in Darmstadt, Germany, where it provided further details around its efficiency program, which kicked off in February 2012. From a financial perspective, Merck aims to generate net cost savings of € 300 million annually in its Merck Serono division by 2014. Out of these savings, 40% are planned to come from lower but more effective spending in Merck Serono's Research & Development, while Commercial Operations (impacting SG&A costs\*) will contribute 60% of the savings, primarily through a leaner and more centralized organization, including the division's headquarters.

On June 6, 2012, Merck and Dr. Reddy's Laboratories Ltd., India, announced that the two companies will collaborate to jointly develop and globally market follow-on biologics, also known as "biosimilars", with the primary focus on monoclonal antibodies. Biosimilars, which IMS Health expects to represent a strongly growing market of US\$ 11 billion to US\$ 25 billion by 2020, are highly similar or interchangeable alternative products to marketed biological drugs. In contrast to classic generic drugs, which are made from relatively easily duplicated chemical-based active ingredients, biosimilars are much more complex molecular structures and typically differ slightly from the original, requiring much more demanding development and manufacturing approval processes. The strategic rationale of this collaboration is to leverage Dr. Reddy's strong expertise in biosimilars with Merck's strength in biologic drug development and production as well as its strong position in emerging markets.

At the end of the second quarter 2012, Merck had 40,085 employees worldwide, compared to 40,676 on December 31, 2011.

**Merck Group | Number of employees as of June 30, 2012: 40,085**

\*selling, general and administrative costs, including marketing and selling expenses, royalty, license and commission expenses, administration expenses as well as other operating income and expenses

→ [Divisions](#)

## Merck's Four Divisions

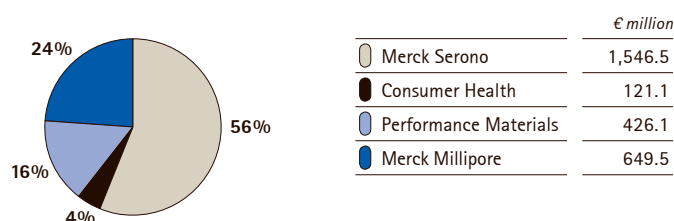
The Merck Group operates within four divisions. The Merck Serono division develops, manufactures and markets prescription drugs to treat cardiovascular diseases, cancer, neurodegenerative diseases, infertility and selected metabolic disorders. About 60% of these drugs are biologics, making the division a substantial biopharmaceuticals provider in Europe. In the second quarter of 2012, Merck Serono contributed 56% to Group sales.

The Consumer Health division manufactures and markets prescription-free drugs primarily addressing health themes such as mobility, women's and children's health, cough and cold as well as everyday health protection. The division's contribution to Group sales was 4% in the second quarter of 2012.

In Performance Materials, Merck holds number one market positions for liquid crystal mixtures used in liquid crystal displays (LCD) as well as for special effect pigments used for decorative applications in e. g. automotive coatings and the cosmetics industry. This division generated 16% of Group sales in the second quarter of 2012.

Finally, the Merck Millipore division is the number three global supplier of tools for the life science industry, marketing and developing solutions to support the academic, pharma, biopharma and chemical industries to increase productivity in laboratories as well as to ensure quality and lower costs in production. Reflecting the industry-specific needs of its customers, Merck Millipore has three business units: Bioscience and Lab Solutions, which primarily serve the needs of researchers and laboratories, and Process Solutions, which supplies products used primarily for clinical and commercial-scale drug production. In the second quarter of 2012, the division contributed 24% to sales of the Merck Group.

### Merck Group | Sales by division – Q2 2012



### Merck Group | EBITDA pre one-time items by division

| € million             | Q2 2012 | Q2 2011 | Change | Jan.–June 2012 | Jan.–June 2011 | Change |
|-----------------------|---------|---------|--------|----------------|----------------|--------|
| Merck Serono          | 439.4   | 366.4   | 19.9%  | 832.9          | 767.8          | 8.5%   |
| Consumer Health       | 17.8    | 13.0    | 37.0%  | 26.3           | 23.5           | 11.8%  |
| Performance Materials | 189.7   | 179.4   | 5.7%   | 350.0          | 377.3          | –7.2%  |
| Merck Millipore       | 147.9   | 128.6   | 15.0%  | 309.4          | 287.0          | 7.8%   |
| Corporate and Other   | –48.2   | –32.1   | 50.0%  | –97.7          | –65.0          | 50.4%  |

→ [Divisions](#)

## Merck Serono

Merck Serono's second quarter total revenues rose 11.4% to € 1,649 million (Q2 2011: € 1,480 million). Sales for the division increased 10.8% to € 1,546 million (Q2 2011: € 1,395 million). This performance reflected organic sales growth of 6.6% and a considerable benefit from changes in foreign exchange rates of 4.2%, mainly driven by a strengthening of the US\$. Four out of five therapeutic areas in Merck Serono reported strong organic sales performance, driven by higher volumes and price increases. Royalty, license and commission income grew by 21.0% to € 102 million (Q2 2011: € 84 million) reflecting a positive benefit from changes in foreign exchange rates and higher royalty income relating to Humira®.

### Merck Serono | Key figures

| € million                 | Q2 2012 | Q2 2011 | Change | Jan.–June 2012 | Jan.–June 2011 | Change |
|---------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues            | 1,648.6 | 1,479.9 | 11.4%  | 3,143.9        | 2,907.1        | 8.1%   |
| Sales                     | 1,546.5 | 1,395.5 | 10.8%  | 2,963.7        | 2,740.4        | 8.1%   |
| Operating result (EBIT)   | 3.7     | –137.8  | n.m.   | 155.7          | 14.7           | n.m.   |
| Margin (% of sales)       | 0.2%    | –9.9%   |        | 5.3%           | 0.5%           |        |
| EBITDA                    | 247.9   | 339.5   | –27.0% | 631.7          | 741.9          | –14.9% |
| Margin (% of sales)       | 16.0%   | 24.3%   |        | 21.3%          | 27.1%          |        |
| EBITDA pre one-time items | 439.4   | 366.4   | 19.9%  | 832.9          | 767.8          | 8.5%   |
| Margin (% of sales)       | 28.4%   | 26.3%   |        | 28.1%          | 28.0%          |        |

During the second quarter of 2012, the division's production costs rose 8.4% to € 317 million (Q2 2011: € 292 million) reflecting increased volumes as well as higher start-up costs for the division's bioproduction plant in Vevey, Switzerland. The positive benefit from changes in foreign exchange rates also helped the gross profit increase faster than sales. Gross profit grew by 12.1% to € 1,332 million (Q2 2011: € 1,188 million). This translated into a gross margin (as percentage of sales) of 86.1% (Q2 2011: 85.1%).

Marketing and selling costs declined by 2.1% to € 359 million (Q2 2011: € 366 million) due to tight cost control measures primarily related to reductions in spending for internal sales service and sales promotions. However, royalty, license and commission expenses rose 31.1% to € 148 million (Q2 2011: € 113 million), mainly due to strong Rebif® sales in the United States.

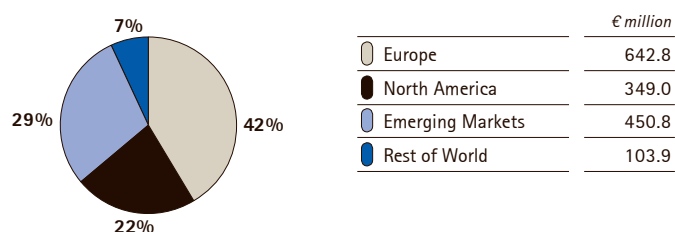
Other operating expenses increased 22.4% to € 267 million (Q2 2011: € 218 million) largely driven by expenses of € 190 million related to restructuring measures for the Group's efficiency program. Together, with impairments of € 21 million booked primarily for the depreciation of tangible assets related to the closure of the division's headquarters in Geneva, total one-time costs relating to the "Fit for 2018" efficiency program amounted to € 211 million for Merck Serono in the second quarter of 2012.

Research and development spending by Merck Serono increased 8.2% to € 326 million in this quarter (Q2 2011: € 301 million). This included termination costs for two Erbitux® Phase III trials EXPAND and PET-ACC-8 as well as some early costs for recently inlicensed compounds.

Amortization of intangible assets decreased by 37.2% to € 165 million (Q2 2011: € 263 million) reflecting a normalized run-rate, after € 99 million of additional project impairments hit last year's second quarter.

This quarter's restructuring charges weighed significantly on the division's reported operating result. During the second quarter, the division's EBIT totaled € 4 million (Q2 2011: € –138 million) and its EBITDA declined by 27.0% to € 248 million (Q2 2011: € 339 million). EBITDA pre one-time items increased by 19.9% to € 439 million, or 28.4% of sales, compared to € 366 million, or 26.3% of sales in Q2 2011. This improvement was driven primarily by the operating leverage created by higher sales, as well as from improved gross margin and lower spending in several SG&A categories, such as sales promotion.

From a geographic perspective, the portion of sales that Merck Serono generated outside of Europe climbed to 58%. Organic double-digit sales growth in the regions of North America (21.2%), Emerging Markets (10.2%), and Rest of World (15.0%) more than offset softer conditions in Europe, where sales declined for the fourth consecutive quarter (–2.4%), impacted by continued pricing pressure.

→ [Divisions](#)**Merck Serono | Sales by region – Q2 2012**

Growth in North America was predominantly driven by Rebif® while the Emerging Markets benefited the most from a continued strong performance of the CardioMetabolic Care & General Medicine business unit as well as the fertility business. In the Rest of World, the biggest single growth driver was Erbitux®.

**Merck Serono | Growth components by region – Q2 2012**

| € million/change in% | Sales | Organic growth | Exchange rate effects | Acquisitions/divestments | Reported sales growth |
|----------------------|-------|----------------|-----------------------|--------------------------|-----------------------|
| Europe               | 642.8 | –2.4%          | 0.2%                  | –                        | –2.1%                 |
| North America        | 349.0 | 21.2%          | 14.0%                 | –                        | 35.2%                 |
| Emerging Markets     | 450.8 | 10.2%          | 3.8%                  | –                        | 14.0%                 |
| Rest of World        | 103.9 | 15.0%          | 7.3%                  | –                        | 22.2%                 |

On a product level, global sales of Merck's largest single product, Rebif®, for the treatment of relapsing forms of multiple sclerosis, rose 9.6% organically to € 492 million (Q2 2011: € 423 million). The increase was mainly due to two price increases in the United States in January and May 2012. In Europe, sales remained stable despite increasing competition and government pricing pressure. Sales in the Emerging Markets declined compared to the same period in the previous year. However, the combined sales from the Emerging Markets and Rest of World are less than 10% of this product's global sales.

Sales of the biologic cancer drug Erbitux® increased 7.1% on an organic basis to € 226 million (Q2 2011: €204 million). While the performance in Europe remained stable, higher sales in the Emerging Markets drove growth. Erbitux®'s performance in the Rest of World segment benefited from strong performance in Australia due to incipient reimbursement. The organic sales growth of Erbitux® in Japan was 4.8% in the second quarter of 2012, which marked an improvement from the recent softer trend, although this growth compared to a low base in last year's second quarter.

On July 5, 2012, Merck announced the outcome of the EXPAND trial, which assessed Erbitux® in combination with cisplatin and capecitabine as a first-line treatment for patients with advanced gastric cancer. The Phase III trial did not meet its primary endpoint of extending the length of time that patients live without their disease getting worse (progression-free survival, PFS). On May 9, 2012, Merck announced that the pre-specified interim analysis of an independent study (PETACC-8) did not support the use of Erbitux® for the adjuvant treatment of stage III colon cancer after complete surgical removal of the primary tumor. While more detailed results from these two trials will be submitted for presentation at upcoming international scientific meetings, Merck will not pursue further development of Erbitux® in these two indications. However, these results do not alter the current utility of Erbitux® in patients with KRAS wild-type metastatic colorectal cancer and in patients with locally advanced or recurrent and/or metastatic squamous cell carcinoma of the head and neck (SCCHN) in those markets where Erbitux® is currently registered in these indications.

In late June 2012 the Japanese Ministry of Health, Labour and Welfare granted priority review status to Merck Serono's submission of Erbitux® for the treatment of patients with locally advanced SCCHN in combination with radiotherapy and in patients with recurrent and/or metastatic SCCHN in combination with platinum based chemotherapy. In China, the review of the SCCHN submission filed in the last quarter of 2011 is currently ongoing.

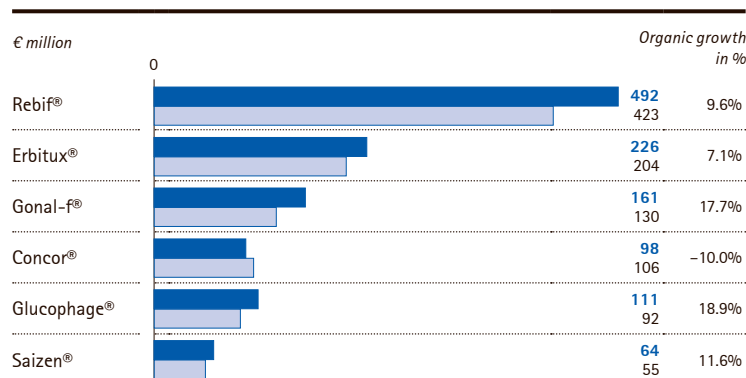
## → Divisions

Merck is still in discussions with the European Medicines Agency (EMA) regarding its application for approval of Erbitux® as a potential treatment for lung cancer.

## Merck Serono | Major products by region, organic growth rates – Q2 2012

|          |                     | Total | Europe | North America | Emerging Markets | Rest of World | Change |
|----------|---------------------|-------|--------|---------------|------------------|---------------|--------|
| Rebif®   | € million           | 492.3 | 188.2  | 258.5         | 35.5             | 10.1          | 16.3%  |
|          | organic growth in % | 9.6%  | -0.4%  | 22.0%         | -10.1%           | 59.9%         |        |
|          | % of Sales          | 100%  | 38%    | 53%           | 7%               | 2%            |        |
| Erbitux® | € million           | 225.7 | 124.6  | –             | 62.1             | 39.1          | 10.7%  |
|          | organic growth in % | 7.1%  | -1.0%  | –             | 15.9%            | 28.5%         |        |
|          | % of Sales          | 100%  | 55%    | –             | 28%              | 17%           |        |

## Merck Serono | Organic sales growth by key product – Q2 2012



2011 2012

Sales of Gonal-f®, a recombinant hormone used in the treatment of infertility, continued to perform strongly, growing 17.7% organically in the second quarter of 2012, with all geographic regions contributing to this growth. Demand continued to be exceptionally strong in China as well as in the United States, where higher volumes were further boosted by pricing gains. In Europe, the introduction of a family of ready-to-use injection pens last year helped to increase volumes and market share, with sales growing organically by 7.1%.

The division's Endocrinology business also continued its robust performance, with sales growing in all regions to € 103 million for the second quarter of 2012 (Q2 2011: € 83 million). Sales of the hormone Saizen® for the treatment of growth-hormone deficiency were € 64 million (Q2 2011: € 55 million), up 11.6% organically, driven by higher volumes in the Emerging Markets and price increases in the United States. Kuvan®, for the treatment of hyperphenylalaninemia, a metabolic disorder, continues to grow rapidly in Europe while the rollout in Asia and Latin America remains ongoing. Finally, Egrifta®, used for the reduction of excess abdominal fat in HIV-infected patients with lipodystrophy and which Merck Serono markets only in the United States, posted a strong double-digit increase in sales.

Sales of Merck Serono's CardioMetabolic Care & General Medicine products declined 1.7% organically to € 510 million (Q2 2011: € 511 million), mainly due to a weak performance of the beta-blocker products Concor® as well as the General Medicine portfolio. Concor® declined 10.0% organically due to sharp pricing pressure in Europe and increasing pressure on physicians to prescribe cheaper medications. However, the Glucophage® franchise of oral antidiabetic products was the third-largest growth contributor to Merck Serono's second quarter performance. This was aided by strong sales in the Emerging Markets, particularly Latin America, where Merck is a leading provider of antidiabetic agents.

[→ Divisions](#)**Half-Year 2012 Performance**

During the first half of 2012, the division's total revenues climbed 8.1% to € 3,144 million (H1 2011: € 2,907 million). Sales for the division similarly increased 8.1% to € 2,964 million (H1 2011: € 2,740 million). This performance reflected organic sales growth of 5.4% and a benefit from foreign exchange rate movements of 2.7%, mainly due to the stronger US\$. Main contributors to the good organic performance were increasing sales in the Emerging Markets, led by the division's Cardiometabolic Care & General Medicine products and the Fertility franchise. In the United States, sales growth was primarily driven by Rebif® and price increases implemented for this product. Business in Europe continued to be challenging throughout this year's first half due to ongoing pricing pressure as a result of austerity measures and tighter budget control in various European healthcare systems. The division's EBITDA pre one-time items in the first six months of 2012 increased 8.5% to € 833 million (H1 2011: € 768 million) driven by organic sales growth and currency benefits, resulting in a margin (as a percentage of sales) of 28.1% (H1 2011: 28.0%).

**Merck Serono Pipeline News in Q2 2012**

In the division's therapeutic area of Oncology, results from a randomized Phase II study investigating TH-302 in the first-line treatment of pancreatic cancer were presented at the American Association of Cancer Research 2012 Annual Meeting in Chicago on April 2, 2012. This study met its primary endpoint demonstrating a statistically significant ( $p=0.005$ ) increase in median progression-free survival (PFS) to 5.6 months from 3.6 months in patients with advanced pancreatic cancer treated with gemcitabine in combination with TH-302 (at a dose of 240 mg/m<sup>2</sup> or a dose 340 mg/m<sup>2</sup>) compared to gemcitabine alone. Discussions are ongoing with regulatory authorities and oncology scientific advisors concerning plans to advance TH-302 into a Phase III study in pancreatic cancer. Furthermore, pimasertib, an MEK inhibitor, was moved into Phase II in pancreatic cancer (first-line therapy in combination with gemcitabine). The division anticipates recruitment of the first patients in this year's third quarter.

In the Neurodegenerative Diseases pipeline, top-line data were announced for ONO-4641, a sphingosine-1-phosphate (S1P) receptor modulator being investigated for the treatment of relapsing-remitting multiple sclerosis. In the DreaMS study, 407 patients were randomized to receive placebo or one of three active doses of ONO-4641 once daily for 26 weeks. Results were presented at the American Academy of Neurology's 64th Annual Meeting in New Orleans (April 25, 2012), demonstrating that patients taking 0.05, 0.10, or 0.15 mg of ONO-4641 had 82%, 92% and 77% fewer Gd-enhancing brain lesions (measured on MRI), respectively, compared to placebo. Adverse events appeared to be generally dose related and did not require ONO-4641 discontinuation. Merck Serono is currently generating further comprehensive clinical and non-clinical data of ONO-4641 (e. g. cardiac safety and pharmacokinetic efficacy modeling at a broader dose range). Evaluation of these further additional datasets will provide more information on efficacy, safety and potential for differentiation and provide a solid basis for the decision whether this drug is moved into Phase III development in 2013.

→ [Divisions](#)

## Consumer Health

The Consumer Health division reported sales of € 121 million, an increase of 2.9% (Q2 2011: 118 million). This performance reflected organic sales growth of 1.0% and a 2.0% boost from changes in foreign exchange rates. These increases were driven primarily by the Emerging Markets, more than offsetting softer sales in Europe due to lower sales of Seven Seas products.

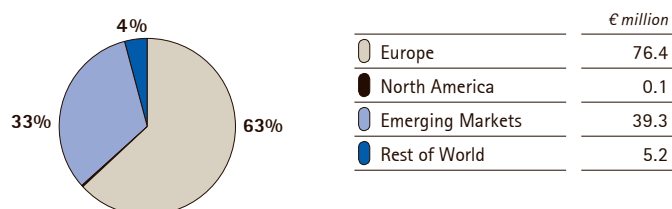
### Consumer Health | Key figures

| € million                 | Q2 2012 | Q2 2011 | Change | Jan.–June 2012 | Jan.–June 2011 | Change |
|---------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues            | 121.6   | 118.3   | 2.8%   | 229.6          | 234.9          | –2.3%  |
| Sales                     | 121.1   | 117.6   | 2.9%   | 228.7          | 233.8          | –2.2%  |
| Operating result (EBIT)   | 9.6     | 9.5     | 1.3%   | 14.5           | 17.4           | –16.8% |
| Margin (% of sales)       | 7.9%    | 8.1%    |        | 6.3%           | 7.5%           |        |
| EBITDA                    | 12.6    | 13.0    | –3.1%  | 20.4           | 23.5           | –13.3% |
| Margin (% of sales)       | 10.4%   | 11.0%   |        | 8.9%           | 10.1%          |        |
| EBITDA pre one-time items | 17.8    | 13.0    | 37.0%  | 26.3           | 23.5           | 11.8%  |
| Margin (% of sales)       | 14.7%   | 11.0%   |        | 11.5%          | 10.1%          |        |

While cost of sales were little changed at € 38 million (Q2 2011: € 39 million), positive pricing trends and benefits from changes in foreign exchange rates helped the division's gross profit increase to € 83 million (Q2 2011: € 80 million), resulting in a gross margin of 68.9% (Q2 2011: 67.7%). On an adjusted basis, the division continued to effectively manage its operational spending. Selling, general and administration (SG&A) costs increased by 7.7% to € 68 million (Q2 2011: € 63 million) due to € 5 million of one-time charges relating to the "Fit for 2018" efficiency program. Adjusted for these one-time costs, the division generated savings in sales promotion and realized lower sales force costs.

R&D expenses fell to € 5 million (Q2 2011: € 6 million) due to increased focusing of R&D investments and less project-related spending. On a reported basis, EBIT and EBITDA stayed at last year's levels of € 10 million and € 13 million, respectively. However, adjusted for one-time restructuring costs, EBITDA pre one-time items improved 37.0% to € 18 million (Q2 2011: € 13 million) in the second quarter of 2012.

### Consumer Health | Sales by region – Q2 2012



From a geographic perspective, the Emerging Markets continued to expand their contribution to the division's sales, accounting for one-third of sales in the second quarter of 2012, while the share of sales generated in Europe decreased accordingly.

→ [Divisions](#)**Consumer Health | Growth components by region – Q2 2012**

| € million/change in% | Sales | Organic growth | Exchange rate effects | Acquisitions/<br>divestments | Reported<br>sales growth |
|----------------------|-------|----------------|-----------------------|------------------------------|--------------------------|
| Europe               | 76.4  | –3.7%          | 1.1%                  | –                            | –2.6%                    |
| North America        | 0.1   | –85.5%         | 3.0%                  | –                            | –82.5%                   |
| Emerging Markets     | 39.3  | 12.3%          | 4.7%                  | –                            | 17.1%                    |
| Rest of World        | 5.2   | 11.7%          | –3.4%                 | –                            | 8.3%                     |

The Everyday Health Protection portfolio, which includes the Bion® 3 and Cebion® brands, was the strongest performer during the quarter, driven mainly by good sales in the Emerging Markets, where the majority of sales were generated. Sales of the division's strong brands in Cough and Cold, Mobility, as well as Women's and Children's Health were growing while smaller local brands were declining across all health themes, reflecting Consumer Health's efforts to refocus and narrow its marketing to strategic brands and geographic regions.

**Half-Year 2012 Performance**

During the first half of 2012, the division reported total revenues of € 230 million (H1 2011: € 235 million), a decrease of 2.3%. Sales declined similarly by 2.2% to € 229 million (H1 2011: € 234 million), driven by negative organic growth of 3.3% that was only partly offset by a 1.2% positive benefit from changes in foreign exchange rates. The weak sales performance was primarily related to Europe due to one-time supply chain issues in France during the first quarter and a slow start to the year for the Seven Seas range of products in the UK market. Sales in other product groups besides the main portfolio are currently declining due to more focused investments in marketing.

First-half EBITDA pre one-time items of Consumer Health increased 11.8% to € 26 million, or 11.5% of sales, compared to € 24 million, or 10.1% of sales for the first six months of 2011. This improvement was primarily the result of tighter cost control particularly in discretionary marketing and selling expenses.

→ [Divisions](#)

## Performance Materials

In the second quarter of 2012, the Performance Materials division's sales jumped 14.1% to € 426 million (Q2 2011: € 373 million). Performance Materials saw the strongest benefit of all Merck's divisions from the stronger US\$ as a significant portion of its sales are booked in this currency. As a result, the division's sales rose 10.2% due to changes in foreign exchange rates in the second quarter of 2012. Adjusting for this, Performance Materials reported organic sales growth of 3.9% in the quarter.

Volumes in the Liquid Crystals business – which contributes approximately 75% of the division's sales – continued to benefit from strong consumer demand for televisions as well as touch-screen displays (smart phones, tablet PC's), which primarily use in-plane switching (IPS) based Liquid Crystal materials. In addition, higher volumes for polymer stabilized vertical alignment (PS-VA) type Liquid Crystals, primarily used in mid- and large-sized televisions, drove sales. This was due to both higher sales volumes of televisions as well as the continuing trend for larger display sizes. According to estimates and forecasts of the display industry, television shipments are expected to continue with good momentum in the second half of 2012. However, given typical cycle and lead times in LCD manufacturing second quarter sales of Performance Materials already include liquid crystal shipments that the division's customers will process in this year's second half. In addition, the division expects some normalization of its high market share in the second half of the year. As a result, the business unit Liquid Crystals expects continued strong volumes in this year's third quarter and a softening of sales in the fourth quarter.

In Pigments and Cosmetics, demand from coatings customers – primarily serving the automotive industry – was softer across the industry and only partially offset by strong sales from active ingredients for cosmetic applications.

### Performance Materials | Key figures

| € million                 | Q2 2012 | Q2 2011 | Change | Jan.-June 2012 | Jan.-June 2011 | Change |
|---------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues            | 426.6   | 373.5   | 14.2%  | 812.8          | 782.2          | 3.9%   |
| Sales                     | 426.1   | 373.4   | 14.1%  | 812.5          | 781.4          | 4.0%   |
| Operating result (EBIT)   | 177.4   | 106.8   | 66.1%  | 306.7          | 434.8          | -29.4% |
| Margin (% of sales)       | 41.6%   | 28.6%   |        | 37.8%          | 55.6%          |        |
| EBITDA                    | 204.4   | 141.1   | 44.8%  | 364.1          | 496.1          | -26.6% |
| Margin (% of sales)       | 48.0%   | 37.8%   |        | 44.8%          | 63.5%          |        |
| EBITDA pre one-time items | 189.7   | 179.4   | 5.7%   | 350.0          | 377.3          | -7.2%  |
| Margin (% of sales)       | 44.5%   | 48.0%   |        | 43.1%          | 48.3%          |        |

During the second quarter, the division's cost of sales amounted to € 183 million (Q2 2011: € 174 million), up 5.0% and representing a gross margin of 57.1% compared to 53.3% last year. The increase is due to the fact that last year's second-quarter cost of sales was burdened with € 39 million in one-time charges for inventory adjustments. Excluding these costs, gross profit in the second quarter 2011 was € 238 million, equivalent to 63.7% of sales, while gross profit in this year's second quarter came in at € 243 million or 57.1% as a percentage of sales. Negative product mix and lower prices led to this margin decline of the adjusted gross margin in the quarter.

Marketing and selling expenses were up 5.5% totaling € 35 million (Q2 2011: € 34 million). While most of the division's sales are invoiced in foreign currencies, the majority of marketing and selling costs are based in Europe, resulting in a stronger impact from changes in foreign exchange rates on sales than on these costs. Other operating income in the second quarter of 2012 amounted to € 11 million (Q2 2011: € -10 million) and included a gain of € 16 million from the divestment of the division's battery electrolytes

## → Divisions

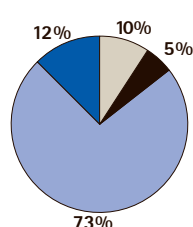
activities to BASF. In line with the division's aspiration to maintain its leading positions in technology and product innovation, investments in R&D increased by 7.7% to € 32 million (Q2 2011: € 30 million). Finally, no material amortization of intangible assets were booked in this year's second quarter while last year's second quarter included € 9 million of charges stemming from an impairment of patents related to organic light emitting diodes (OLED).

The reduction of one-time charges resulted in better operating performance, with EBIT total-ing € 177 million (Q2 2011: € 107 million), up 66.1%, while EBITDA increased by 44.8% to € 204 million (Q2 2011: € 141 million). However, on a comparable basis after correcting for one-time items, EBITDA pre one-time items improved by 5.7% to € 190 million, or 44.5% of sales (Q2 2011: € 179 million, or 48.0% of sales).

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**Performance Materials | Sales by region – Q2 2012**


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|                  | € million |
|------------------|-----------|
| Europe           | 40.3      |
| North America    | 22.4      |
| Emerging Markets | 311.3     |
| Rest of World    | 52.1      |

From a regional perspective, Emerging Markets represented 73% of sales of Performance Materials in the second quarter of 2012, reflecting the concentration of Liquid Crystals customers in Asia. Consequently, divisional sales in this region grew the strongest with an 8.9% organic increase. Notably, sales of Liquid Crystals to China – where TV production primarily serves domestic demand – increased significantly, reaching nearly the same levels of sales generated in Japan.

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**Performance Materials | Growth components by region – Q2 2012**


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| € million/change in% | Sales | Organic growth | Exchange rate effects | Acquisitions/divestments | Reported sales growth |
|----------------------|-------|----------------|-----------------------|--------------------------|-----------------------|
| Europe               | 40.3  | -9.9%          | 0.3%                  | -                        | -9.6%                 |
| North America        | 22.4  | 3.5%           | 13.7%                 | -                        | 17.2%                 |
| Emerging Markets     | 311.3 | 8.9%           | 11.1%                 | -                        | 20.0%                 |
| Rest of World        | 52.1  | -9.7%          | 13.1%                 | -                        | 3.4%                  |

**Half-Year 2012 Performance**

Looking at the divisional performance for the first half of 2012, Performance Materials faced a tough year-over-year comparison due to exceptionally strong demand for its Liquid Crystals materials, particularly in the first quarter of 2011. Overall, sales grew 4.0% to € 813 million (H1 2011: € 781 million) impacted by an organic sales decline of 2.3% which was more than offset by a 6.4% positive benefit from changes in foreign exchange rates. While demand for Liquid Crystals accelerated throughout the period under review due to increasing output from display customers, volumes in Pigments and Cosmetics remained soft in the first half of 2012 due to weak demand for coatings, which could only partly be offset by growth from active ingredients for cosmetic applications.

The division's first-half EBITDA pre one-time items saw a decline of 7.2% to € 350 million (H1 2011: € 377 million), reflecting softer pricing and an unfavorable product mix. As a result, the margin as a percentage of sales declined to 43.1% (H1 2011: 48.3%) after an exceptionally strong performance in the first half of last year.

→ [Divisions](#)

## Merck Millipore

In the second quarter of 2012, the Merck Millipore division continued to benefit from solid demand across all its business units, increasing its sales by 11.4% to € 649 million (Q2 2011: € 583 million). Organically, sales grew 3.2% driven by both higher volumes and net pricing gains, supported by a 6.0% positive benefit in changes from foreign exchange rates and a 2.2% boost from acquisitions. Growth was primarily spurred by the Process Solutions and Lab Solutions business units.

In the Bioscience business unit, which contributed approximately 18% to divisional sales, organic growth mainly came from solutions for protein detection and separation in Asian countries. Meanwhile, the Lab Solutions business unit, representing approximately 42% of the division's sales, saw positive demand for its biomonitoring products as well as for lab water consumables and services. Finally, the Process Solutions business unit, which represented approximately 40% of sales, benefited from higher volumes of biologically manufactured drugs. The division is also seeing strong demand for single-use manufacturing technologies, biosafety solutions and process systems hardware, which more than offset the impact of € 7 million in lost sales from the non-renewal of an insulin contract. Royalty income increased more than eight fold to € 6 million (Q2 2011: € 1 million), driven by Process Solutions.

### Merck Millipore | Key figures

| € million                 | Q2 2012 | Q2 2011 | Change | Jan.-June 2012 | Jan.-June 2011 | Change |
|---------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues            | 655.3   | 583.7   | 12.3%  | 1,310.7        | 1,195.0        | 9.7%   |
| Sales                     | 649.5   | 583.1   | 11.4%  | 1,302.1        | 1,191.5        | 9.3%   |
| Operating result (EBIT)   | 65.3    | 48.4    | 34.9%  | 143.6          | 122.7          | 17.1%  |
| Margin (% of sales)       | 10.1%   | 8.3%    |        | 11.0%          | 10.3%          |        |
| EBITDA                    | 141.2   | 119.1   | 18.5%  | 295.1          | 265.3          | 11.2%  |
| Margin (% of sales)       | 21.7%   | 20.4%   |        | 22.7%          | 22.3%          |        |
| EBITDA pre one-time items | 147.9   | 128.6   | 15.0%  | 309.4          | 287.0          | 7.8%   |
| Margin (% of sales)       | 22.8%   | 22.1%   |        | 23.8%          | 24.1%          |        |

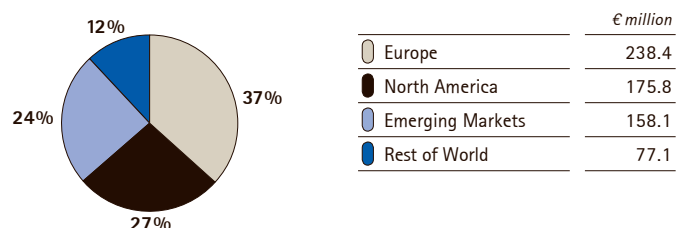
During the second quarter of 2012, the division's cost of sales increased 6.6% to € 270 million (Q2 2011: € 253 million), yielding a gross profit of € 385 million (Q2 2011: € 330 million) or 59.3% of sales (Q2 2011: 56.6%). This gross margin expansion primarily reflects operational leverage from higher volumes and efficiency gains in manufacturing as well as stronger pricing.

Marketing and selling expenses were up 15.0% to € 169 million (Q2 2011: € 147 million). Since the majority of the division's costs are concentrated in the United States, Merck Millipore was negatively impacted by the stronger US\$, which increased SG&A costs by € 7 million during the quarter. In addition, investments into the sales organization as reflected in top-line performance contributed to the division's cost increase, as did the effect from acquired businesses.

Merck Millipore's R&D costs grew 31.6% to € 42 million (Q2 2011: € 32 million), as the division continued to invest heavily in future growth. A meaningful portion of the increase came from Process Solutions, reflecting the division's expectation that increasing volumes for biopharmaceuticals will remain an attractive growth driver in the future. In sum, the division's EBIT improved by 34.9% to € 65 million (Q2 2011: € 48 million) while EBITDA increased by 18.5% to € 141 million (Q2 2011: € 119 million). Adjusted for one-time charges, which were minor in both this year's as well as last year's second quarter, EBITDA pre one-time items grew 15.0% to € 148 million, or 22.8% of sales (Q2 2011: € 129 million, 22.1% of sales).

## → Divisions

## Merck Millipore | Sales by region – Q2 2012



In the second quarter of 2012, Europe continued to represent the largest regional market for Merck Millipore generating 37% of sales. While overall organic sales growth from biopharmaceutical customers in Europe was flat, softer instruments sales were offset by growing consumables sales. In the United States, weaker sales to academic customers, which primarily affect the Bioscience and the Lab Solutions business units, were little changed. Sales growth in the Emerging Markets and Rest of World regions was evident in all three of the division's business units.

## Merck Millipore | Growth components by region – Q2 2012

| € million/change in% | Sales | Organic growth | Exchange rate effects | Acquisitions/divestments | Reported sales growth |
|----------------------|-------|----------------|-----------------------|--------------------------|-----------------------|
| Europe               | 238.4 | 0.4%           | 0.8%                  | 4.0%                     | 5.1%                  |
| North America        | 175.8 | -1.6%          | 12.0%                 | 1.4%                     | 11.8%                 |
| Emerging Markets     | 158.1 | 9.8%           | 4.4%                  | 0.3%                     | 14.6%                 |
| Rest of World        | 77.1  | 10.7%          | 13.5%                 | 2.0%                     | 26.2%                 |

## Half-Year 2012 Performance

Merck Millipore's first half total revenues grew 9.7 to € 1,311 million (H1 2011: € 1,195 million), including € 9 million from royalties (H1 2011: € 4 million). Sales were up 9.3% to € 1,302 million (H1 2011: € 1,191 million). While robust demand in all three business units generated organic sales growth of 2.9%, favorable changes in foreign exchange rates added 4.0%. In addition, last year's acquisitions of Amnis and heipha/Hycon which strengthened Merck Millipore's product offering in the Life Science and BioMonitoring business fields contributed 2.4% to the reported top line growth.

The division's first-half EBITDA pre one-time items increased 7.8% to € 309 million (H1 2011: € 287 million), equivalent to a margin of 23.8%, nearly unchanged from the year-ago period (H1 2011: 24.1%).

→ [Divisions](#)

## Corporate and Other

Corporate and Other comprises Group administration expenses for Group functions like Finance and Accounting, Tax, Procurement, Communication, Investor Relations or Human Resources that are not directly managed by the divisions. Corporate costs also include expenses for central, non-allocated IT functions and corporate IT projects related to the expansion and harmonization of IT systems within the Merck Group. As a result, Corporate and Other has no sales to report. Gains or losses on currency hedging are also reported in Corporate and Other.

### Corporate and Other | Key figures

| € million                 | Q2 2012 | Q2 2011 | Change | Jan.-June 2012 | Jan.-June 2011 | Change |
|---------------------------|---------|---------|--------|----------------|----------------|--------|
| Total revenues            | –       | –       |        | –              | –              |        |
| Sales                     | –       | –       |        | –              | –              |        |
| Operating result (EBIT)   | –232.9  | –50.6   | 360.3% | –286.8         | –84.9          | 237.7% |
| Margin (% of sales)       | n.m.    | n.m.    |        | n.m.           | n.m.           |        |
| EBITDA                    | –231.0  | –49.4   | 367.4% | –283.0         | –82.3          | 244.0% |
| Margin (% of sales)       | n.m.    | n.m.    |        | n.m.           | n.m.           |        |
| EBITDA pre one-time items | –48.2   | –32.1   | 50.0%  | –97.7          | –65.0          | 50.4%  |
| Margin (% of sales)       | n.m.    | n.m.    |        | n.m.           | n.m.           |        |

During the second quarter of 2012, administration expenses of Corporate and Other increased 13.7% to € 34 million (Q2 2011: 30 million). Other operating expenses increased about nine fold to € 200 million (Q2 2011: € 20 million), including a total of € 183 million of one-time costs comprising expenses of € 158 million for restructuring costs and € 25 million for costs from discontinued businesses. Accordingly, the effect of these costs lowered EBIT and EBITDA by more than three fold to € –233 million (Q2 2011: € –51 million) and € –231 million (Q2 2011: € –49 million), respectively. Adjusted for one-time charges, EBITDA pre one-time items was down by 50.0%, totaling € –48 million in the second quarter of 2012 (Q2 2011: € –32 million). The majority of the difference of € –16 million stems from hedging losses that Merck started to book under Corporate and Other as of January 1, 2012. Until end of last year, the results of currency hedging were booked under the respective divisions' income statements.

### Half-Year 2012 Performance

In the first half of 2012, EBITDA pre one-time items of Corporate and Other decreased 50.4% to € –98 million (H1 2011: € –65 million), driven by changes in booking of hedging gains and losses as explained above for the second quarter of 2012.

## Risk Report

The Merck Group operates global in a variety of highly innovative business fields, which results in exposure to potential risks as well as opportunities. As of this date, the previously stated risk categories enumerated in the 2011 Annual Report's Risk Report on pages 84 through 90 remain valid for the Merck Group. The company is not aware of any risks that could jeopardize the continued existence of the Merck Group. The company has a risk management system in place to identify and mitigate potential risks. Merck continuously monitors business risks such as issues regarding liquidity, defaults on payables and receivables, currency and interest rates, market pricing, pension obligations, assessment of independent rating agencies, human resources and information technology. Regarding legal risks, Merck monitors a host of potential issues such as litigation regarding product liability, antitrust law, pharmaceutical law, patent law and environmental protection among others.

On December 15, 2011, Merck received a warning letter from the Food and Drug Administration (FDA) related to inspections of production facilities in Tiburtina in Italy, and Aubonne and Vevey in Switzerland; all of these sites contribute to the production of Rebif® for distribution in the United States. The letter primarily addressed several processes related to the manufacturing of Rebif which the FDA concluded were not in compliance with good manufacturing practice (GMP) standards and outlined specific issues for which the FDA required corrective actions. Merck is working closely with the FDA to address their questions. The Agency has completed its initial evaluation of Merck's responses which was submitted in April 2012. In its reply the FDA stated that "We agree that your proposed corrective actions, if implemented appropriately, should adequately address the violations at issue." An FDA reinspection is likely to take place to confirm the complete implementation of the proposed corrective actions.

## Report on Expected Developments

As a result of the performance in the second quarter of 2012, Merck is updating its forecast for FY 2012. Merck expects the markets for pharmaceuticals as well as over-the-counter drugs to grow driven by volumes in Emerging Markets. For its Liquid Crystals products, the company expects volumes to remain strong in the third quarter and a softer demand in the fourth quarter, also as a result of some normalization of its currently high market share. Finally, Merck continues to see solid demand for Life Science products, driven also by continued volume growth in biologic-based drugs.

Based on these assumptions, Merck expects the following financial performance of its businesses for FY 2012:

### Forecast FY 2012

| Merck Divisions            | € million | EBITDA pre one-time items |
|----------------------------|-----------|---------------------------|
| Merck Serono               |           | ~1,750 – 1,800            |
| Consumer Health            |           | ~60 – 65                  |
| Performance Materials      |           | ~660 – 680                |
| Merck Millipore            |           | ~580 – 600                |
| Corporate and Other        |           | ~200                      |
| <b>Merck Group</b>         |           |                           |
|                            | € billion |                           |
| Total revenues             |           | ~10.7                     |
| EBITDA pre one-time items* |           | 2.85 – 2.95               |

\*Includes € 55 million in savings from the efficiency program.

FX assumptions for the second half of 2012:

€/US\$ = 1.25

€/CHF = 1.20

## Half-Year Consolidated Financial Statements as of June 30, 2012

### Consolidated Income Statement

| € million                                        | Q2 2012        | Q2 2011*       | Jan.–June<br>2012 | Jan.–June<br>2011* |
|--------------------------------------------------|----------------|----------------|-------------------|--------------------|
| <b>Sales</b>                                     | <b>2,743.1</b> | 2,469.6        | <b>5,307.0</b>    | 4,947.1            |
| Royalty, license and commission income           | 109.0          | 85.8           | 190.1             | 172.0              |
| <b>Total revenues</b>                            | <b>2,852.1</b> | <b>2,555.4</b> | <b>5,497.1</b>    | <b>5,119.1</b>     |
| Cost of sales                                    | -807.8         | -759.8         | -1,556.5          | -1,398.8           |
| <b>Gross profit</b>                              | <b>2,044.3</b> | <b>1,795.5</b> | <b>3,940.5</b>    | <b>3,720.3</b>     |
| Marketing and selling expenses                   | -617.3         | -603.8         | -1,203.8          | -1,193.8           |
| Royalty, license and commission expenses         | -151.7         | -118.5         | -271.7            | -229.8             |
| Administration expenses                          | -142.6         | -133.4         | -279.0            | -264.5             |
| Other operating expenses and income              | -488.7         | -278.2         | -633.2            | -215.3             |
| Research and development                         | -404.0         | -368.4         | -785.8            | -747.2             |
| Amortization of intangible assets                | -217.4         | -319.0         | -433.7            | -567.2             |
| Investment result                                | 0.5            | 2.0            | 0.5               | 2.1                |
| <b>Operating result (EBIT)</b>                   | <b>23.2</b>    | <b>-23.7</b>   | <b>333.8</b>      | <b>504.6</b>       |
| Financial result                                 | -69.7          | -76.5          | -135.8            | -146.6             |
| <b>Profit before income tax</b>                  | <b>-46.5</b>   | <b>-100.1</b>  | <b>198.0</b>      | <b>358.0</b>       |
| Income tax                                       | -14.1          | 13.3           | -83.4             | -103.3             |
| <b>Profit after tax</b>                          | <b>-60.5</b>   | <b>-86.8</b>   | <b>114.6</b>      | <b>254.7</b>       |
| of which attributable to Merck KGaA shareholders | -63.2          | -88.7          | 109.5             | 249.7              |
| of which non-controlling interest                | 2.7            | 1.9            | 5.1               | 5.0                |
| <b>Earnings per share (in €)</b>                 |                |                |                   |                    |
| basic                                            | -0.29          | -0.41          | 0.50              | 1.15               |
| diluted                                          | -0.29          | -0.41          | 0.50              | 1.15               |

\*Previous year's figures have been adjusted, see explanations on page 26.

## Consolidated Statement of Comprehensive Income

| € million                                                     | Q2 2012      | Q2 2011*     | Jan.-June 2012 | Jan.-June 2011* |
|---------------------------------------------------------------|--------------|--------------|----------------|-----------------|
| <b>Profit after tax</b>                                       | <b>-60.5</b> | <b>-86.8</b> | <b>114.6</b>   | <b>254.7</b>    |
| <b>Available-for-sale financial assets</b>                    |              |              |                |                 |
| Fair value adjustments                                        | 0.1          | 4.1          | 0.1            | 29.3            |
| Reclassification to income statement                          | -            | -22.8        | -              | -27.2           |
| Deferred taxes                                                | -            | -0.2         | -              | 0.6             |
| Changes recognized in equity                                  | 0.1          | -18.9        | 0.1            | 2.7             |
| <b>Derivative financial instruments</b>                       |              |              |                |                 |
| Fair value adjustments                                        | -76.6        | 1.4          | -51.0          | 13.2            |
| Reclassification to income statement                          | 12.3         | -5.7         | 54.3           | -3.6            |
| Deferred taxes                                                | 11.3         | 0.4          | 1.2            | -0.2            |
| Changes recognized in equity                                  | -53.0        | -3.9         | 4.5            | 9.4             |
| <b>Remeasurement of the net defined benefit liability</b>     |              |              |                |                 |
| Changes in remeasurement                                      | -9.8         | 0.1          | -9.8           | 2.0             |
| Deferred taxes                                                | -1.9         | 0.3          | -1.9           | 0.1             |
| Changes recognized in equity                                  | -11.7        | 0.4          | -11.7          | 2.1             |
| <b>Exchange differences on translating foreign operations</b> |              |              |                |                 |
| Changes taken directly to equity                              | 61.4         | 26.7         | 42.0           | -42.4           |
| Reclassification to income statement                          | -            | -            | -              | 3.5             |
| Changes recognized in equity                                  | 61.4         | 26.7         | 42.0           | -38.9           |
| <b>Gains/losses recognized immediately in equity</b>          | <b>-3.2</b>  | <b>4.3</b>   | <b>34.9</b>    | <b>-24.7</b>    |
| <b>Comprehensive income</b>                                   | <b>-63.8</b> | <b>-82.5</b> | <b>149.5</b>   | <b>230.0</b>    |
| of which attributable to Merck KGaA shareholders              | -65.5        | -83.5        | 145.5          | 228.2           |
| of which attributable to non-controlling interest             | 1.7          | 1.0          | 4.0            | 1.8             |

\*Previous year's figures have been adjusted, see explanations on page 26.

## Consolidated Balance Sheet

| € million                                                  | June 30, 2012   | Dec. 31, 2011*  |
|------------------------------------------------------------|-----------------|-----------------|
| <b>Current assets</b>                                      |                 |                 |
| Cash and cash equivalents                                  | 1,051.7         | 937.8           |
| Marketable securities and financial assets                 | 1,173.2         | 1,117.1         |
| Trade accounts receivable                                  | 2,284.8         | 2,328.3         |
| Inventories                                                | 1,667.6         | 1,691.1         |
| Other current assets                                       | 293.0           | 252.0           |
| Income tax receivables                                     | 87.0            | 72.7            |
|                                                            | <b>6,557.3</b>  | <b>6,399.0</b>  |
| <b>Non-current assets</b>                                  |                 |                 |
| Intangible assets                                          | 11,430.2        | 11,764.3        |
| Property, plant and equipment                              | 3,001.4         | 3,113.4         |
| Non-current financial assets                               | 66.8            | 60.3            |
| Other non-current assets                                   | 52.2            | 54.9            |
| Deferred tax assets                                        | 788.2           | 730.0           |
|                                                            | <b>15,338.9</b> | <b>15,722.9</b> |
| <b>Total assets</b>                                        | <b>21,896.2</b> | <b>22,121.9</b> |
| <b>Current liabilities</b>                                 |                 |                 |
| Current financial liabilities                              | 992.4           | 1,394.4         |
| Trade accounts payable                                     | 1,216.5         | 1,100.8         |
| Other current liabilities                                  | 763.8           | 1,102.1         |
| Income tax liabilities                                     | 351.0           | 399.4           |
| Current provisions                                         | 610.4           | 365.5           |
|                                                            | <b>3,934.1</b>  | <b>4,362.2</b>  |
| <b>Non-current liabilities</b>                             |                 |                 |
| Non-current financial liabilities                          | 4,174.4         | 4,144.9         |
| Other non-current liabilities                              | 40.5            | 43.6            |
| Non-current provisions                                     | 793.1           | 617.0           |
| Provisions for pensions and other post-employment benefits | 1,173.3         | 1,140.3         |
| Deferred tax liabilities                                   | 1,247.1         | 1,319.6         |
|                                                            | <b>7,428.5</b>  | <b>7,265.4</b>  |
| <b>Net equity</b>                                          |                 |                 |
| Equity capital                                             | 565.2           | 565.2           |
| Reserves                                                   | 8,661.9         | 8,672.6         |
| Gains/losses recognized immediately in equity              | 1,257.9         | 1,210.2         |
| <b>Equity attributable to Merck KGaA shareholders</b>      | <b>10,485.0</b> | <b>10,448.0</b> |
| Non-controlling interest                                   | 48.7            | 46.3            |
|                                                            | <b>10,533.7</b> | <b>10,494.3</b> |
| <b>Total liabilities and stockholders' equity</b>          | <b>21,896.2</b> | <b>22,121.9</b> |

\* Previous year's figures have been adjusted, see explanations on page 26.

## Consolidated Cash Flow Statement

| € million                                                         | Jan.–June<br>2012 | Jan.–June<br>2011* |
|-------------------------------------------------------------------|-------------------|--------------------|
| <b>Profit after tax</b>                                           | <b>114.6</b>      | <b>254.7</b>       |
| Depreciation/amortization/impairment losses/write-ups             | 694.6             | 939.9              |
| Changes in inventories                                            | 48.8              | -28.2              |
| Changes in trade accounts receivable                              | 72.9              | -75.0              |
| Changes in trade accounts payable                                 | 100.1             | -111.8             |
| Changes in provisions                                             | 430.1             | 4.8                |
| Changes in other assets and liabilities                           | -271.1            | -210.4             |
| Neutralization of gain/loss on disposals of assets                | -26.5             | -205.5             |
| Other non-cash income and expenses                                | 2.2               | 8.6                |
| <b>Net cash flows from operating activities</b>                   | <b>1,165.7</b>    | <b>577.1</b>       |
| Purchase of intangible assets                                     | -49.5             | -24.9              |
| Purchase of property, plant and equipment                         | -116.9            | -160.8             |
| Acquisitions                                                      | -4.1              | -10.1              |
| Investments in financial assets                                   | -10.8             | -4.3               |
| Disposal of non-current assets                                    | 50.1              | 551.7              |
| Purchase/sale of marketable securities                            | 10.9              | -30.2              |
| Changes in other financial assets                                 | -67.6             | -261.6             |
| <b>Net cash flows from investing activities</b>                   | <b>-187.9</b>     | <b>59.8</b>        |
| Dividend payments                                                 | -101.8            | -84.1              |
| Profit transfers to E. Merck KG and changes in reserves           | -8.5              | -166.6             |
| Changes in liabilities to E. Merck KG                             | -177.7            | 38.5               |
| Repayment of bonds                                                | -500.0            | -                  |
| Changes in current and non-current financial liabilities          | -80.0             | -5.5               |
| <b>Net cash flows from financing activities</b>                   | <b>-868.1</b>     | <b>-217.7</b>      |
| <b>Changes in cash and cash equivalents</b>                       | <b>109.7</b>      | <b>419.3</b>       |
| Changes in cash and cash equivalents due to currency translation  | 4.2               | -9.0               |
| Cash and cash equivalents as of January 1 (Group balance sheet)   | 937.8             | 943.7              |
| Plus cash and cash equivalents previously in assets held for sale | -                 | 1.2                |
| <b>Cash and cash equivalents as of June 30</b>                    | <b>1,051.7</b>    | <b>1,355.3</b>     |

\* Previous year's figures have been adjusted, see explanations on page 26.

## Consolidated Statement of Changes in Net Equity

| € million                                                            | Equity capital                      |                               | Reserves                                    |                                       |                                         | Gains/losses recognized immediately in equity |                                  |                                 | Equity attributable to Merck KGaA shareholders | Non-controlling interest | Equity          |
|----------------------------------------------------------------------|-------------------------------------|-------------------------------|---------------------------------------------|---------------------------------------|-----------------------------------------|-----------------------------------------------|----------------------------------|---------------------------------|------------------------------------------------|--------------------------|-----------------|
|                                                                      | General partner's equity Merck KGaA | Subscribed capital Merck KGaA | Capital reserves (share premium) Merck KGaA | Retained earnings/Net retained profit | Remeasurement defined benefit liability | Available-for-sale financial assets           | Derivative financial instruments | Currency translation difference |                                                |                          |                 |
| <b>Balance as of January 1, 2011</b>                                 | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,040.9</b>                        | <b>-370.4</b>                           | <b>-3.1</b>                                   | <b>-61.1</b>                     | <b>1,344.6</b>                  | <b>10,329.8</b>                                | <b>42.0</b>              | <b>10,371.8</b> |
| Adjustment IAS 19                                                    | -                                   | -                             | -                                           | -0.6                                  | 5.4                                     | -                                             | -                                | -                               | 4.8                                            | -                        | 4.8             |
| <b>Balance as of January 1, 2011 adjusted</b>                        | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,040.3</b>                        | <b>-365.0</b>                           | <b>-3.1</b>                                   | <b>-61.1</b>                     | <b>1,344.6</b>                  | <b>10,334.6</b>                                | <b>42.0</b>              | <b>10,376.6</b> |
| Profit after tax*                                                    | -                                   | -                             | -                                           | 249.7                                 | -                                       | -                                             | -                                | -                               | 249.7                                          | 5.0                      | 254.7           |
| Gains/losses recognized immediately in equity*                       | -                                   | -                             | -                                           | -                                     | 2.1                                     | 2.7                                           | 9.4                              | -35.7                           | -21.5                                          | -3.2                     | -24.7           |
| <b>Comprehensive income*</b>                                         | <b>-</b>                            | <b>-</b>                      | <b>-</b>                                    | <b>249.7</b>                          | <b>2.1</b>                              | <b>2.7</b>                                    | <b>9.4</b>                       | <b>-35.7</b>                    | <b>228.2</b>                                   | <b>1.8</b>               | <b>230.0</b>    |
| Dividend payments                                                    | -                                   | -                             | -                                           | -80.8                                 | -                                       | -                                             | -                                | -                               | -80.8                                          | -3.4                     | -84.1           |
| Profit transfers to/from E. Merck KG including transfers to reserves | -                                   | -                             | -                                           | -166.6                                | -                                       | -                                             | -                                | -                               | -166.6                                         | -                        | -166.6          |
| Changes in scope of consolidation/Other                              | -                                   | -                             | -                                           | -1.7                                  | -                                       | -                                             | -                                | -                               | -1.7                                           | 1.3                      | -0.4            |
| <b>Balance as of June 30, 2011*</b>                                  | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,040.9</b>                        | <b>-362.9</b>                           | <b>-0.4</b>                                   | <b>-51.7</b>                     | <b>1,308.9</b>                  | <b>10,313.7</b>                                | <b>41.7</b>              | <b>10,355.4</b> |
| <b>Balance as of January 1, 2012</b>                                 | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,248.7</b>                        | <b>-390.7</b>                           | <b>0.8</b>                                    | <b>-94.6</b>                     | <b>1,304.0</b>                  | <b>10,447.1</b>                                | <b>46.3</b>              | <b>10,493.4</b> |
| Adjustment IAS 19                                                    | -                                   | -                             | -                                           | -11.6                                 | 12.5                                    | -                                             | -                                | -                               | 0.9                                            | -                        | 0.9             |
| <b>Balance as of January 1, 2012 adjusted</b>                        | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,237.1</b>                        | <b>-378.2</b>                           | <b>0.8</b>                                    | <b>-94.6</b>                     | <b>1,304.0</b>                  | <b>10,448.0</b>                                | <b>46.3</b>              | <b>10,494.3</b> |
| Profit after tax                                                     | -                                   | -                             | -                                           | 109.5                                 | -                                       | -                                             | -                                | -                               | 109.5                                          | 5.1                      | 114.6           |
| Gains/losses recognized immediately in equity                        | -                                   | -                             | -                                           | -                                     | -11.7                                   | 0.1                                           | 4.5                              | 43.1                            | 36.0                                           | -1.1                     | 34.9            |
| <b>Comprehensive income</b>                                          | <b>-</b>                            | <b>-</b>                      | <b>-</b>                                    | <b>109.5</b>                          | <b>-11.7</b>                            | <b>0.1</b>                                    | <b>4.5</b>                       | <b>43.1</b>                     | <b>145.5</b>                                   | <b>4.0</b>               | <b>149.5</b>    |
| Dividend payments                                                    | -                                   | -                             | -                                           | -96.9                                 | -                                       | -                                             | -                                | -                               | -96.9                                          | -4.9                     | -101.8          |
| Profit transfers to/from E. Merck KG including transfers to reserves | -                                   | -                             | -                                           | -8.5                                  | -                                       | -                                             | -                                | -                               | -8.5                                           | -                        | -8.5            |
| Changes in scope of consolidation/Other                              | -                                   | -                             | -                                           | -3.1                                  | -                                       | -                                             | -                                | -                               | -3.1                                           | 3.3                      | 0.2             |
| <b>Balance as of June 30, 2012</b>                                   | <b>397.2</b>                        | <b>168.0</b>                  | <b>3,813.7</b>                              | <b>5,238.1</b>                        | <b>-389.9</b>                           | <b>0.9</b>                                    | <b>-90.1</b>                     | <b>1,347.1</b>                  | <b>10,485.0</b>                                | <b>48.7</b>              | <b>10,533.7</b> |

\*Previous year's figures have been adjusted, see explanations on page 26.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Notes to the Interim Consolidated Financial Statements as of June 30, 2012

These consolidated financial statements have been prepared with Merck KGaA, Darmstadt, which manages the operations of the Merck Group, as parent company.

### Accounting policies

The interim financial statements of the Merck Group as of June 30, 2012 comply with IAS 34. They have been prepared in accordance with the International Reporting Standards (IFRS) in force on the reporting date and adopted by the European Union. In accordance with IAS 34, a condensed scope of reporting as compared with the consolidated financial statements as of December 31, 2011 was selected. With the exception of the changes described in the following, the accounting policies have remained unchanged in comparison with the previous year.

As of fiscal 2012, "Exceptional items" are no longer disclosed in the income statement. The disclosures made under this item in the previous year have been allocated to "Other operating expenses and income" in accordance with their nature. Due to the allocation of exceptional items, the operating result and earnings before interest and tax (EBIT) are now identical.

Moreover, the method used to charge expenses for Group functions to functional expenses has been modified as of fiscal 2012. Whereas in the past, these expenses were also recorded under functional expenses in the income statement, they are now included under administration expenses. The Group functions affected in particular are those that perform legal, financial and organizational tasks to administer the Group. The income statement for 2011 has been adapted for comparability reasons.

In connection with the amended allocation of expenses for Group functions to functional expenses, their allocation to the operating divisions has also been modified within the scope of segment reporting. These expenses are now fully disclosed outside of the operating segments. For comparability reasons, the previous year's figures in the segment report have been adjusted.

In June 2011, the IASB issued amendments to IAS 19 "Employee Benefits," which were adopted by the EU in June 2012. The revised standard is applicable to annual periods beginning on or after January 2013. Merck made use of the possibility to adopt the standard earlier, and has been applying the rules contained in IAS 19 (2011) since January 1, 2012. At Merck, the changes that the amended standard involve relate in particular to expected returns on plan assets, the treatment of past service cost as well as top-up amounts within the context of partial retirement agreements. The new rules are to be applied retroactively. Consequently, the balances brought forward to January 1, 2011, the figures reported in the previous year as well as the balances brought forward to January 1, 2012 have been adjusted and stated on a comparable basis. Owing to the retroactive adjustments made, the opening balances as of January 1, 2011 have changed in the balance sheet as follows: Net defined benefit assets (other current assets) increased by € 1.8 million, provisions for employee benefits (long-term provisions) declined by € 7.3 million, and provisions for pensions and other post-employment benefits increased by € 3.4 million. Taking deferred taxes into consideration, this led overall to an increase of € 4.8 million in stockholders' equity as of January 1, 2011. The adjustment of the income statement reported in the first half of 2011 led to an increase of € 2.4 million in expenses and adversely affected the financial result by € 3.8 million. Taking deferred taxes into consideration, this reduced profit after tax by € 5.4 million and earnings per share by € 0.02. Stockholders' equity as of December 31, 2011 increased by a total of € 0.9 million as a result of the adjustments.

→ [Notes to the Interim  
Consolidated Financial  
Statements](#)

The explanations on accounting policies given in the notes to the consolidated financial statements of the Merck Group for 2011 otherwise apply unchanged.

Income tax includes the taxes on taxable profit paid in the individual countries plus the change in deferred taxes. The income tax in the interim financial statements is calculated based on the income of the consolidated companies and the currently valid tax rate as a best possible estimate.

The preparation of the interim financial statements requires that assumptions and estimates be made to a certain extent. The assumptions and estimates are based on the state of knowledge and the data currently available.

The following rule is effective as of fiscal 2012:

- Amendment to IFRS 7 "Financial Instruments: Disclosures"

The new rule does not have any material effects on the interim financial statements.

#### **Scope of consolidation**

As of June 30, 2012, 220 (December 31, 2011: 228) companies were fully consolidated. No companies were consolidated either on a pro rata basis or at equity as of the balance sheet date. The following changes have taken place since the beginning of 2012: Merck Financial Trading GmbH, Darmstadt, which was established in 2011, was consolidated for the first time. Nine companies are no longer consolidated due to six liquidations and three mergers.

#### **Other operating expenses and income**

The item "Other operating expenses and income" in the income statement for the first half of 2012 shows an expense balance of € 633.2 million (year-earlier period: € 215.3 million expense balance). The sharp increase over the previous year was due mainly to one-time items. Whereas in the first six months of 2011 one-time items totaling € -54.6 million were reported, the first half of 2012 included one-time items of € -423.7 million. More information on the presentation of one-time items can be found on pages 35 and 36.

#### **Amortization of intangible assets**

The decline in amortization of intangible assets in the first half of 2012 to € 433.7 million (year-earlier period: € 567.2 million) is due to the fact that in 2011, impairment losses of € 157.9 million classified as one-time items were disclosed under this item. In the first half of 2012, "Amortization of intangible assets" does not include any impairment losses. More information on the presentation of one-time items can be found on pages 35 and 36.

#### **Greek sovereign bonds**

All Greek sovereign bonds were sold in the second quarter of 2012. Following the Greece debt cut in the first quarter of 2012, the nominal value of these securities was € 20.1 million (December 31, 2011: € 43.2 million before the debt cut). The net book value of the bonds was € 10.9 million on December 31, 2011. We received these securities in fiscal 2011 within the scope of an exchange of receivables that were due from Greek hospitals. On the selling date, the realized selling price of € 8.1 million largely corresponded to the net book value of the bonds. The impairment losses recorded in the first half of 2012 prior to the sale amounted to € 2.8 million and were disclosed under other operating expenses.

→ [Unterkapitel](#)

#### Trade accounts receivable

In the first half of 2012, trade receivables in Italy and Spain with a nominal value of € 175.3 million were sold for € 168.7 million. In this connection, allowances of € 9.1 million were reversed and disclosed under other operating income. The sold receivables do not involve any further rights of recovery vis-à-vis Merck.

In the first half of 2012, allowances for trade accounts receivable amounting to € 52.1 million (year-earlier period: € 50.7 million) were recorded and disclosed under other operating expenses.

#### New variable, long-term compensation plan

As of fiscal 2012, the previous long-term variable compensation plan (Merck Long-Term Incentive Plan) was replaced by a new long-term variable compensation plan linked to the Merck KGaA share price.

Under the new Merck Long-Term Incentive Plan, eligible executives and employees could be entitled to a certain number of Merck Share Units (MSUs) at the end of a three-year performance period. Following the expiration of the three-year performance period, the eligible individuals will be granted between 0% and 150% of the MSU entitlement depending on the development of two key performance indicators (KPIs):

- a) the relative performance of the Merck share price compared to the performance of the DAX® with a weighting of 70%, and
- b) the development of the EBITDA margin, adjusted for one-time items, during the performance period as a proportion of a defined target value with a weighting of 30%.

The eligible individuals receive a cash payment based on the number of MSUs granted. The value of an MSU corresponds to the average closing price of Merck shares in Xetra trading during the last 60 trading days prior to January 1 after the performance period.

The fair value of the liability for the new long-term, variable compensation plan has been disclosed under provisions for employee benefits on a pro rata basis for the vesting period already completed. The resulting expense for the first half of 2012 amounting to € 5.7 million has been recognized in the income statement.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Merck Serono   |                |                |                 |
|---------------------------------------------------|----------------|----------------|----------------|-----------------|
|                                                   | Q2 2012        | Q2 2011*       | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | 1,546.5        | 1,395.5        | 2,963.7        | 2,740.4         |
| Royalty, license and commission income            | 102.1          | 84.4           | 180.2          | 166.7           |
| <b>Total revenues</b>                             | <b>1,648.6</b> | <b>1,479.9</b> | <b>3,143.9</b> | <b>2,907.1</b>  |
| Gross profit                                      | 1,332.0        | 1,187.7        | 2,555.6        | 2,410.1         |
| Marketing and selling expenses                    | -358.6         | -366.3         | -691.0         | -717.3          |
| Royalty, license and commission expenses          | -148.1         | -112.9         | -263.3         | -219.2          |
| Administration expenses                           | -63.6          | -64.3          | -124.3         | -125.7          |
| Other operating expenses and income               | -267.2         | -218.3         | -363.1         | -264.9          |
| Research and development                          | -325.9         | -301.1         | -628.7         | -606.5          |
| <b>Operating result (EBIT)</b>                    | <b>3.7</b>     | <b>-137.8</b>  | <b>155.7</b>   | <b>14.7</b>     |
| Depreciation and amortization                     | 221.0          | 211.5          | 443.7          | 410.9           |
| Impairment losses                                 | 23.2           | 266.2          | 32.3           | 316.7           |
| Other                                             | -              | -0.4           | -              | -0.4            |
| <b>EBITDA</b>                                     | <b>247.9</b>   | <b>339.5</b>   | <b>631.7</b>   | <b>741.9</b>    |
| One-time items                                    | 191.5          | 26.9           | 201.2          | 25.9            |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>439.4</b>   | <b>366.4</b>   | <b>832.9</b>   | <b>767.8</b>    |
| EBITDA margin pre one-time items (in % of sales)  | 28.4           | 26.3           | 28.1           | 28.0            |
| Net operating assets**                            |                |                | 8,595.4        | 9,207.3         |
| Segment liabilities**                             |                |                | -1,257.2       | -1,163.5        |
| Capital spending on property, plant and equipment | 34.9           | 51.1           | 57.1           | 96.0            |
| Investments in intangible assets                  | 17.6           | 6.5            | 39.2           | 11.6            |
| Net cash flows from operating activities          | 591.1          | 144.1          | 1,089.8        | 488.0           |
| Net cash flows from investing activities          | -42.7          | 14.0           | -63.9          | 211.5           |
| Free cash flow                                    | 548.4          | 158.1          | 1,025.9        | 699.5           |
| Free cash flow margin (in % of sales)             | 35.5           | 11.3           | 34.6           | 25.5            |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Consumer Health |              |                |                 |
|---------------------------------------------------|-----------------|--------------|----------------|-----------------|
|                                                   | Q2 2012         | Q2 2011*     | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | 121.1           | 117.6        | 228.7          | 233.8           |
| Royalty, license and commission income            | 0.5             | 0.7          | 0.9            | 1.1             |
| <b>Total revenues</b>                             | <b>121.6</b>    | <b>118.3</b> | <b>229.6</b>   | <b>234.9</b>    |
| Gross profit                                      | 83.5            | 79.6         | 154.7          | 161.8           |
| Marketing and selling expenses                    | -54.3           | -56.7        | -106.7         | -117.3          |
| Royalty, license and commission expenses          | -               | -0.3         | -0.2           | -0.7            |
| Administration expenses                           | -6.2            | -5.9         | -11.6          | -11.8           |
| Other operating expenses and income               | -7.8            | -0.4         | -10.1          | -1.9            |
| Research and development                          | -4.5            | -5.8         | -9.4           | -10.6           |
| <b>Operating result (EBIT)</b>                    | <b>9.6</b>      | <b>9.5</b>   | <b>14.5</b>    | <b>17.4</b>     |
| Depreciation and amortization                     | 2.9             | 2.6          | 5.9            | 5.3             |
| Impairment losses                                 | -               | 0.8          | -              | 0.8             |
| Other                                             | -               | -            | -              | -               |
| <b>EBITDA</b>                                     | <b>12.6</b>     | <b>13.0</b>  | <b>20.4</b>    | <b>23.5</b>     |
| One-time items                                    | 5.2             | -            | 5.9            | -               |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>17.8</b>     | <b>13.0</b>  | <b>26.3</b>    | <b>23.5</b>     |
| EBITDA margin pre one-time items (in % of sales)  | 14.7            | 11.0         | 11.5           | 10.1            |
| Net operating assets**                            |                 |              | 324.5          | 321.1           |
| Segment liabilities**                             |                 |              | -70.1          | -80.7           |
| Capital spending on property, plant and equipment | 0.8             | 1.3          | 1.1            | 1.9             |
| Investments in intangible assets                  | 0.1             | 5.6          | 0.2            | 5.8             |
| Net cash flows from operating activities          | 5.7             | 3.3          | 15.5           | 17.3            |
| Net cash flows from investing activities          | -0.7            | -6.3         | 0.1            | -7.1            |
| Free cash flow                                    | 5.0             | -3.0         | 15.6           | 10.2            |
| Free cash flow margin (in % of sales)             | 4.1             | -2.5         | 6.8            | 4.4             |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Performance Materials |              |                |                 |
|---------------------------------------------------|-----------------------|--------------|----------------|-----------------|
|                                                   | Q2 2012               | Q2 2011*     | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | 426.1                 | 373.4        | 812.5          | 781.4           |
| Royalty, license and commission income            | 0.5                   | –            | 0.3            | 0.8             |
| <b>Total revenues</b>                             | <b>426.6</b>          | <b>373.5</b> | <b>812.8</b>   | <b>782.2</b>    |
| Gross profit                                      | 243.4                 | 199.0        | 457.8          | 463.6           |
| Marketing and selling expenses                    | –35.5                 | –33.6        | –68.4          | –66.0           |
| Royalty, license and commission expenses          | –0.3                  | –1.3         | –0.8           | –2.9            |
| Administration expenses                           | –8.9                  | –8.4         | –17.6          | –16.5           |
| Other operating expenses and income               | 11.1                  | –9.9         | 3.8            | 132.5           |
| Research and development                          | –32.0                 | –29.7        | –67.3          | –65.8           |
| <b>Operating result (EBIT)</b>                    | <b>177.4</b>          | <b>106.8</b> | <b>306.7</b>   | <b>434.8</b>    |
| Depreciation and amortization                     | 27.0                  | 24.9         | 57.4           | 51.9            |
| Impairment losses                                 | –                     | 9.4          | –              | 9.4             |
| Other                                             | –                     | –            | –              | –               |
| <b>EBITDA</b>                                     | <b>204.4</b>          | <b>141.1</b> | <b>364.1</b>   | <b>496.1</b>    |
| One-time items                                    | –14.7                 | 38.3         | –14.1          | –118.7          |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>189.7</b>          | <b>179.4</b> | <b>350.0</b>   | <b>377.3</b>    |
| EBITDA margin pre one-time items (in % of sales)  | 44.5                  | 48.0         | 43.1           | 48.3            |
| Net operating assets**                            |                       |              | 1,297.2        | 1,331.0         |
| Segment liabilities**                             |                       |              | –119.3         | –131.7          |
| Capital spending on property, plant and equipment | 8.5                   | 12.5         | 20.2           | 25.8            |
| Investments in intangible assets                  | –                     | 0.5          | 0.6            | 1.3             |
| Net cash flows from operating activities          | 169.6                 | 169.1        | 338.4          | 288.2           |
| Net cash flows from investing activities          | 6.2                   | –13.1        | –6.5           | 168.5           |
| Free cash flow                                    | 175.7                 | 156.0        | 331.9          | 456.7           |
| Free cash flow margin (in % of sales)             | 41.2                  | 41.8         | 40.9           | 58.4            |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Merck Millipore |              |                |                 |
|---------------------------------------------------|-----------------|--------------|----------------|-----------------|
|                                                   | Q2 2012         | Q2 2011*     | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | 649.5           | 583.1        | 1,302.1        | 1,191.5         |
| Royalty, license and commission income            | 5.8             | 0.6          | 8.7            | 3.5             |
| <b>Total revenues</b>                             | <b>655.3</b>    | <b>583.7</b> | <b>1,310.7</b> | <b>1,195.0</b>  |
| Gross profit                                      | 385.3           | 330.3        | 774.8          | 687.0           |
| Marketing and selling expenses                    | –168.7          | –146.7       | –335.9         | –292.3          |
| Royalty, license and commission expenses          | –3.4            | –3.9         | –7.5           | –7.0            |
| Administration expenses                           | –30.0           | –24.9        | –58.3          | –52.5           |
| Other operating expenses and income               | –25.1           | –29.4        | –49.1          | –56.1           |
| Research and development                          | –41.7           | –31.7        | –79.4          | –64.0           |
| <b>Operating result (EBIT)</b>                    | <b>65.3</b>     | <b>48.4</b>  | <b>143.6</b>   | <b>122.7</b>    |
| Depreciation and amortization                     | 75.9            | 68.7         | 151.6          | 140.7           |
| Impairment losses                                 | –               | 2.0          | –              | 2.0             |
| Other                                             | –               | –            | –              | –               |
| <b>EBITDA</b>                                     | <b>141.2</b>    | <b>119.1</b> | <b>295.1</b>   | <b>265.3</b>    |
| One-time items                                    | 6.7             | 9.5          | 14.2           | 21.7            |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>147.9</b>    | <b>128.6</b> | <b>309.4</b>   | <b>287.0</b>    |
| EBITDA margin pre one-time items (in % of sales)  | 22.8            | 22.1         | 23.8           | 24.1            |
| Net operating assets**                            |                 |              | 6,636.2        | 6,608.6         |
| Segment liabilities**                             |                 |              | –348.2         | –335.4          |
| Capital spending on property, plant and equipment | 19.4            | 26.3         | 35.7           | 42.3            |
| Investments in intangible assets                  | –               | 1.7          | 5.5            | 2.7             |
| Net cash flows from operating activities          | 144.0           | 92.7         | 258.0          | 160.5           |
| Net cash flows from investing activities          | –25.7           | –31.5        | –42.4          | –45.6           |
| Free cash flow                                    | 118.3           | 61.2         | 215.6          | 114.9           |
| Free cash flow margin (in % of sales)             | 18.2            | 10.5         | 16.6           | 9.6             |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Corporate and Other |              |                |                 |
|---------------------------------------------------|---------------------|--------------|----------------|-----------------|
|                                                   | Q2 2012             | Q2 2011*     | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | –                   | –            | –              | –               |
| Royalty, license and commission income            | –                   | –            | –              | –               |
| <b>Total revenues</b>                             | <b>–</b>            | <b>–</b>     | <b>–</b>       | <b>–</b>        |
| Gross profit                                      | 0.2                 | –1.2         | –2.4           | –2.3            |
| Marketing and selling expenses                    | –0.2                | –0.4         | –1.9           | –0.8            |
| Royalty, license and commission expenses          | 0.1                 | –            | –              | –               |
| Administration expenses                           | –33.9               | –29.8        | –67.3          | –57.9           |
| Other operating expenses and income               | –199.6              | –20.2        | –214.8         | –24.7           |
| Research and development                          | 0.1                 | –0.1         | –1.0           | –0.2            |
| <b>Operating result (EBIT)</b>                    | <b>–232.9</b>       | <b>–50.6</b> | <b>–286.8</b>  | <b>–84.9</b>    |
| Depreciation and amortization                     | 1.9                 | 1.2          | 3.8            | 2.6             |
| Impairment losses                                 | –                   | 0.4          | –              | 0.4             |
| Other                                             | –                   | –0.4         | –              | –0.4            |
| <b>EBITDA</b>                                     | <b>–231.0</b>       | <b>–49.4</b> | <b>–283.0</b>  | <b>–82.3</b>    |
| One-time items                                    | 182.8               | 17.3         | 185.3          | 17.3            |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>–48.2</b>        | <b>–32.1</b> | <b>–97.7</b>   | <b>–65.0</b>    |
| EBITDA margin pre one-time items (in % of sales)  | –                   | –            | –              | –               |
| Net operating assets**                            |                     |              | 23.8           | –1.3            |
| Segment liabilities**                             |                     |              | –31.7          | –22.8           |
| Capital spending on property, plant and equipment | 2.6                 | 0.4          | 2.8            | 0.5             |
| Investments in intangible assets                  | 2.7                 | 1.2          | 3.9            | 3.6             |
| Net cash flows from operating activities          | –216.6              | –117.0       | –536.0         | –376.9          |
| Net cash flows from investing activities          | –443.0              | –7.5         | –75.3          | –267.5          |
| Free cash flow                                    | –221.8              | –119.1       | –543.6         | –382.8          |
| Free cash flow margin (in % of sales)             | –                   | –            | –              | –               |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

## Segment Reporting

### Information by division

| € million                                         | Group          |                |                |                 |
|---------------------------------------------------|----------------|----------------|----------------|-----------------|
|                                                   | Q2 2012        | Q2 2011*       | Jan.–June 2012 | Jan.–June 2011* |
| Sales                                             | 2,743.1        | 2,469.6        | 5,307.0        | 4,947.1         |
| Royalty, license and commission income            | 109.0          | 85.8           | 190.1          | 172.0           |
| <b>Total revenues</b>                             | <b>2,852.1</b> | <b>2,555.4</b> | <b>5,497.1</b> | <b>5,119.1</b>  |
| Gross profit                                      | 2,044.3        | 1,795.5        | 3,940.5        | 3,720.3         |
| Marketing and selling expenses                    | -617.3         | -603.8         | -1,203.8       | -1,193.8        |
| Royalty, license and commission expenses          | -151.7         | -118.5         | -271.7         | -229.8          |
| Administration expenses                           | -142.6         | -133.4         | -279.0         | -264.5          |
| Other operating expenses and income               | -488.7         | -278.2         | -633.2         | -215.3          |
| Research and development                          | -404.0         | -368.4         | -785.8         | -747.2          |
| <b>Operating result (EBIT)</b>                    | <b>23.2</b>    | <b>-23.7</b>   | <b>333.8</b>   | <b>504.6</b>    |
| Depreciation and amortization                     | 328.6          | 308.9          | 662.3          | 611.4           |
| Impairment losses                                 | 23.2           | 278.8          | 32.3           | 329.3           |
| Other                                             | -              | -0.8           | -              | -0.8            |
| <b>EBITDA</b>                                     | <b>375.0</b>   | <b>563.3</b>   | <b>1,028.3</b> | <b>1,444.5</b>  |
| One-time items                                    | 371.6          | 92.0           | 392.6          | -53.8           |
| <b>EBITDA pre one-time items (Segment result)</b> | <b>746.6</b>   | <b>655.2</b>   | <b>1,420.9</b> | <b>1,390.7</b>  |
| EBITDA margin pre one-time items (in % of sales)  | 27.2           | 26.5           | 26.8           | 28.1            |
| Net operating assets**                            |                |                | 16,877.2       | 17,466.6        |
| Segment liabilities**                             |                |                | -1,826.5       | -1,734.3        |
| Capital spending on property, plant and equipment | 66.2           | 91.6           | 116.9          | 166.5           |
| Investments in intangible assets                  | 20.4           | 15.6           | 49.5           | 24.9            |
| Net cash flows from operating activities          | 693.7          | 292.2          | 1,165.7        | 577.1           |
| Net cash flows from investing activities          | -505.9         | -44.4          | -187.9         | 59.8            |
| Free cash flow                                    | 625.7          | 253.2          | 1,045.4        | 898.5           |
| Free cash flow margin (in % of sales)             | 22.8           | 10.3           | 19.7           | 18.2            |

\*Previous year's figures have been adjusted, see explanations on page 26.

\*\*Reporting period ending on June 30, 2012, previous year's figures as of December 31, 2011.

→ [Notes to the Interim Consolidated Financial Statements](#)

The segment report presents the earnings, financial and asset figures as well as other key figures by operating segment. Segmentation was performed in accordance with the internal organization and reporting structure of the Merck Group. The operating segments are described in detail in the sections about the divisions in the interim management report. "Corporate and Other" includes assets and liabilities as well as income and expenses that cannot be directly allocated to the reportable segments presented. These mainly relate to Group functions. The cash flow related to the financial result and income taxes are also presented under Corporate and Other. We determine the transfer prices of intragroup transactions in accordance with market values. There were no significant transactions between the business segments.

Apart from total revenues, the main indicator used to measure the success of a segment is EBITDA pre, i.e. EBITDA before one-time items (segment result). The reconciliation of EBITDA pre of all operating businesses to profit before income tax of the Merck Group is as follows:

| € million                                                           | Q2 2012      | Q2 2011*      | Jan.-June 2012 | Jan.-June 2011* |
|---------------------------------------------------------------------|--------------|---------------|----------------|-----------------|
| <b>Total EBITDA pre one-time items for the operating businesses</b> | <b>794.8</b> | <b>687.4</b>  | <b>1,518.6</b> | <b>1,455.7</b>  |
| Corporate and Other                                                 | -48.2        | -32.1         | -97.7          | -65.0           |
| <b>EBITDA pre one-time items Merck Group</b>                        | <b>746.6</b> | <b>655.2</b>  | <b>1,420.9</b> | <b>1,390.7</b>  |
| Depreciation and amortization / impairment losses / other           | -351.8       | -586.9        | -694.6         | -940.0          |
| One-time items                                                      | -371.6       | -92.0         | -392.6         | 53.8            |
| <b>Operating result (EBIT)</b>                                      | <b>23.2</b>  | <b>-23.7</b>  | <b>333.8</b>   | <b>504.6</b>    |
| Financial result                                                    | -69.7        | -76.5         | -135.8         | -146.6          |
| <b>Profit before income tax</b>                                     | <b>-46.5</b> | <b>-100.1</b> | <b>198.0</b>   | <b>358.0</b>    |

\*Previous year's figures have been adjusted, see explanations on page 26.

One-time items are as follows:

| € million                                         | Q2 2012       | Q2 2011       | Jan.-June 2012 | Jan.-June 2011 |
|---------------------------------------------------|---------------|---------------|----------------|----------------|
| Integration / IT-related costs                    | -7.0          | -8.7          | -16.6          | -20.9          |
| Restructuring costs                               | -355.3        | -             | -365.8         | -              |
| Gains/losses from discontinued businesses         | -9.3          | -11.1         | -10.2          | 146.9          |
| Acquisition costs                                 | -             | -             | -              | -              |
| Other one-time items                              | -             | -72.2         | -              | -72.2          |
| <b>One-time items excluding impairment losses</b> | <b>-371.6</b> | <b>-92.0</b>  | <b>-392.6</b>  | <b>53.8</b>    |
| Impairment losses                                 | -22.5         | -268.1        | -31.1          | -318.5         |
| <b>One-time items (Total)</b>                     | <b>-394.1</b> | <b>-360.1</b> | <b>-423.7</b>  | <b>-264.7</b>  |

The restructuring costs incurred in the first half of 2012 amounting to € 365.8 million are directly related to the announced efficiency improvement and cost reduction program. The aim of the associated measures is to increase the competitiveness of Merck, especially by optimizing cost structures in all divisions and regions. The recognized restructuring charges largely relate to personnel measures, for instance the transfer and elimination of positions in order to create a leaner and more agile organization. This led to a corresponding change in provisions for restructuring, and was thus one of the main reasons for the increase in short- and long-term provisions disclosed in the balance sheet as of June 30, 2012. In addition, within the scope of the efficiency improvement and cost reduction program, asset impairments of € 20.9 million were recorded. Consequently, restructuring measures resulted in expenses totaling € 386.7 million. The reported gains and losses from the divestment of businesses totaling € -10.2 million relate mainly to subsequent expenses in connection with the divestment of the Generics business in 2007. The year-earlier period mainly includes the gain on the divestment of the Crop BioScience business.

→ [Notes to the Interim Consolidated Financial Statements](#)

Other one-time items in the year-earlier period consist of inventory adjustments amounting to € 52.2 million as well as expenses of € 20.0 million in connection with the discontinued development of cladribine.

Impairment losses in the second quarter of 2011 in the amount of € 160.7 million related to the Large-Scale-Biotech production plant (LSB) at the Merck Serono Biotech Center in Switzerland, the add-on therapy for Parkinson's disease safinamide (€ 63.4 million), the discontinued development of IMO-2055, a candidate for cancer treatment (€ 35.4 million), as well as patents in the Performance Materials division (€ 8.6 million).

In addition, in the previous year impairment losses of € 50.4 million in connection with the reassessment of the business potential of cladribine tablets were disclosed.

One-time items are in principle disclosed under "Other operating expenses and income." In the previous year, individual items were also disclosed in other lines of the income statement: The impairment losses for safinamide (€ 63.4 million), cladribine (€ 50.4 million), IMO-2055 (€ 35.4 million) and patents in the Performance Materials division (€ 8.6 million) were disclosed under "Amortization of intangible assets". The inventory adjustments of € 52.2 million made in the previous year were allocated to cost of sales.

The reconciliation of operating assets in the segment report is as follows:

| € million                                                                                        | June 30, 2012   | Dec. 31, 2011*  |
|--------------------------------------------------------------------------------------------------|-----------------|-----------------|
| <b>Assets</b>                                                                                    | <b>21,896.2</b> | <b>22,121.9</b> |
| Monetary assets (cash and cash equivalents, loans, securities)                                   | -2,251.1        | -2,082.7        |
| Non-operating receivables, income tax receivables, deferred taxes and net defined benefit assets | -941.4          | -838.3          |
| <b>Operating assets (gross)</b>                                                                  | <b>18,703.7</b> | <b>19,200.9</b> |
| Trade accounts payable                                                                           | -1,216.5        | -1,100.8        |
| Other operating liabilities                                                                      | -610.0          | -633.5          |
| <b>Segment liabilities</b>                                                                       | <b>-1,826.5</b> | <b>-1,734.3</b> |
| <b>Operating assets (net)</b>                                                                    | <b>16,877.2</b> | <b>17,466.6</b> |

\*Previous year's figures have been adjusted, see explanations on page 26.

#### Notes to the cash flow statement

In the first half of 2012, interest paid amounted to € 132.8 million (year-earlier period: € 127.3 million).

The bond repaid in the reporting period was issued by Merck Financial Services GmbH, Germany. It had a nominal volume of € 500 million and matured in March 2012.

→ [Notes to the Interim Consolidated Financial Statements](#)

Free cash flow resulted as follows:

| € million                                       | Jan.-June 2012 | Jan.-June 2011 |
|-------------------------------------------------|----------------|----------------|
| <b>Net cash flows from operating activities</b> | <b>1,165.7</b> | <b>577.1</b>   |
| Purchase of intangible assets                   | -49.5          | -24.9          |
| Purchase of property, plant and equipment       | -116.9         | -160.8         |
| Acquisitions                                    | -4.1           | -10.1          |
| Investments in financial assets                 | -10.8          | -4.3           |
| Disposal of non-current assets                  | 50.1           | 551.7          |
| Purchase/sale of marketable securities          | 10.9           | -30.2          |
| <b>Free cash flow</b>                           | <b>1,045.4</b> | <b>898.5</b>   |

### Earnings per share

Basic earnings per share equal profit after tax attributable to Merck KGaA shareholders divided by the weighted average number of outstanding theoretical shares. The calculation of the theoretical number of shares is based on the fact that the general partner's equity capital is not represented by shares. The share capital of € 168.0 million is divided into 64,621,126 shares. The general partner's capital amounts to € 397.2 million or 152,767,813 theoretical shares. This results in a total of € 565.2 million or 217,388,939 outstanding theoretical shares.

|                                                                         | Q2 2012      | Q2 2011*     | Jan.-June 2012 | Jan.-June 2011* |
|-------------------------------------------------------------------------|--------------|--------------|----------------|-----------------|
| Profit after tax attributable to Merck KGaA shareholders (€ million)    | -63.2        | -88.7        | 109.5          | 249.7           |
| Weighted average number of theoretical shares outstanding (in millions) | 217.4        | 217.4        | 217.4          | 217.4           |
| <b>Basic earnings per share (€)</b>                                     | <b>-0.29</b> | <b>-0.41</b> | <b>0.50</b>    | <b>1.15</b>     |

\*Previous year's figures have been adjusted, see explanations on page 26.

As of June 30, 2012, there were no potentially dilutive shares. Diluted earnings per share corresponded to basic earnings per share.

### Related-party disclosures

As of June 30, 2012, there were liabilities by Merck Financial Services GmbH and Merck & Cie, Switzerland, to E. Merck KG in the amount of € 364.3 million. Additionally, as of June 30, 2012, Merck KGaA had receivables from E. Merck KG totaling € 29.6 million and from E. Merck Beteiligungen KG totaling € 1.6 million. Merck Financial Services GmbH had receivables from Merck Capital Asset Management Holding, Malta, amounting to € 0.2 million. The balances resulted mainly from the profit transfers by Merck & Cie to E. Merck KG as well as the reciprocal profit transfers between Merck KGaA and E. Merck KG. They included financial payables of € 332.2 million, which were subject to standard market interest rates.

From January to June 2012, Merck KGaA performed services for E. Merck KG and Emanuel Merck Vermögens KG with a value of € 0.3 million and € 0.1 million, respectively. During the same period, E. Merck KG performed services for Merck KGaA with a value of € 0.5 million.

### Subsequent events

Subsequent to the balance sheet date, no further events of special importance occurred that could have a material impact on the financial position and results of operations of the Merck Group.

## Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements of the Merck Group give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the interim management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group for the remaining months of the financial year.

Darmstadt, August 13, 2012



Karl-Ludwig Kley



Kai Beckmann



Stefan Oschmann



Bernd Reckmann



Matthias Zachert

## Review Report

To Merck KGaA, Darmstadt:

We have reviewed the condensed interim consolidated financial statements – comprising the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Net Equity and Notes to the Interim Financial Statements – together with the interim group management report of Merck KGaA, Darmstadt, for the period from January 1, 2012 to June 30, 2012 that are part of the half-year financial report according to § 37w WpHG (Wertpapierhandelsgesetz: – German Securities Trading Act). The preparation of the condensed interim consolidated financial statements in accordance with those International Financial Reporting Standards (IFRS) applicable to interim financial reporting as adopted by the EU, and of the interim group management report in accordance with the requirements of the WpHG applicable to interim group management reports, is the responsibility of the Company's management. Our responsibility is to issue a report on the condensed interim consolidated financial statements and on the interim group management report based on our review.

We performed our review of the condensed interim consolidated financial statements and the interim group management report in accordance with the German generally accepted standards for the review of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Those standards require that we plan and perform the review so that we can preclude through critical evaluation, with a certain level of assurance, that the condensed interim consolidated financial statements have not been prepared, in material respects, in accordance with the IFRS applicable to interim financial reporting as adopted by the EU, and that the interim group management report has not been prepared, in material respects, in accordance with the requirements of the WpHG applicable to interim group management reports. A review is limited primarily to inquiries of company employees and analytical assessments and therefore does not provide the assurance attainable in a financial statement audit. Since, in accordance with our engagement, we have not performed a financial statement audit, we cannot issue an auditor's report.

Based on our review, no matters have come to our attention that cause us to presume that the condensed interim consolidated financial statements have not been prepared, in material respects, in accordance with the IFRS applicable to interim financial reporting as adopted by the EU, or that the interim group management report has not been prepared, in material respects, in accordance with the requirements of the WpHG applicable to interim group management reports.

Frankfurt/Main, August 13, 2012

KPMG AG  
Wirtschaftsprüfungsgesellschaft

Original German version signed by

Rolf Nonnenmacher  
(German Public Auditor)

Manfred Jenal  
(German Public Auditor)

## Executive Board of Merck KGaA

Karl-Ludwig Kley, Chairman

Kai Beckmann | Stefan Oschmann | Bernd Reckmann | Matthias Zachert

## Supervisory Board of Merck KGaA

Rolf Krebs, Chairman

Heiner Wilhelm\*, Vice Chairman

Crocifissa Attardo\* | Mechthild Auge\* | Johannes Baillou | Frank Binder | Wolfgang Büchele

Michael Fletterich\* | Edeltraud Glänzer\* | Jürgen Glaser\* | Michaela Freifrau von Glenck

Hans-Jürgen Leuchs | Albrecht Merck | Karl-Heinz Scheider\* | Theo Siegert | Berthold Wagner\*

\* Employee representative

## Financial calendar 2012/2013

### Third quarter financial report 2012

Thursday, November 15, 2012

### Annual report 2012

Thursday, March 7, 2013

### Annual General Meeting 2013

Friday, April 26, 2013

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